DEFINITIVE HEALTHCARE

# Second quarter 2025 earnings presentation

August 7, 2025

# Cautionary statement regarding forward-looking statements

This presentation includes forward-looking statements that reflect our current views with respect to future events and financial performance. Such statements are provided under the “safe harbor” protection of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that do not relate solely to historical or current facts, and can generally be identified by words or phrases written in the future tense and/or preceded by words such as “should,” “may,” “anticipates,” “intends,” “plans,” “seeks,” “believes,” “estimates,” “expects,” "would," "potentially," "will," "continues," "assumes," or similar words or variations thereof, or the negative thereof, references to future periods, or by the inclusion of forecasts or projections, but these terms are not the exclusive means of identifying such statements. Examples of forward-looking statements include, but are not limited to, statements we make regarding our outlook, financial guidance, the benefits of our differentiated data and healthcare commercial intelligence solutions, our overall future prospects and growth opportunities, customer behaviors and use of our solutions, generating value for our customers and shareholders, the market, industry and macroeconomic environment, our planned investments and operational strategy, our plans to improve our operational and financial performance, our business, our market opportunity, and customer growth.

Forward-looking statements in this presentation are based on our current expectations and assumptions regarding our business, the economy and other future conditions. Because forward-looking statements relate to the future, by their nature, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. As a result, our actual results may differ materially from those contemplated by the forward-looking statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements include the following: our inability to achieve the anticipated cost savings, operating efficiencies or other benefits of our internal restructuring activities, global geopolitical tension and difficult macroeconomic conditions; actual or potential changes in international, national, regional and local economic, business and financial conditions, including tariffs, sanctions, trade barriers, recessions, fluctuating inflation, high interest rates, volatility in the capital markets and related market uncertainty; the impact of difficult macroeconomic conditions on our new and existing customers; our inability to acquire new customers and generate additional revenue from existing customers; our inability to generate sales of subscriptions to our platform or any decline in demand for our platform and the data we offer; the competitiveness of the market in which we operate and our ability to compete effectively; the failure to maintain and improve our platform, or develop new modules or insights for healthcare commercial intelligence; the inability to obtain and maintain accurate, comprehensive or reliable data, which could result in reduced demand for our platform; the risk that our recent growth rates may not be indicative of our future growth; the inability to achieve or sustain GAAP or non-GAAP profitability in the future as we increase investments in our business; the loss of our access to our data providers; the failure to respond to advances in healthcare commercial intelligence; an inability to attract new customers and expand subscriptions of current customers; our ability to successfully transition executive leadership, the risk of cyber-attacks and security vulnerabilities; litigation, investigations or other legal, governmental or regulatory actions; the possibility that our security measures are breached or unauthorized access to data is otherwise obtained; the risk that additional material weaknesses or significant deficiencies that will occur in the future; and the risks of being required to collecting sales or other related taxes for subscriptions to our platform in jurisdictions where we have not historically done so.

Additional factors or events that could cause our actual performance to differ from these forward-looking statements may emerge from time to time, and it is not possible for us to predict all of them. Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, our actual financial condition, results of operations, future performance and business may vary in material respects from the performance projected in these forward-looking statements.

For additional discussion of factors that could impact our operational and financial results, refer to our Quarterly Report on Form 10-Q for the fiscal year ended June 30, 2025, as well as our Current Reports on Form 8-K and other subsequent SEC filings, which are or will be available on the Investor Relations page of our website at ir.definitivehc.com and on the SEC website at www.sec.gov.

All information in this presentation speaks only as of June 30, 2025 unless otherwise indicated. We undertake no obligation to publicly update this information, whether as a result of new information, future developments or otherwise, except as may be required by law.

**Non-GAAP Financial Measures**

The historical financial information in this presentation includes information that is not presented in accordance with generally accepted accounting principles in the United States (“GAAP”), such as Adjusted EBITDA, Adjusted Gross Profit, Adjusted Gross Margin, non-GAAP Sales and Marketing expense, non-GAAP Product Development expense, non-GAAP General and Administrative expense, Adjusted EBITDA Margin, Adjusted Operating Income, Adjusted Net Income, Adjusted Net Income Per Diluted Share, Unlevered Free Cash Flow and Unlevered Free Cash Flow Margin. These are supplemental financial measures of our performance and should not be considered substitutes for net (loss) income, gross profit or any other measure derived in accordance with GAAP. Non-GAAP measures in this presentation may be calculated in ways that are not comparable to similarly titled measures reported by other companies. Our presentation of these non-GAAP financial measures are intended as supplemental measures of our performance that are not required by, or presented in accordance with, GAAP. We believe that these supplemental non-GAAP financial measures are useful to investors because they allow for an evaluation of the Company with a focus on the performance of its core operations, including providing meaningful comparisons of financial results to historical periods and to the financial results of peer and competitor companies.

We do not provide a quantitative reconciliation of the forward-looking non-GAAP financial measures included in this presentation to the most directly comparable GAAP measures due to the high variability and difficulty to predict certain items excluded from these non-GAAP financial measures; in particular, the effects of stock-based compensation expense, taxes and amounts under the exchange tax receivable agreement, deferred tax assets and deferred tax liabilities, goodwill impairments and restructuring, integration and transaction expenses. We expect the variability of these excluded items may have a significant, and potentially unpredictable, impact on our future GAAP financial results. In evaluating our non-GAAP financial measures, you should be aware that in the future we may incur expenses similar to those eliminated in these presentations. See the Appendix to this presentation for a reconciliation of each non-GAAP financial measure to its most directly comparable financial measure stated in accordance with GAAP.

References in this presentation to profitability are on an Adjusted EBITDA basis.

# Q2'25

# Q2 2025 Performance Highlights

*"Overall, we continue to make progress on our strategic priorities. While there is still more that needs to be done, our conviction that we are taking the right steps to improve the business has increased. As a result of our progress in the first half of the year, we are increasing the midpoint of our revenue guidance and raising our adjusted EBITDA outlook for the year".*

— **Kevin Coop**, Chief Executive Officer

*"We delivered a solid performance through the first half of the year and we exceeded our guidance range on top and bottom lines again for the quarter. We remain focused on our key operational and strategic objectives focused on improving retention, returning Definitive to growth, and increasing long-term shareholder value."*

— **Casey Heller**, Chief Financial Officer

**(5%)**
**Revenue Decline YoY**

**510**
**Enterprise Customers[1]**
-27 YoY

**31%**
**aEBITDA margin**

**$57.1 million**
**TTM uFCF**

[1] Enterprise customers are defined as those with more than $100k in annual recurring revenue

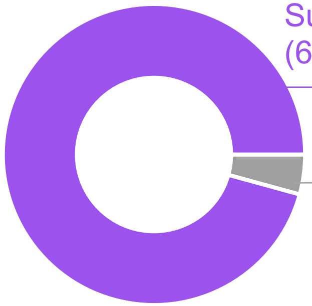
# Q2 2025 Results

## (P&L on non-GAAP basis)

- Q2 Performance above high end of guided ranges
- Adjusted EBITDA margin decline on down revenue

| **$ Millions** except per share amounts | **Q2'25** | **Q2'24** | **YoY Change** |
|---|---|---|---|
| **Total Revenue** | **$60.8** | **$63.7** | **(5%)** |
| **Adjusted Gross Profit** | **$50.0** | **$53.1** | **(6%)** |
| Adjusted Gross Profit margin | 82% | 83% | (110 bps) |
| Non-GAAP Sales and Marketing | 19.4 | 19.8 | (2%) |
| Non-GAAP Product Development | 6.6 | 6.9 | (4%) |
| Non-GAAP General and Administrative | 7.5 | 6.5 | 15% |
| **Total Non-GAAP Expense** | **$33.5** | **$33.2** | **1%** |
| **Adjusted Operating Income** | **15.6** | **19.3** | **(19%)** |
| Adjusted Operating Income margin | 26% | 30% | (450 bps) |
| **Adjusted EBITDA** | **18.7** | **20.9** | **(11%)** |
| Adjusted EBITDA margin | 31% | 33% | (210 bps) |
| **Adjusted Net Income** | **9.7** | **14.2** | **(32%)** |
| **Adjusted EPS** | **$0.07** | **$0.09** | **(26%)** |

## Revenue Mix




**(11%) YoY**
**aEBITDA decline**
$18.7M aEBITDA in Q2'25

**31%**
**aEBITDA margin**
(210 bps) aEBITDA margin contraction YoY

Non-GAAP measure. See Appendix for a reconciliation of the non-GAAP measure to the most directly comparable financial measure stated in accordance with GAAP.

# Q2 2025 Cash Flow and Balance Sheet Highlights

| $ Millions | Q2'25 | Q2'24 | YoY Change |
|---|---|---|---|
| Cash Flow from Operations | $9.3 | $14.0 | (34%) |
| Unlevered Free Cash Flow[1] | $11.5 | $21.5 | (47%) |

| $ Millions | June 30, 2025 | June 30, 2024 | YoY Change |
|---|---|---|---|
| Cash, cash equivalents & short-term investments [2] | $184.2 | $296.5 | (38%) |
| Total debt outstanding [3] | $170.6 | $250.9 | (32%) |
| Net leverage ratio [4] | <0x | <0x | |
| | | | |
| Current remaining performance obligations | $170.3 | $171.1 | (0%) |
| Total remaining performance obligations | $261.4 | $257.6 | 1% |
| Deferred revenue | $101.4 | $97.1 | 4% |

Note: Debt was refinanced on January 16, 2025. During the refinancing, $69M of debt was paid down. Additionally on February 19, 2025 an interest rate cap was introduced, with a SOFR cap of 4.5%.

[1] Non-GAAP measure. See Appendix for a reconciliation of the non-GAAP measure to the most directly comparable financial measure stated in accordance with GAAP

[2] Total cash and investments was comprised of $81.0M in cash and cash equivalents and $103.2M of short-term investments

[3] As of June 30, 2025, the Company's all-in floating interest rate on $170.6M of outstanding debt is 4.3% SOFR + 2.1% margin = 6.4%. 80% of outstanding principal is protected by 4.5% SOFR interest rate caps.

[4] The net leverage ratio is defined as total outstanding debt less cash and short-term investments divided by TTM Adjusted EBITDA.

[5] As of June 30, 2025

**$57.1 million**
**TTM uFCF[5]**

**80%**
**TTM conversion of aEBITDA to uFCF[5]**

Note – Q2 uFCF of $11.5M includes $2.3M of CapEx spend

**$58 million**
**Share buyback authorization remaining [5]**

# Guidance

# Q3 and FY 2025 Guidance

## (as of Aug 7, 2025)

| $ MILLIONS, except percentages and per share info | Third Quarter 2025 | Full Year 2025 |
|---|---|---|
| Revenue | $59.0 - 60.0 | $237.0 - 240.0 |
| *% change YoY* | *(6%) - (4%)* | *(6%) - (5%)* |
| Adjusted Operating Income[1] | $12.5 - 13.5 | $52.0 - 55.0 |
| *% of revenue* | *21 - 23%* | *22 - 23%* |
| Adjusted EBITDA [1] | $15.5 - 16.5 | $64.0 - 67.0 |
| *% of revenue* | *26 - 28%* | *27 - 28%* |
| Adjusted Net Income[1] | $7.5 - 8.5 | $32.5 - 34.5 |
| | | |
| Adjusted EPS[1] | $0.05 - 0.06[2] | $0.22 - 0.23[3] |

- Our full year 2025 guidance reflects our view of the year under existing macroeconomic conditions.
- The solid performance through the first half of the year combined with our expectations for the remainder gives us the confidence to further improve our full year guide on both revenue and profit.

[1] Non-GAAP measure. We do not provide a quantitative reconciliation of the forward-looking non-GAAP financial measures to the most directly comparable GAAP measures due to the high variability and difficulty to predict certain items excluded from these non-GAAP financial measures; in particular, the effects of equity-based compensation expense, taxes and amounts under the tax receivable agreement, deferred tax assets and deferred tax liabilities, and transaction, integration, and restructuring expenses. We expect the variability of these excluded items may have a significant, and potentially unpredictable, impact on our future GAAP financial results.

[2] Based on approximately 146.1 million weighted-average diluted shares outstanding

[3] Based on approximately 147.9 million weighted-average diluted shares outstanding

# Appendix

Non-GAAP reconciliations & basis of presentation

# Q2 Performance and Guidance

| $ MILLIONS, except percentages and per share info | Second Quarter 2025 | Guidance Range |
|---|---|---|
| Revenue | $60.8 | $58.5 - 60.0 |
| *% growth YoY* | *(5%)* | *(8%) - (6%)* |
| Adjusted Operating Income[1] | $15.6 | $12.0 - 13.0 |
| *% of revenue* | *26%* | *21 - 22%* |
| Adjusted EBITDA [1] | $18.7 | $15.0 - 16.0 |
| *% of revenue* | *31%* | *25 - 27%* |
| Adjusted Net Income[1] | $9.7 | $6.5 - 7.5 |
| | | |
| Adjusted EPS[1] | $0.07 | ~$0.04 - 0.05 |

- Q2 results were above the high end of the guided range
  - Revenue decline of (5%) was driven by a decline in subscription revenue (6%), while professional services revenue grew 46% in the period
  - Revenue out-performance, in addition to prudent spending constraints and one-time credits, drove the benefit in adjusted EBITDA above expectations

[1] Non-GAAP measure. See Appendix for a reconciliation of the non-GAAP measure to he most directly comparable financial measured stated in accordance with GAAP.

# Key Shareholder Statistics

| Key shareholder statistics as of 6/30/2025 | Public Shares (Class A) | Minority Interest (Class B) | Combined |
|---|---|---|---|
| Sponsor ownership (as-if converted) | 63,935,333 | 13,843,158 | 77,778,491 |
| Management, Directors & employees | 759,412 | 24,552,199 | 25,311,611 |
| Float | 40,052,236 | | 40,052,236 |
| Vested (as-if converted) | 104,746,981 | 38,395,357 | 143,142,338 |
| % Controlling vs NCI | 73.2% | 26.8% | 100% |
| *Float as %* | *38.2%* | | *28.0%* |
| *Management, Directors & employees* | *0.7%* | *63.9%* | *17.7%* |
| *Sponsor ownership (as-if converted)* [2] | *61.0%* | *36.1%* | *54.3%* |
| | 100.0% | 100.0% | 100.0% |

## Comments

- 602K Class B shares were exchanged into Class A public shares in the quarter
- 0.5M Class A shares issued from RSU vesting in the quarter
- As of June 30, 2025, a total of 16.3M Class A shares were repurchased for $62.3M excluding commissions under our share buyback programs
- Minority interest as of June 30, 2025 increased to 26.8% from 25.7% at December 31, 2024
- Effective non-GAAP tax rate is 19.2%, compared to 19.4% at December 31, 2024 (73.8% vested Pubco shares x 26% tax rate)[1]
- As of June 30, 2025, there were 15.4M unvested Class A RSUs. All Class B MIUs have vested

[1] Non-GAAP tax rate is based on prior quarter-end controlling interest % applied to the statutory tax rate
[2] Sponsor ownership consists of Advent and Spectrum Equity. In an 8-K filing on November 1, 2024, in conjunction with the expanded share repurchase program, a voting agreement with Advent was established. Advent is required to vote all shares of voting stock of the Company, beneficially owned by Advent that exceed 40.3% of the outstanding Voting Securities of the Company as a result of the Repurchase Program, in the same proportion as all votes cast by stockholders other than Advent.

# Non-GAAP Financial Measures

We define Unlevered Free Cash Flow as net cash provided by (used in) operating activities less purchases of property, equipment and other assets, plus cash interest expense, and cash payments related to transaction, integration, and restructuring related expenses, earnouts, and other non-core items. Unlevered Free Cash Flow does not represent residual cash flow available for discretionary expenditures since, among other things, we have mandatory debt service requirements.

We define EBITDA as earnings before debt-related costs, including interest expense (income), net and loss from partial extinguishment of debt, income taxes and depreciation and amortization. Adjusted EBITDA is defined as EBITDA adjusted to exclude certain items of a significant or unusual nature, including other income and expense, equity-based compensation, goodwill impairments, transaction, integration, and restructuring expenses and other non-core expenses. Adjusted EBITDA Margin is defined as Adjusted EBITDA as a percentage of revenue. Adjusted EBITDA and Adjusted EBITDA Margin are key metrics used by management and our board of directors to assess the profitability of our operations. We believe that Adjusted EBITDA and Adjusted EBITDA Margin provide useful measures to investors to assess our operating performance because these metrics eliminate non-core and unusual items and non-cash expenses, which we do not consider indicative of ongoing operational performance. We believe that these metrics are helpful to investors in measuring the profitability of our operations on a consolidated level.

We define Adjusted Gross Profit as revenue less cost of revenue (excluding acquisition-related depreciation and amortization and equity compensation costs) and Adjusted Gross Margin means Adjusted Gross Profit as a percentage of revenue. Adjusted Gross Profit differs from gross profit, in that gross profit includes acquisition-related depreciation and amortization expense and equity compensation costs. Adjusted Gross Profit and Adjusted Gross Margin are key metrics used by management and our board of directors to assess our operations. We exclude acquisition-related depreciation and amortization expenses as they have no direct correlation to the cost of operating our business on an ongoing basis. A small portion of equity-based compensation is included in cost of revenue in accordance with GAAP but is excluded from our Adjusted Gross Profit calculations due to its non-cash nature.

We define non-GAAP Sales and Marketing expense as GAAP Sales and Marketing expense less equity-compensation costs and non-core and one-time items allocated to Sales and Marketing. We define non-GAAP Product Development expense as GAAP Product Development expense less equity-compensation costs and non-core and one-time items allocated to Product Development. We define non-GAAP General and Administrative as GAAP General and Administrative expense less equity-compensation costs and non-core and one-time items allocated to General and Administrative.

We define Adjusted Operating Income as income (loss) from operations plus acquisition related amortization, equity-based compensation, goodwill impairments, transaction, integration, and restructuring expenses and other non-core expenses.

We define Adjusted Net Income as Adjusted Operating Income less interest expense, net, recurring income tax benefit, foreign currency (loss) gain, and tax effects of adjustments. We define Adjusted EPS as Adjusted Net Income divided by diluted outstanding shares.

Our use of these non-GAAP terms may vary from the use of similar terms by other companies in our industry and accordingly may not be comparable to similarly titled measures used by other companies and are not measures of performance calculated in accordance with GAAP. Our presentation of these non-GAAP financial measures are intended as supplemental measures of our performance that are not required by, or presented in accordance with, GAAP. These non-GAAP financial measures should not be considered as alternatives to net cash provided by (used in) operating activities, net cash provided by (used in) operating activities margin, (loss) income from operations, net (loss) income, net (loss) income margin, gross profit, gross margin, earnings per share or any other performance measures derived in accordance with GAAP, or as measures of operating cash flows or liquidity.

In evaluating our non-GAAP financial measures, you should be aware that in the future we may incur expenses similar to those eliminated in these presentations.

# Reconciliation from GAAP gross profit and margin to adjusted gross profit and margin

| | THREE MONTHS ENDED JUNE 30, | | | | SIX MONTHS ENDED JUNE 30, | | | |
|---|---|---|---|---|---|---|---|---|
| **$ THOUSANDS** | **2025** | **2024** | **$** | **%** | **2025** | **2024** | **$** | **%** |
| **GAAP Gross Profit** | **$46,613** | **$50,454** | **($3,841)** | **(8%)** | **$90,373** | **$100,836** | **($10,463)** | **(10%)** |
| Amortization of intangible assets resulting from acquisition-related purchase accounting adjustments | 3,188 | 2,367 | 821 | 35% | 6,341 | 4,810 | 1,531 | 32% |
| Equity-based compensation | 180 | 309 | (129) | (42%) | 340 | 580 | (240) | (41%) |
| **Adjusted Gross Profit** | **$49,981** | **$53,130** | **($3,149)** | **(6%)** | **$97,054** | **$106,226** | **($9,172)** | **(9%)** |
| | | | | | | | | |
| **GAAP Gross Profit Margin** | **77%** | **79%** | | | **75%** | **79%** | | |
| Amortization of intangible assets resulting from acquisition-related purchase accounting adjustments | 5% | 4% | | | 5% | 4% | | |
| Equity-based compensation | 0% | 0% | | | 0% | 0% | | |
| **Adjusted Gross Profit Margin** | **82%** | **83%** | | | **81%** | **83%** | | |
| | | | | | | | | |
| Revenue | 60,750 | 63,737 | (2,987) | (5%) | 119,941 | 127,217 | (7,276) | (6%) |

# Reconciliation from GAAP to non-GAAP operating expenses

| $ THOUSANDS | THREE MONTHS ENDED JUNE 30, 2025 | 2024 | $ | % | SIX MONTHS ENDED JUNE 30, 2025 | 2024 | $ | % |
|---|---|---|---|---|---|---|---|---|
| **GAAP Sales and Marketing** | **$20,469** | **$21,545** | **($1,076)** | **(5%)** | **$41,122** | **$43,305** | **($2,183)** | **(5%)** |
| Equity-based compensation | (1,038) | (1,686) | $648 | (38%) | (2,217) | (3,957) | $1,740 | (44%) |
| Other non-core items [1] | 0 | (34) | $34 | (100%) | 0 | (39) | $39 | (100%) |
| **Non-GAAP Sales and Marketing** | **$19,431** | **$19,825** | **($394)** | **(2%)** | **$38,905** | **$39,309** | **($404)** | **(1%)** |
| | | | | | | | | |
| **GAAP Product Development** | **$7,968** | **$10,122** | **($2,154)** | **(21%)** | **$17,269** | **$20,254** | **($2,985)** | **(15%)** |
| Equity-based compensation | (1,416) | (2,949) | $1,533 | (52%) | (3,155) | (5,710) | $2,555 | (45%) |
| Other non-core items [1] | 0 | (313) | $313 | (100%) | (168) | (413) | 244 | (59%) |
| **Non-GAAP Product Development** | **$6,552** | **$6,860** | **($309)** | **(5%)** | **$13,946** | **$14,131** | **($186)** | **(1%)** |
| | | | | | | | | |
| **GAAP General and Administrative** | **$12,673** | **$12,527** | **$146** | **1%** | **$24,942** | **$29,410** | **($4,468)** | **(15%)** |
| Equity-based compensation | (4,346) | (3,898) | ($448) | 11% | (8,587) | (14,177) | $5,590 | (39%) |
| Other non-core items [1] | (836) | (2,091) | $1,255 | (60%) | (1,228) | (1,459) | $231 | (16%) |
| **Non-GAAP General and Administrative** | **$7,491** | **$6,538** | **$953** | **15%** | **$15,127** | **$13,774** | **$1,353** | **10%** |

[1] Other non-core items represent expenses driven by events that are typically by nature one-time, non-operational and/or unrelated to our core operations. These expenses are comprised of non-core legal and regulatory costs isolated to unique and extraordinary litigation, legal and regulatory matters that are not considered normal and recurring business activity, including sales tax accrual adjustments inclusive of penalties and interest for sales taxes that we may have been required to collect from customers in certain previous years, and other non-recurring legal and regulatory matters. Other non-core items also include consulting fees and severance costs associated with strategic transition initiatives, as well as professional fees related to financing, capital structure changes, and other non-core items.

# Reconciliation from net loss to adjusted operating income and adjusted net income

| | THREE MONTHS ENDED JUNE 30, | | | | SIX MONTHS ENDED JUNE 30, | | | |
|---|---|---|---|---|---|---|---|---|
| **$ THOUSANDS** | **2025** | **2024** | **$** | **%** | **2025** | **2024** | **$** | **%** |
| **GAAP Net Loss** | **($9,265)** | **($306,187)** | **$296,922** | **(97%)** | **($164,358)** | **($318,905)** | **$154,547** | **(48%)** |
| Interest expense (income), net | 1,241 | 46 | 1,195 | >100% | 1,622 | (65) | 1,687 | >(100%) |
| Income tax provision | 456 | (21,900) | 22,356 | >(100%) | (10,430) | (22,680) | 12,250 | (54%) |
| Loss from extinguishment of Debt | - | - | - | - | 507 | - | 507 | *100%* |
| Other expense (income), net | 3,398 | (41,600) | 44,998 | >(100%) | (16,297) | (44,240) | 27,943 | (63%) |
| **GAAP Operating Loss** | **($4,170)** | **($369,641)** | **$365,471** | **(99%)** | **($188,956)** | **($385,890)** | **$196,934** | **(51%)** |
| Transaction, integration, and restructuring expenses | 672 | 2,851 | (2,179) | (76%) | 1,937 | 11,385 | (9,448) | (83%) |
| Equity-based compensation | 6,980 | 8,842 | (1,862) | (21%) | 14,299 | 24,424 | (10,125) | (41%) |
| Goodwill impairment | - | 363,641 | (363,641) | (100%) | 176,531 | 363,641 | (187,110) | (51%) |
| Other non-core items | 836 | 2,438 | (1,602) | (66%) | 1,396 | 1,910 | (514) | (27%) |
| Amortization of intangible assets acquired through business combinations | 11,321 | 11,173 | 148 | 1% | 22,410 | 22,384 | 26 | 0% |
| **Adjusted Operating Income** | **$15,639** | **$19,304** | **($3,665)** | **(19%)** | **$27,617** | **$37,854** | **($10,237)** | **(27%)** |
| Interest expense (income), net | (1,241) | (46) | (1,195) | >100% | (1,622) | 65 | (1,687) | >(100%) |
| Recurring income tax (provision) benefit | (456) | (52) | (404) | >100% | (104) | 728 | (832) | >(100%) |
| Foreign currency (loss) gain | (497) | (101) | (396) | >100% | (1,466) | 272 | (1,738) | >(100%) |
| Tax impacts of adjustments to net loss | (3,769) | (4,950) | 1,181 | (24%) | (7,777) | (11,722) | 3,945 | (34%) |
| **Adjusted Net Income** | **$9,676** | **$14,155** | **($4,479)** | **(32%)** | **$16,648** | **$27,197** | **($10,549)** | **(39%)** |

# Reconciliation from net loss to adjusted EBITDA

| | THREE MONTHS ENDED JUNE 30, | | | | SIX MONTHS ENDED JUNE 30, | | | |
|---|---|---|---|---|---|---|---|---|
| **$ THOUSANDS** | **2025** | **2024** | $ | % | **2025** | **2024** | $ | % |
| **GAAP Net Loss** | **($9,265)** | **($306,187)** | **$296,922** | **(97%)** | **($164,358)** | **($318,905)** | **$154,547** | **(48%)** |
| Interest expense (income), net | 1,241 | 46 | 1,195 | >100% | 1,622 | (65) | 1,687 | >(100%) |
| Income tax provision | 456 | (21,900) | 22,356 | >(100%) | (10,430) | (22,680) | 12,250 | (54%) |
| Loss from extinguishment of debt | - | - | - | - | 507 | - | 507 | 100% |
| Depreciation & amortization | 14,338 | 12,788 | 1,550 | 12% | 28,155 | 25,472 | 2,683 | 11% |
| Transaction, integration and restructuring expenses | 672 | 2,851 | (2,179) | (76%) | 1,937 | 11,385 | (9,448) | (83%) |
| Goodwill impairment | - | 363,641 | (363,641) | (100%) | 176,531 | 363,641 | (187,110) | (51%) |
| Equity-based compensation | 6,980 | 8,842 | (1,862) | (21%) | 14,299 | 24,424 | (10,125) | (41%) |
| Other expense (income), net | 3,398 | (41,600) | 44,998 | >(100%) | (16,297) | (44,240) | 27,943 | (63%) |
| Other non-core items | 836 | 2,438 | (1,602) | (66%) | 1,396 | 1,910 | (514) | (27%) |
| **Adjusted EBITDA** | **$18,656** | **$20,919** | **($2,263)** | **(11%)** | **$33,362** | **$40,942** | **($7,580)** | **(19%)** |
| | | | | | | | | |
| Revenue | 60,750 | 63,737 | (2,987) | (5%) | 119,941 | 127,217 | (7,276) | (6%) |
| **Adjusted EBITDA margin** | **31%** | **33%** | | | **28%** | **32%** | | |

# Reconciliation from cash flow from operations to unlevered free cash flow

| $ THOUSANDS | THREE MONTHS ENDED JUNE 30, 2025 | 2024 | $ | % | SIX MONTHS ENDED JUNE 30, 2025 | 2024 | $ | % |
|---|---|---|---|---|---|---|---|---|
| **Cash Flow from Operations** | **$9,304** | **$14,040** | **($4,736)** | **(34%)** | **$35,370** | **$30,629** | **$4,741** | **15%** |
| Cash interest expense | 2,959 | 3,590 | ($631) | (18%) | 5,201 | 7,232 | ($2,031) | (28%) |
| Transaction, integration, and restructuring expenses paid in cash[1] | 672 | 1,804 | ($1,132) | (63%) | 2,435 | 10,068 | ($7,633) | (76%) |
| Payment of earnout in cash from operations[1] | - | - | - | N/A | - | 602 | ($602) | (100%) |
| Other non-core Items[1] | 836 | 2,438 | ($1,602) | (66%) | 1,396 | 1,910 | ($514) | (27%) |
| Purchases of property, equipment and other assets | (2,293) | (410) | ($1,883) | >100% | (9,999) | (676) | ($9,323) | >100% |
| **Unlevered Free Cash Flow** | **$11,478** | **$21,462** | **($9,984)** | **(47%)** | **$34,403** | **$49,765** | **($15,362)** | **(31%)** |
| Revenue | 60,750 | 63,737 | (2,987) | (5%) | 119,941 | 127,217 | (7,276) | (6%) |
| **Unlevered Free Cash Flow Margin** | **19%** | **34%** | | | **29%** | **39%** | | |

[1] Transaction and integration expenses paid in cash primarily represent legal, accounting, and consulting expenses related to our acquisitions; restructuring expenses paid in cash relate to our restructuring plan announced in the first quarter of 2024; earnout payment represents final settlement of contingent consideration included in cash flow from operations; non-core items represent expenses driven by events that are typically one-time, non-operational in nature, and unrelated to our core operations.

# Schedule of transaction, integration and restructuring expense and other non-core items

| $ THOUSANDS | THREE MONTHS ENDED JUNE 30, 2025 | 2024 | SIX MONTHS ENDED JUNE 30, 2025 | 2024 |
|---|---|---|---|---|
| Merger and acquisition due diligence and transaction costs | $270 | $687 | $1,448 | $1,296 |
| Integration costs | 402 | 294 | 959 | 728 |
| Fair value adjustment for contingent consideration | - | - | (690) | 270 |
| Restructuring charges for severance and other separation costs | - | 598 | 28 | 7,819 |
| Office closure and relocation restructuring charges and impairments | - | 1,272 | 192 | 1,272 |
| **Total transaction, integration and restructuring expense** | **$672** | **$2,851** | **$1,937** | **$11,385** |

| $ THOUSANDS | THREE MONTHS ENDED JUNE 30, 2025 | 2024 | SIX MONTHS ENDED JUNE 30, 2025 | 2024 |
|---|---|---|---|---|
| Non-core legal and regulatory | ($22) | $501 | $31 | ($364) |
| Consulting and severance costs for strategic transition initiatives | 790 | 1,885 | 958 | $2,215 |
| Other non-core expenses | 68 | 52 | 407 | $59 |
| **Total other non-core items** | **$836** | **$2,438** | **$1,396** | **$1,910** |

# Basis of presentation

**Enterprise Customers**: Customers generating more than $100,000 in ARR.

**Annual Recurring Revenue (ARR)**: Refers to annual recurring revenue as of period end, which is calculated by aggregating annual subscription revenue from committed contractual amounts for all existing customers during that period. ARR may also include, in rare circumstances, existing customers with expired contracts who have provided oral or written commitments to renew.

**Net Dollar Retention Rate (NDR)**: Refers to net dollar retention rate, which we calculate as the percentage of ARR retained from existing customers across a defined period, after accounting for upsell, down-sell, pricing changes and churn. We calculate net dollar retention as beginning ARR for a period, plus (i) expansion ARR (including, but not limited to, upsell and pricing increases), less (ii) churn (including, but not limited to, non-renewals and contractions), divided by (iii) beginning ARR for a period.

**Revenue**: GAAP revenue.

**Organic revenue growth**: is calculated as performance as if we had owned an acquired business in the same period a year ago.

**Adjusted Gross Profit**: is calculated as revenue less cost of revenue (excluding acquisition-related depreciation and amortization) and equity based compensation.

**Gross Profit**: is revenue less cost of revenue.

**Gross Margin**: is calculated as Gross Profit divided by GAAP Revenue.

**Adjusted Gross Margin**: is calculated as Adjusted Gross Profit divided by GAAP Revenue.

**Non-GAAP Sales and Marketing**: is calculated as GAAP Sales and Marketing expense less equity-compensation costs and non-core & one-time items allocated to Sales and Marketing.

**Non-GAAP Product Development**: is calculated as GAAP Product Development expense less equity-compensation costs and non-core & one-time items allocated to Product Development.

**Non-GAAP General & Administrative**: is calculated as GAAP General & Administrative expense less equity-compensation costs and non-core & one-time items allocated to General & Administrative.

**cRPO**: Represents the amount of contracted future revenue that has not yet been recognized, including both deferred revenue and non-cancelable contracted amounts that will be invoiced and recognized as revenue within the next twelve months. cRPO is not necessarily indicative of future revenue growth.

**RPO**: Represents the amount of contracted future revenue that has not yet been recognized, including both deferred revenue and non-cancelable contracted amounts that will be invoiced and recognized in the future. RPO is not necessarily indicative of future revenue growth.

**Goodwill Impairment**: Represents a non-cash, pretax, impairment charge of goodwill due to a decline in market capitalization in which the fair value of our single reporting unit was lower than its carrying value.

**EBITDA**: Defined as earnings before debt-related costs, including interest expense (income), net and loss from partial extinguishment of debt, income taxes and depreciation and amortization.

**Adjusted EBITDA:** Defined as EBITDA adjusted to exclude certain items of a significant or unusual nature, including other income and expense, equity-based compensation, goodwill impairments, transaction, integration and restructuring expenses and other non-core expenses.

**Adjusted EBITDA Margin**: defined as Adjusted EBITDA divided by GAAP Revenue.

**Adjusted Operating Income:** defined as GAAP loss from operations plus acquisition-related amortization, equity-based compensation, goodwill impairments, transaction, integration, and restructuring expenses and other non-core expenses.

**Adjusted Net Income**: defined as Adjusted Operating Income less interest expense, net recurring income tax benefit, foreign currency (loss) gain, and tax effects of adjustments to arrive at Adjusted Operating Income.

**Adjusted EPS**: defined as Adjusted Net Income divided by weighted-average diluted shares outstanding.

**Unlevered Free Cash Flow (uFCF)**: Defined as net cash provided by (used in) operating activities less purchases of property, equipment and other assets, plus cash interest expense and cash payments related to transaction, integration and restructuring related expenses, earnouts and other non-core items. Unlevered Free Cash Flow does not represent residual cash flow available for discretionary expenditures since, among other things, we have mandatory debt service requirements.

**Unlevered Free Cash Flow Margin**: Calculated as Unlevered Free Cash Flow divided by GAAP Revenue.

**Financial Audits**: Core metrics and historical financials shown throughout the presentation should be considered unaudited.

**Rounding**: In some instances, rounding has occurred throughout the presentation.