

Supplemental 4Q'22 Earnings Presentation

February 23, 2023



ZETA

Forward-Looking Statements and Non-GAAP Measures

This presentation, together with other statements and information publicly disseminated by the Company, contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and includes this statement for purposes of complying with these safe harbor provisions. Any statements made in this presentation or during the earnings call that are not statements of historical fact, including statements about our guidance, the Zeta 2025 targets, and the timing of when we will achieve the Zeta 2025 plan targets, are forward-looking statements and should be evaluated as such. Forward-looking statements include information concerning our anticipated future financial performance, our market opportunities and our expectations regarding our business plan and strategies. These statements often include words such as “anticipate,” “expect,” “suggests,” “plan,” “believe,” “intend,” “estimates,” “targets,” “projects,” “should,” “could,” “would,” “may,” “will,” “forecast,” “outlook,” “guidance” and other similar expressions. We base these forward-looking statements on our current expectations, plans and assumptions that we have made in light of our experience in the industry, as well as our perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances at such time. Although we believe that these forward-looking statements are based on reasonable assumptions at the time they are made, you should be aware that many factors could affect our business, results of operations and financial condition and could cause actual results to differ materially from those expressed in the forward-looking statements. These statements are not guarantees of future performance or results. The forward-looking statements are subject to and involve risks, uncertainties and assumptions, and you should not place undue reliance on these forward-looking statements. These cautionary statements should not be construed by you to be exhaustive and the forward-looking statements are made only as of the date of this presentation. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

The first quarter and full year 2023 guidance and Zeta 2025 targets provided herein are based on Zeta’s current estimates and assumptions and are not a guarantee of future performance. The guidance provided and Zeta 2025 targets are subject to significant risks and uncertainties, including the risk factors discussed in the Company’s reports on file with the Securities and Exchange Commission, that could cause actual results to differ materially. There can be no assurance that the Company will achieve the results expressed by this guidance or the targets.

This presentation contains non-GAAP financial measures such as adjusted EBITDA, adjusted EBITDA margin, cost of revenue excluding stock-based compensation, and free cash flow (“FCF”). These measures are not prepared in accordance with generally accepted accounting principles in the United States of America (“GAAP”) and have important limitations as analytical tools. Non-GAAP financial measures are supplemental, should only be used in conjunction with results presented in accordance with GAAP and should not be considered in isolation or as a substitute for such GAAP results. Refer to the Appendix of this presentation for (i) the definitions of the non-GAAP measures used in this presentation and (ii) a reconciliation of the non-GAAP financial measures used herein to the most directly comparable financial measures calculated and presented in accordance with GAAP.

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4Q & FY 2022 Earnings Summary

KEY THEMES

1 THE MARKET IS MOVING TO ZETA

- Explosion of AI & data, which are foundational to the Zeta Marketing Platform ("ZMP")
- Enterprises require better outcomes at a lower TCO
- Strong competitive differentiation unifying identity, intelligence, and activation in a single platform




2 DELIVERING BEYOND OUR COMMITMENTS

- Six straight quarters of beat & raise execution
- Ahead or in-line on all Zeta 2025 KPIs
- Purposely conservative guidance

3 SUSTAINABLE GROWTH & INCREASING PROFITABILITY

- Ahead of Zeta 2025 Revenue growth & Adj. EBITDA margin targets^{1,2}
- Adding Free Cash Flow target to Zeta 2025 long-term model
- Growing in-line with core software peers while achieving higher levels of profitability and cash generation

RESULTS

	4Q'22 RESULTS	FY'22 RESULTS	Zeta '25 Pacing Vs. Model
Revenue <i>Y/Y Growth</i>	\$175M 30%	\$591M 29%	
Cash from Operations <i>Y/Y Growth</i>	\$23M 10%	\$78M 77%	N/A
Adjusted EBITDA¹ <i>Y/Y Growth</i>	\$32M 42%	\$92M 46%	
Adjusted EBITDA Margin %¹ <i>Y/Y Growth</i>	18.5% 150 bps	15.6% 180 bps	



4Q'22 GAAP net loss of \$52M, or 30% of revenue, includes \$68M of stock-based compensation. 2022 GAAP net loss of \$279M, or 47% of revenue, includes \$299M of stock-based compensation. See the graded vesting schedule on slide 19.

1. Adjusted EBITDA, Adjusted EBITDA Margin, and Free Cash Flow are non-GAAP metrics, see reconciliation in Appendix.

2. The Company's targets are based on a number of assumptions that are subject to change and many of which are outside the control of the Company. If actual results vary from these assumptions, the Company's expectations may change. There can be no assurance that the Company will achieve these results.

Consistent Execution and Strong Underlying Fundamentals

Increasing Scaled Customer Count¹

2022
403

3Q'22: 389
4Q'21: 355

Growing Scaled Customer ARPU

4Q'22	2022
\$424K	\$1.4M

+15% Y/Y
+11% QtQ

+15% Y/Y

Broad Industry Vertical Contribution

6 Of The Top 10 Verticals Grew Greater Than 25%

Increasing Sales Headcount

2022
123

FY'21: 100

Driving Direct Platform Mix Shift²

4Q'22	2022
75%	77%

3Q'22: 74%
4Q'21: 77%

FY'21: 76%

Reducing Cost of Revenue Y/Y

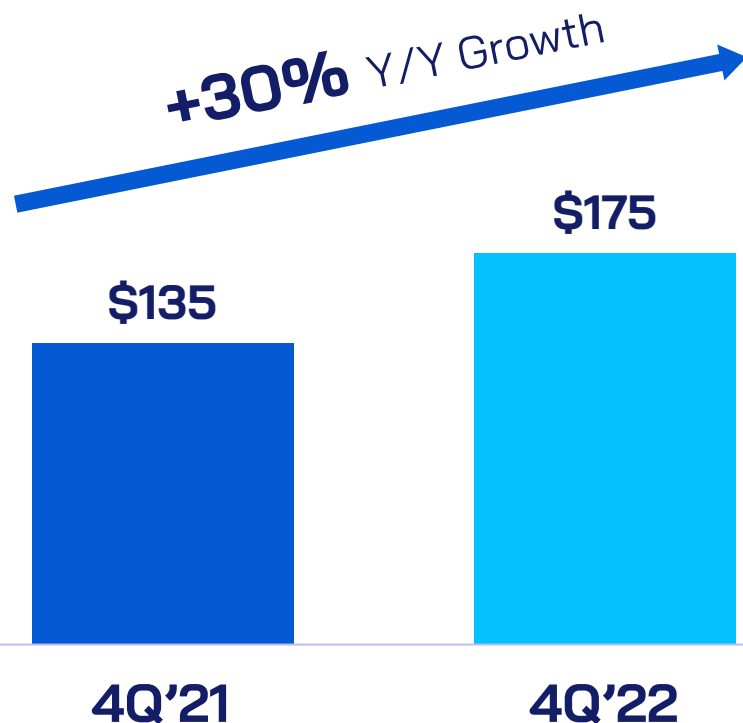
4Q'22	2022
37.7%	36.5%

130 bps Y/Y
(10) bps QtQ

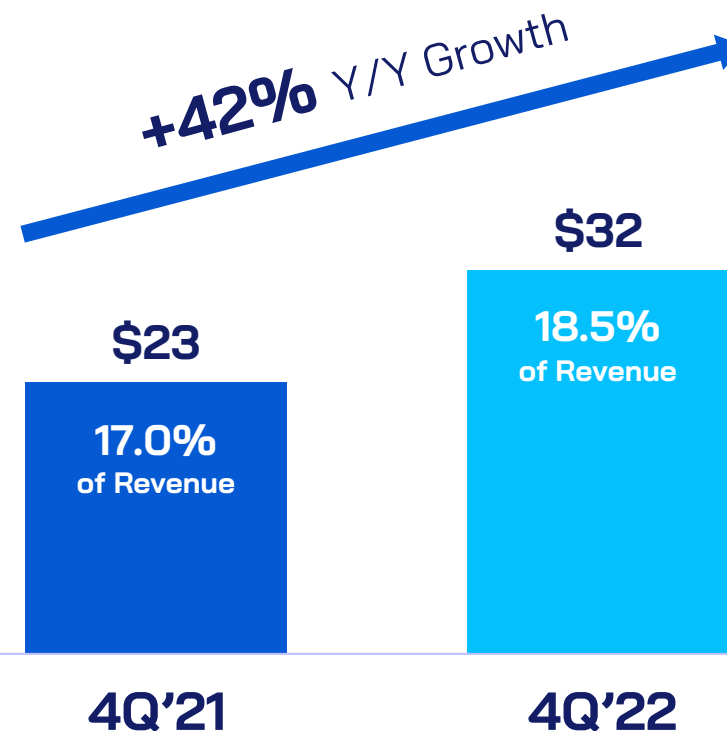
(170) bps Y/Y

Accelerating Revenue and Adjusted EBITDA Growth While Driving Margin Expansion, Beyond Rule of 40

Revenue Growth

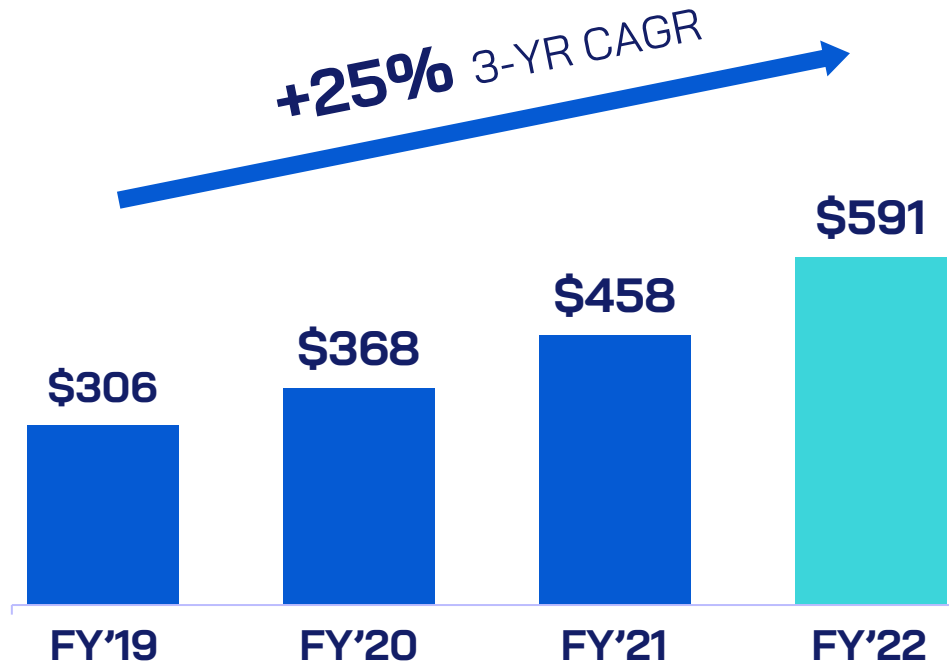


Adjusted EBITDA¹ Growth

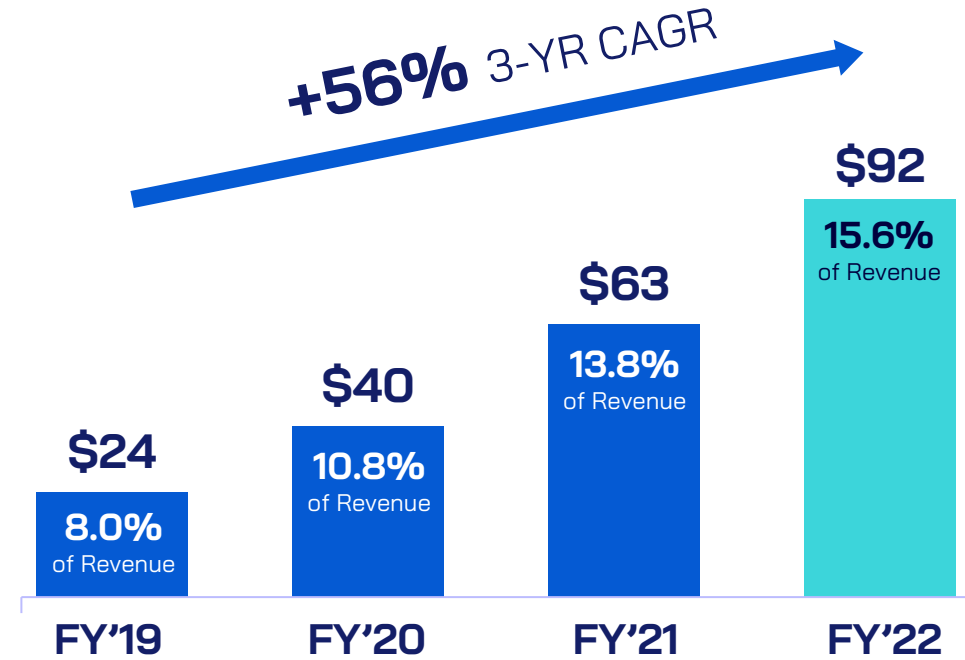


Accelerating Growth and Margin Expansion

Revenue Growth



Adjusted EBITDA¹ Growth

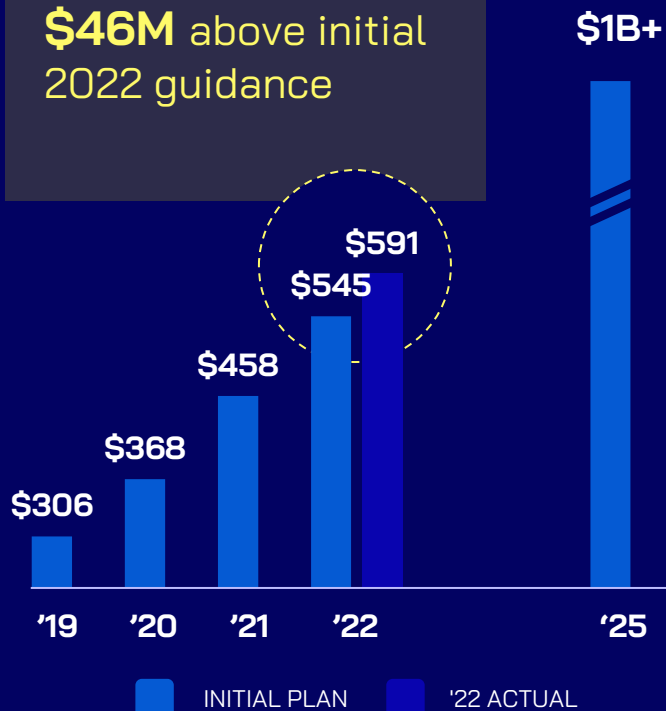


Pacing Ahead of Zeta 2025 Targets; Adding Free Cash Flow

2025 REVENUE TARGET

\$1B+

\$46M above initial
2022 guidance



2025 ADJ. EBITDA¹ TARGET

20%+

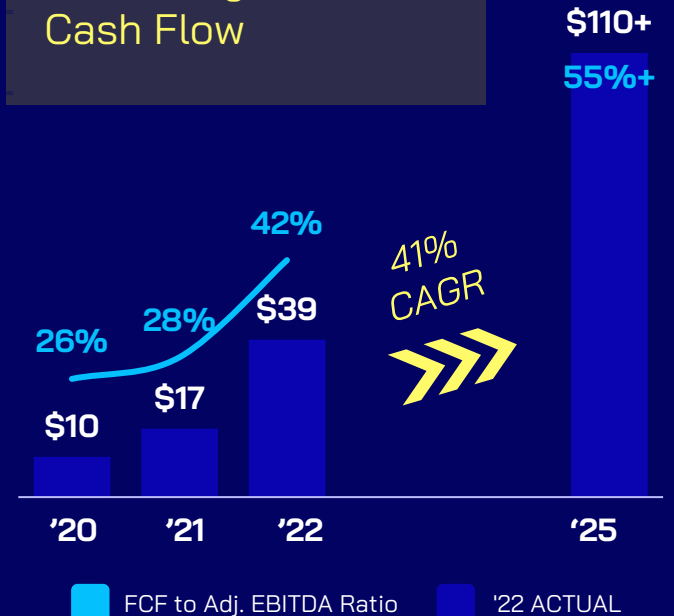
\$10M above initial
2022 guidance



FCF TARGET¹

\$110M+

Operating Leverage
Increasing Free
Cash Flow



Zeta 2025 KPIs In Line or Ahead of Long-term Target

SALES HEADCOUNT	SCALED CUSTOMER COUNT ¹	SCALED CUSTOMER ARPU	DIRECT PLATFORM REVENUE MIX ²	NET REVENUE RETENTION ³
~250	500+ <i>Up from 450</i>	~\$2.1M	~80%	110-115%



The Company's targets are based on a number of assumptions that are subject to change and many of which are outside the control of the Company. If actual results vary from these assumptions, the Company's expectations may change. There can be no assurance that the Company will achieve these results.

1. We define scaled customers as customers from which we generate at least \$100,000 of revenue on a trailing twelve-month (TTM) basis.

2. Direct Platform Revenue Mix: Percent of revenue generated by the ZMP comprised of subscription software and utilization fees generated by channels owned and operated by Zeta, resulting in stronger operating leverage.

3. We calculate Net Revenue Retention (NRR) by dividing current year revenue earned from customers from which we also earned revenue in the prior year, by the prior year revenue. We exclude political and advocacy customers, which represented 6.3% and 1.5% of revenue for 2022 and 2021, respectively, from our calculation of NRR rate because of the biennial nature of these customers.

Scaled Customer Count is Tracking Ahead of the Zeta 2025 Target

7 Consecutive Quarters of Sequential Scaled Customer Expansion



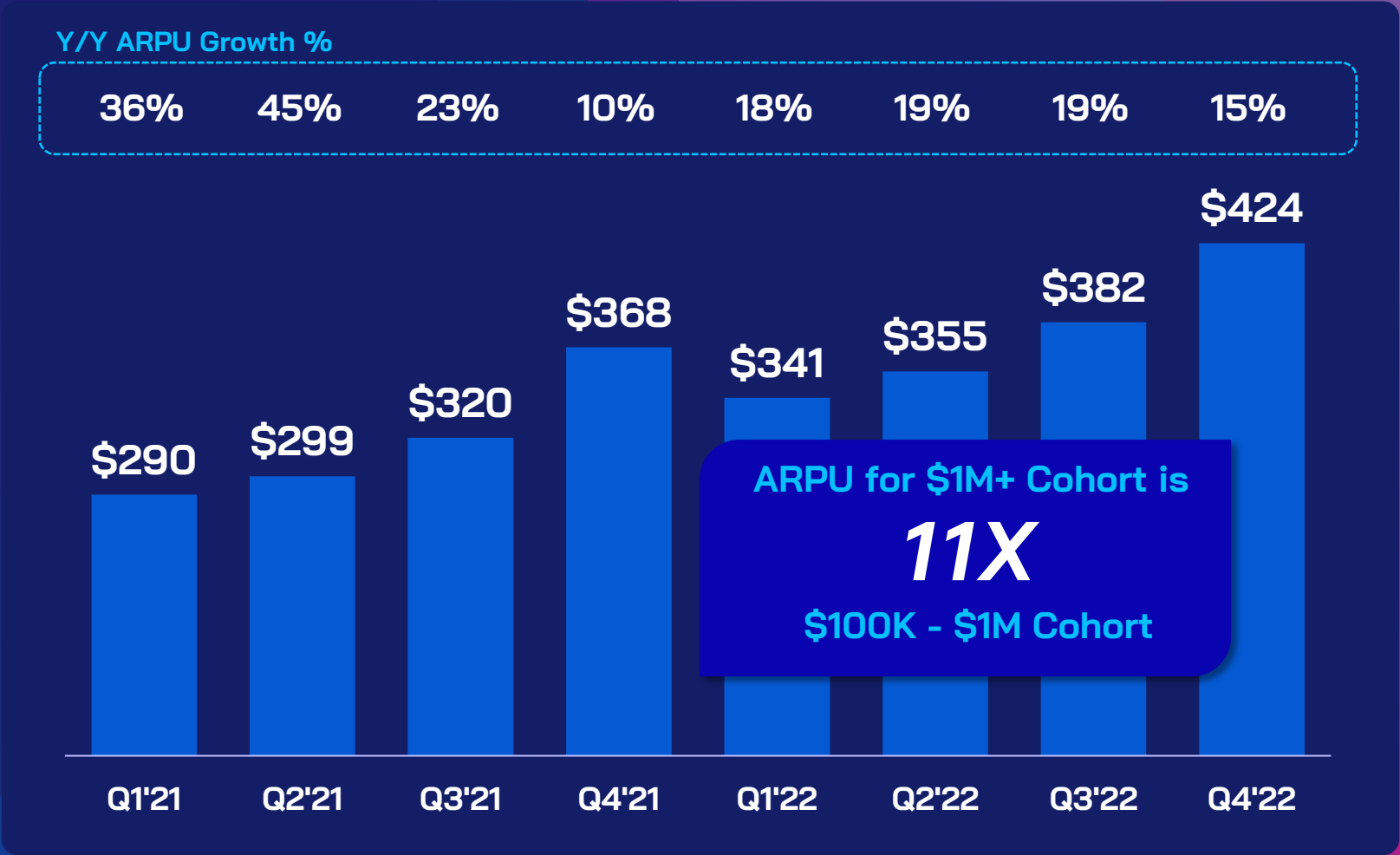
2022
GROWTH:

14%

INITIAL ZETA
2025 REQUIRED
CAGR:

6%

Consistently Delivering Scaled Customer ARPU Growth Ahead of the Zeta 2025 Target



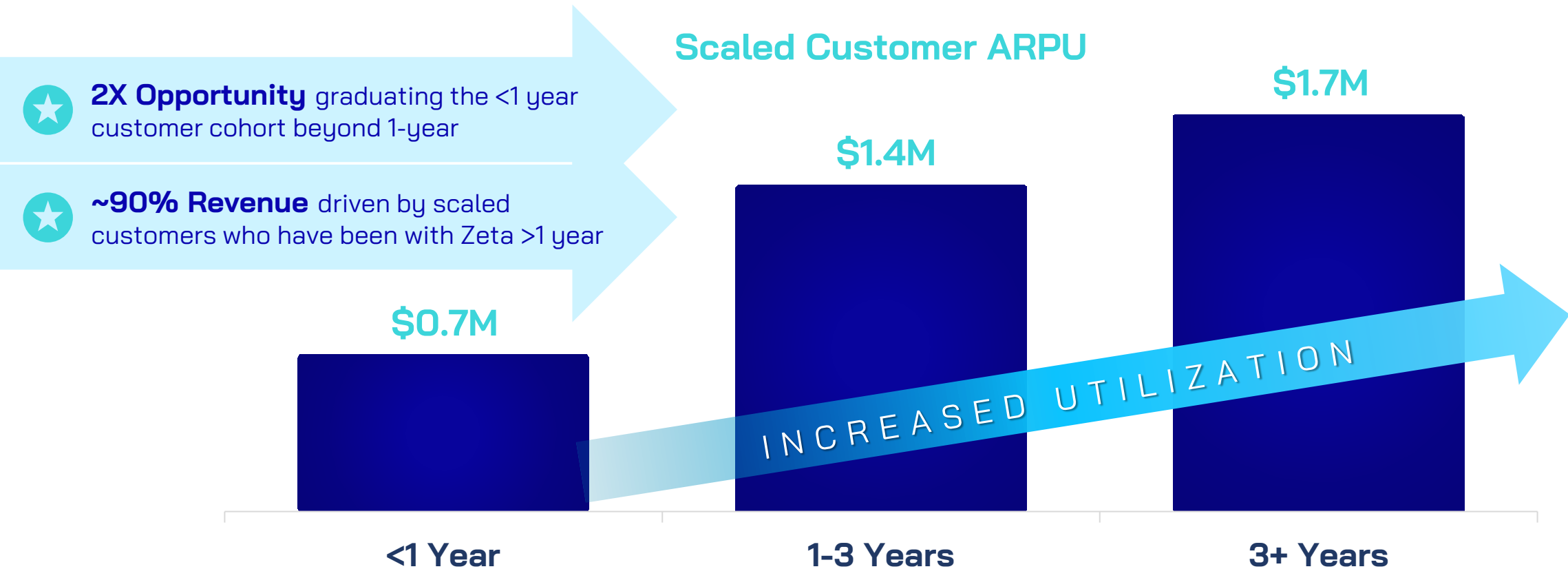
2022
GROWTH:
15%

ZETA 2025
REQUIRED
CAGR:
14%

Increasing Channel Expansion Across Scaled Customer Cohorts Is Driving ARPU Expansion



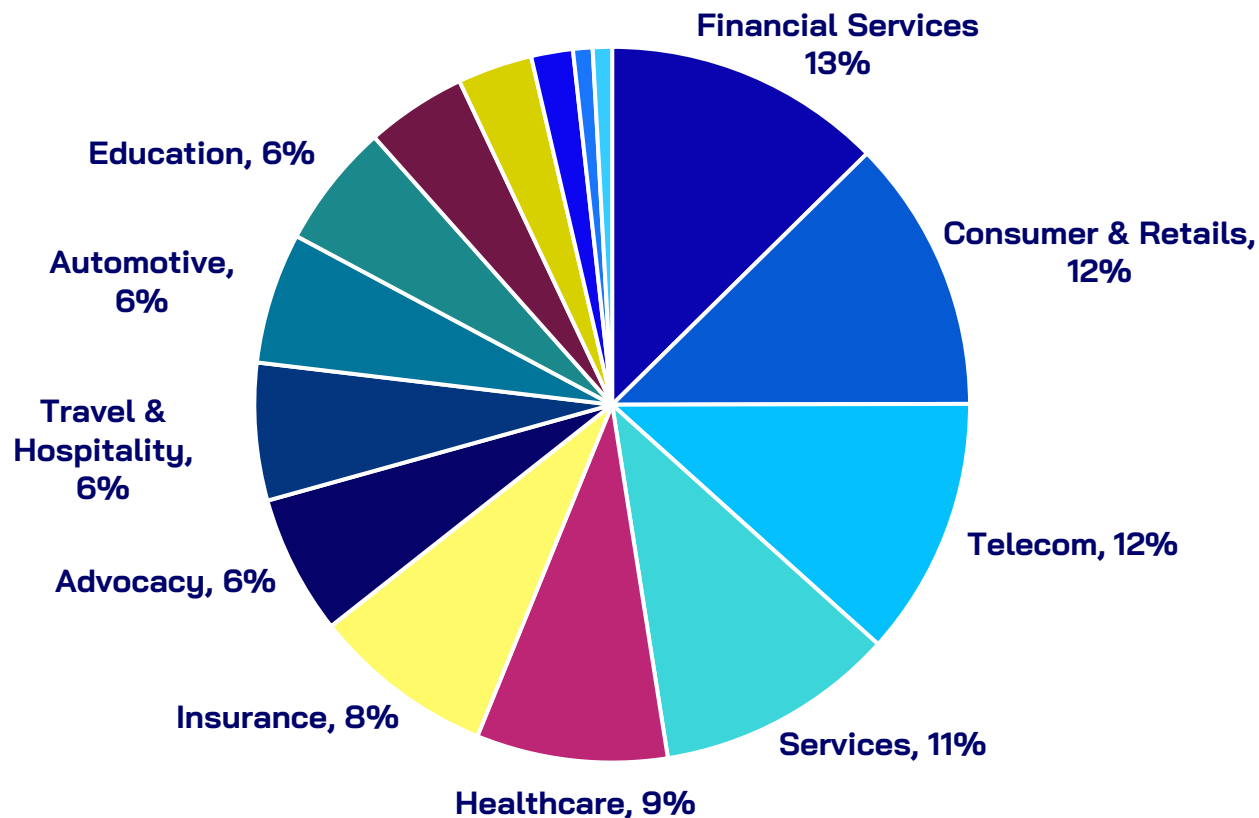
The Longer Our Customers Stay With Us, The Bigger They Become¹



Scaled Customer Count	77	112	214
Scaled Customer Revenue	\$52M	\$158M	\$367M

Zeta Is Well-diversified Across A Wide Range Of Verticals

FY 2022 Revenue by Vertical¹

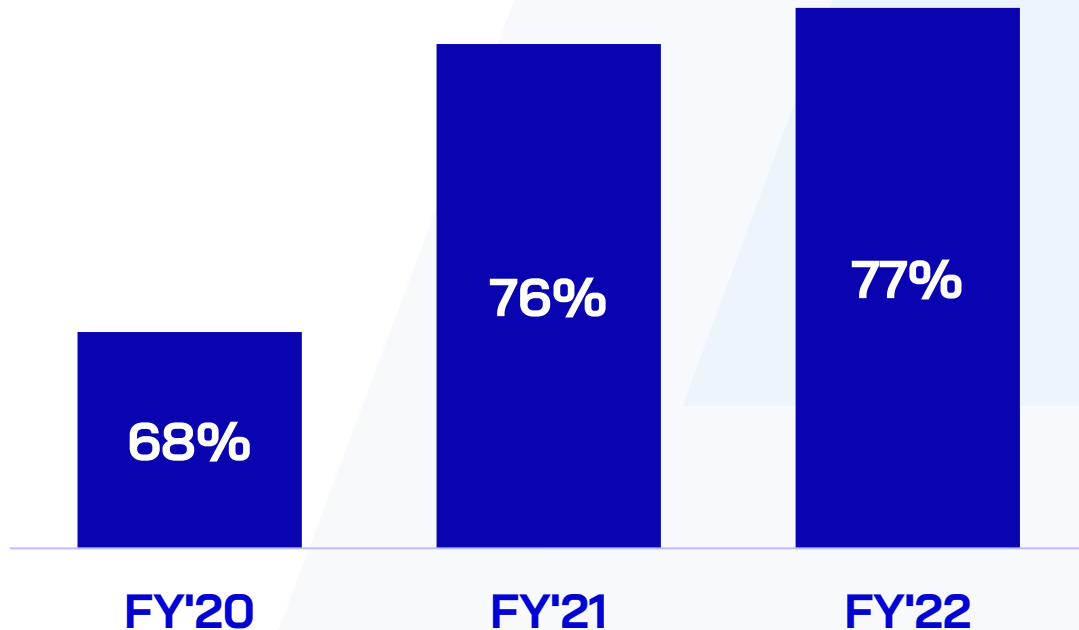


Well Diversified Customer Set

- Broad coverage across verticals
- 6 of top 10 verticals grew greater than 25% in 2022
- Largest customer accounts for ~5% of revenue
- Of the 48 scaled customers added in 2022, 15 came from consumer and retail, 6 from Healthcare, 5 from Advertising & Marketing, and 4 from Technology & Media

Increased Direct Platform Revenue Mix Leads to Improved Operating Leverage

Continued Increase in Direct Platform Revenue Mix



Revenue Model¹

DIRECT PLATFORM

Revenue generated by the ZMP comprised of subscription software and utilization fees generated by channels owned and operated by Zeta, resulting in stronger operating leverage.

INTEGRATED PLATFORM

Revenue generated from 3rd party partner platforms integrated into the ZMP via indirect channels (e.g. Facebook, Google).

1Q'23 & FY'23 Guidance

Guidance: Balanced Growth and Operating Leverage

	1Q'23 Guidance Range	FY'23 Guidance Range	1Q'23 Guidance Midpoint	FY'23 Guidance Midpoint
Total Zeta Revenue	\$149M – \$151M	\$686M – \$696M	\$150M	\$691M
<i>% Growth Y/Y</i>	18% – 20%	16% – 18%	19%	17%
Adj. EBITDA¹	\$22.4M – \$22.7M	\$116.5M – \$118.3M	\$22.6M	\$117.4M
<i>% Growth Y/Y</i>	19% – 21%	26% – 28%	20%	27%
Adj. EBITDA Margin ¹	14.8% – 15.2%	16.7% – 17.3%	15.0%	17.0%
BPS Change Y/Y	(10) – 30 BPS	110 BPS – 170 BPS	10 BPS	140 BPS

These are not projections; they are goals/targets and are forward-looking, subject to significant business, economic, and competitive uncertainties and contingencies, many of which are beyond the control of the Company and its management and are based upon assumptions with respect to future decisions, which are subject to change. Actual results may vary, and those variations may be material. Nothing in this presentation should be regarded as a representation by any person that these goals/targets will be achieved, and the Company undertakes no duty to update its goals.

1. We calculate forward-looking non-GAAP Adjusted EBITDA and Adjusted EBITDA margin based on internal forecasts that omit certain amounts that would be included in forward-looking GAAP net income (loss). We do not attempt to provide a reconciliation of forward-looking non-GAAP Adjusted EBITDA and Adjusted EBITDA margin guidance to forward looking GAAP net income (loss) because forecasting the timing or amount of items that have not yet occurred and are out of our control is inherently uncertain and unavailable without unreasonable efforts. Further, we believe that such reconciliations would imply a degree of precision and certainty that could be confusing to investors. Such items could have a substantial impact on GAAP measures of financial performance.

We Expect the Approximate % of FY'23 Revenue To Follow the 3-Year Historical Pattern

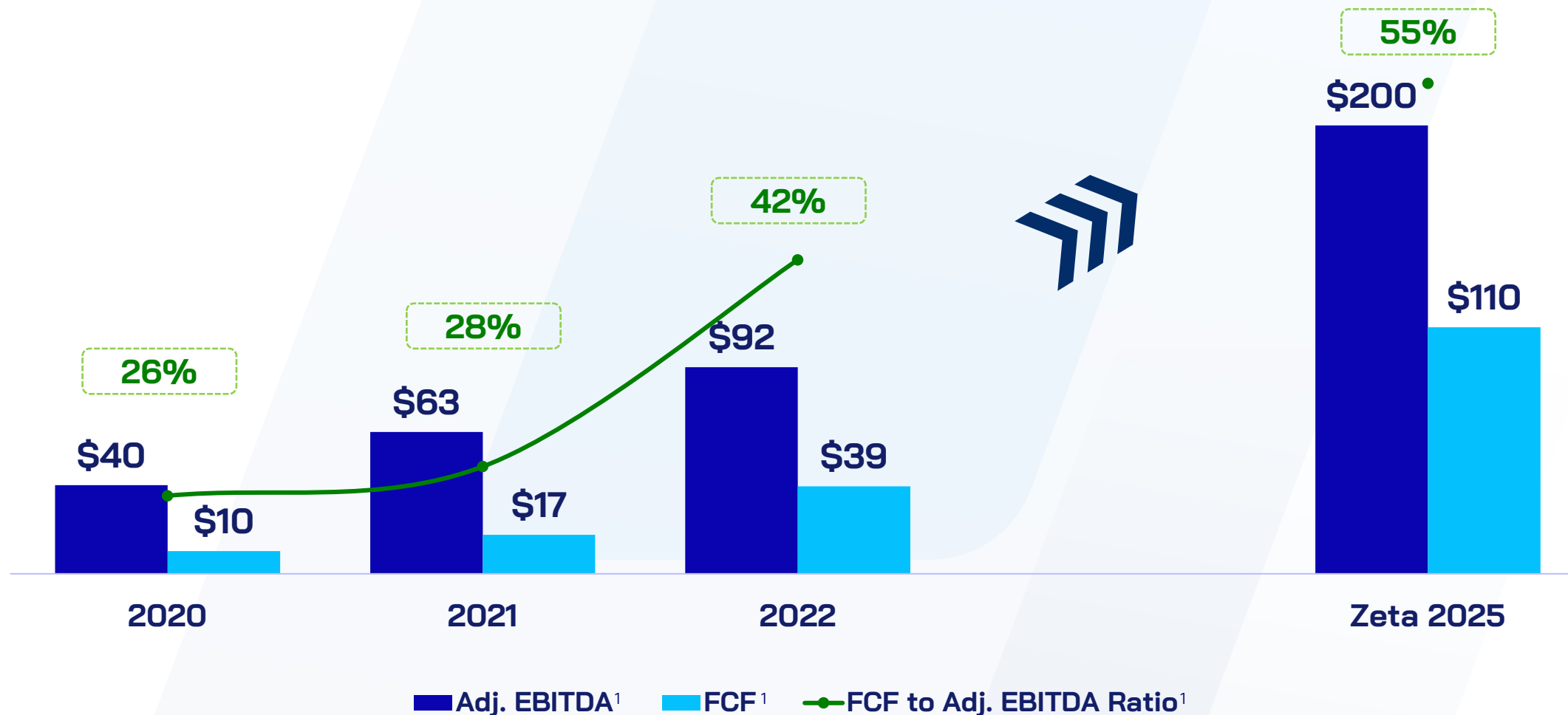
	1Q'23	2Q'23	3Q'23	4Q'23	2023
Quarterly 3-year average % of full year revenue	~22%	~23%	~26%	~29%	100%
2023 Revenue Guidance	Guidance \$149 – 151M	\$160M	\$176M	\$205M	\$691M
Y/Y Growth %	18% – 20%	16%	16%	17%	17%
Adjusted EBITDA ¹	Guidance \$22.4 – \$22.7M	\$23.6M	\$30.0M	\$41.2M	\$117.4M
Adj. EBITDA Margin % ¹	14.8% – 15.2%	14.8%	17.0%	20.0%	17.0%
BPS Change Y/Y	(10) – 30 BPS	130 BPS	230 BPS	150 BPS	140 BPS

These are not projections; they are goals/targets and are forward-looking, subject to significant business, economic, and competitive uncertainties and contingencies, many of which are beyond the control of the Company and its management and are based upon assumptions with respect to future decisions, which are subject to change. Actual results may vary, and those variations may be material. Nothing in this presentation should be regarded as a representation by any person that these goals/targets will be achieved, and the Company undertakes no duty to update its goals.

1. Excludes the impact of political candidate revenue in 2020 and 2022

2. We calculate forward-looking non-GAAP Adjusted EBITDA and Adjusted EBITDA margin based on internal forecasts that omit certain amounts that would be included in forward-looking GAAP net income (loss). We do not attempt to provide a reconciliation of forward-looking non-GAAP Adjusted EBITDA and Adjusted EBITDA margin guidance to forward looking GAAP net income (loss) because forecasting the timing or amount of items that have not yet occurred and are out of our control is inherently uncertain and unavailable without unreasonable efforts. Further, we believe that such reconciliations would imply a degree of precision and certainty that could be confusing to investors. Such items could have a substantial impact on GAAP measures of financial performance.

Introducing a Zeta 2025 Free Cash Flow¹ Target of at least \$110M



Estimated Stock-based Compensation Expense

Stock Compensation Expense (\$M)	1Q'22	2Q'22	3Q'22	4Q'22	FY'22	FY'23	FY'24	FY'25	FY'26
Pre-IPO	\$64.8	\$66.4	\$58.7	\$52.5	\$242.4	\$144.8	\$75.2	\$31.4	\$4.5
Post-IPO Grants	\$8.9	\$15.9	\$16.5	\$15.2	\$56.5	\$53.5	\$26.1	\$15.1	\$8.7
New Grants to be Issued						<i>Expect to issue 6-8M shares annually</i>			
P&L Expense Total	\$73.7	\$82.3	\$75.2	\$67.7	\$298.9				

Notes:

- 1) All amounts shown above are in \$ millions.
- 2) Stock-based compensation shown above are estimates.
- 3) The stock-based compensation estimate presented here is based on the unvested stock as of 12/31/2022 and does not include any future grants. Further, the Company estimates to grant approximately 6M-8M restricted stock on an annual, go-forward basis.

Number of shares	4Q'22
Basic (weighted average)	145.5
Fully Diluted *	209.1

The Market's Moving To Zeta

The Zeta Value Proposition is Resonating in the Market

Enabling Enterprises to Identify, Reach, and Engage Consumers Across Channels



Proprietary
Data Cloud



Patented
Software & AI




















Omnichannel
Activation

Solving for 3 Primary Use Cases: **Acquire, Grow, and Retain Customers**

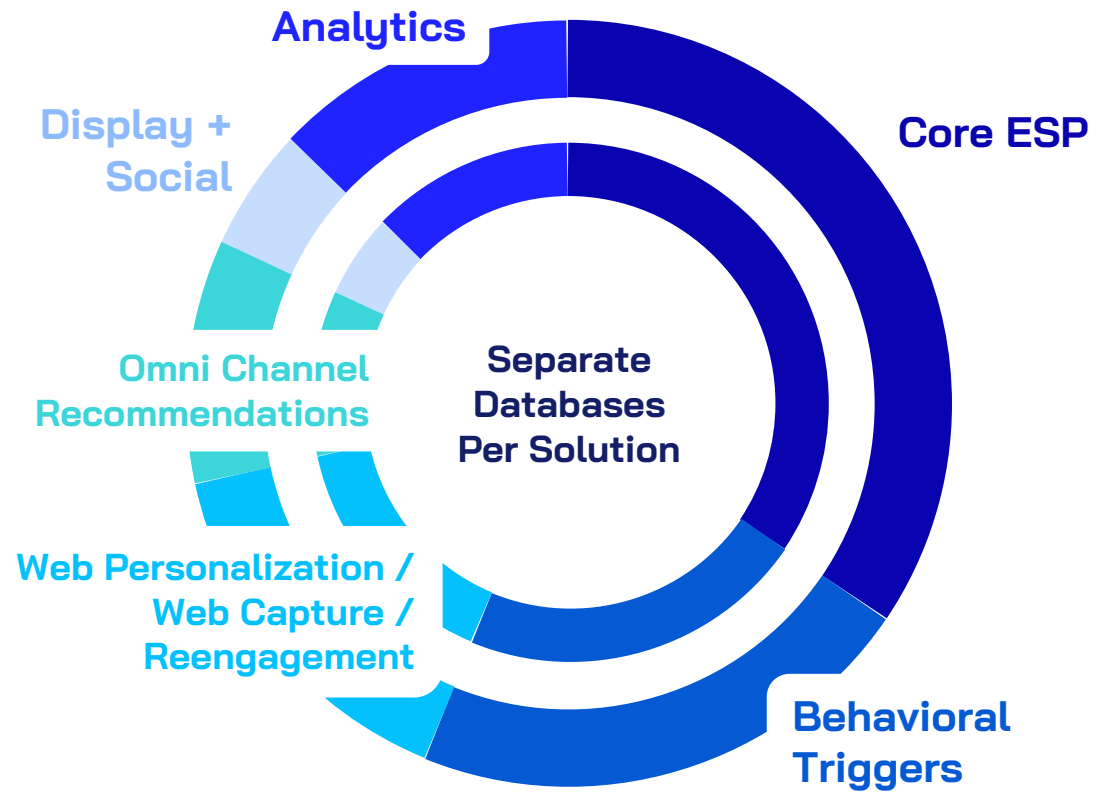
Marketing Cloud Competitive Landscape

Zeta Has Proprietary Data, Patented Software and AI, and Omnichannel Activation Capabilities All In A Single Platform

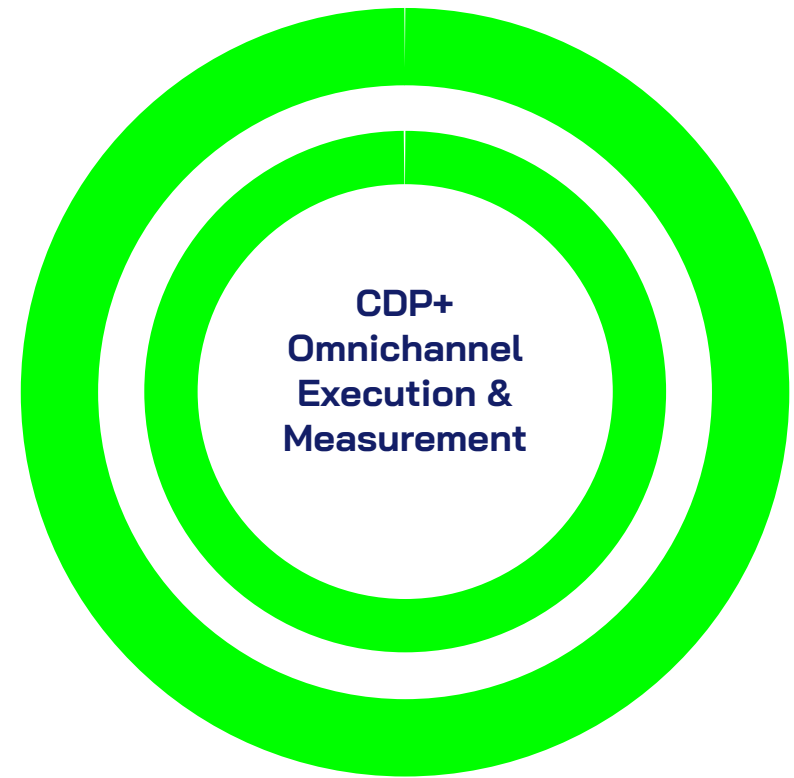
	Software, Data & Activation	Software			
	 ZETA	 Adobe  neolane Marketing That Delivers	ORACLE®  responsys	 salesforce ExactTarget®	
Proprietary Identity Data					
Marketing Automation Software and AI					
Omnichannel Activation Capabilities					

The Zeta Marketing Platform Consolidates the Ad-tech and Mar-tech Stack, Allowing for a Greater Share of Wallet

Typical Brand AdTech and MarTech Stack

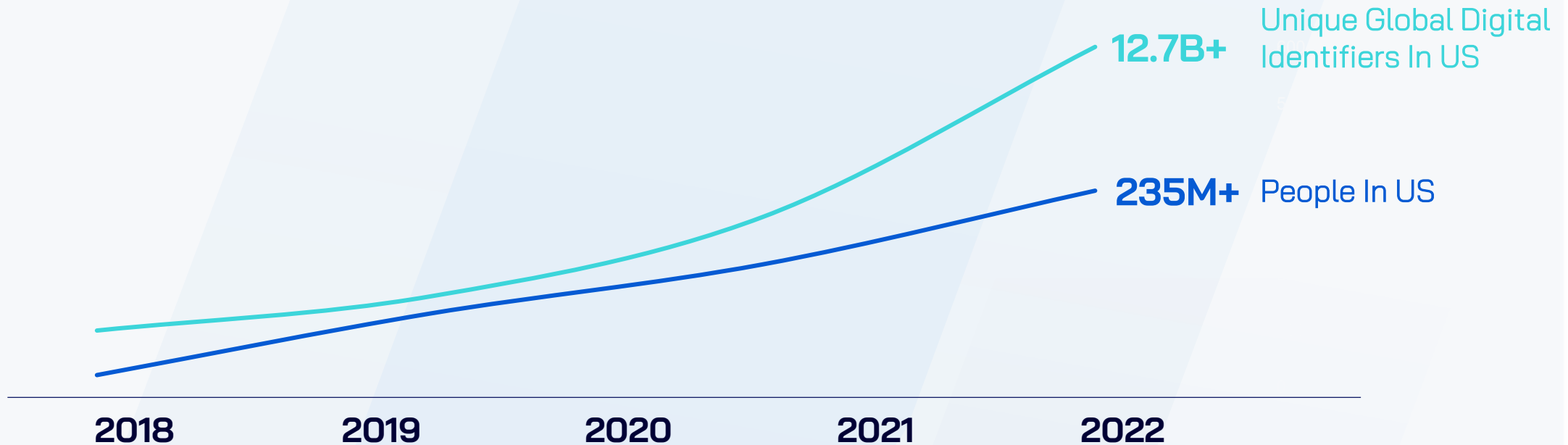


Zeta Marketing Platform



Our Data Is Durable

In an Evolving Data Privacy Environment, Zeta's Proprietary Identity Data Set has Consistently Grown



Data Privacy Regulation & Browser Updates



GDPR



Apple ITP
2.1/2.2



TCF 2.0



Google
SameSite



CCPA



Apple IDFA

3 Pillars of Zeta's Data Cloud



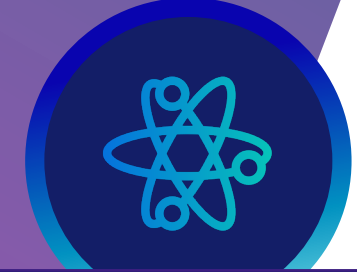
IDENTITY

Create a real-time 360-degree view of an individual using durable identifiers from multiple sources



SIGNALS

Capture interest and intent through Artificial Intelligence to enrich customer data sets



CONNECTIVITY

Attach identity to an individual and activate to deliver personalized experiences at scale



Click [Here](#) for a Video Series of Commonly Asked Questions About the Zeta Data Cloud Including Use Cases

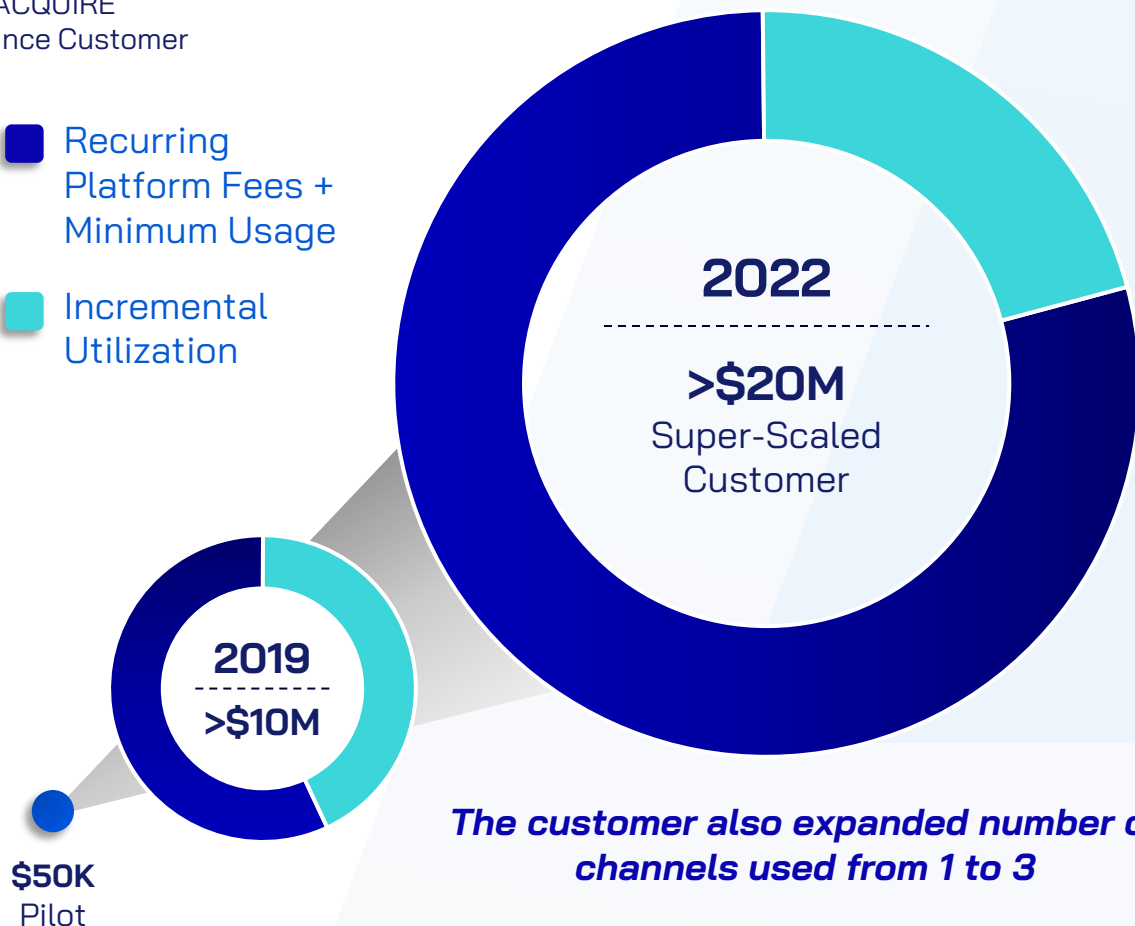


CASE STUDY:
ACQUIRE
Insurance Customer

ZMP Helps Customers Realize A Strong ROI

Zeta's Revenue Scales With Platform Expansion

- Recurring Platform Fees + Minimum Usage
- Incremental Utilization



LAND

- Started as **\$50k pilot**
- Started with **1 channel & 1 use case**
- **Started as a spoke** in the customer's \$2B+ marketing ecosystem

EXPAND

- **Reduced** Customer Acquisition Cost (CAC) by **>150%**
- Expanded into **3 channels**
- Committed to **larger annual spend**

A Leading Marketing Platform Provider

ANALYST ACCOLADES

Now Tech, Customer Data Platforms¹: Zeta is one of 5 CDPs in the large market presence segment and recognized as an Automation CDP, which provide a campaign design interface, natively execute campaigns such as email and mobile messaging, and embed a decision engine to automate campaign orchestration.



CUSTOMER
DATA PLATFORM
INSTITUTE



Certified Zeta's CDP as a 'Real CDP' in the most advanced 'Delivery CDP' level with perfect scores across all evaluation criteria.²

THE FORRESTER WAVE™

THE FORRESTER WAVE™

Email Marketing Service Providers
Q1 2022



*A gray bubble or open dot indicates a nonparticipating vendor.

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1. Forrester Now Tech: Customer Data Platforms, Q1 2022

2. RealCDP Certificate granted upon completion of a comprehensive evaluation that met all qualifications set forth by the CDP Institute in Q1 2022

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Appendix

Non-GAAP Measures

In order to assist readers in understanding the core operating results that our management uses to evaluate the business, we describe our non-GAAP measures referenced in this presentation below. We believe these non-GAAP measures are useful to investors in evaluating our performance by providing an additional tool for investors to use in comparing our financial performance over multiple periods.

Adjusted EBITDA: is a non-GAAP financial measure defined as net loss adjusted for interest expense, depreciation and amortization, stock-based compensation, income tax (benefit) / provision, acquisition related expenses, restructuring expenses, change in fair value of warrants and derivative liabilities, certain dispute settlement expenses, gain on extinguishment of debt, certain non-recurring IPO related expenses, including the payroll taxes related to vesting of restricted stock and restricted stock units upon the completion of the IPO, and other expenses. Acquisition related expenses and restructuring expenses primarily consist of severance and other employee-related costs which we do not expect to incur in the future as acquisitions of businesses may distort the comparability of the results of operations. Change in fair value of warrants and derivative liabilities is a non-cash expense related to periodically recording “mark-to-market” changes in the valuation of derivatives and warrants. Other expenses consist of non-cash expenses such as changes in fair value of acquisition related liabilities, gains and losses on extinguishment of acquisition related liabilities, gains and losses on sales of assets and foreign exchange gains and losses. In particular, we believe that the exclusion of stock-based compensation, certain dispute settlement expenses and non-recurring IPO related expenses that are not related to our core operations provides measures for period-to-period comparisons of our business and provides additional insight into our core controllable costs. We exclude these charges because these expenses are not reflective of ongoing business and operating results.

Adjusted EBITDA margin: is a non-GAAP financial measure defined as Adjusted EBITDA divided by the total revenues for the same period.

Free Cash Flow: is a non-GAAP financial measure defined as cash from operating activities, less capital expenditures and website and software development costs, adjusted for the effect of exchange rates on cash and cash equivalents.

Adjusted EBITDA, Adjusted EBITDA margin, and Free Cash Flow provide us with useful measures for period-to-period comparisons of our business as well as comparison to our peers. We believe that these non-GAAP financial measures are useful to investors in analyzing our financial and operational performance. Nevertheless our use of Adjusted EBITDA, Adjusted EBITDA margin, and Free Cash Flow has limitations as an analytical tool, and you should not consider these measures in isolation or as a substitute for analysis of our financial results as reported under GAAP. Other companies may calculate similarly-titled non-GAAP financial measures differently than us, thereby limiting the usefulness of these non-GAAP financial measures as a comparative tool. Because of these and other limitations, you should consider our non-GAAP measures only as supplemental to other GAAP-based financial performance measures, including revenues and net loss.

We calculate forward-looking Adjusted EBITDA, Adjusted EBITDA margin, and Free Cash Flow based on internal forecasts that omit certain amounts that would be included in forward-looking GAAP net income (loss). We do not attempt to provide a reconciliation of forward-looking Adjusted EBITDA, Adjusted EBITDA margin, and Free Cash Flow guidance and targets to forward looking GAAP net income (loss), GAAP net income (loss) margin or cash flows from operating activities, respectively, because forecasting the timing or amount of items that have not yet occurred and are out of our control is inherently uncertain and unavailable without unreasonable efforts. Further, we believe that such reconciliations would imply a degree of precision and certainty that could be confusing to investors. Such items could have a substantial impact on GAAP measures of financial performance.

Bridge To Adjusted EBITDA And Adjusted EBITDA Margin

	4Q'22	4Q'21	FY'22	FY'21
Net loss	\$(51,753)	\$(61,138)	\$(279,239)	\$(249,563)
Net loss margin	(29.5)%	(45.3)%	(47.3)%	(54.4)%
Depreciation and amortization	12,430	12,787	51,878	45,922
Restructuring expenses	-	260	-	727
Acquisition related expenses	-	437	344	1,953
Stock-based compensation	67,703	70,546	298,992	259,159
Other expenses / (incomes)	1,872	(1,310)	13,983	(279)
Interest expense	2,301	1,328	7,303	7,033
Change in fair value of warrants and derivative liabilities	-	-	410	5,000
Dispute settlement expense	-	-	-	1,196
IPO related expenses	-	-	-	2,705
Gain on extinguishment of debt	-	-	-	(10,000)
Income tax benefit	(131)	(33)	(1,491)	(598)
Adjusted EBITDA	\$32,422	\$22,877	\$92,180	\$63,255
Adjusted EBITDA margin	18.5%	17.0%	15.6%	13.8%

Free Cash Flow Reconciliation

	4Q'22	4Q'21	FY'22	FY'21
Cash Flows from Operating Activities	\$23,097	\$20,926	\$78,486	\$44,292
Capital expenditures	(5,067)	(2,599)	(22,232)	(9,482)
Website and software development costs	(4,184)	(3,853)	(17,004)	(17,274)
Effect of exchange rate changes on cash and cash equivalents	(36)	89	(165)	(41)
Free Cash Flow	\$13,810	\$14,563	\$39,085	\$17,495