



Supplemental 3Q'21 Earnings Presentation

November 9, 2021

Safe Harbor

This presentation has been prepared by Zeta Global Holdings Corp. and its subsidiaries (together, the “Company”, “Zeta”, or “we”) and is made for informational purposes only. The information set forth herein does not purport to be complete or to contain all of the information you may desire. You must evaluate, and bear all risks associated with, the use of any information provided hereunder, including any reliance on the accuracy, completeness, safety or usefulness of such information. This information is not intended to be used as the primary basis of investment decisions. It should not be construed as advice designed to meet the particular investment needs of any investor.

Statements contained herein are made as of the date of this presentation unless stated otherwise, and this presentation shall not under any circumstances create an implication that the information contained herein is correct as of any time after such date or that information will be updated or revised to reflect information that subsequently becomes available or changes occurring after the date hereof. You should read the prospectus in the Registration Statement (No. 333-255499) and the other documents that the Company has filed with the SEC for more information about the Company. You can obtain these documents for free by visiting EDGAR on the SEC website at www.sec.gov or on our website at <https://investors.zetaglobal.com/financials/sec-filings>.

This presentation shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. This presentation contains 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 that are not statements of historical fact, including statements about the Company’s beliefs and expectations, are forward-looking statements and should be evaluated as such. Forward-looking statements include information concerning possible or assumed future results of operations, including descriptions of 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. The Company bases these forward-looking statements on its current expectations, plans and assumptions that the Company has made in light of its experience in the industry, as well as its perceptions of historical trends, current conditions, expected future developments and other factors the Company believes are appropriate under the circumstances at such time. As you read and consider this presentation, you should understand that 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. Although the Company believes 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 the Company’s actual results or results of operations and could cause actual results to differ materially from those expressed in the forward- looking statements. The Company undertakes 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. All future written and oral forward-looking statements made in connection with this presentation attributable to the Company or persons acting on the Company’s behalf are expressly qualified in their entirety by this paragraph.

This presentation contains non-GAAP financial measures such as adjusted EBITDA and adjusted EBITDA margin. 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 a reconciliation of the non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP.

The contents and appearance of this presentation is copyrighted and the trademarks and service marks are owned by Zeta Global Corp. All rights reserved.

3Q'21 Performance Highlights

Strong Execution: Beat & Raise

- ✓ **Sales transformation ahead of pace**, with revenue above high-end of guidance, up 21% YtY and 25% ex-Pres. cycle
- ✓ **Increasing midpoint of FY21 revenue guidance** by \$12.5M to \$446.5M
- ✓ **Increasing Adj. EBITDA guidance** by \$4.8M to \$61.3M

Beating the Largest Marketing Clouds

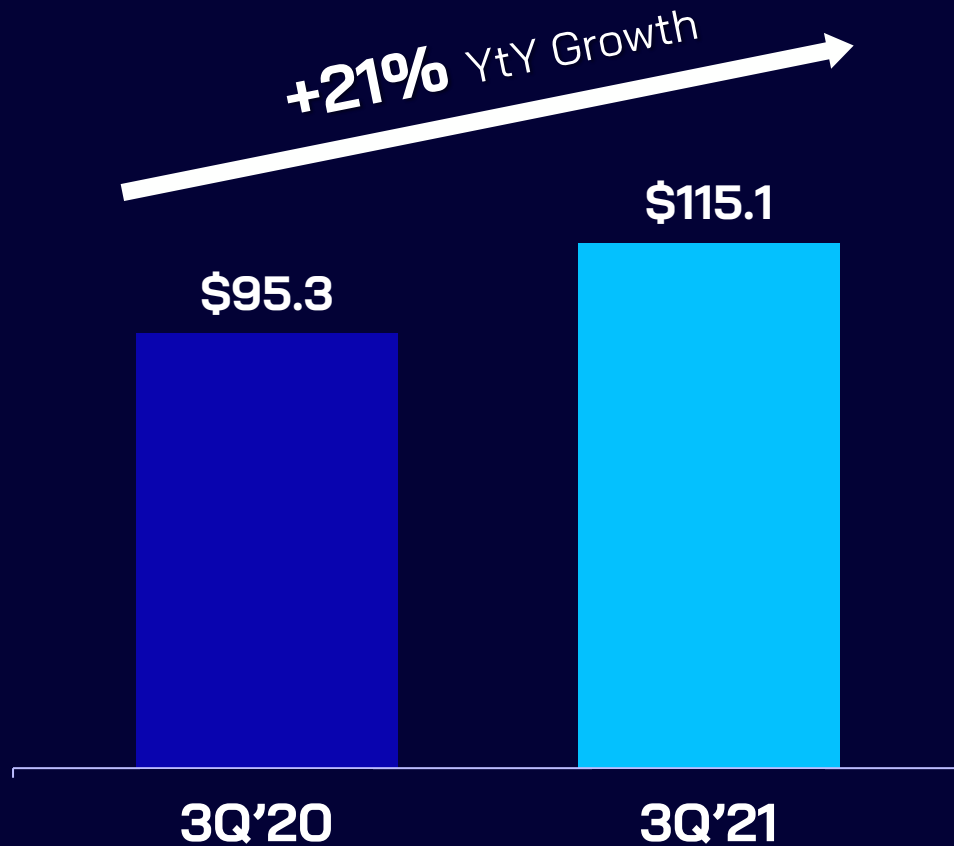
- ✓ **Executing on our plan** to add more multi-year, software subscription and minimum usage contracts
- ✓ **Booked 6 multi-year, recurring revenue deals** at \$16M of TCV
- ✓ **Opportunity Explorer** continues to be a sales accelerator

Delivering on our Growth Drivers

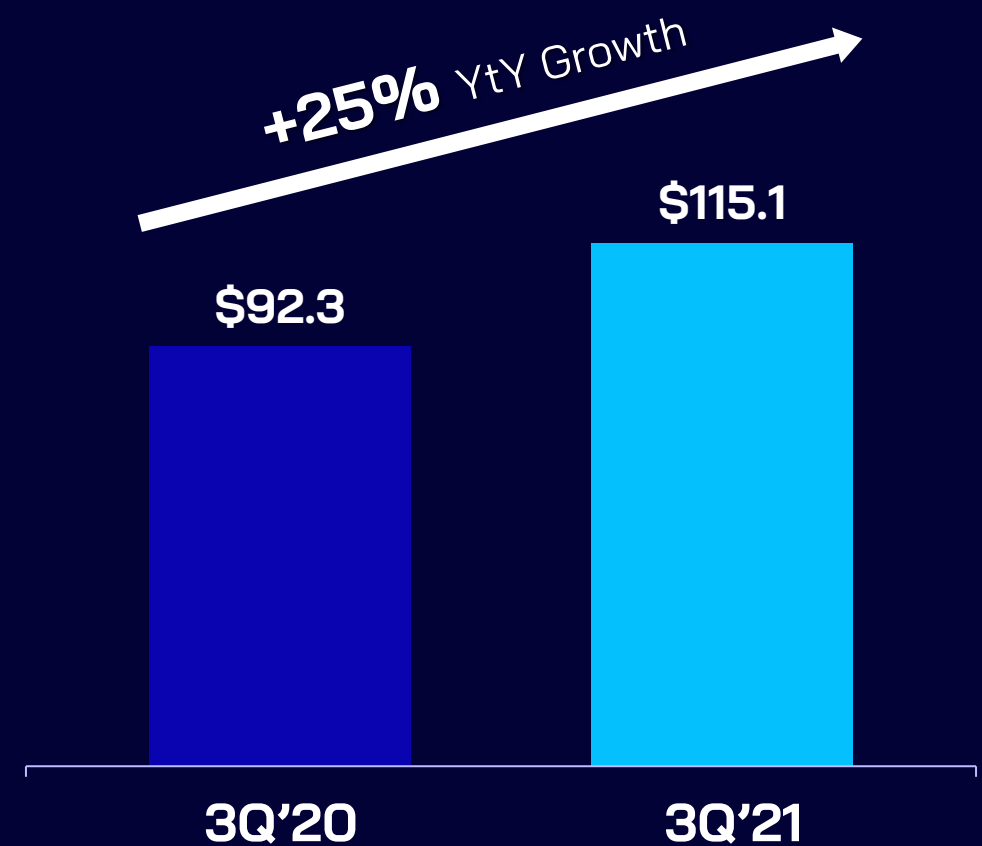
- ✓ **Continued positive mix shift towards higher margin solutions** with 74% of revenue from Direct Platform
- ✓ **Two-thirds of YtY growth** generated from new customers
- ✓ **Increased scaled customer count** QtQ and accelerated scaled customer ARPU

Strong Revenue Growth in 3Q'21, Ahead of Guidance

Growth As Reported



Growth Ex-Presidential Cycle¹



1. 3Q'21 year to year revenue growth percentage normalized for \$3M of Presidential Cycle revenue generated in 3Q'20 that did not repeat in 3Q'21
2. All values in millions of dollars unless otherwise stated.

Growth in Scaled Customer Count and ARPU

Scaled Customer Count

347

2Q'21: 343

1Q'21: 333

Scaled Customer ARPU

\$320k

+23% YtY

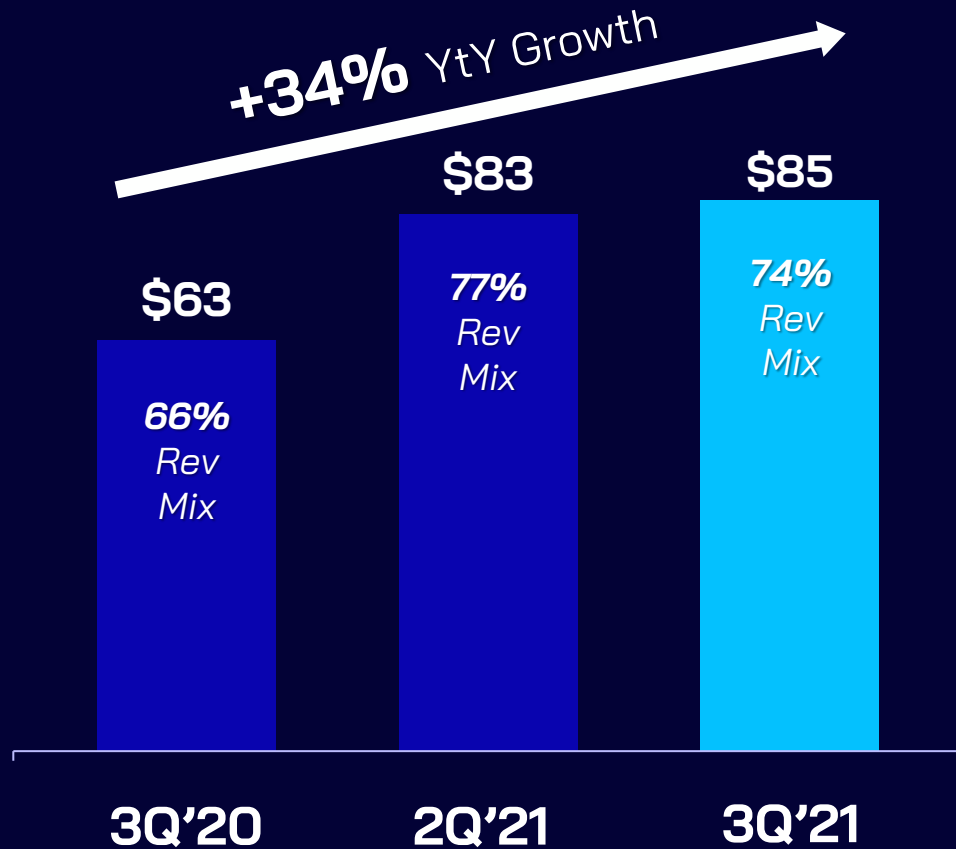
+7% QtQ

Scaled Customer Growth Drivers

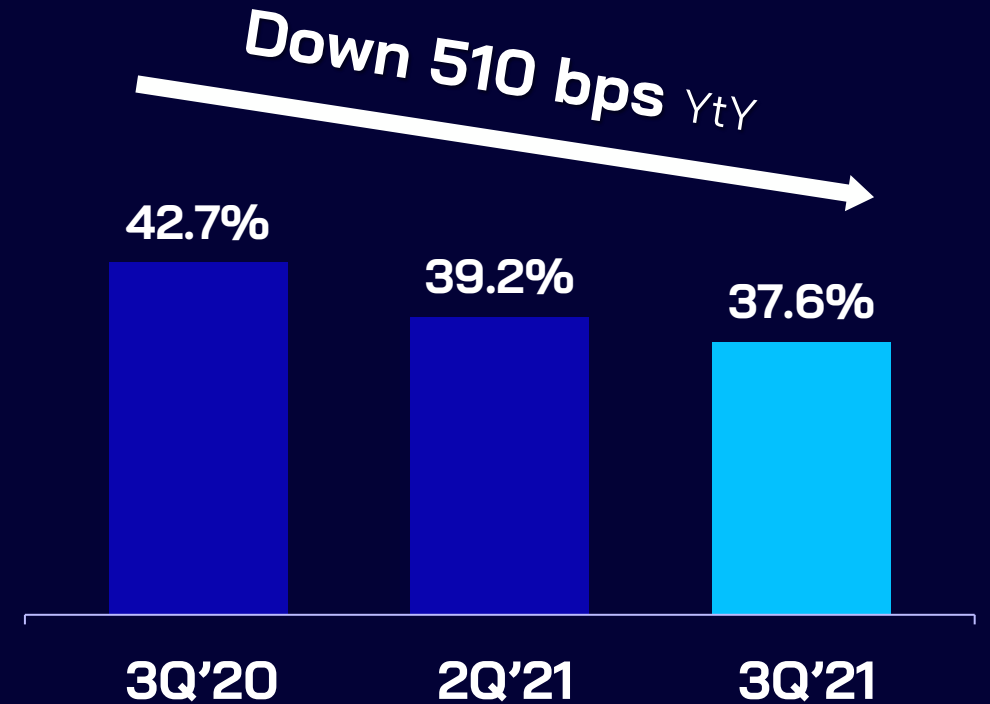
**More Use Cases
More Channels**

Long-term Shift Towards Direct Platform Revenue Leads to Lower Cost of Revenue %

Direct Platform Revenue ¹



Total Cost of Revenue %



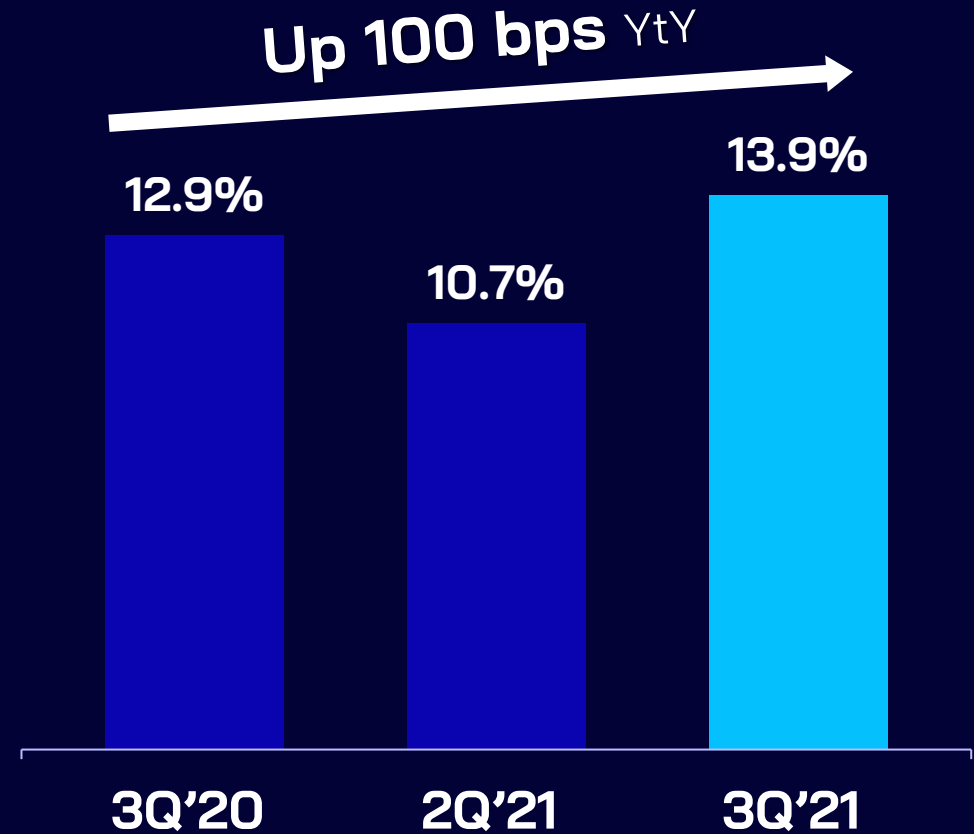
1. Direct Platform Revenue: Revenue generated by the ZMP comprised of subscription software and utilization fees generated by channels owned and operated by Zeta, resulting in stronger operating leverage.
 2. All values in millions unless otherwise stated.

Adjusted EBITDA Growing Faster than Revenue YtY and QtQ

Adjusted EBITDA



Adjusted EBITDA Margin %



1. Adjusted EBITDA, Adjusted EBITDA Margin are non-GAAP metrics, see reconciliation in Appendix.
2. All values in millions of dollars unless otherwise stated.

2021 Guidance Reflects Increased Revenue Visibility and Momentum On Growth Driver Execution

	Prior 4Q'21 Implied Guidance Midpoint ¹	Current 4Q'21 Guidance
Revenue	\$116.5M	\$121M - \$124M
Apptness Revenue²	N/A	\$2M
% Growth YTY³	2%	6% - 9%
Excl. Presidential Cycle		
% Growth YTY	14%	19% - 21%
<hr/>	<hr/>	<hr/>
Adj. EBITDA⁴	\$18.8M	\$20.6M - \$21.1M
% Growth YTY	6%	16% - 19%
Adj. EBITDA Margin⁴	16.2%	16.6% - 17.4%
BPS Change YTY	~70 BPS	~110 to ~190 BPS

1. Prior 4Q'21 implied guidance was calculated by taking our prior full year 2021 guidance less actual results from 1H'21 and less the midpoint of our prior 3Q'21 guidance.

2. Acquired the digital survey platform of Apptness on October 4, 2021. See Form 8-K on file with the Securities and Exchange Commission.

3. Revenue Growth compared to equivalent prior period.

4. 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.

2021 Guidance Reflects Increased Revenue Visibility and Momentum On Growth Driver Execution

	Prior FY'21 Guidance	Current FY'21 Guidance	Long-Term Targets ¹
Revenue	\$432M - \$436M	\$445M - \$448M	
Apptness Revenue²	N/A	\$2M	
% Growth YTY³	17% - 19%	21% - 22%	Greater than 25% YTY Revenue Growth
Excl. Presidential Cycle % Growth YTY	22% - 24%	26% - 27%	
Adj. EBITDA⁴	\$55.5M - \$57.5M	\$61.0M - \$61.5M	
% Growth YTY	40% - 45%	54% - 55%	At least 20% Adj. EBITDA Margins
Adj. EBITDA Margin⁴	12.7% - 13.3%	13.6% - 13.8%	
BPS Change YTY	197 BPS - 255 BPS	~280 to ~300 BPS	

1. 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 will 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.

2. Acquired the digital survey platform of Apptness on October 4, 2021. See Form 8-K on file with the Securities and Exchange Commission.

3. Revenue Growth compared to equivalent prior period.

4. 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.



REGISTER NOW:

<https://zetalive.splashthat.com/>

WHAT YOU CAN EXPECT

Insights from industry luminaries on the future of marketing technology

Preview Zeta's Future Innovations

Hear How Zeta's Customers Leverage the Zeta Marketing Platform

The image features a dark blue background with several abstract geometric elements. On the left, there is a complex shape composed of multiple overlapping lines in shades of blue, pink, and yellow, resembling a stylized arrow or a series of connected segments. In the top right corner, a large, thin, light blue arc is visible. At the bottom center, there is a small, solid blue circle. The word "Appendix" is centered in the middle of the page in a white, sans-serif font.

Appendix

Bridge To Adjusted EBITDA And Adjusted EBITDA Margin

	Q3'21	Q3'20	YTD'21	YTD'20
Net loss	(69,129)	(13,003)	(188,425)	(44,437)
Interest expense	1,342	3,823	5,705	12,548
Depreciation and amortization	11,783	10,133	33,135	30,171
Stock based compensation	69,343	26	188,613	79
IPO related expense	-	-	2,705	-
Gain on extinguishment of debt	-	-	(10,000)	-
Income tax provision / (benefit)	428	301	(565)	1,319
Acquisition related expenses	480	1,230	1,516	4,321
Restructuring expenses	30	259	467	1,950
Change in fair value of derivatives	-	9,700	5,000	16,400
Dispute settlement expense	1,196	-	1,196	-
Other expenses / (income)	496	(188)	1,031	(546)
Adjusted EBITDA	15,969	12,281	40,378	21,805
Adjusted EBITDA Margin	13.9%	12.9%	12.5%	8.6%

3Q 2021 and 2020 P&L Bridge

	For the three months ended September 30, 2021					For the three months ended September 30, 2020				
	As Reported	Stock Based Comp.	One-time Other Items	Depr. & Amort.	As Adjusted	As Reported	Stock Based Comp.	One-time Other Items	Depr. & Amort.	As Adjusted
Revenues	\$115,133	\$-	\$-	\$-	\$115,133	\$95,284	\$-	\$-	\$-	\$95,284
Operating expenses:										
Cost of revenues	44,525	(1,183)	-	-	43,342	40,705	-	-	-	40,705
General and administrative expenses	50,643	(28,243)	(1,196)	-	21,204	17,150	(26)	-	-	17,124
Selling and marketing expenses	60,537	(35,114)	-	-	25,423	18,269	-	-	-	18,269
Research and development expenses	13,998	(4,803)	-	-	9,195	6,905	-	-	-	6,905
Depreciation and amortization	11,783	-	-	(11,783)	-	10,133	-	-	(10,133)	-
Acquisition related expenses	480	-	(480)	-	-	1,230	-	(1,230)	-	-
Restructuring expenses	30	-	(30)	-	-	259	-	(259)	-	-
Total operating expenses	\$181,996	(\$69,343)	(\$1,706)	(\$11,783)	\$99,164	\$94,651	(\$26)	(\$1,489)	(\$10,133)	\$83,003
Operating (loss) / income	(\$66,863)	\$69,343	\$1,706	\$11,783	\$15,969	\$663	\$26	\$1,489	\$10,133	\$12,281
Interest expense	1,342	-	-	-	1,342	3,823	-	-	-	3,823
Other expenses / (income)	496	-	-	-	496	(188)	-	-	-	(188)
Dispute settlement expense	-	-	1,196	-	1,196	-	-	-	-	-
Change in FV of warrants and derivatives	-	-	-	-	-	9,700	-	-	-	9,700
Stock based compensation	-	69,343	-	-	69,343	-	26	-	-	26
Restructuring and acquisition related expenses	-	-	510	-	510	-	-	1,489	-	1,489
Depreciation and amortization	-	-	-	11,783	11,783	-	-	-	10,133	10,133
Total other expenses	1,838	\$69,343	\$1,706	\$11,783	\$84,670	\$13,335	\$26	\$1,489	\$10,133	\$24,983
Loss before income taxes	(68,701)	-	-	-	(68,701)	(12,702)	-	-	-	(12,702)
Income tax provision	428	-	-	-	428	301	-	-	-	301
Net loss	(\$69,129)	\$-	\$-	\$-	(\$69,129)	(\$13,003)	\$-	\$-	\$-	(\$13,003)



The intention of the bridge is to show operating expenses net of Stock Based Compensation and other non-GAAP adjustments. These are then reconciled to the net income / (loss) in the lower portion of the table.

3Q 2021 and 2020 Cash Flow

	3Q'21	3Q'20	Variance
Net loss	(69,129)	(13,003)	(56,126)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation and amortization	11,783	10,133	1,650
Stock-based compensation	69,343	26	69,317
Change in fair value of warrants and derivatives	-	9,700	(9,700)
Deferred income taxes & others, net	1,448	577	871
Change in non-cash working capital (net of effect of acquisitions):			
Accounts receivable	(742)	(3,511)	2,769
Prepaid expenses & other current/non-current assets	(252)	(739)	487
Accounts payable	(3,878)	(4,206)	328
Accrued expenses and other current liabilities	1,260	7,655	(6,395)
Deferred revenues and other non-current liabilities	330	339	(9)
Net cash provided by operating activities	10,163	6,971	3,192
Purchases of property and equipment	(2,502)	(879)	(1,623)
Website and software development costs	(3,892)	(5,767)	1,875
Net cash used for investing activities	(6,394)	(6,646)	252
Payments of IPO issuance cost	(825)	-	(825)
Payment for share repurchases related to IPO	(338)	-	(338)
Exercise of options	69	-	69
Net cash used for financing activities	(1,094)	-	(1,094)
Effect of foreign exchange on cash	(63)	(53)	(10)
Net increase in cash and cash equivalents	2,612	272	2,340
Opening cash and cash equivalents	113,568	40,682	72,886
Closing cash and cash equivalents	116,180	40,954	75,226

Overview of stock-based compensation expense

- Historically, Zeta did not recognize any stock compensation expense for grants of restricted stock awards or restricted stock units (collectively, “the RSA’s/RSU's”). Pursuant to the Company’s stock compensation plan, the RSA’s/RSU’s did not vest until a “change of control” and as such the expense was not recognized.
- In March 2021, the Board of Directors of the Company approved the modification of the plan to:
 - Include the IPO in the definition of change of control.
 - Extend the vesting schedule of certain grants.
- This resulted in a repricing and expensing of the modified grants post-IPO.
- Zeta continues to estimate approximately \$800M of future stock-based compensation expense related to the pre-IPO grants.
- Zeta adopted the graded vesting attribution method for expensing stock-based compensation, which will result in a greater stock-based compensation expense in the first 1-2 years and lower expense in years 3-6. Zeta elected to recognize forfeitures as they occur and does not estimate forfeitures in stock-based compensation expense.

Estimated stock-based compensation expense

	1Q'21	2Q'21	3Q'21	4Q'21	FY2021	FY2022	FY2023	FY2024	FY2025	FY2026	FY21-26 Total
Stock-based compensation expense (Pre-IPO Issuances)	-	\$119.3	\$69.3	\$69.3	\$257.9	\$255.8	\$152.3	\$77.8	\$33.0	\$4.5	\$781.3

Notes:

1) All amounts shown above are in millions.

2) 2Q '21 and 3Q '21 stock-based compensation shown above are actuals, other periods are estimates.

3) The stock-based compensation estimate presented here relates to the pre-IPO issuances only and does not include any grants that the Company expects to issue in the future. Further, the Company estimates to grant approximately 6M-8M restricted stock on an annual, go-forward basis.