Supplemental Q4'23 & FY'23 Earnings Presentation

February 27, 2024

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 first quarter and full year 2024 guidance, the Zeta 2025 targets, and the timing of when we will achieve the Zeta 2025 plan targets, our ability to execute on KPIs and grow our scaled customers, the capabilities of AI and Zeta's platform, and the growth and expansion of the Zeta Marketing Platform 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 2024 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, 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.

Zeta delivered another strong quarter and year

KEY THEMES

Consistently Strong Financial Execution

- 4 consecutive years of 20%+ revenue growth
- 1,000 bps of Adj. EBITDA margin[2] expansion to 17.8% over last 4 years[1,2]
- On track to achieve Zeta 2025[3] early

Taking Share Via Product Leadership

- Adding new AI modules to the Zeta Marketing Platform
- Delivering conversational mobile capabilities at enterprise scale
- Expanding partner ecosystem with Systems Integrators

Guiding 2024 from a Position of Strength

- Revenue growth and Adj. EBITDA 300 bps and $8M above consensus respectively
- Multiple growth tailwinds: replacement cycle, Auto & Insurance, political, and agencies
- Direct revenue cross-sell into new Agency customers

RESULTS

	4Q'23 RESULTS	FY'23 RESULTS
Revenue	**$210M**	**$729M**
Y/Y Growth	*20%*	*23%*
Cash from Ops	**$27M**	**$91M**
Y/Y Growth	*17%*	*15%*
Adjusted EBITDA[1,2]	**$45M**	**$129M**
Y/Y Growth	*38%*	*40%*
Adjusted EBITDA Margin %[1,2]	**21.3%**	**17.8%**
Y/Y Growth	*280 bps*	*220 bps*

See slide 33 for footnote definitions

Full year 2023 KPIs demonstrate consistent execution with strong underlying fundamentals

Scaled Customer Count

TOTAL SCALED[4]	SUPER-SCALED[5]
452 +12% Y/Y	**131** +27% Y/Y
FY'22: 403	FY'22: 103

Scaled Customer ARPU

TOTAL SCALED[6]	SUPER-SCALED[7]
$1.6M	**$4.5M**
FY'22: $1.4M	FY'22: $4.5M

Industry Verticals

6 of the Top 10 Verticals Grew Greater Than 25%

GAAP Cost of Revenue[15]

37.7%

FY'22: 36.5%

Direct Revenue Mix[8]

72%

FY'22: 77%

Quota Carrier Headcount

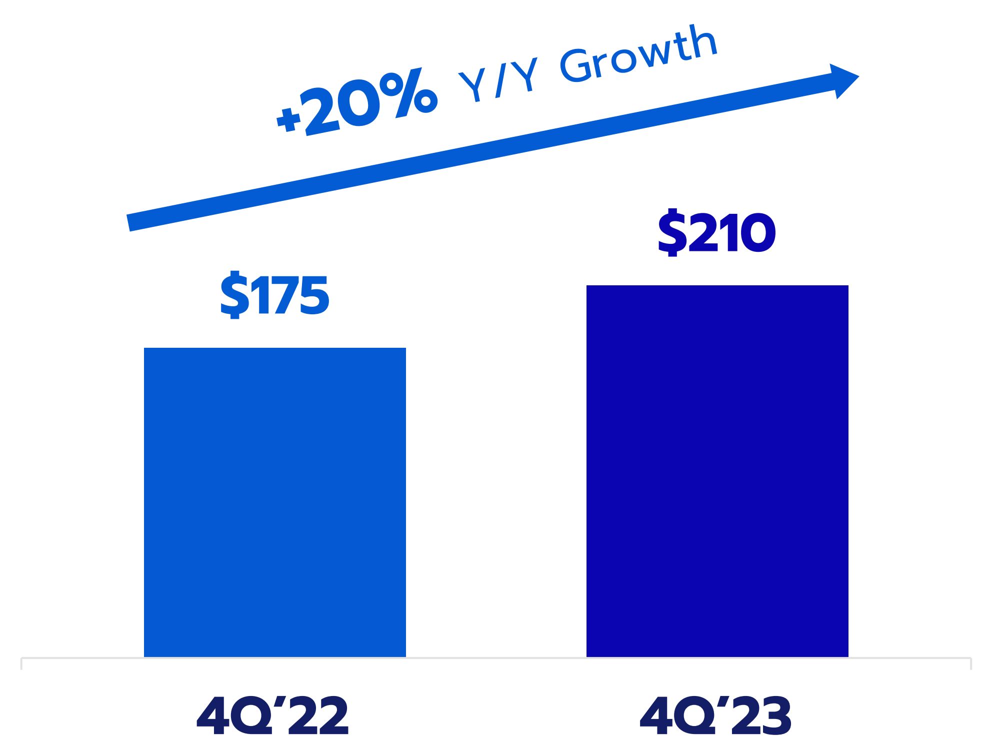
136

FY'22: 123

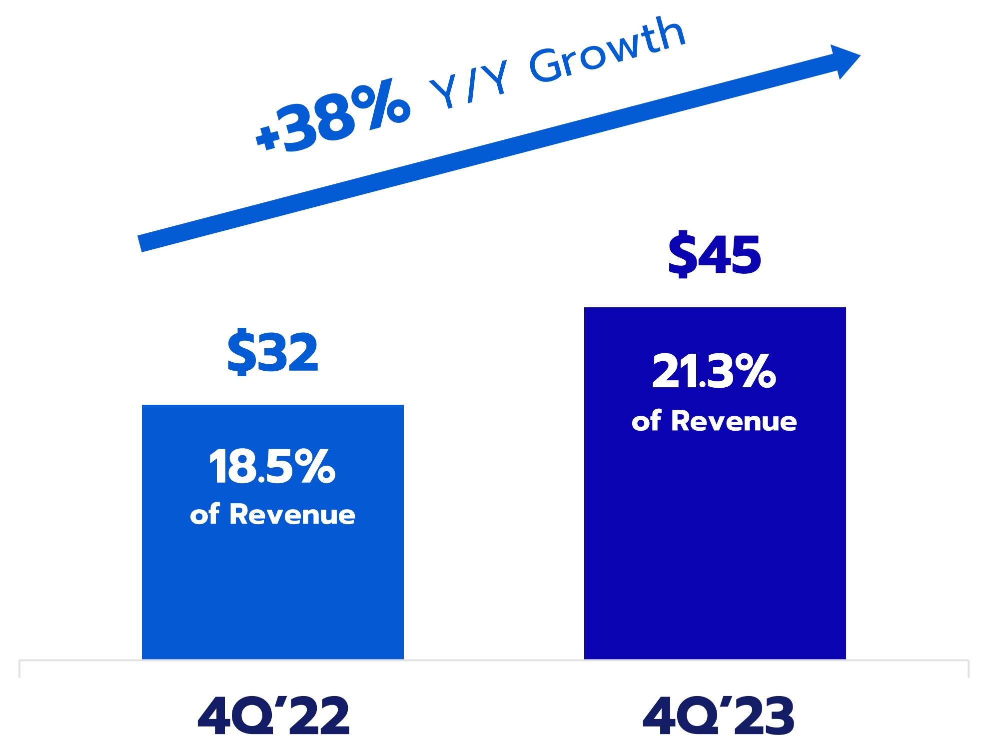
See slide 33 for footnote definitions

7 straight quarters of exceeding the Rule of 40[19]

Revenue Growth



Adjusted EBITDA[1,2] Growth

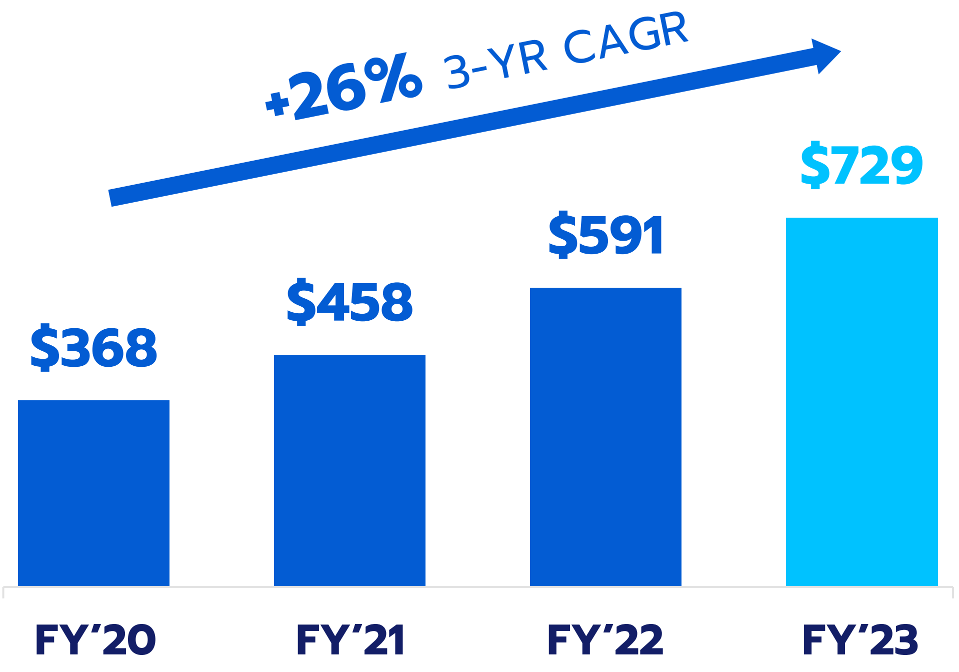


See slide 33 for footnote definitions

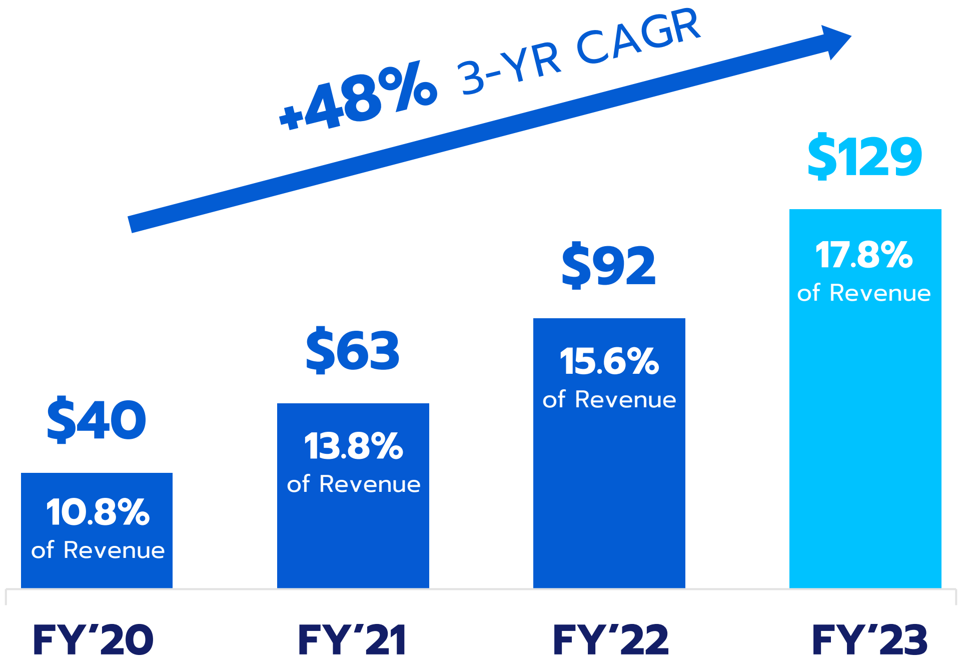
See appendix for definitions of non-GAAP metrics used herein and reconciliations to the most directly comparable GAAP metric

4 straight years of >20% revenue growth with adj. EBITDA margin expansion

Revenue Growth



Adjusted EBITDA[1,2] Growth



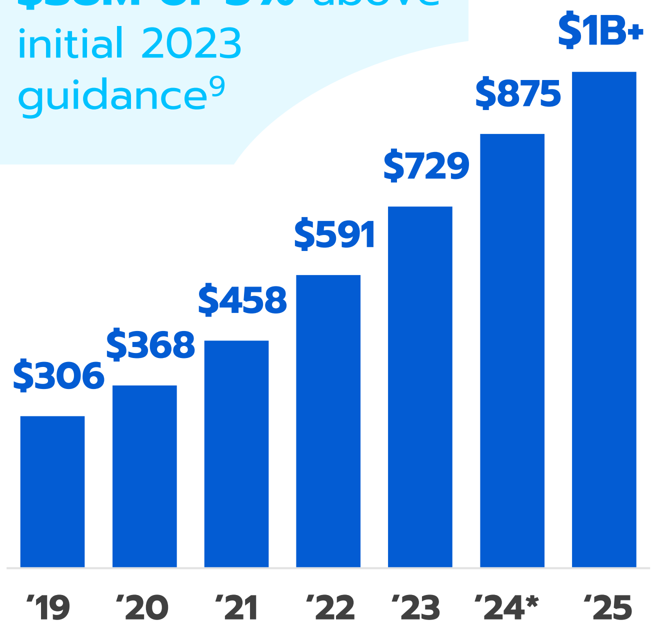
See slide 33 for footnote definitions

See appendix for definitions of non-GAAP metrics used herein and reconciliations to the most directly comparable GAAP metric

Expecting to achieve our Zeta 2025 targets early

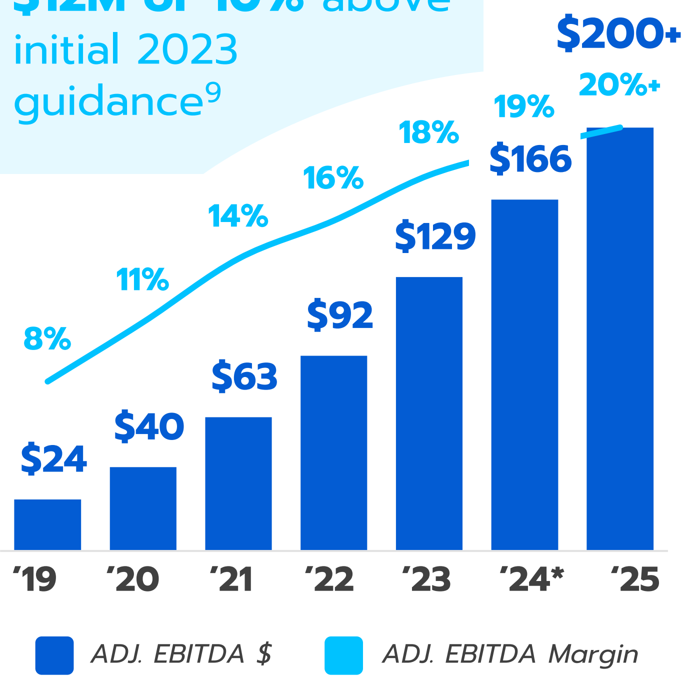
2025 REVENUE TARGET
$1B+

$38M or 5% above initial 2023 guidance[9]



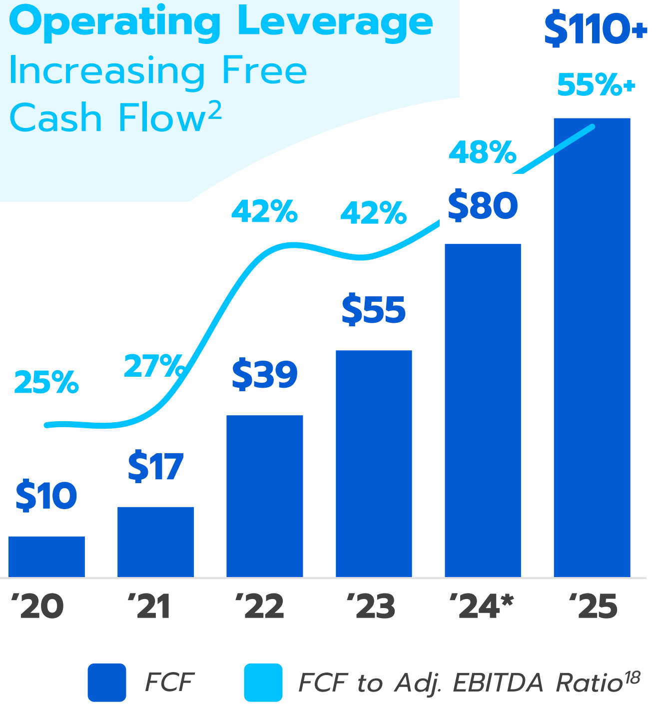
2025 ADJ. EBITDA[1,2] TARGET
$200M+

$12M or 10% above initial 2023 guidance[9]



FCF[2] TARGET
$110M+

Operating Leverage Increasing Free Cash Flow[2]



See slide 33 for footnote definitions | *See FY'24 Guidance outlined on slide 17

See appendix for definitions of non-GAAP metrics used herein and reconciliations to the most directly comparable GAAP metric

KPIs powering the early achievement of Zeta 2025

	SALES HEADCOUNT	SCALED CUSTOMER COUNT[4]	SCALED CUSTOMER ARPU[6]
MODEL	~185–200	8-12% Growth	8-12% Growth
2023	136	452 +12% YTY	$1.57M +10% YTY
2022	123	403	$1.43M
2021	100	355	$1.24M
2020	72	336	$1.05M

DIRECT PLATFORM REVENUE MIX[8]

MODEL
~75%

72%

2022: 77%
2021: 76%

NET REVENUE RETENTION[14]

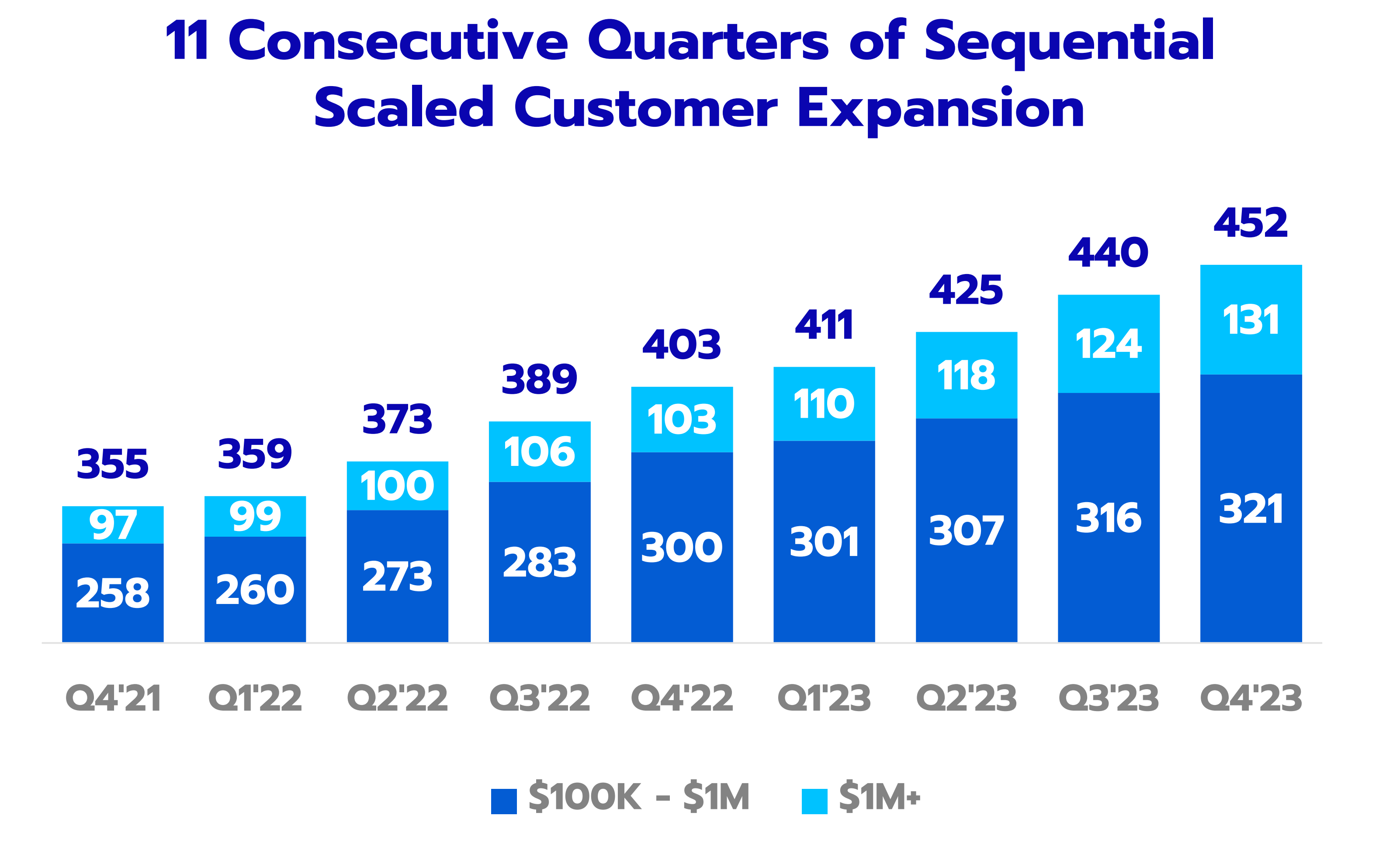
MODEL
110–115%

111%

2022: 112%
2021: 113%

See slide 33 for footnote definitions

Scaled customer count continues to track ahead of the Zeta 2025 target



2023 Y/Y Growth:

12%

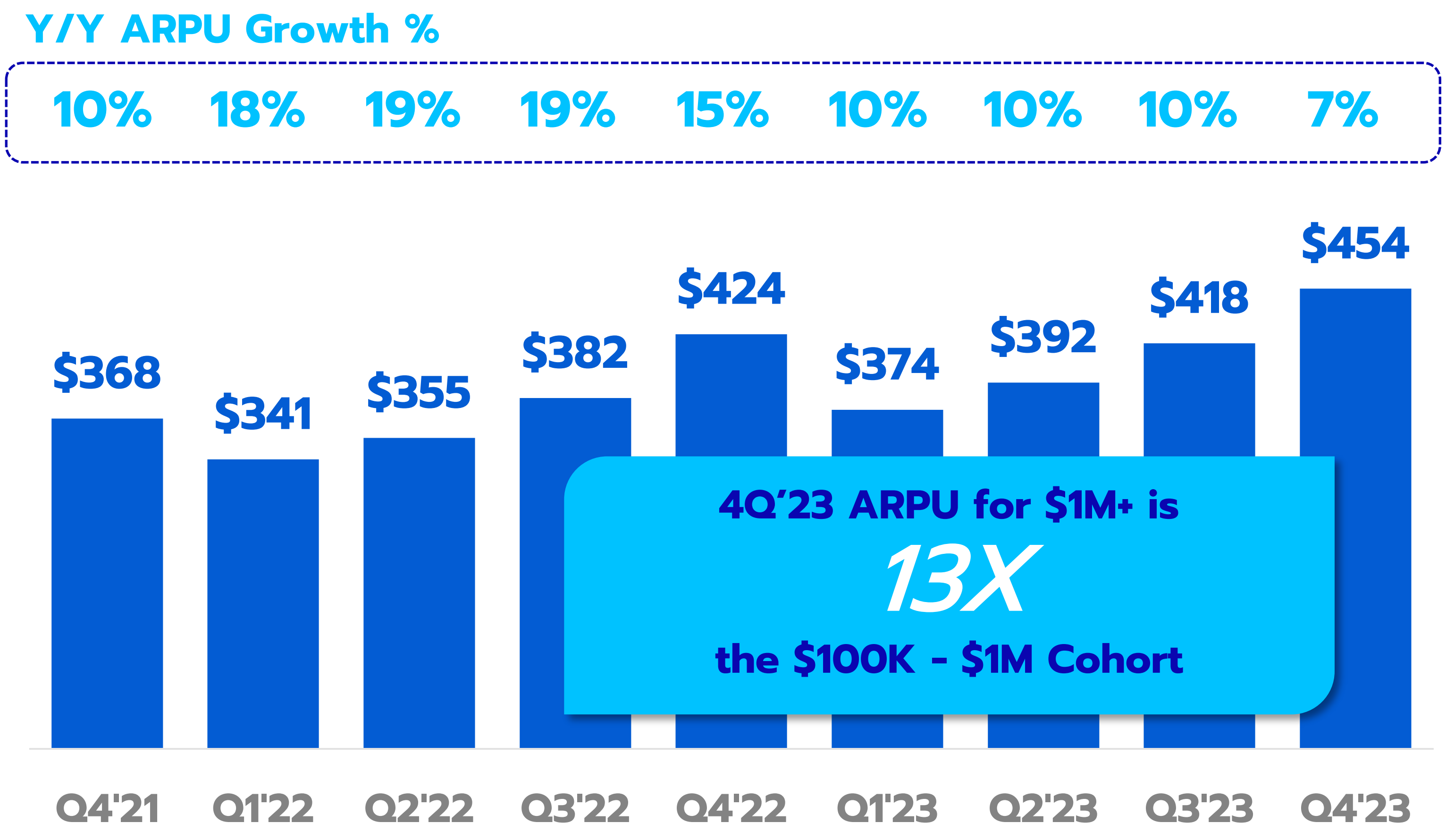
ZETA 2025 MODELED CAGR:

8-12%

See slide 33 for footnote definitions

See appendix for definitions of non-GAAP metrics used herein and reconciliations to the most directly comparable GAAP metric

Consistent Y/Y scaled customer ARPU expansion



2023 Y/Y Growth:

10%

2023: $1,572
2022: $1,431

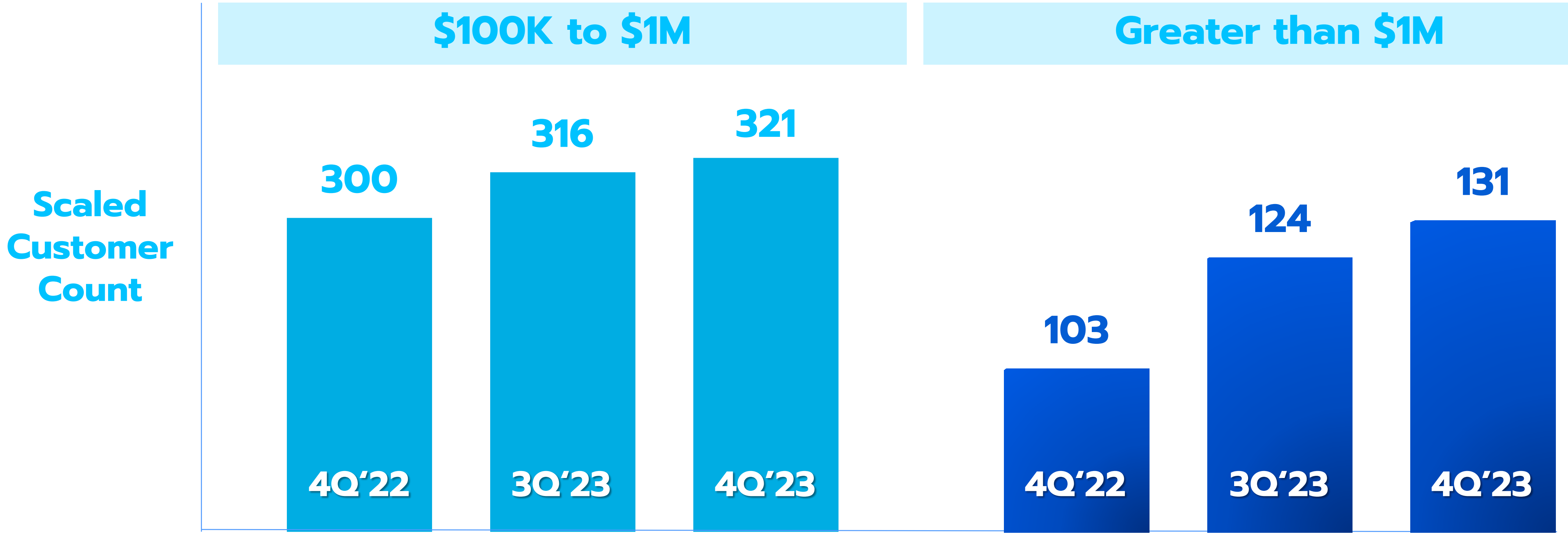
ZETA 2025 MODELED CAGR:

8-12%

See slide 33 for footnote definitions | $ in thousands, unless otherwise noted

See appendix for definitions of non-GAAP metrics used herein and reconciliations to the most directly comparable GAAP metric

Multi-channel adoption by scaled customers is driving ARPU expansion



Total Scaled Customers
4Q'22: 403
3Q'23: 440
4Q'23: 452

	4Q'22	3Q'23	4Q'23	4Q'22	3Q'23	4Q'23	
Quarterly ARPU	$113	$95	$104	$1,331	$1,241	$1,313	13X OPP.
Avg. Channels Per	1.7	1.8	1.8	2.8	3.0	3.0	~70%

See slide 33 for footnote definitions | $ in thousands, unless otherwise noted

See appendix for definitions of non-GAAP metrics used herein and reconciliations to the most directly comparable GAAP metric

The longer our customers stay with us, the bigger they become

FY'23 Scaled Customer ARPU

Scaled Customer	<1 Year	1-3 Years	3+ Years
Count	92	124	236
Revenue	$54M	$167M	$490M

~90% Revenue driven by scaled customers who have been with Zeta >1 year

See slide 33 for footnote definitions

Agencies are key partners, with powerful scaling potential

LEGEND

Revenue $

% Direct Mix | *% Integrated Mix* | # Unique Brands

1st Large Hold Co
(vintage 2020)

Started small in revenue and # of brands, and grew, while also improving Direct mix

Year 1 — *Integrated* — 3 Unique Brands

Year 2 — **Direct** *Integrated* — 5+ Unique Brands

Year 3+ — **Direct** *Integrated* — 10+ Unique Brands

Recently Signed Large Hold Co *(vintage 2023)*

Starting bigger in revenue and # of brands with similar growth and Direct mix cross-sell opportunity

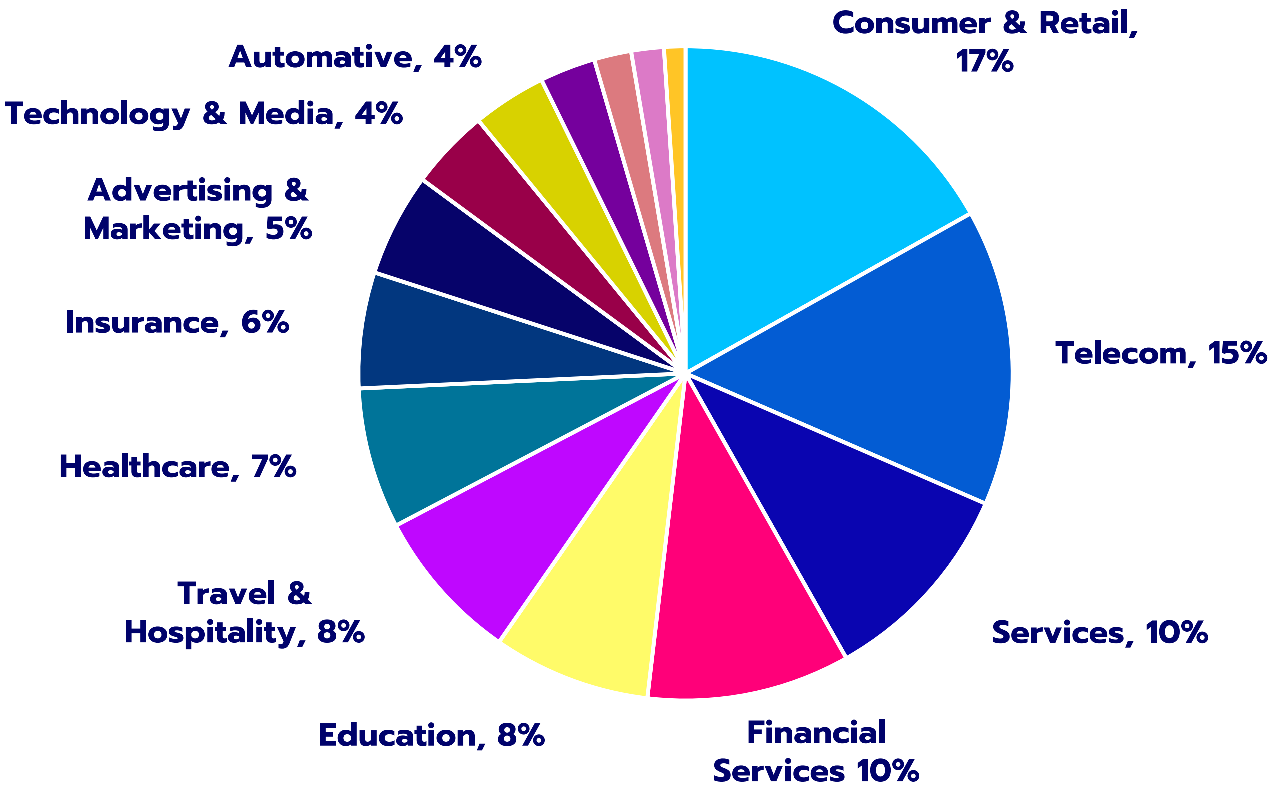
Year 1 — **Direct** *Integrated* — 10+ Unique Brands

Year 2 Estimate — **Direct** *Integrated* — 15+ Unique Brands

Direct = Direct Revenue contribution from Zeta owned channels (Email, Zeta DSP, CTV, etc.)
Integrated = Integrated Revenue contribution from non-Zeta owned channels (Social networks, e.g. Meta, Tik Tok, etc.)

Zeta is well-diversified across a wide range of verticals

FY 2023 Revenue by Vertical



Well Diversified Customer Set

- Broad coverage across 15 different industry verticals
- 6 of top 10 verticals grew greater than 25% in 2023
- Insurance and Automotive verticals were the most challenged

See slide 33 for footnote definitions | The data on this slide is as of 12/31/23

See appendix for definitions of non-GAAP metrics used herein and reconciliations to the most directly comparable GAAP metric

Serving over 40% of the Fortune 100[16]

11 of the 17 largest **Consumer & Retail** companies

4 of the 10 largest **Financial Services** companies

4 of the 10 largest **Insurance** companies in the world

4 of the largest **Agency Hold Cos**

6 of the 11 largest **Technology & Media** companies

4 of the 4 largest **Telecommunications** companies

2 of the 5 leading **Pharmaceutical** companies

4 of the 12 largest **Healthcare** companies

2 of the 8 largest **Energy** companies in the world

Our experience working with category leaders led to a **higher propensity to modernize their marketing cloud AND invest to grow** through tougher macro conditions.

1Q'24 & FY'24 Guidance

Guidance that is balanced between growth & operating leverage…

	1Q'24 Guidance Range	FY'24 Guidance Range	1Q'24 Guidance Midpoint	FY'24 Guidance Midpoint
Total Zeta Revenue	**$185M – $189M**	**$870M – $880M**	**$187M**	**$875M**
% Growth Y/Y	17% – 20%	19% – 21%	19%	20%
Adj. EBITDA[1,2]	**$28.8M – $29.3M**	**$165M – $167M**	**$29.1M**	**$166M**
% Growth Y/Y	20% – 22%	28% – 29%	21%	28%
Adj. EBITDA Margin[1,2]	15.2% – 15.8%	18.8% – 19.2%	15.5%	19.0%
BPS Change Y/Y	0 BPS – 60 BPS	100 BPS – 140 BPS	30 BPS	120 BPS
Free Cash Flow[2]	–	**$75M - $85M**	–	**$80M**

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.

We calculate forward-looking non-GAAP 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 non-GAAP Adjusted EBITDA, Adjusted EBITDA margin, and Free Cash Flow guidance to forward looking GAAP net income (loss), margin, and cash flow from operating activities 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.

See appendix for definitions of non-GAAP metrics used herein and reconciliations to the most directly comparable GAAP metric

...and aligns with historical quarterly linearity

	1Q'24 Midpoint	2Q'24	3Q'24	4Q'24	2024 Midpoint
2024 Revenue Guidance	**$187M**	**$204M**	**$225M**	**$259M**	**$875M**
% Growth Y/Y	*19%*	*19%*	*19%*	*23%*	*20%*
Adj. EBITDA[1,2]	**$29.1M**	**$34.2M**	**$44.3M**	**$58.5M**	**$166M**
Adj. EBITDA Margin[1,2]	*15.5%*	*16.8%*	*19.7%*	*22.6%*	*19.0%*
BPS Change Y/Y	*30 BPS*	*120 BPS*	*180 BPS*	*130 BPS*	*120 BPS*
Free Cash Flow[2]	-	-	-	-	**$80M**

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.

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, Adjusted EBITDA margin, and Free Cash Flow guidance to forward looking GAAP net income (loss), margin, and cash flow from operating activities 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.

See appendix for definitions of non-GAAP metrics used herein and reconciliations to the most directly comparable GAAP metric

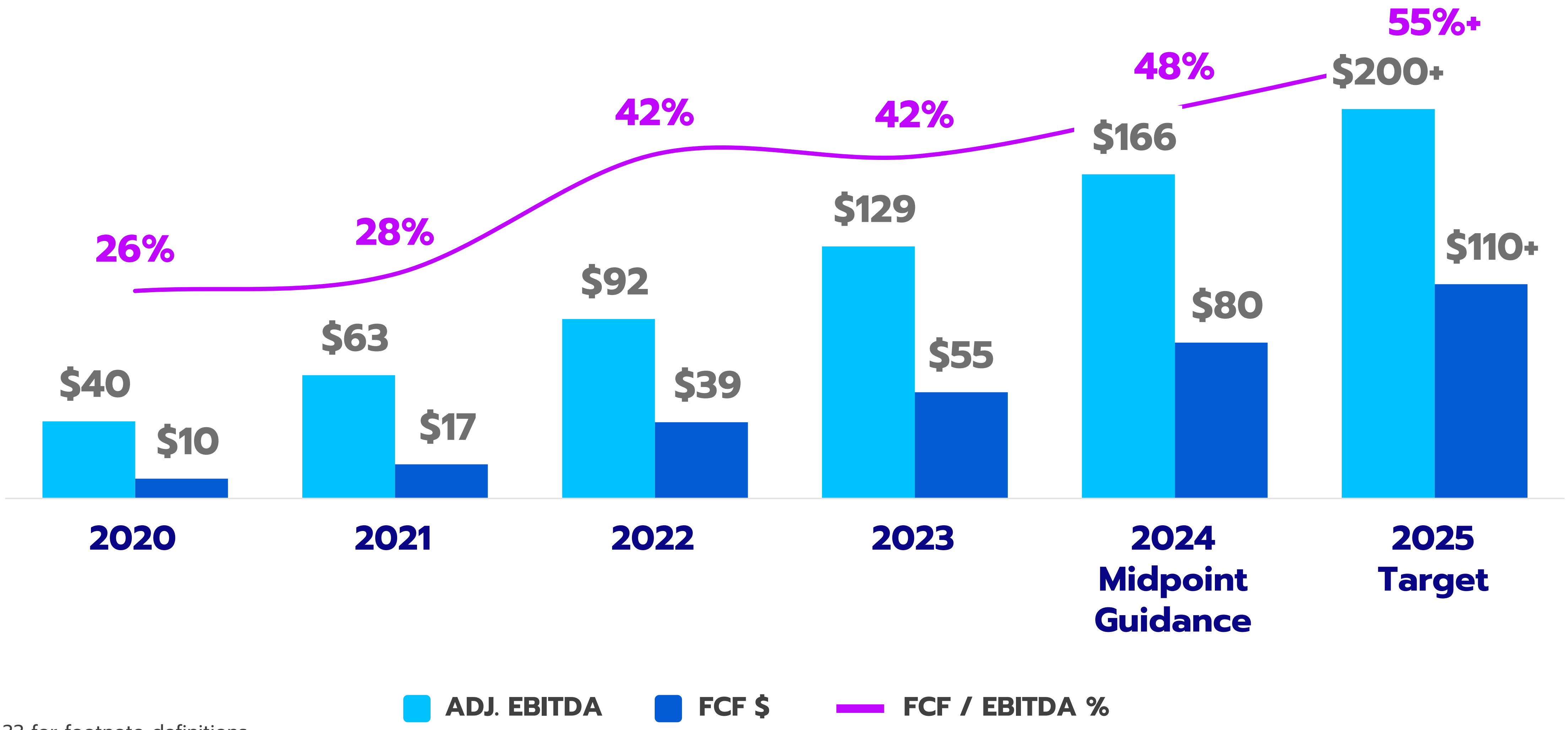
Anticipating $15M of political candidate revenue in 2024

	1Q'24 Midpoint	2Q'24	3Q'24	4Q'24	FY'24 Midpoint
Zeta excluding Political Candidate Revenue	$187	$202	$220	$251	$860
Estimated Political Candidate Revenue	-	$2	$5	$8	$15
Total Zeta Revenue	**$187**	**$204**	**$225**	**$259**	**$875**

Note: Political Candidate Revenue in 2020 was $15M (3Q: $3M, 4Q: $12M) and in 2022 $7.5M (3Q: $3.0M, 4Q: $4.5M)

See appendix for definitions of non-GAAP metrics used herein and reconciliations to the most directly comparable GAAP metric

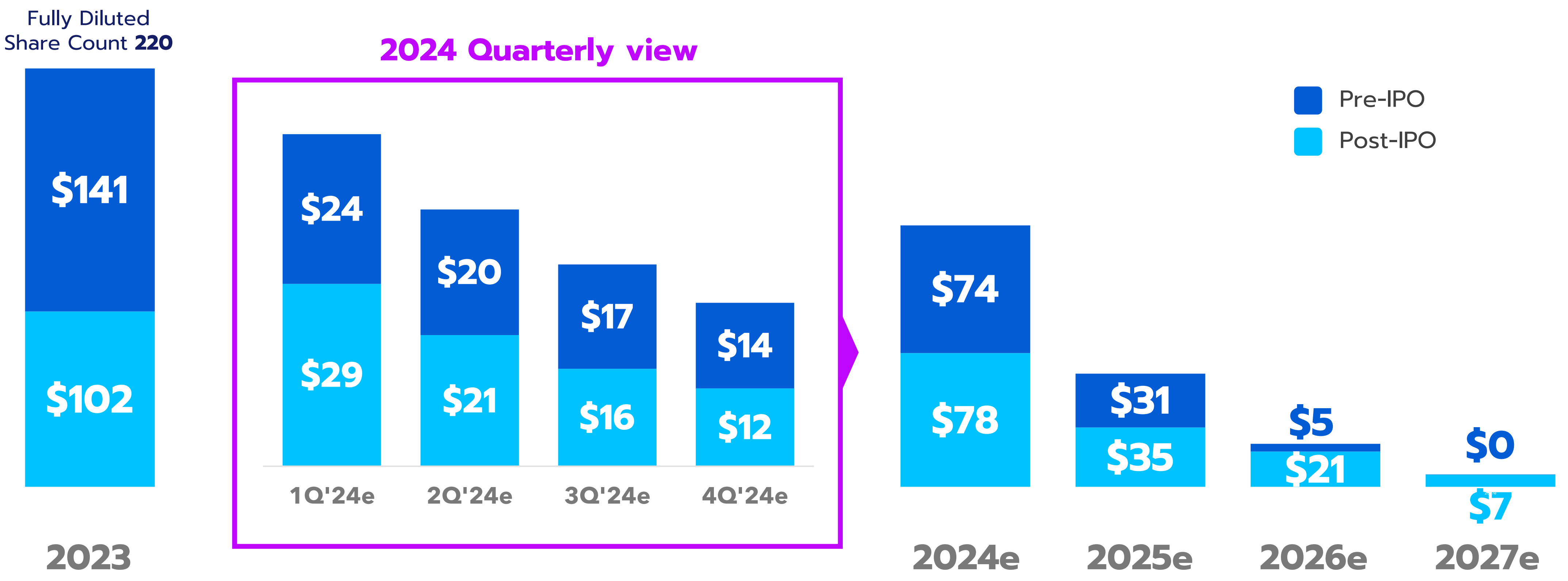
Guiding to increase FCF conversion to 48% or $80M, on track to achieve Zeta 2025 target of $110M+



See slide 33 for footnote definitions

We are targeting to reduce SBC and dilution[10] substantially

Incorporating the use of more PSUs and Options (vs. RSAs only)

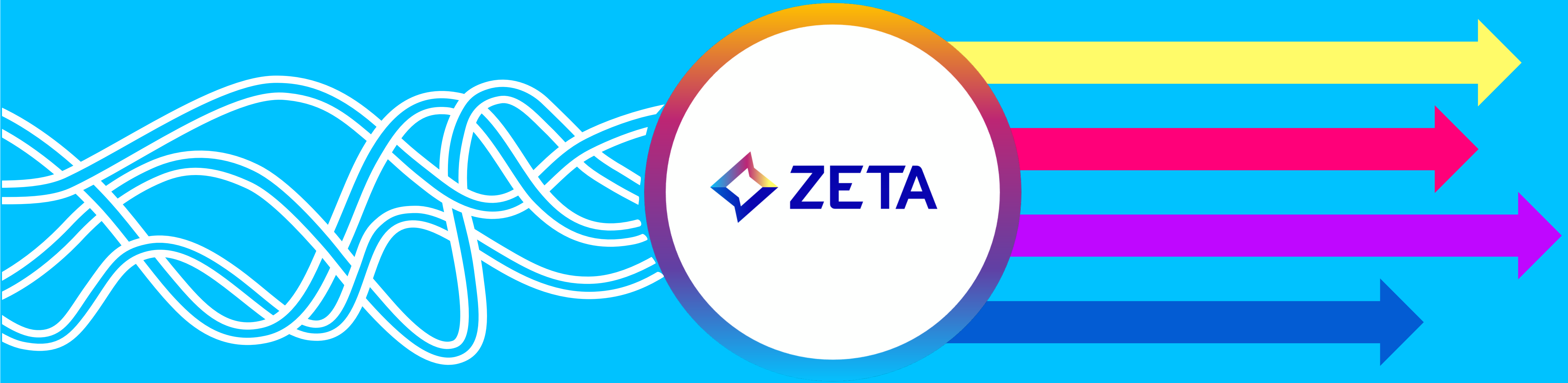


Share Dilution % :

5.2% ▶ **3.5% – 3.75%** ▶ **Long-term target: Less than 3%**

The stock-based compensation estimate presented here is based on the unvested stock as of 12/31/2023 and does not include any future grants.

Zeta makes sophisticated marketing **SIMPLE**



Being a **Sophisticated Marketer** Is Harder Than Ever

With fragmented tools, processes, and poorly integrated data, 55% of marketers cannot identify the right strategies to engage customers, impacting ROI[17]

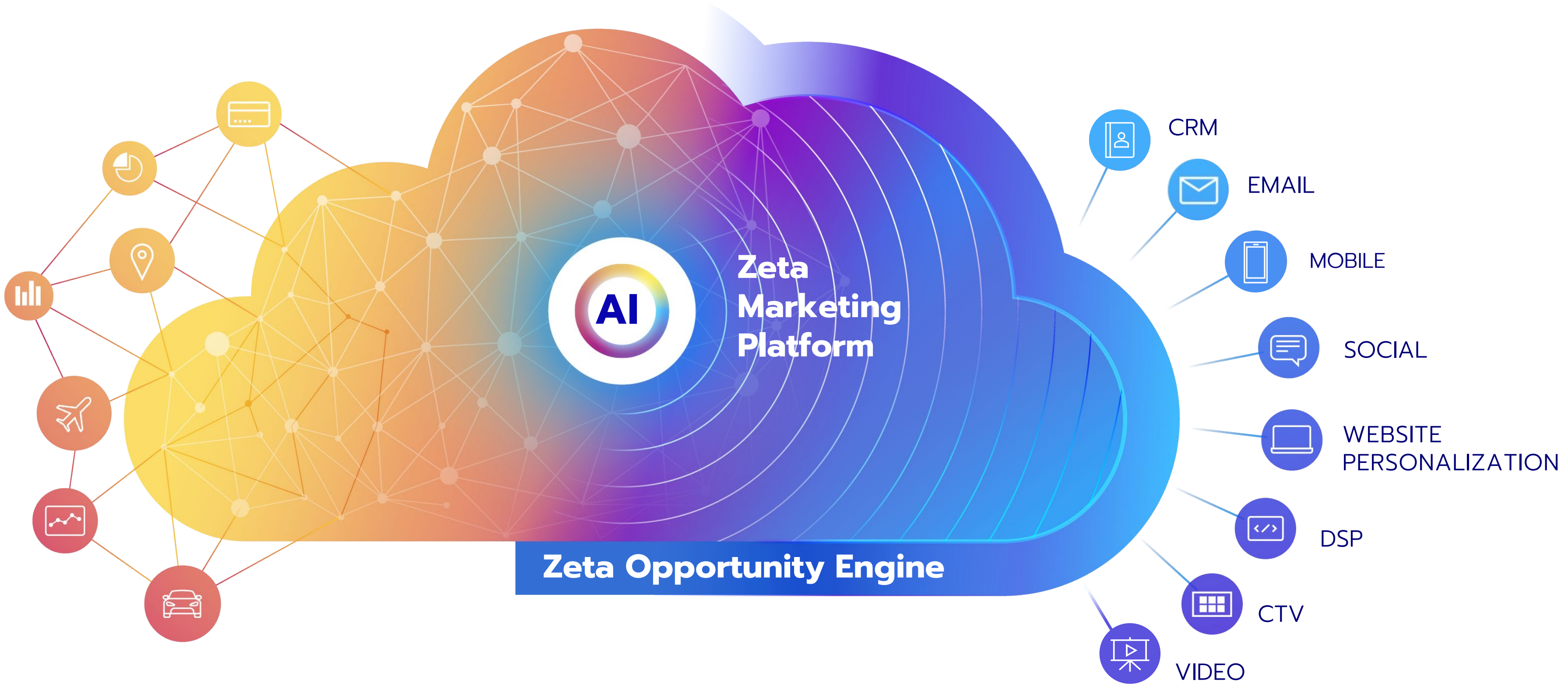
59% of CMOs under increased pressure to prove the impact of marketing[17]

Zeta helps marketers Acquire, Grow & Retain customers more efficiently and effectively by…

…enriching customer data with Zeta data…

…synthesizing data into Intelligence…

…and delivering real-time omnichannel engagement



Zeta consolidates the fragmented marketing landscape

ZETA

*The **Zeta Marketing Platform** (ZMP) consolidates all 3*

Data Management
(CDPs)

segment
mparticle
TREASURE DATA
MERKLE

salesforce
Adobe
ORACLE

Marketing Automation
(Marketing Clouds & ESPs)

klaviyo
braze
cordial
ITERABLE

Engagement
(Programmatic)

theTradeDesk
MiQ
CONVERSANT
Quantcast

*How brands create a **unified customer database** that can identify & create **audiences***

*How brands **effectively reach and manage customers** via owned channels, like email & websites*

*How brands **acquire new customers** through paid channels, like display, CTV & social*

Note: This is not an exhaustive competitor set

The Zeta Advantage

Integrated Identity & Intelligence

Makes Generative AI Actionable

Real time

Flexibility to Wrap Around Tech Stack

Lower Total Cost of Ownership

Generates Higher ROI

The ZMP is Built For Results

Only Zeta's Purpose-Built Platform Can Replace Legacy Technology or Optimize Existing Tech

Zeta's long-term partnership with global healthcare provider results in double-digit growth in spend

Global Medical Response

Acquire | **Grow** | Retain

USE CASE

THEIR CHALLENGES

- Cultivating loyalty among members to grow existing customer base and improve retention rates
- Determining the right marketing mix to drive optimal results
- Driving product awareness, and converting leads

WHY ZETA

- Our personalized solution accelerated GMR's membership conversions and exceeded revenue from membership targets every year
- Our strategic omnichannel approach including Email, Search, Social, Programmatic

OUR PARTNERSHIP

- 10+ years; Zeta viewed as a trusted advisor and an extension of GMR marketing team
- Ability to lower total marketing costs and increase customer retention

Key Stats

More than **3/4th of Revenue is Recurring**, up from half 2 years ago

Expanded to 10 channels from 6 in over last two years

THEME : Long tenured, high recurring, high channel adoption on the ZMP

Zeta's data Management, identity resolution, and direct channel expansion drive increased sales

Acquire | Grow | Retain

USE CASES

THEIR CHALLENGES

- Absence of unified identity with siloed data across multiple platforms
- 70%+ of web visitors are anonymous
- Lack of tech integration strategy

WHY ZETA

- Our CDP technology consolidated disparate Enterprise and online data
- Our seamless Snowflake integration enabled nearly real-time data sharing and enrichment
- Our strategic omnichannel approach on direct channels including CDP, Email, Website Personalization

OUR PARTNERSHIP

- Reduced audience & campaign creation from days to minutes and lowered cost per acquisition
- Anonymous web visitors converted to retained customers
- Acquisition Email has driven significant incremental lease activity

Key Stats

90%+ direct mix

14% reduction in media spend

30 hours saved per campaign

T H E M E : **Lowering customer Total Cost of Ownership through Zeta's Direct channels**

Zeta's intelligence and activation drove 86% increase in sales at locations targeted versus prior period

Driven Brands

Acquire | Grow | Retain

USE CASES

THEIR CHALLENGES

- Lack 'Single View of the Customer' across their multiple brands
- Inability to measure offline to online activities and attribute spend, increasing costs
- Difficulty identifying in-market status has resulted in declining businesses

WHY ZETA

- Our identity resolution and ability to target individuals across channels with cross promotion between brands to foster loyalty
- Our ability to drive more effective targeting
- Personalized cross-sell and upsell strategies

OUR PARTNERSHIP

- Began as a pilot that quickly grew into 6 channels and expanded into 2 use cases
- Supportive mix of technical deliverability and hands-on structural engineering
- Personalization at scale focused on time to value and profitability

Key Stats

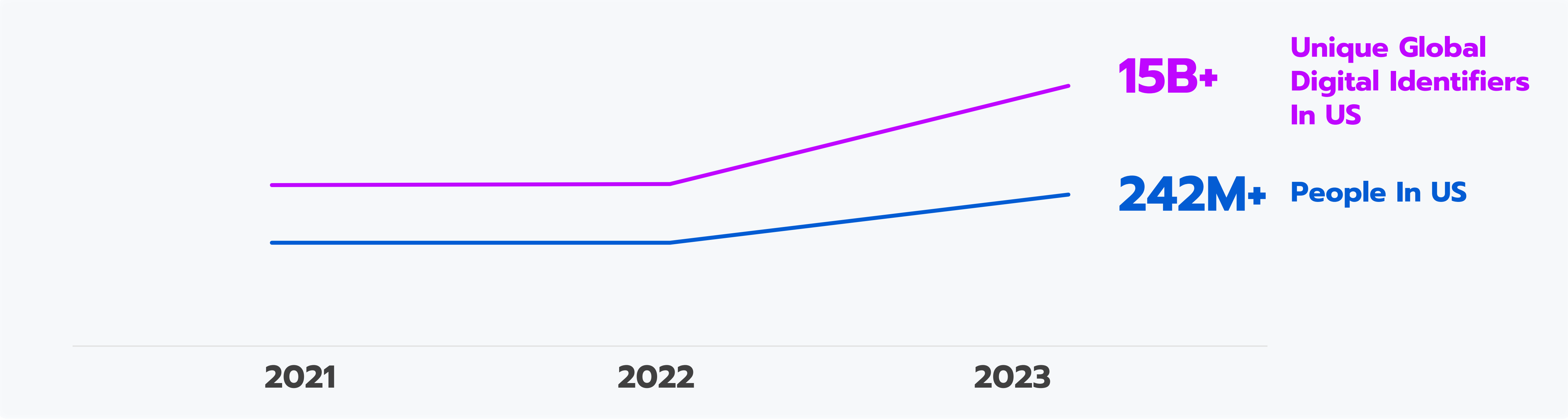
Uses **6 channels** in the 1st year

40% Increase in weekly average in-store traffic

THEME : Realizing the power of identity resolution & omnichannel engagement

Our identity data graph is durable and growing

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



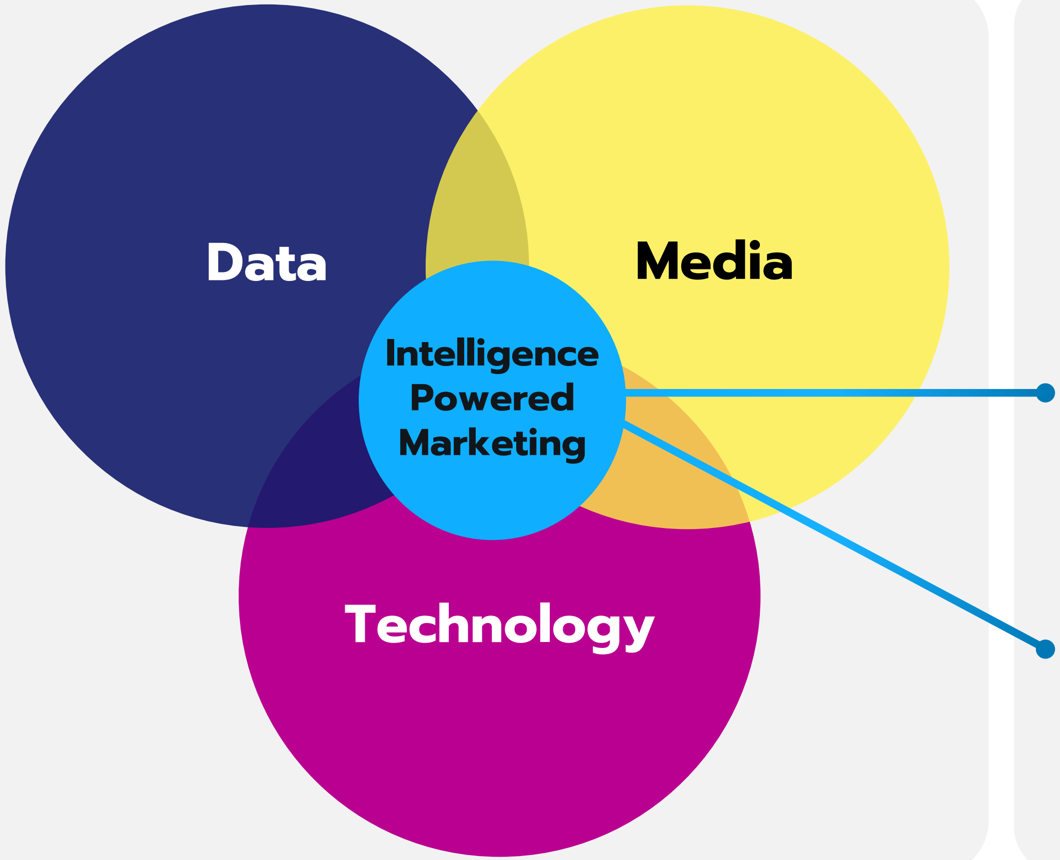
Data Privacy Regulation & Browser Updates

- GDPR
- Apple ITP 2.1/2.2
- TCF 2.0
- Google SameSite
- CCPA
- Apple IDFA
- Email Deliverability
- Cookie Deprecation

The data on this slide is as of 12/31/23

The intelligence powered era is breaking boundaries

- **OMNICHANNEL ENGAGEMENT**
- **SIGNALS**
- **IDENTITY**



U.S. TAM[11] 2023	CAGR[11] '23 – '25
MarTech $19B	14%
IPM Intelligence Powered Media $64B	12%

See slide 33 for footnote definitions

Appendix

Footnotes

1 | 4Q'23 GAAP net loss of $35M, or 17% of revenue, includes $63M of stock-based compensation. See the graded vesting schedule on slide 21.

2 | Adjusted EBITDA, Adjusted EBITDA Margin, and Free Cash Flow are non-GAAP metrics, see reconciliations in the Appendix.

3 | The financial targets of the Zeta 2025 Plan include generating in excess of $1 billion in annual revenue with at least $200 million in Adjusted EBITDA and FCF of $110 million by 2025. These 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.

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

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

6 | We calculate the scaled customer average revenue per user ("ARPU") as revenue for the corresponding period divided by the average number of scaled customers during that period. We believe that scaled customer ARPU is useful for investors because it is an indicator of our ability to increase revenue and scale our business.

7 | We calculate the super-scaled customer average revenue per user ("ARPU") as revenue for the corresponding period divided by the average number of super-scaled customers during that period. We believe that super-scaled customer ARPU is useful for investors because it is an indicator of our ability to increase revenue and scale our business.

8 | 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.

9 | Calculations are based on initial guidance considerations given on February 23, 2023; At that time, FY Revenue and Adjusted EBITDA were guided to $691M and $117.4 respectively.

10 | The stock-based compensation estimate presented here is based on the unvested stock as of 12/31/2023 and does not include any future grants.

11 | Source: Gartner, ISBA, InsiderIntelligence, Statista. Compound Annual Growth Rate ("CAGR") is for 2023 through 2025.

12 | We define recurring revenue as revenue that includes fixed fees associated with platform licensing, and recurring consumption-based revenues governed by master service agreements and insertion orders. Recurring consumption-based revenues are the minimum quarterly amounts that customers have spent on our platform over the trailing four quarters.

13 | We define consumption, previously referred to as reoccurring revenue, as usage revenue generated from pilots and channels linked to shorter term contracts where customers have a multiyear history of replenishing budgets, but are not recurring revenue (as defined above).

14 | Net Revenue Retention ("NRR"): We use an annual NRR rate as a measure of our ability to retain and expand business generated from our existing customer base. We calculate our NRR rate by dividing current year revenue earned from customers from which we also earned revenue in the prior year, by the prior year revenue from those same customers. We exclude political and advocacy customers from our calculation of NRR rate because of the biennial nature of these customers.

15 | GAAP Cost of Revenues excludes depreciation and amortization and consists primarily of media and marketing costs and certain employee-related costs.

16 | Source: Fortune.com

17 | Source: Forrester 2023; Deloitte 2022

18 | Free Cash Flow to Adjusted EBITDA ratio is a non-GAAP financial measure defined as Free Cash Flow divided by Adjusted EBITDA for the same period.

19 | "Rule of 40" defined as revenue growth plus Adjusted EBITDA margin

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.

Free Cash Flow to Adjusted EBITDA Ratio: is a non-GAAP financial measure defined as Free Cash Flow divided by Adjusted EBITDA for the same period.

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 Adj. EBITDA and Adj. EBITDA margin

$ in '000s, unless otherwise noted

`	4Q'23	4Q'22	FY'23	FY'22	FY'21	FY'20	FY'19
Net loss	**$ (35,281)**	**$ (51,753)**	**$ (187,481)**	**$ (279,239)**	**$ (249,563)**	**$ (53,225)**	**$ (38,465)**
Net loss margin	**(16.8)%**	**(29.5)%**	**(25.7)%**	**(47.3)%**	**(54.4)%**	**(14.5)%**	**(12.6)%**
Depreciation and amortization	13,495	12,430	51,149	51,878	45,922	40,064	34,340
Stock-based compensation	63,135	67,703	242,881	298,992	259,159	105	216
Other expenses / (incomes)	682	1,872	7,820	13,983	(279)	(126)	239
Restructuring expenses	-	-	2,845	-	727	2,090	1,388
Acquisition related expenses	-	-	203	344	1,953	5,402	5,916
Interest expense	2,800	2,301	10,939	7,303	7,033	16,257	15,491
Change in fair value of warrants and derivative liabilities	-	-	-	410	5,000	28,100	4,200
Income tax (benefit) / provision	(60)	(131)	1,037	(1,491)	(598)	919	1,009
IPO related expense	-	-	-	-	2,705	-	-
Gain on extinguishment of debt	-	-	-	-	(10,000)	-	-
Dispute settlement expense	-	-	-	-	1,196	-	-
Adjusted EBITDA	**$ 44,771**	**$ 32,422**	**$ 129,393**	**$ 92,180**	**$ 63,255**	**$ 39,586**	**$ 24,334**
Adjusted EBITDA margin	**21.3%**	**18.5%**	**17.8%**	**15.6%**	**13.8%**	**10.8%**	**7.9%**

Free Cash Flow reconciliation

$ in '000s, unless otherwise noted

	4Q'23	4Q'22	FY'23	FY'22	FY'21	FY'20	FY'19
Cash Flows from Operating Activities	**$ 26,962**	**$ 23,097**	**$ 90,523**	**$ 78,486**	**$ 44,292**	**$ 35,539**	**$ 30,599**
Capital expenditures	(5,597)	(5,067)	(20,483)	(22,232)	(9,482)	(2,249)	(3,300)
Website and software development costs	(3,143)	(4,184)	(15,487)	(17,004)	(17,274)	(22,958)	(19,374)
Effect of exchange rate changes on cash and cash equivalents	(41)	(36)	(34)	(165)	(41)	(208)	(75)
Free Cash Flow	**$ 18,181**	**$ 13,810**	**$ 54,519**	**$ 39,085**	**$ 17,495**	**$ 10,124**	**$ 7,850**