

Supplemental 1Q'25 Earnings Presentation

May 1, 2025

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 second quarter and full year 2025 guidance, the Zeta 2028 targets, and the timing of when we will achieve such targets, our ability to execute on KPIs and grow our scaled and super scaled customers, expected political candidate and LiveIntent revenues, anticipated stock based compensation reductions, expected shift to digital Marketing and Advertising vertical, 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, market opportunities and 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 second quarter and full year 2025 guidance and Zeta 2028 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 2028 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, non-GAAP net income, and non-GAAP net income per share, 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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Zeta's 1Q'25 results reflect a strong start to the year

KEY THEMES

Strong start to the year

- 15th straight “beat and raise” quarter
- 1Q revenue growth of 36%, 26% excluding LiveIntent
- 1Q Adj. EBITDA growth of 53% and margin expansion of 200 bps
- Broad based industry revenue contribution, 6 out of 10 growing >20% YtY

Continuing to be responsive to investor feedback

- Guiding for stock-based compensation expense to be \$190M in 2025, an improvement from \$195M in 2024
- Share count dilution expected to be 4% to 6% in 2025 and 3% to 4% in 2026, a significant improvement in overall dilution
- Repurchased 1.6M shares, or \$25M, in 1Q, and 1.8M shares, or \$21M between 4/1-4/25.

Thoughtfully conservative guide

- Raising 2Q & FY guidance; while our momentum supports a larger raise, we're taking a disciplined and conservative approach in light of the ongoing macro uncertainty.
- Increasing 2Q revenue guidance by \$2M to \$297M, up 30% Y/Y, and FY revenue guidance by \$2M to \$1,242, up 23% Y/Y
- Increasing 2Q Adjusted EBITDA^{1,2} guidance by \$0.5M to \$54.9M, up 42% Y/Y, and FY Adjusted EBITDA^{1,2} guidance by \$2M to \$258.5M, up 34% Y/Y

RESULTS

1Q'25 RESULTS

Revenue

Y/Y Growth

\$264M

36%

Cash from Ops

Y/Y Growth

\$35M

41%

Adjusted EBITDA²

Y/Y Growth

\$47M

53%

Adjusted EBITDA Margin %²

Y/Y Improvement

17.7%

200 bps

See slide 41 for footnote definitions

Consistent execution with strong underlying fundamentals

Scaled Customer Count

TOTAL SCALED⁴

548

+19% Y/Y

4Q'24: 527
1Q'24: 460

SUPER-SCALED⁵

159

+10% Y/Y

4Q'24: 148
1Q'24: 144

Scaled Customer ARPU

TOTAL SCALED⁶

\$467K

4Q'24: \$577K
1Q'24: \$416K

SUPER-SCALED⁷

\$1.4M

4Q'24: \$1.7M
1Q'24: \$1.1M

Industry Verticals

**6 of the Top 10
Verticals Grew
Greater Than 20%⁹**

GAAP Cost of Revenue¹³

39.1%

4Q'24: 40.0%
1Q'24: 39.4%

Direct Revenue Mix⁸

73%

4Q'24: 74%
1Q'24: 67%

Quota Carrier Headcount

173

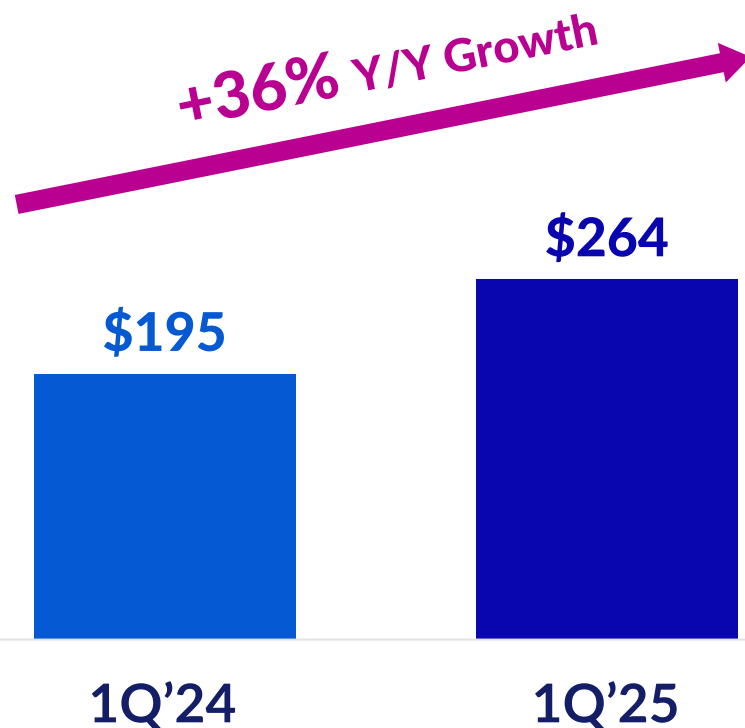
4Q'24: 180
1Q'24: 142

See slide 41 for footnote definitions | The data on this slide is as of 3/31/25 unless otherwise indicated

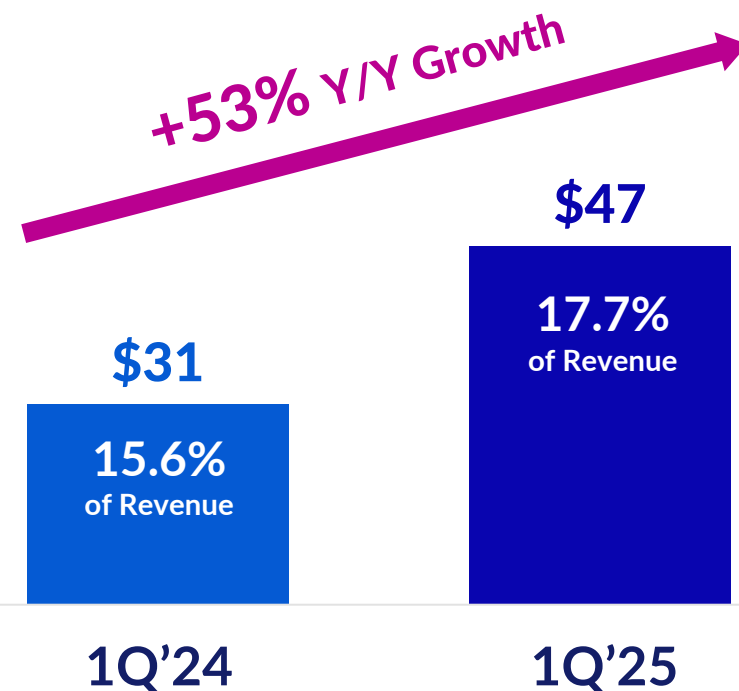
See appendix for definitions of non-GAAP measures used herein and reconciliations to the most directly comparable GAAP measures

13 straight quarters of >20% revenue growth and 17 consecutive quarters of expanding Adj. EBITDA margins Y/Y

Revenue Growth



Adjusted EBITDA² Growth

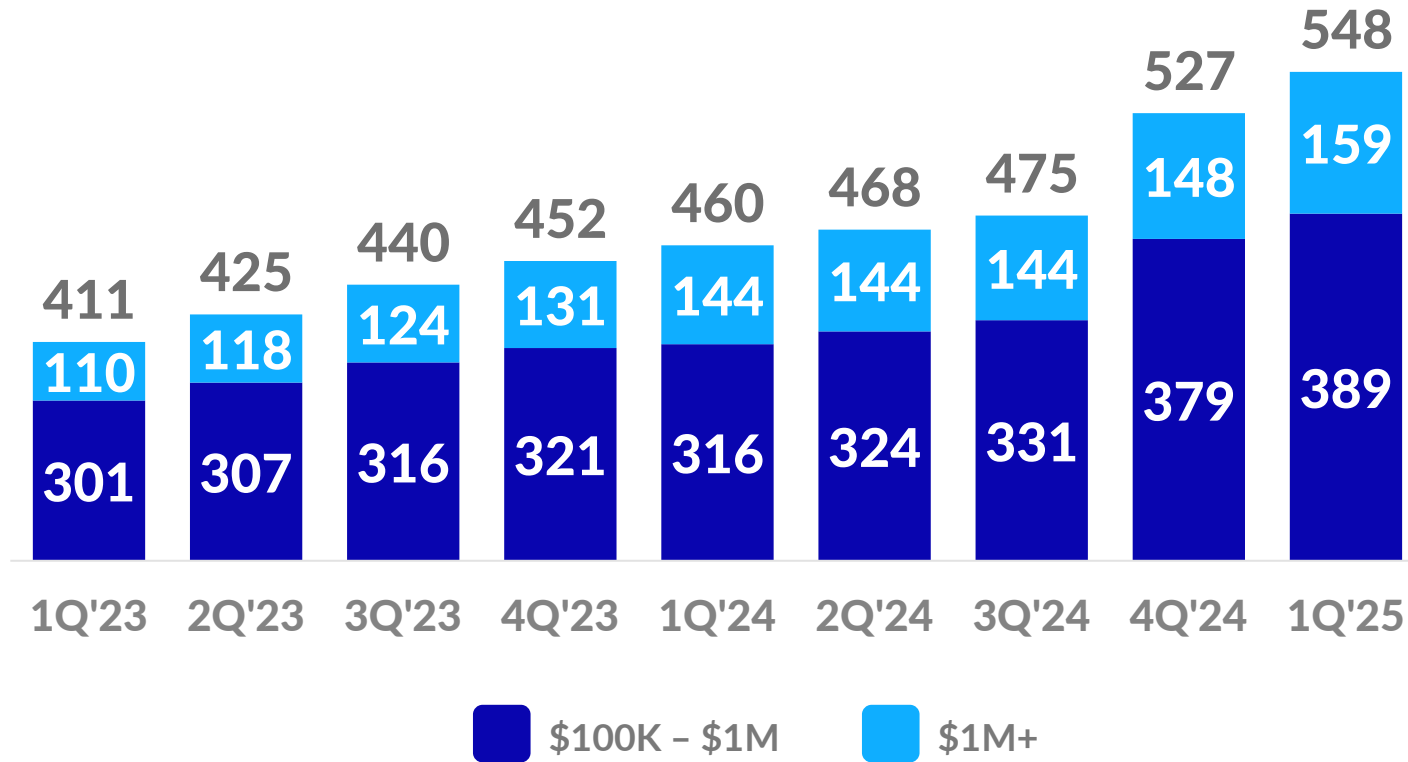


See slide 41 for footnote definitions

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

Accelerating Y/Y scaled customer count expansion

16 Consecutive Quarters of Sequential Scaled Customer Expansion



Y/Y Growth:
19%

ZETA 2028
MODELED CAGR:

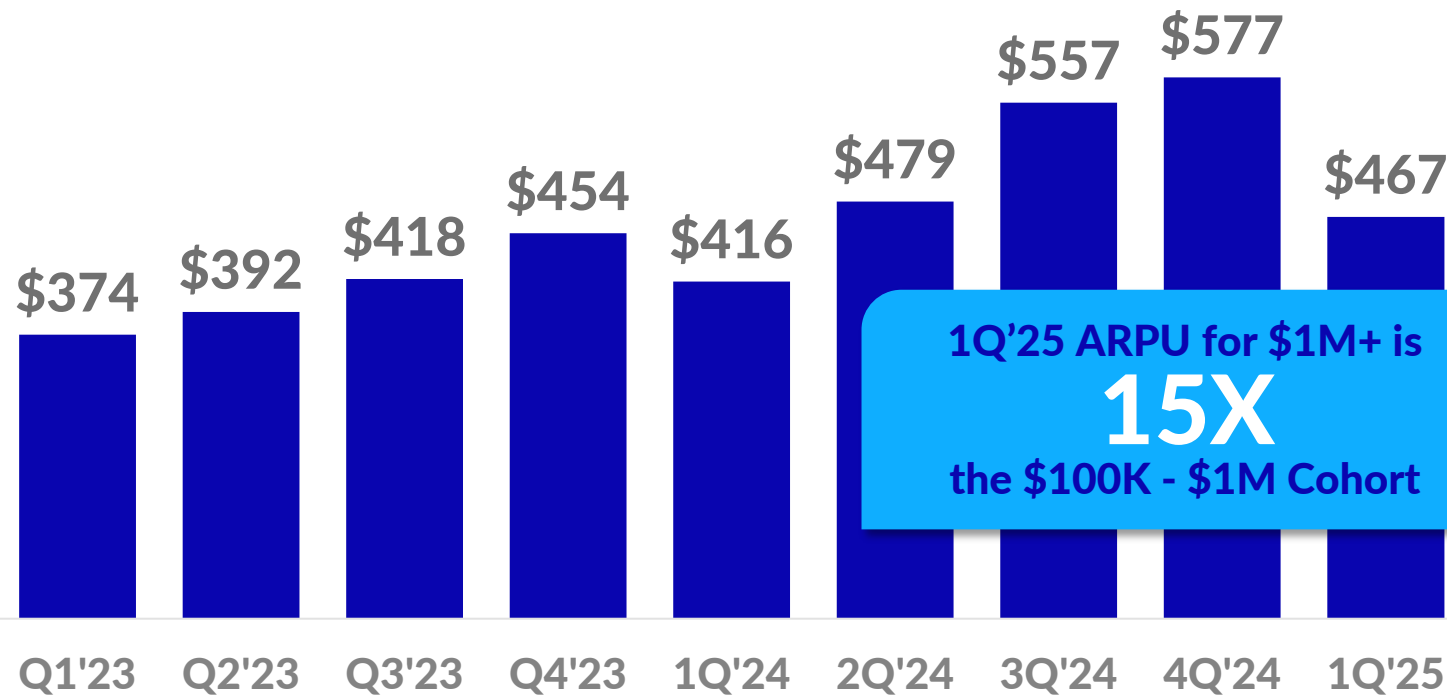
4-8%

See slide 41 for footnote definitions | Based on TTM revenue per customer

Significant Y/Y scaled customer ARPU expansion

Y/Y ARPU Growth %

10% 10% 10% 7% 11% 22% 33% 27% 12%



Y/Y Growth:

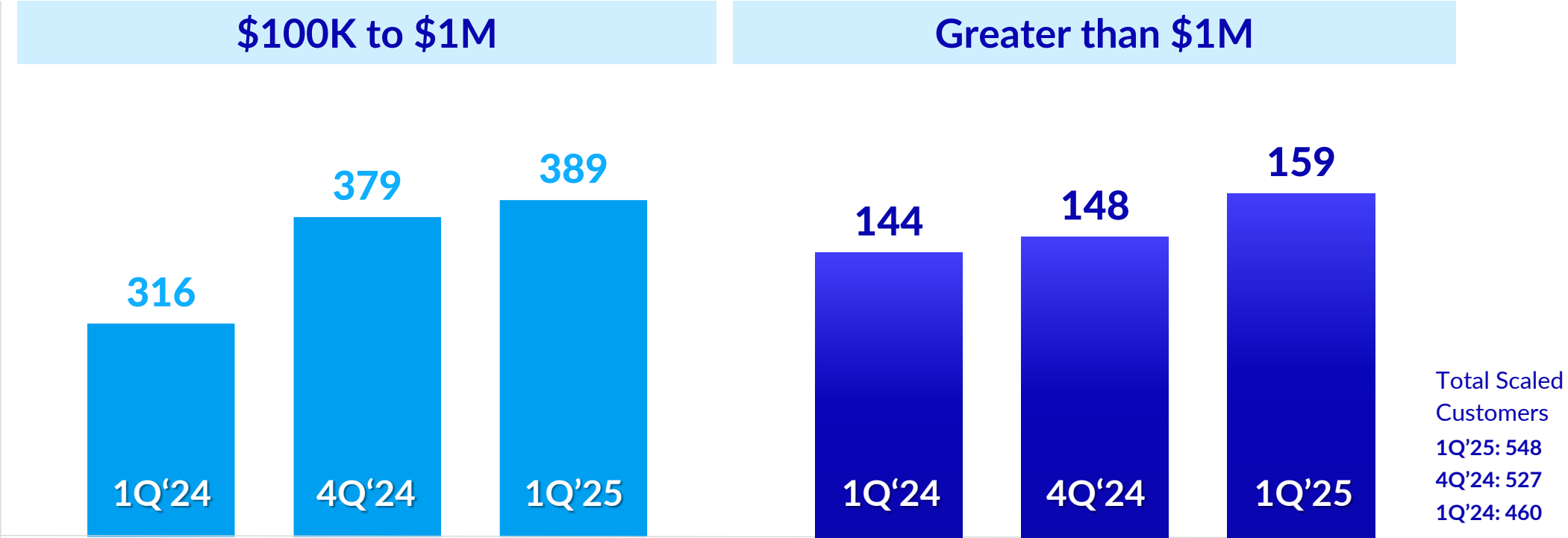
12%

ZETA 2025
MODELED CAGR:

12-16%

See slide 41 for footnote definitions

Powerful revenue leverage as customers ramp to >\$1M spend

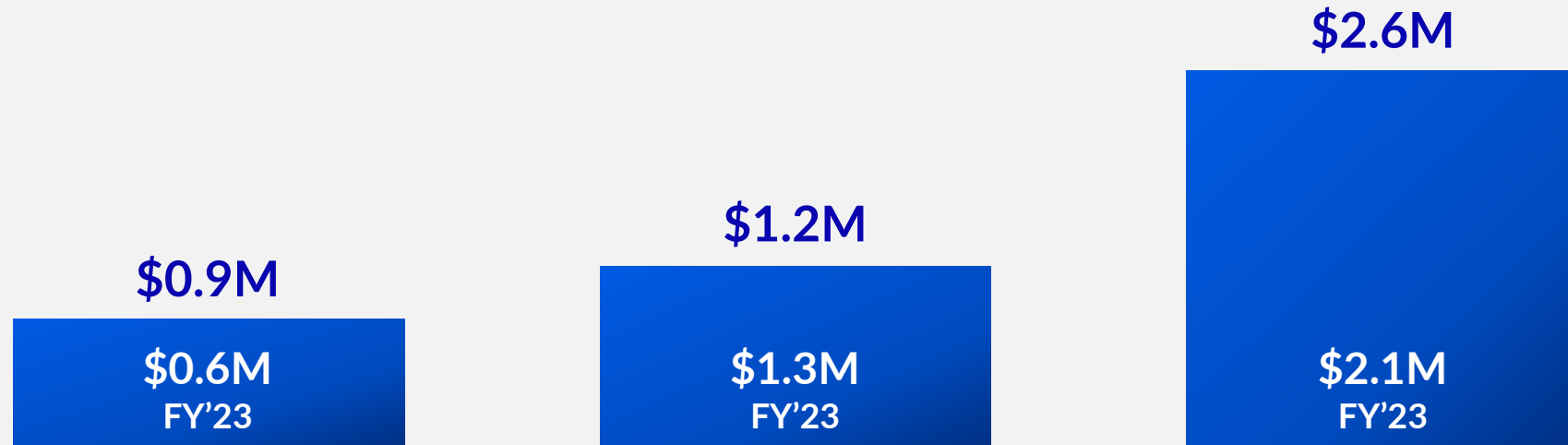


Quarterly ARPU	\$95	\$129	\$94	→	\$1,120	\$1,725	\$1,380	15X OPP.
Avg. Channels Per	1.8	2.0	2.0	→	2.9	3.0	3.0	~50%

See slide 41 for footnote definitions | \$ in thousands, unless otherwise noted

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

FY'24 Scaled Customer ARPU



Scaled Customer

Count

<1 Year

106

1-3 Years

138

3+ Years

283

Revenue

\$91M

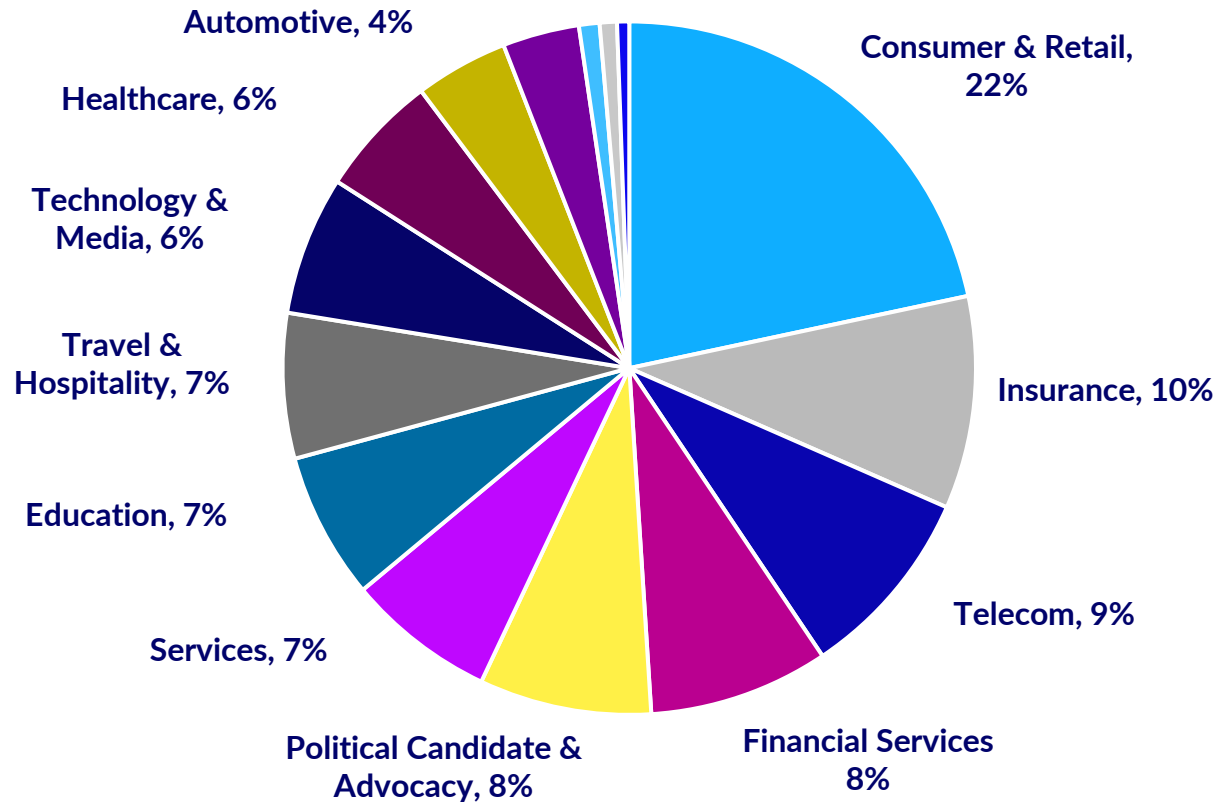
\$169M

\$725M

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

Zeta is well-diversified across a wide range of verticals

FY 2024 Revenue by Vertical



Well-Diversified Customer Set

- Broad coverage across 15 different industry verticals
- 7 of the Top 10 verticals grew greater than 20% in 2024
- Top 5 fastest growing verticals were Automotive, Consumer & Retail, Insurance, Political Candidate & Advocacy, and Technology & Media

Serving 44% of the Fortune 100¹⁴



11 of the 17 largest
Consumer & Retail
companies



2 of the 3 largest
Airline companies



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



5 of the largest **Agency**
Hold Cos



6 of the 13 largest
Technology & Media
companies



4 of the 5 largest
Telecommunications companies



3 of the 5 leading
Pharmaceutical
companies



4 of the 11 largest
Financial Services
companies



2 of the 3 largest **Automotive**
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.

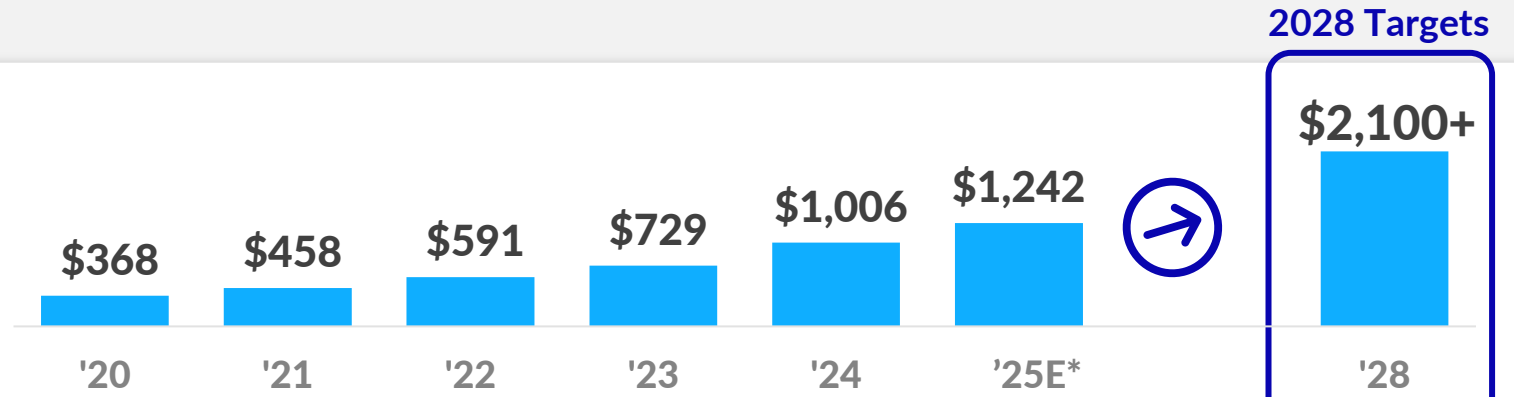
Zeta 2028

Tracking towards Zeta 2028

2028 REVENUE TARGET

\$2.1B+



Implied 20% CAGR

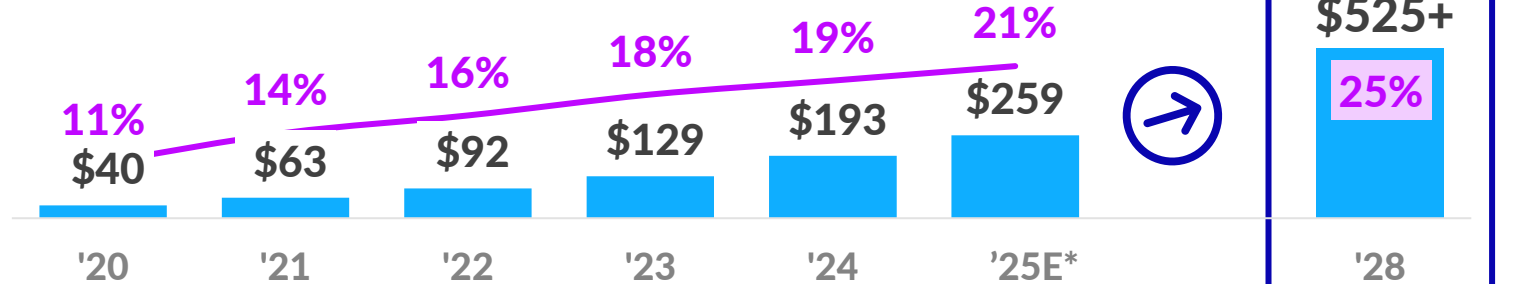


2028 ADJ. EBITDA² TARGET

\$525M+

Implied 25% margin

ADJ. EBITDA\$ 
ADJ. EBITDA Margin 

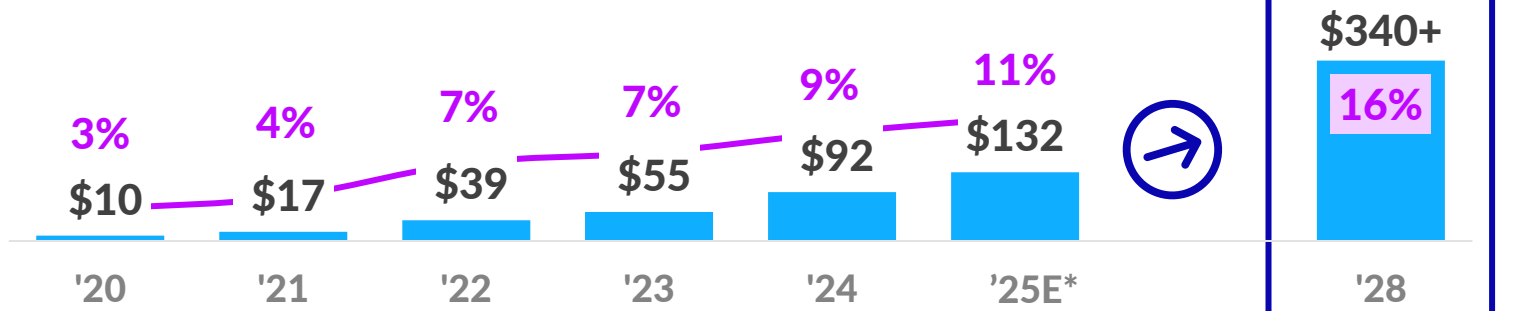


2028 FCF² TARGET

\$340M+

Implied 65% conversion

FCF \$ 
FCF Margin¹⁰ 



*2025 estimates are midpoint of guidance.

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

Compound annual growth rates for Zeta 2028 key metrics

Original Zeta 2025 Model
Announced Feb. 2022

Actual Performance
2021-2024

Zeta 2028 Model
Announced Feb. 2025

KEY METRICS	Revenue CAGR	22%	30%	20%
	Adj. EBITDA ² CAGR	33%	45%	28%
	Free Cash Flow ² CAGR	58%	74%	39%
KPIs	Scaled Count CAGR	6%	14%	4% – 8%
	Scaled ARPU CAGR	14%	15%	12% – 16%
	Quota Carrier CAGR	~25%	22%	10% – 15%
	Net Revenue Retention ¹⁶ Range	110% – 115%	111% – 114%	110% – 115%*
	Direct Mix Range	~80%	70% – 77%	70% – 75%*

*NRR & Direct Mix ranges are for 2025 through 2028
See appendix for definitions of non-GAAP measures used herein and reconciliations to the most directly comparable GAAP measures

2Q'25 & FY'25 Guidance

Guidance that is balanced between growth & operating leverage

	2Q'25 Guidance Range	FY'25 Guidance Range	2Q'25 Guidance Midpoint	FY'25 Guidance Midpoint
Total Zeta Revenue	\$295M – \$298M	\$1,237M – \$1,247M	\$297M	\$1,242M
% Growth Y/Y	30% – 31%	23% – 24%	30%	23%
Adj. EBITDA ²	\$54.6M – \$55.2M	\$257.5M – \$259.5M	\$54.9M	\$258.5M
% Growth Y/Y	42% – 43%	33% – 34%	42%	34%
Adj. EBITDA Margin ²	18.3% – 18.7%	20.6% – 21.0%	18.5%	20.8%
BPS Change Y/Y	142 BPS – 175 BPS	146 BPS – 179 BPS	160 BPS	160 BPS
Free Cash Flow ²	–	\$129.5M – \$133.5M	–	\$131.5M
Stock-based Compensation	–	\$190M	–	\$190M

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 and Adjusted EBITDA margin 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.

Guidance that is balanced between growth & operating leverage

	1Q'25 Actuals	2Q'25 Midpoint	3Q'25	4Q'25	FY'25 Midpoint
Zeta Revenue excl. LiveIntent	\$245M	\$275M	\$297M	\$330M	\$1,147M
<i>% Growth excl. LiveIntent & Political Y/Y</i>	26%	21%	20%	19%	21%
LiveIntent Revenue	\$19M	\$22M	\$26M	\$28M	\$95M
Total Zeta Revenue	\$264M	\$297M	\$323M	\$358M	\$1,242M
<i>% Growth Y/Y</i>	36%	30%	21%	14%	23%
Adj. EBITDA	\$46.7M	\$54.9M	\$69.7M	\$87.2M	\$258.5M
<i>% Growth Y/Y</i>	53%	42%	30%	24%	34%
Adj. EBITDA Margin	17.7%	18.5%	21.5%	24.4%	20.8%
BPS Change Y/Y	200 BPS	160 BPS	160 BPS	200 BPS	160 BPS
Free Cash Flow	\$28.2M	-	-	-	\$131.5M
Stock-based Compensation	\$42.0M	-	-	-	\$190M

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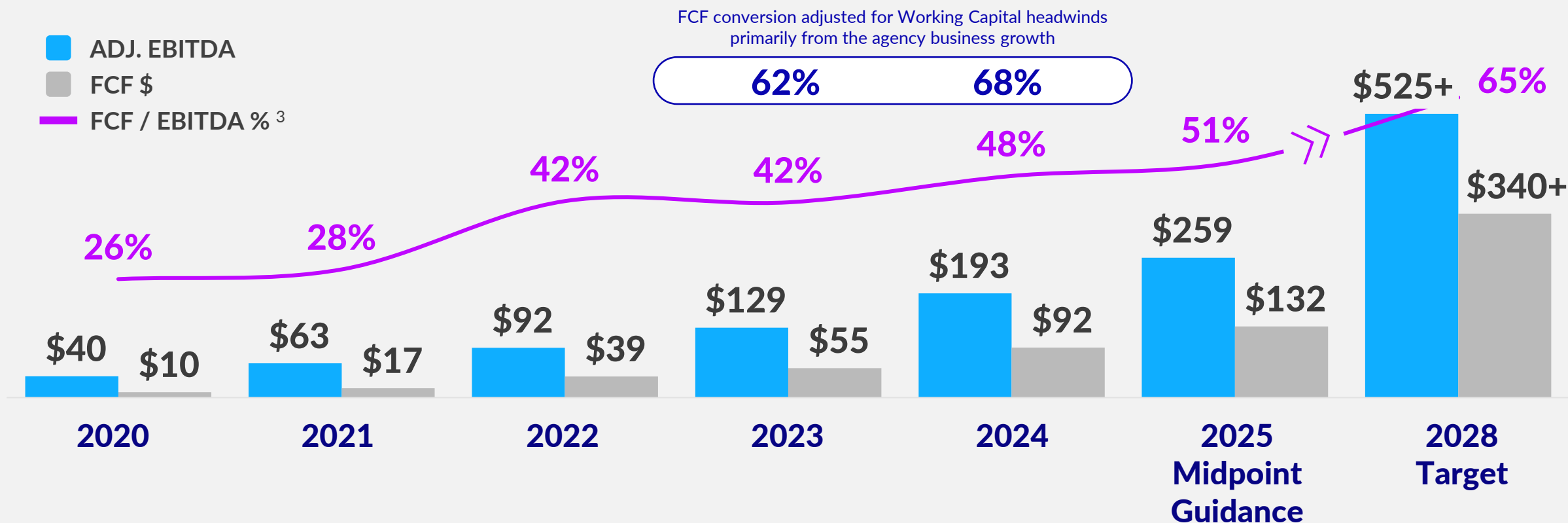
Guidance that is balanced between growth & operating leverage

		1Q'25 Actuals	2Q'25 Guidance Midpoint	3Q'25	4Q'25	FY'25 Guidance Midpoint
	2025 Revenue <u>Prior</u> Guidance (reported as of 2/25)		\$295M	\$329M	\$363M	\$1,240M
	Y/Y Growth %		29%	22%	15%	23%
REVISED	2025 Revenue: 1Q Actuals + New Guidance	\$264M	\$297M	\$323M	\$358M	\$1,242M
REVISED	Y/Y Growth %	36%	30%	21%	14%	23%
	2025 Adj. EBITDA <u>Prior</u> Guidance		\$54.4M	\$70.1M	\$87.6M	\$256.5M
	Adj. EBITDA Margin %		18.5%	21.3%	24.1%	20.7%
REVISED	2025 Adj. EBITDA: 1Q Actuals + New Guidance	\$46.7M	\$54.9M	\$69.7M	\$87.2M	\$258.5M
REVISED	Adj. EBITDA Margin %	17.7%	18.5%	21.5%	24.4%	20.8%
REVISED	BPS Change Y/Y	200 BPS	160 BPS	160 BPS	200 BPS	160 BPS

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Guiding to Free Cash Flow of \$132M in 2025, with a target of \$340M+ by 2028

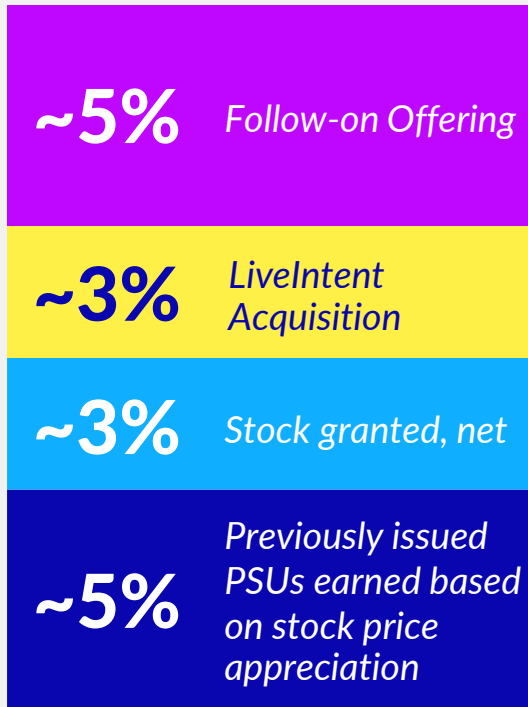


The FY'25 & FY'28 guidance provided herein are based on Zeta's current estimates and assumptions and are not a guarantee of future performance. Growth and margin percentages may not tie due to rounding. The guidance provided is subject to significant risks and uncertainties, including the risk factors 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.

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) margin and GAAP cash flows from operating activities, respectively. 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 GAAP 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.

Expecting significant reduction in share count dilution in 2025 and 2026

Total Dilution
~15%



FY'24

Target Total Dilution
~4-6%



FY'25E

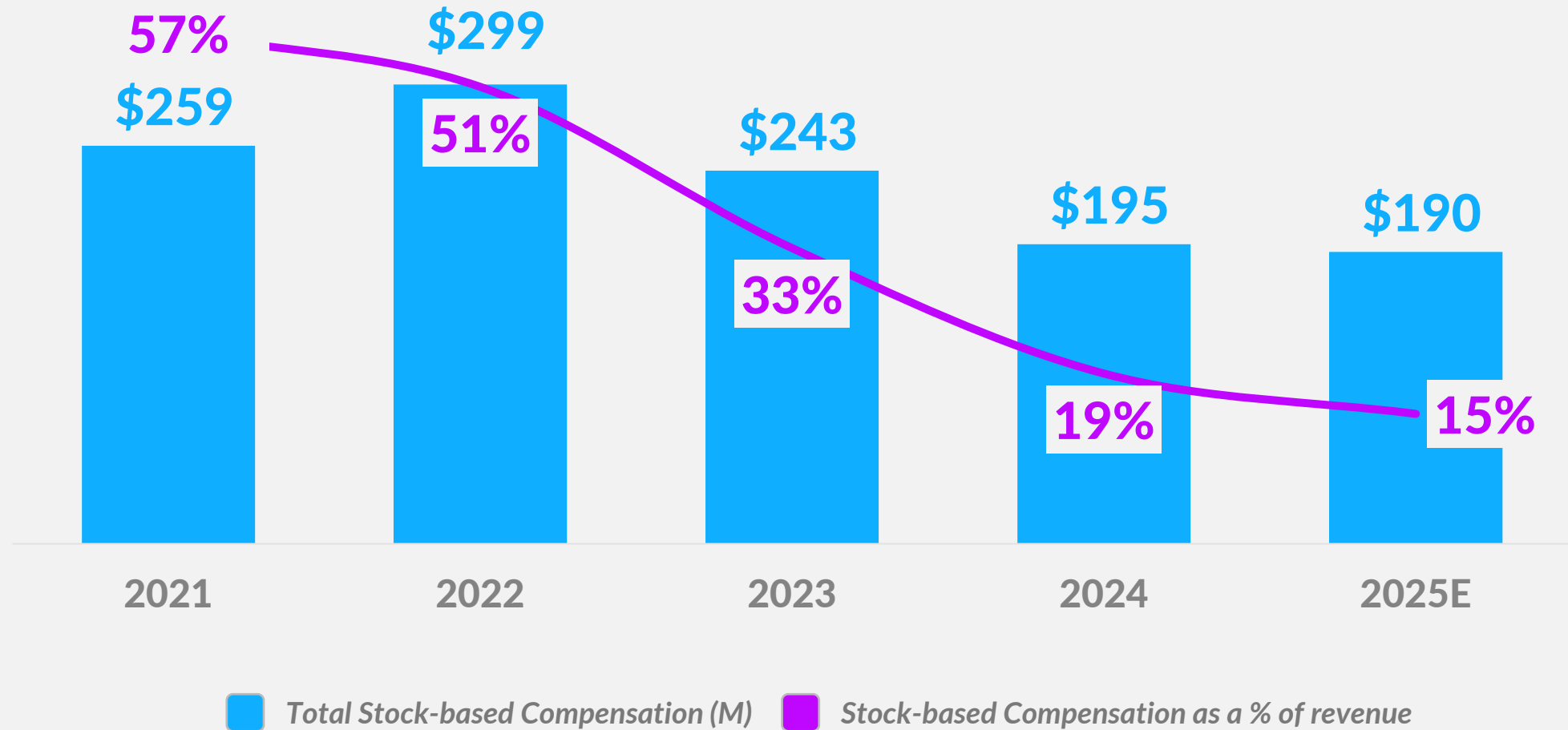
Target Total Dilution
~3-4%



FY'26E

■ Follow-on offering ■ LiveIntent acquisition ■ Stock granted, net ■ PSUs earned

Stock-based Compensation declining as both an expense and as a % of revenue



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 ROI¹²

59% of CMOs under increased pressure to prove the impact of marketing¹²

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

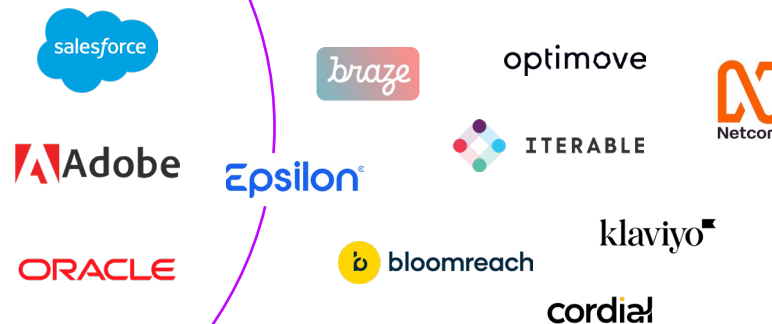


*The Zeta Marketing Platform (ZMP)
consolidates all 3*

Data Management (CDPs)



Marketing Automation (Marketing Clouds & ESPs)



Engagement (Programmatic)



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

The ZMP is Built For Results

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

The Zeta Advantage

Integrated Identity & Intelligence



Makes Generative AI Actionable



Real Time



Flexibility to Wrap Around Tech Stack

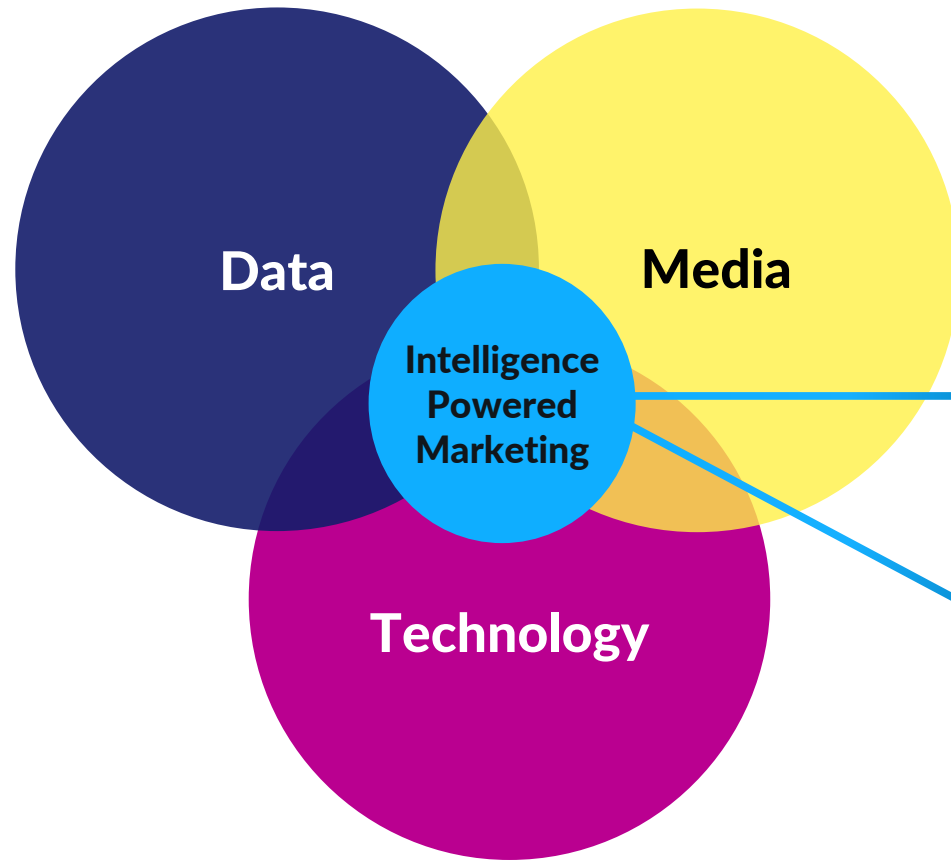
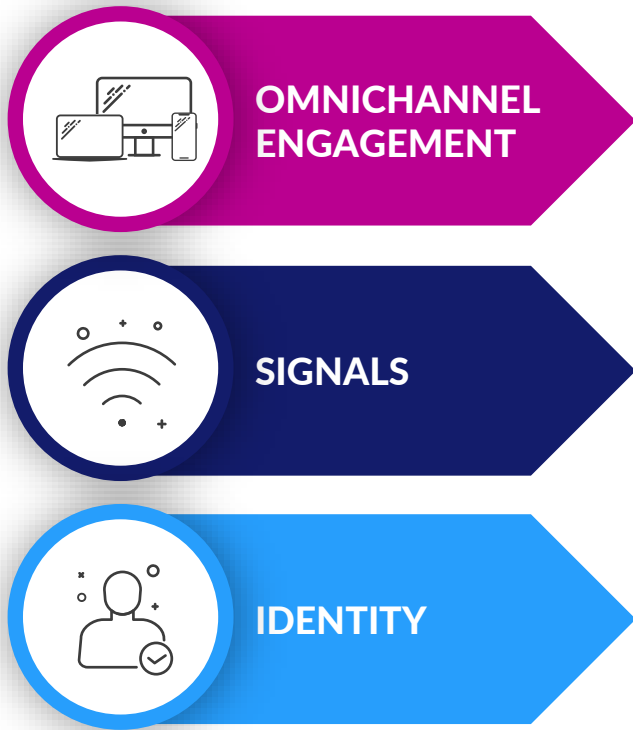


Lower Total Cost of Ownership



Generates Higher ROI

The intelligence powered era is breaking boundaries



U.S. TAM¹¹
2023

CAGR¹¹
'23 - '25

MarTech
\$19B

14%

IPM
Intelligence
Powered Media
\$64B

12%

See slide 41 for footnote definitions

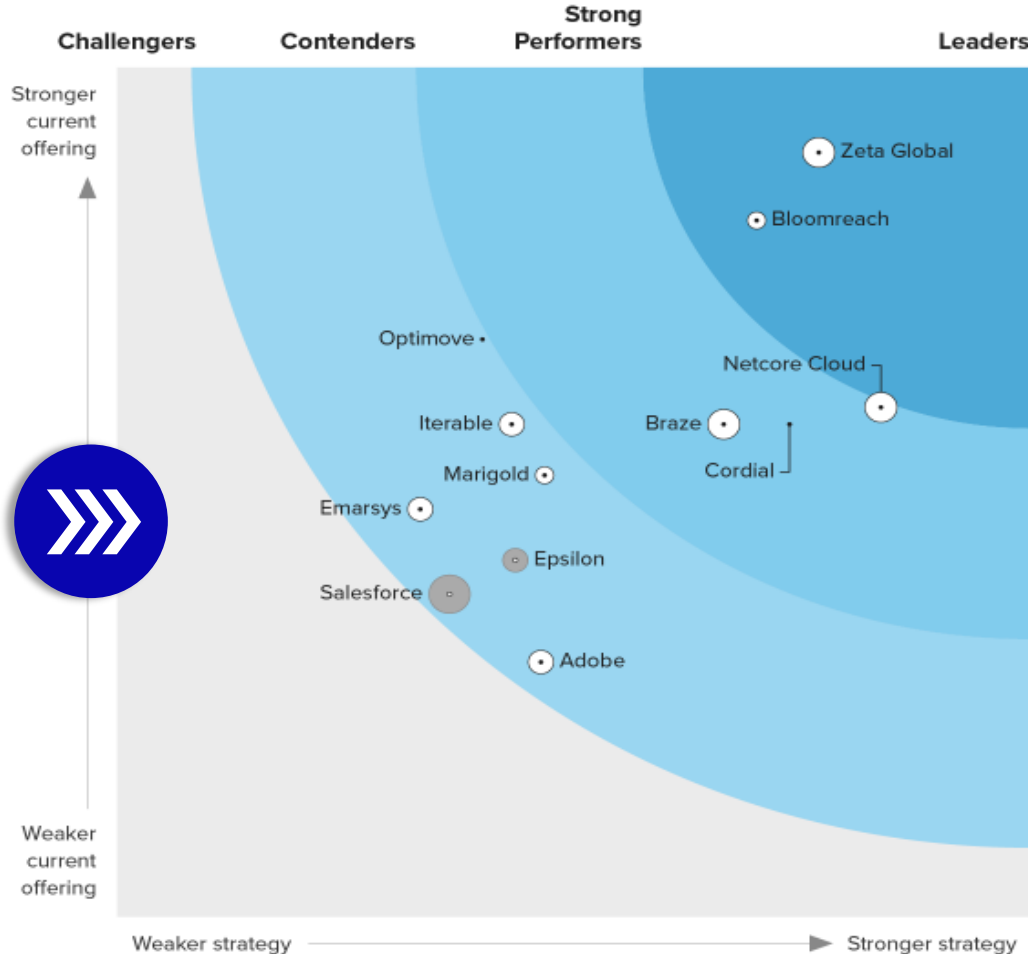
Zeta was named a Leader in the Latest Forrester Wave¹⁵

Zeta was named as the leader, by a wide margin, scoring highest possible rating in 13 of 22 categories.

1Q 2022



3Q 2024



Highlights

“Zeta Global stands out with a solution that suits the most type of marketers.”

“Zeta’s current offering leads our study because it can personalize send-time, delivery frequency, channel, as well as content, product, offer and subject line.”

“Zeta’s detailed product roadmap links planned developments to its vision to make sophisticated marketing simple.”

“Reference customers say to expect a partnership, not just a software company [with Zeta].”

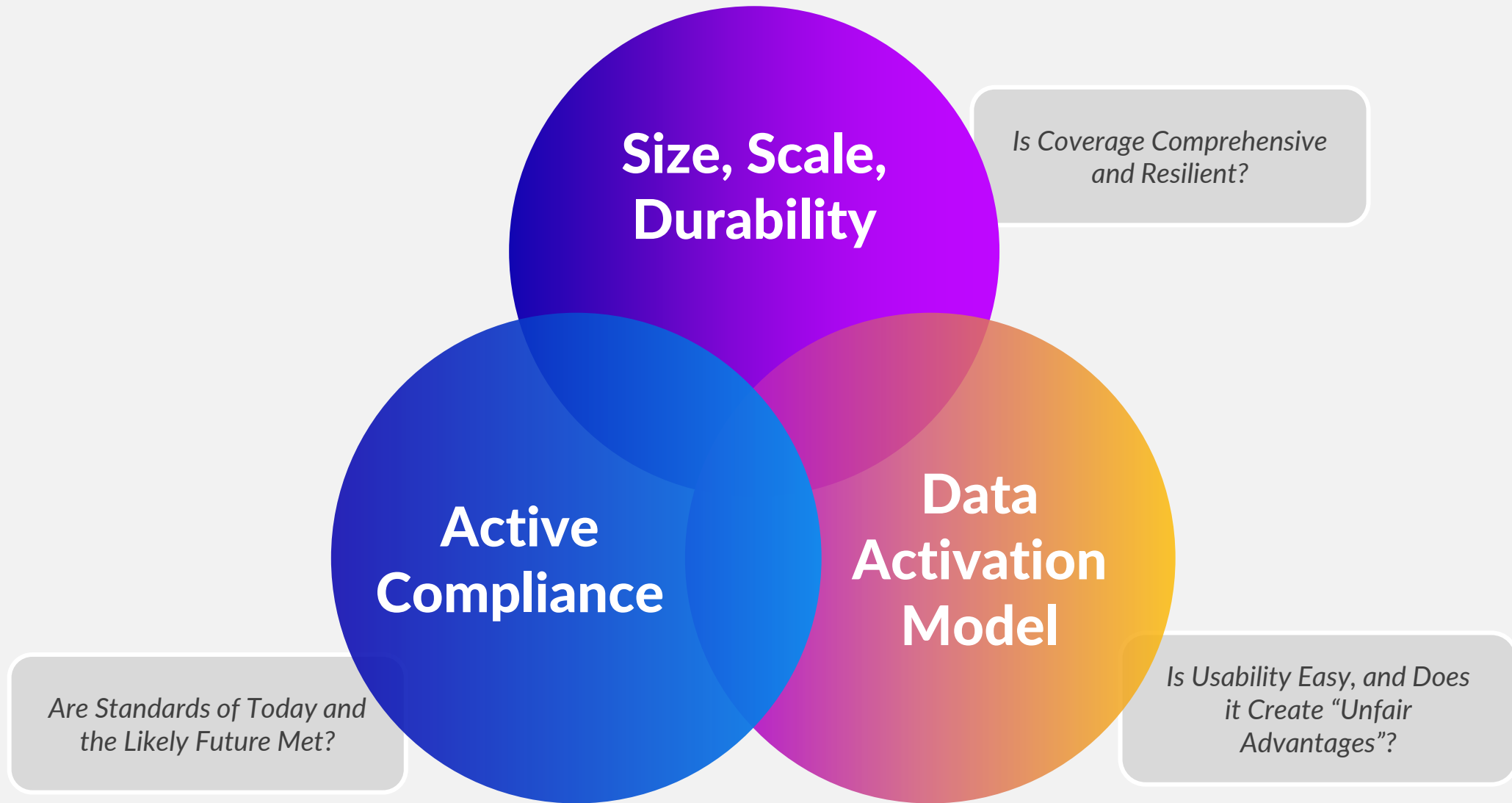
See slide 41 for footnote definitions

Comprehensive Look Into Zeta's Data Cloud, Governance & Vision

Selection from Zeta Data Summit on December 9, 2024

Finding Signal Through the Noise

Zeta's POV on How Outsiders Should Value Data Assets, Capabilities, Compliance



Zeta's Types of Data

Zeta's People-Based Data Includes Identities, Identifiers, & Signals



Identities

Identities are unique individuals, represented by offline PII like an email hash that can be joined to a digital identifier via an authentication event

(e.g. login, signup, click-thru)

High Stability & Persistence



Identifiers

Identifiers are indices that determine the best way to reach an identity across digital and offline channels

(e.g. email hash, MAID, IFA, phone number)

Stable & Refreshing



Signals

Signals are data-in-motion and data-at-rest processed by Zeta AI to infer intent, interest, and attributes

(e.g. intent to buy a car or travel, kids in household)

Refreshing Regularly

Defining Zeta's Sources of Data

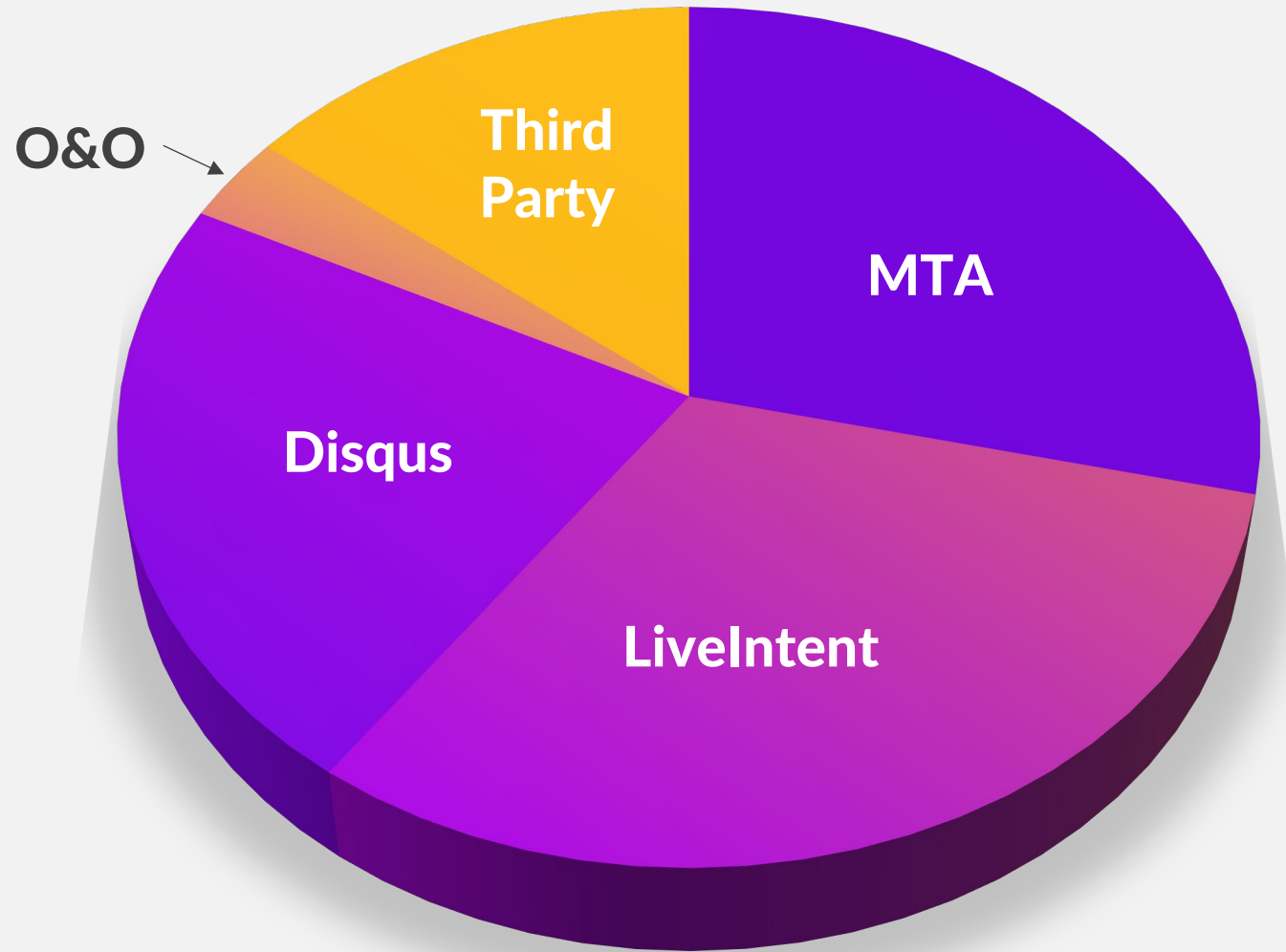
Zeta Data Sources	Description
Zeta Demand Side Platform (DSP)	<i>Technology enabling advertisers to participate in online, programmatic auctions</i>
Zeta Supply Side Platform (SSP)	<i>Technology enabling publishers to participate in online, programmatic auctions</i>
Zeta Message Transfer Agent (MTA)	<i>Email infrastructure technology powering messages and activity to Zeta-permissioned records</i>
Disqus	<i>Publisher toolset powering features like comments and polls that drive reader engagement; generally leveraged by smaller publishers</i>
LiveIntent	<i>Publisher toolset enabling monetization of email newsletters and website traffic; generally leveraged by larger publishers</i>
O&O Properties (e.g. ArcaMax)	<i>Content Newsletters and Web Publishers providing information and services to registered consumers</i>
Third Party Sources (e.g. LiveRamp)	<i>Ecosystem partners providing permissioned, incremental data to Zeta's graph</i>

Strategic, Durable Approach Spanning Multiple Years

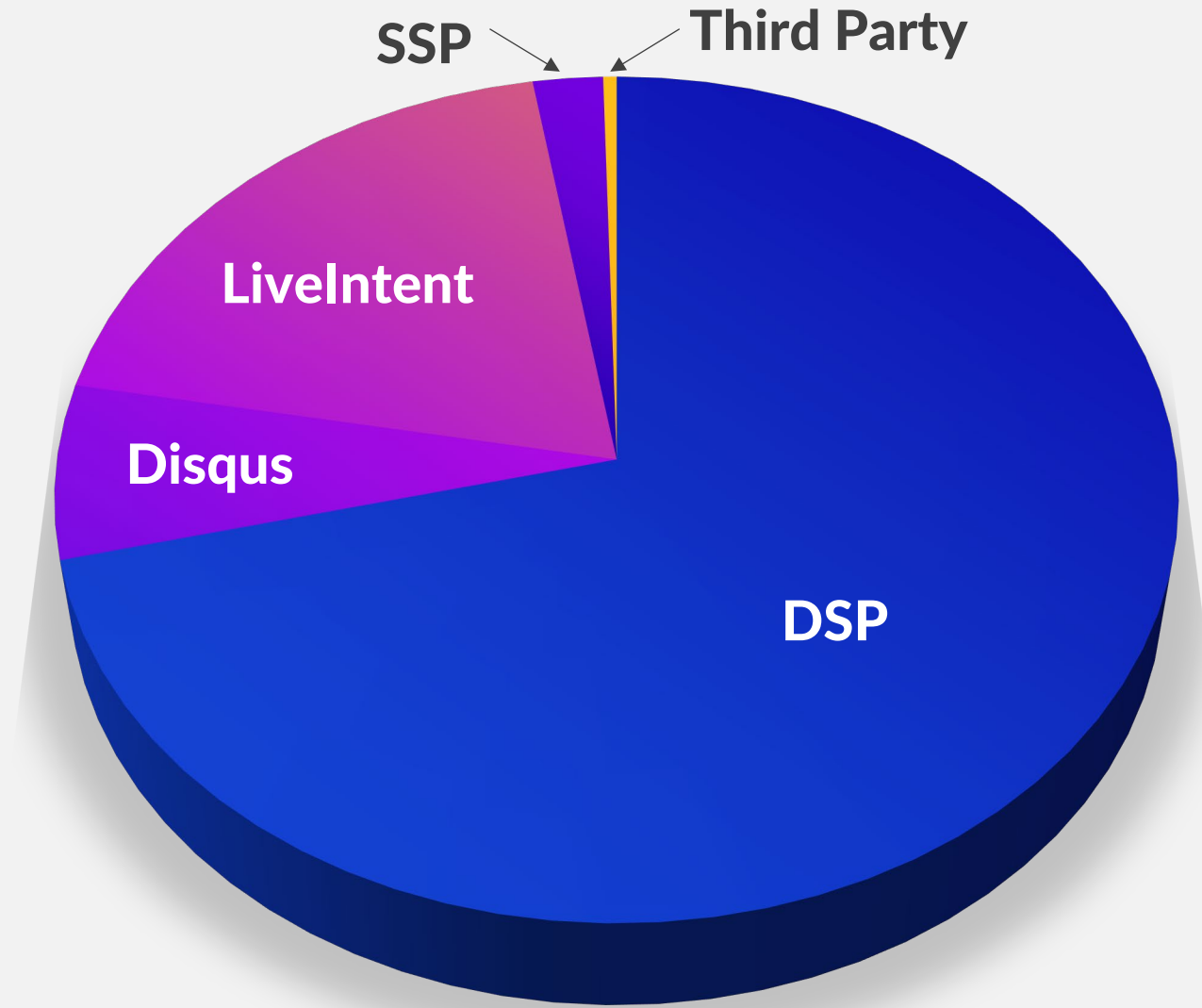
Contribution Value of Zeta's Technology and Networks

Zeta Data Sources	Identities	Identifiers	Signals	Est. Contribution to Total Graph
Zeta Demand Side Platform (DSP)		✓	✓	15-20%
Zeta Supply Side Platform (SSP)		✓	✓	3-5%
Zeta Message Transfer Agent (MTA)	✓			10-15%
Disqus	✓	✓	✓	15-20%
LiveIntent	✓	✓	✓	20-25%
O&O Properties (e.g. ArcaMax)	✓		✓	0.5-1%
Third Party Sources (e.g. LiveRamp)	✓	✓	✓	10-15%
Weighting	45%	20%	35%	

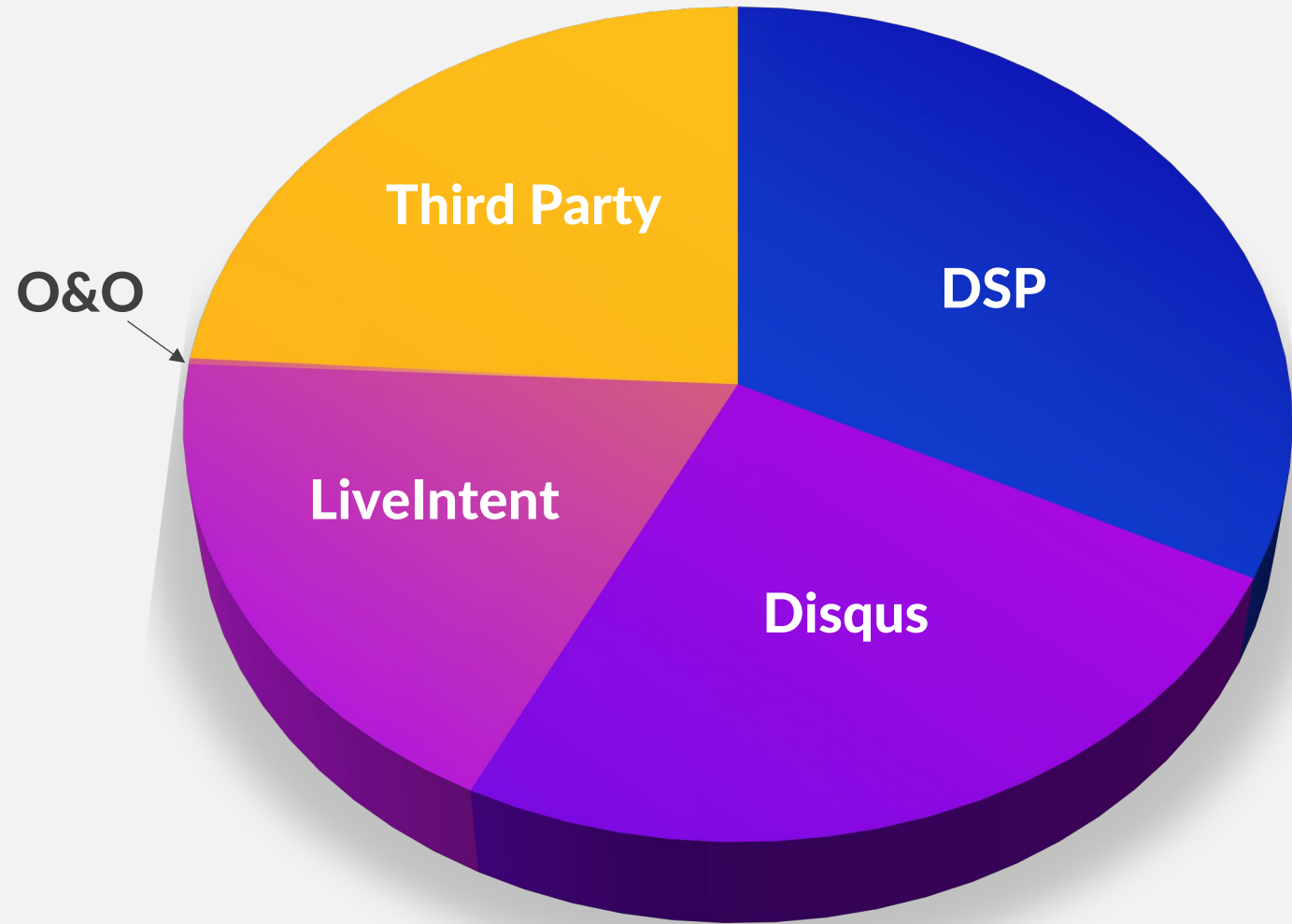
MTA, LiveIntent, Disqus Contribute > 75%+ of Identities



DSP, LiveIntent, Disqus Contribute > 95% of Identifiers



Disqus, DSP, LiveIntent Contribute > 75%+ of Signals



Digital and Email Permission Have Different Requirements

Zeta Collects Permissioned Data for Web Monitoring and Email Using Methodologies Compliant with Federal Laws, State Laws, and Self-Regulatory Programs

Zeta Data Cloud Counts as of November 2024	
US Individuals Providing Permission to Online Tracking by Agreeing to Publisher Terms of Service	245M
US Individuals Providing Permission to Email via Opt-in Action	110M

Digital Permission: Identities, Signals and Identifiers are synthesized via explicit value exchange with Publishers through which they are enabled to drive engagement and monetize.

Email Permission: Identities are synthesized via explicit opt-in from a Consumer through which they are receiving services.

Data Durability

Zeta's People-Based Assets Have Demonstrated Stability and Antifragility Amidst a More Stringent Regulatory Environment

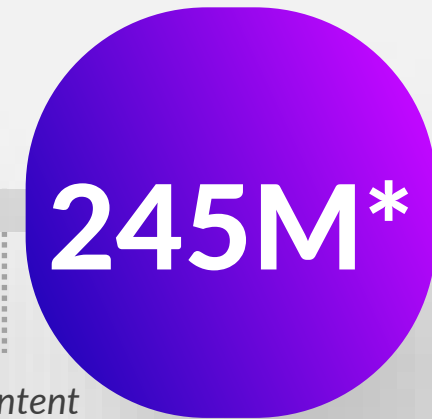
December 2021



January 2024



November 2024



LiveIntent
Acquisition
Completed

Data Privacy Regulation & Browser Updates



GDPR



Apple ITP
2.1/2.2



TCF 2.0



Google
SameSite



CCPA



Apple
IDFA



Email
Deliverability



3rd Party Cookies

How Hard it is to Replicate

In Short, It Would Be Challenging to Recreate Zeta's Model



Data

Own identity-based assets that provide real value to Publishers, and generate identities, signals and identifiers at significant scale



AI

Leading AI-capabilities to synthesize data into actionable intelligence across customers, competitors, prospects



Convergence

Platform capable of operating across the entire consumer lifecycle (acquire, grow, retain)

Appendix

Footnotes

- 1 | 1Q'25 GAAP net loss of \$21.6M, or 8.2% of revenue, includes \$42.0M of stock-based compensation.
- 2 | Adjusted EBITDA, Adjusted EBITDA Margin, non-GAAP Net Income, non-GAAP Net Income per share, and Free Cash Flow are non-GAAP measures, see reconciliations in this Appendix.
- 3 | 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.
- 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 | Vertical revenue growth calculated on a Trailing Twelve Month (TTM) basis Y/Y
- 10 | Free Cash Flow margin is a non-GAAP financial measure defined as Free Cash Flow divided by Revenue for the same period.
- 11 | Source: Gartner, ISBA, InsiderIntelligence, Statista. Compound Annual Growth Rate ("CAGR") is for 2023 through 2025.
- 12 | Source: Forrester 2023; Deloitte 2022
- 13 | GAAP Cost of Revenues excludes depreciation and amortization and consists primarily of media and marketing costs and certain employee-related costs.
- 14 | Source: Fortune.com
- 15 | The Forrester Wave™ is copyrighted by Forrester Research, Inc. Forrester and Forrester Wave™ are trademarks of Forrester Research, Inc. The Forrester Wave™ is a graphical representation of Forrester's call on a market and is plotted using a detailed spreadsheet with exposed scores, weightings, and comments. Forrester does not endorse any vendor, product, or service depicted in the Forrester Wave™. Information is based on best available resources. Opinions reflect judgment at the time and are subject to change.
- 16 | 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.

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 income / (loss) adjusted for interest expense, net, 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 capital raise related (including IPO) 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 professional services fees, severance and other employee-related costs, which may vary from period to period depending on the timing of our acquisitions and restructuring activities and 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 capital raise related (including IPO) 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.

Non-GAAP Net Income is a non-GAAP financial measure defined as GAAP net income / (loss) adjusted for restructuring expenses, stock-based compensation, acquisition related expenses, capital raise related expenses, other expenses / (income) and income tax effects related to these adjustments.

Non-GAAP Net Income per share is defined as non-GAAP net income divided by weighted average common stock adjusted for potential dilutive impact of restricted stock, restricted stock units (“RSUs”), performance-based stock units (“PSUs”) and stock options using the treasury-stock method.

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, non-GAAP Net Income, non-GAAP Net Income per share, 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, non-GAAP Net Income, non-GAAP Net Income per share, 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 income / (loss).

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) margin and GAAP cash flows from operating activities, respectively. 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 GAAP 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.

Reconciliation for Adj. EBITDA and Adj. EBITDA margin

\$ in '000s, unless otherwise noted

	1Q'24	1Q'25	4Q'24	FY'19	FY'20	FY'21	FY'22	FY'23	FY'24
Net (loss) / income	\$ (39,566)	\$ (21,600)	\$ 15,236	\$ (38,465)	\$ (53,225)	\$ (249,563)	\$ (279,239)	\$ (187,481)	\$ (69,771)
Net (loss) / income margin	(20.3)%	(8.2)%	4.8%	(12.6)%	(14.5)%	(54.4)%	(47.3)%	(25.7)%	(6.9)%
Stock-based compensation	52,638	41,987	43,010	216	105	259,159	298,992	242,881	194,984
Depreciation and amortization	13,741	17,687	16,805	34,340	40,064	45,922	51,878	51,149	56,100
Acquisition-related expenses	-	-	3,646	5,916	5,402	1,953	344	203	8,229
Restructuring expenses	-	3,152	-	1,388	2,090	727	-	2,845	-
Capital raise related expenses*	-	-	-	-	-	2,705	-	-	1,624
Interest expense, net	2,625	331	17	15,491	16,257	7,033	7,303	10,939	7,147
Other expenses / (income)	671	3,512	(2,073)	239	(126)	(279)	13,983	7,820	(115)
Change in fair value of warrants and derivative liabilities	-	-	-	4,200	28,100	5,000	410	-	-
Income tax provision / (benefit)	396	1,644	(6,258)	1,009	919	(598)	(1,491)	1,037	(5,176)
Gain on extinguishment of debt	-	-	-	-	-	(10,000)	-	-	-
Dispute settlement expense	-	-	-	-	-	1,196	-	-	-
Adjusted EBITDA	\$ 30,505	\$ 46,713	\$ 70,383	\$ 24,334	\$ 39,586	\$ 63,255	\$ 92,180	\$ 129,393	\$ 193,022
Adjusted EBITDA margin	15.6%	17.7%	22.4%	7.9%	10.8%	13.8%	15.6%	17.8%	19.2%

*Includes certain IPO related expenses incurred during FY'2021.

Free Cash Flow Reconciliation

\$ in '000s, unless otherwise noted

	1Q'24	1Q'25	4Q'24	FY'19	FY'20	FY'21	FY'22	FY'23	FY'24
Cash Flows from Operating Activities	\$24,666	\$ 34,799	\$ 43,683	\$ 30,599	\$ 35,539	\$ 44,292	\$ 78,486	\$ 90,523	\$ 133,861
Capital expenditures	(5,811)	(2,736)	(8,269)	(3,300)	(2,249)	(9,482)	(22,232)	(20,483)	(25,727)
Website and software development costs	(3,643)	(4,155)	(3,930)	(19,374)	(22,958)	(17,274)	(17,004)	(15,487)	(16,040)
Effect of exchange rate	(112)	289	184	(75)	(208)	(41)	(165)	(34)	227
Free Cash Flow	\$15,100	\$ 28,197	\$ 31,668	\$ 7,850	\$ 10,124	\$ 17,495	\$ 39,085	\$ 54,519	\$ 92,321

Non-GAAP Net Income per share Reconciliation

\$ in '000s, except shares and per share amounts

	1Q'24	1Q'25
Net Loss	\$ (39,566)	\$ (21,600)
Restructuring expenses	-	3,152
Stock-based compensation	52,638	41,987
Other expenses	671	3,512
Income tax effects of non-GAAP adjustments*	(1,386)	(4,680)
Non-GAAP net income	\$ 12,357	\$ 22,371

	1Q'24	1Q'25
Net Loss per share	\$ (0.23)	\$ (0.10)
Restructuring expenses	-	0.01
Stock-based compensation	0.23	0.16
Other expenses	-	0.01
Income tax effects of non-GAAP adjustments	(0.01)	(0.02)
Other dilutive effect	0.07	0.03
Non-GAAP net income per share	\$ 0.06	\$ 0.09

	1Q'24	1Q'25
Weighted average number of shares used to compute net loss per share	171,234,353	212,558,050
Dilutive effect of weighted-average common stock on:		
Options	603,813	1,331,264
Restricted stock	48,017,931	31,952,813
Performance Stock Units	4,755,675	11,130,287
Weighted average number of shares used to compute non-GAAP net income per share	224,611,772	256,972,414

*Income tax effects of non-GAAP adjustments are calculated based on the projected effective tax rate