

Outbrain Announces Third Quarter 2021 Results

Record Revenues - increase of 34% year-over-year to \$251 million

Gross profit and Ex-TAC gross profit growth of 44% and 40% year-over-year, respectively

Ex-TAC gross profit and Adjusted EBITDA above guidance; Raises full year outlook

New York – November 11, 2021—Outbrain Inc. ("Outbrain") (Nasdaq: OB), a leading recommendation platform for the open web, announced today financial results for the quarter ended September 30, 2021.

"We are happy to report our first full quarter as a public company beating guidance and delivering record topline performance and strong profitability. The strong growth we are experiencing is a testament to the continued leadership of our platform and technology, and healthy market conditions," said David Kostman, Outbrain's Co-CEO.

"We are building products that drive meaningful value for our media partners and advertisers as reflected in our record performance," added Yaron Galai, Outbrain's Co-Founder and Co-CEO. "At the same time, we continue to expand our long-term investments in data science, innovation and quality, all of which position us well for the future. The focus on our core business is paying off in our wins of new media partners and renewals of key partners."

Third Quarter 2021 Key Financial Metrics:

		e Months E eptember 3		Nine Months Ended September 30,				
(in millions USD, % Change approximate)	2021	2020	% Change	2021	2020	% Change		
Revenue	\$250.8	\$186.5	34%	\$726.0	\$521.7	39%		
Gross profit	60.3	41.9	44%	172.8	106.6	62%		
Net income (loss)	(53.9)*	2.5	NM	(28.0)*	(9.7)	(190)%		
Net cash provided by operating activities	36.2	5.7	535%	61.1	43.5	40%		
Non-GAAP Financial Data								
Ex-TAC gross profit	68.1	48.6	40%	195.4	128.9	52%		
Adjusted EBITDA	19.9	12.8	56%	65.0	20.1	224%		
Adjusted net income (loss)	6.6	6.2	7%	33.7	(8.0)	NM		
Free cash flow	30.7	3.4	799%	49.8	35.6	40%		

^{*} Net loss includes one-time items of (pretax) (i) \$42.0 million of charges related to exchange of senior notes upon IPO and (ii) \$16.5 million of incremental stock-based compensation expense, both of which were triggered and recognized in Q3 2021, as a result of the Company's IPO.



Third Quarter 2021 Highlights:

- Revenue increased 34% year over year to \$250.8 million, compared to \$186.5 million. Strong net revenue retention on existing media partners¹ drove increased revenues of \$52 million or 28%, and approximately \$12 million or 7% of additional growth came from new media partners.
- Gross profit increased 44% year over year to \$60.3 million, compared to \$41.9 million.
- Ex-TAC gross profit increased 40% year over year to \$68.1 million, compared to \$48.6 million.
- Net loss of \$53.9 million compared to net income of \$2.5 million in the prior year. The net loss included \$58.5 million of one-time expenses (pretax): (i) \$42.0 million of charges related to the previously disclosed exchange of our senior notes upon IPO, which was recorded in interest expense, and (ii) \$16.5 million of one-time cumulative incremental stock-based compensation expense for awards with an IPO performance condition, which was recorded in operating expenses.
- Adjusted net income of \$6.6 million compared to \$6.2 million in the prior year.
- Adjusted EBITDA increased by 56% to \$19.9 million from \$12.8 million in the prior year, primarily due to the increase in Ex-TAC gross profit, partially offset by increased operating expenses as we continue to invest in growth.
- Generated \$36.2 million of net cash from operating activities and \$30.7 million of free cash flow; cash and cash equivalents were \$482.4 million as of September 30, 2021.
- During the third quarter of 2021, the Company raised \$360 million. The Company completed the sale of \$200 million aggregate principal amount of the private notes. The Company also raised \$160 million in gross proceeds from its IPO in July. Upon completion of the IPO, the private notes were exchanged for \$236 million of convertible notes, which is on the balance sheet as of September 30, 2021.

Fourth Quarter 2021 Guidance

The following forward-looking statements reflect our expectations. For the fourth quarter ending December 31, 2021, we expect:

We calculate media partner net revenue retention at the end of each quarter by starting with revenue generated on media partners' properties in the same period in the prior year, "Prior Period Retention Revenue." We then calculate the revenue generated on these same media partners' properties in the current period, "Current Period Retention Revenue." Current Period Retention Revenue reflects any expansions within the media partner relationships, such as any additional placements or properties on which we extend our recommendations, as well as contraction or attrition. Our media partner net revenue retention in a quarter equals the Current Period Retention Revenue divided by the Prior Period Retention Revenue. These amounts exclude certain revenue adjustments and revenue recognized on a net basis. New media partners are defined as those relationships in which revenue was not generated in the prior year period, except for limited instances where residual revenue was generated on a media partner's properties. In such instances, the residual revenue would be excluded from net revenue retention above.



- Ex-TAC gross profit of \$74.5 million to \$76.5 million
- Adjusted EBITDA of \$22.5 million to \$23.5 million

For the full year ended December 31, 2021, we are increasing guidance to:

- Ex-TAC gross profit of \$269.9 million to \$271.9 million
- Adjusted EBITDA of \$87.5 million to \$88.5 million

The above measures are forward-looking non-GAAP financial measures for which a reconciliation to the most directly comparable GAAP financial measure is not available without unreasonable efforts. See "Non-GAAP Financial Measures" below.

Conference Call and Webcast Information

Outbrain will host an investor conference call this morning, Thursday, November 11th at 8:30 am ET. Interested parties are invited to listen to the conference call which can be accessed live by phone by dialing 1-877-407-9208, or for international callers, 1-201-493-6784. A replay will be available two hours after the call and can be accessed by dialing 1-844-512-2921, or for international callers, 1-412-317-6671. The passcode for the live call and the replay is 13723791. The replay will be available until November 25, 2021. Interested investors and other parties may also listen to a simultaneous webcast of the conference call by logging onto the Investors Relations section of the Company's website at https://investors.outbrain.com. The online replay will be available for a limited time shortly following the call.

Non-GAAP Financial Measures

In addition to GAAP performance measures, we use the following supplemental non-GAAP financial measures to evaluate our business, measure our performance, identify trends and allocate our resources: Ex-TAC gross profit, Adjusted EBITDA, free cash flow, and adjusted net income. These non-GAAP financial measures are defined and reconciled to the corresponding GAAP measures. These non-GAAP financial measures are subject to significant limitations, including those we identify below. In addition, other companies in our industry may define these measures differently, which may reduce their usefulness as comparative measures. As a result, this information, should be considered as supplemental in nature and is not meant as a substitute for revenue, gross profit, net income or cash flows from operating activities presented in accordance with U.S. GAAP.

The Company is also providing fourth quarter and full year 2021 guidance on a non-GAAP basis. These forward-looking non-GAAP financial measures are calculated based on internal forecasts that omit certain amounts that would be included in GAAP financial measures. The Company has not provided quantitative reconciliations of these forward-looking non-GAAP financial measures to the most directly comparable GAAP financial measures because it is unable, without unreasonable effort, to predict with reasonable certainty the occurrence or amount of all excluded items that may arise during the forward-looking period, which can be dependent on future events that may not be reliably predicted. Such excluded items could be material to the reported results individually or in the aggregate



Ex-TAC Gross Profit

Ex-TAC gross profit is a non-GAAP financial measure. Gross profit is the most comparable GAAP measure. In calculating Ex-TAC gross profit, we add back other cost of revenue to gross profit. Ex-TAC gross profit may fluctuate in the future due to various factors, including, but not limited to, seasonality and changes in the number of media partners and advertisers, advertiser demand or user engagements.

We present Ex-TAC gross profit, Adjusted EBITDA, and Adjusted EBITDA as a percentage of Ex-TAC gross profit because they are key profitability measures used by our management and board of directors to understand and evaluate our operating performance and trends, develop short-and long-term operational plans and make strategic decisions regarding the allocation of capital. Accordingly, we believe that these measures provide information to investors and the market in understanding and evaluating our operating results in the same manner as our management and board of directors. There are limitations on the use of Ex-TAC gross profit in that traffic acquisition cost is a significant component of our total cost of revenue but not the only component and, by definition, Ex-TAC gross profit presented for any period will be higher than gross profit for that period. A potential limitation of this non-GAAP financial measure is that other companies, including companies in our industry, which have a similar business, may define ex-TAC gross profit differently, which may make comparisons difficult. As a result, this information, should be considered as supplemental in nature and is not meant as a substitute for revenue or gross profit presented in accordance with U.S. GAAP.

Adjusted EBITDA

We define Adjusted EBITDA as net income (loss) before charges related to exchange of senior notes upon IPO; interest expense; interest income and other income (expense), net; provision for income taxes; depreciation and amortization; stock-based compensation, and other income or expenses that we do not consider indicative of our core operating performance, including but not limited to, prior year merger and acquisition costs, certain IPO related costs, regulatory matter costs and a prior year tax contingency. We present Adjusted EBITDA as a supplemental performance measure because we believe it facilitates operating performance comparisons from period to period.

We believe that Adjusted EBITDA provides useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and board of directors. However, Adjusted EBITDA is a non-GAAP financial measure and how we calculate Adjusted EBITDA is not necessarily comparable to non-GAAP information of other companies. Adjusted EBITDA should be considered as a supplemental measure and should not be considered in isolation or as a substitute or any measures of our financial performance that are calculated and reported in accordance with GAAP.



Adjusted Net Income

Adjusted net income (loss) is a non-GAAP financial measure, which is defined as net (loss) income excluding items that we do not consider indicative of our core operating performance, including but not limited to, charges related to the exchange of senior notes upon IPO, the cumulative incremental stock-based compensation expense impact for awards with an IPO performance condition, prior year merger and acquisition costs, certain IPO related costs, regulatory matter costs and a prior year tax contingency. We present adjusted net income (loss) as a supplemental performance measure because we believe it facilitates performance comparisons from period to period. However, adjusted net income (loss) should not be considered in isolation or as a substitute for net income (loss) reported in accordance with GAAP.

Free Cash Flow

Free cash flow is defined as cash flow from operating activities less capital expenditures and capitalized software development costs. Free cash flow is a supplementary measure used by our management and board of directors to evaluate our ability to generate cash and we believe it allows for a more complete analysis of our available cash flows.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the federal securities laws, which statements involve substantial risks and uncertainties. Forward-looking statements generally relate to possible or assumed future results of our business, financial condition, results of operations, liquidity, plans and objectives. You can generally identify forward-looking statements because they contain words such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "guidance," "outlook," "target," "projects," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other similar expressions that concern our expectations, strategy, plans or intentions. We have based these forward-looking statements largely on our current expectations and projections regarding future events and trends that we believe may affect our business. financial condition and results of operations. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties and other factors, including but not limited to: overall advertising demand and traffic generated by our media partners; factors that affect advertising spending, such as economic downturns and unexpected events; any failure of our recommendation engine to accurately predict user engagement, any deterioration in the quality of our recommendations or failure to present interesting content to users or other factors which may cause us to experience a decline in user engagement or loss of media partners; limits on our ability to collect, use and disclose data to deliver advertisements; the effects of the ongoing and evolving COVID-19 pandemic, including the resulting global economic uncertainty, and measures taken in response to the pandemic; our ability to continue to innovate, and adoption by our advertisers and media partners of our expanding solutions; our ability to meet demands on our infrastructure and resources due to future growth or otherwise; our ability to extend our reach into evolving digital media platforms; our ability to maintain and scale our technology platform; our ability to grow our business and manage growth effectively; the



success of our sales and marketing investments, which may require significant investments and may involve long sales cycles; the risk that our research and development efforts may not meet the demands of a rapidly evolving technology market; the loss of one or more of our large media partners, and our ability to expand our advertiser and media partner relationships; our ability to compete effectively against current and future competitors; failures or loss of the hardware, software and infrastructure on which we rely, or security breaches; our ability to maintain our profitability despite quarterly fluctuations in our results, whether due to seasonality, large cyclical events, or other causes; political and regulatory risks in the various markets in which we operate; the challenges of compliance with differing and changing regulatory requirements; and the risks described in the section entitled "Risk Factors" and elsewhere in the Quarterly Report on Form 10-Q filed for the guarter ended June 30, 2021 and in subsequent reports filed with the SEC. Accordingly, you should not rely upon forward-looking statements as predictions of future events. We cannot assure you that the results, events and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results, events or circumstances could differ materially from those projected in the forward-looking statements. We undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. We do not assume any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

About Outbrain

Outbrain (Nasdaq: OB) is a leading recommendation platform for the open web. Our technology enables 10 billion daily recommendations to consumers across more than 7,000 online properties and connects advertisers to these audiences to grow their business. Founded in 2006, Outbrain is headquartered in New York with offices in 18 cities worldwide.

Media Contact

press@outbrain.com

Investor Relations Contact

IR@outbrain.com

(332) 205-8999



OUTBRAIN INC. Condensed Consolidated Statements of Operations (In thousands)

	Three Months Ended September 30,					line Months End	ded September 30,		
		2021		2020	2021			2020	
				(Unau	dited))			
Revenue	\$	250,784	\$	186,510	\$	725,961	\$	521,704	
Cost of revenue:									
Traffic acquisition costs		182,669		137,866		530,606		392,812	
Other cost of revenue		7,846		6,771		22,555		22,292	
Total cost of revenue		190,515		144,637		553,161		415,104	
Gross profit		60,269		41,873		172,800		106,600	
Operating expenses:									
Research and development*		10,659		6,867		27,561		20,752	
Sales and marketing*		26,047		17,476		67,101		55,587	
General and administrative*		29,979		13,909		52,619		35,858	
Total operating expenses*		66,685		38,252		147,281		112,197	
(Loss) income from operations		(6,416)		3,621		25,519		(5,597)	
Other (expense) income, net:									
Charges related to exchange of senior notes upon IPO		(42,049)		_		(42,049)		_	
Interest expense		(1,656)		(196)		(2,015)		(627)	
Interest income and other income (expense), net		1,218		(878)		(1,978)		(322)	
Total other (expense) income, net		(42,487)		(1,074)		(46,042)		(949)	
(Loss) income before provision for income taxes		(48,903)		2,547		(20,523)		(6,546)	
Provision for income taxes		5,003		6		7,436		3,106	
Net (loss) income	\$	(53,906)	\$	2,541	\$	(27,959)	\$	(9,652)	
Weighted average shares outstanding:									
Basic		47,859,056		16,846,853		27,645,471	1	16,747,054	
Diluted		47,859,056		19,460,110		27,645,471	1	16,747,054	
Net (loss) income per common share:									
Basic		(\$1.13)		\$0.06		(\$1.01)		(\$0.58)	
Diluted		(\$1.13)		\$0.05		(\$1.01)		(\$0.58)	

^{*} The three months and nine months ended September 30, 2021 included approximately \$16.5 million of expense triggered by our IPO as it relates to incremental stock based compensation costs recognized for awards with an IPO performance condition. These amounts are included under operating expenses within research and development (\$1.2 million), sales and marketing (\$4.2 million) and general and administrative (\$11.1 million).



OUTBRAIN INC.

Condensed Consolidated Balance Sheets (In thousands, except for number of shares and par value)

		eptember 30, 2021	D	December 31, 2020
ACCEPTED	(Un	audited)		
ASSETS CURRENT ACCETS.				
Current Assets:	\$	482,447	\$	93,641
Cash and cash equivalents	Ψ	161,325	Ψ	165,449
Accounts receivable, net of allowances		27,734		18,326
Prepaid expenses and other current assets		671,506		277,416
Total current assets				
Property, equipment and capitalized software, net		24,782		24,756
Intangible assets, net		6,704		9,812
Goodwill		32,881		32,881
Other assets	¢	11,471	¢	11,621
TOTAL ASSETS	\$	747,344	\$	356,486
LIABILITIES, CONVERTIBLE PREFERRED STOCK AND				
STOCKHOLDERS' FOULTY (DEFICIT) CURRENT LIABILITIES:				
Accounts payable	\$	139,208	\$	118,491
Accrued compensation and benefits	Ф	22,081	Ф	23,000
Accrued and other current liabilities		104,066		109,747
Deferred revenue		5,462		5,512
		270,817		256,750
Total current liabilities Long-term debt		236,000		230,730
Other liabilities		15,963		17,105
	\$	522,780	\$	273,855
TOTAL LIABILITIES	Φ	322,760	Φ	213,633
Convertible preferred stock, par value of \$0.001 per share — 100,000,000 shares authorized				
and no shares outstanding as of September 30, 2021, and 27,766,563 shares authorized and				
27.652.449 of Series A. B. C. D. E. F. G and H outstanding as of December 31. 2020.		_		162,444
STOCKHOLDERS' EQUITY (DEFICIT):				
Common stock, par value of \$0.001 per share — 1,000,000,000 shares authorized and				
55,467,215 shares outstanding as of September 30, 2021, and 65,183,785 shares authorized				1.5
and 17,158,802 shares issued and outstanding as of December 31, 2020.		55		17
Additional paid-in capital		426,030		92,705
Accumulated other comprehensive loss		(5,317)		(4,290)
Accumulated deficit		(196,204)		(168,245)
TOTAL STOCKHOLDERS' EQUITY (DEFICIT)		224,564		(79,813)
TOTAL LIABILITIES, CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' EOUITY (DEFICIT)	\$	747,344	\$	356,486



OUTBRAIN INC. Condensed Consolidated Statements of Cash Flows (In thousands)



Page			Three Mo Septer				Nine Months Ended September 30,			
Net CASH CASH CONTROL CASH C										
Net (loss) income					(Una	udite	ed)			
Adjustments to reconcile net (loss) income to net cash provided by oneratine activities: Charges related to exchange of senior notes upon IPO Depreciation and amortization of property and equipment 1,783 1,692 5,068 5,008 5,000 Amortization of capitalized software development costs 2,149 1,928 6,241 5,55 Amortization of intangible assets 869 1,003 2,687 3,40 Stock-based compensation 18,448 8,74 2,1396 2,73 Provision for doubtful accounts 805 197 1,919 1,32 Deferred income taxes (316) (197) (918) (41 Other (1,213) 87 2,002 (2,5 Changes in operating assets and liabilities: Accounts receivable 4,454 (18,773) 602 18,60 Prepaid expenses and other current assets (5,821) 7044 10,1386 11,73 7044 10,1386 11,73 7044 7046 7044 705 7044 705 7044 705 7044 705 7044 706 7044 707 7044 707 7044 706 7044 706 7044 707 7044 706 7044 704 7044 706 7044 706 7044 706 7044 706 7044 706 7044 706 7044 707 7044 706 7044 706 7044 706 7044 706 7044 706 7044 706 7044 707 7044 706 7044 706 7044 706 7044 706 7044 706 7044 706 7044 706 7044 706 7044 706 7044 707 7044 707 7044 706 7044 706 7044 706 7044 706 7044 706 7044 706 7044 706 7044 706 7044 706 7044 707 7044 707 7044 708 7044 7044	CASH FLOWS FROM OPERATING ACTIVITIES:									
Charges related to exchange of senior notes upon IPO	Net (loss) income	\$	(53,906)	\$	2,541	\$	(27,959)	\$	(9,652)	
Charges related to exchange of senior notes upon IPO	Adjustments to reconcile net (loss) income to net cash provided by									
Depreciation and amortization of property and equipment 1,783 1,692 5,068 5,09 Amortization of capitalized software development costs 2,149 1,928 6,241 5,55 Amortization of intangible assets 869 1,003 2,687 3,440 Stock-based compensation 18,448 874 21,396 2,73 Provision for doubtful accounts 805 197 2,190 1,32 Deferred income taxes (3,16) (197) (918) (44 Other (1,213) 87 2,002 (2,5 Changes in operating assets and liabilities: Accounts receivable 4,454 (18,773) 602 18,60 Prepaid expenses and other current assets (5,821) (794) (10,386) (1,73 Other assets 274 10 (191) (1,48 Accounts payable 8,850 16,933 21,230 15,111 Accrued and other current liabilities 17,487 (58) (3,714) 5,83 Deferred revenue 38 (50) 31 88 Other 266 329 749 78 Net cash provided by operating activities 36,216 5,722 61,077 43,52 CASH FLOWS FROM INVESTING ACTIVITIES: Purchases of property and equipment (3,209) (93) (3,885) (1,26 Capitalized software development costs (2,345) (2,218) (7,434) (6,686 Proceeds from sale of assets - 1,11 Other (10) (1) (41) (3) Net cash used in investing activities (5,564) (2,312) (11,360) (6,86 CASH FLOWS FROM FINANCING ACTIVITIES: Proceeds from BPO issuance of common stock, net of underwritine costs (3,695) - (6,067) - Payment of initial public offering transaction costs (5,573) - (6,067) - Payment of initial public offering transaction costs (5,573) - (6,067) - Proceeds from borrowings on revolving credit facility - (10,000) - (10,000 Proceeds from borrowings on revolving credit facility - (10,000) - (10,000 Proceeds from borrowings on revolving credit facility - (10,000 Proceeds from exercise of stock options and warrants 2,785 37										
Amortization of capitalized software development costs 2,149 1,928 6,241 5,55 Amortization of intangible assets 869 1,003 2,687 3,40 Stock-based compensation 18,448 874 21,396 2,73 Provision for doubtful accounts 805 197 2,190 1,23 Deferred income taxes (316) (197) (2193) (25 Changes in operating assets and liabilities: 1 4,454 (18,773) 602 18,60 Prepaid expenses and other current assets (5,821) (794) (10,386) (1,73 Other assets 274 10 (191) (1,48 Accounts payable 8,850 16,933 21,230 15,11 Accrued and other current liabilities 17,487 (58 (3,74) 5,88 Other 266 329 749 78 Other revenue 38 (50) 31 88 Other revenue 38 (50) 31 88 Other <t< td=""><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></t<>										
Amortization of intangible assets					· ·		· ·		5,094	
Stock-based compensation 18,448 874 21,396 2,73 Provision for doubitful accounts 805 197 2,190 1,32 Deferred income taxes (316) (197) (918) (44) Other (1,213) 87 2,002 (2,5) Changes in operating assets and liabilities: 8 (18,773) 602 18,60 Prepaid expenses and other current assets (5,821) (794) (10,386) (1,73 Other assets 2,74 10 (191) (1,48 Accord and other current liabilities 17,487 (58) 3,714 5,88 Deferred revenue 38 (50) 31 88 Other 266 329 749 78 Net cash provided by operating activities 36,216 5,722 61,077 43,52 CASH FLOWS FROM INVESTING ACTIVITIES: 2 1,00 1,00 1,00 1,00 1,00 1,00 1,00 1,00 1,00 1,00 1,00 1,00 1,00									5,555	
Provision for doubtful accounts 805 197 2,190 1,32 Deferred income taxes (316) (197) (918) (41 Other (1,213) 87 2,002 2,5 Changes in operating assets and liabilities: 387 2,002 18,60 Prepaid expenses and other current assets (5,821) (794) (10,386) (1,73 Other assets 274 (10 (191) (1,84 Accounts payable 8,850 16,933 21,230 15,11 Accounts payable 8,850 16,933 21,230 15,11 Accounts payable 8,850 16,933 21,230 15,11 Accrued and other current liabilities 17,487 (58) (3,714) 5,83 Deferred revenue 266 329 749 78 Net cash provided by operating activities 36,216 5,722 61,077 43,52 CASH FLOWS FROM INVESTING ACTIVITIES: 7 2 61,077 43,52 CASH LOWS from sale of assets -					<i>'</i>		-		3,404	
Deferred income taxes	· · · · · · · · · · · · · · · · · · ·								2,732	
Other (1,213) 87 2,002 (2,5 Changes in operating assets and liabilities:									1,325	
Changes in operating assets and liabilities: Accounts receivable	Deferred income taxes		` '		(197)				(418)	
Accounts receivable	Other		(1,213)		87		2,002		(2,517)	
Prepaid expenses and other current assets (5,821) (794) (10,386) (1,73 Other assets Other assets 274 10 (191) (1,48 Accounts payable Accounts payable 8,850 16,933 21,230 15,11 Accounts payable Accrued and other current liabilities 17,487 (58) (3,714) 5,83 Deferred revenue 38 (50) 31 88 Gother Other 266 329 749 78 Gother 78 Gother Go	Changes in operating assets and liabilities:									
Other assets 274 10 (191) (1,48) Accounts payable 8,850 16,933 21,230 15,11 Accrued and other current liabilities 17,487 (58) (3,714) 5,83 Deferred revenue 38 (50) 31 88 Other 266 329 749 78 Net cash provided by operating activities 36,216 5,722 61,077 43,52 CASH FLOWS FROM INVESTING ACTIVITIES: The proceeds from groperty and equipment (3,209) (93) (3,885) (1,26 Capitalized software development costs (2,345) (2,218) (7,434) (6,68 Proceeds from sale of assets — — — — — 1,11 Other (10) (1) (41) (3 (3,685) (6,86 CASH FLOWS FROM FINANCING ACTIVITIES: The proceeds from IPO issuance of common stock, net of underwriting costs 148,800 — 148,800 — Proceeds from issuance of debt 200,000 — (3,695) —	Accounts receivable		4,454		(18,773)		602		18,600	
Accounts payable	Prepaid expenses and other current assets		(5,821)		(794)		(10,386)		(1,735)	
Accrued and other current liabilities 17,487 (58) (3,714) 5,83 Deferred revenue 38 (50) 31 88 Other 266 329 749 78 Net cash provided by operating activities 36,216 5,722 61,077 43,52 CASH FLOWS FROM INVESTING ACTIVITIES: Purchases of property and equipment (3,209) (93) (3,885) (1,26 Capitalized software development costs (2,345) (2,218) (7,434) (6,68 Proceeds from sale of assets — — — — — 11,11 (0 (1) (41) (3 (3,695) (6,68 (2,312) (11,360) (6,86 (6,86 (2,312) (11,360) (6,86 (2,312) (11,360) (6,86 (2,312) (11,360) (6,86 (2,312) (11,360) (6,86 (2,312) (11,360) (6,86 (2,312) (11,360) (6,86 (2,312) (11,360) (6,86 (2,312) (11,360) (5,36) (Other assets		274		10		(191)		(1,484)	
Deferred revenue	Accounts payable		8,850		16,933		21,230		15,116	
Other 266 329 749 78 Net cash provided by operating activities 36,216 5,722 61,077 43,52 CASH FLOWS FROM INVESTING ACTIVITIES: Purchases of property and equipment (3,209) (93) (3,885) (1,26 Capitalized software development costs (2,345) (2,218) (7,434) (6,68 Proceeds from sale of assets — — — — 1,11 Other (10) (1) (41) (3 Net cash used in investing activities (5,564) (2,312) (11,360) (6,86 CASH FLOWS FROM FINANCING ACTIVITIES: Proceeds from IPO issuance of common stock, net of underwriting costs 148,800 — 148,800 — Payment of initial public offering transaction costs (3,695) — (3,695) — Payment of deferred financing costs (5,573) — (6,067) — Proceeds from borrowings on revolving credit facility — — — 10,000 Principal repayments under revolving credit facility <t< td=""><td>Accrued and other current liabilities</td><td></td><td>17,487</td><td></td><td>(58)</td><td></td><td>(3,714)</td><td></td><td>5,835</td></t<>	Accrued and other current liabilities		17,487		(58)		(3,714)		5,835	
Net cash provided by operating activities 36,216 5,722 61,077 43,52	Deferred revenue		38		(50)		31		887	
CASH FLOWS FROM INVESTING ACTIVITIES: Purchases of property and equipment (3,209) (93) (3,885) (1,26 Capitalized software development costs (2,345) (2,218) (7,434) (6,68 Proceeds from sale of assets — — — — 1,11 Other (10) (1) (41) (3 Net cash used in investing activities (5,564) (2,312) (11,360) (6,86 CASH FLOWS FROM FINANCING ACTIVITIES: Proceeds from IPO issuance of common stock, net of underwriting costs 148,800 — 148,800 — Payment of initial public offering transaction costs (3,695) — (3,695) — Proceeds from issuance of debt 200,000 — 200,000 — Payment of deferred financing costs (5,573) — (6,067) — Proceeds from borrowings on revolving credit facility — — — 10,00 Principal repayments under revolving credit facility — — (10,000) — 10,00 <t< td=""><td>Other</td><td></td><td>266</td><td></td><td>329</td><td>_</td><td>749</td><td></td><td>783</td></t<>	Other		266		329	_	749		783	
Purchases of property and equipment (3,209) (93) (3,885) (1,26 Capitalized software development costs (2,345) (2,218) (7,434) (6,68 Proceeds from sale of assets — — — — 1,11 Other (10) (1) (41) (3 Net cash used in investing activities (5,564) (2,312) (11,360) (6,86 CASH FLOWS FROM FINANCING ACTIVITIES: Proceeds from IPO issuance of common stock, net of underwriting costs 148,800 — 148,800 — Payment of initial public offering transaction costs (3,695) — (3,695) — Proceeds from issuance of debt 200,000 — 200,000 — Payment of deferred financing costs (5,573) — (6,067) — Proceeds from borrowings on revolving credit facility — — — 10,00 Principal repayments under revolving credit facility — — (10,000) — (10,000) — (10,000) — (10,000) — (10,000)<	Net cash provided by operating activities		36,216		5,722		61,077		43,525	
Capitalized software development costs (2,345) (2,218) (7,434) (6,68 Proceeds from sale of assets — — — — — 1,11 Other (10) (1) (41) (3 Net cash used in investing activities (5,564) (2,312) (11,360) (6,86 CASH FLOWS FROM FINANCING ACTIVITIES: Proceeds from IPO issuance of common stock, net of underwriting costs 148,800 — 148,800 — Payment of initial public offering transaction costs (3,695) — (3,695) — Proceeds from issuance of debt 200,000 — 200,000 — Payment of deferred financing costs (5,573) — (6,067) — Proceeds from borrowings on revolving credit facility — — — 10,000 Principal repayments under revolving credit facility — — — 10,000 Proceeds from exercise of stock options and warrants 2,785 37 4,327 44 Principal payments on capital obligation arrangements <	CASH FLOWS FROM INVESTING ACTIVITIES:									
Proceeds from sale of assets	Purchases of property and equipment		(3,209)		(93)		(3,885)		(1,268)	
Other (10) (1) (41) (3 Net cash used in investing activities (5,564) (2,312) (11,360) (6,86 CASH FLOWS FROM FINANCING ACTIVITIES: Proceeds from IPO issuance of common stock, net of underwriting costs 148,800 — 148,800 — Payment of initial public offering transaction costs (3,695) — (3,695) — Proceeds from issuance of debt 200,000 — 200,000 — Payment of deferred financing costs (5,573) — (6,067) — Proceeds from borrowings on revolving credit facility — — — 10,00 Principal repayments under revolving credit facility — (10,000) — (10,00 Proceeds from exercise of stock options and warrants 2,785 37 4,327 44 Principal payments on capital obligation arrangements (1,049) (1,083) (3,322) (3,68 Net cash provided by (used in) financing activities 341,268 (11,046) 340,043 (3,24 Effect of exchange rate changes			(2,345)		(2,218)		(7,434)		(6,686)	
Net cash used in investing activities (5,564) (2,312) (11,360) (6,866) CASH FLOWS FROM FINANCING ACTIVITIES: Proceeds from IPO issuance of common stock, net of underwriting costs 148,800 — 148,800 — Payment of initial public offering transaction costs (3,695) — (3,695) — Proceeds from issuance of debt 200,000 — 200,000 — Payment of deferred financing costs (5,573) — (6,067) — Proceeds from borrowings on revolving credit facility — — — 10,00 Principal repayments under revolving credit facility — (10,000) — (10,00 Proceeds from exercise of stock options and warrants 2,785 37 4,327 44 Principal payments on capital obligation arrangements (1,049) (1,083) (3,322) (3,68 Net cash provided by (used in) financing activities 341,268 (11,046) 340,043 (3,24 Effect of exchange rate changes (817) 2,180 (978) 86 Net increa	Proceeds from sale of assets								1,117	
Net cash used in investing activities (5,564) (2,312) (11,360) (6,866) CASH FLOWS FROM FINANCING ACTIVITIES: Proceeds from IPO issuance of common stock, net of underwriting costs 148,800 — 148,800 — Payment of initial public offering transaction costs (3,695) — (3,695) — Proceeds from issuance of debt 200,000 — 200,000 — Payment of deferred financing costs (5,573) — (6,067) — Proceeds from borrowings on revolving credit facility — — — 10,00 Principal repayments under revolving credit facility — (10,000) — (10,00 Proceeds from exercise of stock options and warrants 2,785 37 4,327 44 Principal payments on capital obligation arrangements (1,049) (1,083) (3,322) (3,68 Net cash provided by (used in) financing activities 341,268 (11,046) 340,043 (3,24 Effect of exchange rate changes (817) 2,180 (978) 86 Net increa	Other		(10)		(1)		(41)		(31)	
Proceeds from IPO issuance of common stock, net of underwriting costs Payment of initial public offering transaction costs Proceeds from issuance of debt Payment of deferred financing costs Proceeds from borrowings on revolving credit facility Principal repayments under revolving credit facility Proceeds from exercise of stock options and warrants Principal payments on capital obligation arrangements Net cash provided by (used in) financing activities Net increase (decrease) in cash, cash equivalents and restricted cash 148,800 — 148,800 — 148,800 — (3,695) — (3,695) — (6,067) — 10,000 — 10,000 — (10,000) — (10,000) — (10,000) — (10,000) Principal payments on capital obligation arrangements (1,049) (1,083) (3,322) (3,68) (3,68) (3,68) (3,24) (4) (5,456) (978) (978)	Net cash used in investing activities								(6,868)	
underwriting costs 148,800 — 148,800 — Payment of initial public offering transaction costs (3,695) — (3,695) — Proceeds from issuance of debt 200,000 — 200,000 — Payment of deferred financing costs (5,573) — (6,067) — Proceeds from borrowings on revolving credit facility — — — 10,000 Principal repayments under revolving credit facility — (10,000) — (10,000) Proceeds from exercise of stock options and warrants 2,785 37 4,327 44 Principal payments on capital obligation arrangements (1,049) (1,083) (3,322) (3,68 Net cash provided by (used in) financing activities 341,268 (11,046) 340,043 (3,24 Effect of exchange rate changes (817) 2,180 (978) 86 Net increase (decrease) in cash, cash equivalents and restricted cash \$ 371,103 \$ (5,456) \$ 388,782 \$ 34,27	CASH FLOWS FROM FINANCING ACTIVITIES:									
underwriting costs 148,800 — 148,800 — Payment of initial public offering transaction costs (3,695) — (3,695) — Proceeds from issuance of debt 200,000 — 200,000 — Payment of deferred financing costs (5,573) — (6,067) — Proceeds from borrowings on revolving credit facility — — — 10,000 Principal repayments under revolving credit facility — (10,000) — (10,000) Proceeds from exercise of stock options and warrants 2,785 37 4,327 44 Principal payments on capital obligation arrangements (1,049) (1,083) (3,322) (3,68 Net cash provided by (used in) financing activities 341,268 (11,046) 340,043 (3,24 Effect of exchange rate changes (817) 2,180 (978) 86 Net increase (decrease) in cash, cash equivalents and restricted cash \$ 371,103 \$ (5,456) \$ 388,782 \$ 34,27	Proceeds from IPO issuance of common stock, net of									
Payment of initial public offering transaction costs (3,695) — (3,695) — Proceeds from issuance of debt 200,000 — 200,000 — Payment of deferred financing costs (5,573) — (6,067) — Proceeds from borrowings on revolving credit facility — — — 10,000 Principal repayments under revolving credit facility — (10,000) — (10,000) Proceeds from exercise of stock options and warrants 2,785 37 4,327 44 Principal payments on capital obligation arrangements (1,049) (1,083) (3,322) (3,68) Net cash provided by (used in) financing activities 341,268 (11,046) 340,043 (3,24) Effect of exchange rate changes (817) 2,180 (978) 86 Net increase (decrease) in cash, cash equivalents and restricted cash \$ 371,103 \$ (5,456) \$ 388,782 \$ 34,27			148,800		_		148,800		_	
Payment of deferred financing costs (5,573) — (6,067) Proceeds from borrowings on revolving credit facility — — — 10,000 Principal repayments under revolving credit facility — (10,000) — (10,000) Proceeds from exercise of stock options and warrants 2,785 37 4,327 44 Principal payments on capital obligation arrangements (1,049) (1,083) (3,322) (3,68) Net cash provided by (used in) financing activities 341,268 (11,046) 340,043 (3,24) Effect of exchange rate changes (817) 2,180 (978) 86 Net increase (decrease) in cash, cash equivalents and restricted cash \$ 371,103 \$ (5,456) \$ 388,782 \$ 34,27			(3,695)		_		(3,695)		_	
Payment of deferred financing costs (5,573) — (6,067) — Proceeds from borrowings on revolving credit facility — — — — 10,00 Principal repayments under revolving credit facility — (10,000) — (10,000) Proceeds from exercise of stock options and warrants 2,785 37 4,327 44 Principal payments on capital obligation arrangements (1,049) (1,083) (3,322) (3,68) Net cash provided by (used in) financing activities 341,268 (11,046) 340,043 (3,24) Effect of exchange rate changes (817) 2,180 (978) 86 Net increase (decrease) in cash, cash equivalents and restricted cash \$ 371,103 \$ (5,456) \$ 388,782 \$ 34,27					_				_	
Proceeds from borrowings on revolving credit facility — — — — — — — — — — — — — — — — — — —	Payment of deferred financing costs				_		(6,067)		_	
Principal repayments under revolving credit facility — (10,000) — (10,000) Proceeds from exercise of stock options and warrants 2,785 37 4,327 44 Principal payments on capital obligation arrangements (1,049) (1,083) (3,322) (3,68) Net cash provided by (used in) financing activities 341,268 (11,046) 340,043 (3,24) Effect of exchange rate changes (817) 2,180 (978) 86 Net increase (decrease) in cash, cash equivalents and restricted cash \$ 371,103 \$ (5,456) \$ 388,782 \$ 34,27			_		_		_		10,000	
Proceeds from exercise of stock options and warrants 2,785 37 4,327 44 Principal payments on capital obligation arrangements (1,049) (1,083) (3,322) (3,68 Net cash provided by (used in) financing activities 341,268 (11,046) 340,043 (3,24 Effect of exchange rate changes (817) 2,180 (978) 86 Net increase (decrease) in cash, cash equivalents and restricted cash \$ 371,103 \$ (5,456) \$ 388,782 \$ 34,27			_		(10,000)		_		(10,000)	
Principal payments on capital obligation arrangements (1,049) (1,083) (3,322) (3,68) Net cash provided by (used in) financing activities 341,268 (11,046) 340,043 (3,24) Effect of exchange rate changes (817) 2,180 (978) 86 Net increase (decrease) in cash, cash equivalents and restricted cash \$ 371,103 \$ (5,456) \$ 388,782 \$ 34,27			2,785				4,327		442	
Net cash provided by (used in) financing activities 341,268 (11,046) 340,043 (3,24) Effect of exchange rate changes (817) 2,180 (978) 86 Net increase (decrease) in cash, cash equivalents and restricted cash \$ 371,103 \$ (5,456) \$ 388,782 \$ 34,27									(3,689)	
Net increase (decrease) in cash, cash equivalents and restricted cash \$ 371,103 \$ (5,456) \$ 388,782 \$ 34,27									(3,247)	
	Effect of exchange rate changes		(817)		2,180		(978)		868	
	Net increase (decrease) in cash, cash equivalents and restricted cash	\$	371.103	\$	(5.456)	\$	388.782	\$	34,278	
Cash, cash equivalents and restricted cash — Beginning 111.746 89.716 94.067 49.98	Cash, cash equivalents and restricted cash — Beginning	Ψ	111,746	Ŷ	89,716	Ŷ	94,067	4	49,982	
		\$		S		\$		\$	84,260	



Non-GAAP Reconciliations (In thousands)

The following table presents the reconciliation of Gross profit to Ex-TAC Gross Profit, for the periods presented:

	Three Months En	ptember 30,	Nine Months Ended September 30,				
	2021		2020		2021		2020
Revenue	\$ 250,784	\$	186,510	\$	725,961	\$	521,704
Traffic acquisition costs	(182,669)		(137,866)		(530,606)		(392,812)
Other cost of revenue	(7,846)		(6,771)		(22,555)		(22,292)
Gross profit	 60,269		41,873		172,800		106,600
Other cost of revenue	7,846		6,771		22,555		22,292
Ex-TAC Gross Profit	\$ 68,115	\$	48,644	\$	195,355	\$	128,892

The following table presents the reconciliation of net (loss) income to Adjusted EBITDA, for the periods presented:

	 Three Months En	ded Se	eptember 30,		Nine Months End	led September 30,			
	2021		2020		2021		2020		
Net (loss) income	\$ (53,906)	\$	2,541	\$	(27,959)	\$	(9,652)		
Charges related to exchange of senior notes upon IPO	42,049		_		42,049		_		
Interest expense and other income (expense), net	438		1,074		3,993		949		
Provision for income taxes	5,003		6		7,436		3,106		
Depreciation and amortization	4,801		4,623		13,996		14,053		
Stock-based compensation	18,448		874		21,396		2,732		
Regulatory matter costs	2,663		_		3,810		_		
Merger and acquisition, IPO costs ⁽¹⁾	361		3,643		300		11,192		
Tax contingency ⁽²⁾	_		_		_		(2,297)		
Adjusted EBITDA	\$ 19,857	\$	12,761	\$	65,021	\$	20,083		
Adjusted EBITDA as % of Ex-TAC Gross Profit	29.2 %		26.2 %	_	33.3 %		15.6 %		



The following table presents the reconciliation of net (loss) income to adjusted net income (loss), for the periods presented:

	Three Months Ended September 30,					Nine Months Ended September 30,				
		2021		2020		2021		2020		
Net (loss) income	\$	(53,906)	\$	2,541	\$	(27,959)	\$	(9,652)		
Adjustments:										
Charges related to exchange of senior notes upon IPO		42,049		_		42,049		_		
Stock-based compensation (3)		16,468		_		16,468				
Regulatory matter costs		2,663		_		3,810		_		
Merger and acquisition, IPO costs (1)		361		3,643		300		11,192		
Tax contingency (2)		_				_		(2,297)		
Total adjustments, before tax		61,541		3,643		62,627		8,895		
Income tax effect		(1,014)		(3)		(1,010)		(51)		
Total adjustments, after tax		60,527		3,640		61,617		8,844		
Adjusted net income (loss)	\$	6,621	\$	6,181	\$	33,658	\$	(808)		

- (1) Primarily includes transaction-related costs in connection with our acquisition of Ligatus GmbH ("Ligatus")TM in April 2019, costs related to our terminated merger with Taboola.com Ltd. ("Taboola"), and costs related to our initial public offering.
- Reflects a reversal of a tax contingency recorded within operating expenses in 2019 and a corresponding charge to income tax expense in 2020, net of foreign exchange impact.
- (3) Reflects the one-time cumulative incremental stock-based compensation expense impact for awards with an IPO performance condition.

The following table presents the reconciliation of net cash provided by operating activities to free cash flow, for the periods presented:

	Three Months Ended September 30,					Nine Months Ended September 30,					
		2021		2020		2021	2020				
Net cash provided by operating activities	\$	36,216	\$	5,722	\$	61,077	\$	43,525			
Purchases of property and equipment		(3,209)		(93)		(3,885)		(1,268)			
Capitalized software development costs		(2,345)		(2,218)		(7,434)		(6,686)			
Free cash flow	\$	30,662	\$	3,411	\$	49,758	\$	35,571			