

November 2021

Investor Presentation



Forward-Looking Statements and Non-GAAP Financial Measures

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This presentation contains non-GAAP financial measures relating to our performance. You can find the reconciliation of these measures to the most directly comparable GAAP financial measure in the Appendix at the end of this presentation. The non-GAAP financial measures disclosed by the Company should not be considered a substitute for, or superior to, the financial measures prepared in accordance with GAAP. Please refer to the notes to reconciliation of non-GAAP financial measures in FTC Solar's quarterly earnings release for a detailed explanation of the adjustments made to the comparable GAAP measures, the ways management uses the non-GAAP measures, and the reasons why management believes the non-GAAP measures provide investors with useful supplemental information.



Introductions



Sean Hunkler

Chief Executive Officer Member of Board of Directors

- Appointed CEO September 2021, Previously EVP of Global Operations at Western Digital 2018-2021
- Former EVP Operations, NXP Semiconductor, then COO of Nexperia Semiconductor following spin-off from NXP (2012-2018);
- Multiple leadership roles at Freescale
 Semiconductor, SunEdison and Motorola.
- MBA University of Texas, BS Chemical Engineering Johns Hopkins.



Patrick Cook

Chief Financial Officer

- 10+ years of experience in the renewable energy industry
- Former VP, Capital Markets and Corporate Finance for SunEdison along with multiple other leadership positions
- VP, Structured Finance, Bank of America
- BS degree in Finance and Quantitative Methods from Bradley University



T.J. Rodgers

Chairman of the Board

- Founder of Cypress Semiconductor and CEO for 34 years (1982-2016)
- Serves on Boards of Enphase Energy and Enovix
- Former Chairman of SunPower and Semiconductor Industry Association
- Former Director at Bloom Energy, Deca Technologies, Waterbit, Agiga
- Trustee Emeritus Dartmouth, Masters& Ph.D. Stanford University, Sloan Scholar Dartmouth



Today's Speakers

Agenda

- Company Overview
- Market Overview
- Technology & Positioning
- Growth Drivers
- Financial Overview

Appendix



Company Overview

FTC Solar Today

		Key Met	rics			
FTC Solar is a fast-growing provider of tracker systems, software and				Customers ² :		
engineering services to the solar energy industry				oyees:	213	
Tracker Systems	Software	Engineering Services	Pater	ts (Granted or Pending)	55	
 Custom-designed, next- generation, two-panel in- portrait ("2P") tracker systems Optimized for new technologies 	 Proprietary solutions to boost energy production, design projects and manage project portfolios 	 Includes site analysis, array design services, foundation development and other value- added capabilities 	Manufacturing	Partners Countries	31 12	
 • Industry-leading install speeds • Up to 6% project energy gain¹ • Exp add 		• Expert assistance, value- added services	'20 R '21 Ta	evenue: Irget Revenue ³ :	\$187m \$239-\$249m	









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- 1. As compared to Voyager systems without SunPath enhancement software
- 2. Cumulative since inception.
- 3. Target as of November 10, 2021.

What is a Solar Tracker?

Trackers significantly increase energy production by dynamically optimizing solar panel orientation to the sun throughout the day

Traditional Fixed-Tilt



× Fixed angle; sub-optimal exposure

FTC Solar Tracker



Variable angle; optimal exposure throughout the day

Tracker systems and advanced software yield, on average¹:

- ✓ 25% more energy
- ✓ 17% lower levelized cost of energy ("LCOE") compared to fixed-tilt mounting systems



The Advantages of 2P Trackers

FTC Solar is one of the largest U.S. provider of two-panel in-portrait (2P) trackers





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1. National Renewable Energy Laboratory

2. Competitor Research Study

Our Competitive Differentiation in Trackers





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Our Growth Roadmap



2017-1H'21

- ✓ Build strong team w/R&D, supply chain expertise
- ✓ Engineer solution to leapfrog market
- ✓ Penetrate U.S. market w/EPC focus
- ✓ Establish meaningful market share
- ✓ Build scalable infrastructure
- ✓ Launch next-gen large format solution
- ✓ Launch PV enhancement software
- ✓ Expand sales presence internationally

Near Term

- Continue to scale U.S. revenue
- Attract new customers & increase wallet share
- Expand pipeline internationally
- Leverage scale and improve margins
- Generate strong and consistent free cash flow growth

Medium to Long Term

Drive long-term

- Develop additional value-add products and services for customers
- Achieve further scale benefits in materials and corporate infrastructure
- Focus deployment of excess free cash flow on organic and inorganic growth



Global Supply Chain



*



Key Investment Highlights

A Technology Company With Differentiated Solutions...

- Industry-leading installation speeds (~40%) resulting in labor cost reductions
- One of largest U.S. providers of 2P trackers
- Proprietary software increases yields by up to 6%

A Unique Value Proposition Leading to Rapid Customer Adoption...

- Jan 1. contracted & awarded up 100% y/y to \$109m.
- November 9 contracted & awarded increased by \$752m YTD^{1.}
- Customers include Invenergy, Kiewit and D.E. Shaw

That is Well Positioned in Large and Growing TAM...

- Trackers growing 3x faster² than fixed-tilt
- Solar (\$220bn+ market in 2026 at a 20%+ CAGR from 2019³) growing as % of energy
- Favorable regulatory and political backdrop

With Multiple Growth Drivers...

- New U.S. customers and wallet share
- International growth
- Software, services expansion, innovation
- Operating leverage through scale

A Best-in-Class Financial Profile...

- Asset-light model leads to strong cash flow conversion
- 253% revenue growth (FY2020)
- Healthy balance sheet (no debt) to support organic and inorganic growth opportunities

And Experienced Leadership Team

- Management team comprised of experienced industry leaders
- Strong, independent board



1. November 9, 2021 contracted and awarded of \$692 million includes revenue remaining for delivery in 2021 and beyond, excludes reported 9mo'21 revenue.

Allied Market Research 2019 Solar Energy Market report.

3. IHS Markit 2020 Global PV Tracker Report.

FTC's Distinct Competitive Advantage

Triple Growth Multiplier Profitability & Cash Selling Generation \checkmark High and continued growth in ✓ **Profit Expansion:** ✓ FTC executives and Board solar market globally Lower steel content have significant experience (lowers cost) in pricing and cost Growth in tracker market \checkmark management **Construction savings** outpacing fixed tilt (supports higher ASP) ✓ Focused on software ✓ Growth in 2P is 3x faster **Differentiated software** solutions (supports higher ASP) than 1P* Low-cost headcount growth • ✓ Profitable revenue; no empty (lowers cost) calories

Higher

FTC is uniquely positioned to take advantage of EACH of these compounding growth drivers.

✓ Cash Generation:

- Asset-light model
- Increasing purchasing leverage
- **Efficient working capital**

Focused on Value Based

Dedicated to Shareholders

- We are employee and \checkmark founder-owned (no private equity or VC involvement)
- We value our shareholders \checkmark because we are shareholders ourselves



Our Commitment to ESG

Our Purpose

Our Strategy

We help accelerate the adoption of renewable solar energy by reducing the cost of construction, simplifying the installation process, and improving the energy yield of solar projects, helping the global transition away from fossil fuels

	Environmental	Social	Governance					
Today	Driving Annual Emissions Offsets ¹	Ensuring Employee Health & Safety	Committing to Our Core Values					
	3.3mm tons2,457 tons2,602 tons232 tonsCO2SO2NOxPM10✓ Making tracker design improvements to optimize land use and resiliency while reducing environmental impact	 Certified environmental and quality standards Increasing efficiency and safety by reducing the time, manpower, and materials needed for tracker installation 	Integrity Innovationand ensuring they are central to the way in Accountability Excellence which we do business					
Next Steps	Climate Change • Promote adoption of trackers as an emissions deterrent	Diversity & Inclusion D&I policy; equitable talent recruitment & retention 	Governance of ESG Board oversight; policies & procedures					
 Supply Chain Engage with responsible supply chain partners and establish a plan for sustainable sourcing 		Community Engagement Volunteerism, philanthropy & community impact 	Shareholder Engagement Ongoing dialogue with shareholders on ESG performance 					
	Our Commitment							

FTC Solar is committed to adopting policies and programs designed to improve our ability to deliver quantifiable improvement across ESG performance. We will use respected disclosure and reporting frameworks to provide updates to our key stakeholders on meaningful metrics, KPIs and goals.

Market Overview

The Emergence of the Solar Market

The solar energy industry has grown as its associated costs have decreased

40% of all new electric capacity added to the grid came from solar energy in 2019, representing the largest such share in history



Solar installation costs have dropped by more than 82%

Solar installations have grown at 49% per year, on average



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1. BNEF 2H 2020 LCOE Update report (excludes subsidies).

2. SEIA Solar Industry Research Data

Solar Market Poised for Sustained Growth

Solar energy is expected to continue to increase its penetration in the U.S. and globally

Estimated \$220bn+ market size in in 2026, growing at a CAGR of 20%+ from 2019¹



Cumulative Installed Solar Capacity (GW)²

The solar industry has and, we believe, will continue to benefit from many powerful drivers of continued growth, including:

- ✓ Continued innovation and cost competitiveness with fossil-fuels
- ✓ Governmental policies and regulations supporting renewables globally
- Corporate procurement of renewable energy

- ✓ Improvement in battery storage technology
- ✓ Continued development of newly renewable use cases
- ✓ Increased capital available for green investments



Allied Market Research 2019 Solar Energy Market report.
 BNEF 2020 New Energy Outlook.

The Solar Market is Transitioning to Trackers

Trackers are growing 3x faster than fixed-tilt and are still in early stages of ROW penetration



Total tracker market revenues in the Americas estimated to be \$1.8bn in 2020¹

...And Just Beginning ROW Penetration





Total tracker market revenues globally estimated to be \$2.6bn in 2020¹



Further Innovation Supports the Transition to Trackers...

	Monofacial to Bifacial Panels (Bifacial modules perform better on trackers)	1P to 2P Trackers (Bifacial perform even better on 2P than 1P)	Standard to Large Format Panels
Market Driver	~9% Gain in energy production	~2% Yield improvement on bifacial ^{2x Power Density}	30% Gain in energy production per module
		Fewer Piles + Less Land Required	
Market Share	~21% share ¹	~20% share ³	Emerging
Market Growth	Growing at 30%+ CAGR ² Expected to be 50% of market by 2024 ¹	3X faster than 1P	Expected to be 85%+ of market by 2024 ¹



L. PV Info Link

2. Wood Mackenzie - September 2019 Global Bifacial Module Market report, FTC Solar estimates

3. Wood Mackenzie – Global PV Tracker Landscape 2019 and FTC Solar Estimates

Technology & Positioning

FTC Solar 2P Solutions Offer Unique Advantages





All the Advantages of 2P – Design Flexibility & Panel Density (Illustrative Examples)



Note: Images depict renderings of solar module sites based on competitor's stated standard configurations and resulting module count. Actual results may differ.

All the Advantages of 2P – Site Accessibility



- ✓ 2X row spacing for equivalent panel density and ground coverage ratio
- ✓ Ease of vehicle access and mobility on site
- ✓ No physical barriers



Technical All Advantages

All the Advantages of 2P

Reduced Part Count DC Collections Advantage

Industry-Leading Install Speed High Slope Tolerance Performance Software



B Reduced Part Count (Illustrative examples)



Direct Current Collections Advantage



✓ More power collected on bifacial panels

Competitor Trackers

Unbalanced DC string architecture





Industry-Leading Install Speed and Low Labor Costs

FTC's reduced installation time, together with savings on materials due to our design methodologies, can result in <u>1.5-2.0 cents per watt</u> of cost savings for customers vs. leading 1P and 2P competitors¹

Labor is Significant (and Growing) Contributor to Total Project Cost ²



	FTC Solar (Voyager)	Competitor 1	Competitor 2	Competitor 3
Installation	2P	1P	2P	2P
Time ³	211	451	450	413
Special tools required?	No	Yes	Yes	Yes
# of Piles Required per MW	20-40% Fewer	-	-	-

32% reduction in average install Fewer tools \checkmark Integrated "speed slot" time in 2020 alone vs. 2019 module rail quickly retains Fewer connection points \checkmark and aligns panels Lean installation methods Patented panel connection features \checkmark **Technical** All the Advantages **Reduced Part** Industry-Leading Performance **DC Collections High Slope** of 2P Software Count **Install Speed** Tolerance Advantage Advantages **FTCSOLAR**

1. In the United States, Australia and parts of Europe. - 2020 Eclipse-M report, FTC Solar estimates. 2. Wood Mackenzie June 2020 3. Eclipse-M

High Slope Tolerance

FTC Solar tracker's slope tolerance is among best in the industry

- ✓ Independent row design allows for simple installation on undulating and irregular site boundaries
- ✓ Minimizes or eliminates land grading expense

Slope Tolerance for Undulating Terrains

	FTC Solar	Competitor A	Competitor B	Competitor C
Slope Tolerance ¹	17.5%	15%	15%	17%



Technical Advantages

All the Advantages of 2P

Reduced Part Count DC Collections Advantage

Industry-Leading Install Speed High Slope Tolerance Performance Software



1. Based on standard configurations

Performance Software



... Third party verified by Leidos. Diffuse light optimization, array level backtracking and bifacial yield optimization also currently in third party validation.

Intellectual Property Overview

Core US Patents	 Protect functional aspects of Voyager mounting and cleaning systems Patents issued include: Speed slot module attachment Different drive train architectures Synthetic resin bearings that can support North/South slopes Diffuse light backtracking Pending applications include: Terrain-based backtracking Partially and fully locked solutions using dampers Adaptive range-of-motion management for snow, sand, flood
Core nternational Patents	 Patents issued in Korea and Canada for Voyager solar generating apparatus with mounting, tracker and bearing assemblies Foreign patents pending in multiple countries, including on: Speed slot attachments, Different drive-train architectures, bearings Adaptive range-of-motion, terrain based back-tracking and diffuse-light back-tracking Partially and fully locked solutions using dampers
ther Patents	 Patents issued to protect functional aspects of SUNDAT solar design software Pending applications in China, India and Mexico Additional patents on multiple other technologies



Our Value Proposition is Being Recognized By Customers

- We have achieved proven growth in U.S., one of the most challenging global markets
- We see strong customer adoption, even in the early stages of our partnerships



Strong base of ~140 customers² support continued U.S. expansion



- 1. Solar Power World EPC ranking.
- 2. Includes tracker, software, and engineering customers





Prospective customer invited to FTC Solar's SolarTac research center in Colorado to see an actual Voyager tracker setup



Astute customer's depth of analysis into constructability - evaluating tracker on total cost (CapEx + construction) - revealed opportunity for significant cost savings advantage with FTC Solar trackers



Customer awards FTC Solar a several hundred MW project

Customer begins construction to validate assumptions with FTC Solar construction experts on site



Customer subsequently awards FTC Solar another several hundred MW project



Several potential additional projects with customer in pipeline

FTC Solar was selected by customer for first project due to constructability & overall project cost, while supporting higher tracker ASP.

Customer estimated millions of dollars in labor cost savings on the project due to FTC Solar trackers.





Multiple Growth Drivers for Further Upside





Broaden and Deepen Customer Relationships

Deepen Existing U.S. Customer Agreements	 Transition from single-project sales to multi-project Drive strong repeat business as a result of positive customer experiences
	Focus on larger and longer-term contracts with EPC contractors, solar asset owners and project developersContinue to develop and market value-additive products and services to maintain achieved market differentiation
Build New U.S. Customer Relationships	 Build out business development teams and undertake new marketing initiatives to drive awareness of our competitive advantages and superior solutions Leverage existing deep industry relationships to expand network and build new customer base
	Highlight strong product positioning (2P, bifacial optimized, early LFM support), software and engineering services to win new relationships
Expand to International Customers	 Drive pipeline growth through expanded marketing operations in Asia, the Middle East, North Africa and Australia Continue growing marketing footprint into Latin America, South Africa, Europe and other regions
	Already seeing traction in 2021 with international pipeline growth and wins in Australia
Growth Drivers	Market andBroaden and DeepenExpand ValueIncrease OperatingSector TailwindsCustomer Relationshipsper UnitLeverage through Scale

LAR

FTCSO

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Expand Value per Unit

Promote Multiple Related	• Expand high-margin, recurring revenue software opportunities that strengthen our customer relationships through additional engagement and service	Vield optimization	blar design
Software Solutions	<i>Our software solutions continue to provide significant incremental value to customers</i>	Image: state	40,000,000 35,000,000 30,000,000 25,000,000 30,000,000 25,000,000 1,500 1,500 1,500 10,000 1
Introduce New Products and Services	 Invest in applied research of advanced tracker materials and technologies to improve product hardware 	<i>Opportunity for addition engineering services, inven</i>	onal value-added services (e.g. tory staging and product upgrades)
Engage in a Disciplined M&A Strategy	 Evaluate strategic opportunities to expand product portfolio into complementary products and services 		
Growth Drivers	Market and Sector TailwindsBroaden and Deepen Customer RelationshipsExpan per	d Value Increase C Unit Leverage thr	ough Scale

Increase Operating Leverage Through Scale

	Nimble, flexible asset-light model can scale quickly – currently 8GW of annual capacity	
	Leverage scalable corporate infrastructure in the U.S.	Employee Distribution
Drive Operating Efficiency	Achieve additional purchasing leverage with scale	
	 ~40% of personnel is currently in low-cost regions Incremental headcount will be focused internationally and in lower-cost positions, tied to volume 	40% China & Othe
	Leverage our asset-light model and custom-built products to generate strong cash flow	
Support Growth with Strong Cash Generation	Business model does not require large factory expenditure or speculative inventory builds	60%
	Strong cash generation model supports future growth opportunities and return on invested capital	

Growth Drivers

Market and Sector Tailwinds

Broaden and Deepen Customer Relationships Expand Value per Unit

Increase Operating Leverage through Scale



Financial Overview

Contracted & Awarded Orders



Procurement process for trackers typically begins 12 months or more prior to delivery, creating strong visibility into pipeline and revenue



Strong Growth Trajectory, Business Momentum







Margin Improvement – Cost Roadmap

Example Initiatives/highlights

- Design to value initiatives that reduce material needed to produce Voyager tracker systems
 - Dynamic modeling to identify materials reduction opportunities
 - Design optimization to reduce manufacturing costs
 - R&D to improve damping capacity to reduce overall structure cost
- Procurement initiatives to optimize supply chain costs
 - Expand supplier base
 - Improve manufacturing efficiency
 - Avoidance of tariffs
- High volume manufacturing creates purchasing leverage as we continue to scale production, driven by steel and other components



Third Quarter & Recent Highlights

3Q revenue growth 6% q/q, 9mo. revenue up 18% y/y; Adjusted EBITDA toward high-end of guidance range

Added \$752 million to executed contracts and awarded orders YTD^{*}, including \$267 million since August 1

Announced 1.7GW tracker supply agreement with leading project developer

Awarded three new projects in Australia, including largest there to-date, and first two projects in Africa

Added fourth SunPath contract

Continue to expect strong ~30%-50% sequential revenue growth in fourth quarter

Q3 Financial Performance

(in thousands, except per share data and percentages)

		GAAP Non-GAAP									
	Three Months Ended September 30,										
	2021 2020 2021							2020			
Revenue	\$	52,989	\$	59,640	\$	52,989	\$	59,640			
Gross margin		-15.2%		4.8%	b	-14.5%		4.9%			
Operating expense	\$	14,732	\$	5,391	\$	8,377	\$	5,020			
Operating loss	\$	(22,771)	\$	(2,525)	\$	(16,090)	\$	(2,074)			
Net loss	\$	(22, 915)	\$	(2,840)	\$	(16,313)	\$	(2,172)			
Diluted EPS	\$	(0.24)	\$	(0.04)	\$	(0.17)	\$	(0.03)			



Outlook*

Fourth Quarter

\$ mil.	3Q'21 Actual	4Q'21 Guidance
Revenue	\$53.0	\$70.0- \$80.0
Non-GAAP Operating Expenses	\$8.4	\$9.0 - \$10.0
Adjusted EBITDA	(\$16.1)	(\$12.5 – \$16.5)

Fourth Quarter

- Expect significant increase in revenue relative to third quarter ~30%-50%.
- Anticipated logistics impact to fourth quarter is approximately \$3-\$5 million

Full year 2021

• This outlook would result in full-year revenue between \$239-\$249 million, representing growth of 27%-33% y/y



Simple Reasons to Invest

Gain exposure to the largest and most attractive part of the solar market...

With a Company expected to grow faster than its market while margins are improving...

And deliver strong returns for shareholders

- ✓ Ground-mount is the fastest-growing segment in the U.S. solar market
 - Solar has many powerful continued growth drivers
 - ✓ Faster and cheaper tracker to install, driving significant labor savings for customers
 - Compounding growth factors contribute to FTC's success
 - ✓ Solar growing as a % of power generation
 - \checkmark Trackers growing as a % of solar power
 - ✓ 2P growing as a % of trackers
 - ✓ Strong organic revenue growth
- ✓ Awarded and executed contracts growing at triple-digit rates
- ✓ Asset-light model

- Trackers support and enhance innovations in the solar industry, driving a continued decline in LCOE
- ✓ The competitive environment is mature, with significant barriers to entry
- ✓ International market is underpenetrated
- ✓ FTC has significant potential with new product and service opportunities
- Tracker gross margin expected to increase due to identified cost reduction initiatives
- \checkmark No debt on balance sheet
- ✓ Fast growth with scale benefits still ahead
- ✓ Strong ESG and renewable energy tailwind





Reconciliation of Non-GAAP Gross Margin and Operating Expense

The following table reconciles Non-GAAP Gross Margin for the three and nine months ended September 30, 2021 and 2020, respectively:

	Three Months Ended September 30,				Nine Months Ended September 30,			
		2021	2020		2021		2020	
GAAP gross profit (loss)	\$	(8,039)	\$	2,866	(23,970)	\$	8,464	
Stock-based compensation		342		80	7,571		244	
Other costs		-		-	460		-	
Non-GAAP gross profit (loss)		(7,697)		2,946	(15,939)		8,708	
Non-GAAP revenue	\$	52,989	\$	59,640	168,804	\$	143,173	
Non-GAAP gross margin		-14.5%		4.9%	<u>-9.4</u> %		6.1%	

The following table reconciles GAAP Operating Expense to Non-GAAP Operating Expense for the three and nine months ended September 30, 2021 and 2020, respectively:

	 Three Months Ended September 30,			Nine Months Ended September 30,			
	2021		2020		2021		2020
GAAP Operating expense	\$ 14,732	\$	5,391	\$	79,291	\$	14,051
Depreciation expense	(20)		(3)		(48)		(10)
Amortization of intangibles	-		-		-		(33)
Stock-based compensation	(5,039)		(369)		(50,960)		(1,138)
Other costs	 (1,296)	\$	-		(4,733)	\$	-
Non-GAAP Operating expense	\$ 8,377	\$	5,019	\$	23,550	\$	12,870



Reconciliation of Non-GAAP Operating Loss

The following table reconciles GAAP Operating Loss to Non-GAAP Operating Loss for the three and nine months ended September 30, 2021 and 2020, respectively:

	Three Months September	Ended 30.	Nine Months Ended September 30.		
	 2021	2020	2021	2020	
GAAP Operating loss	\$ (22,771) \$	(2,525)	\$ (103,262)	\$ (5,587)	
Depreciation expense	53	3	95	10	
Amortization of intangibles	-	-	-	33	
Stock-based compensation	5,381	449	58,531	1,382	
Other costs	1,247 \$	-	5,136	s -	
Non-GAAP Operating loss	\$ (16,090) \$	(2,073)	\$ (39,500)	\$ (4,162)	



Reconciliation of Net Loss to Adjusted EBITDA

The following table reconciles Net Loss to Adjusted EBITDA for the three and nine months ended September 30, 2020 and 2021, respectively:

	Three Mont	ths Ended	Nine Months Ended		
	 Septem	ber 30,	Septem	ber 30,	
	 2021	2020	2021	2020	
Net loss	\$ (22,915)	\$ (2,840)	\$ (82,707)	\$ (6,196)	
Income tax (benefit)	41	24	137	(115)	
Interest expense, net	128	70	227	303	
Depreciation expense	53	3	95	10	
Amortization of intangibles	—	—	—	33	
Amortization of debt issuance costs	173	—	288	_	
Stock-based compensation	5,381	449	58,531	1,382	
(Gain) loss on extinguishment of debt(a)	—	34	(790)	75	
(Gain) from disposal of equity investment	(210)	—	(20,829)	—	
Non-routine legal fees (b)	988	—	1,763	—	
Severance(c)	—	—	295	—	
Other costs(d)	270	—	3,135	—	
Loss from unconsolidated subsidiary(e)	 	186	354	345	
Adjusted EBITDA	\$ (16,091)	\$ (2,074)	\$ (39,500)	\$ (4,163)	

(a) The gain on extinguishment of debt for the nine months ended September 30, 2021 resulted from forgiveness of a loan under SBA's Paycheck Protection Program. See "Note -7 Debt and Other Borrowings".

(b) Represents legal fees incurred that were not ordinary or routine to the operations of the business.

(c) Represents severance accrued related to an agreement with an employee due to restructuring changes.

(d) Represents consulting fees in connection with operations and finance and other costs associated with our IPO and one-time CEO transition cost.

(e) Represents results of an entity that we do not consolidate, as our management excludes these results when evaluating our operating performance.



Reconciliation of Non-GAAP Net Loss

The following table reconciles Net Loss to Adjusted Non-GAAP Net Loss and Adjusted EPS for the three and nine months ended September 30, 2021 and 2020, respectively. All shares and per share amounts have been adjusted for a 8.25-for-1 share forward stock split which took effect on April 27, 2021:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2021		2020	2021	2020	
		(in thou	er share data)			
Net loss	\$	(22,915) \$	(2,840) \$	(82,707) \$	(6,196)	
Amortization of intangibles		_	_	_	33	
Amortization of debt issuance costs		173		288	_	
Stock-based compensation		5,381	449	58,531	1,382	
(Gain) loss on extinguishment of debt		—	34	(790)	75	
(Gain) from disposal of equity investment		(210)		(20,829)	_	
Non-routine legal fees		988		1,763	_	
Severance		_		295	_	
Other costs		270	_	3,135	_	
Loss from unconsolidated subsidiary		_	186	354	345	
Income tax expense of adjustments (a)		_	_	_	(3)	
Adjusted Non-GAAP net loss	\$	(16,313) \$	(2,171) \$	(39,960) \$	(4,364)	

Adjusted Non-GAAP net loss per share (<i>Adjusted</i>						
EPS)						
Basic	\$	(0.17) \$	(0.03) \$	(0.48) \$	(0.06)	
Diluted	\$	(0.17) \$	(0.03) \$	(0.48) \$	(0.06)	

Weighted-average Non-GAAP common shares outstanding:				
Basic	94,596,519	67,567,724	83,860,250	69,857,468
Diluted	94,596,519	67,567,724	83,860,250	69,857,468

(a) Represents incremental tax expense of adjustments made to reconcile Net Loss to Adjusted Non-GAAP Net Loss driven from loss from unconsolidated subsidiary.



Notes to Reconciliations of Non-GAAP Financial Measures

Notes to Reconciliations of Non-GAAP Financial Measures to Nearest Comparable GAAP Measures

We present Adjusted EBITDA, Adjusted Non-GAAP Net Loss and Adjusted EPS as supplemental measures of our performance. We define Adjusted EBITDA as net loss plus (i) income tax (benefit) or expense, (ii) interest expense, (iii) depreciation expense, (iv) amortization of intangibles, (v) amortization of debt issuance costs, (vi) stock-based compensation (vii) gain on extinguishment of debt, (viii) gain from disposal in equity investment, (ix) non-routine legal fees, (x) severance, (xi) other costs and (xii) loss from unconsolidated subsidiary. We define Adjusted Net Loss as net loss plus (i) amortization of intangibles, (ii) amortization of debt issuance costs (iii) stock-based compensation, (iv) gain on extinguishment of debt, (v) gain from disposal in equity investment, (vi) non-routine legal fees, (vii) severance, (viii) other costs, (ix) loss from unconsolidated subsidiary and (x) income tax expense of adjustments. Adjusted EPS is defined as Adjusted Non-GAAP Net Loss Per Share using the weighted average basic and diluted shares outstanding.

Adjusted EBITDA, Adjusted Non-GAAP Net Loss and Adjusted EPS are intended as supplemental measures of performance that are neither required by, nor presented in accordance with, U.S. generally accepted accounting principles ("GAAP"). We present Adjusted EBITDA, Adjusted Non-GAAP Net Loss and Adjusted EPS because we believe they assist investors and analysts in comparing our performance across reporting periods on an ongoing basis by excluding items that we do not believe are indicative of our core operating performance. In addition, we use Adjusted EBITDA, Adjusted Non-GAAP Net Loss and Adjusted EPS to evaluate the effectiveness of our business strategies.

Prior Quarter Adjustments

During the third quarter, the Company identified prior quarter errors related to basic and diluted earnings per share (EPS) calculation and overstated stock-based compensation. Although Management concluded these errors were not material to the prior quarter interim financial statements, the Company is correcting these errors by revising the previously issued unaudited consolidated financial statements as of June 30, 2021 and presenting the effect of the revision adjustment for the three and six months ended June 30, 2021. References herein to prior quarter net loss has been revised to reflect the decrease of \$3.4 million in stock-based compensation and the increase of \$0.09 in earnings per share. (*See Footnote 2 to our unaudited consolidated financial statements included in our filing of our Q3 Quarterly Report on Form 10-Q.*)

