

# Fourth Quarter and Full Year 2023

## *Financial Results & Business Update*

*March 2024*

# Disclaimer

**Forward-Looking Statements:** This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical fact, contained in this presentation are forward-looking statements, including, but not limited to, any statements regarding our expectations of plans, business strategies, objectives and growth and anticipated financial and operational performance. The words “predict,” “estimated,” “anticipates,” “believes,” “estimates,” “expects,” “intends,” “may,” “plans,” “projects,” “will,” “would,” “continue,” and similar expressions or the negatives thereof are intended to identify forward looking statements. These forward looking statements represent our current reasonable expectations and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance and achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. We cannot guarantee the accuracy of the forward-looking statements, and you should be aware that results and events could differ materially and adversely from those contained in the forward looking statements due to a number of factors including, but not limited to: Bitcoin Depot’s ability to successfully realize the expected benefits of the business combination; Bitcoin Depot’s management’s; Bitcoin Depot’s ability to operate in existing markets or expand into new jurisdictions; Bitcoin Depot’s ability to manage its growth effectively; Bitcoin Depot’s ability to continue to operate in states where it has obtained the requisite licenses to the extent that the laws and regulations of such states clearly indicate that a license is required or where state regulators have advised it that it needs a license to operate; Bitcoin Depot’s ability to manage regulatory uncertainty in the cryptocurrency industry and maintain positive relationships with federal and state regulators; Bitcoin Depot’s dependence on key business relationships with certain key suppliers of Bitcoin; Bitcoin Depot’s dependence on, and ability to maintain, key business relationships with store locations for its kiosks and franchise locations, and related supplies, programs, and technologies for its business on acceptable terms; the negative impact on Bitcoin Depot’s future results of operations of the unknown potential growth rate and demand for Bitcoin kiosks and by the slow adoption of cryptocurrency; Bitcoin Depot’s heavy dependency on its ability to win, maintain and renew contracts with store location partners; unfavorable macroeconomic conditions or decreased discretionary spending due to other factors such as increased interest rates, increased inflation, high fuel rates, recessions, epidemics or other public health issues, terrorist activity or threat thereof, civil unrest or other economic or political uncertainties, that could adversely affect Bitcoin Depot’s business, results of operations, cash flows and financial conditions; Bitcoin Depot’s ability to obtain debt financing or refinance existing indebtedness on satisfactory terms, liquidity and trading of Bitcoin Depot’s public securities; and other risks and uncertainties indicated from time to time in documents filed or to be filed with the Securities and Exchange Commission (“SEC”).

Accordingly, forward-looking statements, including any projections or analyses, should not be viewed as factual and should not be relied upon as an accurate prediction of future results. The forward-looking statements contained in this presentation are based on our current expectations and beliefs concerning future developments and their potential effects on Bitcoin Depot. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control), or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, those factors described or referenced in Bitcoin Depot’s Quarterly Reports on Form 10-Q, filed with the SEC on November 14, 2023 (the “Quarterly Report”) under the heading “Risk Factors,” and other documents of Bitcoin Depot filed, or to be filed, from time to time with the SEC. This presentation should be read in conjunction with the annual report for 2023 when filed on Form 10-K.

Except as required by law, we do not undertake publicly to update or revise these statements, even if experience or future changes make it clear that any projected results expressed in this or other presentations or future quarterly reports, or company statements, will not be realized. In addition, the inclusion of any statement in this presentation does not constitute an admission by us that the events or circumstances described in such statement are material. We qualify all of our forward-looking statements by these cautionary statements. In addition, the industry in which we operate is subject to a high degree of uncertainty and risk due to a variety of factors including those described or referenced in the Quarterly Report under the heading “Risk Factors,” and other documents of Bitcoin Depot filed, or to be filed, from time to time with the SEC. These and other factors could cause our results to differ materially from those expressed in this presentation.

**Industry and Market Data:** Unless otherwise indicated, information contained in this presentation concerning our industry and the markets in which we operate, including our general expectations and market position, market opportunity, and market size, is based on information from various third-party sources (which we have not independently verified for accuracy or completeness), on assumptions that we have made that are based on those data and other similar sources, and on our knowledge of the markets for our services. This information includes a number of assumptions and limitations, and you are cautioned not to give undue weight to such information. The independent auditors of Bitcoin Depot have not audited, reviewed, compiled or performed any procedures with respect to the projections for the purpose of their inclusion in this presentation, and accordingly, they have expressed no opinion and have not provided any other form of assurance with respect thereto for the purpose of this presentation. In addition, projections, assumptions, and estimates of our future performance and the future performance of the industry in which we operate are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described or referenced in Bitcoin Depot’s Annual Report under the heading “Risk Factors,” and other documents of Bitcoin Depot filed, or to be filed, from time to time with the SEC. These and other factors could cause results to differ materially from those expressed in the estimates made by third parties and by us.

**Use of Non-GAAP Financial Measures:** This presentation includes non-GAAP financial measures, including, but not limited to, Adjusted EBITDA, Adjusted Gross Profit and certain ratios and other metrics derived therefrom. We define Adjusted EBITDA (a non-GAAP financial measure) as net income before interest expense, tax expense, depreciation and amortization, non-recurring expenses, stock-based compensation, expenses related to PIPE financing and miscellaneous cost adjustments. We define Adjusted Gross Profit as revenue less cost of revenue (excluding depreciation and amortization) and depreciation and amortization adjusted to add back depreciation and amortization. Management believes that these non-GAAP measures of financial results enhance the understanding of Bitcoin Depot’s underlying drivers of profitability and trends in Bitcoin Depot’s business and facilitate company-to-company and period-to-period comparisons, because these non-GAAP financial measures exclude the effects of certain non-cash items or represent items that are unrelated to core performance. Management also believes that these non-GAAP financial measures are used by investors, analysts and other interested parties as measures of financial performance and to evaluate Bitcoin Depot’s ability to fund capital expenditures, service debt obligations and meet working capital requirements. However, these measures should not be considered in isolation or as an alternative to net income, cash flows from operations or other measures of profitability, liquidity or performance under GAAP. You should be aware that Bitcoin Depot’s presentation of these measures may not be comparable to similarly-titled measures used by other companies. See the slides entitled “Reconciliation of Non-GAAP Measures” on pages 16 and 17 for additional information.

# Q4-2023 and Full Year Summary Highlights

## Fourth Quarter and Full Year 2023 Summary Highlights

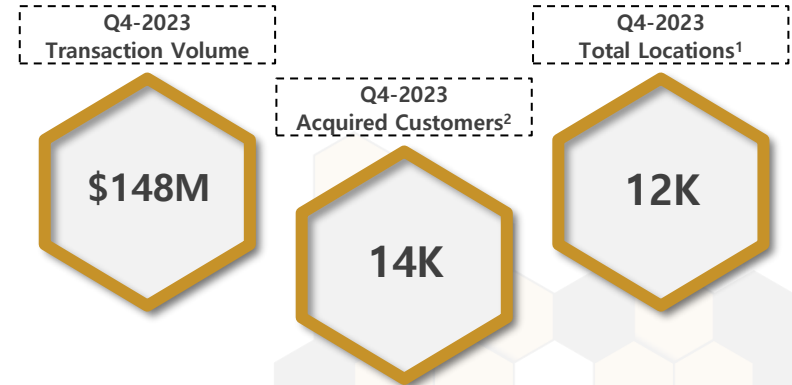
- Total Q4 Revenue of \$148.4M, down (1%) QoQ Q4 23 compared to Q4 22, despite having 3% less kiosks operating in Q4 23.
- Q4 Net income of (\$1.5M), down (184%) QoQ Q4 23 compared to Q4 22
- Q4 Adjusted EBITDA (non-GAAP) of \$9.0M, down (21%) QoQ Q4 23 compared to Q4 22
- Decreased Adjusted EBITDA and Increased Adjusted Gross Profit Margin %'s (non-GAAP)
- Total full year 2023 Revenue of \$689.0M up 7% YOY
- Due to kiosk optimization plan, on average we had 5% fewer kiosks in service during 2023 than 2022.
- 2023 Net income of \$1.6M, down (54%) YoY
- 2023 Adjusted EBITDA (non-GAAP) of \$56.4M, up 37% YoY
- Improved Adjusted EBITDA and Adjusted Gross Profit Margin %'s (non-GAAP)

## Bitcoin Depot Continues to Optimize its Footprint...

- **6,339 kiosk** locations as of end of Q4-2023
- Current active locations in **49 U.S. states** and **10 Canadian provinces**
- Existing partnerships with **35 major national and regional retailers**



## Q4-2023 Performance Highlights



<sup>1</sup> Includes 6,339 kiosk locations and 5,681 BDCheckout locations as of 12/31/23

<sup>2</sup> Customers who complete a transaction for the first time, tracked by verified phone number

# Performance at a Glance

- In the Q4-2023 period, Bitcoin Depot continued to fortify its industry-leading position with sustained strength in customer traffic and spend metrics
  - \$148 M transaction volume
- Bitcoin Depot continues to optimize its footprint having signed a new exclusive retail partnership with **Jacksons Food Stores**, a nationally recognized chain of more than 300 convenience stores



Total Historical Transacted Volume<sup>1</sup>



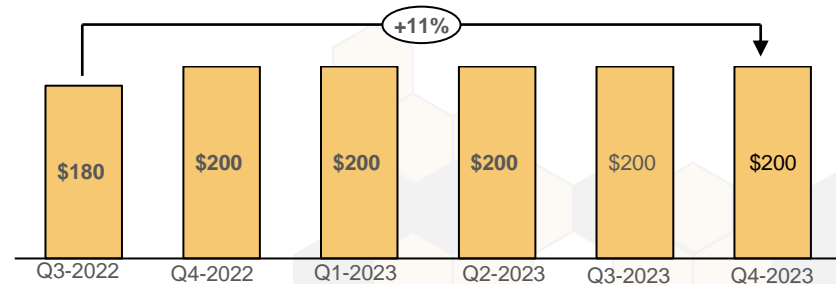
Total Historical Transactions<sup>1</sup>



## Bitcoin Depot Continues to Secure Leading Partnerships<sup>2</sup>

- *Circle K*
- *Jacksons Food Stores*
- *GetGo Cafe + Market*
- *Delek*
- *Gas Express*

## Median Kiosk Transaction Size Trend (\$USD)

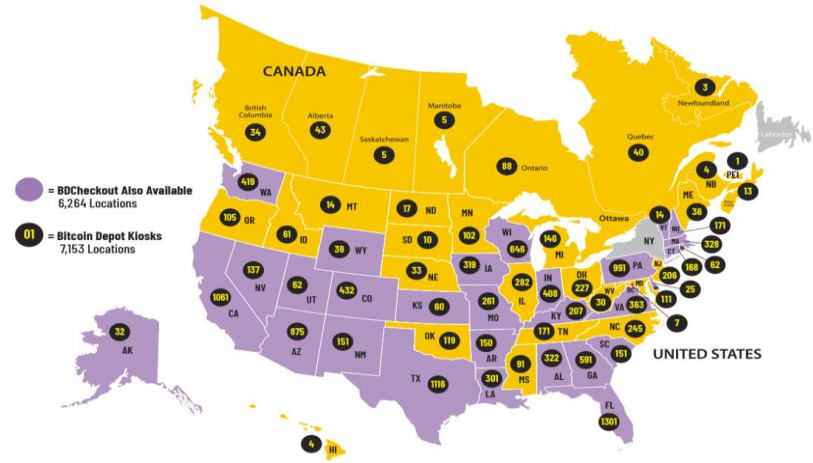


# Market Share & Product Update

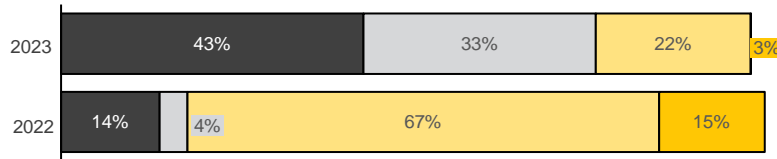
• Bitcoin Depot continues to expand and strengthen its presence in numerous product categories, as of the end of Q4-2023 the Company operated in:

- **6,339** kiosk locations
- **5,681** BDCheckout locations
- **70+** BTM operators continue to utilize Bitaccess, a software suite for Bitcoin ATM operators offered by Bitcoin Depot

BTM's we operate by U.S. state and Canadian province as of March 11, 2024

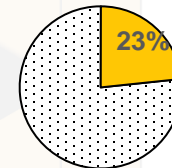


## Full Year 2023 Disaggregation of Non-Kiosk or OTC Revenue Streams<sup>2</sup>



	\$'000	2023	2022
BD Checkout		1,149	692
Company Website		879	173
Software Transaction Revenue		575	3,185
Hardware Revenue		50	735
<b>Total</b>		<b>2,653</b>	<b>4,785</b>

## Bitcoin Depot Maintains Industry-Leading Market Share<sup>1</sup>

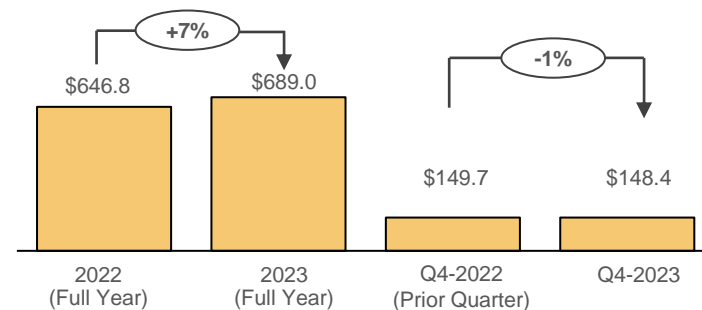


<sup>1</sup> North America market share per Coin ATM Radar measured by kiosk count as of 12/31/2023; <sup>2</sup> In the periods presented, kiosk transaction revenue represented greater than 99% of total revenue, this graphic presents the disaggregation of other revenue streams excluding kiosk transaction revenue. These percentages are the disaggregation of non-kiosk revenue as a percentage of total non-kiosk revenue. Excludes revenues associated with OTC which was closed in 2022.

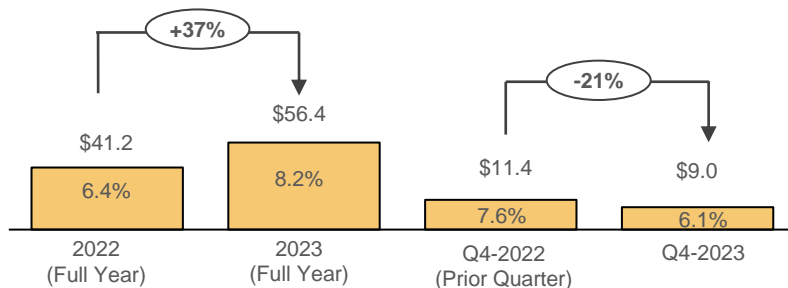
# Financial Update – Revenue & Profitability

- Full year 2023 revenue of \$689.0M, up 7% as compared to 2022.
- Q4 revenue of \$148M decreased -1% as compared to Q4-2022, decreased.
- Full year 2023 Adjusted EBITDA increased 37% to \$56.4M compared to \$41.2M in 2022
- Q4 Adjusted EBITDA decreased -21% YoY
- Full year 2023 Adjusted Gross Profit increased 39% to \$100.3M compared to \$72.3M in 2022
- Q4 Adjusted gross profit margin improved by 9% YoY<sup>1</sup>

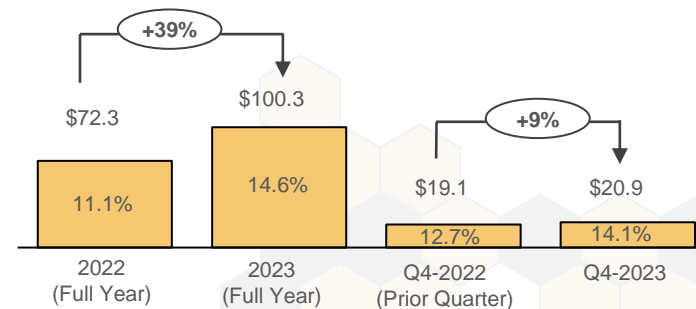
## Total Revenue (\$M)



## Adjusted EBITDA (\$M) & Adjusted EBITDA Margin %<sup>1</sup>



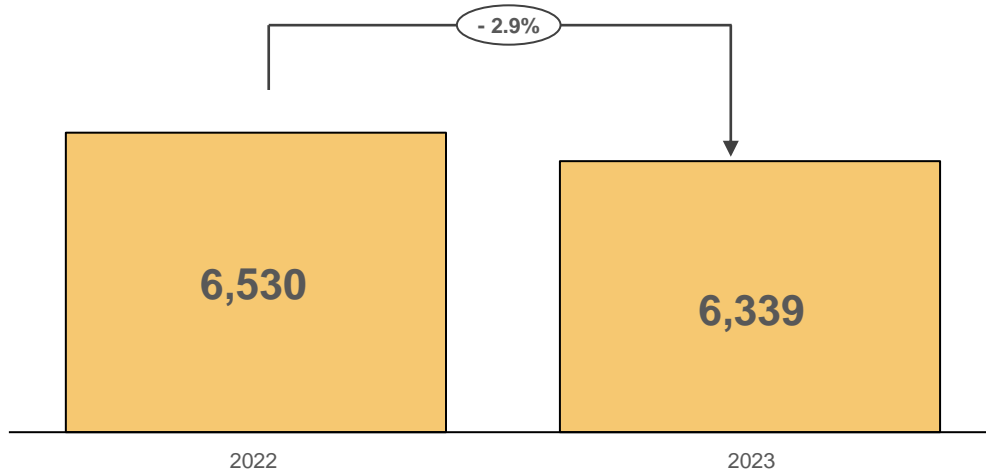
## Adjusted Gross Profit (\$M) & Adjusted GP Margin %<sup>1</sup>



<sup>1</sup> Non-GAAP measures, see Appendix for associated calculation

# Kiosk Update

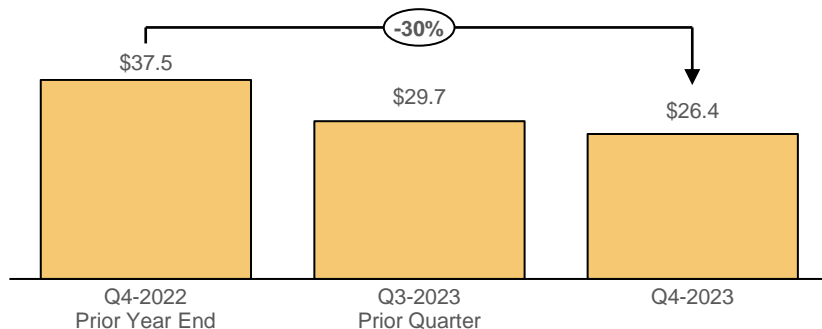
- At December 31, 2023 there were 6,339 Kiosks installed, compared to 6,530 at December 31, 2022. Based on our optimization of kiosk placement, we had 3% less kiosks in operation at the end of year 2023 compared to the number of kiosks at the end of year 2022.



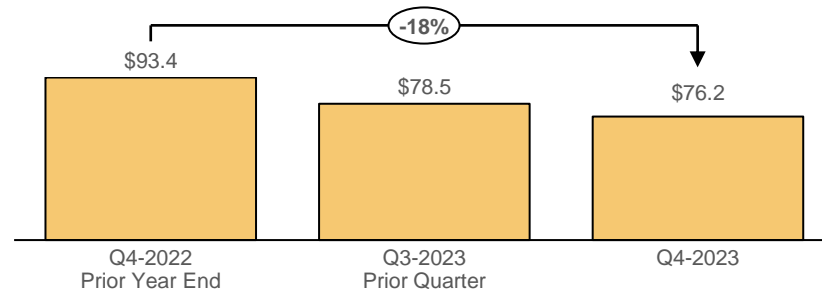
# Financial Update – Balance Sheet

- The total Cash and Cash Equivalents decrease from the year ended 2022 was largely driven by the refinancing of the Company's term loan facility, continued paydown of finance leases, and distributions associated with the closing of the Company's merger.
- Positive operating cash flow of \$36M was offset by \$45M in cash expenditures from financing, mainly related to the aforementioned items.

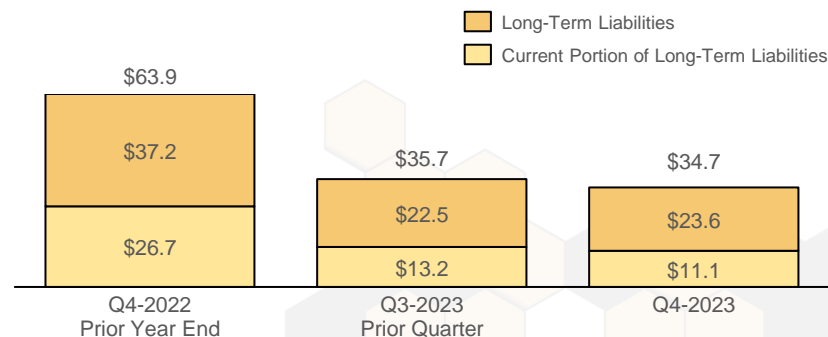
## Total Cash & Cash Equivalents (\$M)



## Total Assets (\$M)



## Total Long-Term Liabilities (Current and Long-Term Portion) (\$M)<sup>1</sup>



<sup>1</sup> Includes current and long-term portion of Notes Payable, Operating Lease Liabilities, and Obligations under Finance Leases



# Financial Update – Share Capitalization

## Total Share Capitalization <sup>1</sup>

<u>Stock Class</u>	<u>Total Shares Outstanding (Fully Diluted)</u>
Class A	13,551,047
Series A Convertible Preferred	3,125,000
Class V	44,100,000
<b>Total Shares</b>	<b>60,776,047</b>
<b><u>Potentially Dilutive</u></b>	
Class E-1	358,587
Class E-2	358,587
Class E-3	358,587
Public Warrants	31,625,000
Private Placement Warrants	12,223,750
BT HoldCo Earnout	15,000,000
RSU's	1,352,145
<b>Total Potential Dilutive</b>	<b>61,276,656</b>
<b>Total Shares Outstanding (Fully Diluted)</b>	<b>122,052,703</b>

## Potential Dilutive Share Detail

- **Class E-1, E-2, and E-3** – Subject to vesting at \$12, \$14, and \$16 share price thresholds, respectively
- **Restricted Stock Units** – Subject to vesting over various service periods
- **Public Warrants** – Exercise price at \$11.50 per share
- **Private Warrants** – Exercise price at \$11.50 per share
- **BT HoldCo Earnout** – All classes subject to vesting at \$12, \$14, and \$16 share price thresholds, respectively. Units consist of three classes;
  - Class 1: 5mm shares
  - Class 2: 5mm shares
  - Class 3: 5mm shares



# 2024 Key Initiatives

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- **Assessment of M&A within the Bitcoin ATM industry**
- **Continuing to relocate our kiosks to optimize performance**
- **Expanding BDCheckout Locations**
- **Signing new retail partners for kiosk expansion**



# Appendix



# Consolidated Balance Sheets – Assets

	(in thousands, except share and per share amounts)	
	As of December 31,	
	2023	2022
	(unaudited)	
<b>Assets</b>		
Current:		
Cash and cash equivalents	\$ 26,388	\$ 37,540
Cryptocurrencies	712	540
Accounts receivable, net	245	263
Prepaid expenses and other current assets	6,538	2,015
Total current assets	33,883	40,358
Property and equipment:		
Furniture and fixtures	635	618
Leasehold improvements	172	172
Kiosk machines - owned	24,222	15,234
Kiosk machines - leased	20,524	36,591
Vehicles	—	17
Total property and equipment	45,553	52,632
Less: accumulated depreciation	(20,699)	(13,976)
Total property and equipment, net	24,854	38,656
Intangible assets, net	3,836	5,351
Goodwill	8,717	8,717
Operating lease right-of-use assets, net	484	302
Deposits	412	17
Deferred tax assets	4,027	—
<b>Total assets</b>	<b>\$ 76,213</b>	<b>\$ 93,401</b>

# Consolidated Balance Sheets – Assets

(in thousands, except share and per share amounts)

	September 30, 2023 (unaudited)
<b>Assets</b>	
Current:	
Cash and cash equivalents	\$ 29,666
Cryptocurrencies	795
Accounts receivable, net	332
Prepaid expenses and other current assets	4,826
Total current assets	35,619
Property and equipment:	
Furniture and fixtures	635
Leasehold improvements	172
Kiosk machines - owned	15,617
Kiosk machines - leased	30,781
Vehicles	—
Total property and equipment	47,205
Less: accumulated depreciation	(19,860)
Total property and equipment, net	27,345
Intangible assets, net	4,218
Goodwill	8,717
Operating lease right-of-use assets, net	524
Deposits	461
Deferred tax assets	1,582
<b>Total assets</b>	<b>\$ 78,466</b>



# Consolidated Balance Sheets – Liabilities & Equity

(in thousands, except share and per share amounts)	As of December 31,	
	2023	2022
	(unaudited)	
<b>Liabilities and Stockholders' Equity and Member's Equity</b>		
Current:		
Accounts payable	\$ 8,320	\$ 8,119
Accrued expenses and other current liabilities	19,745	11,309
Note payable	3,985	8,050
Income taxes payable	2,272	647
Deferred revenue	297	19
Operating lease liabilities, current portion	319	228
Current installments of obligations under finance leases	6,801	18,437
Other tax payable	700	—
Total current liabilities	\$ 42,439	\$ 46,809
Long-term liabilities		
Note payable, non-current	17,101	29,522
Operating lease liabilities, non-current	279	247
Obligations under finance leases, non-current	2,848	6,140
Deferred income tax, net	805	1,239
Tax receivable agreement liability	2,582	—
<b>Total Liabilities</b>	<b>\$ 66,054</b>	<b>\$ 83,957</b>
<b>Commitments and Contingencies (Note 22)</b>		
<b>Stockholders' Equity and Member's Equity</b>		
Series A Preferred Stock, \$0.0001 par value; 50,000,000 authorized, 3,125,000 shares issued and outstanding, at December 31, 2023	—	—
Class A common stock, \$0.0001 par value; 800,000,000 authorized, 13,671,691 shares issued, and 13,551,047 shares outstanding at December 31, 2023	1	—
Class B common stock, \$0.0001 par value; 20,000,000 authorized, no shares issued and outstanding at December 31, 2023	—	—
Class E common stock, \$0.0001 par value; 2,250,000 authorized, 1,075,761 shares issued and outstanding at December 31, 2023	—	—
Class M common stock, \$0.0001 par value; 300,000,000 authorized, no shares issued and outstanding at December 31, 2023	—	—
Class O common stock, \$0.0001 par value; 800,000,000 authorized, no shares issued and outstanding at December 31, 2023	—	—
Class V common stock, \$0.0001 par value; 300,000,000 authorized, 44,100,000 shares issued and outstanding at December 31, 2023	4	—
Treasury stock	(279)	—
Additional paid-in capital	17,933	—
Retained earnings (accumulated deficit)	(30,991)	—
Equity attributed to Legacy Bitcoin Depot	—	7,396
Accumulated other comprehensive loss	(203)	(182)
<b>Total Stockholders' Equity (Deficit) and Equity Attributable to Legacy Bitcoin Depot</b>	<b>\$ (13,535)</b>	<b>\$ 7,214</b>
Equity attributable to non-controlling interests	23,694	2,230
<b>Total Stockholders' Equity and Member's Equity</b>	<b>\$ 10,159</b>	<b>\$ 9,444</b>
<b>Total Liabilities and Stockholders' Equity and Member's Equity</b>	<b>\$ 76,213</b>	<b>\$ 93,401</b>

# Consolidated Balance Sheets – Liabilities & Equity

(in thousands, except share and per share amounts)

	September 30, 2023 (unaudited)
<b>Liabilities and Stockholders' Equity and Member's Equity</b>	
Current:	
Accounts payable	\$ 7,643
Accrued expenses	23,349
Note payable	1,868
Income taxes payable	1,627
Deferred revenue	68
Operating lease liabilities, current portion	267
Current installments of obligations under finance leases	11,094
Derivative liabilities	2,701
Other tax payable	795
<b>Total current liabilities</b>	<b>\$ 49,412</b>
Long-term liabilities	
Note payable, non-current	16,848
Operating lease liabilities, non-current	393
Obligations under finance leases, non-current	3,991
Deferred income tax, net	482
Tax receivable agreement liability	754
<b>Total Liabilities</b>	<b>\$ 71,880</b>
<b>Commitments and Contingencies (Note 22)</b>	
<b>Stockholders' Equity and Member's Equity</b>	
Series A Preferred Stock, \$0.0001 par value; 50,000,000 authorized, 3,475,000 shares issued and outstanding, at September 30, 2023	—
Class A common stock, \$0.0001 par value; 800,000,000 authorized, 13,183,691 shares issued and outstanding at September 30, 2023	1
Class B common stock, \$0.0001 par value; 20,000,000 authorized, no shares issued and outstanding at September 30, 2023	—
Class E common stock, \$0.0001 par value; 2,250,000 authorized, 1,075,761 shares issued and outstanding at September 30, 2023	—
Class M common stock, \$0.0001 par value; 300,000,000 authorized, no shares issued and outstanding at September 30, 2023	—
Class O common stock, \$0.0001 par value; 800,000,000 authorized, no shares issued and outstanding at September 30, 2023	—
Class V common stock, \$0.0001 par value; 300,000,000 authorized, 44,100,000 shares issued and outstanding at September 30, 2023	4
Stock subscription receivable	(5,609)
Additional paid-in capital	16,302
Retained earnings (accumulated deficit)	(24,337)
Equity attributed to Legacy Bitcoin Depot	—
Accumulated other comprehensive loss	(203)
<b>Total Stockholders' Equity (Deficit) and Equity Attributable to Legacy Bitcoin Depot</b>	<b>\$ (13,862)</b>
Equity attributable to non-controlling interests	20,448
<b>Total Stockholders' Equity and Member's Equity</b>	<b>\$ 6,586</b>
<b>Total Liabilities and Stockholders' Equity and Member's Equity</b>	<b>\$ 78,466</b>



# Consolidated Statements of Income and Comprehensive Income

	(in thousands, except share and per share amounts)		Three Months Ended	
	Year ended December 31,		December 31,	
	2023	2022	2023	2022
	(unaudited)		(unaudited)	
Revenue	\$ 688,967	\$ 646,830	\$ 148,406	\$ 149,663
Cost of revenue (excluding depreciation and amortization)	588,637	574,535	127,550	130,596
Operating expenses:				
Selling, general, and administrative	57,046	36,991	13,801	10,369
Depreciation and amortization	12,788	18,783	3,234	4,418
Total operating expenses	\$ 69,834	\$ 55,774	\$ 17,035	\$ 14,787
<b>Income from operations</b>	<b>\$ 30,496</b>	<b>\$ 16,521</b>	<b>\$ 3,821</b>	<b>\$ 4,280</b>
Other (expense) income:				
Interest (expense)	(11,926)	(12,318)	(1,806)	(3,164)
Other (expense) income	(16,629)	118	(2,605)	(85)
(Loss) gain on foreign currency transactions	(289)	(380)	76	(304)
Total other (expense)	\$ (28,844)	\$ (12,580)	\$ (4,335)	\$ (3,553)
<b>Income before provision for income taxes and non-controlling interest</b>	<b>1,652</b>	<b>3,941</b>	<b>(514)</b>	<b>727</b>
Income tax benefit (expense)	(8)	(395)	(985)	(1,254)
<b>Net income</b>	<b>\$ 1,644</b>	<b>\$ 3,546</b>	<b>\$ (1,499)</b>	<b>\$ (527)</b>
Net income attributable to Legacy Bitcoin Depot unit holders	12,906	3,980	—	(281)
Net income (loss) attributable to non-controlling interest	13,169	(434)	5,138	114
Net (loss) attributable to Bitcoin Depot Inc.	\$ (24,431)	\$ -	\$ (6,637)	\$ -
<b>Other comprehensive income (loss), net of tax</b>				
Net income	\$ 1,644	\$ 3,546	\$ (1,499)	\$ (527)
Foreign currency translation adjustments	66	(110)	—	293
Total comprehensive income	\$ 1,710	\$ 3,436	\$ (1,499)	\$ (234)
<b>Comprehensive income attributable to Legacy Bitcoin Depot unit holders</b>	<b>12,885</b>	<b>3,870</b>	<b>—</b>	<b>(349)</b>
<b>Comprehensive income (loss) attributable to non-controlling interest</b>	<b>13,256</b>	<b>(434)</b>	<b>5,138</b>	<b>114</b>
<b>Comprehensive loss attributable to Bitcoin Depot Inc.</b>	<b>\$ (24,431)</b>	<b>\$ -</b>	<b>\$ (6,637)</b>	<b>\$ -</b>



# Reconciliation of Non-GAAP Financial Measures – Adjusted EBITDA

The following table presents a reconciliation of net income to Adjusted EBITDA for the periods indicated:

<i>(in thousands)</i>	Year Ended December 31,		Three Months Ended	Three Months Ended
	December 31,		December 31,	December 31,
	2023	2022	2023	2022
	(unaudited)		(unaudited)	
Net income	\$ 1,644	\$ 3,546	\$ (1,499)	\$ (527)
Adjustments:				
Interest expense	11,926	12,318	1,806	3,164
Income tax (benefit) expense	8	395	985	1,254
Depreciation and amortization	12,788	18,783	3,234	4,418
Expense related to the PIPE transaction (1)	14,785	—	2,504	—
Non-recurring expenses (2)	9,298	4,879	308	1,907
Stock based compensation	2,523	1,230	2,523	1,230
Special bonus (3)	3,040	—	(875)	—
Expenses associated with the termination of the phantom equity participation plan	350	—	—	—
Adjusted EBITDA	<u>\$ 56,362</u>	<u>\$ 41,151</u>	<u>\$ 8,986</u>	<u>\$ 11,446</u>
Adjusted EBITDA margin (4)	8.2%	6.4%	6.1%	7.6%

- (1) Amounts include the recognition of a non-cash expense of \$14.8 million and \$2.5 million related to the PIPE transaction, entered into as of close of the Merger on June 30, 2023, for the twelve and three months ended December 31, 2023, respectively.
- (2) Comprised of non-recurring professional services.
- (3) Amount includes (A) Transaction bonus and related taxes to employees of approximately \$1.4 million and (B) Founder Transaction bonus as a result of close of the Merger, of approximately \$1.6 million for the year ended December 31, 2023.
- (4) Adjusted EBITDA margin is defined as Adjusted EBITDA divided by revenue. The Company uses this measure to evaluate its overall profitability.

We define Adjusted EBITDA (a non-GAAP financial measure) as net income before interest expense, tax expense, depreciation and amortization, non-recurring expenses and miscellaneous cost adjustments. The above items are excluded from Adjusted EBITDA because these items are non-cash in nature, or because the amount and timing of these items is unpredictable, not driven by core results of operations and renders comparisons with prior periods and competitors less meaningful. We believe Adjusted EBITDA provides useful information to investors and others in understanding and evaluating our results of operations, as well as provides a useful measure for period-to-period comparisons of our business performance. Moreover, we have included Adjusted EBITDA in this presentation because it is a key measurement used internally by management to make operating decisions, including those related to operating expenses, evaluate performance and perform strategic and financial planning. However, you should be aware that when evaluating Adjusted EBITDA, we may incur future expenses similar to those excluded when calculating these measures. The presentation of this measure should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. Further, this non-GAAP financial measure should not be considered in isolation from, or as a substitute for, financial information prepared in accordance with U.S. GAAP. We compensate for these limitations by relying primarily on U.S. GAAP results and using Adjusted EBITDA on a supplemental basis. Our computation of Adjusted EBITDA may not be comparable to other similarly titled measures computed by other companies because not all companies calculate this measure in the same fashion. You should review the reconciliation of net income to Adjusted EBITDA above and not rely on any single financial measure to evaluate our business.

# Reconciliation of Non-GAAP Financial Measures – Adjusted Gross Profit

<i>(in thousands)</i>	Year Ended December 31,		Three Months Ended	Three Months Ended
	December 31,		December 31,	December 31,
	2023	2022	2023	2022
	(unaudited)		(unaudited)	
Revenue	\$ 688,967	\$ 646,830	\$ 148,406	\$ 149,663
Cost of revenue (excluding depreciation and	(588,637)	(574,535)	(127,550)	(130,596)
Depreciation and amortization excluded from cost of revenue	(12,455)	(18,783)	(2,901)	(4,418)
Gross Profit	\$ 87,875	\$ 53,512	\$ 17,955	\$ 14,649
<b>Adjustments:</b>				
Depreciation and amortization excluded from cost of revenue	\$ 12,455	\$ 18,783	\$ 2,901	\$ 4,418
Adjusted Gross Profit	\$ 100,330	\$ 72,295	\$ 20,856	\$ 19,067
Gross Profit Margin (1)	12.8%	8.3%	12.1%	9.8%
Adjusted Gross Profit Margin (1)	14.6%	11.2%	14.1%	12.7%

1) Calculated as a percentage of revenue.

We define Adjusted Gross Profit (a non-GAAP financial measure) as revenue less cost of revenue (excluding depreciation and amortization) and depreciation and amortization adjusted to add back depreciation and amortization. We believe Adjusted Gross Profit provides useful information to investors and others in understanding and evaluating our results of operations, as well as provides a useful measure for period-to-period comparisons of our business performance. Moreover, we have included Adjusted Gross Profit in this presentation because it is a key measurement used internally by management to measure the efficiency of our business. This non-GAAP financial measure should not be considered in isolation from, or as a substitute for, financial information prepared in accordance with U.S. GAAP. We compensate for these limitations by relying primarily on U.S. GAAP results and using Adjusted Gross Profit on a supplemental basis. Our computation of Adjusted Gross Profit may not be comparable to other similarly titled measures computed by other companies because not all companies calculate this measure in the same fashion. You should review the reconciliation of Gross Profit to Adjusted Gross Profit above and not rely on any single financial measure to evaluate our business.