

November 22, 2021



Fathom Holdings Announces Closing of Underwritten Public Offering of Common Stock

CARY, N.C., Nov. 22, 2021 /PRNewswire/ --**Fathom Holdings Inc. (Nasdaq: FTHM)**, [a national, technology-driven, end-to-end real estate services platform](#) integrating residential brokerage, mortgage, title, insurance, and SaaS offerings for brokerages and agents, today announced the closing of its previously announced underwritten public offering of 1,750,000 shares, inclusive of 350,000 secondary shares, of its common stock at a price to the public of \$25.00 per share (the "Offering").



The Company also granted the underwriters of the Offering a 45-day option to purchase up to an additional 15% of the shares of common stock offered in the underwritten public offering on the same terms and conditions. After the underwriting discount, the Company received net proceeds of approximately \$32.7 million, not including an exercise of the overallotment option or expenses related to the Offering.

Roth Capital Partners and Stephens Inc. acted as joint book-running managers for the Offering, with D.A. Davidson & Co. acting as co-manager.

"Our primary objective for this raise is to use the funds, in part, to further accelerate the Company's growth through acquisition of smaller real estate brokerages that we expect to be immediately accretive to our business," said Fathom CEO Joshua Harley. "We are focused on acquisition targets that are in new or smaller geographic markets in order to achieve scale quickly, enhance revenue per transaction and launch mortgage and title faster than would otherwise be feasible. We also may use some of the funds for sales and marketing initiatives, investments in technology, working capital, and for general corporate purposes. Since our IPO in July 2020, we believe Fathom has performed exceptionally well and has continuously exceeded top line expectations," Harley added.

A shelf registration statement relating to the shares of common stock to be issued in the Offering was filed with the Securities and Exchange Commission (the "SEC") and is effective. This press release shall not constitute an offer to sell or the solicitation of an offer to buy any of the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Copies of the prospectus in connection with this Offering will be filed with the SEC and, when available, may be obtained from Roth Capital Partners, LLC, 888 San Clemente, Newport

Beach, CA 92660, Attention: Prospectus Department, by telephone at (800) 678-9147 and Stephens Inc., 111 Center Street, Little Rock, AR 72201, Prospectus Department, by telephone at (501) 377-2131 or by accessing the SEC's website, www.sec.gov.

About Fathom Holdings Inc.

Fathom Holdings Inc. is a national, technology-driven, real estate services platform integrating residential brokerage, mortgage, title, insurance, and SaaS offerings to brokerages and agents by leveraging its proprietary cloud-based software, IntelliAgent. The Company's brands include Fathom Realty, Dagley Insurance, Encompass Lending, IntelliAgent, LiveBy, Real Results, and Verus Title. For more information, visit www.FathomInc.com.

Cautionary Note Concerning Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 regarding the proposed public offering and the intended use of proceeds from the Offering. These forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially, including market conditions, risks associated with the cash requirements of Fathom's business and other risks set forth in the Registration Statement on Form S-3 filed with the SEC on September 13, 2021, as amended and/or supplemented, and in the Risk Factors section of the Company's most recent Form 10-K as filed with the SEC and supplemented from time to time in other Company filings made with the SEC. Copies of Fathom's Form 10-K and other SEC filings are available on the SEC's website, www.sec.gov. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

Investor Relations and Media

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