
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 9, 2022

Certara, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39799
(Commission
File Number)

82-2180925
(IRS Employer
Identification No.)

**100 Overlook Center
Suite 101
Princeton, New Jersey**
(Address of principal executive offices)

08540
(Zip Code)

(609) 716-7900

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.01 per share	CERT	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company, as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition.

On August 9, 2022, Certara, Inc. (the “Company”) issued a press release announcing its financial results for the three months periods ended June 30, 2022. A copy of the press release containing the announcement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information furnished pursuant to this Item 2.02, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1*	Press Release dated August 9, 2022.
104	Cover Page Interactive Data File (formatted as Inline XBRL).

* Furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 9, 2022

CERTARA, INC.
(Registrant)

By: /s/ Richard M. Traynor
Richard M. Traynor
Senior Vice President and General Counsel

Certara Reports Second Quarter 2022 Financial Results

Biosimulation software and services fuel second quarter growth

PRINCETON, N.J.—August 9, 2022-- Certara, Inc. (Nasdaq: CERT), a global leader in biosimulation, today reported its financial results for the second quarter of fiscal year 2022 and adjusted its full year guidance.

Second Quarter Highlights:

- Revenue was \$82.8 million, compared to \$70.1 million in the second quarter of 2021, representing growth of 18% over the second quarter of 2021 on a reported basis and 21% at constant currency.
- Excluding Pinnacle 21, revenue was \$75.8 million, representing growth of 8% over the second quarter of 2021 on a reported basis and 11% at constant currency.
- Net loss was \$0.6 million, compared to net loss of \$2.9 million in the second quarter of 2021, an increase of \$2.3 million in income over the second quarter of 2021.
- Adjusted EBITDA was \$28.0 million, compared to \$25.5 million in the second quarter of 2021, representing growth of 9% over the second quarter of 2021.
- Full-year 2022 guidance has been adjusted for foreign currency exchange rates and a slow recovery in the regulatory services market.

“Certara delivered double-digit growth in bookings and biosimulation revenue but faced headwinds from foreign exchange rates and slow growth in the regulatory services business,” said William F. Feehery, chief executive officer. “We are excited about the recent introduction of two new software solutions, Simcyp Discovery Simulator and the Pinnacle 21 Data Exchange product.”

Second Quarter 2022 Results

“With our strong balance sheet and operating cash flow growth, we remain well-positioned to execute on our strategy, and we are confident in the long-term growth and profitability profile of Certara. We expect foreign exchange impact and softness in regulatory services to continue in the back half of the year, and we are adjusting our 2022 full year guidance accordingly.” said Andrew Schemick, chief financial officer.

Total revenue for the second quarter of 2022 was \$82.8 million, representing growth of 18% over the second quarter of 2021. Excluding \$7.0 million revenue from Pinnacle 21, which was acquired in late 2021, revenue increased \$5.7 million, or 8%. The increase in revenue was primarily due to growth in our technology-driven services and software product

offerings from strong renewal rates, client expansion, and new customers. The increase was partially offset by the negative impact on our revenue from fluctuation in the foreign currency exchange rates.

On a constant currency basis, total revenue for the second quarter of 2022 was \$84.8 million, representing growth of 21% over the second quarter of 2021. Excluding \$7.0 million of revenue from Pinnacle 21, the revenue on a constant currency basis increased \$7.7 million, or 11%. Please see note (1) in the section *A Note on Non-GAAP Financial Measures* below for more information on constant currency revenue.

Total cost of revenue for the second quarter of 2022 was \$35.2 million, an increase of \$7.7 million from \$27.5 million in the second quarter of 2021, primarily due to a \$4.2 million increase in employee-related costs resulting from billable headcount growth, a \$1.7 million increase in intangible assets amortization, a \$1.2 million increase in stock-based compensation cost, and a \$0.5 million increase related to cost of licenses.

Total operating expenses for the second quarter of 2022 were \$43.4 million, an increase of \$6.1 million from \$37.3 million in the second quarter of 2021, primarily due to a \$5.2 million increase in employee related costs, a \$0.8 million increase in stock-based compensation costs, a \$0.7 million increase in professional costs, and a \$0.9 million increase in amortization of intangible assets, partially offset by a \$0.7 million decrease in transaction cost related to public stock offering costs, and a \$0.8 million increase in capitalized research and development costs.

Net loss for the second quarter of 2022 was \$0.6 million, compared to a net loss of \$2.9 million in the second quarter of 2021. The \$2.3 million increase in net income was primarily due to a \$12.7 million increase in total revenue, a \$2.7 million increase in foreign currency gain, and a \$2.5 million decrease in interest expense, partially offset by a \$7.7 million increase in cost of revenue, a \$6.1 million increase in operating expenses, and a \$1.9 million increase in tax expense.

Diluted earnings per share for the second quarter 2022 was \$0.00, as compared to \$(0.02) in the second quarter of 2021.

Adjusted EBITDA for the second quarter of 2022 was \$28.0 million compared to \$25.5 million for the second quarter of 2021, representing 9% growth. See note (2) in the section *A Note on Non-GAAP Financial Measures* below for more information on adjusted EBITDA.

Adjusted net income for the second quarter of 2022 was \$14.6 million compared to \$11.8 million for the second quarter of 2021. Adjusted diluted earnings per share for the second quarter 2022 was \$0.09 compared to \$0.07 for the second quarter of 2021. See note (3) in the section *A Note on Non-GAAP Financial Measures* below for more information on adjusted net income and adjusted diluted earnings per share.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
<i>Key Financials (in millions, except per share data)</i>				
Revenue	\$ 82.8	\$ 70.1	\$ 164.3	\$ 136.8
Net income (loss)	\$ (0.6)	\$ (2.9)	\$ 1.6	\$ (1.8)
Diluted earnings per share	\$ (0.00)	\$ (0.02)	\$ 0.01	\$ (0.01)
Adjusted EBITDA	\$ 28.0	\$ 25.5	\$ 55.6	\$ 49.4
Adjusted net income	\$ 14.6	\$ 11.8	\$ 31.5	\$ 26.3
Adjusted diluted earnings per share	\$ 0.09	\$ 0.07	\$ 0.20	\$ 0.17
Cash and cash equivalents			\$ 194.8	\$ 267.8

2022 Financial Outlook

Certara is adjusting its previously reported guidance for full year 2022 to a new full year guidance of \$325 million to \$335 million for revenue, \$112 million to \$117 million for adjusted EBITDA, and \$0.43-\$0.48 for adjusted diluted earnings per share. The revised guidance assumes foreign currency exchange rates remain substantially unchanged from the rates as of June 30, 2022, and a slow recovery in the regulatory services market, and continued strong performance in our bio simulation and Pinnacle 21 businesses. The Company expects the following:

	FY 2022 Guidance
<i>In millions, except per share data</i>	
Revenue	\$ 325 - \$335
Adjusted EBITDA	\$ 112- \$117
Adjusted diluted earnings per share	\$ 0.43 - \$0.48

Fully diluted shares for 2022 to be in the range of 159 million to 161 million.

GAAP tax rate for 2022 to be in the range of 40% to 45%; and

Cash tax rate for 2022 to be in the range of 20% to 25%.

Webcast and Conference Call Details

Certara will host a conference call today, August 9, 2022, at 5:00 p.m. ET to discuss its second quarter 2022 financial results.

Investors interested in listening to the conference call are required to register online in advance of the call. A live and archived webcast of the event will be available on the “Investors” section of the Certara website at <https://ir.certara.com/>.

About Certara

Certara accelerates medicines using proprietary biosimulation software, technology and services to transform traditional drug discovery and development. Its clients include more than 2,000 biopharmaceutical companies, academic institutions, and regulatory agencies across 62 countries.

Please visit our website at www.certara.com. We intend to use our website as a means of disclosing material, non-public information and for complying with our disclosure obligations under Regulation FD.

Such disclosures will be included in the Investor Relations section of our website at <https://ir.certara.com>. Accordingly, investors should monitor such portion of our website, in addition to following our press releases, Securities and Exchange Commission filings and public conference calls and webcasts.

Forward-Looking Statements

This press release contains certain statements that constitute forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, with respect to the Company’s future business and financial performance, revenue, margin, and bookings. These statements typically contain words such as “believe,” “may,” “potential,” “will,” “plan,” “could,” “estimate,” “expects” and “anticipates” or the negative of these words or other similar terms or expressions. Any statement in this press release that is not a statement of historical fact is a forward-looking statement and involves significant risks and uncertainties. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot provide any assurance that these expectations will prove to be correct. You should not rely upon forward-looking statements as predictions of future events and actual results, events, or circumstances. Actual results may differ materially from those described in the forward-looking statements and are subject to a variety of assumptions, uncertainties, risks and factors that are beyond our control, including the Company’s ability to compete within its market; any deceleration in, or resistance to, the acceptance of model-informed biopharmaceutical discovery; changes or delays in relevant government regulation; increasing competition, regulation and other cost pressures within the pharmaceutical and biotechnology industries; economic conditions, including inflation, recession and currency exchange fluctuation; trends in research and development (R&D) spending; delays or cancellations in projects due to supply chain interruptions or disruptions or delays to pipeline development and clinical trials experienced by our customers due to COVID-19 or other external factors, consolidation within the biopharmaceutical industry; reduction in the use of the Company’s products by academic institutions; pricing pressures; the Company’s ability to successfully enter new markets, increase its customer base and expand its relationships with existing customers; the impact of the Pinnacle 21 acquisition and any future acquisitions and our ability to successfully integrate such acquisitions; the occurrence of natural disasters and epidemic diseases, such as the recent COVID-19 pandemic; the occurrence of global conflicts, such as the conflict

between Russian and Ukraine; any delays or defects in the release of new or enhanced software or other biosimulation tools; failure of our existing customers to renew their software licenses or any delays or terminations of contracts or reductions in scope of work by its existing customers; our ability to accurately estimate costs associated with its fixed-fee contracts; our ability to retain key personnel or recruit additional qualified personnel; lower utilization rates by our employees as a result of natural disasters and epidemic diseases, such as COVID-19; risks related to our contracts with government customers; our ability to sustain recent growth rates; our ability to successfully operate a global business; our ability to comply with applicable laws and regulations; risks related to litigation; the adequacy of its insurance coverage and ability to obtain adequate insurance coverage in the future; our ability to perform in accordance with contractual requirements, regulatory standards and ethical considerations; the loss of more than one of our major customers; future capital needs; the ability of our bookings to accurately predict future revenue and our ability to realize revenue on backlog; disruptions in the operations of the third-party providers who host our software solutions or any limitations on their capacity; our ability to reliably meet data storage and management requirements, or the experience of any failures or interruptions in the delivery of our services over the internet; our ability to comply with the terms of any licenses governing use of third-party open source software; any breach of its security measures or unauthorized access to customer data; our ability to adequately enforce or defend ownership and use of our intellectual property and other proprietary rights; any allegations of infringement, misappropriation or violations of a third party's intellectual property rights; our ability to meet obligations under indebtedness and have sufficient capital to operate our business; any limitations on our ability to pursue business strategies due to restrictions under our current or future indebtedness; any impairment of goodwill or other intangible assets; our ability to use our net operating losses and R&D tax credit carryforwards; the accuracy of management's estimates and judgments relating to critical accounting policies and changes in financial reporting standards or interpretations; any inability to design, implement, and maintain effective internal controls or inability to remediate any internal controls deemed ineffective; the costs and management time associated with operating as a publicly traded company; and the other factors detailed under the captions "Risk Factors" and "Special Note Regarding Forward-Looking Statements" and elsewhere in our Securities and Exchange Commission ("SEC") filings, and reports, including the Form 10-K filed by the Company with the Securities and Exchange Commission on March 1, 2022, and subsequent reports filed with the SEC. Any forward-looking statements speak only as of the date of this release and, except to the extent required by applicable securities laws, we expressly disclaim any obligation to update or revise any of them to reflect actual results, any changes in expectations or any change in events. Factors that may materially affect our results and those risks listed in filings with the SEC.

A Note on Non-GAAP Financial Measures

This press release contains "non-GAAP measures" that are financial measures that either exclude or include amounts that are not excluded or included in the most directly comparable measures calculated and presented in accordance with U.S. generally accepted accounting principles ("GAAP"). Specifically, the Company makes use of the non-GAAP financial measures adjusted EBITDA, adjusted net income (loss), adjusted diluted earnings per share, and constant currency ("CC")

revenue, which are not recognized terms under GAAP. These measures should not be considered as alternatives to net income (loss) or GAAP diluted earnings per share or revenue as measures of financial performance or any other performance measure derived in accordance with GAAP and should not be considered a measure of discretionary cash available to the Company to invest in the growth of its business. The presentation of these measures has limitations as an analytical tool and should not be considered in isolation, or as a substitute for the Company's results as reported under GAAP. Because not all companies use identical calculations, the presentations of these measures may not be comparable to other similarly titled measures of other companies and can differ significantly from company to company.

You should refer to the footnotes below as well as the "Non-GAAP Financial Measures" section in this press release below for a further explanation of these measures and reconciliations of these non-GAAP measures in specific periods to their most directly comparable financial measure calculated and presented in accordance with GAAP for those periods.

Management uses various financial metrics, including total revenues, income (loss) from operations, net income (loss), and certain non-GAAP measures, including those discussed above, to measure and assess the performance of the Company's business, to evaluate the effectiveness of its business strategies, to make budgeting decisions, to make certain compensation decisions, and to compare the Company's performance against that of other peer companies using similar measures. In addition, management believes these metrics provide useful measures for period-to-period comparisons of the Company's business, as they remove the effect of certain non-cash expenses and other items not indicative of its ongoing operating performance.

Management believes that adjusted EBITDA, adjusted net income (loss), adjusted diluted earnings per share, and CC revenue are helpful to investors, analysts, and other interested parties because they can assist in providing a more consistent and comparable overview of our operations across our historical periods. In addition, each of these measures is frequently used by analysts, investors, and other interested parties to evaluate and assess performance. Furthermore, our business has operations outside the United States that are conducted in local currencies. As a result, the comparability of the financial results reported in U.S. dollars is affected by changes in foreign currency exchange rates. We adjust revenues for constant currency to provide a framework for assessing how our business performed excluding the effect of foreign currency rate fluctuations. and we believe it is helpful for investors to present operating results on a comparable basis period over period to evaluate its underlying performance.

Please note that the Company has not reconciled the adjusted EBITDA or adjusted diluted earnings per share forward-looking guidance included in this press release to the most directly comparable GAAP measures because this cannot be done without unreasonable effort due to the variability and low visibility with respect to costs related to acquisitions, financings, and employee stock compensation programs, which are potential adjustments to future earnings. We expect the variability of these items to have a potentially unpredictable, and a potentially significant, impact on our future GAAP financial results.

- (1) CC revenue excludes the effects of foreign currency exchange rate fluctuations by assuming constant foreign currency exchange rates used for translation. Current periods revenue reported in currencies other than U.S. Dollars are converted into USD at the average exchange rates in effect for the comparable prior periods.
- (2) Adjusted EBITDA represents net income excluding interest expense, provision (benefit) for income taxes, depreciation and amortization expense, intangible asset amortization, equity-based compensation expense, acquisition and integration expense and other items not indicative of our ongoing operating performance.
- (3) Adjusted net income and adjusted diluted earnings per share exclude the effect of equity-based compensation expense, amortization of acquisition-related intangible assets, acquisition and integration expense, and other items not indicative of our ongoing operating performance as well as income tax provision adjustment for such charges.

In evaluating adjusted EBITDA, adjusted net income, and adjusted diluted earnings per share, you should be aware that in the future the Company may incur expenses similar to those eliminated in this presentation and this presentation should not be construed as an inference that future results will be unaffected by unusual items.

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CERTARA, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(IN THOUSANDS, EXCEPT PER SHARE AND SHARE DATA)	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30,		JUNE 30,	
	2022	2021	2022	2021
Revenues	\$ 82,760	\$ 70,096	\$ 164,311	\$ 136,814
Cost of revenues	35,194	27,542	67,983	53,558
Operating expenses:				
Sales and marketing	7,121	4,589	13,232	8,341
Research and development	7,741	4,626	15,289	9,332
General and administrative	17,778	18,034	36,117	34,596
Intangible asset amortization	10,355	9,479	20,504	18,935
Depreciation and amortization expense	422	552	904	1,154
Total operating expenses	43,417	37,280	86,046	72,358
Income from operations	4,149	5,274	10,282	10,898
Other income (expenses):				
Interest expense	(3,879)	(6,332)	(7,107)	(10,260)
Miscellaneous, net	2,521	(346)	3,362	(463)
Total other expenses	(1,358)	(6,678)	(3,745)	(10,723)
Income (loss) before income taxes	2,791	(1,404)	6,537	175
Provision of income taxes	3,380	1,453	4,916	1,980
Net Income (loss)	(589)	(2,857)	1,621	(1,805)
Net income per share attributable to common stockholders:				
Basic	\$ (0.00)	\$ (0.02)	\$ 0.01	\$ (0.01)
Diluted	\$ (0.00)	\$ (0.02)	\$ 0.01	\$ (0.01)
Weighted average common shares outstanding:				
Basic	156,478,724	147,485,566	156,209,335	147,323,724
Diluted	156,478,724	147,485,566	159,293,362	147,323,724

CERTARA, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

(IN THOUSANDS, EXCEPT PER SHARE AND SHARE DATA)	June 30,	December 31,
	2022	2021
Assets		
Current assets:		
Cash and cash equivalents	\$ 194,755	\$ 185,797
Accounts receivable, net of allowance for credit losses of \$474 and \$262, respectively	73,873	69,555
Restricted cash	3,495	827
Prepaid expenses and other current assets	13,896	18,548
Total current assets	286,019	274,727
Other assets:		
Property and equipment, net	2,749	2,935
Operating lease right-of-use assets	12,303	12,634
Goodwill	700,800	703,371
Intangible assets, net of accumulated amortization of \$191,994 and \$169,329, respectively	493,051	511,823
Deferred income taxes	4,146	4,073
Other long-term assets	2,681	2,167
Total assets	<u>\$ 1,501,749</u>	<u>\$ 1,511,730</u>
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$ 5,243	\$ 7,458
Accrued expenses	22,387	29,830
Current portion of deferred revenue	46,122	45,496
Current portion of long-term debt	3,020	3,020
Current operating lease liabilities	4,599	5,040
Other current liabilities	174	1,381
Total current liabilities	81,545	92,225
Long-term liabilities:		
Deferred revenue, net of current portion	2,282	1,531
Deferred income taxes	70,378	76,098
Operating lease liabilities, net of current portion	8,295	8,256
Long-term debt, net of current portion and debt discount	290,868	291,746
Non-current finance lease liabilities	—	25
Total liabilities	453,368	469,881
Commitments and contingencies		
Stockholders' equity:		
Preferred shares, \$0.01 par value, 50,000,000 shares authorized, no shares issued and outstanding as of June 30, 2022 and December 31, 2021, respectively	—	—
Common shares, \$0.01 par value, 600,000,000 shares authorized, 159,991,357 and 159,660,048 shares issued as of June 30, 2022 and December 31, 2021, respectively; 159,882,362 and 159,658,948 shares outstanding as of June 30, 2022 and December 31, 2021, respectively	1,600	1,596
Additional paid-in capital	1,136,831	1,119,821
Accumulated deficit	(73,983)	(75,604)
Accumulated other comprehensive loss	(13,718)	(3,926)
Treasury stock at cost, 108,995 and 1,100 shares at June 30, 2022 and December 31, 2021, respectively	(2,349)	(38)
Total stockholders' equity	1,048,381	1,041,849
Total liabilities and stockholders' equity	<u>\$ 1,501,749</u>	<u>\$ 1,511,730</u>

CERTARA, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(IN THOUSANDS)	SIX MONTHS ENDED JUNE 30	
	2022	2021
Cash flows from operating activities:		
Net income (loss)	\$ 1,621	\$ (1,805)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization of property and equipment	904	1,154
Amortization of intangible assets	25,161	20,227
Amortization of debt issuance costs	771	747
Provision for (recovery of) credit losses	217	(61)
Loss on retirement of assets	7	282
Equity-based compensation expense	17,014	12,681
Unrealized loss on interest rate swap	—	2,390
Deferred income taxes	(5,607)	(1,971)
Changes in assets and liabilities		
Accounts receivable	(5,706)	620
Prepaid expenses and other assets	4,586	197
Accounts payable and other liabilities	(7,934)	(13,848)
Deferred revenue	3,186	(1,057)
Other current liabilities	(1,529)	155
Changes in operating lease assets and liabilities, net	371	(155)
Net cash provided by operating activities	<u>33,062</u>	<u>19,556</u>
Cash flows from investing activities:		
Capital expenditures	(859)	(511)
Capitalized development costs	(5,172)	(3,374)
Business acquisitions, net of cash acquired	(5,883)	(14,114)
Net cash used in investing activities	<u>(11,914)</u>	<u>(17,999)</u>
Cash flows from financing activities:		
Proceeds from borrowings on long-term debt	—	89
Payment on long term debt and finance lease obligations	(1,654)	(2,323)
Payment of debt issuance costs	—	(2,931)
Payments on financing component of interest rate swap	(1,085)	—
Payment of taxes on shares withheld for employee taxes	(2,312)	—
Net cash used in financing activities	<u>(5,051)</u>	<u>(5,165)</u>
Effect of foreign exchange rate changes on cash and cash equivalents, and restricted cash	(4,471)	(88)
Net (decrease) increase in cash and cash equivalents, and restricted cash	11,626	(3,696)
Cash and cash equivalents, and restricted cash, at beginning of period	186,624	273,291
Cash and cash equivalents, and restricted cash, at end of period	<u>\$ 198,250</u>	<u>\$ 269,595</u>

NON-GAAP FINANCIAL MEASURES

The following table reconciles net income (loss) to adjusted EBITDA:

	THREE MONTHS ENDED JUNE 30		SIX MONTHS ENDED JUNE 30	
	2022	2021	2022	2021
	(in thousands)			
Net income (loss) ^(a)	\$ (589)	\$ (2,857)	\$ 1,621	\$ (1,805)
Interest expense ^(a)	3,879	6,332	7,107	10,260
Interest income ^(a)	(14)	(100)	(25)	(171)
Provision for income taxes ^(a)	3,380	1,453	4,916	1,980
Depreciation and amortization expense ^(a)	422	552	904	1,154
Intangible asset amortization ^(a)	12,711	10,125	25,161	20,227
Currency (gain) loss ^(a)	(2,558)	164	(3,263)	356
Equity-based compensation expense ^(b)	9,501	7,530	17,014	12,681
Acquisition-related expenses ^(d)	806	556	1,078	2,152
Transaction-related expenses ^(e)	111	937	128	1,622
Loss on disposal of fixed assets ^(f)	2	282	7	282
Executive recruiting expense ^(g)	—	327	—	327
First-year Sarbanes-Oxley implementation costs ^(h)	308	233	961	340
Adjusted EBITDA	<u>\$ 27,959</u>	<u>\$ 25,534</u>	<u>\$ 55,609</u>	<u>\$ 49,405</u>

The following table reconciles net income (loss) to adjusted net income:

	THREE MONTHS ENDED JUNE 30		SIX MONTHS ENDED JUNE 30	
	2022	2021	2022	2021
	(in thousands)			
Net income (loss) ^(a)	\$ (589)	\$ (2,857)	\$ 1,621	\$ (1,805)
Currency gain (loss) ^(a)	(2,558)	164	(3,263)	356
Equity-based compensation expense ^(b)	9,501	7,530	17,014	12,681
Amortization of acquisition-related intangible assets ^(c)	11,099	8,475	21,979	16,903
Acquisition-related expenses ^(d)	806	556	1,078	2,152
Transaction-related expenses ^(e)	111	937	128	1,622
Loss on disposal of fixed assets ^(f)	2	282	7	282
Executive recruiting expense ^(g)	—	327	—	327
First-year Sarbanes-Oxley implementation costs ^(h)	308	233	961	340
Income tax expense impact of adjustments ⁽ⁱ⁾	(4,063)	(3,821)	(7,979)	(6,607)
Adjusted Net Income	<u>\$ 14,617</u>	<u>\$ 11,826</u>	<u>\$ 31,546</u>	<u>\$ 26,251</u>

The following table reconciles diluted earnings per share to adjusted diluted earnings per share:

	THREE MONTHS ENDED JUNE 30		SIX MONTHS ENDED JUNE 30	
	2022	2021	2022	2021
	(in thousands)			
Diluted earnings per share ^(a)	\$ —	\$ (0.02)	\$ 0.01	\$ (0.01)
Currency (gain) loss ^(a)	(0.02)	—	(0.02)	—
Equity-based compensation expense ^(b)	0.06	0.05	0.11	0.08
Amortization of acquisition-related intangible assets ^(c)	0.06	0.06	0.13	0.11
Acquisition-related expenses ^(d)	0.01	—	0.01	0.01
Transaction-related expenses ^(e)	—	0.01	—	0.02
Loss on disposal of fixed assets ^(f)	—	—	—	—
Executive recruiting expense ^(g)	—	—	—	—
First-year Sarbanes-Oxley implementation costs ^(h)	0.01	—	0.01	—
Income tax expense impact of adjustments ⁽ⁱ⁾	(0.03)	(0.03)	(0.05)	(0.04)
Adjusted Diluted Earnings Per Share	\$ 0.09	\$ 0.07	\$ 0.20	\$ 0.17
Diluted weighted average common shares outstanding	156,478,724	147,485,566	156,209,335	147,323,724
Effect of potentially dilutive shares outstanding ⁽ⁱ⁾	2,946,216	4,979,042	3,084,027	4,952,002
Diluted weighted average common shares outstanding	<u>159,424,940</u>	<u>152,464,608</u>	<u>159,293,362</u>	<u>152,275,726</u>

The following tables reconcile revenues to the revenues adjusted for constant currency:

	THREE MONTHS ENDED JUNE 30,			CHANGE			
	2022	2022	2021	\$	%	\$	%
	Actual	CC	Actual	Actual	Actual	CC Impact	Adjust for CC
	(GAAP)	(non-GAAP)	(GAAP)	(GAAP)	(GAAP)	(non-GAAP)	(non-GAAP)
	(in thousands)						
Revenue							
Software	\$ 28,724	\$ 29,737	\$ 20,112	\$ 8,612	43%	\$ 1,013	48%
Services	54,036	55,061	49,984	4,052	8%	1,025	10%
Total Revenue	<u>\$ 82,760</u>	<u>\$ 84,798</u>	<u>\$ 70,096</u>	<u>\$ 12,664</u>	<u>18%</u>	<u>\$ 2,038</u>	<u>21%</u>

	SIX MONTHS ENDED JUNE 30,			CHANGE			
	2022	2022	2021	\$	%	\$	%
	Actual	CC	Actual	Actual	Actual	CC Impact	Adjust for CC
	(GAAP)	(non-GAAP)	(GAAP)	(GAAP)	(GAAP)	(non-GAAP)	(non-GAAP)
	(in thousands)						
Revenue							
Software	\$ 57,917	\$ 59,311	\$ 42,016	\$ 15,901	38%	\$ 1,394	41%
Services	106,394	107,856	94,798	11,596	12%	1,462	14%
Total Revenue	<u>\$ 164,311</u>	<u>\$ 167,167</u>	<u>\$ 136,814</u>	<u>\$ 27,497</u>	<u>20%</u>	<u>\$ 2,856</u>	<u>22%</u>

- (a) Represents amounts as determined under GAAP.
 - (b) Represents expense related to equity-based compensation. Equity-based compensation has been, and will continue to be for the foreseeable future, a recurring expense in our business and an important part of our compensation strategy.
 - (c) Represents amortization costs associated with acquired intangible assets in connection with business acquisitions.
 - (d) Represents costs associated with mergers and acquisitions and any retention bonuses pursuant to the acquisitions.
 - (e) Represents costs associated with our public offerings that are not capitalized.
 - (f) Represents the gain/loss related to disposal of fixed assets.
 - (g) Represents recruiting and relocation expenses related to hiring senior executives.
 - (h) Represents the first-year Sarbanes-Oxley costs for accounting and consulting fees related to the Company's preparation to comply with Section 404 of the Sarbanes-Oxley Act in 2021, as well as implementing cost of ASC 842.
 - (i) Represents the income tax effect of the non-GAAP adjustments calculated using the applicable statutory rate by jurisdiction.
 - (j) Represents potentially dilutive shares that were included from our GAAP diluted weighted average common shares outstanding.
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