

Thoughtworks Q1 2024 Investor Presentation

May 7, 2024

**Delivering extraordinary
impact together**

/thoughtworks



Safe harbor and non-GAAP reconciliation

Forward-looking Statements. Some of the information contained in this presentation by Thoughtworks Holding, Inc. (“Thoughtworks” or the “Company”) includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995, as amended. Forward-looking statements include statements that are not historical facts and can be identified by terms such as: “believe,” “anticipate,” “plan,” “intend,” “estimate,” “expect,” “likely,” “seek,” “strive,” “may,” “could,” “should,” or “will” and similar references to future periods and the negative of such terms, but the absence of these words does not mean that a statement is not forward-looking. Examples of forward-looking statements that relate to our plans, projections, estimates and goals include, among others, statements we make regarding revenues and revenue growth, Adjusted EBITDA and Adjusted EBITDA Margin, Adjusted Diluted Earnings per Share (“Adjusted Diluted EPS”), and our beliefs that the demand market will continue to support the projected growth rates stated herein.

Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, projections, anticipated events or trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Our actual results and financial condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements include, among others, the following: our restructuring actions may not be successful, may impact our business and financial performance, and may result in additional costs; our ability to attract skilled talent; the effects of competition on the future business of Thoughtworks; uncertainty regarding the demand for and market utilization of our services; the ability to maintain or acquire new client relationships; the ability to implement our restructuring actions, including the costs of such actions and the uncertainty of the impact of such actions on financial performance; general business and economic conditions including such conditions related to inflation and foreign currency exchange rates; and our ability to successfully execute our strategy and strategic plans. Additional information concerning these and other risks and uncertainties may be found in the “Risk Factors” section of Thoughtworks’ annual report on form 10-K, in quarterly reports on form 10-Q and other filings and reports that Thoughtworks may file from time to time with the SEC.

Any forward-looking statement made by us in this presentation is based only on information currently available to us and speaks only as of the date on which it is made. Except as required by law, Thoughtworks assumes no obligation to update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise .



Safe harbor and non-GAAP reconciliation

Non-GAAP Financial Measures. Certain financial metrics contained in this presentation, including among others, Adjusted Gross Profit, Adjusted Selling, General & Administrative expense, Adjusted Net Income, Adjusted Diluted EPS, Adjusted EBITDA, Adjusted EBITDA Margin, and Revenue Growth rates in constant currency, which exclude the effect of foreign currency rate fluctuations, are considered non-GAAP financial measures. We use these non-GAAP measures in conjunction with traditional GAAP measures to evaluate our financial performance. We believe that these non-GAAP measures provide our management and investors consistency and comparability with our past financial performance and facilitate period-to-period comparisons of our operations. The non-GAAP financial measures provided should not be considered as a substitute for the comparable measures of financial performance prepared in accordance with GAAP. For more information regarding the non-GAAP financial measures discussed in this presentation, including a reconciliation of these non-GAAP measures to their corresponding GAAP measures, please see the Appendix to this presentation. For definitions of these non-GAAP measures, please see our press release for the most recent quarterly or annual results posted to the Investor Relations page of our website.

Some non-GAAP measures related to our financial outlook included in this presentation, our press release and the associated webcast were not reconciled to the comparable GAAP financial measures because the GAAP measures are not assessable on a forward-looking basis. We are unable to reconcile these forward-looking non-GAAP financial measures to the most directly comparable GAAP measures without unreasonable efforts because we are currently unable to predict with a reasonable degree of certainty the type and extent of certain items that would be expected to impact GAAP measures for these periods but would not impact the non-GAAP measures. Such items may include stock-based compensation, acquisition costs, income tax effects of adjustments and other items. The unavailable information could have a significant impact on our GAAP financial results. Based on the foregoing, we believe that providing estimates of the amounts that would be required to reconcile the range of the non-GAAP measures to forecasted GAAP measures would imply a degree of precision that would be confusing or misleading to investors for the reasons identified above.

Industry & Market Data. The market data, industry forecasts and other statistical information used in this presentation are based on third-party industry publications and surveys and internal Company sources. Industry forecasts are based on industry surveys and the preparer's expertise in the industry, and there can be no assurance that any of the industry forecasts will be achieved. We believe these data are reliable, but we have not independently verified the accuracy of this information nor have we ascertained the underlying assumptions relied upon in those sources, and we cannot assure you of the accuracy or completeness of such information contained in this presentation. While we are not aware of any misstatements regarding our market, industry or similar data presented herein, such data, including industry forecasts and projections, involve risks and uncertainties and are subject to change based on various factors.



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Who we are

**Integrity / Pursuit of Excellence / Global First / Cultivation /
Curiosity / Autonomous Teams / Inclusivity / Courageous**

We strive to create an extraordinary impact on the world through our culture and technology excellence

We aim to be an awesome partner for clients and their ambitions to become modern digital businesses

We are passionate about revolutionizing the technology industry, amplifying social change and advocating for an equitable tech future

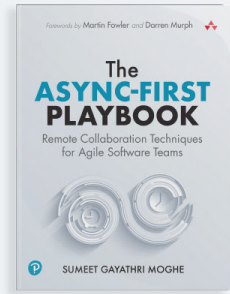
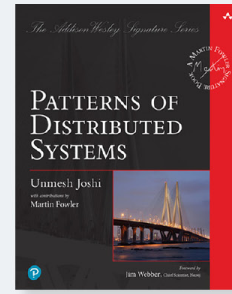
We look to foster a vibrant community of diverse and passionate technologists

We aim to achieve enduring commercial success and sustained growth

We've been a shaping force of digital technology for 31 years

100+

books written



Through Thoughtworks' 31-year history

1990-2009	2010-2014	2015-2019	2020-2022	2023-2024
<p>1993 Thoughtworks was founded</p> <p>1999 Guo Xiao and Dr. Rebecca Parsons joined Thoughtworks</p> <p>2000 Opened offices in Australia and the United Kingdom</p> <p>Led the industry in adopting a distributed agile development approach</p> <p>2001 Opened offices in India and Canada</p> <p>Guo Xiao is featured in <i>The Economist</i> as an early adopter of Extreme Programming (XP)</p> <p>Manifesto for Agile Software Development is published</p> <p>Released CruiseControl open source software</p> <p>2004 Opened offices in China</p> <p>Selenium is developed based on work started internally at Thoughtworks</p> <p>Surpassed 500 Thoughtworkers</p> <p>2005 Established Thoughtworks University</p> <p>2009 Opened offices in Brazil</p> <p>Surpassed 1,000 Thoughtworkers</p>	<p>2010 Opened offices in Germany</p> <p>Published Continuous Delivery: Reliable Software Releases through Build, Test, and Deployment Automation</p> <p>Published first edition of Thoughtworks Technology Radar</p> <p>2012 Opened offices in Singapore</p> <p>Started building Bahmni</p> <p>2013 Opened offices in Ecuador</p> <p>2014 Opened offices in Italy</p> <p>Published Microservices</p> <p>Surpassed \$300m¹ in annual revenues and 3,000 Thoughtworkers</p>	<p>2015 Collaborated with Save the Children in the fight against Ebola</p> <p>Published Building Microservices</p> <p>2016 Opened offices in Spain and Chile</p> <p>Winner of the AnitaB.org Institute's Top Companies for Women Technologists, winning again in 2017 and 2018, and recognized as a leader in 2019 and 2020</p> <p>2017 The Apex Funds acquired Thoughtworks</p> <p>Surpassed \$500m¹ in annual revenues</p> <p>2018 Awarded Daimler Supplier of the Year for Innovation for 2017</p> <p>Surpassed 5,000 Thoughtworkers</p> <p>2019 Published The Digital Transformation Game Plan: 34 Tenets for Masterfully Merging Technology and Business and How to Move Beyond a Monolithic Data Lake to a Distributed Data Mesh</p> <p>Surpassed \$700m¹ in annual revenues</p>	<p>2020 Committed to the Valuable 500, the global movement putting disability on the business leadership agenda</p> <p>Awarded IT Vendor of the Year 2020 at the UK IT Industry Awards</p> <p>2021 Acquired Gemini and Fourkind</p> <p>Listed as a public company on Nasdaq. Ticker symbol TWKS</p> <p>Surpassed 10,000 Thoughtworkers</p> <p>Published Software Architecture: The Hard Parts</p> <p>2022 Acquired Connected, Canada²</p> <p>Acquired Handmade, Brazil³</p> <p>Named a leader in The Forrester Wave™: Modern Application Development Services, 2022⁴</p> <p>Opened office in Vietnam</p> <p>Named a leader in The Forrester Wave™: Cloud Migration and Managed Service Partners in China 2022⁵</p> <p>Named a leader in The Forrester Wave™: Cloud Migration and Managed Service Partners in Asia Pacific, 2022⁵</p>	<p>2023 Acquired Itoc, Australia⁶</p> <p>30th anniversary of Thoughtworks</p> <p>Opened office in Switzerland</p> <p>2024 Acquired people and technology assets from Watchful⁷</p>

Thoughtworks was among the leading providers in the **Q4 2023 Global ISG Index™ Breakthrough 15*** category for the Americas. This is based on annual contract value won over the last 12 months.⁸

*Revenues \$1B-\$3B



Thoughtworks is #14 on Fortune World's Best Workplaces™ in 2023⁹



 **thoughtworks**



With a growing global presence in 19 countries¹⁰

NORTH AMERICA
9.2%

EUROPE
13.8%

LATIN AMERICA
13.7%

INDIA
35.5%

SOUTHEAST ASIA
4.7%

CHINA
20.6%

AUSTRALIA
2.5%

10,760
Employees¹¹

41.8%
Women or Gender
Diverse People¹¹

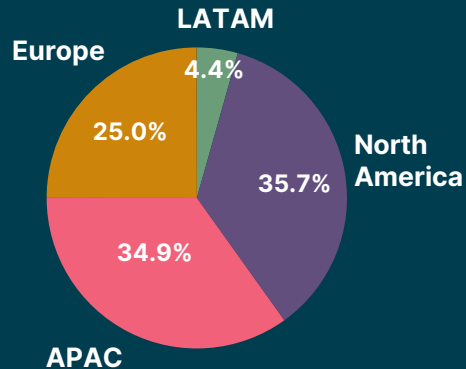
300+
Q1 new joiners

3.95/5.0
Q1 overall
Glassdoor rating

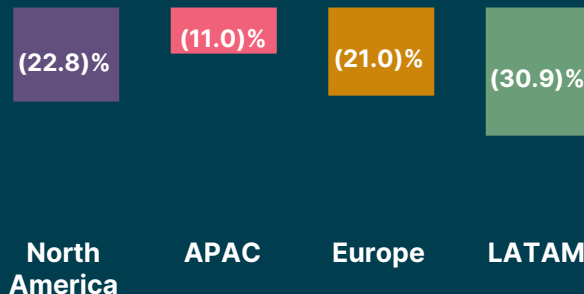
Thoughtworks snapshot – Q1 2024



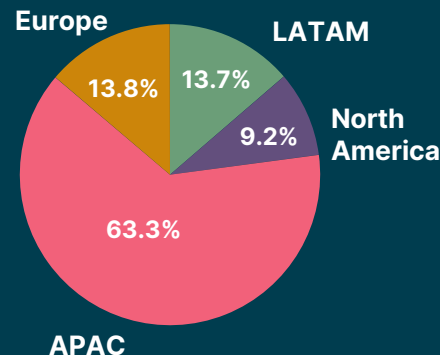
Revenues by customer location¹²



Revenue growth by customer location¹³



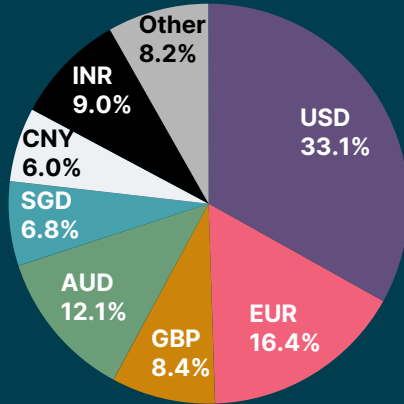
Employees by geography¹¹



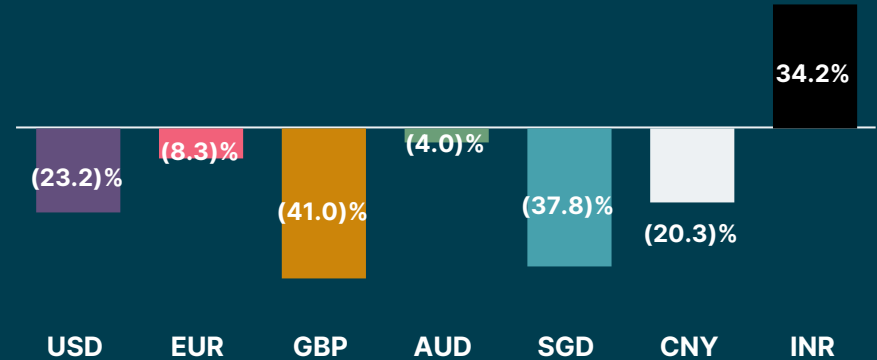
Founded in 1993 | 10,760 employees¹¹ | 19 countries | TWKS Nasdaq listed

Q1 2024 revenues by contracted currencies

Contracted currencies as a percentage of total revenues^{12,16}



Revenue growth by contracted currency^{12,17}



Our market is large and growing fast

\$1.8TN¹⁸
2022

>2x
GROWTH
FOR DIGITAL
TRANSFORMATION
SERVICES

\$3.9TN¹⁸
2027

Key tailwinds

Cloud computing,
digital platforms and
IoT

Rapid
advancement of
AI and ML

Customer
experience at the
forefront of growth

Continued digital IT
adoption

What market leaders are saying about the technology market

- Worldwide IT spending is expected to total \$5.06 trillion in 2024, an increase of 8% from 2023, according to the latest forecast by Gartner, Inc. This is an increase from the previous quarter's forecast of 6.8% growth and puts worldwide IT spending on track to surpass \$8 trillion well before the end of the decade.¹⁹
- **IDC** forecasts spending on GenAI solutions (software as well as related infrastructure hardware and IT/business services) will double in 2024 and grow to \$151.1 billion in 2027; with a compound annual growth rate (CAGR) of 86.1% over the 2023-2027 forecast period.²⁰
- People recognize the need for GenAI regulation, with governments playing a vital role in its design, development and deployment. The vast majority (90%) agree government regulations are necessary to hold businesses accountable for how they use GenAI.²¹



Gartner® Press Release, Gartner Forecasts Worldwide IT Spending to Grow 8% in 2024, April 2024, <https://www.gartner.com/en/newsroom/press-releases/2024-04-16-gartner-forecast-worldwide-it-spending-to-grow-8-percent-in-2024#>. GARTNER is a registered trademark and service mark of Gartner, Inc. and/or its affiliates in the U.S. and internationally and is used herein with permission. All rights reserved. The Gartner content described herein, (the "Gartner Content") represent(s) research opinion or viewpoints published, as part of a syndicated subscription service, by Gartner, Inc. ("Gartner"), and are not representations of fact. Gartner Content speaks as of its original publication date (and not as of the date of this Investor Presentation) and the opinions expressed in the Gartner Content are subject to change without notice.

With technology mega trends driving market growth

Expansion of computing boundaries

Rapid development of platforms, cloud and internet of things are pushing the technology industry to new heights

Rapid advancement of AI- and ML-based tools

AI and ML enhance productivity and drive digital transformation by making predictions to assist humans in making decisions, and in some cases, by automating decision-making and tasks completely

Enhanced consumer experience

The pervasiveness of technology has enhanced modern consumer experiences with the integration of digital and physical worlds, such as augmented reality, virtual reality and mixed reality

Accelerating towards sustainability

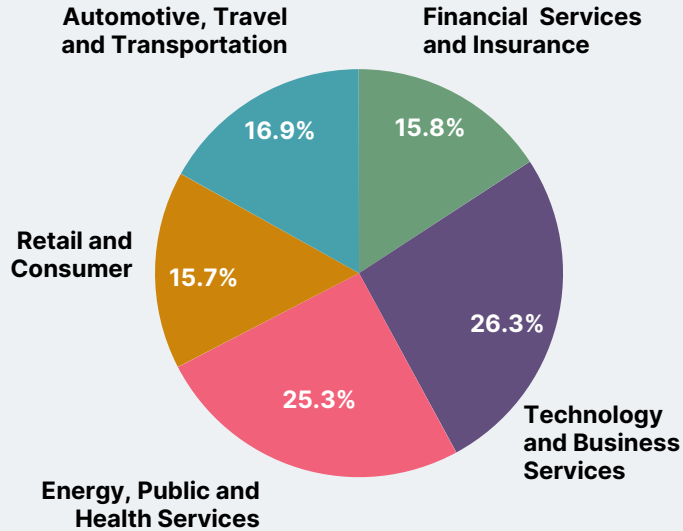
Increasing focus on sustainability requires business to examine their environmental impact and to adopt more sustainable strategies and technologies, such as green cloud optimization

Growing impact of hostile tech and increased focus on information privacy

The increased complexity of technology presents a heightened risk of cyber attacks, computer malware, viruses, social engineering, employee misuse as well as data and security breaches

A diverse portfolio across geographies and verticals

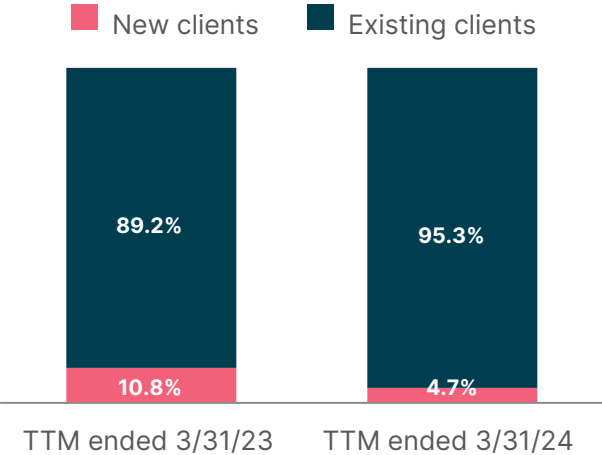
Revenues by industry¹²



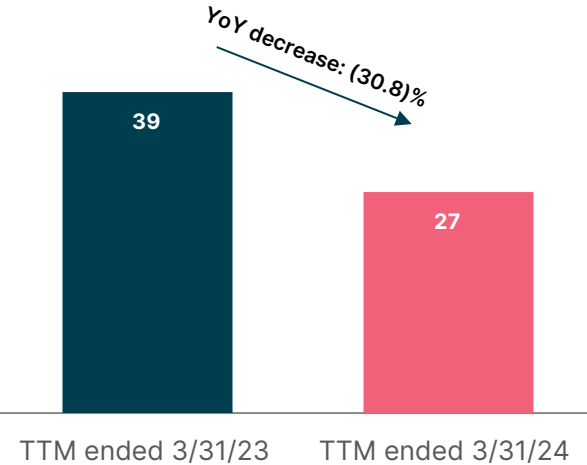
ATlassian	AUTHORITY BRANDS	Auto Scout24	AXIS BANK	BANCO PICHINCHA	Bancolombia	BAYER
BOSCH	bp	CANOPY	Chemionics	comestri	CREDIT SUISSE	cure INTERNATIONAL
Daimler Trucks	experian.	FALABELLA	FIRSTstudent	Glovo	GOVTECH SINGAPORE	hi pages
judobank.	lastminute.com		makro your trusted partner	METRO	Mondelēz International	Motional
moz://a	myob	natura	Natural History Museum	NPCI NATIONAL PAYMENT CORPORATION OF INDIA	OTTO	PAYBACK
PayPal	PORSCHE	pharmack	QANTAS	Queensland Government	REA Group	RITCHIE BROS. Auctioneers
SEPHORA	Simon & Schuster	standard chartered	Telkomsel	TELUS	Total Wine & MORE	trademe
VA U.S. Department of Veterans Affairs	Walmart	Whirlpool	workrise	xero	ZONES	

Strong capability to develop client relationships

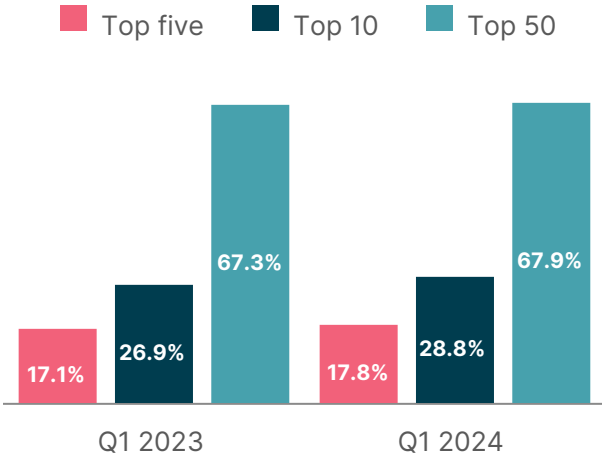
% of trailing 12 month (TTM) revenue from existing clients²²



of clients with TTM revenues of \$10M+



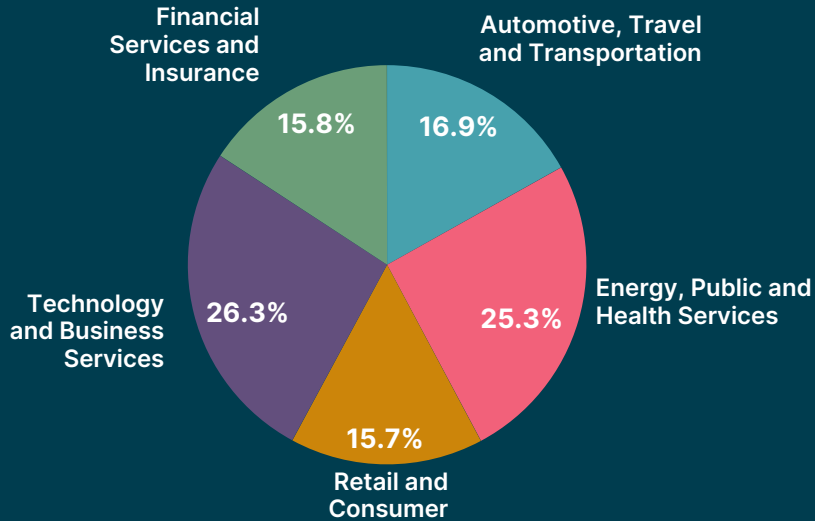
QTD revenues by client concentration



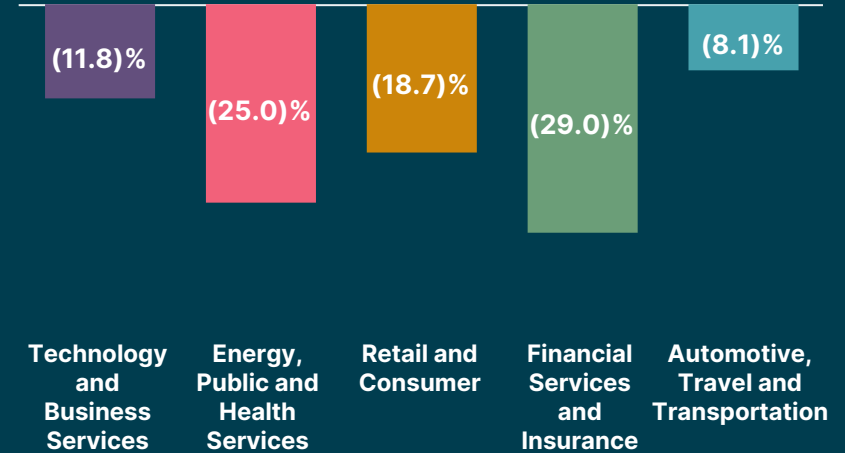
Average relationship of six years for top 10 clients²³

Diverse revenue base across industry verticals

YTD revenues by industry¹²



YTD revenue growth by industry^{12,13}



Valued by our clients



Our ability to digitally transform global enterprises at scale by applying strategic consulting and cutting-edge technologies



Our deep agile and technical expertise and thought leadership



Our high-apptitude, transformational and global talent



Our global distributed agile delivery with a strong local presence



Our award-winning and cultivating culture



Our core services

Enterprise Modernization, Platforms and Cloud

Modernize complex IT estates, operations, platforms, development and delivery practices to rapidly unleash business value

Customer Experience, Product and Design

Accelerate value creation through extraordinary digital products and customer experiences powered by integrated technology and design

Data and AI

Enable data-driven intelligent products and business insights with pragmatic data strategies, governance, engineering, predictive AI, automation and ML capabilities

Digital Transformation and Operations

Provide organizations with executable digital strategies, frictionless operating models and transformation services

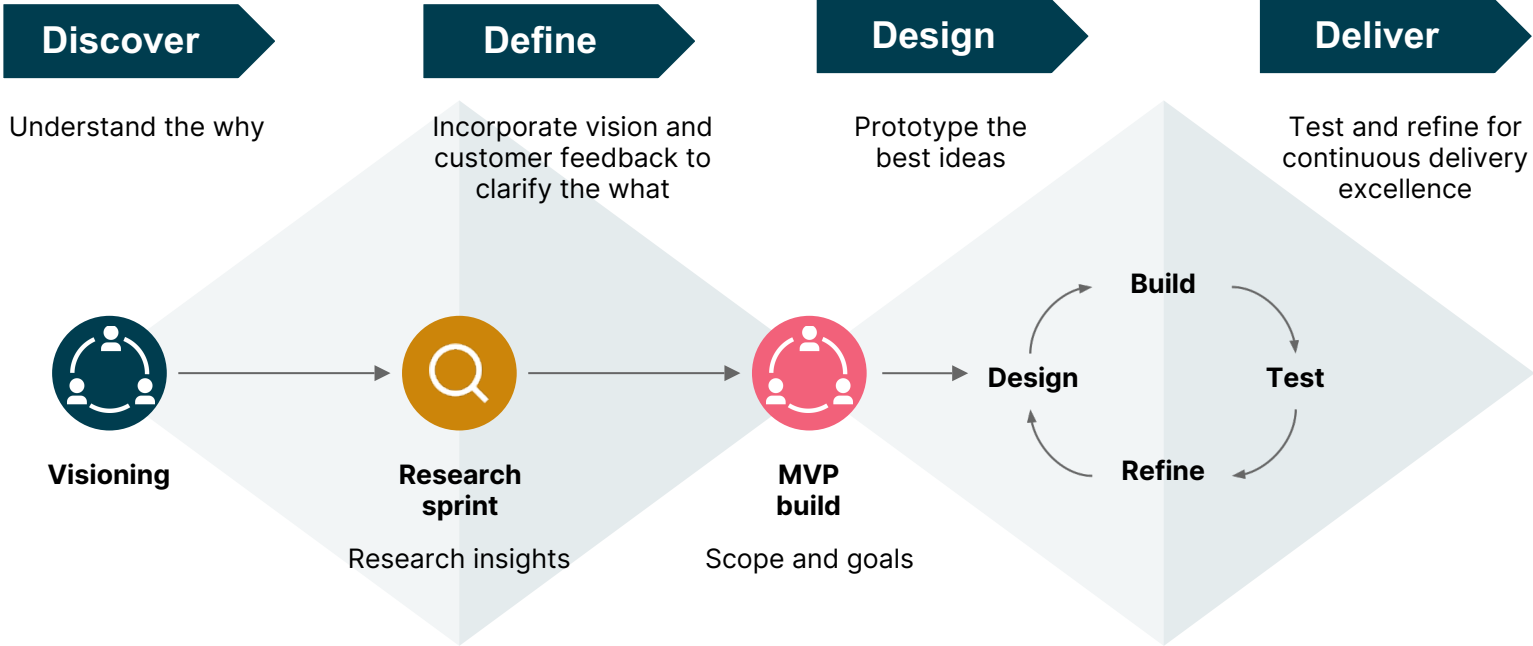
DAMO™ Managed Services

Maximize the value of your digital assets by shifting from routine maintenance to proactive evolution

End-to-end digital partner combining strategy, software engineering, design and organizational transformation

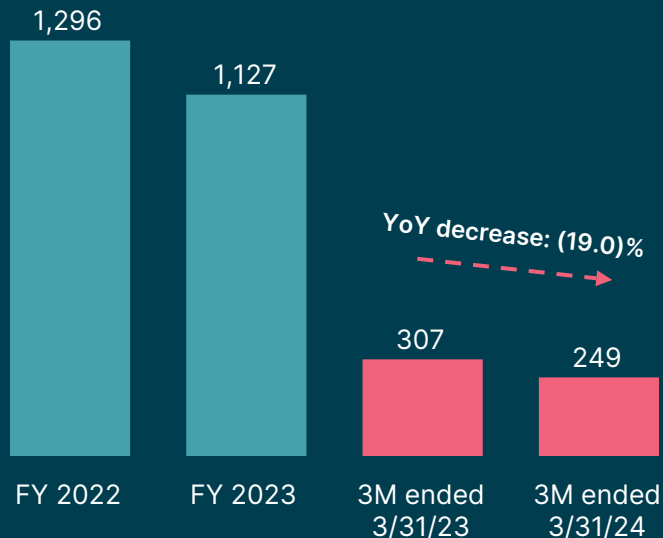
Thoughtworks' approach delivers value fast

We deliver extraordinary impact for our clients via a collaborative and co-creative process that utilizes a thin slice approach to deliver value with incremental change on an accelerated timeline.

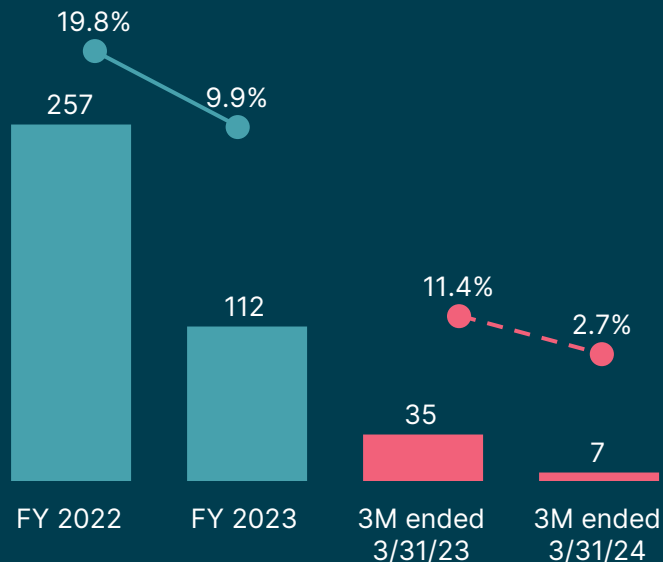


Financial overview

Revenues (\$M)



Adjusted EBITDA (\$M) and Margin¹⁵



Three months ended March 31, 2024

Adjusted gross margin¹⁵

31.0%

Adjusted diluted loss per share¹⁵

\$(0.02)

As of March 31, 2024

Debt

\$294M

Cash balance

\$73M

Led by a highly-experienced team

Board of directors



Ian Davis, Chair
Former Worldwide Managing Director
of McKinsey & Company



Guo Xiao
Chief Executive Officer
and Director



Robert Brennan, Director
Former Executive Director of CA
Technologies, former CEO of Veracode



Jane Chwick, Director
Former Partner at Goldman Sachs



Rohan Haldea, Director
Partner at Apax Partners and
formerly at Bain Capital



Gina Loften, Director
Former Chief Technology Officer of
Microsoft US, formerly at IBM



Salim Nathoo, Director
Partner at Apax Partners



William Parrett, Director
Former Senior Partner of
Deloitte & Touche USA LLP



Roxanne Taylor, Director
Former Chief Marketing Officer of
Accenture

Global Management Team - average tenure of 16 years



Guo Xiao
Chief Executive
Officer
25-year tenure



Erin Cummins
Chief Financial
Officer
20-year tenure



Peter Buhrmann
Regional MD,
Europe
11-year tenure



Carol Cintra
Regional MD, LATAM
13-year tenure



Martin Fowler
Chief Scientist
24-year tenure



Manish Kumar
Regional MD,
India and Middle
East
22-year tenure



Rachel Laycock
Chief Technology
Officer
14-year tenure



Ramona Mateiu
Chief Legal and
Compliance Officer
15-year tenure



Chris Murphy
Chief Revenue
and Client Officer
20-year tenure



Joanna Parke
Chief Talent and
Operating Officer
21-year tenure



Craig Stanley
Regional MD,
North America
1-year tenure



Sudhir Tiwari
Global Head of
Digital Engineering
Center
19-year tenure



Kristan Vingrys
Regional MD,
APAC
18-year tenure



Chad Wathington
Chief Strategy
Officer
20-year tenure



Julie Woods-Moss
Chief Marketing Officer
5-year tenure



Zhang Song
Global Head of
Service Lines
17-year tenure

Building on an established commitment to ESG

Environmental

- Science Based Targets initiative (SBTi) targets validated
- We expect to cut scope 1 & 2 GHG emissions by 50% by 2030 and scope 3 by 87%²⁴ and to source 100% renewable electricity by 2030
- Co-founder of the Green Software Foundation (GSF)
- Creator of Cloud Carbon Footprint, a multi-cloud, open source cloud emissions calculator
- CDP rating 2023: 'C'

Social

- 41.8% Women or Gender Diverse globally¹¹
- 39.3% Women or Gender Diverse in tech roles¹¹
- Member of the Digital Public Goods Alliance: three open source tools recognized as Digital Public Goods

Governance

- 33.3% Women or Gender Diverse board of directors¹¹
- 37.5% Women or Gender Diverse global management team¹¹
- Separate Chair and CEO
- Independent board members (eight of nine)

ESG reporting
guided by:



With an unwavering commitment to creating positive social impact through our technology contributions

Our primary focus UN Sustainable Development Goals



Select ongoing partnerships:



Reducing the carbon emissions of the cloud
Global



Bahmni: winner Best Open Source Creation
Global



Vapasi case study on Harvard Business Publishing
IME



Monitoring the health of Barcelona's homeless
Europe

And strategies we believe can win in this large and fast growing market

Deepen our
relationships with
existing clients

Establish
new client
relationships

Develop new
technical capabilities
and client solutions

Develop and
grow our strategic
partnerships

Focused
geographic
expansion

Pursue strategic,
targeted acquisitions

Q4'23 Opened office in
Switzerland

Acquired tech and people
from Watchful

Investment highlights



1

Digital-native consultancy with differentiated thought leadership

2

Diverse client base by geography and industry vertical

3

Global talent where our clients operate

4

Culture that attracts the highest quality talent

5

Premium position with expansion into additional service lines

6

Driving cost efficiencies and improved client service through restructuring plan

Premium Brand and Position | Highly Diversified

Footnotes

1. Unaudited financial information for 2014 through 2018. 2014 through 2018 revenues were calculated according to a prior accounting standard, ASC 605, and may not be directly comparable to our 2019 to 2022 revenues, which use ASC 606. Our adoption of ASC 606 as of January 1, 2019 did not materially impact our revenues.
2. Announced April 27, 2022. See: <https://investors.thoughtworks.com/news-releases/news-release-details/thoughtworks-acquires-leading-product-development-consultancy>
3. Announced August 16, 2022. See: <https://investors.thoughtworks.com/news-releases/news-release-details/thoughtworks-completes-acquisition-handmade-design-boost-cx-and>
4. See: www.thoughtworks.com/what-we-do/enterprise-modernization-platforms-cloud/forrester-wave-modern-application-development-services
5. See: www.thoughtworks.com/en-gb/what-we-do/enterprise-modernization-platforms-cloud/forrester-wave-leader-in-cloud-migration-managed-service-partners
6. Announced February 6, 2023. See: www.thoughtworks.com/about-us/news/2023/thoughtworks-acquires-leading-australian-aws-consultancy--itoc--
7. Announced April 17, 2024. See: <https://investors.thoughtworks.com/news-releases/news-release-details/thoughtworks-acquires-technology-and-talent-watchful>
8. Source: ISG Index Q4 2024 https://isg-one.com/docs/default-source/default-document-library/4q23-isg-index-presentation.pdf?sfvrsn=18f6d431_0
9. See: <https://www.greatplacetowork.com/best-workplaces-international/world-s-best-workplaces/2023>
10. Employee concentration as of March 31, 2024
11. As of March 31, 2024
12. For the three months ended March 31, 2024
13. Reported YoY percentage growth rates are calculated by comparing to the prior year's corresponding period.
14. Revenue Growth Rate at Constant Currency is calculated by translating the current period revenues into U.S. dollars at the weighted average exchange rates of the prior period of comparison.
15. Adjusted EBITDA, and certain other measures in this deck, are Non-GAAP financial measures. For more information regarding the non-GAAP financial measures discussed in this presentation including a reconciliation of these non-GAAP measures to their corresponding GAAP measures, please see the Appendix to this presentation. For definitions of these non-GAAP measures, please see our press release for the most recent quarter-ended posted to the Investor Relations page of our website.
16. Represents contracts with customers by contracted currency, or by sales location.
17. Represents contracts with customers by contracted currency, or by sales location, which are 5% or more of total revenues.
18. Source: IDC Press Release <https://www.idc.com/getdoc.jsp?containerId=prUS51352323>
19. Source: Gartner Press Release: <https://www.gartner.com/en/newsroom/press-releases/2024-04-16-gartner-forecast-worldwide-it-spending-to-grow-8-percent-in-2024#>
20. Source: IDC Press Release <https://www.idc.com/getdoc.jsp?containerId=prUS51572023>
21. Source: Thoughtworks commissioned research entitled "GenAI: What consumers want" conducted by Vanson Bourne <https://www.thoughtworks.com/insights/reports/genai-what-consumers-want>
22. Defined as clients for whom we have done work and generated revenues in excess of \$25,000 within the preceding twelve months
23. Top 10 clients are determined by spend for the year ended December 31, 2023
24. 87% reduction per employee

Delivering extraordinary impact together



Appendix



Revenues by customer location

During the first quarter of 2024, in connection with the restructuring, the Company updated the disaggregation of revenue by customer location to reflect the geographical market based on contracting location, consistent with client ownership within our geographical markets, versus billing location, as previously reported. The table below reflects updated revenue by customer location for the periods noted (in thousands):

	2022	2023				
	FY	Q1	Q2	Q3	Q4	FY
North America	\$ 524,211	\$ 115,060	\$ 107,570	\$ 105,241	\$ 93,003	\$ 420,874
APAC	405,469	97,484	98,680	97,247	89,080	382,491
Europe	300,406	78,784	65,763	63,228	58,890	266,665
LATAM	66,152	15,728	15,202	14,443	11,413	56,786
Total revenues	\$ 1,296,238	\$ 307,056	\$ 287,215	\$ 280,159	\$ 252,386	\$ 1,126,816

Reconciliation of Non-GAAP financial measures

(in thousands, except percentages, number of shares and earnings per share)

	Three Months Ended March 31,	
	2024	2023
Net loss	\$ (30,882)	\$ (8,107)
Unrealized foreign exchange loss (gain)	10,202	(948)
Stock-based compensation	10,619	17,679
Amortization of acquisition-related intangibles	3,657	3,591
Acquisition costs (a)	909	1,706
Certain professional fees (b)	—	225
Employer payroll related expense on employee equity incentive plan (c)	221	242
Restructuring (d)	2,115	—
Income tax effects of adjustments (e)	(4,284)	(4,321)
Adjusted Net (Loss) Income	<u>\$ (7,443)</u>	<u>\$ 10,067</u>
GAAP diluted weighted average common shares outstanding	322,638,110	316,451,601
Employee stock options, RSUs and PSUs	—	14,830,984
Adjusted diluted weighted average common shares outstanding	<u>322,638,110</u>	<u>331,282,585</u>
GAAP diluted loss per common share	\$ (0.10)	\$ (0.03)
Adjusted diluted (loss) earnings per share	\$ (0.02)	\$ 0.03
Gross profit, GAAP	\$ 69,780	\$ 97,534
Stock-based compensation	5,599	10,530
Employer payroll related expense on employee equity incentive plan (c)	223	186
Depreciation expense	1,520	3,547
Adjusted Gross Profit	<u>\$ 77,122</u>	<u>\$ 111,797</u>
Gross margin, GAAP	28.1 %	31.8 %
Adjusted Gross Margin	31.0 %	36.4 %

(a) Adjusts for certain professional fees and retention wage expenses related to certain acquisitions.

(b) Adjusts for certain one-time professional fees.

(c) Excludes employer payroll related expense on employee equity incentive plan as these expenses are tied to the exercise or vesting of underlying equity awards and the price of our common stock at the time of vesting or exercise. As a result, these expenses may vary in any particular period independent of the financial and operating performance of our business.

(d) Adjusts for restructuring costs which include wage-related expenses, such as employee severance and related benefits, and non-wage related expenses, including costs related to reducing leased office space, vendor contract cancellations, professional fees, and other reorganization costs.

(e) Adjusts for the income tax effects of the foregoing adjusted items, determined under the discrete method consistent with our non-GAAP measures of profitability.

Reconciliation of Non-GAAP financial measures

(in thousands, except percentages)

	Three Months Ended March 31,		Year Ended December 31,	
	2024	2023	2023	2022
Net loss	\$ (30,882)	\$ (8,107)	\$ (68,661)	\$ (105,393)
Income tax expense	37	7,359	25,531	30,825
Interest expense	6,586	6,862	26,238	22,461
Other (income) expense, net (f)	(186)	793	784	1,682
Unrealized foreign exchange loss (gain)	10,202	(948)	(2,271)	10,106
Stock-based compensation	10,619	17,679	64,829	249,915
Depreciation and amortization	7,155	9,089	36,450	34,446
Acquisition costs (a)	909	1,706	6,645	4,126
Certain professional fees (b)	—	225	2,004	2,014
Employer payroll related expense on employee equity incentive plan (c)	221	242	1,242	6,353
Restructuring (d)	2,115	—	18,944	—
Final tax assessment for closed operations (e)	—	—	—	258
Adjusted EBITDA	\$ 6,776	\$ 34,900	\$ 111,735	\$ 256,793
Net loss margin	(12.4)%	(2.6)%	(6.1)%	(8.1)%
Adjusted EBITDA Margin	2.7 %	11.4 %	9.9 %	19.8 %

(a) Adjusts for certain professional fees and retention wage expenses related to certain acquisitions.

(b) Adjusts for certain one-time professional fees.

(c) Adjusts for employer payroll related expense on employee equity incentive plan as these expenses are tied to the exercise or vesting of underlying equity awards and the price of our common stock at the time of vesting or exercise. As a result, these expenses may vary in any particular period independent of the financial and operating performance of our business.

(d) Adjusts for restructuring costs which include wage-related expenses, such as employee severance and related benefits, and non-wage related expenses, including costs related to reducing leased office space, vendor contract cancellations, professional fees, and other reorganization costs.

(e) Adjusts for certain tax related expenses related to final tax assessments from closing operations in Uganda, which was completely shut down in 2015.

(f) Q1 2024 and Q1 2023 exclude a \$0.2 million gain and \$0.1 million gain, respectively, which were included within other income (expense), net in the condensed consolidated statements of loss and comprehensive loss, related to the mark to market adjustment on shares received in relation to the sale and settlement of trade receivables.