



3Q23 Earnings Presentation

9 November 2023

This presentation has been approved by the Company's Executive Chairman and CEO, Charlie Youakim, on behalf of the Sezzle Inc. Board



DISCLAIMER

Cautionary Note Regarding Forward-Looking Statements

This presentation (the "Presentation") contains summary information about the activities of Sezzle as at the date of this Presentation. The information in this Presentation is of a general nature and does not purport to be complete and the information in the Presentation remains subject to change without notice. Also, the information in the Presentation should not be relied upon as advice to potential investors or current shareholders. This Presentation has been prepared without taking into account the objectives, financial situation or needs of any particular prospective investor or current shareholder. Before making an investment decision, prospective investors and current shareholders should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and seek appropriate advice, including financial, legal and taxation advice appropriate to their jurisdiction. The Presentation also includes information regarding our market and industry that is derived from publicly available third-party sources that have not been independently verified by Sezzle.

This Presentation is not a disclosure document under Australian law. Accordingly, this Presentation should not be relied upon as advice to prospective investors or current shareholders and does not take into account the investment objectives, financial situation or needs of any particular shareholder or investor.

This Presentation contains certain "forward-looking statements" within the meaning of the US federal securities laws including, but not limited to, statements regarding our anticipated new products, our ability to gain future market share, our timeline and intentions relating to operations in international markets, our strategy, our future operations, our financial position, our estimated revenues and losses, our prospects, and the plans and objectives of management. These forward-looking statements are generally identified by the words "could," "believe," "anticipate," "intend," "estimate," "expect," "project" or similar expressions. These forward-looking statements are subject to a number of risks and uncertainties, including those set out in this Presentation, but not limited to: (i) impact of the "buy-now, pay-later" ("BNPL") industry becoming subject to increased regulatory scrutiny; (ii) impact of operating in a highly competitive industry; (iii) impact of macro-economic conditions on consumer spending; (iv) our ability to increase our merchant network, our base of consumers and Underlying Merchant Sales ("UMS"); (v) our ability to effectively manage growth, sustain our growth rate and maintain our market share; (vi) our ability to meet additional capital requirements; (vii) impact of exposure to consumer bad debts and insolvency of merchants; (viii) impact of the integration, support and prominent presentation of our platform by our merchants; (ix) impact of any data security breaches, observations; (x) impact of key vendors or merchants; (ix) impact of sevendors or merchants; (ix) impact of sevendors or merchants failing to comply with legal or regulatory requirements or to provide various services that are important to our operations; (xi) impact of the loss of key partners and merchant relationships; (xii) impact of exchange rate fluctuations in the international markets in which we operate; (xiii) our ability to retain employees and recruit additional employees; (xv) impact of sevendors or merchant r

This Presentation has been prepared in good faith, but no representation or warranty, express or implied, is made as to the fairness, accuracy, completeness, correctness, reliability or adequacy of any statements, estimates, opinions or other information, or the reasonableness of any assumption or other statement, contained in the Presentation (any of which may change without notice).

All financial figures are expressed in U.S. dollars unless otherwise stated.

In addition to financial measures presented in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"), this Presentation includes certain financial information, including Underlying Merchant Sales ("UMS"), Active Consumers and Active Merchants, which has been provided as supplemental measures of operating performance that are key metrics used by management to assess Sezzle's growth and operating performance. In particular, UMS is a key operating metric in assessing the volume of transactions that take place on the Sezzle Platform, which is an indicator of the success of Sezzle's merchants and the strength of the Sezzle Platform. Sezzle also use these operating metrics in order to evaluate the effectiveness of our business strategies, to make budgeting decisions, and to compare our performance against that of other peer companies using similar measures. UMS, Active Consumers and Active Merchants do not represent revenue earned by Sezzle, are not components of Sezzle's income or included within Sezzle's financial results prepared in accordance with GAAP. The UMS, Active Consumers and Active Merchants financial measures used by Sezzle may differ from the non-U.S. GAAP financial measures used by other companies.

No Offer or Solicitation

This report shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended, or pursuant to another available exemption.

Prized & Profitable BNPL Platform

US\$5+ Billion

Underlying Merchant Sales Since Launch 58+ Million

Total Orders Since Launch 15+ Million

Total Sign-Ups Since Launch 230,000

Total Subscribers (as of 7 Nov 2023)

3.2%

Last 12-Month Profit Margin 19.7%

Last 12-Month Adjusted EBITDA Margin¹

23.7%

Last 12-Month Total Income Growth (vs. prior comparable period) 35.7%

Last 12-Month Return on Equity²

Building a Trusted Platform

DIGITAL IOURNAL

Startups of the Year 2023

Money

Best BNPL for Building Credit



World's Top 200 Fintech Companies 4.9



4.7



4.7



¹ Adjusted EBITDA Margin is a non-GAAP financial measure equal to non-GAAP Adjusted EBITDA divided by GAAP Total Income. For a reconciliation of GAAP Net Income to non-GAAP Adjusted EBITDA, see Appendix II.

² Return on Equity is calculated by taking the last 12-month Net Income divided by the average of last 12-month Shareholders' Equity.



OUR MISSION

Financially Empowering the Next Generation

Committed to Driving Change



Justice

- Financial accessibility
- Diversity and inclusion
- Employee security and wellness



Integrity

- Governance and controls
- Integrated decisionmaking
- Workplace culture



Stewardship

- Responsible lending
- Environment and climate change
- Data security and management

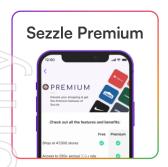


Advancement

- Product innovation
- Community reinvestment
- Employee career development



Over 230,000 Subscribers¹ Across Premium and Anywhere



Provides access to 300+ Premium Merchants through Affiliate and Gift Card platform partners

Anywhere 9-41 9 onywhere Pay in 4 anywhere you need it, online or in-store. Does yo separa, you dester What God on he used to pay in 4 anywhere Vall is accepted.

Provides consumers the extra ability to shop online, in-store, and anywhere Visa is accepted, giving them a top-of-wallet payment option for everyday use

Key Performance Metrics²

~39% In-store Orders as % of Total Anywhere Orders

1.2x Increase in Purchase Frequency vs. Non-Subscribers

Most Popular Verticals with Subscribers

Restaurants

Grocery Stores

Service Stations

Clothing Stores

Specialty Stores

Customer Reviews

Premium

⇔ 62 NPS³

"Sezzle helps me budget and the pay anywhere feature is amazing to help with the larger bills. ••

Anywhere

- Journie, Sezzle customer

1 As of 7 November 2023; subscribers rounded to the nearest thousand. 2 Orders placed during 3Q23. 3 Consumer Net Promoter Score (NPS) as of 3 November 2023.

Building Momentum and Re-focusing on Growth

Merchant & Platform Partnerships

Enterprise & SMB





In GMV Signed in 3Q23







Marketing

- Hired a senior marketing leader with 20+ years of eCommerce and digital marketing experience.
- Expanding several consumer marketing campaigns to increase subscription activations.

Product

- Improved Gift Card Checkout Flow: Consumers who shared gift cards with others grew 84% in 3Q23 compared to the year prior.
- Pay-in-Full & Pay-in-Two: Represented 12% of all orders placed in 3Q23.
- Marketplace: in-app volume increased by 33% in 3Q23 relative to the year prior.
- Sezzle Up Credit Reporting: Enrolled customers in 3Q23 grew ~40% YoY.



FY2023 Initiatives Update

Expected to Deliver US\$10M Annualized Bottom-Line Impact

 Product Innovations	 ✓ Successful launch of Anywhere with over 230,000 total active subscribers including Premium. ✓ Seeing strong adoption in Pay-in-2 and Pay-in-Full payment plans, representing approximately 12% of all orders in 3Q23.
Monetization	✓ Affiliate payment models and pay-per-click revenues driving Total Income for Sezzle and driving incremental traffic to merchant partners.
Partnerships	✓ Making substantial progress in Bank Partnership. Expected to launch in 1H24.

YoY Progression Overview

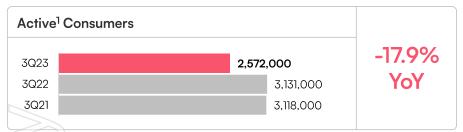
<i>'</i>	3Q22	3Q23	
Total Income	US\$30.4M	US\$40.8M 1	Latest product offerings and product enhancements continue to support revenue growth
Net Income	US\$4.3M	US\$1.3M *	* Net Income (excluding the US\$11.0 million reimbursement of merger-related costs) increased by US\$8.0 million in 3Q23, driven by
Adjusted EBITDA Margin ¹	(4.1%)	18.5%	the success of FY22 initiatives, enhanced underwriting capabilities, and successful launch of select FY23 initiatives (Anywhere)
Total Income Less Transaction-Related Costs ² as a % of Total Income	44.5%	49.2%	Enhanced unit economics through growth in Total Income and efficient operations
Non-Transaction Related OpEx ³ as % of Total Income	65.5%	46.2%	Exited global regions and reduced Third-Party Technology, Personnel, Data, and Marketing expenses

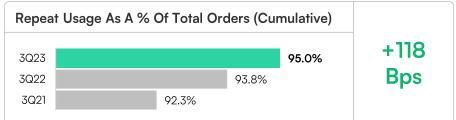
¹ Adjusted EBITDA is a non-GAAP financial measure. For a reconciliation of GAAP Net Income and Adjusted EBITDA, see Appendix II.

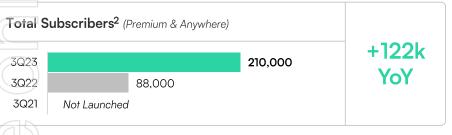
² Total Income Less Transaction Related Costs is a non-GAAP financial measure. For a reconciliation of GAAP Operating Income and Total Income Less Transaction Related Costs see Appendix I for reconciliation.

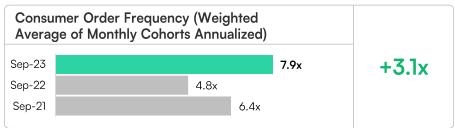
Non-Transaction Related Operating Expenses is equal to GAAP Personnel, Third-Party Technology and Data, Marketing, Advertising, and Tradeshows, and General and Administrative Operating Expenses. See Appendix I for reconciliation of Non-Transaction Related Operating Expenses and respective definitions.

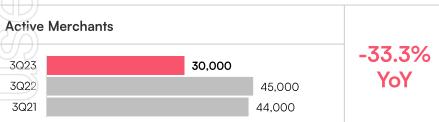
3Q23 Engagement Scorecard

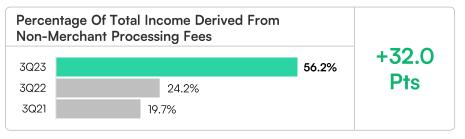










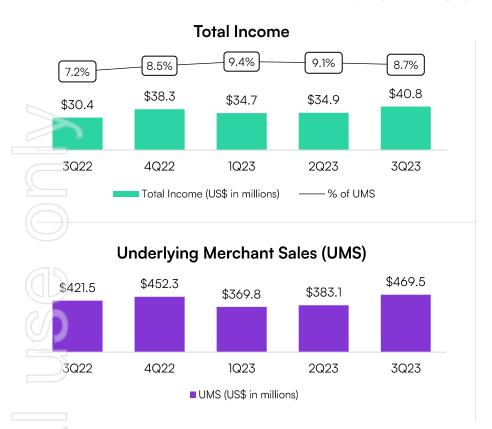


Active is defined as having had at least one transaction through the Sezzle Platform in the last twelve months, not subject to a minimum required number of transactions criteria (Merchants and Consumers rounded to nearest thousand).

2 Subscribers rounded to the nearest thousand.

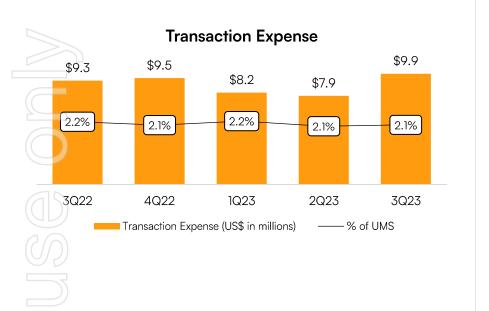
Note: Active Consumer and Active Merchant numbers have been adjusted to exclude Brazil, Europe, and India, which have been discontinued.

Total Income & UMS



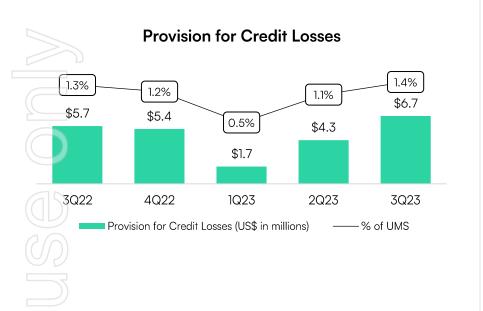
- Total Income rose 34.3% YoY to US\$40.8 million, with Total Income as a percentage of UMS increased to 8.7% from 3Q22.
- UMS increased by 11.4% YoY to US\$469.5 million, with a pickup in activity in August and September relative to July.
- The Company's diversification of revenue stream continues to drive YoY and QoQ improvements in Total Income.
- For the month of October, UMS grew 20.0% YoY to US\$176.5 million, representing a new monthly high in UMS for 2022 and 2023.

Transaction Expense



- Transaction Expense increased to US\$9.9 million or 2.1% of UMS in 3Q23, consistent with the growth in UMS during the quarter.
- The Company continues its efforts to lower processing costs through initiatives including:
 - Incentivizing consumers to choose ACH as their primary payment option,
 - Renegotiating terms with network partners, and
 - Offering Pay-in-2 and Pay-in-Full for consumers at checkout to accommodate their budgeting needs, thereby reducing fixed installment processing costs.

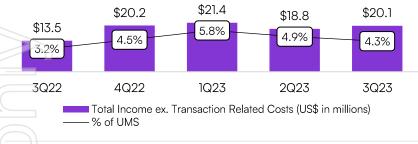
Provision for Credit Losses



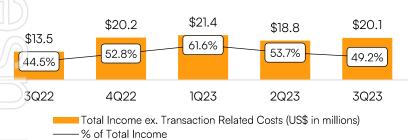
- The quarterly increase in the provision to 1.4% of UMS was in line with the Company's strategy of pursuing top-line growth throughout 2023.
- The Company expects the 4Q23 provision for credit losses to be moderately higher relative to 3Q23, driven by a strong seasonal pickup in 4Q23, but expects the FY23 provision to outperform the 1.7% provision of FY22.

Total Income Less Transaction Related Costs





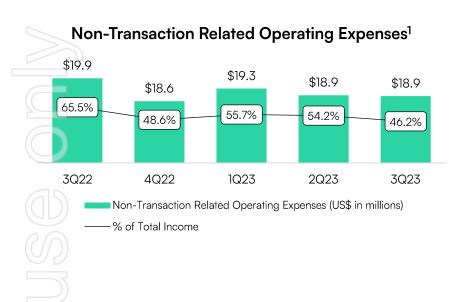
Total Income Less Transaction Related Costs¹ as a Percent of Total Income



- Total Income Less Transaction Related Costs increased 48.4% YoY to US\$20.1 million.
- Unit economic margin in 3Q23, as measured against UMS and Total Income, reached 4.3% and 49.2%, respectively.
 - The decrease in 3Q23 relative to 2Q23 was primarily driven by the normalization of the Provision for Credit Losses from the benefit recognized in 1Q23.

¹Total Income Less Transaction Related Costs is a non-GAAP financial measure. For a reconciliation of GAAP Operating Income and Total Income Less Transaction Related Costs see Appendix I for reconciliation.

Non-Transaction Related Operating Expenses



Commentary

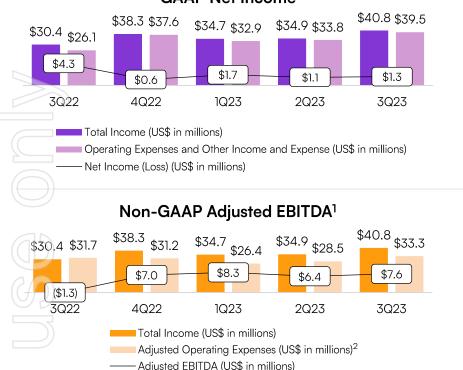
- Non-Transaction Related Operating Expenses decreased 5.2% YoY to US\$18.9 million, setting a new Company low of 46.2% when measured against Total Income.
- In 3Q23, the Company built momentum while leveraging its cost structure. All core expense categories recorded a decrease versus 3Q22, including Personnel, Third-party Technology and Data, and Marketing, Advertising, and Tradeshows.
- The Company anticipates moderately higher Non-Transaction Related Operating Expenses in future periods as it continues to launch growth initiatives (e.g., Anywhere, bank sponsorship) and direct-to-consumer marketing campaigns.

Thon-Transaction Related Operating Expenses is a non-GAAP financial measure equal to GAAP Personnel, Third-party Technology and Data, Marketing, Advertising, and Tradeshows, and General and Administrative operating expenses.

See Appendix I for reconciliation of Non-Transaction Related Operating Expenses and respective definitions.

Net Income And Adjusted EBITDA





- Sezzle achieved a fifth consecutive quarter of GAAP Net Income in 3Q23, reaching US\$1.3 million.
 - 3Q22 Net Income of US\$4.3 million includes an US\$11.0 million reimbursement of merger-related costs.
- The Company also posted Non-GAAP Adjusted EBITDA of US\$7.6 million for 3Q23.
- The QoQ growth in Net Income and Non-GAAP Adjusted EBITDA despite higher Transaction Expense and Provision for Credit Losses underscores the Company's robust unit economics and success of its recent product offerings.

¹Adjusted EBITDA is a non-GAAP financial measure. For a reconciliation of GAAP Net Income and Adjusted EBITDA see Appendix II for reconciliation.

²Adjusted Operating Expenses is a non-GAAP financial measurement equal to the sum of GAAP Operating Expenses less depreciation, amortization, and M&A related expenses. See Appendix II for reconciliation.

Note: Net Income and Adjusted EBITDA for four permitted in the sum of GAAP Operating Expenses less depreciation, amortization, and M&A related expenses. See Appendix II for reconciliation.

Capitalization

	Unaudited	Unaudited	Unaudited
US\$ in Thousands	30-Sep-2022	30-Jun-2023	30-Sep-2023
Cash and Cash Equivalents	\$57,875	\$62,085	\$65,150
Restricted Cash	\$890	\$1,304	\$1,662
Total Cash	\$58,765	\$63,389	\$66,812
Drawn on Line of Credit	\$54,008	\$58,300	\$75,900
Available on Line of Credit	\$5,254	\$1,748	\$15
Total Stockholders' Equity	\$5,729	\$16,278	\$17,974

- As of 30 September 2023, Sezzle held US\$66.8 million of cash on hand (US\$1.7 million restricted).
- The Company had an outstanding principal balance on its US\$100 million credit facility totaling US\$75.9 million.
- The increase in cash on hand from the prior quarter was primarily driven by a rise in Merchant Accounts Payable balances.
- At quarter end, Notes Receivable (net) and Merchant Accounts
 Payable amounted to US\$102.5 million and US\$68.2 million,
 respectively. The Merchant Interest Program represented US\$51.9
 million of the Merchant Accounts Payable balance.
- Total Stockholders' Equity for 3Q23 stood at US\$18.0 million, an increase of 213.7% YoY and 10.4% QoQ.



Appendices

Appendix I: Reconciliation of GAAP to Non-GAAP Measures

Total Income Less Transaction Related Costs

	For the three months ended										
(in \$US thousands)	September 30, 2023		June 30, 2023		March 31, 2023		December 31, 2022	September 30, 2022			
Operating income	\$	5,349	\$	3,763	\$	5,420	\$ 4,742	\$	6,500		
Personnel		11,079		12,017		11,574	10,929		11,587		
Third-party technology and data		2,003		1,904		1,749	1,907		2,177		
Marketing, advertising, and tradeshows		3,615		3,314		3,199	3,569		3,857		
General and administrative		2,184		1,698		2,799	2,180		2,288		
Reimbursement of merger-related costs		-		-		-	-		(11,000)		
Net interest expense		(4,143)		(3,933)		(3,377)	(3,124)		(2,192)		
Write-off of unamortized debt issuance costs		-		-		-	-		316		
Total income less transaction related costs	\$	20,087	\$	18,762	\$	21,364	\$ 20,204	\$	13,533		

Non-Transaction Related Operating Expenses

	For the three months ended									
(in \$US thousands)	September 30, 2023		June 30, 2023		March 31, 2023		December 31, 2022	September 30, 2022		
Operating expenses	\$	35,495	\$	31,174	\$	29,254	\$ 33,534	\$	23,909	
Transaction expense		(9,937)		(7,946)		(8,239)	(9,547)		(9,320)	
Provision for credit losses		(6,677)		(4,296)		(1,694)	(5,401)		(5,680)	
Reimbursement of merger-related costs		-		-		-	-		11,000	
Non-transaction related operating expenses	\$	18,880	\$	18,932	\$	19,321	\$ 18,586	\$	19,909	

Appendix II: Reconciliation of GAAP to Non-GAAP Measures

Adjusted Operating Expenses

	For the three months ended									
(in \$US thousands)	September 30, 2023		June 30, 2023		March 31, 2023		December 31, 2022	September 30, 2022		
Operating expenses	\$	35,495	\$	31,174	\$	29,254	\$ 33,534	\$	23,909	
Depreciation and amortization		(218)		(206)		(201)	(198)		(207)	
Equity and incentive-based compensation		(1,984)		(2,437)		(2,645)	(2,103)		(2,619)	
Merger-related expenses		-		-		-	-		(101)	
Reimbursement of merger-related costs		-		-		-	-		11,000	
Write-off of unamortized debt issuance costs		-		-		-	-		(316)	
Adjusted operating expenses	\$	33,293	\$	28,531	\$	26,408	\$ 31,233	\$	31,666	

Adjusted EBTDA and Adjusted EBITDA

For the three months ended									
September 30, 2023		June 30, 2023		March 31, 2023		December 31, 2022	September 30, 2022		
\$	1,294	\$	1,140	\$	1,725	\$ 634	\$	4,344	
	218		206		201	198		207	
	16		21		12	21		11	
	1,984		2,437		2,645	2,103		2,619	
	(15)		(1,079)		(113)	200		(48)	
	-		-		-	-		101	
	-		-		-	-		(11,000)	
	-		-		-	-		316	
	-		-		-	814		-	
	(89)		(252)		420	(50)		-	
\$	3,408	\$	2,473	\$	4,889	\$ 3,919	\$	(3,450)	
-	4,143	•	3,933		3,377	3,124		2,192	
\$	7,551	\$	6,406	\$	8,265	\$ 7,043	\$	(1,258)	
	Septem \$	\$ 1,294 218 16 1,984 (15) (89) \$ 3,408 4,143	\$ 1,294 \$ 218 16 1,984 (15) (89) \$ 3,408 \$ 4,143	September 30, 2023 June 30, 2023 \$ 1,294 \$ 1,140 218 206 16 21 1,984 2,437 (15) (1,079) - - - - - - (89) (252) \$ 3,408 \$ 2,473 4,143 3,933	September 30, 2023 June 30, 2023 N \$ 1,294 \$ 1,140 \$ 218 206 6 21 1,984 2,437 (15) (1,079) - - - - - - - - - - - - (89) (252) \$ 3,408 \$ 2,473 \$ 4,143 3,933 \$ 3,933 \$	September 30, 2023 June 30, 2023 March 31, 2023 \$ 1,294 \$ 1,140 \$ 1,725 218 206 201 16 21 12 1,984 2,437 2,645 (15) (1,079) (113) - - - - - - - - - (89) (252) 420 \$ 3,408 \$ 2,473 \$ 4,889 4,143 3,933 3,377	September 30, 2023 June 30, 2023 March 31, 2023 December 31, 2022 \$ 1,294 \$ 1,140 \$ 1,725 \$ 634 218 206 201 198 16 21 12 21 1,984 2,437 2,645 2,103 (15) (1,079) (113) 200 - - - - - - - - - - - - - - - 814 (89) (252) 420 (50) \$ 3,408 \$ 2,473 \$ 4,889 \$ 3,919 4,143 3,933 3,377 3,124	September 30, 2023 June 30, 2023 March 31, 2023 December 31, 2022 September 31, 2022 202 202 202 202 202 202 202 202 202 202 202 202 202	

For the three months ended

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Non-GAAP Financial Measures

To supplement our operating results prepared in accordance with generally accepted accounting principles in the United States ("GAAP"), we present the following non-GAAP financial measures: Total income less transaction related costs; non-transaction related operating expenses; adjusted earnings before taxes, depreciation, and amortization ("Adjusted EBITDA"); adjusted EBITDA before interest, taxes, depreciation, and amortization ("Adjusted EBITDA"); and Adjusted EBITDA before interest, taxes, depreciation, and amortization ("Adjusted EBITDA"); and Adjusted EBITDA before interest, taxes, depreciation, and amortization ("Adjusted EBITDA"); and Adjusted EBITDA before interest, taxes, depreciation, and amortization ("Adjusted EBITDA"); and Adjusted EBITDA before interest, taxes, depreciation, and amortization ("Adjusted EBITDA"); and Adjusted EBITDA before interest, taxes, depreciation, and amortization ("Adjusted EBITDA"); and Adjusted EBITDA before interest, taxes, depreciation, and amortization ("Adjusted EBITDA"); and Adjusted EBITDA before interest, taxes, depreciation, and amortization ("Adjusted EBITDA"); and Adjusted EBITDA before interest, taxes, depreciation, and amortization ("Adjusted EBITDA"); and Adjusted EBITDA before interest, taxes, depreciation, and amortization ("Adjusted EBITDA"); and Adjusted EBITDA before interest, taxes, depreciation, and amortization ("Adjusted EBITDA"); and Adjusted EBITDA before interest, taxes, depreciation, and amortization ("Adjusted EBITDA"); and Adjusted EBITDA before interest, taxes, depreciation, and amortization ("Adjusted EBITDA"); and Adjusted EBITDA before interest, taxes, depreciation, and amortization ("Adjusted EBITDA"); and Adjusted EBITDA before interest, taxes, depreciation ("Adjusted EBITDA"); and Adjusted EBITDA before interest, taxes, depreciation ("Adjusted EBITDA"); and Adjusted EBITDA before interest, taxes, depreciation ("Adjusted EBITDA"); and Adjusted EBITDA before interest, and amortization ("Adjusted EBITDA"); and Adjusted EBITDA before interes

- Total income less transaction related costs is defined as GAAP total income less transaction related costs is the sum of GAAP transaction expense, provision for credit losses, and net interest expense less non-recurring charges as detailed in the reconciliation table of GAAP operating income to non-GAAP total income less transaction related costs above. We believe that total income less transaction related costs is a useful financial measure to both management and investors for evaluating the economic value of orders processed on the Sezzle Platform;
- Non-transaction related operating expenses is defined as the sum of GAAP personnel; third-party technology and data; marketing, advertising, and tradeshows; and general and administrative operating expenses. We believe that non-transaction related operating expenses is a useful financial measure to both management and investors for evaluating our management of operating expenses not directly attributable to orders processed on the Sezzle Platform.
- Adjusted operating expenses is defined as operating expenses adjusted for certain non-cash and non-recurring charges including depreciation, amortization, equity and incentive—based compensation, and merger-related costs as detailed in the reconciliation table of GAAP operating expenses to non-GAAP adjusted operating expenses above. We believe that this financial measure is a useful measure for period-to-period comparison of our business by removing the effect of certain non-cash and non-recurring charges that may not directly correlate to the underlying performance of our business.
- Adjusted EBTDA is defined as GAAP net income, adjusted for certain non-cash and non-recurring charges including depreciation, amortization, equity and incentive—based compensation, and merger-related costs as detailed in the reconciliation table of GAAP net income to adjusted EBTDA. We believe that this financial measure is a useful measure for period-to-period comparison of our business by removing the effect of certain non-cash and non-recurring charges that may not directly correlate to the underlying performance of our business.
- Adjusted EBITDA is defined as GAAP net income, adjusted for certain non-cash and non-recurring charges including depreciation, amortization, equity and incentive—based compensation, and merger-related costs, as well as net interest expense as detailed in the reconcilitation table of GAAP net income to adjusted EBITDA. We believe that this financial measure is a useful measure for period-to-period comparison of our business by removing the effect of certain non-cash and non-recurring charges, as well as funding costs, that may not directly correlate to the underlying performance of our business.
- Adjusted EBITDA margin is defined as Adjusted EBITDA divided by GAAP total income. We believe that this financial measure is a useful measure for period-to-period comparison of our business' unit economics by removing the effect of certain non-cash and non-recurring charges, as well as funding costs, that may not directly correlate to the underlying performance of our business.

Additionally, we have included these non-GAAP measures because they are key measures used by our management to evaluate our operating performance, guide future operating plans, and make strategic decisions, including those relating to operating expenses and the allocation of resources. Therefore, we believe these measures provide useful information to investors and other users of this press release to understand and evaluate our operating results in the same manner as our management and board of directors. However, non-GAAP financial measures have limitations, should be considered supplemental in nature, and are not meant as a substitute for the related financial information prepared in accordance with U.S. GAAP. These limitations include the following:

- Total income less transaction-related costs is not intended to be measures of operating profit or cash flow profitability as they exclude key operating expenses such as personnel, general and administrative, and third-party technology and data, which have been, and will continue to be for the foreseeable future, significant recurring GAAP expenses.
- Non-transaction related operating expenses exclude significant expenses, including transaction expense and provision for credit losses, which have been, and will continue to be for the foreseeable future, significant recurring GAAP expenses.
- Adjusted operating expenses, adjusted EBITDA, adjusted EBITDA, and adjusted EBITDA margin exclude certain recurring, non-cash charges such as depreciation, amortization, amortization, and equity and incentive—based compensation, which have been, and will continue to be for the foreseeable future, recurring GAAP expenses. Further, these non-GAAP financial measures exclude certain significant cash inflows and outflows, such as merger-related costs (which are comprised of legal fees in connection with our ferminated proposed merger with Zip Co Limited) and reimbursements for such merger-related costs, which have a significant impact on our working capital and cash.
- · Adjusted EBITDA excludes net interest expense, which has a significant impact on our GAAP net income, working capital, and cash.
- Long-lived assets being depreciated or amortized may need to be replaced in the future, and these non-GAAP financial measures do not reflect the capital expenditures needed for such replacements, or for any new capital expenditures or commitments.
- These non-GAAP financial measures do not reflect income taxes that may represent a reduction in cash available to us.
- Non-GAAP measures do not reflect changes in, or cash requirements for, our working capital needs.
- Other companies, including companies in our industry, may calculate the non-GAAP financial measures differently or not at all, which reduces their usefulness as comparative measures.

Because of these limitations, you should not consider these non-GAAP financial measures in isolation or as substitutes for analysis of our financial results as reported under GAAP, and these non-GAAP financial measures should be considered alongside other financial performance measures, including net income and other financial results presented in accordance with GAAP. We encourage you to review the related GAAP financial measures and the reconciliations of these non-GAAP financial measures to their most directly comparable GAAP financial measures and not rely on any single financial measure to evaluate our business.





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