



Progress Announces Third Quarter 2022 Financial Results

September 27, 2022

Revenue and EPS Exceed Prior Guidance

BURLINGTON, Mass., Sept. 27, 2022 (GLOBE NEWSWIRE) -- Progress (Nasdaq: PRGS), the trusted provider of infrastructure software, today announced financial results for its fiscal third quarter ended August 31, 2022.

Third Quarter 2022 Highlights¹:

- Revenue of \$151.2 million increased 3% year-over-year on an actual currency basis, and 6% on a constant currency basis.
- Non-GAAP revenue of \$153.1 million remained flat year-over-year on an actual currency basis, and increased 4% on a constant currency basis.
- Annualized Recurring Revenue (“ARR”) of \$495 million increased 13% year-over-year on a constant currency basis.
- Operating margin was 21% and Non-GAAP operating margin was 39%.
- Diluted earnings per share was \$0.50 compared to \$0.70 in the same quarter last year, a decrease of 29%.
- Non-GAAP diluted earnings per share was \$1.00 compared to \$1.18 in the same quarter last year, a decrease of 15%.

“We’re very pleased to report excellent quarterly results with revenue and earnings per share both exceeding the high end of our guidance ranges for the third consecutive quarter,” said Yogesh Gupta, CEO at Progress. “Our continued execution is further evident in our quarter ending ARR of \$495 million and net dollar retention rates that exceeded 101%. The strength in our results was reflected across virtually all our products and provides a strong, durable base for Progress to continue to pursue our Total Growth Strategy.”

Additional financial highlights included:

| <i>(In thousands, except percentages and per share amounts)</i> | Three Months Ended | | | | | |
|---|--------------------|-----------------|------------|-----------------------|-----------------|-----------|
| | GAAP | | | Non-GAAP ¹ | | |
| | August 31, 2022 | August 31, 2021 | % Change | August 31, 2022 | August 31, 2021 | % Change |
| Revenue | \$ 151,217 | \$ 147,417 | 3% | \$ 153,060 | \$ 152,597 | —% |
| Income from operations | \$ 32,021 | \$ 46,046 | (30)% | \$ 60,075 | \$ 71,163 | (16)% |
| Operating margin | 21% | 31% | (1000) bps | 39% | 47% | (800) bps |
| Net income | \$ 21,797 | \$ 30,976 | (30)% | \$ 44,090 | \$ 52,577 | (16)% |
| Diluted earnings per share | \$ 0.50 | \$ 0.70 | (29)% | \$ 1.00 | \$ 1.18 | (15)% |
| Cash from operations (GAAP) /Adjusted free cash flow (Non-GAAP) | \$ 39,670 | \$ 35,224 | 13% | \$ 39,237 | \$ 35,022 | 12% |

Other fiscal third quarter 2022 metrics and recent results included:

- Cash, cash equivalents and short-term investments were \$224.9 million at the end of the quarter.
- Days sales outstanding was 48 days compared to 54 days in the fiscal third quarter of 2021 and 39 days in the fiscal second quarter of 2022.
- On September 23, 2022, our Board of Directors declared a quarterly dividend of \$0.175 per share of common stock which will be paid on December 15, 2022 to shareholders of record as of the close of business on December 1, 2022.

Anthony Folger, CFO, said: “For the third consecutive quarter, Progress has delivered results that have exceeded the high end of our guidance ranges. These results were delivered in the face of global economic uncertainty and significant foreign exchange headwinds and demonstrate the incredible strength of our operating platform.”

¹ See *Important Information Regarding Non-GAAP Financial Information* and a reconciliation of non-GAAP adjustments to Progress’ GAAP financial results at the end of this press release.

2022 Business Outlook

Progress provides the following guidance for the fiscal year ending November 30, 2022 and the fiscal fourth quarter ending November 30, 2022:

| <i>(In millions, except percentages and per share amounts)</i> | Updated FY 2022 Guidance (September 27, 2022) | | Prior FY 2022 Guidance (June 28, 2022) | |
|--|--|-----------------------|---|-----------------------|
| | GAAP | Non-GAAP ¹ | GAAP | Non-GAAP ¹ |

| | | | | |
|---|-----------------|-----------------|-----------------|-----------------|
| Revenue | \$601 - 609 | \$609 - \$617 | \$601 - \$609 | \$609 - \$617 |
| Diluted earnings per share | \$2.12 - \$2.20 | \$4.08 - \$4.12 | \$2.11 - \$2.21 | \$4.05 - \$4.11 |
| Operating margin | 22% - 23% | 39% - 40% | 22% - 23% | 39% - 40% |
| Cash from operations (GAAP) / Adjusted free cash flow (Non-GAAP) | \$188 - \$193 | \$185 - \$190 | \$188 - \$193 | \$185 - \$190 |
| Effective tax rate | 20% - 21% | 20% - 21% | 21% | 20% - 21% |

| | Q4 2022 Guidance | |
|---|------------------|-----------------------|
| | GAAP | Non-GAAP ¹ |
| (In millions, except per share amounts) | | |
| Revenue | \$156 - \$164 | \$158 - \$166 |
| Diluted earnings per share | \$0.53 - \$0.57 | \$1.06 - \$1.10 |

Based on current exchange rates, the expected negative currency translation impact on Progress' fiscal year 2022 business outlook compared to 2021 exchange rates is approximately \$15.9 million on GAAP and non-GAAP revenue, and approximately \$0.06 on GAAP and non-GAAP diluted earnings per share. The expected negative currency translation impact on Progress' fiscal Q4 2022 business outlook compared to 2021 exchange rates on GAAP and non-GAAP revenue is approximately \$5.0 million. The expected negative impact on GAAP and non-GAAP diluted Q4 2022 earnings per share is \$0.02. To the extent that there are changes in exchange rates versus the current environment, this may have an impact on Progress' business outlook.

Conference Call

Progress will hold a conference call to review its financial results for the fiscal third quarter of 2022 at 5:00 p.m. ET on Tuesday, September 27, 2022. The call can be accessed on the investor relations section of the company's website, located at www.progress.com. Additionally, you can listen to the call by telephone by dialing 866-374-5140 or +1 404-400-0571, passcode 824-86-411#. The conference call will include comments followed by questions and answers. An archived version of the conference call and supporting materials will be available on the Progress website within the investor relations section after the live conference call.

Important Information Regarding Non-GAAP Financial Information

Progress furnishes certain non-GAAP supplemental information to its financial results. We use such non-GAAP financial measures to evaluate our period-over-period operating performance because our management believes that by excluding the effects of certain items that do not reflect the ordinary earnings of our operations, such information helps illustrate underlying trends in our business and provides us with a more comparable measure of our continuing business, as well as greater understanding of the results from the primary operations of our business. Management also uses such non-GAAP financial measures to establish budgets and operational goals (which are communicated internally and externally), evaluate performance, and allocate resources. In addition, the compensation of our executives and non-executive employees is based in part on the performance of our business as evaluated by such non-GAAP financial measures. We believe these non-GAAP financial measures enhance investors' overall understanding of our current financial performance and our prospects for the future by: (i) providing more transparency for certain financial measures, (ii) presenting disclosure that helps investors understand how we plan and measure our business, (iii) affords a view of our operating results that may be more easily compared to our peer companies, and (iv) enables investors to consider our operating results on both a GAAP and non-GAAP basis during and following the integration period of our acquisitions.

In the noted fiscal periods, we adjusted for the following items from our GAAP financial results to arrive at our non-GAAP financial measures:

- **Acquisition-related revenue** - We include acquisition-related revenue, which constitutes revenue reflected as pre-acquisition deferred revenue related to Chef Software, Inc. and Ipswitch, Inc that would otherwise have been recognized but for the purchase accounting treatment of acquisitions. We believe these adjustments are useful to investors as a measure of the ongoing performance of the business because, although we cannot be certain that customers will renew their contracts, we have historically experienced high renewal rates on maintenance and support agreements and other customer contracts.
- **Amortization of acquired intangibles** - We exclude amortization of acquired intangibles because those expenses are unrelated to our core operating performance and the intangible assets acquired vary significantly based on the timing and magnitude of our acquisition transactions and the maturities of the businesses acquired. Adjustments include preliminary estimates relating to the valuation of intangible assets acquired from Kemp. The final amounts will not be available until the Company's internal procedures and reviews are completed.
- **Stock-based compensation** - We exclude stock-based compensation to be consistent with the way management and the financial community evaluates our performance and the methods used by analysts to calculate consensus estimates. The expense related to stock-based awards is generally not controllable in the short-term and can vary significantly based on the timing, size and nature of awards granted. As such, we do not include these charges in operating plans.
- **Restructuring expenses** - In all periods presented, we exclude restructuring expenses incurred because those expenses distort trends and are not part of our core operating results. Adjustments include preliminary estimates relating to restructuring expenses from Kemp. The final amounts will not be available until the Company's internal procedures and reviews are completed.
- **Acquisition-related and transition expenses** - We exclude acquisition-related expenses in order to provide a more meaningful comparison of the financial results to our historical operations and forward-looking guidance and the financial results of less acquisitive peer companies. We consider these types of costs and adjustments, to a great extent, to be unpredictable and dependent on a significant number of factors that are outside of our control. Furthermore, we do not

consider these acquisition-related costs and adjustments to be related to the organic continuing operations of the acquired businesses and are generally not relevant to assessing or estimating the long-term performance of the acquired assets. In addition, the size, complexity and/or volume of past acquisitions, which often drives the magnitude of acquisition-related costs, may not be indicative of the size, complexity and/or volume of future acquisitions.

- *Amortization of the discount on our convertible senior notes* - In April 2021, in a private offering, we issued 1.0% Convertible Senior Notes with an aggregate principal amount of \$360 million, including the over allotment, due April 15, 2026, unless earlier repurchased, redeemed or converted (the "Notes"). We exclude the portion of amortization of debt discount that relates to the equity component of the Notes as they are non-cash and have no direct correlation to the operations of our business. Upon adoption of ASU 2020-06 on December 1, 2021, the Company reversed the separation of the debt and equity components and accounted for the Notes wholly as debt.
- *Gain on sale of assets held for sale* - We exclude the gain associated with the sale of our Bedford, Massachusetts headquarters during fiscal year 2022. We don't believe such gains are part of our core operating results because they are inconsistent in amount and frequency and therefore may distort operating trends.
- *Income tax adjustment* - We adjust our income tax provision by excluding the tax impact of the non-GAAP adjustments discussed above.

Constant Currency - Revenue from our international operations has historically represented a substantial portion of our total revenue. As a result, our revenue results have been impacted, and we expect will continue to be impacted, by fluctuations in foreign currency exchange rates.

- As exchange rates are an important factor in understanding period to period comparisons, we present revenue growth rates on a constant currency basis, which helps improve the understanding of our revenue results and our performance in comparison to prior periods. The constant currency information presented is calculated by translating current period results using prior period weighted average foreign currency exchange rates. These results should be considered in addition to, not as a substitute for, results reported in accordance with GAAP.

Annual Recurring Revenue ("ARR") - We provide an ARR performance metric to help investors better understand and assess the performance of our business because our mix of revenue generated from recurring sources has increased in recent years. ARR represents the annualized contract value for all active and contractually binding term-based contracts at the end of a period. ARR includes maintenance, software upgrade rights, public cloud and on-premises subscription-based transactions and managed services.

- ARR does not have any standardized meaning and is therefore unlikely to be comparable to similarly titled measures presented by other companies. ARR should be viewed independently of revenue and deferred revenue and is not intended to be combined with or to replace either of those items. ARR is not a forecast and the active contracts at the end of a reporting period used in calculating ARR may or may not be extended or renewed by our customers.

We also provide guidance on adjusted free cash flow, which is equal to cash flows from operating activities less purchases of property and equipment, plus restructuring payments.

However, this non-GAAP information is not in accordance with, or an alternative to, generally accepted accounting principles in the United States ("GAAP") and should be considered in conjunction with our GAAP results as the items excluded from the non-GAAP information often have a material impact on Progress' financial results. A reconciliation of non-GAAP adjustments to Progress' GAAP financial results is included in the tables at the end of this press release and is available on the Progress website at www.progress.com within the investor relations section.

Note Regarding Forward-Looking Statements

This press release contains statements that are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Progress has identified some of these forward-looking statements with words like "believe," "may," "could," "would," "might," "should," "expect," "intend," "plan," "target," "anticipate" and "continue," the negative of these words, other terms of similar meaning or the use of future dates.

Forward-looking statements in this press release include, but are not limited to, statements regarding Progress' business outlook, Total Growth Strategy, and financial guidance. There are a number of factors that could cause actual results or future events to differ materially from those anticipated by the forward-looking statements, including, without limitation: (i) economic, geopolitical and market conditions can adversely affect our business, results of operations and financial condition, including our revenue growth and profitability, which in turn could adversely affect our stock price; (ii) our international sales and operations subject us to additional risks that can adversely affect our operating results, including risks relating to foreign currency gains and losses; (iii) we may fail to achieve our financial forecasts due to such factors as delays or size reductions in transactions, fewer large transactions in a particular quarter, fluctuations in currency exchange rates, or a decline in our renewal rates for contracts; (iv) if the security measures for our software, services, other offerings or our internal information technology infrastructure are compromised or subject to a successful cyber-attack, or if our software offerings contain significant coding or configuration errors, we may experience reputational harm, legal claims and financial exposure; (v) delay or failure to realize the expected synergies and benefits of the Kemp acquisition could negatively impact our future results of operations and financial condition; and (vi) optimization initiatives may disrupt our operations and we may not achieve the expected benefits from our efforts. For further information regarding risks and uncertainties associated with Progress' business, please refer to Progress' filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the fiscal year ended November 30, 2021. Progress undertakes no obligation to update any forward-looking statements, which speak only as of the date of this press release.

About Progress

Dedicated to propelling business forward in a technology-driven world, Progress (Nasdaq: PRGS) helps businesses drive faster cycles of innovation, fuel momentum and accelerate their path to success. As the trusted provider of the best products to develop, deploy and manage high-impact

applications, Progress enables customers to develop the applications and experiences they need, deploy where and how they want and manage it all safely and securely. Hundreds of thousands of enterprises, including 1,700 software companies and 3.5 million developers, depend on Progress to achieve their goals—with confidence. Learn more at www.progress.com.

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CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

| | Three Months Ended | | | Nine Months Ended | | |
|--|--------------------|--------------------|-------------|--------------------|--------------------|-------------|
| | August 31, 2022 | August 31, 2021 | % Change | August 31, 2022 | August 31, 2021 | % Change |
| <i>(In thousands, except per share data)</i> | | | | | | |
| Revenue: | | | | | | |
| Software licenses | \$ 47,618 | \$ 51,930 | (8) % | \$ 135,182 | \$ 115,354 | 17% |
| Maintenance and services | 103,599 | 95,487 | 8% | 309,704 | 275,831 | 12% |
| Total revenue | 151,217 | 147,417 | 3% | 444,886 | 391,185 | 14% |
| Costs of revenue: | | | | | | |
| Cost of software licenses | 2,477 | 1,574 | 57% | 7,669 | 3,763 | 104% |
| Cost of maintenance and services | 15,761 | 14,895 | 6% | 46,707 | 42,887 | 9% |
| Amortization of acquired intangibles | 5,558 | 3,599 | 54% | 16,589 | 10,719 | 55% |
| Total costs of revenue | 23,796 | 20,068 | 19% | 70,965 | 57,369 | 24% |
| Gross profit | 127,421 | 127,349 | —% | 373,921 | 333,816 | 12% |
| Operating expenses: | | | | | | |
| Sales and marketing | 34,595 | 29,737 | 16% | 100,768 | 88,468 | 14% |
| Product development | 28,650 | 25,616 | 12% | 85,966 | 76,579 | 12% |
| General and administrative | 20,141 | 16,451 | 22% | 56,339 | 46,335 | 22% |
| Amortization of acquired intangibles | 11,716 | 7,978 | 47% | 35,330 | 22,836 | 55% |
| Restructuring expenses | 130 | 40 | 225% | 784 | 1,133 | (31) % |
| Acquisition-related expenses | 168 | 1,481 | (89) % | 3,816 | 2,721 | 40% |
| Gain on sale of assets held for sale | — | — | * | (10,770) | — | * |
| Total operating expenses | 95,400 | 81,303 | 17% | 272,233 | 238,072 | 14% |
| Income from operations | 32,021 | 46,046 | (30) % | 101,688 | 95,744 | 6% |
| Other expense, net | (4,339) | (6,539) | 34% | (11,209) | (14,409) | 22% |
| Income before income taxes | 27,682 | 39,507 | (30) % | 90,479 | 81,335 | 11% |
| Provision for income taxes | 5,885 | 8,531 | (31) % | 19,118 | 17,841 | 7% |
| Net income | \$ 21,797 | \$ 30,976 | (30) % | \$ 71,361 | \$ 63,494 | 12% |
| Earnings per share: | | | | | | |
| Basic | \$ 0.50 | \$ 0.71 | (30) % | \$ 1.64 | \$ 1.45 | 13% |
| Diluted | \$ 0.50 | \$ 0.70 | (29) % | \$ 1.61 | \$ 1.43 | 13% |
| Weighted average shares outstanding: | | | | | | |
| Basic | 43,211 | 43,762 | (1) % | 43,589 | 43,896 | (1) % |
| Diluted | 43,935 | 44,502 | (1) % | 44,299 | 44,542 | (1) % |
| Cash dividends declared per common share | \$ 0.175 | \$ 0.175 | —% | \$ 0.525 | \$ 0.525 | —% |

Stock-based compensation is included in the condensed consolidated statements of operations, as follows:

| | | | | | | |
|----------------------------|----------|----------|-------|-----------|-----------|--------|
| Cost of revenue | \$ 527 | \$ 374 | 41% | \$ 1,410 | \$ 1,234 | 14% |
| Sales and marketing | 1,331 | 1,424 | (7) % | 3,423 | 4,679 | (27) % |
| Product development | 2,586 | 1,848 | 40% | 7,548 | 6,179 | 22% |
| General and administrative | 4,195 | 3,193 | 31% | 13,729 | 9,893 | 39% |
| Total | \$ 8,639 | \$ 6,839 | 26% | \$ 26,110 | \$ 21,985 | 19% |

*not meaningful

CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

| <i>(In thousands)</i> | <u>August 31, 2022</u> | <u>November 30, 2021</u> |
|--|------------------------|--------------------------|
| Assets | | |
| Current assets: | | |
| Cash, cash equivalents and short-term investments | \$ 224,864 | \$ 157,373 |
| Accounts receivable, net | 82,258 | 99,815 |
| Unbilled receivables and contract assets | 27,847 | 25,816 |
| Other current assets | 29,465 | 39,549 |
| Assets held for sale | — | 15,255 |
| Total current assets | <u>364,434</u> | <u>337,808</u> |
| Property and equipment, net | 13,409 | 14,345 |
| Goodwill and intangible assets, net | 906,337 | 958,337 |
| Right-of-use lease assets | 18,950 | 25,253 |
| Long-term unbilled receivables and contract assets | 25,972 | 17,464 |
| Other assets | 17,190 | 10,330 |
| Total assets | <u>\$ 1,346,292</u> | <u>\$ 1,363,537</u> |
| Liabilities and shareholders' equity | | |
| Current liabilities: | | |
| Accounts payable and other current liabilities | \$ 68,581 | \$ 84,215 |
| Current portion of long-term debt, net | 6,234 | 25,767 |
| Short-term operating lease liabilities | 7,443 | 7,926 |
| Short-term deferred revenue | 197,425 | 205,021 |
| Total current liabilities | <u>279,683</u> | <u>322,929</u> |
| Long-term debt, net | 260,779 | 239,992 |
| Convertible senior notes, net | 352,108 | 294,535 |
| Long-term operating lease liabilities | 16,662 | 23,130 |
| Long-term deferred revenue | 53,696 | 47,359 |
| Other long-term liabilities | 16,391 | 23,103 |
| Shareholders' equity: | | |
| Common stock and additional paid-in capital | 318,989 | 354,676 |
| Retained earnings | 47,984 | 57,813 |
| Total shareholders' equity | <u>366,973</u> | <u>412,489</u> |
| Total liabilities and shareholders' equity | <u>\$ 1,346,292</u> | <u>\$ 1,363,537</u> |

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

| <i>(In thousands)</i> | <u>Three Months Ended</u> | | <u>Nine Months Ended</u> | |
|--|---------------------------|--------------------|--------------------------|--------------------|
| | August 31, 2022 | August 31, 2021 | August 31, 2022 | August 31, 2021 |
| Cash flows from operating activities: | | | | |
| Net income | \$ 21,797 | \$ 30,976 | \$ 71,361 | \$ 63,494 |
| Depreciation and amortization | 19,219 | 16,383 | 57,816 | 43,074 |
| Gain on sale of assets held for sale | — | — | (10,770) | — |
| Stock-based compensation | 8,639 | 6,839 | 26,110 | 21,985 |
| Other non-cash adjustments | 234 | 1,009 | 6,349 | 4,132 |
| Changes in operating assets and liabilities | (10,219) | (19,983) | 1,157 | 1,917 |
| Net cash flows from operating activities | <u>39,670</u> | <u>35,224</u> | <u>152,023</u> | <u>134,602</u> |
| Capital expenditures | (1,107) | (625) | (3,086) | (2,741) |
| Repurchases of common stock, net of issuances | (21,438) | 2,947 | (65,140) | (25,753) |
| Dividend payments to shareholders | (7,778) | (7,755) | (23,351) | (23,372) |
| Proceeds from the issuance of debt, net of payment of issuance costs | — | — | 5,517 | — |
| Payments of principal on long-term debt | (1,719) | (5,644) | (5,154) | (111,669) |
| Proceeds from issuance of Notes, net of issuance costs | — | — | — | 349,196 |
| Purchase of capped calls | — | — | — | (43,056) |
| Other | (8,677) | (3,130) | 6,682 | 475 |

| | | | | |
|--|------------|------------|------------|------------|
| Net change in cash, cash equivalents and short-term investments | (1,049) | 21,017 | 67,491 | 277,682 |
| Cash, cash equivalents and short-term investments, beginning of period | 225,913 | 362,660 | 157,373 | 105,995 |
| Cash, cash equivalents and short-term investments, end of period | \$ 224,864 | \$ 383,677 | \$ 224,864 | \$ 383,677 |

RECONCILIATIONS OF GAAP TO NON-GAAP SELECTED FINANCIAL MEASURES - THIRD QUARTER¹

(Unaudited)

| (In thousands, except per share data) | Three Months Ended | | | | % Change Non-GAAP |
|---|--------------------|-------------|-------------------|-------------|----------------------|
| | August 31, 2022 | | August 31, 2021 | | |
| Adjusted revenue: | | | | | |
| GAAP revenue | \$ 151,217 | | \$ 147,417 | | |
| Acquisition-related revenue | 1,843 | | 5,180 | | |
| Non-GAAP revenue | <u>\$ 153,060</u> | <u>100%</u> | <u>\$ 152,597</u> | <u>100%</u> | —% |
| Adjusted income from operations: | | | | | |
| GAAP income from operations | \$ 32,021 | 21% | \$ 46,046 | 31% | |
| Amortization of acquired intangibles | 17,274 | 11% | 11,577 | 8% | |
| Restructuring expenses and other | 130 | —% | 40 | —% | |
| Stock-based compensation | 8,639 | 6% | 6,839 | 4% | |
| Acquisition-related revenue and expenses | 2,011 | 1% | 6,661 | 4% | |
| Non-GAAP income from operations | <u>\$ 60,075</u> | <u>39%</u> | <u>\$ 71,163</u> | <u>47%</u> | (16)% |
| Adjusted net income: | | | | | |
| GAAP net income | \$ 21,797 | 14% | \$ 30,976 | 21% | |
| Amortization of acquired intangibles | 17,274 | 11% | 11,577 | 8% | |
| Restructuring expenses and other | 130 | —% | 40 | —% | |
| Stock-based compensation | 8,639 | 7% | 6,839 | 3% | |
| Acquisition-related revenue and expenses | 2,011 | 1% | 6,661 | 4% | |
| Amortization of discount on notes | — | —% | 2,868 | 2% | |
| Provision for income taxes | (5,761) | (4)% | (6,384) | (4)% | |
| Non-GAAP net income | <u>\$ 44,090</u> | <u>29%</u> | <u>\$ 52,577</u> | <u>34%</u> | (16)% |
| Adjusted diluted earnings per share: | | | | | |
| GAAP diluted earnings per share | \$ 0.50 | | \$ 0.70 | | |
| Amortization of acquired intangibles | 0.39 | | 0.26 | | |
| Stock-based compensation | 0.19 | | 0.15 | | |
| Acquisition-related revenue and expenses | 0.05 | | 0.15 | | |
| Amortization of discount on notes | — | | 0.06 | | |
| Provision for income taxes | (0.13) | | (0.14) | | |
| Non-GAAP diluted earnings per share | <u>\$ 1.00</u> | | <u>\$ 1.18</u> | | (15)% |
| Non-GAAP weighted avg shares outstanding - diluted | 43,935 | | 44,502 | | (1)% |

RECONCILIATIONS OF GAAP TO NON-GAAP SELECTED FINANCIAL MEASURES - YEAR TO DATE¹

(Unaudited)

| (In thousands, except per share data) | Nine Months Ended | | | | % Change Non-GAAP |
|---|-------------------|-------------|-------------------|-------------|----------------------|
| | August 31, 2022 | | August 31, 2021 | | |
| Adjusted revenue: | | | | | |
| GAAP revenue | \$ 444,886 | | \$ 391,185 | | |
| Acquisition-related revenue | 6,558 | | 22,394 | | |
| Non-GAAP revenue | <u>\$ 451,444</u> | <u>100%</u> | <u>\$ 413,579</u> | <u>100%</u> | 9% |
| Adjusted income from operations: | | | | | |
| GAAP income from operations | \$ 101,688 | 23% | \$ 95,744 | 24% | |
| Amortization of acquired intangibles | 51,919 | 12% | 33,555 | 8% | |
| Restructuring expenses and other | 784 | —% | 1,133 | —% | |

| | | | | | |
|--|-------------------|------------|-------------------|------------|----|
| Stock-based compensation | 26,110 | 5% | 21,985 | 5% | |
| Acquisition-related revenue and expenses | 10,374 | 2% | 25,115 | 6% | |
| Gain on sale of assets held for sale | (10,770) | (2)% | — | —% | |
| Non-GAAP income from operations | <u>\$ 180,105</u> | <u>40%</u> | <u>\$ 177,532</u> | <u>43%</u> | 1% |

Adjusted net income:

| | | | | | |
|--|-------------------|------------|-------------------|------------|----|
| GAAP net income | \$ 71,361 | 16% | \$ 63,494 | 16% | |
| Amortization of acquired intangibles | 51,919 | 12% | 33,555 | 8% | |
| Restructuring expenses and other | 784 | —% | 1,133 | —% | |
| Stock-based compensation | 26,110 | 6% | 21,985 | 5% | |
| Acquisition-related revenue and expenses | 10,374 | 2% | 25,115 | 6% | |
| Gain on sale of assets held for sale | (10,770) | (2)% | — | —% | |
| Amortization of discount on notes | — | —% | 4,348 | 1% | |
| Provision for income taxes | (16,242) | (4)% | (18,036) | (4)% | |
| Non-GAAP net income | <u>\$ 133,536</u> | <u>30%</u> | <u>\$ 131,594</u> | <u>32%</u> | 1% |

Adjusted diluted earnings per share:

| | | | | | |
|--|----------------|--|----------------|--|----|
| GAAP diluted earnings per share | \$ 1.61 | | \$ 1.43 | | |
| Amortization of acquired intangibles | 1.17 | | 0.75 | | |
| Restructuring expenses and other | 0.02 | | 0.03 | | |
| Stock-based compensation | 0.59 | | 0.48 | | |
| Acquisition-related revenue and expenses | 0.23 | | 0.56 | | |
| Gain on sale of assets held for sale | (0.24) | | — | | |
| Amortization of discount on notes | — | | 0.10 | | |
| Provision for income taxes | (0.37) | | (0.40) | | |
| Non-GAAP diluted earnings per share | <u>\$ 3.01</u> | | <u>\$ 2.95</u> | | 2% |

| | | | | | |
|---|--------|--|--------|--|------|
| Non-GAAP weighted avg shares outstanding - diluted | 44,299 | | 44,542 | | (1)% |
|---|--------|--|--------|--|------|

OTHER NON-GAAP FINANCIAL MEASURES¹

(Unaudited)

Quarter to Date Adjusted Free Cash Flow

| (In thousands) | Q3 2022 | Q3 2021 | % Change |
|-------------------------------------|------------------|------------------|------------|
| Cash flows from operations | \$ 39,670 | \$ 35,224 | 13% |
| Purchases of property and equipment | (1,107) | (625) | 77% |
| Free cash flow | <u>38,563</u> | <u>34,599</u> | <u>11%</u> |
| Add back: restructuring payments | 674 | 423 | 59% |
| Adjusted free cash flow | <u>\$ 39,237</u> | <u>\$ 35,022</u> | <u>12%</u> |

Year to Date Adjusted Free Cash Flow

| (In thousands) | Q3 2022 | Q3 2021 | % Change |
|-------------------------------------|-------------------|-------------------|------------|
| Cash flows from operations | \$ 152,023 | \$ 134,602 | 13% |
| Purchases of property and equipment | (3,086) | (2,741) | 13% |
| Free cash flow | <u>148,937</u> | <u>131,861</u> | <u>13%</u> |
| Add back: restructuring payments | 3,019 | 5,087 | (41)% |
| Adjusted free cash flow | <u>\$ 151,956</u> | <u>\$ 136,948</u> | <u>11%</u> |

RECONCILIATIONS OF GAAP TO NON-GAAP FINANCIAL MEASURES FOR FISCAL YEAR 2022 GUIDANCE¹

(Unaudited)

Fiscal Year 2022 Updated Revenue Guidance

| Fiscal Year Ended | Fiscal Year Ending |
|-------------------|--------------------|
|-------------------|--------------------|

| <i>(In millions)</i> | November 30, 2021 | November 30, 2022 | | | |
|---|----------------------|-------------------|----------|----------|----------|
| | | Low | % Change | High | % Change |
| GAAP revenue | \$ 531.3 | \$ 600.5 | 13% | \$ 608.5 | 15% |
| Acquisition-related adjustments - revenue | 26.0 | 8.5 | (67) % | 8.5 | (67) % |
| Non-GAAP revenue | \$ 557.3 | \$ 609.0 | 9% | \$ 617.0 | 11% |

Fiscal Year 2022 Updated Non-GAAP Operating Margin Guidance

| <i>(In millions)</i> | Fiscal Year Ending November 30, 2022 | |
|--------------------------------------|--------------------------------------|----------|
| | Low | High |
| GAAP income from operations | \$ 133.0 | \$ 138.7 |
| GAAP operating margins | 22% | 23% |
| Acquisition-related revenue | 8.5 | 8.5 |
| Acquisition-related expense | 4.3 | 4.3 |
| Restructuring expense | 0.9 | 0.9 |
| Stock-based compensation | 35.6 | 35.6 |
| Amortization of acquired intangibles | 69.0 | 69.0 |
| Gain on sale of assets held for sale | (10.8) | (10.8) |
| Total adjustments | 107.5 | 107.5 |
| Non-GAAP income from operations | \$ 240.5 | \$ 246.2 |
| Non-GAAP operating margin | 39% | 40% |

Fiscal Year 2022 Updated Non-GAAP Earnings per Share and Effective Tax Rate Guidance

| <i>(In millions, except per share data)</i> | Fiscal Year Ending November 30, 2022 | |
|---|--------------------------------------|----------|
| | Low | High |
| GAAP net income | \$ 93.8 | \$ 97.2 |
| Adjustments (from previous table) | 107.5 | 107.5 |
| Income tax adjustment ² | (20.8) | (22.6) |
| Non-GAAP net income | \$ 180.5 | \$ 182.1 |
| GAAP diluted earnings per share | \$ 2.12 | \$ 2.20 |
| Non-GAAP diluted earnings per share | \$ 4.08 | \$ 4.12 |
| Diluted weighted average shares outstanding | 44.2 | 44.2 |

²Tax adjustment is based on a non-GAAP effective tax rate of approximately 20% for Low and 21% for High, calculated as follows:

| | | |
|--|----------|----------|
| Non-GAAP income from operations | \$ 240.5 | \$ 246.2 |
| Other (expense) income | (15.7) | (15.7) |
| Non-GAAP income from continuing operations before income taxes | 224.8 | 230.5 |
| Non-GAAP net income | 180.5 | 182.1 |
| Tax provision | \$ 44.3 | \$ 48.4 |
| Non-GAAP tax rate | 20% | 21% |

RECONCILIATIONS OF GAAP TO NON-GAAP FINANCIAL MEASURES FOR FISCAL YEAR 2022 GUIDANCE¹

(Unaudited)

Fiscal Year 2022 Adjusted Free Cash Flow Guidance

| <i>(In millions)</i> | Fiscal Year Ending November 30, 2022 | |
|-------------------------------------|--------------------------------------|--------|
| | Low | High |
| Cash flows from operations (GAAP) | \$ 188 | \$ 193 |
| Purchases of property and equipment | (6) | (6) |
| Add back: restructuring payments | 3 | 3 |
| Adjusted free cash flow (non-GAAP) | \$ 185 | \$ 190 |

RECONCILIATIONS OF GAAP TO NON-GAAP FINANCIAL MEASURES FOR Q4 2022 GUIDANCE¹

(Unaudited)

Q4 2022 Revenue Guidance

| <i>(In millions)</i> | Three Months Ended | Three Months Ending | | | |
|---|--------------------|---------------------|----------|----------|----------|
| | November 30, 2021 | November 30, 2022 | | | |
| | | Low | % Change | High | % Change |
| GAAP revenue | \$ 140.1 | \$ 155.7 | 11% | \$ 163.7 | 17% |
| Acquisition-related adjustments - revenue | 3.6 | 1.9 | (47) % | 1.9 | (47) % |
| Non-GAAP revenue | \$ 143.7 | \$ 157.6 | 10% | \$ 165.6 | 15% |

Q4 2022 Non-GAAP Earnings per Share Guidance

| | Three Months Ending November 30, 2022 | | | |
|--------------------------------------|---------------------------------------|--------|------|--------|
| | Low | | High | |
| GAAP diluted earnings per share | \$ | 0.53 | \$ | 0.57 |
| Acquisition-related revenue | | 0.04 | | 0.04 |
| Acquisition-related expense | | 0.01 | | 0.01 |
| Stock-based compensation | | 0.22 | | 0.22 |
| Amortization of acquired intangibles | | 0.39 | | 0.39 |
| Total adjustments | | 0.66 | | 0.66 |
| Income tax adjustment | | (0.13) | | (0.13) |
| Non-GAAP diluted earnings per share | \$ | 1.06 | \$ | 1.10 |



Source: Progress Software Corporation