

Magnite

Financial Highlights Q3 2022

November 9, 2022

FORWARD-LOOKING STATEMENTS

This presentation, press release and management's prepared remarks during the conference call referred to above include, and management's answers to questions during the conference call may include, forward-looking statements, including statements based upon or relating to our expectations, assumptions, estimates, and projections. In some cases, you can identify forward-looking statements by terms such as "may," "might," "will," "objective," "intend," "should," "could," "can," "would," "expect," "believe," "design," "anticipate," "estimate," "predict," "potential," "plan" or the negative of these terms, and similar expressions. Forward-looking statements may include, but are not limited to, statements concerning acquisitions by the Company, including the acquisition of SpotX, Inc. ("SpotX," and such acquisition the "SpotX Acquisition"), the acquisition of SpringServe, LLC ("SpringServe," and such acquisition the "SpringServe Acquisition"), and the merger with Telaria, Inc. ("Telaria," and such merger the "Telaria Merger"), or the anticipated benefits thereof; statements concerning potential synergies from the Company's acquisitions; statements concerning the potential impacts of the COVID-19 pandemic on our business operations, financial condition, and results of operations and on the world economy; statements concerning macroeconomic conditions, including inflation, supply chain issues or the occurrence of a recession, or concerns related thereto; our anticipated financial performance; key strategic objectives; industry growth rates for ad-supported connected television ("CTV") and the shift in video consumption from linear TV to CTV; anticipated benefits of new offerings; the impact of our traffic shaping technology on our business; the effects of our cost reduction initiatives; scope and duration of client relationships; the fees we may charge in the future; business mix; sales growth; benefits from supply path optimization; the development of identity solutions; client utilization of our offerings; our competitive differentiation; our market share and leadership position in the industry; market conditions, trends, and opportunities; certain statements regarding future operational performance measures; and other statements that are not historical facts. These statements are not guarantees of future performance; they reflect our current views with respect to future events and are based on assumptions and estimates and subject to known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from expectations or results projected or implied by forward-looking statements. Risks that our business faces include, but are not limited to, the following: our ability to realize the anticipated benefits of the Telaria Merger, SpotX Acquisition, SpringServe Acquisition, and other acquisitions; the impact of macroeconomic challenges on the advertising marketplace, including as a result of global conflict, inflation, supply chain issues, the occurrence of a recession, or concerns relating to the foregoing; the severity, magnitude, and duration of the COVID-19 pandemic, including impacts of the pandemic and of responses to the pandemic by governments; CTV spend on our platform may grow more slowly than we expect if industry growth rates for ad supported CTV are not accurate, if CTV sellers fail to adopt programmatic advertising solutions or if we are unable to maintain or increase access to CTV advertising inventory; the growing percentage of digital advertising spend captured by closed "walled gardens" (such as Google, Facebook, Microsoft, Comcast, and Amazon); we may be unsuccessful in our supply path optimization efforts; our ability to introduce new offerings and bring them to market in a timely manner, and otherwise adapt in response to client demands and industry trends; uncertainty of our estimates and expectations associated with new offerings, including the CTV ad server product that we acquired in the SpringServe Acquisition and our developing identity solutions; we must increase the scale and efficiency of our technology infrastructure to support our growth; the emergence of header bidding has increased competition from other demand sources and may cause infrastructure strain and added costs; our access to mobile inventory may be limited by third-party technology or lack of direct relationships with mobile sellers; we may experience lower take rates, which may not be offset by increases in the volume of ad requests, improvements in fill-rate, and/or increases in the value of transactions through our platform; the impact of requests for discounts, fee concessions, rebates, refunds or favorable payment terms; our history of losses, and the fact that in the past our operating results have and may in the future fluctuate significantly, be difficult to predict, and fall below analysts' and investors' expectations; the effects of seasonal trends on our results of operations; we operate in an intensely competitive market that includes companies that have greater financial, technical and marketing resources than we do; the effects of consolidation in the ad tech industry or among our media clients; our ability to differentiate our offerings and compete effectively to combat commodification and disintermediation; potential limitations on our ability to collect or use data as a result of consumer tools, regulatory restrictions and technological limitations; the development and use of new identity solutions as a replacement for third-party cookies and other identifiers may disrupt the programmatic ecosystem and cause the performance of our platform to decline; the industry may not adopt or may be slow to adopt the use of first-party publisher segments as an alternative to third-party cookies; the impact of antitrust regulations or enforcement actions targeting the digital advertising ecosystem; our ability to comply with, and the effect on our business of, evolving legal standards and regulations, particularly concerning data protection and privacy; failure by us or our clients to meet advertising and inventory content standards; the freedom of buyers and sellers to direct their spending and inventory to competing sources of inventory and demand, and to establish direct relationships and integrations without the use of our platform; our reliance on large aggregators of advertising inventory, and the concentration of CTV among a small number of large sellers that enjoy significant negotiating leverage; our ability to provide value to both buyers and sellers of advertising without being perceived as favoring one over the other or being perceived as competing with them through our service offerings; our reliance on large sources of advertising demand, including demand side platforms ("DSPs") that may have or develop high-risk credit profiles or fail to pay invoices when due; we may be exposed to claims from clients for breach of contracts; errors or failures in the operation of our solution, interruptions in our access to network infrastructure or data, and breaches of our computer systems; our ability to ensure a high level of brand safety for our clients and to detect "bot" traffic and other fraudulent or malicious activity; the use of our net operating losses and tax credit carryforwards may be subject to certain limitations; our business may be subject to sales and use tax, advertising and other taxes; our ability to raise additional capital if needed; the impact of our share repurchase program on our stock price and cash reserves; volatility in the price of our common stock; the impact of negative analyst or investor research reports; our ability to attract and retain qualified employees and key personnel; costs associated with enforcing our intellectual property rights or defending intellectual property infringement; our ability to comply with the terms of our financing arrangements; restrictions in our Credit Agreement may limit our ability to make strategic investments, respond to changing market conditions, or otherwise operate our business; increases in our debt leverage may put us at greater risk of defaulting on our debt obligations, subject us to additional operating restrictions and make it more difficult to obtain future financing on favorable terms; conversion of our Convertible Senior Notes would dilute the ownership interest of existing stockholders; the Capped Call Transactions subject us to counterparty risk and may affect the value of the Convertible Senior Notes and our common stock; the conditional conversion feature of the Convertible Senior Notes, if triggered, may adversely affect our financial condition and operating result; failure to successfully execute our international growth plans; and our ability to identify future acquisitions of or investments in complementary companies or technologies and our ability to consummate the acquisitions and integrate such companies or technologies.

We discuss many of these risks and additional factors that could cause actual results to differ materially from those anticipated by our forward-looking statements under the headings "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations," and elsewhere in this presentation and in other filings we have made and will make from time to time with the Securities and Exchange Commission, or SEC, including our Annual Report on Form 10-K for the year ended December 31, 2021 and subsequent Quarterly Reports on Form 10-Q. These forward-looking statements represent our estimates and assumptions only as of the date of the report in which they are included. Unless required by federal securities laws, we assume no obligation to update any of these forward-looking statements, or to update the reasons actual results could differ materially from those anticipated, to reflect circumstances or events that occur after the statements are made. Without limiting the foregoing, any guidance we may provide will generally be given only in connection with quarterly and annual earnings announcements, without interim updates, and we may appear at industry conferences or make other public statements without disclosing material nonpublic information in our possession. Given these uncertainties, investors should not place undue reliance on these forward-looking statements. Investors should read this presentation and the documents that we reference in this presentation and have filed or will file with the SEC completely and with the understanding that our actual future results may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements.

Non-GAAP Financial Measures



In addition to our GAAP results, we review certain non-GAAP financial measures to help us evaluate our business, measure our performance, identify trends affecting our business, establish budgets, measure the effectiveness of investments in our technology and development and sales and marketing, and assess our operational efficiencies. These non-GAAP measures include Revenue ex-TAC, Adjusted EBITDA, Non-GAAP Income (Loss) and Non-GAAP Earnings (Loss) per share, each of which is discussed below.

These non-GAAP financial measures are not intended to be considered in isolation from, as substitutes for, or as superior to, the corresponding financial measures prepared in accordance with GAAP. You are encouraged to evaluate these adjustments, and review the reconciliation of these non-GAAP financial measures to their most comparable GAAP measures, and the reasons we consider them appropriate. It is important to note that the particular items we exclude from, or include in, our non-GAAP financial measures may differ from the items excluded from, or included in, similar non-GAAP financial measures used by other companies. See "Reconciliation of Revenue to Gross Profit to Revenue ex-TAC," "Reconciliation of net income (loss) to Adjusted EBITDA," "Reconciliation of net income (loss) to non-GAAP income (loss)," and "Reconciliation of GAAP earnings (loss) per share to non-GAAP earnings (loss) per share" included as part of this presentation.

We do not provide a reconciliation of our non-GAAP financial expectations for Revenue ex-TAC, Adjusted EBITDA, Adjusted EBITDA operating expenses or free cash flow, or a forecast of the most comparable GAAP measures, because the amount and timing of many future charges that impact these measures (such as amortization of future acquired intangible assets, acquisition-related charges, foreign exchange (gain) loss, net, stock-based compensation, impairment charges, provision or benefit for income taxes, and our future revenue mix), which could be material, are variable, uncertain, or out of our control and therefore cannot be reasonably predicted without unreasonable effort, if at all. In addition, we believe such reconciliations or forecasts could imply a degree of precision that might be confusing or misleading to investors.

Revenue ex-TAC: Revenue ex-TAC is revenue excluding traffic acquisition cost ("TAC"). Traffic acquisition cost, a component of cost of revenue, represents what we must pay sellers for the sale of advertising inventory through our platform for revenue reported on a gross basis. In calculating Revenue ex-TAC, we add back the cost of revenue, excluding TAC, to gross profit, the most comparable GAAP measurement. Revenue ex-TAC is a non-GAAP financial measure. We believe Revenue ex-TAC is a useful measure in assessing the performance of Magnite as a combined company following our acquisition of SpotX and facilitates a consistent comparison against our core business without considering the impact of traffic acquisition costs related to revenue reported on a gross basis.

Adjusted EBITDA: We define Adjusted EBITDA as net income (loss) adjusted to exclude stock-based compensation expense, depreciation and amortization, amortization of acquired intangible assets, impairment charges, interest income or expense, and other cash and non-cash based income or expenses that we do not consider indicative of our core operating performance, including, but not limited to foreign exchange gains and losses, acquisition and related items, non-operational real estate expense (income), net, and provision (benefit) for income taxes. We also track future expenses on an Adjusted EBITDA basis, and describe them as Adjusted EBITDA operating expenses, which includes total operating expenses. Total operating expenses include cost of revenue. Adjusted EBITDA operating expenses is calculated as Revenue ex-TAC less Adjusted EBITDA. We adjust Adjusted EBITDA operating expenses for the same expense items excluded in Adjusted EBITDA. We believe Adjusted EBITDA is useful to investors in evaluating our performance for the following reasons:

- Adjusted EBITDA is widely used by investors and securities analysts to measure a company's performance without regard to items such as those we exclude in calculating this measure, which can vary substantially from company to company depending upon their financing, capital structures, and the method by which assets were acquired.
- Our management uses Adjusted EBITDA in conjunction with GAAP financial measures for planning purposes, including the preparation of our annual operating budget, as a measure of performance and the effectiveness of our business strategies, and in communications with our board of directors concerning our performance. Adjusted EBITDA may also be used as a metric for determining payment of cash incentive compensation.
- Adjusted EBITDA provides a measure of consistency and comparability with our past performance that many investors find useful, facilitates period-to-period comparisons of operations, and also facilitates comparisons with other peer companies, many of which use similar non-GAAP financial measures to supplement their GAAP results.

Although Adjusted EBITDA is frequently used by investors and securities analysts in their evaluations of companies, Adjusted EBITDA has limitations as an analytical tool, and should not be considered in isolation or as a substitute for analysis of our results of operations as reported under GAAP. These limitations include:

- Stock-based compensation is a non-cash charge and will remain an element of our long-term incentive compensation package, although we exclude it as an expense when evaluating our ongoing operating performance for a particular period.
- Depreciation and amortization are non-cash charges, and the assets being depreciated or amortized will often have to be replaced in the future, but Adjusted EBITDA does not reflect any cash requirements for these replacements.
- Impairment charges are non-cash charges related to goodwill, intangible assets and/or long-lived assets.
- Adjusted EBITDA does not reflect non-cash charges related to acquisition and related items, such as amortization of acquired intangible assets, merger, acquisition, or restructuring related severance costs, and changes in the fair value of contingent consideration.
- Adjusted EBITDA does not reflect cash and non-cash charges and changes in, or cash requirements for, acquisition and related items, such as certain transaction expenses and expenses associated with earn-out amounts.
- Adjusted EBITDA does not reflect changes in our working capital needs, capital expenditures, non-operational real estate expenses or income, or contractual commitments.
- Adjusted EBITDA does not reflect cash requirements for income taxes and the cash impact of other income or expense.
- Other companies may calculate Adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure.

Our Adjusted EBITDA is influenced by fluctuations in our revenue, cost of revenue, and the timing and amounts of the cost of our operations. Adjusted EBITDA should not be considered as an alternative to net income (loss), income (loss) from operations, or any other measure of financial performance calculated and presented in accordance with GAAP.

Non-GAAP Income (Loss) and Non-GAAP Earnings (Loss) per Share: We define non-GAAP earnings (loss) per share as non-GAAP income (loss) divided by non-GAAP weighted-average shares outstanding. Non-GAAP income (loss) is equal to net income (loss) excluding stock-based compensation, cash and non-cash based acquisition and related expenses, including amortization of acquired intangible assets, merger related severance costs, transaction expenses, non-operational real estate expenses or income, foreign currency gains and losses, and in periods in which the Company generates net income, non-GAAP net income (loss) also excludes interest expense associated with Convertible Senior Notes. In periods in which we have non-GAAP income, non-GAAP weighted-average shares outstanding used to calculate non-GAAP earnings per share includes the impact of potentially dilutive shares. Potentially dilutive shares consist of stock options, restricted stock awards, restricted stock units, performance stock units, and potential shares issued under the Employee Stock Purchase Plan, each computed using the treasury stock method. In periods in which the Company generates net income, non-GAAP weighted-average shares will also include the impact of shares that would be issuable assuming conversion of all of the Convertible Senior Notes, calculated under the if-converted method. We believe non-GAAP earnings (loss) per share is useful to investors in evaluating our ongoing operational performance and our trends on a per share basis, and also facilitates comparison of our financial results on a per share basis with other companies, many of which present a similar non-GAAP measure. However, a potential limitation of our use of non-GAAP earnings (loss) per share is that other companies may define non-GAAP earnings (loss) per share differently, which may make comparison difficult. This measure may also exclude expenses that may have a material impact on our reported financial results. Non-GAAP earnings (loss) per share is a performance measure and should not be used as a measure of liquidity. Because of these limitations, we also consider the comparable GAAP measure of net income (loss).

- Total Revenue ex-TAC⁽¹⁾ grew 12% year-over-year to \$127.7 million
- Revenue ex-TAC⁽¹⁾ attributable to CTV grew **29%** year-over-year to \$55.8 million
- Revenue ex-TAC⁽¹⁾ attributable to CTV represented **44%** of total revenue ex-TAC
- Adjusted EBITDA⁽¹⁾ increased 11% year over year to \$44.4 million, representing a **35%** margin⁽²⁾
- Non-GAAP EPS⁽¹⁾ increased to \$0.18 from \$0.14 in Q3 2021
- Operating cash flow⁽³⁾ of **\$28.6** million

(1) Revenue ex-TAC, Adjusted EBITDA, and Non-GAAP EPS are Non-GAAP financial measure. Please see the discussion in the section entitled "Non-GAAP Financial Measures" and the reconciliations included in this presentation.

(2) Adjusted EBITDA margin is calculated as Adjusted EBITDA divided by Revenue ex-TAC.

(3) Operating cash flow is defined as Adjusted EBITDA Less Capex

- Q4 Revenue ex-TAC⁽¹⁾ to be between \$151-\$157 million
- Q4 Revenue ex-TAC⁽¹⁾ attributable to CTV to be between \$63-\$65 million
- Q4 Adjusted EBITDA operating expenses⁽²⁾ to be between \$88-\$90 million
- Q4 Capex to be approximately \$9 million
- Q4 guidance implies 2022 Revenue ex-TAC⁽¹⁾ will exceed **\$510 million**
- Q4 guidance implies 2022 Free cash flow⁽³⁾ will exceed **\$105 million**

(1) Revenue ex-TAC and Adjusted EBITDA are non-GAAP financial measures. Please see the discussion in the section called "Non-GAAP Financial Measures".

(2) Adjusted EBITDA operating expenses is calculated as Revenue ex-TAC less Adjusted EBITDA.

(3) Free cash flow is defined as operating cash flow (Adjusted EBITDA less Capex) less cash interest payments.

Financial Measures (\$MM except per share data)	Three Months Ended		
	9/30/2022	9/30/2021	Change Fav / (Unfav)
Revenue	\$145.8	\$131.9	11%
Revenue ex-TAC ⁽¹⁾	\$127.7	\$114.1	12%
Gross Profit	\$74.1	\$68.3	8%
Net loss	(\$24.4)	(\$24.3)	–%
Adjusted EBITDA ⁽¹⁾	\$44.4	\$40.0	11%
Adjusted EBITDA margin ⁽²⁾	35%	35%	– ppt
Adjusted EBITDA operating expenses ⁽³⁾	\$83.3	\$74.1	(12%)
Diluted earnings (loss) per share	(\$0.18)	(\$0.18)	–%
Non-GAAP earnings per share ⁽¹⁾	\$0.18	\$0.14	29%

(1) Revenue ex-TAC, Adjusted EBITDA, and non-GAAP earnings per share are non-GAAP financial measures. Please see the discussion in the section called "Non-GAAP Financial Measures" and the reconciliations included in this presentation.

(2) Adjusted EBITDA margin is calculated as Adjusted EBITDA divided by Revenue ex-TAC.

(3) Adjusted EBITDA operating expenses is calculated as Revenue ex-TAC less Adjusted EBITDA.

Cash Flow and Balance Sheet Highlights

Magnite

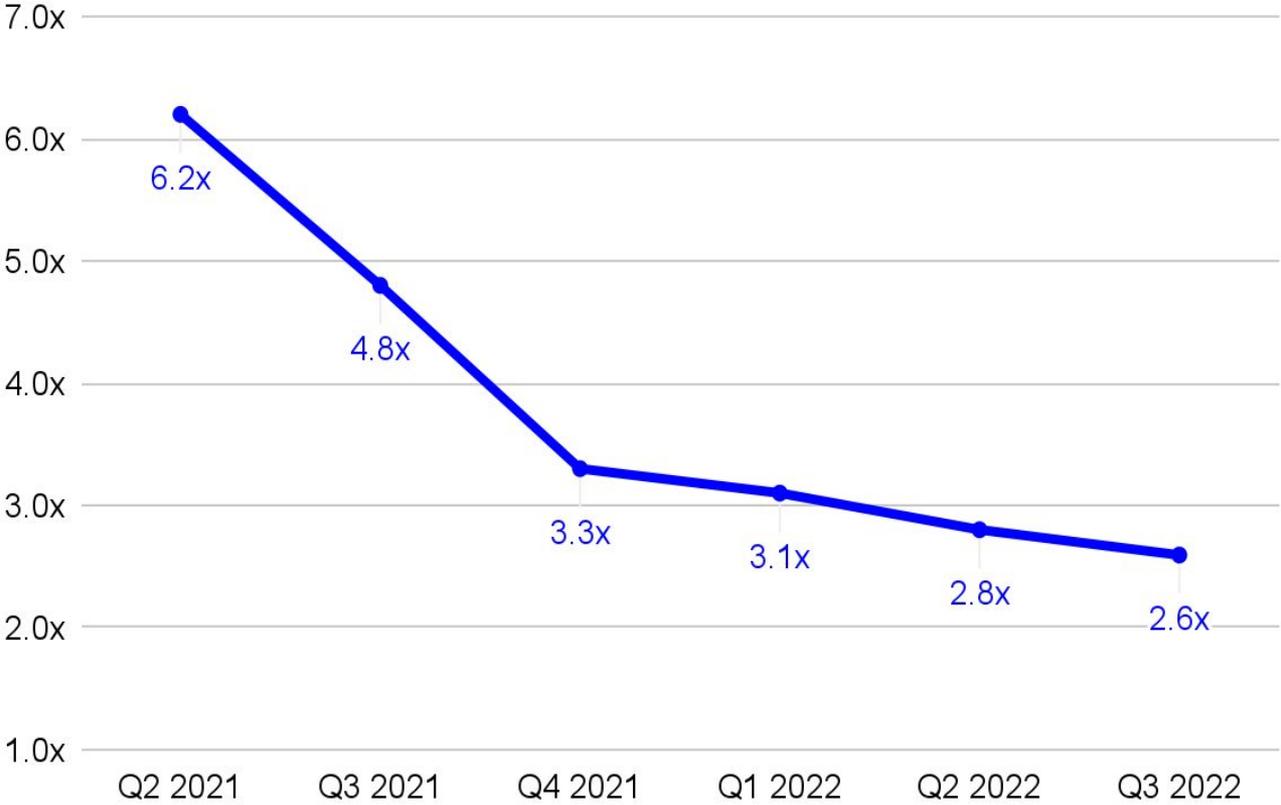
Operating Cash Flow Highlights (\$MM)		
	Q3 2022	Q3 2021
Adjusted EBITDA ⁽¹⁾	\$44.4	\$40.0
Less capital expenditures	(15.8)	(6.0)
Operating cash flow ⁽²⁾ (excluding working capital changes)	\$28.6	\$34.0

(1) Adjusted EBITDA is a non-GAAP financial measure. Please see the discussion in the section called "Non-GAAP Financial Measures" and the reconciliations included in this presentation.

(2) Operating Cash flow is defined as Adjusted EBITDA Less Capex

Balance Sheet Highlights (\$MM)		
	Sept 30, 2022	Dec 31, 2021
Cash & equivalents	\$253.6	\$230.4
Debt	\$ 725.7	\$ 723.6

Net Leverage



Remaining Amortization Schedule for Acquired Intangibles by Period (\$MM)	Amount
2022	\$34.4
2023	104.9
2024	87.3
2025	70.8
2026	24.7
Thereafter	0.4
TOTAL Remaining Amortization of Acquired Intangibles	\$322.5

Q3 Reconciliations of Net Loss to Adjusted EBITDA



Reconciliation of Net Loss to Adjusted EBITDA (\$MM)	Q3 2022	Q3 2021
Net loss	(\$24.4)	(\$24.3)
Add back (deduct):		
Depreciation and amortization expense, excluding amortization of acquired intangible assets	8.5	6.5
Amortization of acquired intangibles	38.1	42.2
Stock-based compensation expense	17.4	11.8
Merger, acquisition, and restructuring costs, excluding stock-based compensation expense	–	2.4
Non-operational real estate expense, net	0.2	0.1
Interest expense, net	7.0	7.3
Foreign exchange gain, net	(2.0)	(1.2)
Benefit for income taxes	(0.4)	(4.7)
Adjusted EBITDA	\$44.4	\$40.0

Q3 Reconciliations of Net Loss to Non-GAAP Income

Reconciliation of Net Loss to Non-GAAP Income (\$MM, except per share figures)	Q3 2022	Q3 2021
Net loss	(\$24.4)	(\$24.3)
Add back (deduct):		
Merger, acquisition and restructuring costs, including amortization of acquired intangibles and excluding stock-based compensation expense	38.1	44.6
Stock-based compensation expense	17.4	11.8
Non-operational real estate expense, net	0.2	0.1
Foreign exchange gain, net	(2.0)	(1.2)
Interest expense, Convertible Senior Notes	0.3	0.3
Tax effect of Non-GAAP adjustments	(3.9)	(10.9)
Non-GAAP income	\$25.6	\$20.3
Non-GAAP earnings per share	\$0.18	\$0.14
Non-GAAP weighted-average shares outstanding (MM)	141.7	146.3

Revenue by Channel and Geography

Revenue Ex-TAC Split by Channel (\$MM)	Q3 2022				Q3 2021			
	CTV	Mobile	Desktop	Total	CTV	Mobile	Desktop	Total
Revenue ex-TAC	\$55.8	\$44.7	\$27.2	\$127.7	\$43.1	\$41.7	\$29.2	\$114.1
Percent of Revenue	44%	35%	21%		38%	36%	26%	

Revenue Split by Geography (\$MM)	Q3 2022			Q3 2021		
	U.S.	Int'l	Total	U.S.	Int'l	Total
GAAP Revenue	\$113.9	\$32.0	\$145.8	\$104.6	\$27.2	\$131.9
Percent of Revenue	78%	22%		79%	21%	

Reconciliation of Revenue to Revenue Ex-TAC

Reconciliation of Revenue to Revenue Ex-TAC (\$MM)	Three Months Ended Sept 30, 2022	Three Months Ended Sept 30, 2021
Revenue	\$145.8	\$131.9
Less: Cost of Revenue	71.8	63.5
Gross Profit	74.1	68.3
Add back: Cost of revenue, excluding TAC	53.6	45.7
Revenue ex-TAC	\$127.7	\$114.1