

MACOM Reports Fiscal Second Quarter 2022 Financial Results

LOWELL, MA, April 28, 2022 – MACOM Technology Solutions Holdings, Inc. ("MACOM") (Nasdaq: MTSI), a leading supplier of semiconductor products, today announced its financial results for its fiscal second quarter ended April 1, 2022.

Second Quarter Fiscal Year 2022 GAAP Results

- Revenue was \$165.1 million, an increase of 9.7%, compared to \$150.6 million in the previous year fiscal second quarter and an increase of 3.5% compared to \$159.6 million in the prior fiscal quarter;
- Gross margin was 59.9%, compared to 55.9% in the previous year fiscal second quarter and 59.0% in the prior fiscal quarter;
- Operating income was \$32.6 million, compared to operating income of \$19.0 million in the previous year fiscal second quarter and operating income of \$27.1 million in the prior fiscal quarter; and
- Net income was \$29.6 million, or \$0.42 per diluted share, compared to net income of \$14.8 million, or \$0.21 per diluted share, in the previous year fiscal second quarter and net income of \$138.8 million, which includes a one-time \$118.2 million gain associated with the sale of MACOM's equity interest in Ampere Computing Holdings LLC, or \$1.95 per diluted share, in the prior fiscal quarter.

Second Quarter Fiscal Year 2022 Adjusted Non-GAAP Results

- Adjusted gross margin was 61.7%, compared to 59.2% in the previous year fiscal second quarter and 61.4% in the prior fiscal quarter;
- Adjusted operating income was \$50.9 million, or 30.8% of revenue, compared to adjusted operating income
 of \$41.8 million, or 27.8% of revenue, in the previous year fiscal second quarter and adjusted operating
 income of \$49.0 million, or 30.7% of revenue, in the prior fiscal quarter; and
- Adjusted net income was \$48.4 million, or \$0.68 per diluted share, compared to adjusted net income of \$36.1 million, or \$0.51 per diluted share, in the previous year fiscal second quarter and adjusted net income of \$45.4 million, or \$0.64 per diluted share, in the prior fiscal quarter.

Management Commentary

"We continue to improve the quality of our earnings and expand our technology portfolio," said Stephen G. Daly, President and Chief Executive Officer.

Business Outlook

For the fiscal third quarter ending July 1, 2022, MACOM expects revenue to be in the range of \$168 million to \$172 million. Adjusted gross margin is expected to be between 61.0% and 63.0%, and adjusted earnings per share is expected to be between \$0.68 and \$0.72 utilizing an anticipated non-GAAP income tax rate of 3% and 71.3 million fully diluted shares outstanding.

Conference Call

MACOM will host a conference call on Thursday, April 28, 2022 at 8:30 a.m. Eastern Time to discuss its fiscal second quarter 2022 financial results and business outlook. Investors and analysts may join the conference call by dialing 1-877-837-3908 and providing the passcode 1084286.

International callers may join the teleconference by dialing +1-973-872-3000 and entering the same passcode at the prompt. A telephone replay of the call will be made available beginning two hours after the call and will remain available for five business days. The replay number is 1-855-859-2056 and the passcode is 1084286. International callers should dial +1-404-537-3406 and enter the same passcode at the prompt.

Additionally, this conference call will be broadcast live over the Internet and can be accessed by all interested parties in the Investors section of MACOM's website at http://www.macom.com. To listen to the live call, please go to the Investors section of MACOM's website and click on the conference call link at least fifteen minutes prior to the start of the conference call. For those unable to participate during the live broadcast, a replay will be available shortly after the call and will remain available for approximately 30 days.

About MACOM

MACOM designs and manufactures high-performance semiconductor products for the Telecommunications, Industrial and Defense and Datacenter industries. MACOM services over 6,000 customers annually with a broad product portfolio that incorporates RF, Microwave, Analog and Mixed Signal and Optical semiconductor technologies. MACOM has achieved certification to the IATF16949 automotive standard, the ISO9001 international quality standard and the ISO14001 environmental management standard. MACOM operates facilities across the United States, Europe, Asia and is headquartered in Lowell, Massachusetts.

Special Note Regarding Forward-Looking Statements

This press release contains forward-looking statements based on MACOM management's beliefs and assumptions and on information currently available to our management. These forward-looking statements include, among others, statements about MACOM's strategic plans and priorities, our ability to continue to improve our earnings and to ensure business continuity and to be successful in our technology, product development and engineering efforts, acceleration, strength and competitiveness of new product introductions and technology portfolio expansion, MACOM's profitability, prospects and growth opportunities in our three primary markets, our strategy with respect to adjacent markets, development and process qualification timelines, continued revenue growth and financial and business improvements and the estimated financial results for our 2022 fiscal third quarter and the stated business outlook and future results of operations.

These forward-looking statements reflect MACOM's current views about future events and are subject to risks, uncertainties, assumptions and changes in circumstances that may cause those events or our actual activities or results to differ materially from those indicated by the forward-looking statements, including any failure to anticipate demand for our products; risks related to any weakening of economic conditions, including as a result of the COVID-19 pandemic; our dependence on a limited number of customers; our ability to develop new products and achieve market acceptance of those products; component shortages or other disruptions in our supply chain, including as a result of the COVID-19 pandemic; and those other factors described in "Risk Factors" in MACOM's filings with the Securities and Exchange Commission ("SEC"), including its Annual Report on Form 10-K, its Quarterly Reports on Form 10-Q and other filings with the SEC. These forward-looking statements

speak only as of the date of this press release, and MACOM undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Discussion Regarding the Use of Historical and Forward-Looking Non-GAAP Financial Measures

In addition to United States Generally Accepted Accounting Principles ("GAAP") reporting, MACOM provides investors with financial measures that have not been calculated in accordance with GAAP, such as: non-GAAP gross profit and gross margin, non-GAAP operating expenses, non-GAAP income from operations and operating margin, adjusted EBITDA, non-GAAP net income, non-GAAP diluted earnings per share, non-GAAP diluted shares, non-GAAP income tax rate, non-GAAP interest expense and non-GAAP free cash flow. In this release or elsewhere, we may alternatively refer to such non-GAAP measures as "adjusted" measures. This non-GAAP information excludes the effect, where applicable, of intangible amortization expense, share-based compensation expense, warrant liability expense, non-cash interest, loss on debt extinguishment, equity method investment gains and losses and the tax effect of each non-GAAP adjustment.

Management believes these excluded items are not reflective of our underlying performance and uses these non-GAAP financial measures to: evaluate our ongoing operating performance and compare it against prior periods, make operating decisions, forecast future periods, evaluate potential acquisitions, compare our operating performance against peer companies and assess certain compensation programs. The exclusion of these items from our non-GAAP financial results should not be interpreted as implying that these items are non-recurring, infrequent or unusual. We believe this non-GAAP financial information provides additional insight into our ongoing performance and have therefore chosen to provide this information to investors to help them evaluate the results of our ongoing operations and enable more meaningful period-to-period comparisons. These non-GAAP measures are provided in addition to, and not as a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP.

A reconciliation between GAAP and non-GAAP financial data is included in the supplemental financial data attached to this press release. We have not provided a reconciliation with respect to any forward-looking non-GAAP financial data presented because we do not have and cannot reliably estimate certain key inputs required to calculate the most comparable GAAP financial data, such as the future price per share of our common stock for purposes of calculating the value of our common stock warrant liability, future acquisition costs, the possibility and impact of any litigation costs, changes in our GAAP effective tax rate and impairment charges. We believe these unknown inputs are likely to have a significant impact on any estimate of the comparable GAAP financial data.

Investors are cautioned against placing undue reliance on non-GAAP financial measures and are urged to review and consider carefully the adjustments made by management to the most directly comparable GAAP financial measures. Non-GAAP financial measures may have limited value as analytical tools because they may exclude certain expenses that some investors consider important in evaluating our operating performance or ongoing business performance. Further, non-GAAP financial measures may have limited value for purposes of drawing comparisons between companies because different companies may calculate similarly titled non-GAAP financial measures in different ways because non-GAAP measures are not based on any comprehensive set of accounting rules or principles.

Additional information and management's assessment regarding why certain items are excluded from our non-GAAP measures are summarized below:

Amortization Expense – is related to acquired intangible assets which are based upon valuation methodologies, and are generally amortized over the expected life of the intangible asset at the time of acquisition, which may result in amortization amounts that vary over time. This non-cash expense is not considered by management in making operating decisions.

Share-Based Compensation Expense – includes share-based compensation expense for awards that are equity and liability classified on our balance sheet and the related employer tax expense at vesting. Share-based compensation expense is partially outside of our control due to factors such as stock price volatility and interest rates, which may be unrelated to our operating performance during the period in which the expense is incurred. It is an expense based upon valuation methodologies and assumptions that vary over time, and the amount of the expense can vary significantly between companies. Share-based compensation expense amounts are not considered by management in making operating decisions.

Warrant Liability Expense – is associated with mark-to-market fair value adjustments, which are largely based on the value of our common stock, which may vary from period to period due to factors such as stock price volatility. We believe these amounts are not correlated to future business operations and do not reflect our ongoing operations.

Non-cash Interest, Net – includes amounts associated with the amortization of the discount on our convertible notes and the amortization of certain fees associated with the establishment or amendment of our credit agreement, term loans and convertible notes that are being amortized over the life of the agreements. We believe these amounts are non-cash in nature, are not correlated to future business operations and do not reflect our ongoing operations.

Equity Method Investment Gains and Losses – primarily includes non-cash gains and losses associated with a non-marketable equity investment we had in Ampere Computing Holdings LLC and the \$118.2 million cash gain on the sale of this investment in December 2021. We believe these items are not correlated to future business operations and including such amounts does not reflect our ongoing operations.

Loss on Debt Extinguishment – includes the write-off of unamortized deferred financing costs associated with the paydown of our term loans. We believe these non-cash amounts are not correlated to future business operations and do not reflect on our ongoing operations.

Tax Effect of Non-GAAP Adjustments — includes adjustments to arrive at an estimate of our non-GAAP income tax rate associated with our non-GAAP income over a period of time. We determine our non-GAAP income tax rate using applicable rates in taxing jurisdictions and assessing certain factors including our historical and forecast earnings by jurisdiction, discrete items, cash taxes paid in relation to our non-GAAP net income before income taxes and our ability to realize tax assets. We generally assess this non-GAAP income tax rate quarterly and have utilized 5% for fiscal year 2021 and our first fiscal quarter of fiscal year 2022 and 3% for our second fiscal quarter of fiscal year 2022. Our historical effective income tax rate under GAAP has varied significantly from our non-GAAP income tax rate due primarily to changes in fair values of the common stock warrant liability, which are excluded from our adjusted net income and are neither deductible nor taxable for tax purposes, gains or losses associated with our equity method investment in a private business, income taxed in foreign jurisdictions at generally lower tax rates, intangible impairments, research and development tax credits and merger expenses. We believe it is beneficial for management to review our non-GAAP income tax rate on a consistent basis over periods of time. Items such as those noted above may have a significant impact on our GAAP income tax expense and associated effective tax rate over time.

Adjusted EBITDA – is a calculation that adds depreciation expense to our adjusted income from operations. Management reviews and utilizes this measure for operational analysis purposes. We believe competitors and others in the financial industry also utilize this measure for analysis purposes.

Free Cash Flow – is a calculation that starts with cash flow from operating activities and reduces this amount by our capital expenditures in the applicable period. Management reviews and utilizes this measure for cash flow analysis purposes. We believe competitors and others in the financial industry also utilize this measure for analyzing a company's cash flow.

Incremental Shares – is the number of potential shares of common stock issuable upon the exercise of stock options, restricted stock, restricted stock units and warrants that were not included in the calculation of our GAAP diluted shares, as the impact would have been anti-dilutive. We believe competitors and others in the financial industry utilize this measure for analysis purposes.

Company Contact:

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MACOM TECHNOLOGY SOLUTIONS HOLDINGS, INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(unaudited and in thousands, except per share data)

		Tł	ree		Six Months Ended						
		April 1, 2022	Dec	cember 31, 2021		April 2, 2021		April 1, 2022	April 2, 2021		
Revenue	\$	165,147	\$	159,620	\$	150,583	\$	324,767	\$	299,087	
Cost of revenue		66,158		65,477		66,470		131,636		134,713	
Gross profit		98,989		94,143		84,113		193,131		164,374	
Operating expenses:											
Research and development		35,455		35,470		34,619		70,925		71,555	
Selling, general and administrative		30,963		31,604		30,522		62,566		61,774	
Total operating expenses		66,418		67,074		65,141		133,491		133,329	
Income from operations		32,571		27,069		18,972		59,640		31,045	
Other (expense) income:											
Warrant liability expense		_		_		_		_		(11,130	
Interest expense, net		(1,389)		(1,693)		(4,851)		(3,082)		(9,585)	
Other (expense) income, net		(55)		114,908		2,879		114,853		(1,624)	
Total other (expense) income		(1,444)		113,215		(1,972)		111,771		(22,339)	
Income before income taxes	-	31,127		140,284		17,000		171,411		8,706	
Income tax expense		1,569		1,457		2,193		3,026		2,867	
Net income	\$	29,558	\$	138,827	\$	14,807	\$	168,385	\$	5,839	
Net income per share:											
Income per share - Basic	\$	0.42	\$	2.00	\$	0.22	\$	2.42	\$	0.09	
Income per share - Diluted	\$	0.42	\$	1.95	\$	0.21	\$	2.37	\$	0.08	
Weighted average common shares:											
Shares - Basic		69,788		69,400		68,504		69,594		68,130	
Shares - Diluted		71,107		71,224		70,546		71,166		69,983	

MACOM TECHNOLOGY SOLUTIONS HOLDINGS, INC. CONDENSED CONSOLIDATED BALANCE SHEETS

(unaudited and in thousands)

	_	April 1, 2022		October 1, 2021	
ASSETS					
Current assets:					
Cash and cash equivalents	\$	127,575	\$	156,537	
Short-term investments		375,449		188,365	
Accounts receivable, net		100,552		84,570	
Inventories		93,352		82,699	
Prepaid and other current assets		9,508		9,365	
Total current assets		706,436		521,536	
Property and equipment, net		122,426		120,526	
Goodwill and intangible assets, net		380,529		398,925	
Deferred income taxes		38,261		39,516	
Other long-term assets		38,841		53,642	
Total assets	\$	1,286,493	\$	1,134,145	
LIABILITIES AND STOCKHOLDERS' EQUITY					
Current liabilities:					
Current portion of finance lease obligations	\$	949	\$	958	
Accounts payable		30,999		28,712	
Accrued liabilities		62,375		63,374	
Total current liabilities		94,323		93,044	
Finance lease obligations, less current portion		27,544		28,037	
Long-term debt obligations		565,097		492,097	
Other long-term liabilities		45,246		49,231	
Total liabilities		732,210		662,409	
Stockholders' equity		554,283		471,736	
Total liabilities and stockholders' equity	\$	1,286,493	\$	1,134,145	

MACOM TECHNOLOGY SOLUTIONS HOLDINGS, INC. CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited and in thousands)

	Six Mont	hs Ended
	April 1, 2022	April 2, 2021
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 168,385	\$ 5,839
Depreciation and intangible asset amortization	29,080	35,613
Share-based compensation	19,916	18,700
Gain on equity method investment, net	(114,908)	(1,738)
Warrant liability expense	_	11,130
Deferred income taxes	1,284	1,629
Other adjustments, net	1,176	5,285
Accounts receivable	(15,983)	(22,397)
Inventories	(10,653)	7,068
Change in other operating assets and liabilities	(1,700)	1,592
Net cash provided by operating activities	76,597	62,721
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from sale of equity method investment	127,750	_
Purchases of property and equipment	(12,184)	(7,328)
Sales, purchases and maturities of investments	(190,801)	41,277
Proceeds from sale of assets	23	63
Net cash (used in) provided by investing activities	(75,212)	34,012
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from convertible notes, net of issuance costs	_	394,871
Payments of long-term debt	_	(496,021)
Payments on finance leases	(500)	(666)
Proceeds from stock option exercises and employee stock purchases	5,135	3,056
Repurchase of common stock - tax withholdings on equity awards	(34,758)	(22,338)
Net cash used in financing activities	(30,123)	(121,098)
Foreign currency effect on cash	(224)	464
NET CHANGE IN CASH AND CASH EQUIVALENTS	(28,962)	(23,901)
CASH AND CASH EQUIVALENTS — Beginning of period	156,537	129,441
CASH AND CASH EQUIVALENTS — End of period	\$ 127,575	\$ 105,540

MACOM TECHNOLOGY SOLUTIONS HOLDINGS, INC. RECONCILIATIONS OF GAAP TO NON-GAAP RESULTS

(unaudited and in thousands, except per share data)

	<u> </u>			Three Mon	ths Ended			Six Months Ended					
		April 1	, 2022	December	31, 2021	April	2, 2021	April 1	, 2022	April 2	2, 2021		
	1	Amount	% Revenue	Amount	% Revenue	Amount	% Revenue	Amount	% Revenue	Amount	% Revenue		
Gross profit - GAAP	\$	98,989	59.9	\$ 94,143	59.0	\$ 84,113	55.9	\$ 193,131	59.5	\$ 164,374	55.0		
Amortization expense		1,778	1.1	2,505	1.6	3,806	2.5	4,283	1.3	7,683	2.0		
Share-based compensation expense		1,143	0.7	1,401	0.9	1,241	0.8	2,544	0.8	2,508	0.8		
Adjusted gross profit (Non-GAAP)	\$	101,910	61.7	\$ 98,049	61.4	\$ 89,160	59.2	\$ 199,958	61.6	\$ 174,565	58.4		
				Three Mon	ths Ended				Six Mont	hs Ended			
		April 1	, 2022	December	31, 2021	April	2, 2021	April 1	, 2022	April 2	oril 2, 2021		
	I	Amount	% Revenue	Amount	% Revenue	Amount	% Revenue	Amount	% Revenue	Amount	% Revenue		
Operating expenses - GAAP	\$	66,418	40.2	\$ 67,074	42.0	\$ 65,141	43.3	\$ 133,491	41.1	\$ 133,329	44.6		
Amortization expense		(6,277)	(3.8)	(6,781)	(4.2)	(7,601)	(5.0)	(13,058)	(4.0)	(15,717)	(5.3		
Share-based compensation expense		(9,125)	(5.5)	(11,292)	(7.1)	(10,208)	(6.8)	(20,417)	(6.3)	(22,646)	(7.6		
Adjusted operating expenses (Non-GAAP)	\$	51,016	30.9	\$ 49,001	30.7	\$ 47,332	31.4	\$ 100,016	30.8	\$ 94,966	31.8		
	\vdash			Three Mon	ths Ended				Six Mont	hs Ended			
	\vdash	April 1	, 2022	December	31, 2021	April	2, 2021	April 1	, 2022	April 2	2, 2021		
		Amount	% Revenue	Amount	% Revenue	Amount	% Revenue	Amount	% Revenue	Amount	% Revenue		
Income from operations - GAAP	\$	32,571	19.7	\$ 27,069	17.0	\$ 18,972	12.6	\$ 59,640	18.4	\$ 31,045	10.4		
Amortization expense		8,054	4.9	9,287	5.8	11,407	7.6	17,341	5.3	23,400	7.8		
Share-based compensation expense	<u> </u>	10,268	6.2	12,693	8.0	11,450	7.6	22,961	7.1	25,155	8.4		
Adjusted income from operations (Non-													
GAAP)	\$	50,893	30.8	\$ 49,049	30.7	\$ 41,829	27.8	\$ 99,942	30.8	\$ 79,600	26.6		
Depreciation expense		5,792	3.5	5,947	3.7	6,006	4.0	11,739	3.6	12,213	4.1		
Adjusted EBITDA (Non-GAAP)	\$	56,685	34.3	\$ 54,996	34.5	\$ 47,835	31.8	\$ 111,681	34.4	\$ 91,813	30.7		
Adjusted EBITDA (Non-GAAP)	\$	56,685	34.3	\$ 54,996	34.5	\$ 47,835	31.8	\$ 111,681	34.4	\$ 91,813	30.7		
Adjusted EBITDA (Non-GAAP)	\$	56,685	34.3	\$ 54,996 Three Mon		\$ 47,835	31.8	\$ 111,681	34.4 Six Mont		30.7		
Adjusted EBITDA (Non-GAAP)	\$	56,685 April 1			ths Ended	,	31.8	\$ 111,681 April 1	Six Mont				
Adjusted EBITDA (Non-GAAP)				Three Mon	ths Ended	,			Six Mont	hs Ended			
Adjusted EBITDA (Non-GAAP) Net income - GAAP		April 1	, 2022	Three Mon	ths Ended	April	2, 2021	April 1	Six Mont	hs Ended April 2	2, 2021 % Revenue		
Net income - GAAP		April 1 Amount	, 2022 % Revenue	Three Mon December Amount	ths Ended 31, 2021 % Revenue	April :	2, 2021 % Revenue	April 1	Six Mont , 2022 % Revenue	hs Ended April 2 Amount	2, 2021 % Revenue 2.0		
		April 1 Amount 29,558	, 2022 % Revenue	Three Mon December Amount \$ 138,827	ths Ended : 31, 2021 % Revenue 87.0	April : Amount \$ 14,807	2, 2021 % Revenue 9.8	April 1 Amount \$ 168,385	Six Mont ., 2022 % Revenue 51.8	hs Ended April 2 Amount \$ 5,839	2, 2021 % Revenue 2.0 7.8		
Net income - GAAP Amortization expense		April 1 Amount 29,558 8,054	, 2022 % Revenue 17.9 4.9	Three Mon December Amount \$ 138,827 9,287	ths Ended 231, 2021 % Revenue 87.0 5.8	April : Amount \$ 14,807 11,407	2, 2021 % Revenue 9.8 7.6	April 1 Amount \$ 168,385 17,341	Six Mont , 2022 % Revenue 51.8 5.3	hs Ended	2, 2021 % Revenue 2.0 7.8 8.4		
Net income - GAAP Amortization expense Share-based compensation expense		April 1 Amount 29,558 8,054	, 2022 % Revenue 17.9 4.9	Three Mon December Amount \$ 138,827 9,287	ths Ended 231, 2021 % Revenue 87.0 5.8	April : Amount \$ 14,807 11,407	2, 2021 % Revenue 9.8 7.6	April 1 Amount \$ 168,385 17,341	Six Mont ., 2022 % Revenue 51.8 5.3 7.1	hs Ended April 2 Amount \$ 5,839 23,400 25,155	2, 2021 % Revenue 2.0 7.8 8.4 3.7		
Net income - GAAP Amortization expense Share-based compensation expense Warrant liability expense		April 1 Amount 29,558 8,054 10,268	, 2022 % Revenue 17.9 4.9 6.2	Three Mon December Amount \$ 138,827 9,287 12,693	**************************************	**April ** **Amount ** * 14,807	2, 2021 % Revenue 9.8 7.6 7.6 — 0.6	April 1 Amount \$ 168,385 17,341 22,961	Six Mont , 2022 % Revenue 51.8 5.3 7.1	**S Ended **April 2 **Amount ** 5,839 ** 23,400 ** 25,155 ** 11,130 **	2, 2021 % Revenue 2.0 7.8 8.4 3.7 0.5		
Net income - GAAP Amortization expense Share-based compensation expense Warrant liability expense Non-cash interest, net		April 1 Amount 29,558 8,054 10,268 — 411	, 2022 % Revenue 17.9 4.9 6.2 — 0.2	Three Mon December Amount \$ 138,827 9,287 12,693 458	**************************************	April: Amount \$ 14,807 11,407 11,450 849	2, 2021 % Revenue 9.8 7.6 7.6 — 0.6	April 1 Amount \$ 168,385 17,341 22,961 — 869	Six Mont , 2022 % Revenue 51.8 5.3 7.1 — 0.3	hs Ended April 2 Amount \$ 5,839 23,400 25,155 11,130 1,397	2, 2021 % Revenue 2.0 7.8 8.4 3.7 0.5 (0.6		
Net income - GAAP Amortization expense Share-based compensation expense Warrant liability expense Non-cash interest, net Equity method investment gains, net		April 1 Amount 29,558 8,054 10,268 — 411	, 2022 % Revenue 17.9 4.9 6.2 — 0.2	Three Mon December Amount \$ 138,827 9,287 12,693 458	**************************************	April: Amount \$ 14,807 11,407 11,450 849 (6,541)	2, 2021 % Revenue 9.8 7.6 7.6 — 0.6 (4.3)	April 1 Amount \$ 168,385 17,341 22,961 — 869	Six Mont , 2022 % Revenue 51.8 5.3 7.1 — 0.3	hs Ended April 2 Amount \$ 5,839 23,400 25,155 11,130 1,397 (1,738)	2, 2021 % Revenue 2.0 7.8 8.4 3.7 0.5 (0.6		
Net income - GAAP Amortization expense Share-based compensation expense Warrant liability expense Non-cash interest, net Equity method investment gains, net Loss on debt extinguishment Tax effect of non-GAAP adjustments		April 1 Amount 29,558 8,054 10,268 — 411 —	, 2022 % Revenue 17.9 4.9 6.2 — 0.2	Three Mon December Amount \$ 138,827	**************************************	April: Amount \$ 14,807 11,407 11,450 849 (6,541) 3,841 293	2, 2021 % Revenue 9.8 7.6 7.6 0.6 (4.3) 2.6	April 1 Amount \$ 168,385 17,341 22,961 — 869 (114,908) — (861)	Six Mont , 2022 % Revenue 51.8 5.3 7.1 — 0.3 (35.4)	hs Ended April 2 Amount \$ 5,839 23,400 25,155 11,130 1,397 (1,738) 3,841 (727)	2, 2021 % Revenue 2.0 7.8 8.4 3.7 0.5 (0.6 1.3 (0.2		
Net income - GAAP Amortization expense Share-based compensation expense Warrant liability expense Non-cash interest, net Equity method investment gains, net Loss on debt extinguishment Tax effect of non-GAAP adjustments	\$	April 1 Amount 29,558 8,054 10,268 — 411 — 73	, 2022 % Revenue 17.9 4.9 6.2 — 0.2 —	Three Mon December Amount \$ 138,827	**************************************	April: Amount \$ 14,807 11,407 11,450 849 (6,541) 3,841 293	2, 2021 % Revenue 9.8 7.6 7.6 0.6 (4.3) 2.6 0.2	April 1 Amount \$ 168,385 17,341 22,961 — 869 (114,908) — (861)	Six Mont , 2022 % Revenue 51.8 5.3 7.1 — 0.3 (35.4) — (0.3)	hs Ended April 2 Amount \$ 5,839 23,400 25,155 11,130 1,397 (1,738) 3,841 (727)	2, 2021		
Net income - GAAP Amortization expense Share-based compensation expense Warrant liability expense Non-cash interest, net Equity method investment gains, net Loss on debt extinguishment	\$	April 1 Amount 29,558 8,054 10,268 — 411 — 73	, 2022 % Revenue 17.9 4.9 6.2 — 0.2 —	Three Mon December Amount \$ 138,827	**************************************	April: Amount \$ 14,807 11,407 11,450 849 (6,541) 3,841 293	2, 2021 % Revenue 9.8 7.6 7.6 0.6 (4.3) 2.6 0.2	April 1 Amount \$ 168,385 17,341 22,961 — 869 (114,908) — (861)	Six Mont , 2022 % Revenue 51.8 5.3 7.1 — 0.3 (35.4) — (0.3)	hs Ended April 2 Amount \$ 5,839 23,400 25,155 11,130 1,397 (1,738) 3,841 (727) \$ 68,297	2, 2021 % Revenue 2.0 7.8 8.4 3.7 0.5 (0.6 1.3 (0.2		
Net income - GAAP Amortization expense Share-based compensation expense Warrant liability expense Non-cash interest, net Equity method investment gains, net Loss on debt extinguishment Tax effect of non-GAAP adjustments	\$	April 1 Amount 29,558 8,054 10,268 — 411 — 73	, 2022 % Revenue 17.9 4.9 6.2 — 0.2 — — 29.3	Three Mon December Amount \$ 138,827	**************************************	April: Amount \$ 14,807 11,407 11,450 849 (6,541) 3,841 293 \$ 36,106	2, 2021 % Revenue 9.8 7.6 7.6 0.6 (4.3) 2.6 0.2	April 1 Amount \$ 168,385 17,341 22,961 — 869 (114,908) — (861)	Six Mont , 2022 % Revenue 51.8 5.3 7.1 — 0.3 (35.4) — (0.3) 28.9	hs Ended April 2 Amount \$ 5,839 23,400 25,155 11,130 1,397 (1,738) 3,841 (727) \$ 68,297	2, 2021 % Revenue 2.0 7.8 8.4 3.7 0.5 (0.6 1.3 (0.2 22.8		
Net income - GAAP Amortization expense Share-based compensation expense Warrant liability expense Non-cash interest, net Equity method investment gains, net Loss on debt extinguishment Tax effect of non-GAAP adjustments	\$	April 1 Amount 29,558 8,054 10,268 — 411 — 73 48,364 April 1	, 2022 % Revenue 17.9 4.9 6.2 — 0.2 — 29.3 , 2022 Income per	Three Mon December Amount \$ 138,827	### Ended *31, 2021 *Revenue 87.0 5.8 8.0 — 0.3 (72.0) — (0.6) 28.5 ### Ended *31, 2021 Income per	April : Amount \$ 14,807	2, 2021 % Revenue 9.8 7.6 7.6 0.6 (4.3) 2.6 0.2 24.0 2, 2021 Income per	April 1 Amount \$ 168,385 17,341 22,961 869 (114,908) (861) \$ 93,787	Six Mont , 2022 % Revenue 51.8 5.3 7.1 0.3 (35.4) (0.3) 28.9 Six Mont , 2022 Income per	hs Ended April 2 Amount \$ 5,839 23,400 25,155 11,130 1,397 (1,738) 3,841 (727) \$ 68,297 hs Ended April 2	2, 2021 % Revenue 2.0 7.8 8.4 3.7 0.5 (0.6 1.3 (0.2 22.8		
Net income - GAAP Amortization expense Share-based compensation expense Warrant liability expense Non-cash interest, net Equity method investment gains, net Loss on debt extinguishment Tax effect of non-GAAP adjustments Adjusted net income (Non-GAAP)	\$ \$	April 1 Amount 29,558 8,054 10,268 — 411 — 73 48,364 April 1	, 2022 % Revenue 17.9 4.9 6.2 — 0.2 — 29.3 , 2022 Income per diluted share	Three Mon December Amount \$ 138,827 9,287 12,693 —— 458 (114,908) —— (934) \$ 45,423 Three Mon December	### Ended ### ST.0 ### S	April: Amount \$ 14,807 11,407 11,450 849 (6,541) 3,841 293 \$ 36,106 April: Net income	2, 2021 % Revenue 9.8 7.6 7.6 0.6 (4.3) 2.6 0.2 24.0 2, 2021 Income per diluted share	April 1 Amount \$ 168,385 17,341 22,961 — 869 (114,908) — (861) \$ 93,787 April 1 Net income	Six Mont , 2022 % Revenue 51.8 5.3 7.1 0.3 (35.4) (0.3) 28.9 Six Mont , 2022 Income per diluted share	hs Ended April 2 Amount \$ 5,839 23,400 25,155 11,130 1,397 (1,738) 3,841 (727) \$ 68,297 hs Ended April 2 Net income	2, 2021 % Revenue 2.0 7.8 8.4 3.7 0.5 (0.6 1.3 (0.2 22.8		
Net income - GAAP Amortization expense Share-based compensation expense Warrant liability expense Non-cash interest, net Equity method investment gains, net Loss on debt extinguishment Tax effect of non-GAAP adjustments	\$	April 1 Amount 29,558 8,054 10,268 — 411 — 73 48,364 April 1	, 2022 % Revenue 17.9 4.9 6.2 — 0.2 — 29.3 , 2022 Income per diluted share	Three Mon December Amount \$ 138,827	### Ended ### ST.0 ### S	April : Amount \$ 14,807	2, 2021 % Revenue 9.8 7.6 7.6 0.6 (4.3) 2.6 0.2 24.0 2, 2021 Income per diluted share	April 1 Amount \$ 168,385 17,341 22,961 869 (114,908) (861) \$ 93,787	Six Mont , 2022 % Revenue 51.8 5.3 7.1 0.3 (35.4) (0.3) 28.9 Six Mont , 2022 Income per diluted share	hs Ended April 2 Amount \$ 5,839 23,400 25,155 11,130 1,397 (1,738) 3,841 (727) \$ 68,297 hs Ended April 2	2, 2021 % Revenue 2.0 7.8 8.4 3.7 0.5 (0.6 1.3 (0.2 22.8		
Net income - GAAP Amortization expense Share-based compensation expense Warrant liability expense Non-cash interest, net Equity method investment gains, net Loss on debt extinguishment Tax effect of non-GAAP adjustments Adjusted net income (Non-GAAP)	s s	April 1 Amount 29,558 8,054 10,268 411 73 48,364 April 1 et income 29,558	, 2022 % Revenue 17.9 4.9 6.2 — 0.2 — 29.3 , 2022 Income per diluted share	Three Mon December Amount \$ 138,827	### States	April: Amount \$ 14,807 11,407 11,450	2, 2021 % Revenue 9.8 7.6 7.6 0.6 (4.3) 2.6 0.2 24.0 2, 2021 Income per diluted share \$ 0.21	April 1 Amount \$ 168,385	Six Mont , 2022 % Revenue 51.8 5.3 7.1 0.3 (35.4) (0.3) 28.9 Six Mont , 2022 Income per diluted share \$ 2.37	hs Ended April 2 Amount \$ 5,839 23,400 25,155 11,130 1,397 (1,738) 3,841 (727) \$ 68,297 hs Ended April 2 Net income \$ 5,839	2, 2021 % Revenue 2.0 7.8 8.4 3.7 0.5 (0.6 1.3 (0.2 22.8 2, 2021 Income per diluted shares		
Net income - GAAP Amortization expense Share-based compensation expense Warrant liability expense Non-cash interest, net Equity method investment gains, net Loss on debt extinguishment Tax effect of non-GAAP adjustments Adjusted net income (Non-GAAP)	\$ \$	April 1 Amount 29,558 8,054 10,268 — 411 — 73 48,364 April 1	, 2022 % Revenue 17.9 4.9 6.2 — 0.2 — 29.3 , 2022 Income per diluted share	Three Mon December Amount \$ 138,827 9,287 12,693 458 (114,908) (934) \$ 45,423 Three Mon December	### States	April: Amount \$ 14,807 11,407 11,450 849 (6,541) 3,841 293 \$ 36,106 April: Net income \$ 14,807	2, 2021 % Revenue 9.8 7.6 7.6 0.6 (4.3) 2.6 0.2 24.0 2, 2021 Income per diluted share \$ 0.21	April 1 Amount \$ 168,385	Six Mont , 2022 % Revenue 51.8 5.3 7.1 0.3 (35.4) (0.3) 28.9 Six Mont , 2022 Income per diluted share \$ 2.37	hs Ended April 2 Amount \$ 5,839 23,400 25,155 11,130 1,397 (1,738) 3,841 (727) \$ 68,297 hs Ended April 2 Net income \$ 5,839	2, 2021 % Revenue 2.0 7.8 8.4 3.7 0.5 (0.6 1.3 (0.2 22.8 2, 2021 Income per diluted shares \$ 0.08		
Net income - GAAP Amortization expense Share-based compensation expense Warrant liability expense Non-cash interest, net Equity method investment gains, net Loss on debt extinguishment Tax effect of non-GAAP adjustments Adjusted net income (Non-GAAP)	s s	April 1 Amount 29,558 8,054 10,268 411 73 48,364 April 1 et income 29,558	, 2022 % Revenue 17.9 4.9 6.2 — 0.2 — 29.3 , 2022 Income per diluted share	Three Mon December Amount \$ 138,827 9,287 12,693 458 (114,908) (934) \$ 45,423 Three Mon December Net income \$ 138,827 \$ 45,423	### States	April: Amount \$ 14,807 11,407 11,450	2, 2021 % Revenue 9.8 7.6 7.6 0.6 (4.3) 2.6 0.2 24.0 2, 2021 Income per diluted share \$ 0.21	April 1 Amount \$ 168,385	Six Mont , 2022 % Revenue 51.8 5.3 7.1 0.3 (35.4) (0.3) 28.9 Six Mont , 2022 Income per diluted share \$ 2.37 \$ 1.32	hs Ended April 2 Amount \$ 5,839 23,400 25,155 11,130 1,397 (1,738) 3,841 (727) \$ 68,297 hs Ended April 2 Net income \$ 5,839 \$ 68,297	2, 2021 % Revenue 2.0 7.8 8.4 3.7 0.5 (0.6 1.3 (0.2 22.8 2, 2021 Income per diluted shares \$ 0.08		
Net income - GAAP Amortization expense Share-based compensation expense Warrant liability expense Non-cash interest, net Equity method investment gains, net Loss on debt extinguishment Tax effect of non-GAAP adjustments Adjusted net income (Non-GAAP)	s s	April 1 Amount 29,558 8,054 10,268 411 73 48,364 April 1 et income 29,558 48,364	, 2022 % Revenue 17.9 4.9 6.2 — 0.2 — 29.3 , 2022 Income per diluted share \$ 0.42	Three Mon December Amount \$ 138,827	### Ended ### State ### Sta	April: Amount \$ 14,807 11,407 11,450 849 (6,541) 3,841 293 \$ 36,106 April: Net income \$ 14,807 \$ 36,106	2, 2021 % Revenue 9.8 7.6 7.6 0.6 (4.3) 2.6 0.2 24.0 2, 2021 Income per diluted share \$ 0.21 \$ 0.51	April 1 Amount \$ 168,385	Six Mont , 2022 % Revenue 51.8 5.3 7.1 — 0.3 (35.4) — (0.3) 28.9 Six Mont , 2022 Income per diluted share \$ 2.37 \$ 1.32	hs Ended April 2 Amount \$ 5,839 23,400 25,155 11,130 1,397 (1,738) 3,841 (727) \$ 68,297 hs Ended Net income \$ 5,839 \$ 68,297 hs Ended	2, 2021 % Revenue 2.0 7.8 8.4 3.7 0.5 (0.6 1.3 (0.2 22.8 2, 2021 Income per diluted shares \$ 0.08		
Net income - GAAP Amortization expense Share-based compensation expense Warrant liability expense Non-cash interest, net Equity method investment gains, net Loss on debt extinguishment Tax effect of non-GAAP adjustments Adjusted net income (Non-GAAP)	\$ S	April 1 Amount 29,558 8,054 10,268 411 73 48,364 April 1 et income 29,558 48,364 April 1	, 2022 % Revenue 17.9 4.9 6.2 — 0.2 — 29.3 , 2022 Income per diluted share \$ 0.42	Three Mon December Amount \$ 138,827	### Ended ### State ### Sta	April: Amount \$ 14,807 11,407 11,450	2, 2021 % Revenue 9.8 7.6 7.6 0.6 (4.3) 2.6 0.2 24.0 2, 2021 Income per diluted share \$ 0.21	April 1 Amount \$ 168,385	Six Mont , 2022 % Revenue 51.8 5.3 7.1 — 0.3 (35.4) — (0.3) 28.9 Six Mont , 2022 Income per diluted share \$ 2.37 \$ 1.32	hs Ended April 2 Amount \$ 5,839 23,400 25,155 11,130 1,397 (1,738) 3,841 (727) \$ 68,297 hs Ended Net income \$ 5,839 \$ 68,297 hs Ended April 2	2, 2021 % Revenue 2.0 7.8 8.4 3.7 0.5 (0.6 1.3 (0.2 22.8 2, 2021 Income per diluted shares		
Net income - GAAP Amortization expense Share-based compensation expense Warrant liability expense Non-cash interest, net Equity method investment gains, net Loss on debt extinguishment Tax effect of non-GAAP adjustments Adjusted net income (Non-GAAP) Net income - GAAP diluted Adjusted net income (Non-GAAP)	\$ S	April 1 Amount 29,558 8,054 10,268 411 73 48,364 April 1 et income 29,558 48,364 April 1 Shares	, 2022 % Revenue 17.9 4.9 6.2 — 0.2 — 29.3 , 2022 Income per diluted share \$ 0.42	Three Mon December Amount \$ 138,827	### Ended ### State ### Sta	April: Amount \$ 14,807 11,407 11,450	2, 2021 % Revenue 9.8 7.6 7.6 0.6 (4.3) 2.6 0.2 24.0 2, 2021 Income per diluted share \$ 0.21 \$ 0.51	April 1 Amount \$ 168,385	Six Mont , 2022 % Revenue 51.8 5.3 7.1 — 0.3 (35.4) — (0.3) 28.9 Six Mont , 2022 Income per diluted share \$ 2.37 \$ 1.32	hs Ended April 2 Amount \$ 5,839 23,400 25,155 11,130 1,397 (1,738) 3,841 (727) \$ 68,297 hs Ended April 2 Net income \$ 5,839 \$ 68,297 hs Ended April 2 Shares	2, 2021 % Revenue 2.0 7.8 8.4 3.7 0.5 (0.6 1.3 (0.2 22.8 2, 2021 Income per diluted shares \$ 0.08		
Net income - GAAP Amortization expense Share-based compensation expense Warrant liability expense Non-cash interest, net Equity method investment gains, net Loss on debt extinguishment Tax effect of non-GAAP adjustments Adjusted net income (Non-GAAP)	\$ S	April 1 Amount 29,558 8,054 10,268 411 73 48,364 April 1 et income 29,558 48,364 April 1	, 2022 % Revenue 17.9 4.9 6.2 — 0.2 — 29.3 , 2022 Income per diluted share \$ 0.42	Three Mon December Amount \$ 138,827	### Ended ### State ### Sta	April: Amount \$ 14,807 11,407 11,450	2, 2021 % Revenue 9.8 7.6 7.6 0.6 (4.3) 2.6 0.2 24.0 2, 2021 Income per diluted share \$ 0.21 \$ 0.51	April 1 Amount \$ 168,385	Six Mont , 2022 % Revenue 51.8 5.3 7.1 — 0.3 (35.4) — (0.3) 28.9 Six Mont , 2022 Income per diluted share \$ 2.37 \$ 1.32	hs Ended April 2 Amount \$ 5,839 23,400 25,155 11,130 1,397 (1,738) 3,841 (727) \$ 68,297 hs Ended Net income \$ 5,839 \$ 68,297 hs Ended April 2	2, 2021 % Revenue 2.0 7.8 8.4 3.7 0.5 (0.6 1.3 (0.2 22.8 2, 2021 Income per diluted shares \$ 0.08		

	Three Months Ended								Six Months Ended					
	April 1, 2022		December 31, 2021			April 2	, 2021	April 1	, 2022	April 2, 2021				
	An	nount	% Revenue	Amount	% Revenue		Amount	% Revenue	Amount	% Revenue	Amount	% Revenue		
Interest expense, net - GAAP	\$	1,389	0.8	\$ 1,693	1.1	\$	4,851	3.2	\$ 3,082	0.9	\$ 9,585	3.2		
Non-cash interest expense		(412)	(0.2)	(458	(0.3))	(849)	(0.6)	(869)	(0.3)	(1,397)	(0.5)		
Adjusted interest expense (Non-GAAP)	\$	977	0.6	\$ 1,235	0.8	\$	4,002	2.7	\$ 2,213	0.7	\$ 8,188	2.7		

		Three Months Ended									Six Months Ended					
	April 1, 2022			December 31, 2021			April 2, 2021			April 1, 2022			April 2, 2021			
		Amount	% Revenue		Amount	% Revenue		Amount	% Revenue		Amount	% Revenue		Amount	% Revenue	
Cash flow from operations	\$	42,493	25.7	\$	34,104	21.4	\$	27,941	18.6	\$	76,597	23.6	\$	62,721	21.0	
Capital expenditures		(7,089)	(4.3)		(5,095)	(3.2)		(4,438)	(2.9)		(12,184)	(3.8)		(7,328)	(2.5)	
Free cash flow (Non-GAAP)	\$	35,404	21.4	\$	29,009	18.2	\$	23,503	15.6	\$	64,413	19.8	\$	55,393	18.5	
Free cash flow as a percentage of Adjusted net income (Non-GAAP)		73.2 %			63.9 %	_		65.1 %			68.7 %			81.1 %		

RECONCILIATION OF DEBT ACTIVITY

(unaudited and in thousands)

	Long-term	debt obligations
Balance as of October 1, 2021	\$	492,097
Reclassification of convertible notes from stockholders' equity		72,177
Other activity		823
Balance as of April 1, 2022	\$	565,097