

NEWS RELEASE

MeridianLink Reports Second Quarter 2025 Results

2025-08-11

Total second quarter revenue of \$84.6 million grows 8% year-over-year, driven by lending software solutions revenue of \$68.7 million, up 12% year-over-year

Second quarter cash flow from operations of \$19.2 million, or 23% of revenue, and free cash flow of \$17.1 million, or 20% of revenue

IRVINE, Calif.--(BUSINESS WIRE)-- MeridianLink, Inc. (NYSE: MLNK), a leading provider of modern software platforms for financial institutions and reporting agencies, today announced financial results for the second quarter ended June 30, 2025.

Additionally, in a separate release issued today, MeridianLink announced that it has entered into a definitive agreement to be acquired by Centerbridge Partners, L.P., a global investment firm with deep expertise in financial services and technology. The all-cash transaction values MeridianLink at an enterprise value of approximately \$2.0 billion or \$20.00 per share.

"Our second quarter results demonstrate strong execution in an environment that remains uncertain," said Nicolaas Vlok, chief executive officer of MeridianLink®. "As Larry Katz is poised to take the CEO role over in October, I want to reiterate how grateful I am for the opportunity to have led this business. I am proud of our dedicated team who have helped to build our market-leading platform and partner ecosystem. We've created a strong foundation for our next chapter, and Larry and the management team are ready and capable to lead."

"Our results this quarter are a testament to the power of our solutions to make lending more accessible and efficient for community lending institutions and their customers," said Larry Katz, president and chief executive

officer designate of MeridianLink. "We are also pleased to announce our transaction with Centerbridge Partners, which we believe maximizes value for our shareholders and advances our strategy to unlock the potential of this company by accelerating product innovation, harnessing the power of AI and data, and enhancing the delivery of exceptional customer experiences. I am proud of this talented team and look forward to further building our trusted, mission-critical, scalable platform that empowers customers and the communities they serve."

Quarterly Financial Highlights:

- Revenue of \$84.6 million, an increase of 8% year-over-year
- Lending software solutions revenue of \$68.7 million, an increase of 12% year-over-year
- Operating income of \$5.2 million, or 6% of revenue, and non-GAAP operating income of \$23.0 million, or 27% of revenue
- Net loss of \$(3.0) million, or (4)% of revenue, and adjusted EBITDA of \$38.4 million, or 45% of revenue
- Cash flows from operations of \$19.2 million, or 23% of revenue, and free cash flow of \$17.1 million, or 20% of revenue

Cancellation of Earnings Conference Call and Suspension of Guidance

In light of the announced transaction, MeridianLink has cancelled its earnings conference call previously scheduled for August 11, 2025. In addition, as is customary during the pendency of such a transaction, the Company is suspending its financial guidance for the full year 2025.

MeridianLink uses its investor relations website (https://ir.meridianlink.com), press releases, SEC filings, public conference calls and webcasts, blog posts on its website, as well as its social media channels, such as its LinkedIn page (www.linkedin.com/company/meridianlink), X (formerly Twitter) feed (@meridianlink), and Facebook page (www.facebook.com/MeridianLink/), as a means of disclosing material information and for complying with its disclosure obligations under Regulation FD. Information contained on or accessible through the websites is not incorporated by reference into this release, and links for these websites are inactive textual references only.

About MeridianLink

MeridianLink® (NYSE: MLNK) empowers financial institutions and consumer reporting agencies to drive efficient growth. MeridianLink's cloud-based digital lending, account opening, background screening, and data verification software solutions leverage shared intelligence from a unified data platform, MeridianLink® One, to enable customers of all sizes to identify growth opportunities, effectively scale up, and support compliance efforts, all while powering an enhanced experience for staff and consumers alike.

For more than 25 years, MeridianLink has prioritized the democratization of lending for consumers, businesses,

and communities. Learn more at www.meridianlink.com.

Operational Measures Definitions

We reference bookings, which is an internal operational measure of the business. Bookings is defined as the minimum annual contracted value, or ACV, of newly sold capabilities of our software-as-a-service, or SaaS, products and professional services orders, inclusive of any corresponding fees owed to third parties. Bookings is a useful metric as it reflects the SaaS and services that have not been delivered. Management uses bookings to plan their go-to-market and services activities and inform product development efforts.

We reference ACV and ACV release, which are internal operational measures of the business. In any given period, ACV represents the minimum annualized SaaS revenue commitment from fully activated contracts in effect for customers at the end of the applicable period. ACV release is the portion of ACV that is recognized as subscription revenue throughout the twelve-month period beginning on the date after our software solutions are fully implemented. ACV and ACV release are useful to investors in assessing the growth and trajectory of our business. ACV and ACV release are used by management in financial and operational decision-making.

Non-GAAP Financial Measures

To supplement the financial measures presented in accordance with generally accepted accounting principles, or GAAP, we provide certain non-GAAP financial measures, such as adjusted EBITDA and adjusted EBITDA margin; non-GAAP operating income (loss); non-GAAP net income (loss); non-GAAP cost of revenue; non-GAAP sales and marketing expenses; non-GAAP research and development expenses; non-GAAP general and administrative expenses; and free cash flow. The presentation of these financial measures is not intended to be considered in isolation or as a substitute for, or superior to, financial information prepared and presented in accordance with GAAP. Rather, we believe that these non-GAAP financial measures, when viewed in addition to and not in lieu of our reported GAAP financial results, provide investors with additional meaningful information to assess our financial performance and trends, enable comparison of financial results between periods, and allow for greater transparency with respect to key metrics utilized internally in analyzing and operating our business. The following definitions are provided:

• Non-GAAP operating income (loss): GAAP operating income (loss), excluding the impact of share-based compensation, employer payroll taxes on employee stock transactions, expenses for services performed by third party consultants relating to efforts to remediate our material weakness, expenses related to debt modification, third party acquisition related costs, restructuring related costs, litigation related charges not related to our core business, and expenses associated with our public offering. Non-GAAP operating margin is Non-GAAP operating income (loss) divided by total GAAP revenue.

• Non-GAAP net income (loss): GAAP net income (loss), excluding the impact of share-based compensation, employer payroll taxes on employee stock transactions, expenses for services performed by third party consultants relating to efforts to remediate our material weakness, expenses related to debt modification, third party acquisition related costs, an indemnity claim received from a prior acquisition, restructuring related costs, litigation related charges not related to our core business, expenses associated with our public offering, and the effect of income taxes, on non-GAAP items. The effects of income taxes on non-GAAP items reflect a fixed long-term projected tax rate of 24%. Non-GAAP net income (loss) margin is Non-GAAP net income (loss) divided by total GAAP revenue.

The Company employs a structural long-term projected non-GAAP income tax rate of 24% for greater consistency across reporting periods, eliminating effects of items not directly related to the Company's operating structure that may vary in size and frequency. This long-term projected non-GAAP income tax rate is determined by analyzing a mix of historical and projected tax filing positions, assumes no additional acquisitions during the projection period and does not include the impact from the partial deferred tax asset valuation allowance, and takes into account various factors, including the Company's anticipated tax structure, its tax positions in different jurisdictions, and current impacts from key U.S. legislation where the Company operates. We will reevaluate this tax rate, as necessary, for significant events such as significant alterations in the U.S. tax environment, substantial changes in the Company's geographic earnings mix due to acquisition activity, or other shifts in the Company's strategy or business operations.

- <u>Adjusted EBITDA:</u> GAAP net income (loss) before interest expense, provision for income taxes, depreciation
 and amortization of intangible assets, share-based compensation expense, employer payroll taxes on
 employee stock transactions, expenses for services performed by third party consultants relating to efforts to
 remediate our material weakness, expenses related to debt modification, third party acquisition related costs,
 an indemnity claim received from a prior acquisition, restructuring related costs, litigation related charges not
 related to our core business, and expenses associated with our public offering.
- <u>Non-GAAP cost of revenue:</u> GAAP cost of revenue, excluding the impact of share-based compensation, employer payroll taxes on employee stock transactions, and amortization of developed technology.
- Non-GAAP operating expenses, including non-GAAP general and administrative, research and development, and sales and marketing costs: GAAP operating expenses, excluding the impact of share-based compensation, employer payroll taxes on employee stock transactions, expenses for services performed by third party consultants relating to efforts to remediate our material weakness, expenses related to debt modification, third party acquisition related costs, litigation related charges not related to our core business, expenses associated with our public offering, and depreciation and amortization of intangible assets, as applicable.

• <u>Free cash flow:</u> GAAP cash flow provided by operating activities less GAAP purchases of property and equipment (Capital Expenditures) and GAAP capitalized software additions (Capitalized Software).

Reconciliations to comparable GAAP financial measures are available in the accompanying schedules, which are posted as part of this earnings release on our website. No reconciliation to the most comparable GAAP measure is provided with respect to certain forward-looking non-GAAP financial measures as the GAAP measures are not accessible on a forward-looking basis. We cannot reliably predict all necessary components or their impact to reconcile such financial measures without unreasonable effort due to market-related assumptions that are not within our control as well as certain legal or advisory costs, tax costs or other costs that may arise. The events necessitating a non-GAAP adjustment are inherently unpredictable and may have a significant impact on our future GAAP financial results.

Forward-Looking Statements

This release contains, and our above-referenced conference call and webcast will contain, statements which are not historical facts and are considered forward-looking 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. Generally, these statements can be identified by the use of words such as "anticipates," "believes," "estimates," "expects," "intends," "may," "plans," "projects," "seeks," "should," "will," and variations of such words or similar expressions, although not all forwardlooking statements contain these identifying words. Further, statements describing our strategy, outlook, guidance, plans, intentions, or goals are also forward-looking statements. These forward-looking statements reflect our predictions, expectations, or forecasts, including, but not limited to, statements regarding, and guidance with respect to, our strategy, our future financial and operational performance, including financial guidance for 2025, future economic and market conditions, including with respect to the demand environment, our strategic initiatives, our leadership transition and plans, our investments and plans to strengthen our talent, our ability to drive demand, maintain bookings momentum, increase platform wins and lending deals, and accelerate revenue growth, our ability to scale, the strength of our pipeline, our ability to retain and attract customers and product partners, the benefit to us and our customers of integrations with our product partners, our development or delivery of new or enhanced solutions and anticipated results of those solutions for our customers, our ability to effectively implement, integrate, and service our customers, our market size and growth opportunities, our competitive positioning, projected costs, technological capabilities and plans, and objectives of management, the ability of the parties to consummate the proposed transaction with the funds advised by affiliates of Centerbridge Partners, L.P. in a timely manner or at all. Actual results may differ materially from those described in the forwardlooking statements and will be affected by a variety of risks and factors that are beyond our control including, without limitation, risks related to our business and industry, as well as those set forth in Item 1A. Risk Factors, or elsewhere, in our Annual Report on Form 10-K for the most recently ended fiscal year, any updates in our Quarterly

Reports on Form 10-Q filed for periods subsequent to such Form 10-K, and our other SEC filings. These forward-looking statements are based on reasonable assumptions as of the date hereof. The plans, intentions, or expectations disclosed in our forward-looking statements may not be achieved, and you should not rely upon forward-looking statements as predictions of future events. We undertake no obligation, other than as required by applicable law, to update any forward-looking statements, whether as a result of new information, future events, or otherwise.

Condensed Consolidated Balance Sheets (unaudited)

(in thousands, except share and per share data)

(III circ	asarras, except strate and per strate data,			As of	
		June	30, 2025	Decemb	per 31, 2024
Assets					
Current assets:					
Cash		\$	91,088	\$	92,765
Accounts receivable, net Prepaid expenses and other current assets			34,585 12,253		34,422 10,973
Total current assets			137,926		138,160
Property and equipment, net			1.749		2.167
Right of use assets, net			697		1.095
Intangible assets, net			177,067		201,522
Goodwill			610,063		610,063
Other assets			9,431		8,326
Total assets		\$	936,933	\$	961,333
Liabilities and Stockholders' Equity					
Current liabilities:					
Accounts payable		\$	4,342	\$	6,798
Accrued liabilities Deferred revenue			30,700 30,110		29,383 17,170
Current portion of debt, net of debt issuance cost:			3,632		3,678
Total current liabilities			68.784		57,029
Long-term debt, net of debt issuance costs			463,125		464,922
Deferred tax liabilities, net			12,069		11,287
Long-term deferred revenue			21.4		75
Other long-term liabilities			314		527
Total liabilities			544,292		533,840
Commitments and contingencies					
Stockholders' Equity: Preferred stock, \$0.001 par value; 50,000,000 shar	as authorized; zero shares issued and				
outstanding at June 30, 2025 and December 31, 20			_		_
Common stock, \$0.001 par value; 600,000,000 sha	res authorized, 74,195,939 and 76,049,681				
shares issued and outstanding at June 30, 2025 ar	d December 31, 2024, respectively		125		127
Additional paid-in capital			734,970		709,057
Accumulated deficit			(342,454)		(281,691)
Total stockholders' equity			392,641		427,493
Total liabilities and stockholders' equity		\$	936,933	\$	961,333

Condensed Consolidated Statements of Operations

(unaudited)
(in thousands, except share and per share data)

(11	ree Months			S	ix Months E	nded J	une 30,		
	 2025		2024		2025		2024		
Revenues, net	\$ \$ 84.597 \$ 78.676		\$	166,085	\$	156,492			
Cost of revenues:									

Subscription and services Amortization of developed technology	23,080 4,445	23,373 4,803		45,907 9,341	44,717 9,532
Total cost of revenues	 27,525	 28,176		55,248	 54,249
Gross profit	 57,072	 50,500		110,837	 102,243
Operating expenses:	37,072	30,300		110,037	102,243
General and administrative	28,553	29,237		56,238	54,416
Research and development	11,380	9,905		22,292	19,390
Sales and marketing	11,933	11,467		23,536	22,003
Restructuring related costs	_	988		_	4,179
Total operating expenses	51,866	51,597		102,066	 99,988
Operating income (loss)	5,206	(1,097)		8,771	 2,255
Other (income) expense, net:	,	, , ,			·
Interest and other income, net	(1,566)	(1,636)		(2,645)	(2,592)
Interest expense	8,715	9,797		17,427	19,379
Total other expense, net	7,149	8,161		14,782	 16,787
Loss before provision for income taxes	 (1,943)	(9,258)	_	(6,011)	 (14,532)
Provision for income taxes	1,070	412		1,687	444
Net loss	\$ (3,013)	\$ (9,670)	\$	(7,698)	\$ (14,976)
Net loss per share:					
Basic	\$ (0.04)	\$ (0.13)	\$	(0.10)	\$ (0.19)
Diluted	\$ (0.04)	\$ (0.13)	\$	(0.10)	\$ (0.19)
Weighted average common stock outstanding:					
Basic	76,479,047	76,527,803		76,497,736	76,923,824
Diluted	76,479,047	76,527,803		76,497,736	76,923,824

Net Revenues by Major Source (unaudited) (in thousands)

		ousand Three	s) Months E	inded	June 30,	Six I	Months Er	nded June 30		
	_				2	2025	2	2024		
Subscription fees	_	\$		\$		\$	139,892	\$	131,858	
Professional services Other			9,499 3,951		9,559 3,171		18,165 8,028		18,569 6,065	
Total	_	\$	84,597	\$	78,676	\$	166,085	\$	156,492	
Total	Net Revenues	by So	lution Typ	e						
	(una	udited	d)							
		ousand Three	s) Months E	nded	lune 30.	Six I	Months Fr	nths Ended June 30		
	_)25		.024		2025	2024		
Lending software solutions	_	\$	68,737	\$	61,644	\$	135,806	\$	122,547	
Data verification software solutions	<u>-</u>	_	15,860		17,032		30,279	_	33,945	
Total	_	\$	84,597	\$	78,676	\$	166,085	\$	156,492	
% Growth (decline) attributable to: Lending software solutions			9%				8%			
Data verification software			(1)%				(2)%			
Total % growth			8%				6%			
	- venue Related t	o tho	Mortgage	Loan	Markot	-				
reiceilt ke		udite		LUali	Market					
		Three	Months E	nded	June 30,		Months Er	nded J	une 30,	
		20)24	2	023	2	2025	2	2024	
Lending software solutions	_		11%		10%		11%		11%	
Data verification software Total % revenue related to mortgage loan market			51% 18%		55% 20%		50% 18%		56% 20%	
9 9										

Net loss	(in thousands)	Months Er 2025	June 30, 2024
Adjustments to reconcile net loss to net cash provided by operating activities: Depreciation 683 739 Amortization of intangible assets 28,154 28,357 Amortization of costs capitalized to obtain revenue contracts 2,263 1,995 Provision for expected credit losses 352 561 Amortization of debt issuance costs 575 464 Share-based compensation expense 29,503 20,429 Deferred income taxes 781 105 Changes in operating assets and liabilities: Accounts receivable 351 (4,073) Prepaid expenses and other current assets and other assets (4,634) (2,186) Accounts payable (2,453) 1,675 Accrued liabilities and other long-term liabilities 805 (277) Deferred revenue 12,865 10,581 Net cash provided by operating activities 805 (277) Cash flows from investing activities (3,588) (3,684) Purchases of property and equipment (250) (152) Net cash used in investing activities: (3,383) Cash flows from financing activities: (2,500) (152) Repurchases of common stock (5,780) (7,3788) Excise taxes paid on share repurchases (536) - Proceeds from exprecise of stock options 41 722 Proceeds from employee stock purchase plan 959 944 Taxes paid related to net share settlement of restricted stock units (4,720) (1,676) Principal payments of debt issuance (2,370) (2,778) Proceeds from debt issuance cost (840) Payments of debt issuance cost (840) Payments of deferred offering costs (59,406) (26,990) Net (decrease) increase in cash and cash equivalents (1,677) 12,568			
Depreciation		\$ (7,698)	\$ (14,976)
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Purchases of property and equipment (250) (152) Net cash used in investing activities (3,818) (3,836) Cash flows from financing activities: Repurchases of common stock (52,780) (73,788) Excise taxes paid on share repurchases (536) — Proceeds from exercise of stock options 41 722 Proceeds from employee stock purchase plan 959 944 Taxes paid related to net share settlement of restricted stock units (4,720) (1,676) Principal payments of debt (2,370) (2,278) Proceeds from debt issuance OST — 50,000 Payments of debt issuance Costs — (840) Payments of deferred offering costs — (74) Net cash used in financing activities (59,406) (26,990) Net (decrease) increase in cash and cash equivalents (1,677) 12,568	Cash flows from investing activities:	(2.500)	(2.604)
Net cash used in investing activities (3,836) Cash flows from financing activities: Repurchases of common stock (52,780) (73,788) Excise taxes paid on share repurchases (536) — Proceeds from exercise of stock options 41 722 Proceeds from employee stock purchase plan 959 944 Taxes paid related to net share settlement of restricted stock units (4,720) (1,676) Principal payments of debt (2,370) (2,278) Proceeds from debt issuance — 50,000 Payments of debt issuance costs — (840) Payments of deferred offering costs — (74) Net cash used in financing activities (59,406) (26,990) Net (decrease) increase in cash and cash equivalents (1,677) 12,568			
Cash flows from financing activities: Repurchases of common stock Excise taxes paid on share repurchases Froceeds from exercise of stock options Proceeds from employee stock purchase plan Taxes paid related to net share settlement of restricted stock units Principal payments of debt Principal payments of debt Proceeds from debt issuance Proceeds from debt issuance Payments of debt resulting costs Repurchases of common stock (52,780) (73,788) (536) (74,700) (1,676) (2,370) (2,278) (2,278) (2,370) (2,278) (2,370) (2,278) (2,370) (2,278) (3,400) (3,400) (4,720) (1,676) (2,370) (2,278) (2,370) (2,278) (3,400) (3,400) (4,720) (1,676) (2,370) (2,278) (2,370) (2,278) (3,400) (3,400) (4,720) (1,676) (2,370) (2,278) (2,370) (2,278) (2,370) (2,278) (2,370) (2,278) (2,370) (2,370) (2,278) (2,370) (2,		 	
Repurchases of common stock (52,780) (73,788) Excise taxes paid on share repurchases (536) — Proceeds from exercise of stock options 41 7222 Proceeds from employee stock purchase plan 959 944 Taxes paid related to net share settlement of restricted stock units (4,720) (1,676) Principal payments of debt (2,370) (2,278) Proceeds from debt issuance — 50,000 Payments of debt issuance costs — (840) Payments of deferred offering costs — (74) Net cash used in financing activities (59,406) (26,990) Net (decrease) increase in cash and cash equivalents (1,677) 12,568		 (3,818)	 (3,836)
Excise taxes paid on share repurchases Proceeds from exercise of stock options 41 722 Proceeds from employee stock purchase plan Taxes paid related to net share settlement of restricted stock units Principal payments of debt Principal payments of debt Proceeds from debt issuance Payments of debt issuance Payments of debt resulting costs Payments of deferred offering costs Payments of deferred offering costs Net cash used in financing activities Net (decrease) increase in cash and cash equivalents (536) (4,720) (1,676) (2,278) (2,278) (2,278) (2,370) (2,278) (2,770) (2,278) (2,770) (2,278) (2,770) (2,278) (2,370) (2,278) (2,370) (2,278) (2,370) (2,278) (2,370) (2,278) (2,370) (2,278) (2,370) (2,370) (2,278) (2,370) (2,278) (2,370) (2,278) (2,370) (2,278) (2,370) (2,370) (2,278) (2,370) (2,370) (2,278) (2,370)	Cash flows from financing activities:		
Proceeds from exercise of stock options Proceeds from employee stock purchase plan Taxes paid related to net share settlement of restricted stock units (4,720) (1,676) Principal payments of debt Principal payments of debt Proceeds from debt issuance Payments of debt issuance Payments of debt issuance Payments of deferred offering costs Payments of deferred offering costs Net cash used in financing activities (59,406) (26,990) Net (decrease) increase in cash and cash equivalents (1,677) 12,568			(73,788)
Proceeds from employee stock purchase plan Taxes paid related to net share settlement of restricted stock units (4,720) (1,676) Principal payments of debt Proceeds from debt issuance Payments of debt issuance costs Payments of deferred offering costs Net cash used in financing activities Net (decrease) increase in cash and cash equivalents 959 944 (1,676) (2,370) (2,278) - 50,000 (840) - (840) - (74) (74) (74) (75) (74) (75) (76) (76) (76) (76) (76) (76) (76) (76			722
Taxes paid related to net share settlement of restricted stock units Principal payments of debt Proceeds from debt issuance Payments of debt issuance costs Payments of deferred offering costs Payments of deferred offering costs Net cash used in financing activities Net (decrease) increase in cash and cash equivalents (1,676) (2,278) (2,278) (2,278) (2,278) (2,278) (340) (240) (340) (
Principal payments of debt(2,370)(2,278)Proceeds from debt issuance—50,000Payments of debt issuance costs—(840)Payments of deferred offering costs—(74)Net cash used in financing activities(59,406)(26,990)Net (decrease) increase in cash and cash equivalents(1,677)12,568	Taxes paid related to net share settlement of restricted stock units		
Proceeds from debt issuance — 50,000 Payments of debt issuance costs — (840) Payments of deferred offering costs — (74) Net cash used in financing activities (59,406) Net (decrease) increase in cash and cash equivalents (1,677) 12,568		(2,370)	
Payments of deferred offering costs — (74) Net cash used in financing activities (59,406) Net (decrease) increase in cash and cash equivalents (1,677) 12,568	Proceeds from debt issuance		
Net cash used in financing activities(59,406)(26,990)Net (decrease) increase in cash and cash equivalents(1,677)12,568			
Net (decrease) increase in cash and cash equivalents (1,677) 12,568		 	 ` /
		 (59,406)	(26,990)
Cash and cash equivalents, heginning of period 92.765, 80.441			
Cush und cush equivalents, organism on period	Cash and cash equivalents, beginning of period	 92,765	80,441

Reconciliation from GAAP to Non-GAAP Results (unaudited) (in thousands, except share and per share data)

Cash and cash equivalents, end of period

Supplemental disclosures of cash flow information:
Cash paid for interest
Cash paid for income taxes
Non-cash investing and financing activities:
Shares withheld with respect to net settlement of restricted stock units
Excise taxes payable included in repurchases of common stock
Share-based compensation expense included in capitalized software additions

(iii tilousalius, except sii		e Months E		ed June 30,	Six	Months E	nde	ed June 30,
		2025		2024		2025		2024
Operating income (loss)	\$	5,206	\$	(1,097)	\$	8,771	\$	2,255
Add: Share-based compensation expense		17,122		12,500		29,503		20,436
Add: Employer payroll taxes on employee stock transactions		347		508		972		930
Add: Expenses associated with material weakness remediation(1)		159		_		2,222		
Add: Expenses related to debt modification(2)		_		473				473
Add: Acquisition related costs		132		_		578		
Add: Restructuring related costs		_		988				4,179
Add: Litigation-related charges(3)		_		1,864		_		1,864
Add: Expenses associated with public offering		_		308		_		1,698
Non-GAAP operating income	\$	22,966	\$	15,544	\$	42,046	\$	31,835
Operating margin	-	6%		(1)%		5%		1%
Non-GAAP operating margin		27%		20%		25%		20%
	Thre	e Months E	End	<u>ed June 30</u> ,	Six	Months E	nde	ed June 30,
		2025		2024		2025		2024
Net loss	\$	(3,013)	\$	(9,670)	\$	(7,698)	\$	(14,976)
Add: Share-based compensation expense		17,122		12,500		29,503		20,436
Add: Employer payroll taxes on employee stock transactions		347		508		972		930

8

91,088

16,854 432

4,720 288 131

\$

\$

93,009

18,893 433

1,676 505 138

Add: Expenses associated with material weakness remediation(1) Add: Expenses related to debt modification(2)		159 707		— 473		2,222 707		— 473
Add: Acquisition related costs		132		_		578		
Add: Indemnity claim received from prior acquisition		(955)		_		(955)		4.470
Add: Restructuring related costs		_		988		_		4,179
Add: Litigation-related charges(3) Add: Expenses associated with public offering		_		1,864 308		_		1,864 1,698
Subtract: Income tax effect on non-GAAP items		(4,203)		(3,994)		(7,926)		(7,099)
Non-GAAP net income	\$	10,296	\$	2,977	\$	17,403	\$	7,505
Non-GAAP basic net income per share	\$	0.13	\$	0.04	\$	0.23	\$	0.10
Non-GAAP diluted net income per share	\$	0.13	\$	0.04			\$	0.09
Weighted average shares used to compute Non-GAAP basic net income per share		76,479,047		76,527,803		76,497,736		76,923,824
Weighted average shares used to compute Non-GAAP diluted net								
income per share		78,097,069		79,291,173		78,656,709		80,020,336
Net loss margin		(4)% 12%		(12)% 4%		(5)% 10%		(10)% 5%
Non-GAAP net income margin	Thro		nd.	ed June 30,	Civ		nda	
			- 1 1 ()		. ЭТА	IVIOLITIES E	1 1 (1 (
			-110				1101	
		2025	-110	2024		2025	1101	2024
Net loss			\$			2025	\$	
Interest expense		2025 (3,013) 8,715		2024 (9,670) 9,797		2025 (7,698) 17,427		2024 (14,976) 19,379
Interest expense Provision for income taxes		(3,013) 8,715 1,070		2024 (9,670) 9,797 412		(7,698) 17,427 1,687		2024 (14,976) 19,379 444
Interest expense Provision for income taxes Depreciation and amortization of intangible assets		2025 (3,013) 8,715 1,070 14,151		2024 (9,670) 9,797 412 14,573		2025 (7,698) 17,427 1,687 28,837		2024 (14,976) 19,379 444 29,096
Interest expense Provision for income taxes Depreciation and amortization of intangible assets Share-based compensation expense		2025 (3,013) 8,715 1,070 14,151 17,122		2024 (9,670) 9,797 412 14,573 12,500		(7,698) 17,427 1,687 28,837 29,503		2024 (14,976) 19,379 444 29,096 20,436
Interest expense Provision for income taxes Depreciation and amortization of intangible assets Share-based compensation expense		2025 (3,013) 8,715 1,070 14,151 17,122 347		2024 (9,670) 9,797 412 14,573		(7,698) 17,427 1,687 28,837 29,503 972		2024 (14,976) 19,379 444 29,096
Interest expense Provision for income taxes Depreciation and amortization of intangible assets Share-based compensation expense Employer payroll taxes on employee stock transactions Expenses associated with material weakness remediation(1)		2025 (3,013) 8,715 1,070 14,151 17,122 347 159		(9,670) 9,797 412 14,573 12,500 508		2025 (7,698) 17,427 1,687 28,837 29,503 972 2,222		2024 (14,976) 19,379 444 29,096 20,436 930
Interest expense Provision for income taxes Depreciation and amortization of intangible assets Share-based compensation expense Employer payroll taxes on employee stock transactions Expenses associated with material weakness remediation(1) Expenses related to debt modification(2)		2025 (3,013) 8,715 1,070 14,151 17,122 347 159 707		(9,670) 9,797 412 14,573 12,500 508		2025 (7,698) 17,427 1,687 28,837 29,503 972 2,222 707		2024 (14,976) 19,379 444 29,096 20,436
Interest expense Provision for income taxes Depreciation and amortization of intangible assets Share-based compensation expense Employer payroll taxes on employee stock transactions Expenses associated with material weakness remediation(1) Expenses related to debt modification(2) Acquisition related costs		2025 (3,013) 8,715 1,070 14,151 17,122 347 159 707 132		2024 (9,670) 9,797 412 14,573 12,500 508 — 473		2025 (7,698) 17,427 1,687 28,837 29,503 972 2,222 707 578		2024 (14,976) 19,379 444 29,096 20,436 930
Interest expense Provision for income taxes Depreciation and amortization of intangible assets Share-based compensation expense Employer payroll taxes on employee stock transactions Expenses associated with material weakness remediation(1) Expenses related to debt modification(2) Acquisition related costs Indemnity claim received for prior acquisition		2025 (3,013) 8,715 1,070 14,151 17,122 347 159 707 132 (955)		2024 (9,670) 9,797 412 14,573 12,500 508 — 473		2025 (7,698) 17,427 1,687 28,837 29,503 972 2,222 707		2024 (14,976) 19,379 444 29,096 20,436 930 — 473
Interest expense Provision for income taxes Depreciation and amortization of intangible assets Share-based compensation expense Employer payroll taxes on employee stock transactions Expenses associated with material weakness remediation(1) Expenses related to debt modification(2) Acquisition related costs Indemnity claim received for prior acquisition Restructuring related costs		2025 (3,013) 8,715 1,070 14,151 17,122 347 159 707 132		2024 (9,670) 9,797 412 14,573 12,500 508 — 473 — 988		2025 (7,698) 17,427 1,687 28,837 29,503 972 2,222 707 578		2024 (14,976) 19,379 444 29,096 20,436 930 — 473 — 4,179
Interest expense Provision for income taxes Depreciation and amortization of intangible assets Share-based compensation expense Employer payroll taxes on employee stock transactions Expenses associated with material weakness remediation(1) Expenses related to debt modification(2) Acquisition related costs Indemnity claim received for prior acquisition Restructuring related costs Litigation-related charges(3)		2025 (3,013) 8,715 1,070 14,151 17,122 347 159 707 132 (955)		2024 (9,670) 9,797 412 14,573 12,500 508 — 473 — 988 1,864		2025 (7,698) 17,427 1,687 28,837 29,503 972 2,222 707 578		2024 (14,976) 19,379 444 29,096 20,436 930 — 473 — 4,179 1,864
Interest expense Provision for income taxes Depreciation and amortization of intangible assets Share-based compensation expense Employer payroll taxes on employee stock transactions Expenses associated with material weakness remediation(1) Expenses related to debt modification(2) Acquisition related costs Indemnity claim received for prior acquisition Restructuring related costs Litigation-related charges(3) Expenses associated with public offering		2025 (3,013) 8,715 1,070 14,151 17,122 347 159 707 132 (955)		2024 (9,670) 9,797 412 14,573 12,500 508 — 473 — 988		2025 (7,698) 17,427 1,687 28,837 29,503 972 2,222 707 578		2024 (14,976) 19,379 444 29,096 20,436 930 — 473 — 4,179
Interest expense Provision for income taxes Depreciation and amortization of intangible assets Share-based compensation expense Employer payroll taxes on employee stock transactions Expenses associated with material weakness remediation(1) Expenses related to debt modification(2) Acquisition related costs Indemnity claim received for prior acquisition Restructuring related costs Litigation-related charges(3)		2025 (3,013) 8,715 1,070 14,151 17,122 347 159 707 132 (955)		2024 (9,670) 9,797 412 14,573 12,500 508 — 473 — 988 1,864		2025 (7,698) 17,427 1,687 28,837 29,503 972 2,222 707 578		2024 (14,976) 19,379 444 29,096 20,436 930 — 473 — 4,179 1,864
Interest expense Provision for income taxes Depreciation and amortization of intangible assets Share-based compensation expense Employer payroll taxes on employee stock transactions Expenses associated with material weakness remediation(1) Expenses related to debt modification(2) Acquisition related costs Indemnity claim received for prior acquisition Restructuring related costs Litigation-related charges(3) Expenses associated with public offering		2025 (3,013) 8,715 1,070 14,151 17,122 347 159 707 132 (955) —	\$	2024 (9,670) 9,797 412 14,573 12,500 508 — 473 — 988 1,864 308	\$	2025 (7,698) 17,427 1,687 28,837 29,503 972 2,222 707 578 (955)	\$	2024 (14,976) 19,379 444 29,096 20,436 930

Adjusted EBITDA margin
(1) Expenses for services performed by third party consultants related to efforts to remediate our previously identified material weakness.
(2) Expenses related to debt modification are legal and other third party costs incurred in relation to the amendment of our credit facility in June 2025 and May 2024.
(3) Litigation-related charges pertains to litigation settlements and related legal fees. During the three months ended June 30, 2024, \$1.5 million relates to settlements of class action lawsuits and \$0.4 million relates to third-party legal fees directly related to the settlements.

Reconciliation from GAAP to Non-GAAP Results (unaudited)

	Thre		Ended	June 30,	Six N	/lonths Er	nded June 30		
		2025	2	024	2	2025	2	.024	
Cost of revenue	\$	27,525	\$	28,176	\$	55,248	\$	54,249	
Less: Amortization of developed technology Less: Share-based compensation expense		4,445 1.623		4,803 1,363		9,341 3,293		9,532 2,145	
		72		97		184		144	
Less: Employer payroll taxes on employee stock transactions	\$	21,385	\$	21,913	\$	42,430	\$	42,428	
Non-GAAP cost of revenue			Ψ		-		Ψ		
Cost of revenue as a % of revenue		33%		36%		33%		35%	
Non-GAAP cost of revenue as a % of revenue	Thro	25%	Endad	28%	Civ N	26%	adad I	27%	
		e Months				<u>/lonths Er</u>			
		2025	2	024	_	2025	2	.024	
General and administrative	\$	28,553	\$	29,237	\$	56,238	\$	54,416	
Less: Depreciation expense		300		363		683		739	
Less: Amortization of intangible assets		9,406		9,407		18,813		18,825	
Less: Share-based compensation expense		9,466 97		6,792 206		15,063 323		11,185	
Less: Employer payroll taxes on employee stock transactions Less: Expenses associated with material weakness remediation		159		200		2,222		343	
Less: Expenses related to debt modification				473		2,222		473	
Less: Acquisition related costs		132				578			
Less: Litigation-related charges		_		1,864		_		1,864	
Less: Expenses associated with public offering		_		308		_		1,698	
Non-GAAP general & administrative	\$	8,993	\$	9,824	\$	18,556	\$	19,289	
General and administrative as a % of revenue		34%		37%		34%		35%	
Non-GAAP general and administrative as a % of revenue		11%		12%	C: N	11%		12%	
	Ihre	e Months	Ended	<u>June 30</u> ,	SIX N	/lonths Er	nded J	une 30,	

-

	2025		2024		2025		2	2024
Research and development	\$	11,380	\$	9,905	\$	22,292	\$	19,390
Less: Share-based compensation expense		3,615 98		2,531 125		6,610 256		4,033 246
Less: Employer payroll taxes on employee stock transactions								
Non-GAAP research and development	\$	7,667	\$	7,249	\$	15,426	\$	15,111
Research and development as a % of revenue		13%		13%		13%		12%
Non-GAAP research and development as a % of revenue		9%		9%	G: 1	9%_		10%
		e Months I				∕Ionths Er		
	2	.025	20	024	2	2025	2	2024
Sales and marketing	\$	11,933	\$	11,467	\$	23,536	\$	22,003
Less: Share-based compensation expense		2,418		1,814		4,537		3,073
Less: Employer payroll taxes on employee stock transactions		80		80		209		197
Non-GAAP sales and marketing	\$	9,435	\$	9,573	\$	18,790	\$	18,733
Sales and marketing as a % of revenue		14%		15%		14%		14%
Non-GAAP sales and marketing as a % of revenue		11%		12%	C: N	11%		12%
		<u> Months I</u>				∕lonths Er	_	
	2	.025	20	024	2	2025	2	2024
Net cash provided by operating activities	\$	19,197	\$	14,356	\$	61,547	\$	43,394
Less: Ċapitalized software		1,948		1,847		3,568		3,684
Less: Capital expenditures		154		60		250		152
Free cash flow	\$	17,095	\$	12,449	\$	57,729	\$	39,558
Net cash provided by operating actives as a % of revenue Free cash flow as a % of revenue		23% 20%		18% 16%		37% 35%		28% 25%

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Source: MeridianLink, Inc.

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