# Zuora Reports Second Quarter Fiscal 2021 Results

- Subscription revenue grew 15% year-over-year; total revenue grew 8% year-over-year
- Third quarter fiscal 2021 total revenue guidance provided of \$73.0 million to \$75.0 million

**San Mateo, Calif.** – September 2, 2020 – Zuora, Inc. (NYSE: ZUO), the leading cloud-based subscription management platform provider, today announced financial results for its fiscal second quarter ended July 31, 2020.

"We reported solid results in the second quarter as we continue to help our customers thrive by providing them with the agility, insight and automation needed to navigate an uncertain economic environment," said Tien Tzuo, founder and CEO of Zuora. "The demand for subscription business models remains strong and we continue to build the foundation for Zuora to lead the market for years to come."

# Second Quarter Fiscal 2021 Financial Results:

- **Revenue:** Total revenue was \$75.0 million, an increase of 8% year-over-year. Subscription revenue was \$58.3 million, an increase of 15% year-over-year.
- Loss from Operations: GAAP loss from operations was \$21.5 million, compared to a loss of \$21.3 million in the second quarter of fiscal 2020.

Non-GAAP loss from operations was \$1.6 million, compared to a non-GAAP loss from operations of \$10.1 million in the second quarter of fiscal 2020.

• Net Loss: GAAP net loss was \$20.1 million, or 27% of revenue, compared to a net loss of \$20.8 million, or 30% of revenue, in the second quarter of fiscal 2020. GAAP net loss per share was \$0.17 based on 116.8 million weighted-average shares outstanding, compared to a GAAP net loss per share of \$0.19 based on 110.6 million weighted-average shares outstanding in the second quarter of fiscal 2020.

Non-GAAP net loss was \$0.2 million, compared to a non-GAAP net loss of \$9.5 million in the second quarter of fiscal 2020. Non-GAAP net loss per share was \$0.00 based on 116.8 million weighted-average shares outstanding, compared to a non-GAAP net loss per share of \$0.09 based on 110.6 million weighted-average shares outstanding in the second quarter of fiscal 2020.

- **Cash Flow:** Net cash provided by operating activities was \$3.8 million, compared to net cash used in operating activities of \$8.9 million in the second quarter of fiscal 2020. Free cash flow was negative \$0.7 million compared to negative \$11.5 million in the second quarter of fiscal 2020.
- Cash and Cash Equivalents and Short-term Investments: Cash and cash equivalents and short-term investments were \$179.2 million as of July 31, 2020.

A description of non-GAAP financial measures is contained in the section titled "Explanation of Non-GAAP Financial Measures" below and a reconciliation of GAAP and non-GAAP financial measures is contained in the tables below.

# Key Metrics and Business Highlights:

- Customers with ACV equal to or greater than \$100,000 was 645, which represents 14% year-over-year growth.
- Dollar-based retention rate was 99%.
- Customer usage of Zuora solutions grew, with \$12.7 billion in transaction volume through Zuora's billing platform during our second quarter, an increase of 26% year-over-year.

- Launched Zuora Analytics, extending the company's suite of Order to Revenue applications, and announced major enhancements to Zuora Billing to enable subscription businesses to seamlessly monetize, orchestrate and analyze the success of the subscription experiences offered to customers.
- Notable recent go-lives included: Analog Devices, Brother International Corporation, McGraw Hill, SiriusXM, and Wix.
- Highlighted customers from multiple industries and geographies in press announcements including The Seattle Times, Penske Media Corporation and Swiss mobility service Clyde by AMAG.
- Announced two new board members: Sarah Bond, Corporate VP of Gaming Ecosystem at Microsoft Corporation, and Omar Abbosh, Corporate VP of Cross Industry Solutions at Microsoft and former Chief Executive Officer, Communications, Media & Technology, at Accenture plc.
- Working with its philanthropic arm Zuora.org, Zuora announced the 10 recipients of its first public grants cycle, awarding \$250,000 of its original \$1.0 million grant.

#### Financial Outlook:

As of September 2, 2020, we are providing guidance for the third quarter of fiscal 2021 based on current market conditions and expectations. We emphasize that the guidance is subject to various important cautionary factors referenced in the section entitled "Forward-Looking Statements" below, including risks and uncertainties associated with the ongoing COVID-19 pandemic.

For the third quarter of fiscal year 2021, Zuora currently expects the following results:

	Third Quarter
Subscription revenue	\$59.0M - \$60.0M
Total revenue	\$73.0M - \$75.0M
Non-GAAP loss from operations	\$(5.5M) - \$(4.5M)
Non-GAAP net loss per share <sup>1</sup>	\$(0.05) - \$(0.04)

(1) Non-GAAP net loss per share was computed assuming 119.3 million weighted-average shares outstanding for the third quarter of fiscal 2021.

These statements are forward-looking and actual results may differ materially. Refer to the "Forward-Looking Statements" safe harbor section below for information on the factors that could cause our actual results to differ materially from these forward-looking statements.

Zuora has not reconciled its guidance for non-GAAP loss from operations to GAAP loss from operations or non-GAAP net loss per share to GAAP net loss per share because stock-based compensation expense cannot be reasonably calculated or predicted at this time. Accordingly, a reconciliation is not available without unreasonable effort.

#### Webcast and Conference Call Information:

Zuora will host a conference call for investors on September 2, 2020 at 5:00 p.m. Eastern Time to discuss the company's financial results and business highlights. Investors are invited to listen to a live webcast of the conference call by visiting https://investor.zuora.com. A replay of the webcast will be available for one year. The call can also be accessed live via phone by dialing (866) 393-4306 or, for international callers, (734) 385-2616 with conference ID 3068303. An audio replay will be available shortly after the call and can be accessed by dialing (855) 859-2056 or, for international callers, (404) 537-3406. The passcode for the replay is 3068303. The replay will be available through September 9, 2020.

#### **Explanation of Non-GAAP Financial Measures:**

In addition to financial measures prepared in accordance with U.S. generally accepted accounting principles (GAAP), this press release and the accompanying tables contain non-GAAP financial measures, including non-GAAP cost of subscription revenue, non-GAAP cost of professional services revenue, non-GAAP gross profit, non-GAAP subscription gross margin, non-GAAP total gross margin, non-GAAP sales and marketing expense, non-GAAP research and development expense, non-GAAP general and administrative expense, non-GAAP loss from operations, non-GAAP net loss, non-GAAP net loss per share, 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.

We use these non-GAAP measures in conjunction with GAAP measures as part of our overall assessment of our performance, including the preparation of our annual operating budget and quarterly forecasts, to evaluate the effectiveness of our business strategies and to communicate with our board of directors concerning our financial performance. We believe these non-GAAP measures provide investors consistency and comparability with our past financial performance and facilitate period-to-period comparisons of our operating results. We believe these non-GAAP measures are useful in evaluating our operating performance compared to that of other companies in our industry, as they generally eliminate the effects of certain items that may vary for different companies for reasons unrelated to overall operating performance.

We exclude the following items from one or more of our non-GAAP financial measures:

- Stock-based compensation expense. We exclude stock-based compensation expense, which is a non-cash expense, from certain of our non-GAAP financial measures because we believe that excluding this item provides meaningful supplemental information regarding operational performance. In particular, stock-based compensation expense is not comparable across companies given it is calculated using a variety of valuation methodologies and subjective assumptions.
- Amortization of acquired intangible assets. We exclude amortization of acquired intangible assets, which is a non-cash expense, from certain of our non-GAAP financial measures. We exclude these amortization expenses because we do not believe these expenses have a direct correlation to the operation of our business.
- Internal-use software. We exclude non-cash adjustments for capitalization and the subsequent amortization
  of internal-use software, including any impairment charges, from certain of our non-GAAP financial
  measures. We capitalize certain costs incurred for the development of computer software for internal use
  and then amortize those costs over the estimated useful life. Capitalization and amortization of software
  development costs can vary significantly depending on the timing of products reaching technological
  feasibility and being made generally available. Moreover, because of the variety of approaches taken and
  the subjective assumptions made by other companies in this area, we believe that excluding the effects of
  capitalized software costs allows investors to make more meaningful comparisons between our operating
  results and those of other companies.
- Charitable donations. We exclude expenses associated with the charitable donation of our common stock from certain of our non-GAAP financial measures. We believe that excluding these non-recurring and non-cash expenses allows investors to make more meaningful comparisons between our operating results and those of other companies.
- Certain litigation. We exclude non-recurring charges and benefits, including litigation expenses and settlements, related to litigation matters that are outside of the ordinary course of our business or that are not representative of those that we historically have incurred. We believe these charges and benefits do not have a direct correlation to the operations of our business and may vary in size depending on the timing and results of such litigation and related settlements. We began excluding litigation that is outside of the ordinary course of our business from our non-GAAP financial measures in the second quarter of fiscal 2021

as expenses relating to this type of litigation significantly increased during the period, specifically expenses relating to our ongoing securities class actions and derivative litigation.

Additionally, Zuora's management believes that the free cash flow non-GAAP measure is meaningful to investors because management reviews cash flows generated from operations after taking into consideration capital expenditures, net of insurance recoveries, as these net expenditures are considered to be a necessary component of ongoing operations. Insurance recoveries include amounts paid to us for damaged property and equipment at our corporate headquarters.

Investors are cautioned that there are material limitations associated with the use of non-GAAP financial measures as an analytical tool. The non-GAAP measures we use may be different from non-GAAP financial measures used by other companies, limiting their usefulness for comparison purposes. We compensate for these limitations by providing specific information regarding the GAAP items excluded from these non-GAAP financial measures.

#### **Operating Metrics**

Annual Contract Value (ACV). We define ACV as the subscription revenue we would contractually expect to recognize from a customer over the next twelve months, assuming no increases or reductions in their subscriptions.

*Dollar-based Retention Rate.* We calculate our dollar-based retention rate as of a period end by starting with the sum of the ACV from all customers as of twelve months prior to such period end, or prior period ACV. We then calculate the sum of the ACV from these same customers as of the current period end, or current period ACV. Current period ACV includes any upsells and also reflects contraction or attrition over the trailing twelve months but excludes revenue from new customers added in the current period. We then divide the current period ACV by the prior period ACV to arrive at our dollar-based retention rate.

#### **Forward-Looking Statements**

This press release contains "forward-looking statements" that involve a number of risks and uncertainties, including but not limited to, statements regarding our GAAP and non-GAAP guidance for the third fiscal quarter of fiscal year 2021 and financial outlook and market positioning. Words such as "believes," "may," "will," "estimates," "potential," "continues," "anticipates," "intends," "expects," "could," "would," "projects," "plans," "targets," and variations of such words and similar expressions are intended to identify forward-looking statements. Forward-looking statements are based on management's expectations as of the date of this filing and are subject to a number of risks, uncertainties and assumptions, many of which involve factors or circumstances that are beyond our control. Our actual results could differ materially from those stated or implied in forward-looking statements due to a number of factors, including but not limited to, risks detailed in our Form 10-Q filed with the Securities and Exchange Commission on June 8, 2020 as well as other documents that may be filed by us from time to time with the Securities and Exchange Commission. In particular, the following factors, among others, could cause results to differ materially from those expressed or implied by such forward-looking statements: the impact to the economy, our customers and our business due to the ongoing COVID-19 pandemic; we have a history of net losses and may not achieve or sustain profitability; the shift by companies to subscription business models may develop slower than we expect; we may not be able to sustain or manage any future growth effectively; our sales and product initiatives may not be successful or the expected benefits of such initiatives may not be achieved in a timely manner; our security measures may be breached or our products may be perceived as not being secure; our products may fail to gain, or lose, market acceptance; we may be unable to attract new customers and expand sales to existing customers; customers may fail to deploy our solution after entering into a subscription agreement with us; customers may incorrectly or improperly deploy or use of our solution; we may not be able to develop and release new products and services; we may experience interruptions or performance problems, including a service outage, associated with our technology; we face intense competition in our markets and may not be able to compete effectively; weakened global economic conditions may adversely affect our industry; the risk of loss of key employees; challenges related to growing our relationships with strategic partners such as global systems integrators and their effectiveness in selling our products; changes in foreign exchange rates; general political or destabilizing events, including war, conflict or acts of terrorism; other business effects, including those related to industry, market, economic, political,

regulatory and global health conditions, and other risks and uncertainties. Past performance is not necessarily indicative of future results. The forward-looking statements included in this press release represent our views as of the date of this press release. We anticipate that subsequent events and developments will cause our views to change. We undertake no intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date of this press release. Additionally, these forward-looking statements, particularly our guidance, involve risk, uncertainties and assumptions, including those related to the impact of COVID-19 on our business and global economic conditions. Uncertainties that we may face include, but are not limited to, our ability to achieve our long-term plans and key initiatives, requests for extended billing and payment terms from customers affected by COVID-19, the timeframes for and severity of the impact of COVID-19 on our customers in certain industries highly affected by COVID-19.

# About Zuora, Inc.

Zuora provides the leading cloud-based subscription management platform that functions as a system of record for subscription businesses across all industries. Powering the Subscription Economy®, the Zuora platform was architected specifically for dynamic, recurring subscription business models and acts as an intelligent subscription management hub that automates and orchestrates the entire subscription order-to-cash process, including billing and revenue recognition. Zuora serves more than 1,000 companies around the world, including Box, Rogers, Schneider Electric, Xplornet and Zendesk. Headquartered in the Silicon Valley, Zuora also operates offices around the world in the U.S., EMEA and APAC. To learn more about the Zuora platform, please visit www.zuora.com.

#### **Investor Relations Contact:**

Joon Huh investorrelations@zuora.com 650-419-1377

# Media Relations Contact:

Jayne Gonzalez press@zuora.com 408-348-1087

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SOURCE: Zuora Financial

# ZUORA, INC. CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS (in thousands, except per share data) (unaudited)

	 Three Mor July	iths I / 31,	Ended	 Six Mont July	Ided
	2020		2019	2020	 2019
Revenue:					
Subscription	\$ 58,312	\$	50,647	\$ 115,208	\$ 97,958
Professional services	 16,677		19,086	 33,679	 35,884
Total revenue	74,989		69,733	148,887	133,842
Cost of revenue:					
Subscription	14,401		12,798	28,016	24,731
Professional services	 18,674		20,904	 37,356	 41,002
Total cost of revenue	33,075		33,702	 65,372	 65,733
Gross profit	41,914		36,031	83,515	68,109
Operating expenses:					
Research and development	19,427		18,744	36,970	35,759
Sales and marketing	28,608		27,290	57,104	52,791
General and administrative	 15,383		11,324	 28,648	 21,769
Total operating expenses	63,418		57,358	122,722	110,319
Loss from operations	(21,504)		(21,327)	(39,207)	(42,210)
Interest and other income (expense), net	 1,936		569	 2,314	 1,104
Loss before income taxes	(19,568)		(20,758)	(36,893)	(41,106)
Income tax provision	 554		55	 717	 299
Net loss	(20,122)		(20,813)	(37,610)	(41,405)
Comprehensive loss:					
Foreign currency translation adjustment	338		(200)	(89)	(275)
Unrealized (loss) gain on available-for-sale securities	(74)		22	83	46
Comprehensive loss	\$ (19,858)	\$	(20,991)	\$ (37,616)	\$ (41,634)
Net loss per share, basic and diluted	\$ (0.17)	\$	(0.19)	\$ (0.32)	\$ (0.38)
Weighted-average shares outstanding used in calculating net loss per share, basic and diluted	 116,838		110,595	 115,998	 109,724

# ZUORA, INC. CONDENSED CONSOLIDATED BALANCE SHEETS (in thousands) (unaudited)

Assets           Current assets: Cash and cash equivalents S 118,600 S 118,600 S 118,600 S 118,600 S 118,600 S 118,600 S 117,622 Accounts receivable, net Accounts receivable, net Beferred commissions, current portion 10,768 9,855 Property and equipment, net 0perating lease right-of-use assets 254,734 2266,784 Property and equipment, net Operating lease right-of-use assets 51,121 54,226 Purchased intangibles, net 4,774 5,620 Deferred commissions, net of current portion 18,524             19,591 Current liabilities 3,926 4,822 Total assets 3,926 4,222		July 31, 20	020 January 31, 2020
Cash and cash equivalents         \$ 118,600         \$ 54,275           Short-term investments         60,617         117,662           Accounts receivable, net         48,427         68,875           Deferred commissions, current portion         10,768         9,885           Prepaid expenses and other current assets         16,322         16,387           Total current assets         254,734         266,784           Property and equipment, net         35,859         33,489           Operating lease right-O-tuse assets         51,121         54,286           Purchased intangibles, net         4,774         5,620           Deferred commissions, net of current portion         18,524         19,591           Goodwill         17,632         17,632           Other assets         3,926         4,825           Total assets         \$ 386,570         \$ 402,227           Liabilities         3,926         14,822           Accound expenses and other current liabilities         26,261         24,193           Accrued employee liabilities, current portion         4,432         4,432           Deferred revenue, current portion         4,832         16,525           Total current portion         4,432         111,411 <td< td=""><td></td><td></td><td></td></td<>			
Short-term investments         60.617         117,662           Accounts receivable, net         48,427         68,875           Deferred commissions, current portion         10,768         9,585           Prepaid expenses and other current assets         16,322         16,387           Total current assets         254,734         266,784           Property and equipment, net         35,859         33,889           Operating lease right-of-use assets         51,121         54,286           Purchased intangibles, net         4,774         5,620           Deferred commissions, net of current portion         18,524         19,591           Goodwill         17,632         17,632         17,632           Other assets         3,926         4,8257         366,570         \$ 40,227           Liabilities:         3,926         4,825         17,532         17,731           Accrued expenses and other current liabilities         13,992         17,731         Accrued employee liabilities         26,261         24,193           Debt, current portion         4,432         4,432         4,432         4,432           Deferred revenue, current portion         9,185         111,411         Operating lease liabilities, current portion         9,5755         156,520		¢ 440	
Accounts receivable, net         48,427         68,875           Deferred commissions, current portion         10,768         9,585           Prepaid expenses and other current assets         16,322         16,387           Total current assets         254,734         266,784           Property and equipment, net         35,859         33,489           Operating lease right-of-use assets         51,121         54,286           Purchased intangibles, net         4,774         5,620           Deferred commissions, net of current portion         18,524         19,591           Goodwill         17,632         17,632         17,632           Other assets         3,926         4,825         402,227           Liabilities and stockholders' equity         Current liabilities:         26,261         24,193           Accounts payable         \$ 277         \$ 2,098         Accrued expenses and other current liabilities         26,261         24,193           Deth current portion         4,432         4,432         4,432         4,432           Deferred revenue, current portion         7,908         5,755         10tal current portion         7,908         5,755           Total current liabilities         152,055         165,820         166,820         166,820			
Deferred commissions, current portion         10,768         9,585           Prepaid expenses and other current assets         16,322         16,387           Total current assets         254,734         266,784           Property and equipment, net         35,859         33,489           Operating lease right-of-use assets         51,121         54,286           Purchased intangibles, net         4,774         5,620           Deferred commissions, net of current portion         18,524         19,591           Goodwill         17,632         17,632           Other assets         3,926         4,825           Total assets         3,926         4,825           Current liabilities:         3,932         17,731           Accound spayable         \$ 277         \$ 2,098           Accrued expenses and other current liabilities         13,992         17,731           Accrued employee liabilities         26,261         24,193           Debt, current portion         4,432         4,432           Deferred revenue, current portion         7,908         5,755           Total current liabilities         152,055         165,620           Debt, net of current portion         3,890         6,094           Operating lease liabilit			
Prepaid expenses and other current assets         16,322         16,387           Total current assets         254,734         266,784           Property and equipment, net         35,859         33,489           Operating lease right-of-use assets         51,121         54,286           Purchased intangibles, net         4,774         5,620           Deferred commissions, net of current portion         18,524         19,591           Godwill         17,632         17,632           Other assets         3,926         4,825           Total assets         \$36,570         \$402,227           Liabilities and stockholders' equity         *         2077         \$ 2,098           Accrued expenses and other current liabilities         13,992         17,731           Accrued expenses and other current portion         4,432         4,432           Deferred revenue, current portion         7,908         5,755           Total current portion         7,908         5,755           Total current portion         7,830         6,094           Deferred revenue, net of current portion         3,890         6,094           Deferred revenue, net of current portion         5,816         62,307           Operating lease liabilities         1,554 <td< td=""><td></td><td></td><td></td></td<>			
Total current assets         254,734         266,784           Property and equipment, net         35,859         33,489           Operating lease right-of-use assets         51,121         54,286           Purchased intangibles, net         4,774         5,620           Deferred commissions, net of current portion         18,524         19,591           Goodwill         17,632         17,632         17,632           Other assets         3,926         4,825         5         366,570         \$ 402,227           Liabilities and stockholders' equity         Current liabilities:         13,992         17,731           Accrued expenses and other current liabilities         13,992         17,731           Accrued employee liabilities         26,261         24,193           Debt, current portion         99,185         111,411           Operating lease liabilities, current portion         7,908         5,755           Total current liabilities         152,055         165,620           Debt, net of current portion         4,832         19,097           Operating lease liabilities, net of current portion         38,90         6,094           Deferred revenue, ed current portion         58,146         62,307           Deferred revenue, ed current portion	-		
Property and equipment, net         35,859         33,489           Operating lease right-of-use assets         51,121         54,286           Purchased intangibles, net         4,774         5,620           Deferred commissions, net of current portion         18,524         19,591           Goodwill         17,632         17,632           Other assets         3,926         4,825           Total assets         \$ 386,570         \$ 402,227           Liabilities and stockholders' equity          -           Current liabilities:         -         -           Accounds payable         \$ 277         \$ 2,098           Accrued expenses and other current liabilities         13,992         17,731           Accrued employee liabilities         26,261         24,193           Deferred revenue, current portion         4,432         4,432           Deferred revenue, current portion         7,908         5,755           Total current portion         3,890         6,094           Deferred revenue, net of current portion         3,8146         62,307           Deferred tax liabilities         1,554         1,569           Other long-term liabilities         1,554         1,569           Other long-term liabilities	· ·		<u> </u>
Operating lease right-of-use assets         51,121         54,286           Purchased intangibles, net         4,774         5,620           Deferred commissions, net of current portion         18,524         19,591           Goodwill         17,632         17,632           Other assets         3,926         4,825           Total assets         \$ 366,570         \$ 402,227           Liabilities and stockholders' equity             Current liabilities:         3,926         4,825           Accounts payable         \$ 277         \$ 2,098           Accrued expenses and other current liabilities         13,992         17,731           Accrued expenses and other current portion         4,432         4,432           Deferred revenue, current portion         4,432         4,432           Deferred revenue, current portion         7,908         5,755           Total current liabilities         152,055         165,620           Debt, net of current portion         3,890         6,094           Deferred revenue, net of current portion         3,890         6,094           Deferred tax liabilities         1,554         1,569           Other long-term liabilities         967         971           Total liabilit			
Purchased intangibles, net         4,774         5,620           Deferred commissions, net of current portion         18,524         19,591           Goadwill         17,632         17,632           Other assets         3,926         4,825           Total assets         \$ 386,570         \$ 402,227           Liabilities and stockholders' equity          2           Current liabilities         13,992         17,731           Accrued expenses and other current liabilities         26,261         24,193           Debt, current portion         4,432         4,432           Deferred revenue, current portion         99,185         111,411           Operating lease liabilities, current portion         7,908         5,755           Total current liabilities         152,055         165,620           Debt, net of current portion         7,908         5,755           Total current liabilities         152,055         165,620           Debt, net of current portion         3,890         6,094           Deferred revenue, net of current portion         58,146         62,307           Other long-term liabilities         967         971           Total liabilities         967         971           Total liabilities	Property and equipment, net		
Deferred commissions, net of current portion         18,524         19,591           Goodwill         17,632         17,632           Other assets         3,926         4,825           Total assets         \$ 386,570         \$ 402,227           Liabilities and stockholders' equity         Current liabilities:         13,992         17,731           Accounds payable         \$ 277         \$ 2,098           Accrued expenses and other current liabilities         13,992         17,731           Accrued employee liabilities         26,261         24,193           Debt, current portion         4,432         4,432           Deferred revenue, current portion         7,908         5,755           Total current liabilities         152,055         165,620           Debt, net of current portion         7,908         5,755           Total current liabilities, current portion         7,908         5,755           Total current liabilities, net of current portion         3,890         6,094           Deferred revenue, net of current portion         58,146         62,307           Other long-term liabilities         967         971           Total liabilities         1,554         1,569           Other long-term liabilities         217,098 <t< td=""><td>Operating lease right-of-use assets</td><td></td><td></td></t<>	Operating lease right-of-use assets		
Goodwill         17,632         17,632           Other assets         3,926         4,825           Total assets         \$ 386,570         \$ 402,227           Liabilities and stockholders' equity             Current liabilities:         277         \$ 2,098           Accounts payable         \$ 277         \$ 2,098           Accrued expenses and other current liabilities         13,992         17,731           Accrued employee liabilities         26,261         24,193           Debt, current portion         4,432         4,432           Deferred revenue, current portion         7,908         5,755           Total current liabilities         112,055         165,620           Debt, net of current portion         7,908         5,755           Total current portion         3,890         6,094           Deferred revenue, net of current portion         58,146         62,307           Deferred tax liabilities, net of current portion         58,146         62,307           Deferred tax liabilities         1,554         1,569           Other long-term liabilities         967         971           Total liabilities         967         971           Class A common stock         11         10<	Purchased intangibles, net	4	
Other assets         3,926         4,825           Total assets         \$ 386,570         \$ 402,227           Liabilities and stockholders' equity	Deferred commissions, net of current portion	18	3,524 19,591
Total assets         \$ 386,570         \$ 402,227           Liabilities and stockholders' equity         Current liabilities:	Goodwill	17	',632 17,632
Liabilities and stockholders' equity           Current liabilities:           Accounts payable         \$ 277         \$ 2,098           Accrued expenses and other current liabilities         13,992         17,731           Accrued employee liabilities         26,261         24,193           Debt, current portion         4,432         4,432           Deferred revenue, current portion         99,185         111,411           Operating lease liabilities, current portion         7,908         5,755           Total current liabilities         152,055         165,620           Debt, net of current portion         3,890         6,094           Deferred revenue, net of current portion         4486         1,007           Operating lease liabilities, net of current portion         486         1,007           Operating lease liabilities         1,554         1,569           Other long-term liabilities         967         971           Total liabilities         967         971           Class A common stock         11         10           Class B common stock         1         2           Additional paid-in capital         597,736         555,307           Accumulated other comprehensive income         182         188	Other assets	3	3,926 4,825
Current liabilities:           Accounts payable         \$ 277         \$ 2,098           Accrued expenses and other current liabilities         13,992         17,731           Accrued employee liabilities         26,261         24,193           Debt, current portion         4,432         4,432           Deferred revenue, current portion         99,185         111,411           Operating lease liabilities, current portion         7,908         5,755           Total current liabilities         152,055         165,620           Debt, net of current portion         3,890         6,094           Deferred revenue, net of current portion         4486         1,007           Operating lease liabilities, net of current portion         58,146         62,307           Deferred revenue, net of current portion         58,146         62,307           Operating lease liabilities         1,554         1,569           Other long-term liabilities         967         971           Total liabilities         217,098         237,568           Stockholders' equity:         1         1           Class A common stock         11         2           Additional paid-in capital         597,736         555,307           Accumulated other comprehensive income </td <td>Total assets</td> <td><u>\$ 386</u></td> <td><u>5,570 \$ 402,227</u></td>	Total assets	<u>\$ 386</u>	<u>5,570 \$ 402,227</u>
Accounts payable         \$ 277         \$ 2,098           Accrued expenses and other current liabilities         13,992         17,731           Accrued employee liabilities         26,261         24,193           Debt, current portion         4,432         4,432           Deferred revenue, current portion         99,185         111,411           Operating lease liabilities, current portion         7,908         5,755           Total current liabilities         152,055         165,620           Debt, net of current portion         3,890         6,094           Deferred revenue, net of current portion         486         1,007           Operating lease liabilities, net of current portion         58,146         62,307           Deferred tax liabilities         1,554         1,569           Other long-term liabilities         967         971           Total liabilities         217,098         237,568           Stockholders' equity:         11         10           Class A common stock         11         21           Additional paid-in capital         597,736         555,307           Accumulated other comprehensive income         182         188           Accumulated deficit         (428,458)         (390,848)	Liabilities and stockholders' equity		
Accrued expenses and other current liabilities         13,992         17,731           Accrued employee liabilities         26,261         24,193           Debt, current portion         4,432         4,432           Deferred revenue, current portion         99,185         111,411           Operating lease liabilities, current portion         7,908         5,755           Total current liabilities         152,055         165,620           Debt, net of current portion         3,890         6,094           Deferred revenue, net of current portion         486         1,007           Operating lease liabilities, net of current portion         58,146         62,307           Deferred tax liabilities         1,554         1,569           Other long-term liabilities         967         971           Total liabilities         217,098         237,568           Stockholders' equity:         217,098         237,568           Class A common stock         11         10           Class B common stock         11         21           Additional paid-in capital         597,736         555,307           Accumulated other comprehensive income         182         188           Accumulated deficit         (428,458)         (390,848)	Current liabilities:		
Accrued employee liabilities         26,261         24,193           Debt, current portion         4,432         4,432           Deferred revenue, current portion         99,185         111,411           Operating lease liabilities, current portion         7,908         5,755           Total current liabilities         152,055         165,620           Debt, net of current portion         3,890         6,094           Deferred revenue, net of current portion         486         1,007           Operating lease liabilities, net of current portion         58,146         62,307           Deferred tax liabilities         1,554         1,569           Other long-term liabilities         967         971           Total liabilities         217,098         237,568           Stockholders' equity:         11         10           Class A common stock         11         2           Additional paid-in capital         597,736         555,307           Accumulated other comprehensive income         182         188           Accumulated deficit         (428,458)         (390,848)           Total stockholders' equity         169,472         164,659	Accounts payable	\$	277 \$ 2,098
Debt, current portion         4,432         4,432           Deferred revenue, current portion         99,185         111,411           Operating lease liabilities, current portion         7,908         5,755           Total current liabilities         152,055         165,620           Debt, net of current portion         3,890         6,094           Deferred revenue, net of current portion         486         1,007           Operating lease liabilities, net of current portion         58,146         62,307           Deferred tax liabilities         1,554         1,569           Other long-term liabilities         967         971           Total liabilities         217,098         237,568           Stockholders' equity:         1         10           Class A common stock         11         10           Class B common stock         11         2           Additional paid-in capital         597,736         555,307           Accumulated other comprehensive income         182         188           Accumulated deficit         (428,458)         (390,848)           Total stockholders' equity         169,472         164,659	Accrued expenses and other current liabilities	13	3,992 17,731
Deferred revenue, current portion         99,185         111,411           Operating lease liabilities, current portion         7,908         5,755           Total current liabilities         152,055         165,620           Debt, net of current portion         3,890         6,094           Deferred revenue, net of current portion         486         1,007           Operating lease liabilities, net of current portion         58,146         62,307           Deferred tax liabilities         1,554         1,569           Other long-term liabilities         967         971           Total liabilities         217,098         237,568           Stockholders' equity:         11         10           Class A common stock         11         2           Additional paid-in capital         597,736         555,307           Accumulated other comprehensive income         182         188           Accumulated deficit         (428,458)         (390,848)           Total stockholders' equity         169,472         164,659	Accrued employee liabilities	26	3,261 24,193
Operating lease liabilities, current portion7,9085,755Total current liabilities152,055165,620Debt, net of current portion3,8906,094Deferred revenue, net of current portion4861,007Operating lease liabilities, net of current portion58,14662,307Deferred tax liabilities1,5541,569Other long-term liabilities967971Total liabilities217,098237,568Stockholders' equity:1110Class A common stock112Additional paid-in capital597,736555,307Accumulated other comprehensive income182188Accumulated deficit(428,458)(390,848)Total stockholders' equity169,472164,659	Debt, current portion	4	4,432 4,432
Total current liabilities152,055165,620Debt, net of current portion3,8906,094Deferred revenue, net of current portion4861,007Operating lease liabilities, net of current portion58,14662,307Deferred tax liabilities1,5541,569Other long-term liabilities967971Total liabilities217,098237,568Stockholders' equity:1110Class A common stock11221Additional paid-in capital597,736555,307Accumulated other comprehensive income182188Accumulated deficit(428,458)(390,848)Total stockholders' equity169,472164,659	Deferred revenue, current portion	99	),185 111,411
Debt, net of current portion3,8906,094Deferred revenue, net of current portion4861,007Operating lease liabilities, net of current portion58,14662,307Deferred tax liabilities1,5541,569Other long-term liabilities967971Total liabilities217,098237,568Stockholders' equity:1110Class A common stock112Additional paid-in capital597,736555,307Accumulated other comprehensive income182188Accumulated deficit(428,458)(390,848)Total stockholders' equity169,472164,659	Operating lease liabilities, current portion	7	',908
Deferred revenue, net of current portion4861,007Operating lease liabilities, net of current portion58,14662,307Deferred tax liabilities1,5541,569Other long-term liabilities967971Total liabilities217,098237,568Stockholders' equity:1110Class A common stock112Additional paid-in capital597,736555,307Accumulated other comprehensive income182188Accumulated deficit(428,458)(390,848)Total stockholders' equity169,472164,659	Total current liabilities	152	2,055 165,620
Operating lease liabilities, net of current portion58,14662,307Deferred tax liabilities1,5541,569Other long-term liabilities967971Total liabilities217,098237,568Stockholders' equity:Class A common stock1110Class B common stock112Additional paid-in capital597,736555,307Accumulated other comprehensive income182188Accumulated deficit(428,458)(390,848)Total stockholders' equity169,472164,659	Debt, net of current portion	3	3,890 6,094
Deferred tax liabilities1,5541,569Other long-term liabilities967971Total liabilities217,098237,568Stockholders' equity:1110Class A common stock1110Class B common stock112Additional paid-in capital597,736555,307Accumulated other comprehensive income182188Accumulated deficit(428,458)(390,848)Total stockholders' equity169,472164,659	Deferred revenue, net of current portion		486 1,007
Other long-term liabilities967971Total liabilities217,098237,568Stockholders' equity:1110Class A common stock1110Class B common stock112Additional paid-in capital597,736555,307Accumulated other comprehensive income182188Accumulated deficit(428,458)(390,848)Total stockholders' equity169,472164,659	Operating lease liabilities, net of current portion	58	3,146 62,307
Total liabilities217,098237,568Stockholders' equity:Class A common stock1110Class B common stock12Additional paid-in capital597,736555,307Accumulated other comprehensive income182188Accumulated deficit(428,458)(390,848)Total stockholders' equity169,472164,659	Deferred tax liabilities	1	,554 1,569
Stockholders' equity:Class A common stock11Class B common stock1Class B common stock1Additional paid-in capital597,736Accumulated other comprehensive income182Accumulated deficit(428,458)Accumulated deficit(428,458)Total stockholders' equity169,472	Other long-term liabilities		967 971
Class A common stock1110Class B common stock12Additional paid-in capital597,736555,307Accumulated other comprehensive income182188Accumulated deficit(428,458)(390,848)Total stockholders' equity169,472164,659	Total liabilities	217	,098 237,568
Class B common stock12Additional paid-in capital597,736555,307Accumulated other comprehensive income182188Accumulated deficit(428,458)(390,848)Total stockholders' equity169,472164,659	Stockholders' equity:		
Additional paid-in capital597,736555,307Accumulated other comprehensive income182188Accumulated deficit(428,458)(390,848)Total stockholders' equity169,472164,659	Class A common stock		11 10
Accumulated other comprehensive income182188Accumulated deficit(428,458)(390,848)Total stockholders' equity169,472164,659	Class B common stock		1 2
Accumulated deficit         (428,458)         (390,848)           Total stockholders' equity         169,472         164,659	Additional paid-in capital	597	7,736 555,307
Accumulated deficit         (428,458)         (390,848)           Total stockholders' equity         169,472         164,659			182 188
Total stockholders' equity169,472164,659		(428	3,458) (390,848)
Total liabilities and stockholders' equity\$ 386,570\$ 402,227	Total stockholders' equity	169	9,472 164,659
	Total liabilities and stockholders' equity	\$ 386	5,570 \$ 402,227

#### ZUORA, INC. CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (in thousands) (unaudited)

		Six Months Ended July 31,				
		2020		2019		
			As A	Adjusted <sup>1</sup>		
Cash flows from operating activities:						
Net loss	\$	(37,610)	\$	(41,405)		
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:						
Depreciation, amortization and accretion		7,147		4,848		
Stock-based compensation		29,160		19,575		
Provision for doubtful accounts		1,744		2,252		
Donation of common stock to charitable foundation		1,000				
Amortization of deferred commissions		5,455		4,656		
Reduction in carrying amount of right-of-use assets		4,229		3,886		
Other		181		152		
Changes in operating assets and liabilities:						
Accounts receivable		18,704		9,101		
Prepaid expenses and other assets		716		(3,531		
Deferred commissions		(5,571)		(3,785		
Accounts payable		(1,887)		(665		
Accrued expenses and other liabilities		(1,073)		(928		
Accrued employee liabilities		2,068		21		
Deferred revenue		(12,747)		(720		
Operating lease liabilities		(4,725)		(4,565		
Net cash provided by (used in) operating activities		6,791		(11,108		
Cash flows from investing activities:						
Purchases of property and equipment		(9,950)		(4,242		
Insurance proceeds for damaged property and equipment		250				
Purchases of short-term investments		(24,376)		(103,073		
Sales of short-term investments		2,511		3,496		
Maturities of short-term investments		79,205		90,400		
Net cash provided by (used in) investing activities		47,640		(13,419		
Cash flows from financing activities:						
Proceeds from issuance of common stock upon exercise of stock options		7,997		7,048		
Proceeds of issuance of common stock under employee stock purchase plan		4,214		5,069		
Repurchases of unvested common stock		(8)		(47		
Principal payments on long-term debt		(2,220)		(741		
Net cash provided by financing activities		9,983		11,329		
Effect of exchange rates on cash and cash equivalents		(89)		(275		
Net increase (decrease) in cash and cash equivalents		64,325		(13,473		
Cash and cash equivalents, beginning of period		54,275		70,024		
Cash and cash equivalents, beginning of period	¢		\$			
	\$	118,600	ψ	56,551		

(1) Effective February 1, 2019, the Company adopted Topic 842 using the modified retrospective approach.

#### ZUORA, INC. **RECONCILIATION OF SELECTED GAAP MEASURES TO NON-GAAP MEASURES** (in thousands, except percentages and per share data) (unaudited)

Three Months Ended July 31, 2020												
GAAP	k	based	Amortization of Acquired Intangibles	-	use	Charitable Contribution	Certain Litigation	No	on-GAAP			
\$ 14,401	\$	(1,465)	\$ (423)	\$	(286)	\$ —	\$ —	\$	12,227			
18,674		(3,132)	_		_	_	_		15,542			
41,914		4,597	423		286	_	_		47,220			
19,427		(5,945)	_		1,276	_	_		14,758			
28,608		(4,848)	_		_	_	_		23,760			
15,383		(2,886)	_			(1,000)	(1,235)		10,262			
(21,504)		18,276	423		(990)	1,000	1,235		(1,560)			
\$ (20,122)	\$	18,276	\$ 423	\$	(990)	\$ 1,000	\$ 1,235	\$	(178)			
\$ (0.17)								\$	0.00			
56 %									63 %			
75 %									79 %			
	<ul> <li>\$ 14,401</li> <li>18,674</li> <li>41,914</li> <li>19,427</li> <li>28,608</li> <li>15,383</li> <li>(21,504)</li> <li>\$ (20,122)</li> <li>\$ (0.17)</li> <li>56 %</li> </ul>	GAAP Control C	\$ 14,401 \$ (1,465) 18,674 (3,132) 41,914 4,597 19,427 (5,945) 28,608 (4,848) 15,383 (2,886) (21,504) 18,276 \$ (20,122) \$ 18,276 \$ (0.17) 56 %	GAAP         Stock- based Compensat ion         Amortization of Acquired Intangibles           \$ 14,401         \$ (1,465)         \$ (423)           18,674         (3,132)            41,914         4,597         423           19,427         (5,945)            28,608         (4,848)            (21,504)         18,276         423           \$ (20,122)         \$ 18,276         \$ 423           \$ (0.17)         56 %	GAAP         Stock- compensat ion         Amortization of Acquired Intangibles         I s           \$ 14,401         \$ (1,465)         \$ (423)         \$           18,674         (3,132)          4           41,914         4,597         423            19,427         (5,945)             28,608         (4,848)             (21,504)         18,276         423         \$           \$ (20,122)         \$ 18,276         \$ 423         \$           \$ (0.17)         56 %	GAAP         Stock- compensat ion         Amortization of Acquired Intangibles         Internal- use Software           \$ 14,401         \$ (1,465)         \$ (423)         \$ (286)           18,674         (3,132)             41,914         4,597         423         286           19,427         (5,945)          1,276           28,608         (4,848)             15,383         (2,886)             (21,504)         18,276         423         (990)           \$ (20,122)         \$ 18,276         423         (990)           \$ (0.17)         56 %	GAAP         Stock- based compensat ion         Amortization of Acquired Intangibles         Internal- use Software         Charitable Contribution           \$ 14,401         \$ (1,465)         \$ (423)         \$ (286)         \$           18,674         (3,132)              41,914         4,597         423         286            19,427         (5,945)          1,276            15,383         (2,886)           (1,000)           (21,504)         18,276         423         (990)         1,000           \$ (20,122)         \$ 18,276         423         (990)         1,000           \$ (0.17)         56 %	GAAP         Stock- based ion         Amortization of Acquired Intangibles         Internal- use Software         Charitable Contribution         Certain Litigation           \$ 14,401         \$ (1,465)         \$ (423)         \$ (286)         \$         \$           18,674         (3,132)         -         -         -         -           41,914         4,597         423         286         -         -           19,427         (5,945)         -         1,276         -         -           19,427         (5,945)         -         1,276         -         -           15,383         (2,886)         -         -         -         -           15,383         (2,886)         -         -         -         -           (21,504)         18,276         423         (990)         1,000         1,235           \$ (20,122)         \$ 18,276         423         (990)         1,000         1,235           \$ (0.17)         56 %         -         -         -         -	GAAP         Stock- based ion         Amortization of Acquired Intangibles         Internal- use Software         Charitable Contribution         Certain Litigation         No           \$ 14,401         \$ (1,465)         \$ (423)         \$ (286)         \$         \$         \$ \$         \$			

	 Three Months Ended July 31, 2019											
	GAAP		Stock-based Compensation		mortization of Acquired Intangibles	Internal-use Software			Non-GAAP			
Cost of revenue:												
Cost of subscription revenue	\$ 12,798	\$	(811)	\$	(427)	\$	(397)	\$	11,163			
Cost of professional services revenue	20,904		(1,984)		_		_		18,920			
Gross profit	36,031		2,795		427		397		39,650			
Operating expenses:												
Research and development	18,744		(4,484)		—		1,173		15,433			
Sales and marketing	27,290		(2,491)						24,799			
General and administrative	11,324		(1,846)						9,478			
Loss from operations	(21,327)		11,616		427		(776)		(10,060)			
Net loss	\$ (20,813)	\$	11,616	\$	427	\$	(776)	\$	(9,546)			
Net loss per share, basic and diluted(1)	\$ (0.19)							\$	(0.09)			
Gross margin	52 %								57 %			
Subscription gross margin	75 %								78 %			

(1) GAAP and Non-GAAP net loss per share are calculated based upon 116,838 and 110,595 basic and diluted weighted-average shares of common stock for the three months ended July 31, 2020 and 2019, respectively.

#### ZUORA, INC. RECONCILIATION OF SELECTED GAAP MEASURES TO NON-GAAP MEASURES (CONTINUED) (in thousands, except percentages and per share data) (unaudited)

			•		,								
				S	ix Mont	hs E	nded July	31, 2	020				
	GAAP	1	Stock- based mpensat ion	Amorti of Aco Intang			nternal- use oftware	Charitable Contribution					on-GAAP
Cost of revenue:													
Cost of subscription revenue	\$ 28,016	\$	(2,317)	\$	(846)	\$	(435)	\$	_	\$	_	\$	24,418
Cost of professional services revenue	37,356		(4,782)		_		_		_		_		32,574
Gross profit	83,515		7,099		846		435		_		_		91,895
Operating expenses:													
Research and development	36,970		(9,487)		_		2,704		_		_		30,187
Sales and marketing	57,104		(7,853)		_		_		_		_		49,251
General and administrative	28,648		(4,721)		_		_		(1,000)		(1,235)		21,692
Loss from operations	(39,207)		29,160		846		(2,269)		1,000		1,235		(9,235)
Net loss	\$ (37,610)	\$	29,160	\$	846	\$	(2,269)	\$	1,000	\$	1,235	\$	(7,638)
Net loss per share, basic and diluted(1)	\$ (0.32)											\$	(0.07)
Gross margin	56 %												62 %
Subscription gross margin	76 %												79 %

		Six Months Ended July 31, 2019											
	GAAP <sup>2</sup>		-	Stock-based Compensation		mortization of Acquired Intangibles		ternal-use Software	1	Non-GAAP <sup>2</sup>			
Cost of revenue:													
Cost of subscription revenue	\$	24,731	\$	(1,304)	\$	(930)	\$	(751)	\$	21,746			
Cost of professional services revenue		41,002		(3,343)		_		_		37,659			
Gross profit		68,109		4,647		930		751		74,437			
Operating expenses:													
Research and development		35,759		(7,674)				1,598		29,683			
Sales and marketing		52,791		(4,343)				—		48,448			
General and administrative		21,769		(2,911)				_		18,858			
Loss from operations		(42,210)		19,575		930		(847)		(22,552)			
Net loss	\$	(41,405)	\$	19,575	\$	930	\$	(847)	\$	(21,747)			
Net loss per share, basic and diluted(1)	\$	(0.38)							\$	(0.20)			
Gross margin		51 %								56 %			
Subscription gross margin		75 %								78 %			

(1) GAAP and Non-GAAP net loss per share are calculated based upon 115,998 and 109,724 basic and diluted weighted-average shares of common stock for the six months ended July 31, 2020 and 2019, respectively.

# ZUORA, INC. RECONCILIATION OF SELECTED GAAP MEASURES TO NON-GAAP MEASURES (CONTINUED) (in thousands, except percentages and per share data) (unaudited)

#### **Free Cash Flow**

	Three Months Ended July 31,				
	2020				
Net cash provided by (used in) operating activities	\$	3,840	\$	(8,946)	
Less:					
Purchases of property and equipment, net of insurance recoveries		(4,580)		(2,566)	
Free cash flow	\$	(740)	\$	(11,512)	