Akamai Technologies, Inc. Reconciliation of GAAP to Non-GAAP Financial Measures December 31, 2020

In addition to providing financial measurements based on generally accepted accounting principles in the United States of America (GAAP), Akamai provides additional financial metrics that are not prepared in accordance with GAAP (non-GAAP). Management uses non-GAAP financial measures, in addition to GAAP financial measures, to understand and compare operating results across accounting periods, for financial and operational decision making, for planning and forecasting purposes, to measure executive compensation and to evaluate Akamai's financial performance. These non-GAAP financial measures are non-GAAP income from operations, non-GAAP operating margin, non-GAAP net income, non-GAAP net income per share, Adjusted EBITDA, Adjusted EBITDA margin, capital expenditures and impact of foreign currency exchange rates, as discussed below.

Management believes that these non-GAAP financial measures reflect Akamai's ongoing business in a manner that allows for meaningful comparisons and analysis of trends in the business, as they facilitate comparing financial results across accounting periods and to those of peer companies. Management also believes that these non-GAAP financial measures enable investors to evaluate Akamai's operating results and future prospects in the same manner as management. These non-GAAP financial measures may also exclude expenses and gains that may be unusual in nature, infrequent or not reflective of Akamai's ongoing operating results.

The non-GAAP financial measures do not replace the presentation of Akamai's GAAP financial results and should only be used as a supplement to, not as a substitute for, Akamai's financial results presented in accordance with GAAP. Akamai has provided a reconciliation of each non-GAAP financial measure used in its financial reporting and investor presentations to the most directly comparable GAAP financial measure. This reconciliation captioned "Reconciliation of GAAP to Non-GAAP Financial Measures" can be found on the Investor Relations section of Akamai's website.

Akamai provides forward-looking statements in the form of guidance during its quarterly earnings conference calls. This guidance is provided on a non-GAAP basis and cannot be reconciled to the closest GAAP measures without unreasonable effort because of the unpredictability of the amounts and timing of events affecting the items we exclude from non-GAAP measures. For example, stock-based compensation is unpredictable for Akamai's performance-based awards, which can fluctuate significantly based on current expectations of future achievement of performance-based targets. Amortization of intangible assets, acquisition-related costs and restructuring costs are all impacted by the timing and size of potential future actions, which are difficult to predict. In addition, from time to time, Akamai excludes certain items that occur infrequently, which are also inherently difficult to predict and estimate. It is also difficult to predict the tax effect of the items we exclude and to estimate certain discrete tax items, like the resolution of tax audits or changes to tax laws. As such, the costs that are being excluded from non-GAAP guidance are difficult to predict and a reconciliation or a range of results could lead to disclosure that would be imprecise or potentially misleading. Material changes to any one of the exclusions could have a significant effect on our guidance and future GAAP results.

Akamai's definitions of its non-GAAP financial measures are outlined below:

Non-GAAP income from operations – GAAP income from operations adjusted for the following items: amortization of acquired intangible assets; stock-based compensation; amortization of capitalized stock-based compensation; amortization of capitalized interest expense; acquisition-related costs; restructuring charges; gains and losses on legal settlements; costs incurred related to endowments to the Akamai Foundation; transformation costs; and other non-recurring or unusual items that may arise from time to time.

	Th	ree	Months End		Year Ended				
(in thousands)	December 31, 2020				December 31, 2019	December 31, 2020			ecember 1, 2019
Income from operations	\$ 134,617	\$	181,158	\$	135,322	\$	658,534	\$	548,918
Amortization of acquired intangible assets	10,894		10,340		9,710		42,049		38,581
Stock-based compensation	50,510		50,217		46,878		197,411		187,140
Amortization of capitalized stock-based compensation and capitalized interest expense	8,662		7,913		8,700		33,202		34,438
Restructuring charge	26,847		21		10,274		37,286		17,153
Acquisition-related costs	4,390		1,051		726		5,579		1,920
Legal settlements	—				10,000		275		10,000
Endowment of Akamai Foundation	20,000				—		20,000		—
Transformation costs	_		_						5,527
Non-GAAP income from operations	\$ 255,920	\$	250,700	\$	221,610	\$	994,336	\$	843,677

Non-GAAP operating margin - Non-GAAP income from operations stated as a percentage of revenue.

	Th	ree Months End	Year l	Ended	
(in thousands)	December 31, 2020	September 30, 2020	1		December 31, 2019
Revenue	\$ 846,287	\$ 792,845	\$ 772,123	\$3,198,149	\$2,893,617
Non-GAAP income from operations	255,920	250,700	221,610	994,336	843,677
Non-GAAP operating margin	30 %	32 %	29 %	31 %	29 %

Non-GAAP net income – GAAP net income adjusted for the following tax-affected items: amortization of acquired intangible assets; stock-based compensation; amortization of capitalized stock-based compensation; acquisition-related costs; restructuring charges; gains and losses on legal settlements; costs incurred related to endowments to the Akamai Foundation; transformation costs; amortization of debt discount and issuance costs; amortization of capitalized interest expense; certain gains and losses on investments; income and losses from equity method investment; and other non-recurring or unusual items that may arise from time to time.

		Th	ree	Months End		Year	r Ended			
(in thousands)	_	December 31, 2020		eptember 30, 2020	December 31, 2019		December 31, 2020			ecember 31, 2019
Net income	\$	113,370	\$	158,623	\$	119,100	\$	557,054	\$	478,035
Amortization of acquired intangible assets		10,894		10,340		9,710		42,049		38,581
Stock-based compensation		50,510		50,217		46,878		197,411		187,140
Amortization of capitalized stock-based compensation and capitalized interest expense		8,662		7,913		8,700		33,202		34,438
Restructuring charge		26,847		21		10,274		37,286		17,153
Acquisition-related costs		4,390		1,051		726		5,579		1,920
Legal settlements				—		10,000		275		10,000
Endowment of Akamai Foundation		20,000		—		—		20,000		—
Transformation costs				—		—				5,527
Amortization of debt discount and issuance costs		15,766		15,747		15,096		62,823		45,857
(Gain) loss on investments		(7,228)		—		500		(7,228)		60
Loss (income) from equity method investment		11,432		559		(292)		13,106		1,096
Income tax-effect of above non-GAAP adjustments and certain discrete tax items		(34,799)		(28,689)		(19,099)		(103,280)		(80,488)
Non-GAAP net income	\$	219,844	\$	215,782	\$	201,593	\$	858,277	\$	739,319

Non-GAAP net income per share – Non-GAAP net income divided by weighted average diluted common shares outstanding. Diluted weighted average shares outstanding are adjusted in non-GAAP per share calculations for the shares that would be delivered to Akamai pursuant to the note hedge transactions entered into in connection with the issuances of \$1,150 million of convertible senior notes due 2027 and 2025, respectively. Under GAAP, shares delivered under hedge transactions are not considered offsetting shares in the fully-diluted share calculation until they are delivered. However, the company would receive a benefit from the note hedge transactions and would not allow the dilution to occur, so management believes that adjusting for this benefit provides a meaningful view of operating performance. With respect to the convertible senior notes due in each of 2027 and 2025, unless Akamai's weighted average stock price is greater than \$116.18 and \$95.10, respectively, the initial conversion price, there will be no difference between GAAP and non-GAAP diluted weighted average common shares outstanding.

	Th	ree Months End	ded	Year Ended			
(in thousands, except per share data)	December 31, 2020	September 30, 2020	December 31, 2019	December 31, 2020	December 31, 2019		
GAAP net income per diluted share	\$ 0.68	\$ 0.95	\$ 0.73	\$ 3.37	\$ 2.90		
Adjustments to net income:							
Amortization of acquired intangible assets	0.07	0.06	0.06	0.25	0.23		
Stock-based compensation	0.30	0.30	0.29	1.19	1.14		
Amortization of capitalized stock-based compensation and capitalized interest expense.	0.05	0.05	0.05	0.20	0.21		
Restructuring charge	0.16	_	0.06	0.23	0.10		
Acquisition-related costs	0.03	0.01		0.03	0.01		
Legal settlements			0.06		0.06		
Endowment of Akamai Foundation	0.12			0.12	_		
Transformation costs					0.03		
Amortization of debt discount and issuance costs	0.10	0.09	0.09	0.38	0.28		
(Gain) loss on investments	(0.04)			(0.04)			
Loss (income) from equity method investment.	0.07	_		0.08	0.01		
Income tax effect of above non-GAAP adjustments and certain discrete tax items	(0.21)	(0.17)	(0.12)	(0.63)	(0.49)		
Adjustment for shares	—	0.02		0.04	—		
Non-GAAP net income per diluted share	\$ 1.33	\$ 1.31	\$ 1.23	\$ 5.22	\$ 4.49		
Shares used in diluted per share calculations	165,879	166,519	163,930	165,213	164,573		
Impact of benefit from note hedge transactions	(1,105)	(1,732)		(873)			
Shares used in non-GAAP diluted per share calculations	164,774	164,787	163,930	164,340	164,573		

Adjusted EBITDA – GAAP net income excluding the following items: interest income; income taxes; depreciation and amortization of tangible and intangible assets; stock-based compensation; amortization of capitalized stock-based compensation; acquisition-related costs; restructuring charges; gains and losses on legal settlements; costs incurred related to endowments to the Akamai Foundation; transformation costs; foreign exchange gains and losses; interest expense; amortization of capitalized interest expense; certain gains and losses on investments; income and losses on equity method investment; and other non-recurring or unusual items that may arise from time to time.

	Three Months Ended							Year l	Ended			
(in thousands)		December 31, 2020		eptember 30, 2020	December 31, 2019			December 31, 2020		ecember 31, 2019		
Net income	\$	113,370	\$	158,623	\$	119,100	\$	557,054	\$	478,035		
Interest income		(6,270)		(6,307)		(11,402)		(29,122)		(34,355)		
Provision for income taxes		4,158		8,801		10,632		45,922		53,350		
Depreciation and amortization		108,168		100,644		97,390		403,160		367,655		
Amortization of capitalized stock-based compensation and capitalized interest expense		8,662		7,913		8,700		33,202		34,438		
Amortization of acquired intangible assets		10,894		10,340		9,710		42,049		38,581		
Stock-based compensation		50,510		50,217		46,878		197,411		187,140		
Restructuring charge		26,847		21		10,274		37,286		17,153		
Acquisition-related costs		4,390		1,051		726		5,579		1,920		
Legal settlements		_				10,000		275		10,000		
Endowment of Akamai Foundation		20,000						20,000		_		
Transformation costs		_				_		_		5,527		
Interest expense.		17,342		17,324		16,675		69,120		49,364		
(Gain) loss on investments.		(7,228)				500		(7,228)		60		
Loss (income) from equity method investment		11,432		559		(292)		13,106		1,096		
Other expense, net		1,813		2,158		109		9,682		1,368		
Adjusted EBITDA	\$	364,088	\$	351,344	\$	319,000	\$	1,397,496	\$	1,211,332		

Adjusted EBITDA margin – Adjusted EBITDA stated as a percentage of revenue.

	Th	ree Months End	led	Year l	Ended
(in thousands)	December 31, 2020	September 30, 2020	December 31, 2019	December 31, 2020	December 31, 2019
Revenue	\$ 846,287	\$ 792,845	\$ 772,123	\$3,198,149	\$2,893,617
Adjusted EBITDA	364,088	351,344	319,000	1,397,496	1,211,332
Adjusted EBITDA margin	43 %	44 %	41 %	44 %	42 %

Cash operating expenses (cash opex) – GAAP operating expenses (consisting of research and development, sales and marketing, general and administrative, amortization of acquired intangible assets and restructuring charges), excluding stock-based compensation; amortization of acquired intangible assets; depreciation and amortization; acquisition-related costs; restructuring charges; gains and losses on legal settlements; costs incurred related to an endowment to the Akamai Foundation; transformation costs; and other non-recurring or unusual items that may arise from time to time.

		Months En	Year Ended								
(in thousands)		December 31, 2020		September 30, 2020		ecember 1, 2019	December 31, 2020			December 31, 2019	
GAAP operating expenses	\$ 407,823		\$ 407,823 \$ 328,248		328,248	\$ 379,051		\$ 1,406,943		\$	1,357,075
Less:											
Stock-based compensation	4	14,055		43,833		41,316	172	2,582		164,661	
Amortization of acquired intangible assets]	10,894		10,340		9,710	42	2,049		38,581	
Depreciation and amortization	4	21,189		20,554		22,167	82	2,862		78,587	
Amortization of capitalized stock-based compensation and interest expense not included in depreciation and amortization		16		4				22			
Restructuring charges	2	26,847		21		10,274	3	7,286		17,153	
Acquisition-related costs		4,390		1,051		726	:	5,579		1,920	
Legal settlements						10,000		275		10,000	
Endowment of Akamai Foundation	4	20,000				_	20	0,000			
Transformation costs						_		—		5,527	
Cash operating expenses	\$ 28	30,432	\$	252,445	\$	284,858	\$ 1,04	6,288	\$	1,040,646	

Cash cost of revenue - GAAP cost of revenue, excluding stock-based compensation and depreciation and amortization.

		Th	ree	Months End		Year Ended				
(in thousands)	_	December 31, 2020				December 31, 2019	December 31, 2020			December 31, 2019
GAAP cost of revenue	\$	303,847	\$	283,439	\$	257,750	\$	1,132,672	\$	987,624
Less:										
Stock-based compensation		6,455		6,384		5,562		24,829		22,479
Depreciation and amortization		95,625		87,999		83,923		353,478		323,506
Cash cost of revenue	\$	201,767	\$	189,056	\$	168,265	\$	754,365	\$	641,639

Cash gross profit – Revenue less cash cost of revenue.

		Th	ree]	Months End	Year Ended			
(in thousands)	_	ecember 31, 2020		eptember 30, 2020	December 31, 2019		December 31, 2020	December 31, 2019
Revenue	\$	846,287	\$	792,845	\$	772,123	\$ 3,198,149	\$ 2,893,617
Cash cost of revenue		201,767		189,056		168,265	754,365	641,639
Cash gross profit	\$	644,520	\$	603,789	\$	603,858	\$ 2,443,784	\$ 2,251,978

Cash gross margin – Revenue less GAAP cost of revenue, excluding stock-based compensation and depreciation and amortization, stated as a percentage of revenue.

	Th	ree Months End	Year l	Ended	
(in thousands)	December 31, 2020	September 30, 2020	December 31, 2019	December 31, 2020	December 31, 2019
Revenue	\$ 846,287	\$ 792,845	\$ 772,123	\$3,198,149	\$2,893,617
Cash gross profit	644,520	603,789	603,858	2,443,784	2,251,978
Cash gross margin	76 %	76 %	78 %	76 %	78 %

Free cash flow – Cash flows from operations less purchases of property and equipment and capitalization of internal-use software development costs included in the statements of cash flows.

		Th	ree	Months End		Year Ended				
(in thousands)		December 31, 2020		eptember 30, 2020	December 31, 2019		December 31, 2020			December 31, 2019
Cash provided by operating activities	\$ 291,093		\$	401,973	\$	282,140	\$	1,215,000	\$	1,058,304
Less:										
Purchases of property and equipment		118,520		180,841		90,901		514,313		359,667
Capitalization of internal-use software development costs		48,925		47,918		42,765		217,559		202,410
Free cash flow	\$	123,648	\$	173,214	\$	148,474	\$	483,128	\$	496,227

Capital expenditures, or capex, excluding stock-based compensation and interest expense – Purchases of property and equipment and capitalization of internal-use software development costs presented on an accrual basis, which differs from the cash-basis presentation included in the statements of cash flows. The primary difference between the two is the change in purchases of property and equipment and capitalization of internal-use software development costs accrued for, but not paid, at period end versus prior periods.

		Th	ree	Months End		Year Ended				
(in thousands)	December 31, 2020		September 30, 2020		December 31, 2019		December 31, 2020			ecember 31, 2019
Purchases of property and equipment	\$	138,140	\$	144,155	\$	122,560	\$	509,404	\$	406,854
Capitalization of internal-use software development costs		56,634		55,885		50,497		217,120		202,691
Capital expenditures, excluding stock-based compensation and interest expense.	\$	194,774	\$	200,040	\$	173,057	\$	726,524	\$	609,545

Capex as a percentage of revenue – Capital expenditures, or capex, excluding stock-based compensation and interest expense, stated as a percentage of revenue.

	Th	ree Months End	Year Ended			
(in thousands)	December 31, 2020	September 30, 2020	December 31, 2019	December 31, 2020	December 31, 2019	
Revenue	\$ 846,287	\$ 792,845	\$ 772,123	\$3,198,149	\$2,893,617	
Capital expenditures, excluding stock-based compensation and interest expense	194,774	200,040	173,057	726,524	609,545	
Capex as a percentage of revenue	23 %	25 %	22 %	23 %	21 %	

Non-GAAP depreciation – GAAP depreciation and amortization (which consists of depreciation and amortization of property and equipment, capitalized stock-based compensation, capitalized interest and acquired intangible assets), less depreciation and amortization excluded from non-GAAP results (which consists of depreciation and amortization of capitalized stock-based compensation, capitalized interest and acquired intangible assets).

	Three Months Ended					Year Ended				
(in thousands)	December 31, 2020		September 30, 2020		December 31, 2019		December 31, 2020		December 31, 2019	
GAAP depreciation and amortization	\$	127,708	\$	118,893	\$	115,800	\$	478,389	\$	440,674
Less:										
Capitalized stock-based compensation amortization		7,752		7,081		7,747		29,651		30,613
Capitalized interest amortization		910		832		953		3,551		3,825
Amortization of acquired intangible assets		10,894		10,340		9,710		42,049		38,581
Non-GAAP depreciation	\$	108,152	\$	100,640	\$	97,390	\$	403,138	\$	367,655

Non-GAAP tax rate – GAAP tax rate excluding the tax effect of non-GAAP adjustments and certain discrete tax items.

	Thr	ee Months End	Year Ended			
	December 31, 2020	September 30, 2020	December 31, 2019	December 31, 2020	December 31, 2019	
GAAP tax rate	3 %	5 %	8 %	7 %	10 %	
Income tax-effect of non-GAAP adjustments and certain discrete tax items.	12	10	5	8	5	
Non-GAAP tax rate	15 %	15 %	13 %	15 %	15 %	

Impact of Foreign Currency Exchange Rate – Revenue and earnings from international operations have historically been an important contributor to Akamai's financial results. Consequently, Akamai's financial results have been impacted, and management expects they will continue to be impacted, by fluctuations in foreign currency exchange rates. For example, when the local currencies of our foreign subsidiaries weaken, our consolidated results stated in U.S. dollars are negatively impacted.

Because exchange rates are a meaningful factor in understanding period-to-period comparisons, management believes the presentation of the impact of foreign currency exchange rates on revenue and earnings enhances the understanding of our financial results and evaluation of performance in comparison to prior periods. The dollar impact of changes in foreign currency exchange rates presented is calculated by translating current period results using monthly average foreign currency exchange rates from the comparative period and comparing them to the reported amount. The percentage change at constant currency presented is calculated by comparing the prior period amounts as reported and the current period amounts translated using the same monthly average foreign currency exchange rates from the comparative period.

The non-GAAP adjustments, and Akamai's basis for excluding them from non-GAAP financial measures, are outlined below:

Amortization of acquired intangible assets – Akamai has incurred amortization of intangible assets, included in its GAAP financial statements, related to various acquisitions Akamai has made. The amount of an acquisition's purchase price allocated to intangible assets and term of its related amortization can vary significantly and are unique to each acquisition; therefore, Akamai excludes amortization of acquired intangible assets from its non-GAAP financial measures to provide investors with a consistent basis for comparing pre- and post-acquisition operating results.

Stock-based compensation and amortization of capitalized stock-based compensation – Although stock-based compensation is an important aspect of the compensation paid to Akamai's employees, the grant date fair value varies based on the stock price at the time of grant, varying valuation methodologies, subjective assumptions and the variety of award types. This makes the comparison of Akamai's current financial results to previous and future periods difficult to interpret; therefore, Akamai believes it is useful to exclude stock-based compensation and amortization of capitalized stock-based compensation from its non-GAAP financial measures in order to highlight the performance of Akamai's core business and to be consistent with the way many investors evaluate its performance and compare its operating results to peer companies.

Acquisition-related costs – Acquisition-related costs include transaction fees, advisory fees, due diligence costs and other direct costs associated with strategic activities. In addition, subsequent adjustments to Akamai's initial estimated amounts of contingent consideration and indemnification associated with specific acquisitions are included within acquisition-related costs. These amounts are impacted by the timing and size of the acquisitions. Akamai excludes acquisition-related costs from its non-GAAP financial measures to provide a useful comparison of Akamai's operating results to prior periods and to its peer companies because such amounts vary significantly based on the magnitude of the acquisition transactions and do not reflect Akamai's core operations.

Restructuring charges – Akamai has incurred restructuring charges that are included in its GAAP financial statements, primarily related to workforce reductions and estimated costs of existing facility lease commitments. Akamai excludes these items from its non-GAAP financial measures when evaluating its continuing business performance as such items vary significantly based on the magnitude of the restructuring action and do not reflect expected future operating expenses. In addition, these charges do not necessarily provide meaningful insight into the fundamentals of current or past operations of its business.

Amortization of debt discount and issuance costs and amortization of capitalized interest expense – In August 2019, Akamai issued \$1,150 million of convertible senior notes due 2027 with a coupon interest rate of 0.375%. In May 2018, Akamai issued \$690 million of convertible senior notes due 2019 with a coupon interest rate of 0.125%. In February 2014, Akamai issued \$690 million of convertible senior notes due 2019 with a coupon interest rate of 0%. The imputed interest rates of these convertible senior notes were 3.10%, 4.26% and 3.20%, respectively. This is a result of the debt discounts recorded for the convertible debt instruments. The debt discounts are amortized as interest expense together with the issuance costs of the debt. The interest expense excluded from Akamai's non-GAAP results is comprised of these non-cash components and is excluded from management's assessment of the company's operating performance because management believes the non-cash expense is not representative of ongoing operating performance.

Gains and losses on investments – Akamai has recorded gains and losses from the disposition, changes to fair value and impairment of certain investments. Akamai believes excluding these amounts from its non-GAAP financial measures is useful to investors as the types of events giving rise to them are not representative of Akamai's core business operations and ongoing operating performance.

Legal settlements – Akamai has incurred losses related to the settlement of legal matters. Akamai believes excluding these amounts from its non-GAAP financial measures is useful to investors as the types of events giving rise to them are not representative of Akamai's core business operations.

Endowment of Akamai Foundation – Akamai has incurred expenses to endow the Akamai Foundation, a private corporate foundation dedicated to encouraging the next generation of technology innovators by supporting math and science education. Akamai's first endowment was in 2018 to enable a permanent endowment for the Akamai Foundation to allow it to expand its reach. In the fourth quarter of 2020 Akamai supplemented the endowment to enable specific initiatives to increase diversity in the technology industry. Akamai believes excluding these amounts from non-GAAP financial measures is useful to investors as these infrequent and nearly one-time expenses are not representative of its core business operations.

Transformation costs – Akamai has incurred professional services fees associated with internal changes that are designed to improve its operating margins and that are part of a discrete planned transformation program intended to significantly change the manner in which business in conducted. Akamai believes excluding these amounts from its non-GAAP financial measures is useful to investors as the types of events and activities giving rise to them occur infrequently and are not representative of Akamai's core business operations and ongoing operating performance.

Income and losses from equity method investment – Akamai records income or losses on its share of earnings and losses from its equity method investment. Akamai excludes such income and losses because it does not direct control over the operations of the investment and the related income and losses are not representative of its core business operations.

Income tax effect of non-GAAP adjustments and certain discrete tax items – The non-GAAP adjustments described above are reported on a pre-tax basis. The income tax effect of non-GAAP adjustments is the difference between GAAP and non-GAAP income tax expense. Non-GAAP income tax expense is computed on non-GAAP pre-tax income (GAAP pre-tax income adjusted for non-GAAP adjustments) and excludes certain discrete tax items (such as recording or releasing of valuation allowances), if any. Akamai believes that applying the non-GAAP adjustments and their related income tax effect allows Akamai to highlight income attributable to its core operations.