Akamai Technologies, Inc. Reconciliation of GAAP to Non-GAAP Financial Measures September 30, 2019

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 from professional service providers related to a non-routine stockholder matter; costs incurred related to the establishment of an endowment to the Akamai Foundation; transformation costs; and other non-recurring or unusual items that may arise from time to time.

		Th	ree	Months End		Ended				
(in thousands)		September 30, 2019		June 30, 2019	September 30, 2018		September 30, 2019			eptember 0, 2018
Income from operations	\$ 1	\$ 143,289		135,782	\$	116,537	\$	413,596	\$	242,211
Amortization of acquired intangible assets		9,624		9,648		8,294		28,871		25,019
Stock-based compensation		46,815		48,142		46,632		140,262		138,815
Amortization of capitalized stock-based compensation and capitalized interest expense		8,455		8,050		7,575		25,738		20,435
Restructuring (benefit) charges		(300)		790		(732)		6,879		14,442
Acquisition-related costs		219		524		329		1,194		1,972
Legal and stockholder matter costs				—				—		23,091
Endowment of Akamai Foundation				—				—		50,000
Transformation costs				1,336		2,552		5,527		2,552
Non-GAAP income from operations	\$ 2	208,102	\$	204,272	\$	181,187	\$	622,067	\$	518,537

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

		Th	ree	Months End	ed		Nine Mon	ths Ended
(in thousands)		September 30, 2019		June 30, 2019	September 30, 2018		September 30, 2019	September 30, 2018
Revenue	\$	709,912	\$	705,074	\$	669,628	\$2,121,494	\$2,001,111
Non-GAAP income from operations		208,102		204,272		181,187	622,067	518,537
Non-GAAP operating margin	_	29%	_	29%	_	27%	29%	26%

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 from professional service providers related to a non-routine stockholder matter; costs incurred related to the establishment of an endowment 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	nree I	Months End	Nine Months Ended					
(in thousands)	September 30, 2019	June 30, 2019		September 30, 2018			eptember 30, 2019		eptember 0, 2018
Net income	\$ 137,890	\$	113,915	\$	107,583	\$	358,935	\$	204,358
Amortization of acquired intangible assets	9,624		9,648		8,294		28,871		25,019
Stock-based compensation	46,815		48,142		46,632		140,262		138,815
Amortization of capitalized stock-based compensation and capitalized interest expense	8,455		8,050		7,575		25,738		20,435
Restructuring (benefit) charges	(300)		790		(732)		6,879		14,442
Acquisition-related costs	219		524		329		1,194		1,972
Legal and stockholder matter costs			_		_				23,091
Endowment of Akamai Foundation					_				50,000
Transformation costs			1,336		2,552		5,527		2,552
Amortization of debt discount and issuance costs.	11,133		8,010		14,085		30,761		27,844
Loss (gain) on investments			250		(519)		(440)		1,481
Loss from equity method investment	1,388				_		1,388		
Income tax-effect of above non-GAAP adjustments and certain discrete tax items	(34,631)		(14,454)		(27,958)		(61,389)		(73,432)
Non-GAAP net income	\$ 180,593	\$	176,211	\$	157,841	\$	537,726	\$	436,577

Non-GAAP net income per diluted share – Non-GAAP net income divided by basic weighted average or diluted common shares outstanding. Basic weighted average shares outstanding are those used in GAAP net income per share calculations. 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. 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 transaction 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 and until 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	Nine Months Ended			
(in thousands, except per share data)	September 30, 2019	June 30, 2019	September 30, 2018	September 30, 2019	September 30, 2018		
GAAP net income per diluted share	\$ 0.84	\$ 0.69	\$ 0.64	\$ 2.18	\$ 1.20		
Amortization of acquired intangible assets	0.06	0.06	0.05	0.18	0.15		
Stock-based compensation	0.28	0.29	0.28	0.85	0.81		
Amortization of capitalized stock-based compensation and capitalized interest expense	0.05	0.05	0.05	0.16	0.12		
Restructuring (benefit) charges				0.04	0.08		
Acquisition-related costs				0.01	0.01		
Legal and stockholder matter costs					0.14		
Endowment of Akamai Foundation					0.29		
Transformation costs		0.01	0.02	0.03	0.01		
Amortization of debt discount and issuance costs.	0.07	0.05	0.08	0.19	0.16		
Loss (gain) on investments			_		0.01		
Loss from equity method investment	0.01			0.01			
Income tax effect of above non-GAAP adjustments and certain discrete tax items	(0.21)	(0.09)	(0.17)	(0.37)	(0.43)		
Non-GAAP net income per diluted share	\$ 1.10	\$ 1.07	\$ 0.94	\$ 3.26	\$ 2.56		
Shares used in diluted per share calculations	164,558	165,019	167,900	164,788	170,732		

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 from professional service providers related to a non-routine stockholder matter; costs incurred related to the establishment of an endowment 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.

	Th	ree]	Months End	Nine Months Ended					
(in thousands)	September 30, 2019		June 30, 2019		September 30, 2018		September 30, 2019		eptember 0, 2018
Net income	\$ 137,890	\$	113,915	\$	107,583	\$	358,935	\$	204,358
Interest income	(7,908)		(6,410)		(9,258)		(22,953)		(19,632)
(Benefit) provision for income taxes	(960)		19,253		3,187		42,718		25,658
Depreciation and amortization	92,525		88,367		91,964		270,265		272,772
Amortization of capitalized stock-based compensation and capitalized interest expense	8,455		8,050		7,575		25,738		20,435
Amortization of acquired intangible assets	9,624		9,648		8,294		28,871		25,019
Stock-based compensation	46,815		48,142		46,632		140,262		138,815
Restructuring (benefit) charges	(300)		790		(732)		6,879		14,442
Acquisition-related costs	219		524		329		1,194		1,972
Legal and stockholder matter costs									23,091
Endowment of Akamai Foundation									50,000
Transformation costs			1,336		2,552		5,527		2,552
Interest expense	12,127		8,446		14,566		32,689		28,620
Loss (gain) on investments			250		(519)		(440)		1,481
Loss from equity method investment	1,388						1,388		
Other expense, net	752		328		978		1,259		1,726
Adjusted EBITDA	\$ 300,627	\$	292,639	\$	273,151	\$	892,332	\$	791,309

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

		Th	ree	Months End	led		Nine Mon	ths Ended
(in thousands)		September 30, 2019		June 30, 2019		eptember 30, 2018	September 30, 2019	September 30, 2018
Revenue	\$	709,912	\$	705,074	\$	669,628	\$2,121,494	\$2,001,111
Adjusted EBITDA		300,627		292,639		273,151	892,332	791,309
Adjusted EBITDA margin	_	42%	_	42%	_	41%	42%	40%

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 stockbased compensation; amortization of acquired intangible assets; depreciation and amortization; acquisition-related costs; restructuring charges; gains and losses on legal settlements; costs from professional service providers related to a non-routine stockholder matter; costs incurred related to the establishment of an endowment to the Akamai Foundation; transformation costs; and other non-recurring or unusual items that may arise from time to time.

	Th	ree Months En	Nine Mor	nths Ended	
(in thousands)	September 30, 2019	June 30, 2019	September 30, 2018	September 30, 2019	September 30, 2018
GAAP operating expenses	319,685	327,099	313,845	978,024	1,049,342
Less:					
Stock-based compensation	41,260	42,349	41,138	123,345	122,472
Amortization of acquired intangible assets	9,624	9,648	8,294	28,871	25,019
Depreciation and amortization	19,269	18,778	18,646	56,420	59,741
Restructuring (benefit) charges	(300)	790	(732)	6,879	14,442
Acquisition-related costs	219	524	329	1,194	1,972
Legal and stockholder matter costs					23,091
Endowment of Akamai Foundation					50,000
Transformation costs		1,336	2,552	5,527	2,552
Cash operating expenses	\$ 249,613	\$ 253,674	\$ 243,618	\$ 755,788	\$ 750,053

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

	Tł	nree Months End	Nine Mor	nths Ended	
(in thousands)	September 30, 2019	June 30, 2019	September 30, 2018	September 30, 2019	September 30, 2018
GAAP cost of revenue	\$ 246,938	\$ 242,193	\$ 239,246	\$ 729,874	\$ 709,558
Less:					
Stock-based compensation	5,555	5,793	5,494	16,917	16,343
Depreciation and amortization	81,711	77,639	80,893	239,583	233,466
Cash cost of revenue	\$ 159,672	\$ 158,761	\$ 152,859	\$ 473,374	\$ 459,749

Cash gross profit – Revenue less cash cost of revenue.

	Th	ree	Months End	led		Nine Mor	ths Ended
(in thousands)	September 30, 2019		June 30, 2019		eptember 30, 2018	September 30, 2019	September 30, 2018
Revenue	\$ 50,2017		\$ 705,074		669,628	\$2,121,494	\$2,001,111
Cash cost of revenue	159,672		158,761		152,859	473,374	459,749
Cash gross profit	\$ 550,240	\$	546,313	\$	516,769	\$1,648,120	\$1,541,362

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	Nine Mon	ths Ended		
(in thousands)		eptember 30, 2019	June 30, 2019			September 30, 2018	September 30, 2019	September 30, 2018
Revenue	\$	709,912	\$	705,074	\$	669,628	\$2,121,494	\$2,001,111
Cash gross profit		550,240		546,313		516,769	1,648,120	1,541,362
Cash gross margin	_	78%	_	77%	_	77%	78%	77%

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.

	Tł	ree Months Ended	Nine Mont	hs Ended	
(in thousands)	September 30, 2019		ptember 0, 2018	September 30, 2019	September 30, 2018
Cash provided by operating activities	\$ 293,824	\$ 317,929 \$	310,481	\$ 772,603	\$ 722,172
Less:					
Purchases of property and equipment	107,047	88,406	44,985	265,205	143,285
Capitalization of internal-use software development costs	42,025	44,943	41,713	159,645	145,122
Free cash flow	\$ 144,752	\$ 184,580 \$	223,783	\$ 347,753	\$ 433,765

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.

		Th	ree l	Months End	led			Nine Mon	ths Ended	
(in thousands)		September 30, 2019		June 30, 2019		eptember 30, 2018	September 30, 2019			eptember 30, 2018
Purchases of property and equipment	\$ 10	4,345	\$	99,614	\$	76,070	\$	284,294	\$	155,482
Capitalization of internal-use software development costs	4	9,754		52,955		49,122		152,194		147,407
Capital expenditures, excluding stock-based compensation and interest expense	\$ 15	54,099	\$	152,569	\$	125,192	\$	436,488	\$	302,889

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

	Three Months Ended			Nine Months Ended	
(in thousands)	September 30, 2019	June 30, 2019	September 30, 2018	September 30, 2019	September 30, 2018
Revenue	\$ 709,912	\$ 705,074	\$ 669,628	\$2,121,494	\$2,001,111
Capital expenditures, excluding stock-based compensation and interest expense	154,099	152,569	125,192	436,488	302,889
Capex as a percentage of revenue	22%	22%	19%	21%	15%

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).

	T	hree Months Ended	Nine Months Ended	
(in thousands)	September 30, 2019	June 30, September 2019 30, 2018	September 30, 2019	September 30, 2018
GAAP depreciation and amortization	\$ 110,604	\$ 106,065 \$ 107,833	\$ 324,874	\$ 318,226
Less:				
Capitalized stock-based compensation amortization	7,500	7,271 6,647	22,866	18,062
Capitalized interest amortization	955	779 928	2,872	2,373
Amortization of acquired intangible assets	9,624	9,648 8,294	28,871	25,019
Non-GAAP depreciation	\$ 92,525	\$ 88,367 \$ 91,964	\$ 270,265	\$ 272,772

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

	Three Months Ended			Nine Months Ended	
	September 30, 2019	June 30, 2019	September 30, 2018	September 30, 2019	September 30, 2018
GAAP tax rate	(1)%	14%	3%	11%	11%
Income tax-effect of non-GAAP adjustments and certain discrete tax items	17	2	13	5	7
Non-GAAP tax rate	16 %	16%	16%	16%	18%

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 exiting 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 \$1,150 million of convertible senior notes due 2025 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 and stockholder matter costs – Akamai has incurred losses related to the settlement of legal matters and costs from professional service providers related to a non-routine stockholder matter. 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 – During the second quarter of 2018, Akamai incurred a charge to endow the Akamai Foundation. Akamai believes excluding this amount from non-GAAP financial measures is useful to investors as this one-time expense is not representative of its core business operations.

Transformation costs – Akamai has incurred professional services fees associated with internal transformation programs designed to improve its operating margins and that are part of a planned 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 of its equity method investment. Akamai excludes such income and losses because it lacks 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.