

LANTRONIX, INC.**Non-GAAP Financial Information**

Lantronix believes that the presentation of non-GAAP financial information, when presented in conjunction with the corresponding GAAP measures, provides important supplemental information to management and investors regarding financial and business trends relating to the Company's financial condition and results of operations. Management uses the aforementioned non-GAAP measures to monitor and evaluate ongoing operating results and trends to gain an understanding of our comparative operating performance. The non-GAAP financial measures disclosed by the Company should not be considered a substitute for, or superior to, financial measures calculated in accordance with GAAP, and the financial results calculated in accordance with GAAP and reconciliations of the non-GAAP financial measures to the financial measures calculated in accordance with GAAP should be carefully evaluated. The non-GAAP financial measures used by the Company may be calculated differently from, and therefore may not be comparable to, similarly titled measures used by other companies. The Company has provided reconciliations of the non-GAAP financial measures to the most directly comparable GAAP financial measures.

Non-GAAP net income (loss) consists of net income (loss) excluding (i) non-GAAP adjustments to operating expenses, (ii) interest income (expense), (iii) other income (expense), (iv) income tax provision (benefit), and (v) severance and restructuring charges.

Lantronix, Inc.
Unaudited GAAP Consolidated Statements of Operations
(In thousands, except per share data)

	<u>Q1 FY16</u>	<u>Q2 FY16</u>	<u>Q3 FY16</u>	<u>Q4 FY16</u>	<u>Q1 FY17</u>	<u>Q2 FY17</u>	<u>Q3 FY17</u>	<u>Q4 FY17</u>	<u>Fiscal Year Ended June 30,</u>	
									<u>2016</u>	<u>2017</u>
Net revenue	\$ 10,573	\$ 9,540	\$ 9,964	\$ 10,515	\$ 10,940	\$ 11,222	\$ 11,524	\$ 11,044	\$ 40,592	\$ 44,730
Cost of revenue	<u>5,506</u>	<u>4,951</u>	<u>5,186</u>	<u>5,571</u>	<u>5,240</u>	<u>5,410</u>	<u>5,126</u>	<u>5,374</u>	<u>21,214</u>	<u>21,150</u>
Gross profit	<u>5,067</u>	<u>4,589</u>	<u>4,778</u>	<u>4,944</u>	<u>5,700</u>	<u>5,812</u>	<u>6,398</u>	<u>5,670</u>	<u>19,378</u>	<u>23,580</u>
Operating expenses:										
Selling, general and administrative	3,725	3,814	3,469	3,388	3,842	3,873	4,414	3,674	14,396	15,803
Research and development	<u>1,671</u>	<u>1,716</u>	<u>1,744</u>	<u>1,779</u>	<u>1,945</u>	<u>1,873</u>	<u>2,126</u>	<u>2,016</u>	<u>6,910</u>	<u>7,960</u>
Total operating expenses	<u>5,396</u>	<u>5,530</u>	<u>5,213</u>	<u>5,167</u>	<u>5,787</u>	<u>5,746</u>	<u>6,540</u>	<u>5,690</u>	<u>21,306</u>	<u>23,763</u>
Income (loss) from operations	(329)	(941)	(435)	(223)	(87)	66	(142)	(20)	(1,928)	(183)
Interest income (expense), net	(6)	(9)	(8)	(9)	(7)	(6)	(5)	(5)	(32)	(23)
Other income (expense), net	<u>19</u>	<u>28</u>	<u>-</u>	<u>14</u>	<u>(3)</u>	<u>4</u>	<u>2</u>	<u>(6)</u>	<u>61</u>	<u>(3)</u>
Income (loss) before income taxes	(316)	(922)	(443)	(218)	(97)	64	(145)	(31)	(1,899)	(209)
Provision (benefit) for income taxes	<u>15</u>	<u>6</u>	<u>13</u>	<u>29</u>	<u>7</u>	<u>23</u>	<u>17</u>	<u>21</u>	<u>63</u>	<u>68</u>
Net income (loss)	<u>\$ (331)</u>	<u>\$ (928)</u>	<u>\$ (456)</u>	<u>\$ (247)</u>	<u>\$ (104)</u>	<u>\$ 41</u>	<u>\$ (162)</u>	<u>\$ (52)</u>	<u>\$ (1,962)</u>	<u>\$ (277)</u>
Basic net income (loss) per share	<u>\$ (0.02)</u>	<u>\$ (0.06)</u>	<u>\$ (0.03)</u>	<u>\$ (0.02)</u>	<u>\$ (0.01)</u>	<u>\$ 0.00</u>	<u>\$ (0.01)</u>	<u>\$ (0.00)</u>	<u>\$ (0.13)</u>	<u>\$ (0.02)</u>
Diluted net income (loss) per share	<u>\$ (0.02)</u>	<u>\$ (0.06)</u>	<u>\$ (0.03)</u>	<u>\$ (0.02)</u>	<u>\$ (0.01)</u>	<u>\$ 0.00</u>	<u>\$ (0.01)</u>	<u>\$ (0.00)</u>	<u>\$ (0.13)</u>	<u>\$ (0.02)</u>
Basic weighted-average shares	<u>15,103</u>	<u>15,160</u>	<u>15,225</u>	<u>15,554</u>	<u>17,254</u>	<u>17,347</u>	<u>17,522</u>	<u>17,686</u>	<u>15,260</u>	<u>17,451</u>
Diluted weighted-average shares	<u>15,103</u>	<u>15,160</u>	<u>15,225</u>	<u>15,554</u>	<u>17,254</u>	<u>17,703</u>	<u>17,522</u>	<u>17,686</u>	<u>15,260</u>	<u>17,451</u>
<i>Non-GAAP Information</i>										
Non-GAAP operating expenses	<u>\$ 5,107</u>	<u>\$ 4,932</u>	<u>\$ 4,723</u>	<u>\$ 4,918</u>	<u>\$ 5,535</u>	<u>\$ 5,465</u>	<u>\$ 6,013</u>	<u>\$ 5,378</u>	<u>\$ 19,680</u>	<u>\$ 22,391</u>
Non-GAAP net income (loss)	<u>\$ 124</u>	<u>\$ (196)</u>	<u>\$ 189</u>	<u>\$ 121</u>	<u>\$ 265</u>	<u>\$ 444</u>	<u>\$ 484</u>	<u>\$ 388</u>	<u>\$ 238</u>	<u>\$ 1,581</u>

Lantronix Inc.
Unaudited Reconciliation of Non-GAAP Adjustments
(In thousands, except per share data)

	<u>Q1 FY16</u>	<u>Q2 FY16</u>	<u>Q3 FY16</u>	<u>Q4 FY16</u>	<u>Q1 FY17</u>	<u>Q2 FY17</u>	<u>Q3 FY17</u>	<u>Q4 FY17</u>	<u>Fiscal Year Ended June 30,</u>	
									<u>2016</u>	<u>2017</u>
GAAP net income (loss)	\$ (331)	\$ (928)	\$ (456)	\$ (247)	\$ (104)	\$ 41	\$ (162)	\$ (52)	\$ (1,962)	\$ (277)
Non-GAAP adjustments:										
Cost of revenue:										
Share-based compensation	18	20	14	11	11	13	12	12	63	48
Employer portion of withholding taxes on stock grants	-	-	-	-	-	-	-	-	-	-
Depreciation and amortization	146	127	120	84	89	84	87	84	477	344
Total adjustments to cost of revenue	164	147	134	95	100	97	99	96	540	392
Selling, general and administrative:										
Share-based compensation and related withholding taxes	171	182	131	148	149	162	169	203	632	683
Employer portion of withholding taxes on stock grants	2	2	-	-	-	5	4	2	4	11
Depreciation and amortization	51	65	55	56	54	56	56	48	227	214
Total adjustments to selling, general and administrative	224	249	186	204	203	223	229	253	863	908
Research and development:										
Share-based compensation	44	50	41	40	41	45	43	52	175	181
Employer portion of withholding taxes on stock grants	-	-	-	-	-	-	1	-	-	1
Depreciation and amortization	21	13	16	5	8	13	8	7	55	36
Total adjustments to research and development	65	63	57	45	49	58	52	59	230	218
Severance charges	-	286	-	-	-	-	-	-	286	-
Restructuring charges	-	-	247	-	-	-	246	-	247	246
Total non-GAAP adjustments to operating expenses	289	598	490	249	252	281	527	312	1,626	1,372
Non-GAAP operating expenses	5,107	4,932	4,723	4,918	5,535	5,465	6,013	5,378	19,680	22,391
Interest expense, net	6	9	8	9	7	6	5	5	32	23
Other (income) expense, net	(19)	(28)	-	(14)	3	(4)	(2)	6	(61)	3
Provision (benefit) for income taxes	15	6	13	29	7	23	17	21	63	68
Total non-GAAP adjustments	455	732	645	368	369	403	646	440	2,200	1,858
Non-GAAP net income (loss)	\$ 124	\$ (196)	\$ 189	\$ 121	\$ 265	\$ 444	\$ 484	\$ 388	\$ 238	\$ 1,581

Lantronix, Inc.
Unaudited GAAP Condensed Consolidated Balance Sheets
(In thousands)

	September 30, 2015	December 31, 2015	March 31, 2016	June 30, 2016	September 30, 2016	December 31, 2016	March 31, 2017	June 30, 2017	June 30, 2016 2017	
Assets										
Current assets:										
Cash and cash equivalents	\$ 4,718	\$ 4,562	\$ 4,056	\$ 5,962	\$ 6,097	\$ 6,698	\$ 7,389	\$ 8,073	\$ 5,962	\$ 8,073
Accounts receivable, net	2,970	2,343	3,131	3,164	3,189	2,866	2,827	3,432	3,164	3,432
Inventories, net	8,988	7,861	7,275	6,584	7,390	7,614	7,664	6,959	6,584	6,959
Contract manufacturers' receivable	365	482	321	369	286	366	314	476	369	476
Prepaid expenses and other current assets	315	615	568	580	479	566	536	440	580	440
Total current assets	17,356	15,863	15,351	16,659	17,441	18,110	18,730	19,380	16,659	19,380
Property and equipment, net	1,476	1,684	1,593	1,569	1,491	1,402	1,278	1,218	1,569	1,218
Goodwill	9,488	9,488	9,488	9,488	9,488	9,488	9,488	9,488	9,488	9,488
Other assets	60	56	54	63	49	47	49	46	63	46
Total assets	<u>\$ 28,380</u>	<u>\$ 27,091</u>	<u>\$ 26,486</u>	<u>\$ 27,779</u>	<u>\$ 28,469</u>	<u>\$ 29,047</u>	<u>\$ 29,545</u>	<u>\$ 30,132</u>	<u>\$ 27,779</u>	<u>\$ 30,132</u>
Liabilities and stockholders' equity										
Current liabilities:										
Accounts payable	\$ 2,922	\$ 2,575	\$ 2,527	\$ 2,721	\$ 2,825	\$ 2,280	\$ 2,719	\$ 2,717	\$ 2,721	\$ 2,717
Line of credit	700	700	700	-	-	-	-	-	-	-
Accrued payroll and related expenses	1,800	1,655	1,435	1,817	1,881	2,833	2,623	3,084	1,817	3,084
Warranty reserve	127	142	139	138	152	153	116	125	138	125
Other current liabilities	3,790	3,575	3,513	2,922	3,349	3,235	3,344	3,063	2,922	3,063
Total current liabilities	9,339	8,647	8,314	7,598	8,207	8,501	8,802	8,989	7,598	8,989
Long-term capital lease obligations	138	150	134	116	102	87	71	59	116	59
Other non-current liabilities	308	310	324	347	345	353	378	396	347	396
Total liabilities	<u>9,785</u>	<u>9,107</u>	<u>8,772</u>	<u>8,061</u>	<u>8,654</u>	<u>8,941</u>	<u>9,251</u>	<u>9,444</u>	<u>8,061</u>	<u>9,444</u>
Commitments and contingencies										
Stockholders' equity:										
Common Stock	2	2	2	2	2	2	2	2	2	2
Additional paid-in capital	206,543	206,860	207,046	209,297	209,504	209,754	210,104	210,550	209,297	210,550
Accumulated deficit	(188,321)	(189,249)	(189,705)	(189,952)	(190,062)	(190,021)	(190,183)	(190,235)	(189,952)	(190,235)
Accumulated other comprehensive income	371	371	371	371	371	371	371	371	371	371
Total stockholders' equity	18,595	17,984	17,714	19,718	19,815	20,106	20,294	20,688	19,718	20,688
Total liabilities and stockholders' equity	<u>\$ 28,380</u>	<u>\$ 27,091</u>	<u>\$ 26,486</u>	<u>\$ 27,779</u>	<u>\$ 28,469</u>	<u>\$ 29,047</u>	<u>\$ 29,545</u>	<u>\$ 30,132</u>	<u>\$ 27,779</u>	<u>\$ 30,132</u>