

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) share-based compensation and the employer portion of withholding taxes on stock grants, (ii) depreciation and amortization, (iii) interest income (expense), (iv) other income (expense), (v) income tax provision (benefit), (vi) severance and restructuring charges, (vii) acquisition related costs (viii) impairment of long lived assets, (ix) amortization of purchased intangibles, (x) fair value remeasurement of earnout consideration, (xi) loss on extinguishment of debt, (xii) litigation settlement costs and (xiii) amortization of manufacturing profit in acquired inventory.

Non-GAAP net income (loss) per share is calculated by dividing non-GAAP net income (loss) by non-GAAP weighted-average shares outstanding (diluted). For purposes of calculating non-GAAP net income (loss) per share, the calculation of GAAP weighted-average shares outstanding (diluted) is adjusted to exclude share-based compensation, which for GAAP purposes is treated as proceeds assumed to be used to repurchase shares under the GAAP treasury stock method.

Non-GAAP gross profit consists of gross profit excluding (i) share-based compensation and the employer portion of withholding taxes on stock grants, (ii) amortization of manufacturing profit in acquired inventory, and (iii) depreciation and amortization. Non-GAAP gross margin is calculated by dividing non-GAAP gross profit by net revenue.

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

	Q1 FY24	Q2 FY24	Q3 FY24	Q4 FY24	Q1 FY25	Q2 FY25	Q3 FY25	Q4 FY25	Fiscal Year Ended June 30,	
									2024	2025
Net revenue	\$ 33,031	\$ 37,038	\$ 41,183	\$ 49,075	\$ 34,423	\$ 31,161	\$ 28,500	\$ 28,839	\$ 160,327	\$ 122,923
Cost of revenue	18,934	22,007	24,679	30,353	19,948	17,877	16,097	17,302	95,973	71,224
Gross profit	14,097	15,031	16,504	18,722	14,475	13,284	12,403	11,537	64,354	51,699
Operating expenses:										
Selling, general and administrative	9,170	10,224	9,753	11,059	9,467	8,811	8,959	9,009	40,206	36,246
Research and development	5,106	4,725	5,186	5,265	4,956	4,984	4,463	4,194	20,282	18,597
Restructuring, severance and related charges	20	530	350	523	900	193	1,581	861	1,423	3,535
Acquisition-related costs	-	-	-	-	29	208	100	34	-	371
Fair value remeasurement of earnout consideration	(9)	-	-	-	-	-	-	-	(9)	-
Amortization of purchased intangible assets	1,384	1,310	1,310	1,310	1,251	1,248	879	573	5,314	3,951
Total operating expenses	15,671	16,789	16,599	18,157	16,603	15,444	15,982	14,671	67,216	62,700
Income (loss) from operations	(1,574)	(1,758)	(95)	565	(2,128)	(2,160)	(3,579)	(3,134)	(2,862)	(11,001)
Interest income (expense), net	(338)	(232)	(171)	(175)	(119)	(126)	(159)	(107)	(916)	(511)
Loss on extinguishment of debt	-	-	-	-	-	-	-	-	-	-
Other income (expense), net	19	(23)	2	9	(37)	8	(19)	(52)	7	(100)
Income (loss) before income taxes	(1,893)	(2,013)	(264)	399	(2,284)	(2,278)	(3,757)	(3,293)	(3,771)	(11,612)
Provision (benefit) for income taxes	(7)	580	159	13	218	94	111	(662)	745	(239)
Net income (loss)	\$ (1,886)	\$ (2,593)	\$ (423)	\$ 386	\$ (2,502)	\$ (2,372)	\$ (3,868)	\$ (2,631)	\$ (4,516)	\$ (11,373)
Basic net income (loss) per share	\$ (0.05)	\$ (0.07)	\$ (0.01)	\$ 0.01	\$ (0.07)	\$ (0.06)	\$ (0.10)	\$ (0.07)	\$ (0.12)	\$ (0.29)
Diluted net income (loss) per share	\$ (0.05)	\$ (0.07)	\$ (0.01)	\$ 0.01	\$ (0.07)	\$ (0.06)	\$ (0.10)	\$ (0.07)	\$ (0.12)	\$ (0.29)
Basic weighted-average shares	36,982	37,354	37,509	37,697	38,024	38,631	38,820	38,975	37,386	38,613
Diluted weighted-average shares	36,982	37,354	37,509	38,096	38,024	38,631	38,820	38,975	37,386	38,613
<u>Non-GAAP Information:</u>										
Non-GAAP operating expenses	\$ 12,083	\$ 12,432	\$ 12,675	\$ 13,264	\$ 12,330	\$ 11,691	\$ 11,521	\$ 11,356	\$ 50,454	\$ 46,898
Non-GAAP net income (loss)	\$ 2,462	\$ 2,962	\$ 4,230	\$ 5,775	\$ 2,337	\$ 1,757	\$ 1,061	\$ 363	\$ 15,429	\$ 5,518
Non-GAAP basic net income (loss) per share	\$ 0.07	\$ 0.08	\$ 0.11	\$ 0.15	\$ 0.06	\$ 0.05	\$ 0.03	\$ 0.01	\$ 0.41	\$ 0.14
Non-GAAP diluted net income (loss) per share	\$ 0.07	\$ 0.08	\$ 0.11	\$ 0.15	\$ 0.06	\$ 0.04	\$ 0.03	\$ 0.01	\$ 0.40	\$ 0.14

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

									Fiscal Year Ended June 30,		
	Q1 FY24	Q2 FY24	Q3 FY24	Q4 FY24	Q1 FY25	Q2 FY25	Q3 FY25	Q4 FY25	2024	2025	
GAAP net income (loss)	\$ (1,886)	\$ (2,593)	\$ (423)	\$ 386	\$ (2,502)	\$ (2,372)	\$ (3,868)	\$ (2,631)	\$ (4,516)	\$ (11,373)	
Non-GAAP adjustments:											
Cost of revenue:											
Share-based compensation	41	64	66	66	64	48	34	40	237	186	
Employer portion of withholding taxes on stock grants	4	1	1	1	5	2	-	1	7	8	
Amortization of manufacturing profit in acquired inventory	317	189	190	126	-	-	44	44	822	88	
Depreciation and amortization	86	109	144	124	123	114	101	97	463	435	
Total adjustments to cost of revenue	448	363	401	317	192	164	179	182	1,529	717	
Selling, general and administrative:											
Costs associated with the investigation											
Separation costs associated with the former CEO and CFO											
Consulting fees for former CEO and CFO											
Costs associated with the contested proxy											
Share-based compensation and related withholding taxes	1,273	1,628	1,337	2,010	1,126	1,044	1,159	1,095	6,248	4,424	
Employer portion of withholding taxes on stock grants	37	10	21	19	78	20	13	14	87	125	
Depreciation and amortization	334	338	352	369	351	348	345	316	1,393	1,360	
Total adjustments to selling, general and administrative	1,644	1,976	1,710	2,398	1,555	1,412	1,517	1,425	7,728	5,909	
Research and development:											
Share-based compensation	428	484	469	471	410	421	324	367	1,852	1,522	
Employer portion of withholding taxes on stock grants	13	5	9	4	19	2	4	2	31	27	
Depreciation and amortization	108	52	76	72	69	111	56	53	308	289	
Total adjustments to research and development	549	541	554	547	498	534	384	422	2,191	1,838	
Restructuring, severance and related charges:	20	530	350	523	900	193	1,581	861	1,423	3,535	
Restructuring, severance and related charges									0	-	-
Litigation settlement cost (recovery)	-	-	-	115	40	158	-	-	115	198	
Acquisition related costs	-	-	-	-	29	208	100	34	-	371	
Fair value remeasurement of earnout consideration	(9)	-	-	-	-	-	-	-	(9)	-	
Amortization of purchased intangible assets	1,384	1,310	1,310	1,310	1,251	1,248	879	573	5,314	3,951	
Total non-GAAP adjustments to operating expenses	3,588	4,357	3,924	4,893	4,273	3,753	4,461	3,315	16,762	15,802	
Non-GAAP operating expenses	12,083	12,432	12,675	13,264	12,330	11,691	11,521	11,356	50,454	46,898	
Interest expense (income), net	338	232	171	175	119	126	159	107	916	511	
Other (income) expense, net	(19)	23	(2)	(9)	37	(8)	19	52	(7)	100	
Provision (benefit) for income taxes	(7)	580	159	13	218	94	111	(662)	745	(239)	
Total non-GAAP adjustments	4,348	5,555	4,653	5,389	4,839	4,129	4,929	2,994	19,945	16,891	
Non-GAAP net income (loss)	\$ 2,462	\$ 2,962	\$ 4,230	\$ 5,775	\$ 2,337	\$ 1,757	\$ 1,061	\$ 363	\$ 15,429	\$ 5,518	
Non-GAAP net income (loss) per share - diluted	\$ 0.07	\$ 0.08	\$ 0.11	\$ 0.15	\$ 0.06	\$ 0.04	\$ 0.03	\$ 0.01	\$ 0.40	\$ 0.14	
<i>Non-GAAP gross margin</i>											
GAAP cost of revenue	\$ 18,934	\$ 22,007	\$ 24,679	\$ 30,353	\$ 19,948	\$ 17,877	\$ 16,097	\$ 17,302	\$ 95,973	\$ 71,224	
Non-GAAP adjustments to cost of revenue	(448)	(363)	(401)	(317)	(192)	(164)	(179)	(182)	(1,529)	(717)	
Non-GAAP cost of revenue	18,486	21,644	24,278	30,036	19,756	17,713	15,918	17,120	94,444	70,507	
Non-GAAP gross profit	\$ 14,545	\$ 15,394	\$ 16,905	\$ 19,039	\$ 14,667	\$ 13,448	\$ 12,582	\$ 11,719	\$ 65,883	\$ 52,416	
Non-GAAP gross margin	44.0%	41.6%	41.0%	38.8%	42.6%	43.2%	44.1%	40.6%	41.1%	42.6%	
Denominator for GAAP net income (loss) per share - diluted	36,982	37,354	37,509	38,096	38,024	38,631	38,820	38,975	37,386	38,613	
Non-GAAP adjustment	693	1,228	1,674	771	1,257	953	1,300	108	1,367	820	
Denominator for non-GAAP net income (loss) per share - diluted	37,675	38,582	39,183	38,867	39,281	39,584	40,120	39,083	38,753	39,433	

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

	September 30, 2023	December 31, 2023	March 31, 2024	June 30, 2024	September 30, 2024	December 31, 2024	March 31, 2025	June 30, 2025	June 30, 2024	June 30, 2025
Assets										
Current assets:										
Cash and cash equivalents	\$ 19,479	\$ 22,146	\$ 24,642	\$ 26,237	\$ 26,395	\$ 19,210	\$ 19,999	\$ 20,098	\$ 26,237	\$ 20,098
Accounts receivable, net	30,105	30,381	28,542	31,279	30,801	30,472	23,648	25,092	31,279	25,092
Inventories, net	45,796	42,774	40,552	27,698	29,533	29,070	28,151	26,371	27,698	26,371
Contract manufacturers' receivable	630	1,767	1,562	1,401	2,722	3,473	1,637	3,071	1,401	3,071
Prepaid expenses and other current assets	2,895	2,839	2,586	2,335	3,169	3,329	3,029	2,761	2,335	2,761
Total current assets	98,905	99,907	97,884	88,950	92,620	85,554	76,464	77,393	88,950	77,393
Property and equipment, net	4,926	4,815	4,409	4,016	3,642	3,155	2,768	2,456	4,016	2,456
Goodwill	27,824	27,824	27,824	27,824	27,824	30,491	31,089	31,089	27,824	31,089
Intangible assets, net	9,181	7,871	6,561	5,251	4,000	4,910	4,310	3,738	5,251	3,738
Lease right-of-use assets	11,102	10,617	10,128	9,567	9,165	9,430	8,974	8,422	9,567	8,422
Other assets	461	589	586	600	607	683	584	624	600	624
Total assets	<u>\$ 152,399</u>	<u>\$ 151,623</u>	<u>\$ 147,392</u>	<u>\$ 136,208</u>	<u>\$ 137,858</u>	<u>\$ 134,223</u>	<u>\$ 124,189</u>	<u>\$ 123,722</u>	<u>\$ 136,208</u>	<u>\$ 123,722</u>
Liabilities and stockholders' equity										
Current liabilities:										
Accounts payable	\$ 9,149	\$ 9,595	\$ 13,845	\$ 10,347	\$ 17,149	\$ 15,975	\$ 11,005	\$ 13,259	\$ 10,347	\$ 13,259
Accrued payroll and related expenses	2,539	3,303	4,539	5,836	3,440	2,968	3,905	3,471	5,836	3,471
Current portion of long-term debt, net	3,002	3,002	3,002	3,002	3,057	3,056	3,063	3,070	3,002	3,070
Deferred tax liabilities										
Other current liabilities	34,062	32,089	22,188	10,971	11,859	11,436	10,594	10,622	10,971	10,622
Total current liabilities	48,752	47,989	43,574	30,156	35,505	33,435	28,567	30,422	30,156	30,422
Long-term debt, net	15,471	14,720	13,970	13,219	12,409	11,630	9,458	8,684	13,219	8,684
Other non-current liabilities	11,185	12,138	11,763	11,478	11,014	11,245	10,694	10,238	11,478	10,238
Total liabilities	75,408	74,847	69,307	54,853	58,928	56,310	48,719	49,344	54,853	49,344
Commitments and contingencies										
Stockholders' equity:										
Common Stock	4	4	4	4	4	4	4	4	4	4
Additional paid-in capital	297,007	299,385	301,117	304,001	304,078	305,433	306,858	308,397	304,001	308,397
Accumulated deficit	(220,391)	(222,984)	(223,407)	(223,021)	(225,523)	(227,895)	(231,763)	(234,394)	(223,021)	(234,394)
Accumulated other comprehensive income	371	371	371	371	371	371	371	371	371	371
Total stockholders' equity	76,991	76,776	78,085	81,355	78,930	77,913	75,470	74,378	81,355	74,378
Total liabilities and stockholders' equity	<u>\$ 152,399</u>	<u>\$ 151,623</u>	<u>\$ 147,392</u>	<u>\$ 136,208</u>	<u>\$ 137,858</u>	<u>\$ 134,223</u>	<u>\$ 124,189</u>	<u>\$ 123,722</u>	<u>\$ 136,208</u>	<u>\$ 123,722</u>