

The background features a dark blue/black area on the left and a series of overlapping geometric shapes in shades of pink, blue, and teal on the right. The Vivid Seats logo is prominently displayed in white on the dark background.

# vividseats

Q2 2024 Financial Results

August 6, 2024

(Nasdaq: SEAT)

# Agenda

01 **Business Highlights & Updates**  
Stan Chia, Chief Executive Officer

02 **Financial Results & Outlook**  
Lawrence Fey, Chief Financial Officer

03 **Q&A**  
Stan Chia, Chief Executive Officer  
Lawrence Fey, Chief Financial Officer



# Important Disclaimers

## Forward-Looking Statements

This presentation contains “forward-looking statements” within the meaning of the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. The forward-looking statements in this presentation relate to, without limitation: our future operating results and financial position, including our expectations regarding Marketplace GOV, revenues, Adjusted EBITDA, Adjusted EBITDA margin and forward net leverage; our expectations with respect to live event industry growth and our TAM and competitive positioning; our business strategy; share repurchases and M&A opportunities; the composition of our board of directors; and the plans and objectives of management for future operations. Words such as “anticipate,” “believe,” “can,” “continue,” “could,” “designed,” “estimate,” “expect,” “forecast,” “future,” “goal,” “intend,” “likely,” “may,” “plan,” “project,” “propose,” “seek,” “should,” “target,” “will” and “would,” as well as similar expressions which predict or indicate future events and trends or which do not relate to historical matters, are intended to identify such forward-looking statements. Forward-looking statements are not guarantees of future performance, conditions or results, and are subject to risks, uncertainties and assumptions that can be difficult to predict and/or outside of our control. Therefore, actual results may differ materially from those contemplated by any forward-looking statements. Important factors that could cause or contribute to such differences include, but are not limited to: our ability to generate sufficient cash flows or raise additional capital necessary to fund our operations; the supply and demand of live concert, sporting and theater events; our ability to maintain and develop our relationships with ticket buyers, sellers and partners; changes in internet search engine algorithms and dynamics, search engine disintermediation or mobile application marketplace rules; our ability to compete in the ticketing industry; our ability to maintain and improve our platform and develop successful new solutions and enhancements or improve existing ones; the impact of extraordinary events, including disease epidemics and pandemics; the impact of our acquisitions and strategic investments, including our integration of Wavedash Co., Ltd. and Vegas.com, LLC; the effects of any recession and/or heightened inflation; our ability to maintain the integrity of our information systems and infrastructure, and to identify, assess and manage relevant cybersecurity risks; and other factors discussed in the “Risk Factors” sections of our most recent Annual Report on Form 10-K, subsequent Quarterly Reports on Form 10-Q and other filings with the Securities and Exchange Commission. Forward-looking statements speak only as of the date of this presentation. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

## Use of Non-GAAP Financial Measures

We present Adjusted EBITDA, Adjusted EBITDA margin and cash generation, which are financial measures not defined under accounting principles generally accepted in the United States of America (“GAAP”), because they are measures frequently used by analysts, investors and other interested parties to evaluate companies in our industry. Further, we believe these measures are helpful in highlighting trends in our operating results because they exclude the impact of items that are outside of our control or not reflective of ongoing performance related directly to the operation of our business. These non-GAAP financial measures are key measures used by our management internally to make operating decisions, including those related to analyzing operating expenses, evaluating performance and performing strategic planning and annual budgeting. Moreover, we believe these non-GAAP financial measures provide useful information to investors and others in understanding and evaluating our results of operations, as well as provide a useful measure for making period-to-period comparisons of our business performance and highlighting trends in our operating results. These non-GAAP financial measures are not based on any comprehensive set of accounting rules or principles and should not be considered a substitute for, or superior to, financial measures calculated in accordance with GAAP. These non-GAAP financial measures do not reflect all amounts associated with our operating results as determined in accordance with GAAP and may exclude recurring costs, such as interest expense – net, equity-based compensation, litigation, settlements and related costs, change in fair value of warrants, change in fair value of derivative assets and foreign currency revaluation (gains)/losses. In addition, other companies may calculate similarly titled non-GAAP financial measures differently than we do, thereby limiting their usefulness as a comparative tool. We compensate for these limitations by providing specific information regarding the GAAP amounts excluded from these non-GAAP financial measures. See the “Non-GAAP Reconciliations” section of this presentation for a reconciliation of these non-GAAP financial measures for completed periods to their most directly comparable GAAP measures.

# Business Highlights & Updates

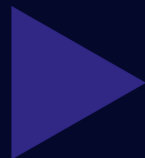
Stan Chia, Chief Executive Officer

**vividseats**

# Q2 2024 Highlights

Marketplace GOV<sup>1</sup>

**\$1.0B**



Revenues

**\$198M**



Adjusted EBITDA<sup>2</sup>

**\$44M**

- Delivered 20% revenue growth, 42% Adjusted EBITDA growth<sup>2</sup> and 22% Adjusted EBITDA margin<sup>2</sup>
- Executed dynamically and with discipline
- Increased strategic flexibility with \$125 million of proceeds from June refinancing

(1) Marketplace GOV represents the total transactional amount of Marketplace segment orders placed on our platform in a period, inclusive of fees, exclusive of taxes, and net of event cancellations that occurred during that period.

(2) Adjusted EBITDA and Adjusted EBITDA margin are non-GAAP financial measures. See the "Non-GAAP Reconciliations" section of this presentation for a reconciliation of Adjusted EBITDA to Net income / (loss) and Adjusted EBITDA margin to Net income / (loss) margin. Q2'24 Net loss was \$1.2M and Q2'24 Net loss margin was 1%. Q2'24's Net loss changed by \$39.5M, or 103%, from Q2'23's Net Income.

# Financial Results & Outlook

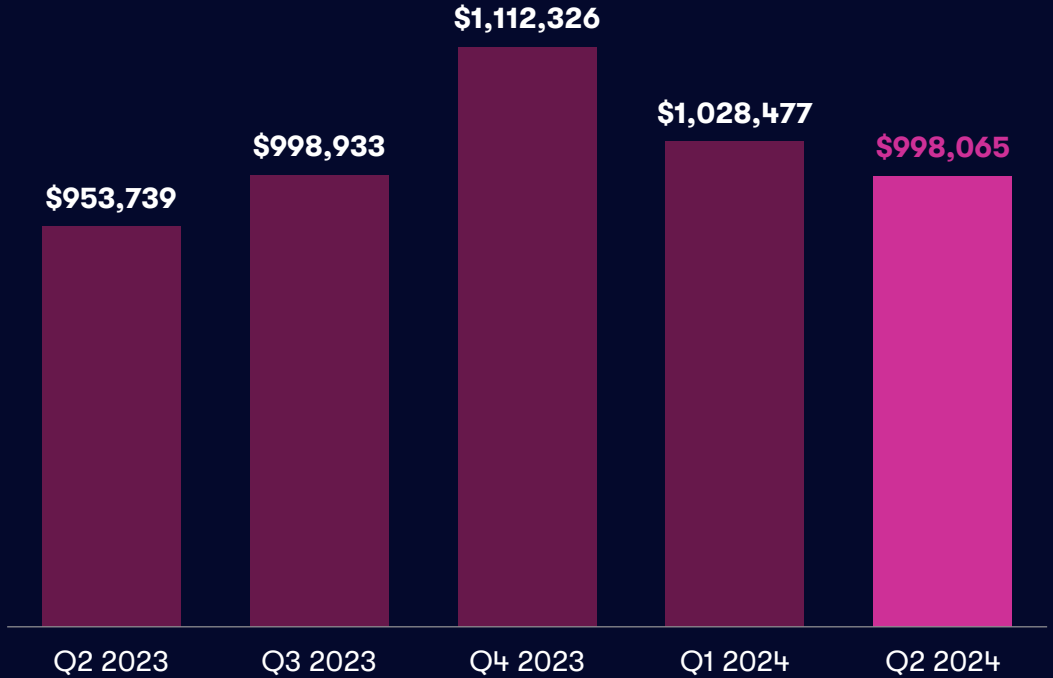
Lawrence Fey, Chief Financial Officer

**vividseats**

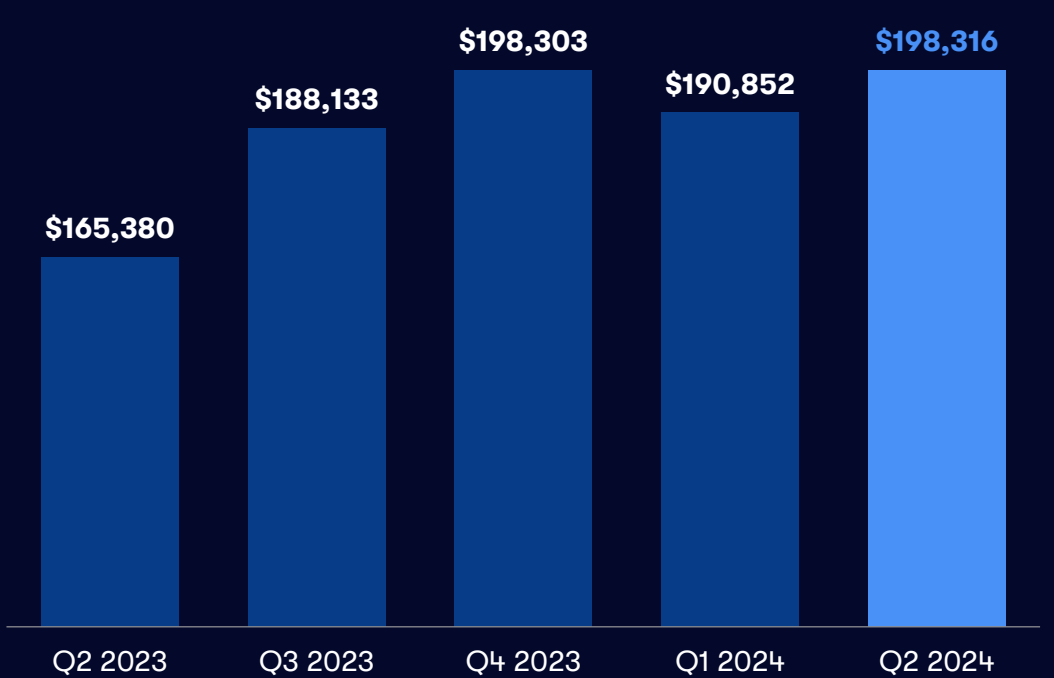
# Marketplace GOV and Revenues

(in thousands)

## Marketplace GOV<sup>1</sup>



## Revenues

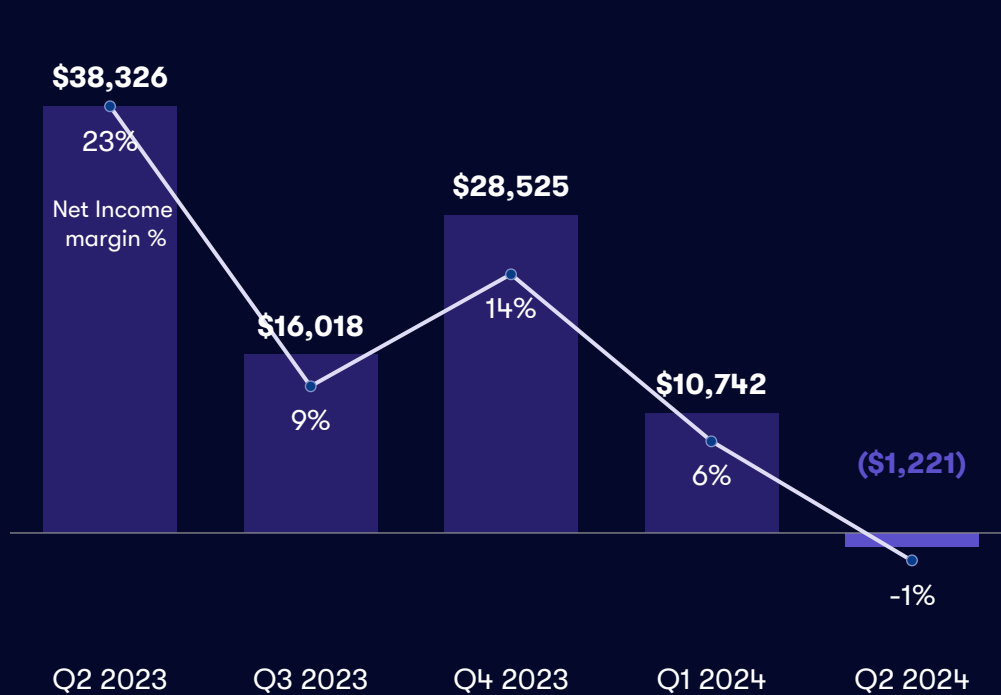


(1) Marketplace GOV represents the total transactional amount of Marketplace segment orders placed on our platform in a period, inclusive of fees, exclusive of taxes, and net of event cancellations that occurred during that period.

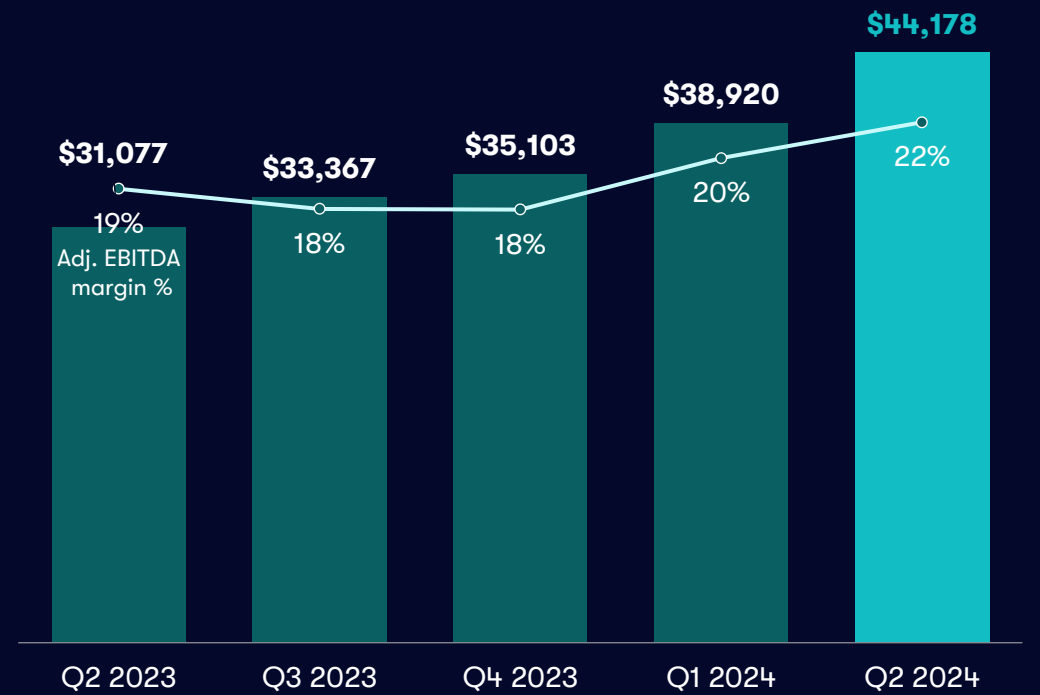
# Net Income / (Loss) and Adjusted EBITDA

(in thousands)

## GAAP Net Income / (Loss)<sup>1</sup>



## Adjusted EBITDA<sup>2</sup>



(1) Represents consolidated net income before allocation to noncontrolling interests.

(2) Adjusted EBITDA and Adjusted EBITDA margin are non-GAAP financial measures. See the "Non-GAAP Reconciliations" section of this presentation for a reconciliation of Adjusted EBITDA to net income and Adjusted EBITDA margin to net income margin.

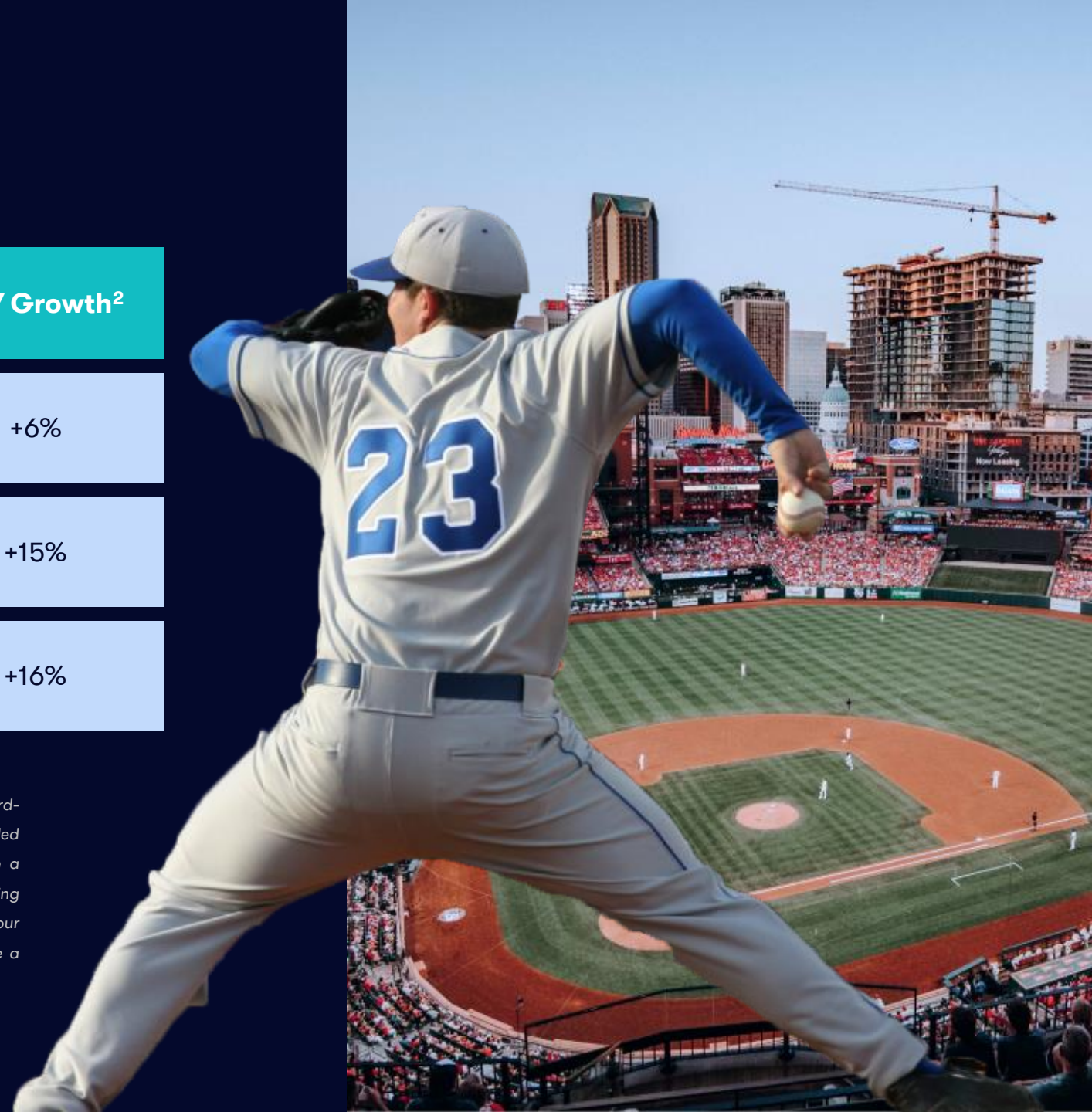


# 2024 Financial Guidance

Key Financial Metrics	8/6/24	YOY Growth <sup>2</sup>
Marketplace GOV	\$4.0B to \$4.3B	+6%
Revenues	\$810M to \$830M	+15%
Adjusted EBITDA <sup>1</sup>	\$160M to \$170M	+16%

(1) Adjusted EBITDA is a non-GAAP financial measure. See “Important Disclaimers.” We calculate forward-looking Adjusted EBITDA based on internal forecasts that omit certain information that would be included in forward-looking net income, the most directly comparable GAAP measure. We do not provide a reconciliation of forward-looking Adjusted EBITDA to forward-looking net income because the timing and/or probable significance of certain excluded items that have not yet occurred and are outside of our control is inherently uncertain and unavailable without unreasonable efforts. Such items could have a significant and unpredictable impact on our future GAAP financial results.

(2) Reflects 2024 guidance (midpoint).



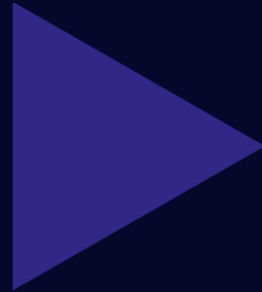
# Robust Cash Generation & Capital Deployment

**2023**

**\$116M Cash Generated<sup>1</sup>**

**\$213M deployed for  
strategic acquisitions &  
investments**

**\$20M deployed for  
share repurchases**



**2024**

**Continued Strong Cash  
Generation**

**Continued disciplined capital  
deployment to increase  
shareholder value**

**1.0x net leverage<sup>2</sup>**

(1) Reflects net decrease in cash, cash equivalents, and restricted cash of \$119.9 million, adjusted to exclude strategic acquisitions/investments of \$212.9 million (acquisition of business & investments in convertible promissory note and warrant) and capital structure changes of \$23.1 million (payments of February 2022 first lien loan, payments of Shoko Chukin bank loan & repurchases of common stock).

(2) Calculated as excess of debt principal outstanding over cash balance, divided by 2024 Adj. EBITDA guidance (midpoint).

# Closing Remarks

Stan Chia, Chief Executive Officer

**vividseats**

# Key Takeaways

1

## Double-Digit Growth CAGR

We forecast double-digit revenue and Adjusted EBITDA growth for 2024 and to average double-digit growth thereafter through continued live event growth in North America coupled with international expansion

2

## Robust Profitability Trajectory

Our profitability to date is strong and we continue to optimize and leverage prior investments to maximize benefit

3

## Robust Cash Flow and Capital Deployment

We generate strong cash flow and seek to deploy funds in a disciplined and accretive manner to optimize shareholder value



Q+A

# Thank You

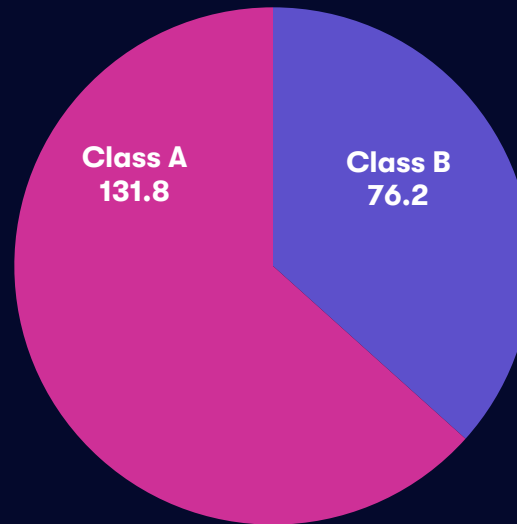
 [investors@vividseats.com](mailto:investors@vividseats.com)

# Capital Structure

208M Shares Outstanding<sup>1</sup> as of 6/30/24

## CLASS A

- Publicly traded (SEAT)
- EPS calculation reflects ~63% economic interest and ~63% shares outstanding



## CLASS B

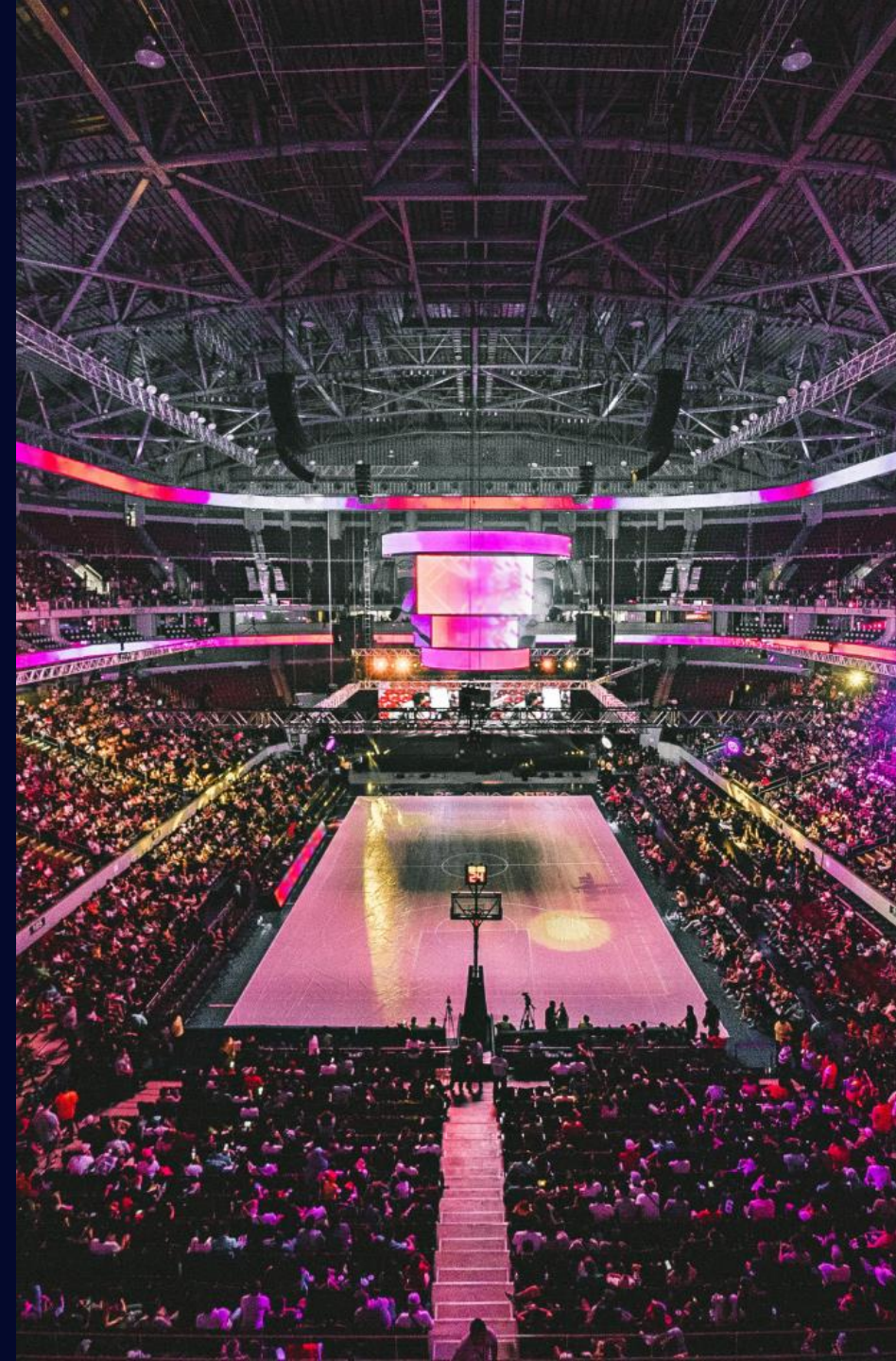
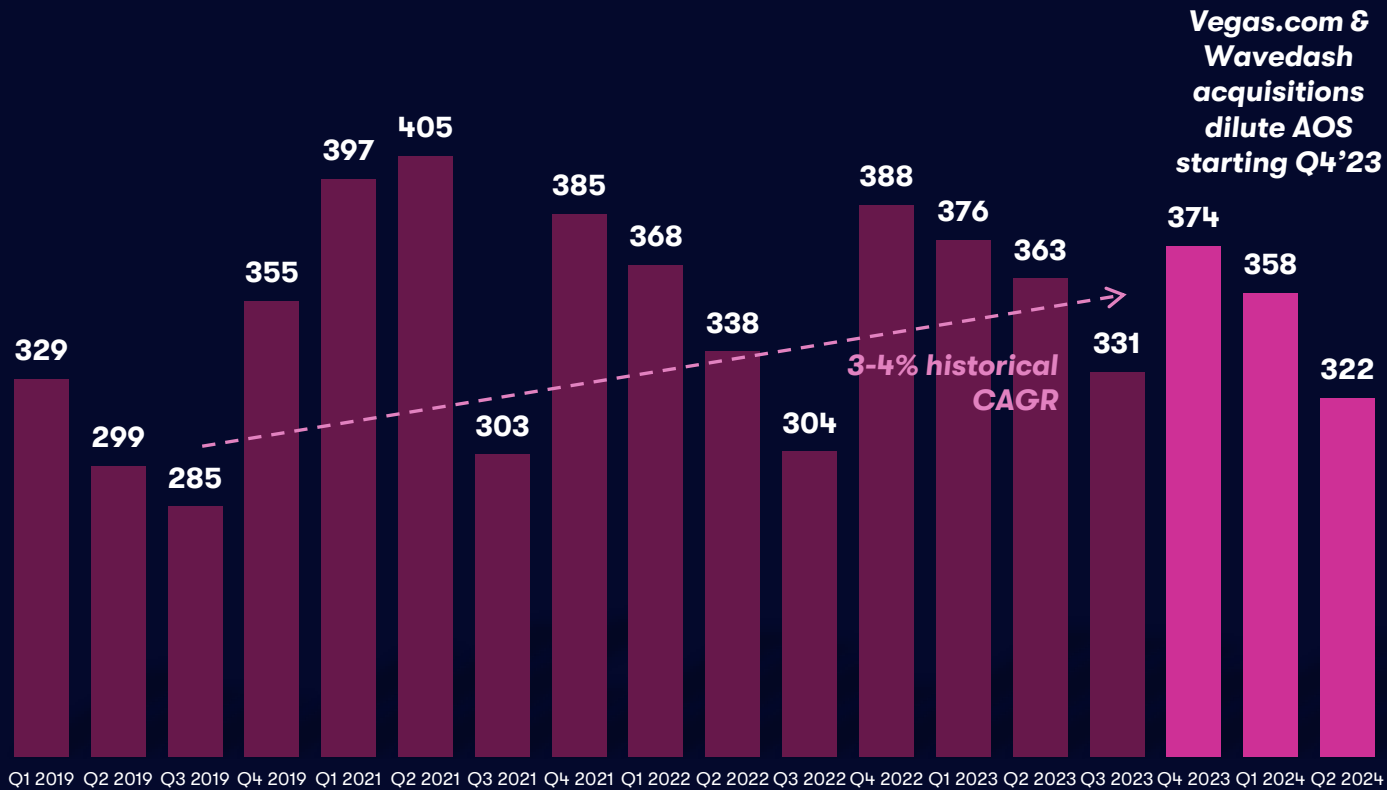
- Privately held by PE investors
- Convertible 1-for-1 into Class A

- Consolidated financial statements reflect entirety of operations
- Class A and Class B holders have equivalent per share economic interests in operating entity

(1) Net of treasury stock.

# Supplementary Financial Data – Historical AOS<sup>1</sup>

## Average Order Size (\$)



(1) Average Order Size ("AOS") is calculated by dividing Marketplace GOV by Total Marketplace orders.

(2) 2020 omitted due to pandemic distortion.



# Supplementary Financial Data – Q2 2024

(in thousands)

## Marketplace Revenues by Event Category

	Three Months Ended June 30,		
	2024	2023	% Change
<b>Revenues:</b>			
<b>Concerts</b>	\$80,803	\$77,741	4%
<b>Sports</b>	51,457	45,349	13%
<b>Theater</b>	30,932	15,527	99%
<b>Other</b>	6,854	533	1,186%
<b>Total Marketplace revenues</b>	<b>\$170,046</b>	<b>\$139,150</b>	<b>22%</b>

## Segment Contribution Margin

	Three Months Ended June 30, 2024		
	Marketplace	Resale	Consolidated
<b>Revenues</b>	\$170,046	\$28,270	\$198,316
<b>Cost of revenues</b>	25,163	23,602	48,765
<b>Marketing and selling</b>	70,114	0	70,114
<b>Contribution margin</b>	<b>\$74,769</b>	<b>\$4,668</b>	<b>\$79,437</b>

	Three Months Ended June 30, 2023		
	Marketplace	Resale	Consolidated
<b>Revenues</b>	\$139,150	\$26,230	\$165,380
<b>Cost of revenues</b>	22,766	19,850	42,616
<b>Marketing and selling</b>	65,192	0	65,192
<b>Contribution margin</b>	<b>\$51,192</b>	<b>\$6,380</b>	<b>\$57,572</b>

## EPS

	Three Months Ended June 30,	
	2024	2023
<b>Numerator—basic:</b>		
Net income / (loss)	(\$1,221)	\$38,326
Less: Income attributable to redeemable noncontrolling interests	-160	7,614
<b>Net income / (loss) attributable to Class A Common Stockholders—basic</b>	<b>-1,061</b>	<b>30,712</b>
<b>Denominator—basic:</b>		
Weighted average Class A common stock outstanding—basic	131,802,620	85,269,196
<b>Net income per Class A common stock—basic</b>	<b>(\$0.01)</b>	<b>\$0.36</b>
<b>Numerator—diluted:</b>		
Net income / (loss) attributable to Class A Common Stockholders—basic	(\$1,061)	\$30,712
Net income effect of dilutive securities:		
Effect of Noncontrolling Interests	-814	8,765
Effect of RSUs		18
<b>Net income / (loss) attributable to Class A Common Stockholders—diluted</b>	<b>-1,875</b>	<b>39,495</b>
<b>Denominator—diluted:</b>		
Weighted average Class A common stock outstanding—basic	131,802,620	85,269,196
Weighted average effect of dilutive securities:		
Effect of Noncontrolling Interests	76,225,000	110,662,222
Effect of RSUs		446,052
Weighted average Class A common stock outstanding—diluted	208,027,620	196,377,470
<b>Net income / (loss) per Class A common stock—diluted</b>	<b>(\$0.01)</b>	<b>\$0.20</b>

# Non-GAAP Reconciliations

(in thousands except for percentages)

	2023				2024		2023				2024	
	Q1 2023	Q2 2023	Q3 2023	Q4 2023	Q1 2024	Q2 2024	Q1 2023	Q2 2023	Q3 2023	Q4 2023	Q1 2024	Q2 2024
<b>Net income (loss) / Net income (loss) margin</b>	<b>\$30,272</b>	<b>\$38,326</b>	<b>\$16,018</b>	<b>\$28,525</b>	<b>\$10,742</b>	<b>-\$1,221</b>	<b>18.8%</b>	<b>23.2%</b>	<b>8.5%</b>	<b>14.4%</b>	<b>5.6%</b>	<b>-0.6%</b>
Income tax expense (benefit)	\$285	-\$24,485	\$2,595	-\$20,594	\$2,269	\$577	0.2%	-14.8%	1.4%	-10.4%	1.2%	0.3%
Interest expense - net	\$3,280	\$2,772	\$2,544	\$4,909	\$5,082	\$5,324	2.0%	1.7%	1.4%	2.5%	2.7%	2.7%
Depreciation and amortization	\$2,598	\$2,704	\$3,301	\$8,575	\$10,483	\$10,502	1.6%	1.6%	1.8%	4.3%	5.5%	5.3%
Sales tax liability <sup>(1)</sup>	-	-	-	\$3,172	-\$2,732	\$4,819	-	-	-	1.6%	-1.4%	2.4%
Transaction costs <sup>(2)</sup>	\$456	\$4,488	\$2,290	\$5,545	\$1,901	\$3,507	0.3%	2.7%	1.2%	2.8%	1.0%	1.8%
Equity-based compensation <sup>(3)</sup>	\$5,530	\$7,380	\$7,578	\$7,126	\$8,488	\$19,112	3.4%	4.5%	4.0%	3.6%	4.4%	9.6%
Litigation, settlements and related costs <sup>(4)</sup>	\$300	-\$66	\$26	-\$45	\$3	\$4	0.2%	0.0%	0.0%	0.0%	0.0%	0.0%
Change in fair value of warrants <sup>(5)</sup>	-\$327	\$1,000	-\$1,664	\$20	-\$460	-\$1,301	-0.2%	0.6%	-0.9%	0.0%	-0.2%	-0.7%
Change in fair value of derivative asset <sup>(6)</sup>	-	-	\$83	-\$619	\$37	\$43	-	-	0.0%	-0.3%	0.0%	0.0%
Change in fair value of contingent consideration <sup>(7)</sup>	\$34	-\$1,052	\$20	-	-	-	0.0%	-0.6%	0.0%	-	-	-
Loss on asset disposals <sup>(8)</sup>	\$7	\$10	\$34	\$634	\$102	\$20	0.0%	0.0%	0.0%	0.3%	0.1%	0.0%
Foreign currency revaluation losses <sup>(9)</sup>	-	-	\$542	-\$2,719	\$3,005	\$2,792	-	-	0.3%	-1.4%	1.6%	1.4%
Tax Receivable Agreement liability adjustment <sup>(10)</sup>	-	-	-	\$574	-	-	-	-	-	0.3%	-	-
<b>Adjusted EBITDA / Adjusted EBITDA margin</b>	<b>\$42,435</b>	<b>\$31,077</b>	<b>\$33,367</b>	<b>\$35,103</b>	<b>\$38,920</b>	<b>\$44,178</b>	<b>26.3%</b>	<b>18.8%</b>	<b>17.7%</b>	<b>17.7%</b>	<b>20.4%</b>	<b>22.3%</b>

## Notes:

- (1) We have historically incurred sales tax expense in jurisdictions where we expected to collect and remit indirect taxes, but were not yet collecting from customers. During the six months ended June 30, 2024, we accrued for additional sales and indirect tax liabilities in jurisdictions where we are not yet collecting from the customer and settled certain local admission tax liabilities for less than the amount that was accrued as of December 31, 2023.
- (2) Relates to legal, accounting, tax and other professional fees; personnel-related costs, which consist of retention bonuses; integration costs; and other transaction-related expenses. Costs in the three and six months ended June 30, 2024 primarily related to the refinancing of the February 2022 First Lien Loan with the June 2024 First Lien Loan, share repurchases, acquisitions and strategic investments. Costs in the three and six months ended June 30, 2023 primarily related to a secondary offering of our Class A common stock, acquisitions and strategic investments.
- (3) Relates to equity granted pursuant to our 2021 Incentive Award Plan, as amended, and profits interests issued prior to our merger transaction with Horizon Acquisition Corporation (the "Merger Transaction"), neither of which are considered indicative of our core operating performance.
- (4) Relates to external legal costs, settlement costs and insurance recoveries that were unrelated to our core business operations.
- (5) Relates to the revaluation of warrants to purchase common units of Hoya Intermediate, LLC held by Hoya Topco, LLC following the Merger Transaction.
- (6) Relates to the revaluation of derivatives recorded at fair value.
- (7) Relates to the revaluation of Vivid Picks cash earnouts.
- (8) Relates to asset disposals, which are not considered indicative of our core operating performance.
- (9) Relates to unrealized foreign currency revaluation loss from the remeasurement of non-operating assets and liabilities denominated in non-functional currencies on the balance sheet date.
- (10) Relates to remeasurement of the Tax Receivable Agreement liability.