

### **Altair Announces Second Quarter 2019 Financial Results**

August 8, 2019

#### 2019 Second Quarter Software Product Revenue Increased 20% year-over-year

TROY, Mich., Aug. 08, 2019 (GLOBE NEWSWIRE) -- Altair (Nasdaq:ALTR), a global technology company providing solutions in product development, high-performance computing and data intelligence, today released its financial results for the second quarter ended June 30, 2019.

"We had a very strong second quarter and remain excited about the future of our industry and company." said James Scapa, founder, chairman and chief executive officer.

#### Second Quarter 2019 Financial Highlights

- Software product revenue was \$84.4 million, an increase of 20% from \$70.6 million for the second guarter of 2018.
- Non-GAAP software product revenue was \$86.6 million, an increase of 23% from \$70.6 million for the second quarter of 2018. Non-GAAP software product revenue includes revenue not recognized under GAAP due to acquisition accounting adjustments associated with the accounting for deferred revenue in significant business combinations.
- Total revenue was \$106.8 million, an increase of 14% from \$93.4 million for the second quarter of 2018.
- Non-GAAP total revenue was \$109.0 million, an increase of 17% from \$93.4 million for the second quarter of 2018.
   Non-GAAP total revenue includes revenue not recognized under GAAP due to acquisition accounting adjustments associated with the accounting for deferred revenue in significant business combinations.
- Net loss was (\$3.1) million, compared to net loss of (\$1.1) million for the second quarter of 2018. Diluted net loss per share was (\$0.04) based on 71.4 million diluted weighted average common shares outstanding, compared to diluted net loss per share of (\$0.02) for the second quarter of 2018, based on 65.6 million diluted weighted average common shares outstanding.
- Adjusted EBITDA was \$5.2 million, compared to \$5.3 million for the second quarter of 2018. Adjusted EBITDA represents
  net income adjusted for income tax expense, interest expense, interest income and other, depreciation and amortization,
  stock-based compensation expense, restructuring charges, asset impairment charges and other special items as identified
  by management and described elsewhere in this press release.
- Modified Adjusted EBITDA was \$7.4 million, compared to \$5.3 million for the second quarter of 2018. Modified Adjusted EBITDA represents Adjusted EBITDA adjusted for revenue not recognized under GAAP due to acquisition accounting adjustments associated with the accounting for deferred revenue in significant business combinations.
- Non-GAAP net income was \$4.5 million, compared to \$2.1 million for the second quarter of 2018. Non-GAAP diluted net income per share was \$0.06 based on 77.7 million non-GAAP diluted common shares outstanding, compared to non-GAAP diluted net income per share of \$0.03 for the second quarter of 2018, based on 77.0 million non-GAAP diluted common shares outstanding. Non-GAAP net income excludes stock-based compensation, amortization of intangible assets related to acquisitions, revenue not recognized under GAAP due to acquisition accounting and special items as identified by management and described elsewhere in this press release.
- Free cash flow, which consists of cash flow from operations less capital expenditures, was \$4.5 million, compared to \$9.2 million for the second guarter of 2018.

(Linauditad)

#### **Business Outlook**

Based on information available as of today, Altair is issuing guidance for the third quarter and full year 2019.

	(Orlaudited)	
(in millions)	Third Quarter 2019	Full Year 2019
Software Product Revenue	\$ 79.0 to \$8°	1.0 \$ 366.0 to \$370.0
Non-GAAP Software Product Revenue	\$ 81.2 \$83	3.2 \$ 375.0 \$ 379.0
Total Revenue	\$ 103.0 \$10	05.0 \$ 460.0 \$464.0
Non-GAAP Total Revenue	\$ 105.2 \$ 10	07.2 \$ 469.0 \$473.0
Net (Loss) Income	\$ (6.8) \$ (5	.5) \$ 10.5 \$13.1
Non-GAAP Net Income	\$ 3.4 \$4.	7 \$ 45.2 \$47.8
Adjusted EBITDA	\$ 0.8 \$2.	8 \$ 53.0 \$57.0
Modified Adjusted EBITDA	\$ 3.0 \$5.	0 \$ 62.0 \$66.0

(All figures in millions)

#### **Conference Call Information**

What: Altair's Second Quarter 2019 Financial Results Conference Call

When: Thursday, August 8, 2019

Time: 4:30 p.m. ET

Live Call: (866) 754-5204, Domestic

(636) 812-6621, International

Replay: (855) 859-2056, Conference ID 4996438, Domestic

(404) 537-3406, Conference ID 4996438, International

Webcast: http://investor.altair.com (live & replay)

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#### **Non-GAAP Financial Measures**

This press release contains the following non-GAAP financial measures: Non-GAAP Software Product Revenue, Non-GAAP Total Revenue, Adjusted EBITDA, Modified Adjusted EBITDA, Non-GAAP Net Income, Non-GAAP Net Income Per Share and Free Cash Flow.

Altair believes that these non-GAAP measures of financial results provide useful information to management and investors regarding certain financial and business trends relating to its financial condition and results of operations. The Company's management uses these non-GAAP measures to compare the Company's performance to that of prior periods for trend analysis, for purposes of determining executive and senior management incentive compensation and for budgeting and planning purposes. The Company also believes that the use of these non-GAAP financial measures provides an additional tool for investors to use in evaluating ongoing operating results and trends and in comparing the Company's financial measures with other software companies, many of which present similar non-GAAP financial measures to investors.

Company management does not consider these non-GAAP measures in isolation or as an alternative to financial measures determined in accordance with GAAP. The principal limitation of these non-GAAP financial measures is that they exclude significant expenses and income that are required by GAAP to be recorded in the Company's financial statements. In addition, they are subject to inherent limitations as they reflect the exercise of judgment by management about which expenses and income are excluded or included in determining these non-GAAP financial measures. Altair urges investors to review the reconciliation of its non-GAAP financial measures to the comparable GAAP financial measures, which it includes in press releases announcing quarterly financial results, including this press release, and not to rely on any single financial measure to evaluate the Company's business.

Reconciliation tables of the most comparable GAAP financial measures to the non-GAAP financial measures used in this press release are included with the financial tables at the end of this release.

#### About Altair

Altair is a global technology company that provides software and cloud solutions in the areas of product design and development, high-performance computing (HPC) and data intelligence. Altair enables organizations across broad industry segments to compete more effectively in a connected world while creating a more sustainable future. To learn more, please visit <a href="https://www.altair.com">www.altair.com</a>.

#### **Cautionary Language Concerning Forward-Looking Statements**

This press release contains "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to, our guidance for the third quarter and full year 2019, statements regarding our anticipated success, expected expansion of our footprint, positioning for growth and convergence of technologies, and our reconciliations of projected non-GAAP financial measures. These forward-looking statements are made as of the date of this release and are based on current expectations, estimates, forecasts and projections as well as the beliefs and assumptions of management. Words such as "expect," "anticipate," "should," "believe," "hope," "target," "project," "goals," "estimate," "potential," "predict," "may," "will," "might," "could," "intend," variations of these terms or the negative of these terms and similar expressions are intended to identify these forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties, many of which involve factors or circumstances that are beyond Altair's actual results could differ materially from those stated or implied in forward-looking statements due to a number of factors, including but not limited to, risks detailed in Altair's quarterly and annual reports filed with the Securities and Exchange Commission as well as other documents that may be filed by the Company from time to time with the Securities and Exchange Commission. Past performance is not necessarily indicative of future results. The forward-looking statements included in this press release represent Altair's views as of the date of this press release. The Company anticipates that subsequent events and developments will cause its views to change. Altair undertakes no intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. These forward-looking statements should not be relied upon as representing Altair's

#### **Investor and Media Relations**

Dave Simon Altair 248-614-2400 ext. 332 ir@altair.com

ALTAIR ENGINEERING INC. AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS

June 30, 2019 (Unaudited) December 31, 2018

Accounts receivable, net	Cash and cash equivalents	\$ 251,828	\$ 35,345	
Income tax receivable	·			
Prepaid expenses and other current assets	•	•	,	
Total current assets	Prepaid expenses and other current assets	*	*	
Property and equipment, net   34,050   30,153	·	•	,	
Contraing lease right of use assets		•	•	
Coodwill		•	·	
Cother intangible assets, net   64,874   69,836   5,961   5,354   5,961   5,	, 5	•	210.532	
Deferred tax assets	Other intangible assets, net	•	69.836	
Other long-term assets		•	·	
TOTAL ASSETS		·	•	
CURRENT LIABILITIES:	•	•		
CURRENT LIABILITIES:         Current portion of long-term debt         \$ 472         \$ 331           Accounts payable         6,462         8,357           Accrued compensation and benefits         29,155         31,740           Current portion of operating lease liabilities         9,412         —           Other accrued expenses and current liabilities         27,979         27,039           Deferred revenue         67,587         59,765           Total current liabilities         141,067         127,232           Long-term debt, net of current portion         173,157         31,417           Operating lease liabilities, net of current portion         20,722         —           Other long-term liabilities         26,362         25,756           TOTAL LIABILITIES         367,527         191,159           Commitments and contingencies         87,227         191,159           MEZZANINE EQUITY         2,352         2,352           STOCKHOLDERS' EQUITY:         Preferred stock (\$0,0001 par value), authorized 45,000 shares, none issued and outstanding         —         —           Camado (\$0,0001 par value)         4         4         4           Class A common stock, (\$0,0001 par value)         3         3         3           Class B common stock, authorized 41,203		* -, -	· - , -	
Accounts payable Accorned compensation and benefits 29,155 31,740 Current portion of operating lease liabilities 9,412 — Other accrued expenses and current liabilities 27,979 27,039 Deferred revenue 67,587 59,765 Total current liabilities 141,067 127,232 Long-term debt, net of current portion 173,157 31,417 Operating lease liabilities, net of current portion 20,722 — Deferred revenue, non-current Other long-term liabilities 26,362 25,756 TOTAL LIABILITIES Commitments and contingencies MEZZANINE EQUITY STOCKHOLDERS' EQUITY Preferred stock (\$0.0001 par value), authorized 45,000 shares, none issued and outstanding Class A common stock, authorized 513,797 shares, issued and outstanding 39,672 and 38,349 shares as of June 30, 2019 and December 31, 2018, respectively Class B common stock, authorized 41,203 shares, issued and outstanding 31,901 and 32,171 shares as of June 30, 2019 and December 31, 2018, respectively Accumulated deficit Accumulated other comprehensive loss 10TAL STOCKHOLDERS' EQUITY  TOTAL STOCKHOLDERS' EQUITY 359,841 293,686	·			
Accrued compensation and benefits 29,155 31,740  Current portion of operating lease liabilities 9,412 — Other accrued expenses and current liabilities 27,979 27,039  Deferred revenue 67,587 59,765  Total current liabilities 141,067 127,232  Long-term debt, net of current portion 173,157 31,417  Operating lease liabilities, net of current portion 20,722 — Deferred revenue, non-current 6,219 6,754  Other long-term liabilities 26,362 25,756  TOTAL LIABILITIES 26,362 25,756  TOTAL LIABILITIES 27,352  MEZZANINE EQUITY 2,352  STOCKHOLDERS' EQUITY:  Preferred stock (\$0.0001 par value), authorized 45,000 shares, none issued and outstanding — Common stock (\$0.0001 par value), authorized 45,000 shares, none issued and outstanding 39,672 and 38,349 shares as of June 30, 2019 and December 31, 2018, respectively  Class B common stock, authorized 41,203 shares, issued and outstanding 31,901 and 32,171 shares as of June 30, 2019 and December 31, 2018, respectively  Accumulated deficit (64,964 ) (74,863 ) Accumulated other comprehensive loss (9,104 ) (11,290 ) TOTAL STOCKHOLDERS' EQUITY (11,290 ) TOTAL STOCKHOLDERS' EQUITY (11,290 ) TOTAL STOCKHOLDERS' EQUITY (11,290 ) 359,841 293,686	Current portion of long-term debt	\$ 472	\$ 331	
Current portion of operating lease liabilities         9,412         —           Other accrued expenses and current liabilities         27,979         27,039           Deferred revenue         67,587         59,765           Total current liabilities         141,067         127,232           Long-term debt, net of current portion         173,157         31,417           Operating lease liabilities, net of current portion         20,722         —           Deferred revenue, non-current         6,219         6,754           Other long-term liabilities         26,362         25,756           TOTAL LIABILITIES         36,527         191,159           Commitments and contingencies         WEZZANINE EQUITY         2,352         2,352           STOCKHOLDERS' EQUITY:         2,352         2,352         2,352           STOCKHOLDERS' EQUITY:         Treferred stock (\$0.0001 par value), authorized 45,000 shares, none issued and outstanding         —         —           Class A common stock, (\$0.0001 par value)         4         4           Class B common stock, authorized 513,797 shares, issued and outstanding 39,672         3         4           2 and 38,349 shares as of June 30, 2019 and December 31, 2018, respectively         3         3           Class B common stock, authorized 41,203 shares, issued and outstanding 31,90	Accounts payable	6,462	8,357	
Other accrued expenses and current liabilities         27,979         27,039           Deferred revenue         67,587         59,765           Total current liabilities         141,067         127,232           Long-term debt, net of current portion         173,157         31,417           Operating lease liabilities, net of current portion         20,722         —           Deferred revenue, non-current         6,219         6,754           Other long-term liabilities         26,362         25,756           TOTAL LIABILITIES         367,527         191,159           Commitments and contingencies         **** MEZZANINE EQUITY**         2,352         2,352           STOCKHOLDERS' EQUITY*         ***         —         —           Preferred stock (\$0.0001 par value), authorized 45,000 shares, none issued and outstanding         —         —           Class A common stock, \$0.0001 par value)         ***         4         4           Class B common stock, authorized 513,797 shares, issued and outstanding 39,672 and 38,349 shares as of June 30, 2019 and December 31, 2018, respectively         3         3         3           Class B common stock, authorized 41,203 shares, issued and outstanding 31,901 and 32,171 shares as of June 30, 2019 and December 31, 2018, respectively         3         3         3           Accumulated deficit	Accrued compensation and benefits	29,155	31,740	
Deferred revenue	Current portion of operating lease liabilities	9,412	_	
Total current liabilities         141,067         127,232           Long-term debt, net of current portion         173,157         31,417           Operating lease liabilities, net of current portion         20,722         —           Deferred revenue, non-current         6,219         6,754           Other long-term liabilities         26,362         25,756           TOTAL LIABILITIES         367,527         191,159           Commitments and contingencies         WEZZANINE EQUITY         2,352         2,352           STOCKHOLDERS' EQUITY:         —         —         —           Preferred stock (\$0.0001 par value), authorized 45,000 shares, none issued and outstanding         —         —         —           Common stock (\$0.0001 par value)         —         —         —         —           Class A common stock, authorized 513,797 shares, issued and outstanding 39,672 and 38,349 shares as of June 30, 2019 and December 31, 2018, respectively         3         3         3           Class B common stock, authorized 41,203 shares, issued and outstanding 31,901 and 32,171 shares as of June 30, 2019 and December 31, 2018, respectively         3         3         3           Accumulated deficit         (64,964         ) (74,863         )           Accumulated other comprehensive loss         (9,104         ) (11,290         ) <td>Other accrued expenses and current liabilities</td> <td>27,979</td> <td>27,039</td> <td></td>	Other accrued expenses and current liabilities	27,979	27,039	
Long-term debt, net of current portion       173,157       31,417         Operating lease liabilities, net of current portion       20,722       —         Deferred revenue, non-current       6,219       6,754         Other long-term liabilities       26,362       25,756         TOTAL LIABILITIES       367,527       191,159         Commitments and contingencies       *****         *****         *****         *****         *****         2,352       2,352         STOCKHOLDERS' EQUITY:       ****         *****         ****         ****         ****         ****         ****         ****         ***         Common stock (\$0.0001 par value), authorized 45,000 shares, none issued and outstanding       ***       ***       ***         Common stock (\$0.0001 par value)       ***       ***       ***       ***         Common stock (\$0.0001 par value)       ***       ***       ***       ***         Class A common stock, authorized 513,797 shares, issued and outstanding 39,672 and 38,349 shares as of June 30, 2019 and December 31, 2018, respectively       4       4         Class B common stock, authorized 41,203 shares, issued and outstanding 31,901 and 32,171 shares as of June 30, 2019 and December 31, 2018, respectively       3       3       3         Additional paid-in capital       433,902       379,832         Accumulated deficit	Deferred revenue	67,587	59,765	
Operating lease liabilities, net of current portion         20,722         —           Deferred revenue, non-current         6,219         6,754           Other long-term liabilities         26,362         25,756           TOTAL LIABILITIES         367,527         191,159           Commitments and contingencies         ****           MEZZANINE EQUITY         2,352         2,352           STOCKHOLDERS' EQUITY:         ***         —           Preferred stock (\$0.0001 par value), authorized 45,000 shares, none issued and outstanding         —         —           Common stock (\$0.0001 par value)         ***         —           Class A common stock, authorized 513,797 shares, issued and outstanding 39,672 and 38,349 shares as of June 30, 2019 and December 31, 2018, respectively         4         4           Class B common stock, authorized 41,203 shares, issued and outstanding 31,901 and 32,171 shares as of June 30, 2019 and December 31, 2018, respectively         3         3           Additional paid-in capital         433,902         379,832           Accumulated deficit         (64,964         ) (74,863         )           Accumulated other comprehensive loss         (9,104         ) (11,290         )           TOTAL STOCKHOLDERS' EQUITY         359,841         293,686	Total current liabilities	141,067	127,232	
Deferred revenue, non-current       6,219       6,754         Other long-term liabilities       26,362       25,756         TOTAL LIABILITIES       367,527       191,159         Commitments and contingencies       **** MEZZANINE EQUITY       2,352       2,352         STOCKHOLDERS' EQUITY:       ***       **** Preferred stock (\$0.0001 par value), authorized 45,000 shares, none issued and outstanding       —       —       —         Common stock (\$0.0001 par value)       ***       4       4       ***         Class A common stock, authorized 513,797 shares, issued and outstanding 39,672 and 38,349 shares as of June 30, 2019 and December 31, 2018, respectively       4       4       4         Class B common stock, authorized 41,203 shares, issued and outstanding 31,901 and 32,171 shares as of June 30, 2019 and December 31, 2018, respectively       3       3       3         Additional paid-in capital       433,902       379,832         Accumulated deficit       (64,964       ) (74,863       )         Accumulated other comprehensive loss       (9,104       ) (11,290       )         TOTAL STOCKHOLDERS' EQUITY       359,841       293,686	Long-term debt, net of current portion	173,157	31,417	
Other long-term liabilities       26,362       25,756         TOTAL LIABILITIES       367,527       191,159         Commitments and contingencies	Operating lease liabilities, net of current portion	20,722	_	
TOTAL LIABILITIES       367,527       191,159         Commitments and contingencies       2,352       2,352         MEZZANINE EQUITY       2,352       2,352         STOCKHOLDERS' EQUITY:       -       -         Preferred stock (\$0.0001 par value), authorized 45,000 shares, none issued and outstanding       -       -         Common stock (\$0.0001 par value)       -       -         Class A common stock, authorized 513,797 shares, issued and outstanding 39,672 and 38,349 shares as of June 30, 2019 and December 31, 2018, respectively       4       4         Class B common stock, authorized 41,203 shares, issued and outstanding 31,901 and 32,171 shares as of June 30, 2019 and December 31, 2018, respectively       3       3         Additional paid-in capital       433,902       379,832         Accumulated deficit       (64,964       ) (74,863       )         Accumulated other comprehensive loss       (9,104       ) (11,290       )         TOTAL STOCKHOLDERS' EQUITY       359,841       293,686	Deferred revenue, non-current	6,219	6,754	
Commitments and contingencies  MEZZANINE EQUITY STOCKHOLDERS' EQUITY:  Preferred stock (\$0.0001 par value), authorized 45,000 shares, none issued and outstanding Common stock (\$0.0001 par value) Class A common stock, authorized 513,797 shares, issued and outstanding 39,672 and 38,349 shares as of June 30, 2019 and December 31, 2018, respectively Class B common stock, authorized 41,203 shares, issued and outstanding 31,901 and 32,171 shares as of June 30, 2019 and December 31, 2018, respectively Additional paid-in capital Accumulated deficit Accumulated deficit Accumulated other comprehensive loss TOTAL STOCKHOLDERS' EQUITY  2,352 2,352 2,352  2,352  2,352  2,352  4  4  4  4  4  4  4  4  7  6  7  7  7  7  7  7  7  7  7  7  7	Other long-term liabilities	26,362	25,756	
MEZZANINE EQUITY STOCKHOLDERS' EQUITY: Preferred stock (\$0.0001 par value), authorized 45,000 shares, none issued and outstanding Common stock (\$0.0001 par value) Class A common stock, authorized 513,797 shares, issued and outstanding 39,672 and 38,349 shares as of June 30, 2019 and December 31, 2018, respectively Class B common stock, authorized 41,203 shares, issued and outstanding 31,901 and 32,171 shares as of June 30, 2019 and December 31, 2018, respectively Additional paid-in capital Accumulated deficit Accumulated deficit FORMAN (64,964 ) (74,863 ) Accumulated other comprehensive loss TOTAL STOCKHOLDERS' EQUITY  2,352  2,352  2,352  2,352  2,352  4  4  4  4  4  4  4  4  7  4  4  4  4	TOTAL LIABILITIES	367,527	191,159	
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and 32,171 shares as of June 30, 2019 and December 31, 2018, respectively       3       3         Additional paid-in capital       433,902       379,832         Accumulated deficit       (64,964       ) (74,863       )         Accumulated other comprehensive loss       (9,104       ) (11,290       )         TOTAL STOCKHOLDERS' EQUITY       359,841       293,686		4	4	
Accumulated deficit       (64,964       ) (74,863       )         Accumulated other comprehensive loss       (9,104       ) (11,290       )         TOTAL STOCKHOLDERS' EQUITY       359,841       293,686	· · · · · · · · · · · · · · · · · · ·	3	3	
Accumulated other comprehensive loss (9,104 ) (11,290 ) TOTAL STOCKHOLDERS' EQUITY 359,841 293,686	Additional paid-in capital	433,902	379,832	
Accumulated other comprehensive loss (9,104 ) (11,290 ) TOTAL STOCKHOLDERS' EQUITY 359,841 293,686	Accumulated deficit	(64,964	) (74,863	)
	Accumulated other comprehensive loss	(9,104	) (11,290	)
TOTAL LIABILITIES, MEZZANINE EQUITY AND STOCKHOLDERS' EQUITY \$ 729,720 \$ 487,197	TOTAL STOCKHOLDERS' EQUITY	359,841	293,686	
	TOTAL LIABILITIES, MEZZANINE EQUITY AND STOCKHOLDERS' EQUITY	\$ 729,720	\$ 487,197	

## ALTAIR ENGINEERING INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

	Three Months Ended June 30,			Six Months Ended June 30,		
(in thousands, except per share data)	2019	2018	2019	2018		
Revenue						
License	\$ 56,653	\$46,700	\$ 133,274	\$ 113,635		
Maintenance and other services	27,755	23,907	54,425	46,641		
Total software	84,408	70,607	187,699	160,276		
Software related services	7,907	8,707	17,679	18,180		
Total software and related services	92,315	79,314	205,378	178,456		
Client engineering services	12,412	12,417	24,462	24,497		
Other	2,046	1,629	4,792	3,664		
Total revenue	106,773	93,360	234,632	206,617		
Cost of revenue						
License *	2,954	4,068	8,775	7,798		
Maintenance and other services *	9,430	7,915	17,961	15,107		

Total software	12,384		11,983		26,736		22,905	
Software related services	6,612		6,512		13,130		13,221	
Total software and related services	18,996		18,495		39,866		36,126	
Client engineering services	10,033		9,960		19,833		20,160	
Other	1,994		1,001		4,209		2,212	
Total cost of revenue	31,023		29,456		63,908		58,498	
Gross profit	75,750		63,904		170,724		148,119	
Operating expenses:								
Research and development *	29,829		24,744		57,345		47,447	
Sales and marketing *	26,221		19,979		52,672		38,606	
General and administrative *	19,851		17,412		40,180		34,402	
Amortization of intangible assets	3,600		1,986		7,128		3,926	
Other operating income	(549	)	(392	)	(1,166	)	(2,583	)
Total operating expenses	78,952		63,729		156,159		121,798	
Operating (loss) income	(3,202	)	175		14,565		26,321	
Interest expense	590		45		860		61	
Other income, net	(505	)	(176	)	(115	)	(1,076	)
(Loss) income before income taxes	(3,287	)	306		13,820		27,336	
Income tax (benefit) expense	(167	)	1,386		3,921		3,732	
Net (loss) income	\$ (3,120	)	\$ (1,080	)	\$9,899		\$23,604	
Income per share:								
Net (loss) income per share attributable to common								
stockholders, basic	\$ (0.04	)	\$ (0.02	)	\$0.14		\$0.37	
Net (loss) income per share attributable to common								
stockholders, diluted	\$ (0.04	)	\$ (0.02	)	\$0.13		\$0.32	
Weighted average shares outstanding:								
Weighted average number of shares used in computing								
net (loss) income per share, basic	71,373		65,580		71,081		64,614	
Weighted average number of shares used in computing								
net (loss) income per share, diluted	71,373		65,580		77,017		72,881	

<sup>\*</sup> Amounts include stock-based compensation expense as follows (in thousands) (unaudited):

	Three Mon June 30,	ths Ended	Six Months Ended June		
	2019	2018	2019	2018	
Cost of revenue – software	\$ 279	\$8	\$ 343	\$16	
Research and development	579	108	937	155	
Sales and marketing	475	134	937	175	
General and administrative	747	184	1,075	304	
Total stock-based compensation expense	\$2,080	\$ 434	\$3,292	\$650	

# ALTAIR ENGINEERING INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CASH FLOW

(Unaudited)

Six Months En	ded June 30,
2019	2018
\$9,899	\$23,604
10,468	7,525
134	269
459	12
3,292	650
(703	) 1,312
	2019 \$ 9,899 10,468 134 459 3,292

Other, net	(17	)	(166	)
Changes in assets and liabilities:				
Accounts receivable	10,406		11,743	
Prepaid expenses and other current assets	(4,952	)	(3,454	)
Other long-term assets	(2,300	)	(276	)
Accounts payable	(2,187	)	335	
Accrued compensation and benefits	(2,455	)	73	
Other accrued expenses and current liabilities	1,887		(4,511	)
Operating lease right-of-use assets and liabilities, net	197		_	
Deferred revenue	7,740		197	
Net cash provided by operating activities	31,868		37,313	
INVESTING ACTIVITIES:				
Capital expenditures	(6,667	)	(3,130	)
Payments for acquisition of developed technology	(344	)	(2,738	)
Payments for acquisition of businesses, net of cash acquired	(709	)	(7,028	)
Other investing activities, net	16		38	
Net cash used in investing activities	(7,704	)	(12,858	)
FINANCING ACTIVITIES:				
Proceeds from issuance of convertible senior notes, net of underwriters'	223,101			
discount and commissions	223,101		_	
Payments on revolving commitment	(127,941	)	_	
Borrowings under revolving commitment	96,991		_	
Proceeds from the exercise of stock options	1,270		1,668	
Payments for issuance costs of convertible senior notes	(1,018	)	_	
Payments for follow-on public offering and initial public offering costs	_		(468	)
Proceeds from issuance of Class A common stock in follow-on public offering,	_		135,572	
net of underwriters' discounts and commissions			100,072	
Other financing activities	(259	)	(342	)
Net cash provided by financing activities	192,144		136,430	
Effect of exchange rate changes on cash, cash equivalents and restricted cash	187		(877	)
Net increase in cash, cash equivalents and restricted cash	216,495		160,008	
Cash, cash equivalents and restricted cash at beginning of year	35,685		39,578	
Cash, cash equivalents and restricted cash at end of period	\$252,180		\$199,586	
Supplemental disclosure of cash flow:				
Interest paid	\$362		\$41	
Income taxes paid	\$4,054		\$3,660	
Supplemental disclosure of non-cash investing and financing activities:				
Finance leases	\$ 566		\$1,010	
Property and equipment in accounts payable	\$417		\$ 935	
Convertible senior notes issuance costs in accounts payable	\$216		\$ —	
Follow-on public offering costs in accounts payable	\$ —		\$88	
Promissory notes issued and deferred payment obligations for acquisitions	\$ —		\$278	

### **Financial Results**

The following table provides a reconciliation of Non-GAAP net income and Non-GAAP diluted income per share to net (loss) income and (loss) income per share – diluted, the most comparable GAAP financial measures:

	(Unaudited) Three Month June 30,	hs I	Ended		Six Months	En	ded June 30	Ο,
(in thousands, except per share amounts)	2019		2018		2019		2018	
Net (loss) income	\$ (3,120	)	\$ (1,080	)	\$9,899		\$23,604	
Stock-based compensation expense	2,080		434		3,292		650	
Amortization of intangible assets	3,600		1,986		7,128		3,926	
Acquisition related deferred revenue (1)	2,250		_		4,500		_	
Special adjustments (2)	776		929		1,004		(223	)
Income tax effect of non-GAAP adjustments	(1,057	)	(124	)	(1,827	)	(199	)
Non-GAAP net income	\$4,529		\$2,145		\$23,996		\$27,758	
(Loss) income per share - diluted	\$ (0.04	)	\$ (0.02	)	\$ 0.13		\$0.32	
Non-GAAP income per share - diluted	\$ 0.06		\$0.03		\$ 0.31		\$ 0.36	

GAAP diluted shares outstanding:	71,373	65,580	77,017	72,881
Non-GAAP diluted shares outstanding:	77,700	77,000	77,700	77,000

- (1) Represents revenue not recognized under GAAP due to acquisition accounting adjustments associated with the accounting for deferred revenue in significant business combinations.
- (2) Includes an impairment charge for royalty contracts resulting in \$0.8 million and \$0.9 million of expense for the three months ended June 30, 2019 and 2018, respectively, and \$1.0 million and \$1.8 million of expense for the six months ended June 30, 2019 and 2018, respectively. Includes a non-recurring adjustment for a change in estimated legal expenses resulting in \$2.0 million of income for the six months ended June 30, 2018.

The following table provides a reconciliation of Adjusted EBITDA and Modified Adjusted EBITDA to net (loss) income, the most comparable GAAP financial measure:

(Unaudited)					
Three Months Ended June 30,			Six Months Ended June 30,		
2019	2018	2019	2018		
\$ (3,120	) \$(1,080	) \$9,899	\$23,604		
(167	) 1,386	3,921	3,732		
2,080	434	3,292	650		
590	45	860	61		
508	536	709	(719 )		
5,274	3,982	10,468	7,525		
5,165	5,303	29,149	34,853		
2,250	_	4,500	_		
\$7,415	\$5,303	\$ 33,649	\$ 34,853		
	Three Mon June 30, 2019 \$ (3,120 (167 2,080 590 508 5,274 5,165	Three Months Ended June 30, 2019 2018 \$ (3,120 ) \$ (1,080 (167 ) 1,386 2,080 434 590 45 508 536 5,274 3,982 5,165 5,303 2,250 —	Three Months Ended June 30,  2019  2018  \$(3,120) \$(1,080) \$9,899  (167) 1,386 2,080 434 3,292 590 45 860 508 536 709 5,274 3,982 5,165 5,303 29,149 2,250 — 4,500		

(1) Includes an impairment charge for royalty contracts resulting in \$0.8 million and \$0.9 million of expense for the three months ended June 30, 2019 and 2018, respectively, and \$1.0 million and \$1.8 million of expense for the six months ended June 30, 2019 and 2018, respectively. Includes a non-recurring adjustment for a change in estimated legal expenses resulting in \$2.0 million of income for the six months ended June 30, 2018.

(2) Represents revenue not recognized under GAAP due to acquisition accounting adjustments associated with the accounting for deferred revenue in significant business combinations.

The following table provides a reconciliation of Non-GAAP total revenue to total revenue, the most comparable GAAP financial measure:

	(Unaudited)			
(in thousands)	Three Month June 30,	Six Months Ended June 30,		
	2019	2018	2019	2018
Total revenue	\$ 106,773	\$93,360	\$234,632	\$206,617
Acquisition related deferred revenue <sup>(1)</sup>	2,250	_	4,500	_
Non-GAAP total revenue	\$ 109,023	\$ 93,360	\$ 239,132	\$206,617

(1) Adjustment for revenue not recognized under GAAP due to acquisition accounting adjustments associated with the accounting for deferred revenue in significant business combinations.

The following table provides a reconciliation of Non-GAAP total software product revenue to total software product revenue, the most comparable GAAP financial measure:

	(Unaudited)					
	Three Months Ended June 30,			Six Months Ended June 30,		
(in thousands)	2019	2018	2019	2018		
Total software product revenue	\$84,408	\$70,607	\$ 187,699	\$ 160,276		
Acquisition related deferred revenue <sup>(1)</sup>	2,250	_	4,500	_		
Non-GAAP total software product revenue	\$86,658	\$70,607	\$ 192,199	\$ 160,276		

(1) Adjustment for revenue not recognized under GAAP due to acquisition accounting adjustments associated with the accounting for deferred revenue in significant business combinations.

The following table provides a recompilation of Free Cash Flow to net cash provided by operating activities, the most comparable GAAP financial measure:

(Unaudited)

	Three Months Ended June 30,			Six Months Ended June 30,				
(in thousands)	2019	2018	2019	2018				
Net cash provided by operating activities	\$6,553	\$10,624	\$31,868	\$ 37,313				
Capital expenditures	(2,084 )	(1,446 )	(6,667)	(3,130 )				
Free cash flow	\$ 4,469	\$9,178	\$ 25,201	\$ 34,183				

Effective January 1, 2018, we adopted Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (ASC 606). The following table sets forth selected quarterly information under ASC 606 for 2018:

	(Unaudited)	(Unaudited)								
	Three month	Three months ended								
	ASC 606	ASC 606								
(in thousands)	March 31, 2018	June 30, 2018	September 30, 2018	December 31, 2018						
Software product revenue	\$89,670	\$70,606	\$ 64,182	\$ 79,903						
Total revenue	113,257	93,360	86,751	103,011						
Net income (loss)	24,684	(1,080	) 934	(9,003)	)					
Adjusted EBITDA	29,550	5,303	2,399	12,928						

### **Business Outlook**

The following table provides a reconciliation of projected Non-GAAP net income to projected net (loss) income, the most comparable GAAP financial measure:

	(Unaudited)						
	Three Months September 30	•	Year Ending December 31, 2019				
(in thousands)	Low	High	Low	High			
Net (loss) income	\$ (6,750 )	\$ (5,450 )	\$10,500	\$13,100			
Stock-based compensation expense	2,100	2,100	7,500	7,500			
Amortization of intangible assets	3,800	3,800	15,200	15,200			
Acquisition related deferred revenue <sup>(1)</sup>	2,250	2,250	9,000	9,000			
Non-recurring adjustments	2,000	2,000	3,000	3,000			
Non-GAAP net income	\$3,400	\$4,700	\$45,200	\$47,800			

<sup>(1)</sup> Adjustment for revenue not recognized under GAAP due to acquisition accounting adjustments associated with the accounting for deferred revenue in significant business combinations.

The following table provides a reconciliation of projected Adjusted EBITDA and Modified Adjusted EBITDA to projected net (loss) income, the most comparable GAAP financial measure:

	(Unaudited)						
	Three Months ending				Year Ending		
	September 30, 2019				December 31, 2019		
(in thousands)	Low		High		Low	High	
Net (loss) income	\$ (6,750	)	\$ (5,450	)	\$10,500	\$13,100	
Income tax (benefit) expense	(3,600	)	(2,900	)	5,700	7,100	
Stock-based compensation expense	2,100		2,100		7,500	7,500	
Interest expense	2,700		2,700		6,400	6,400	
Depreciation and amortization	5,300		5,300		22,000	22,000	
Interest income and other non-recurring adjustments	1,000		1,000		900	900	
Adjusted EBITDA	750		2,750		53,000	57,000	
Acquisition related deferred revenue <sup>(1)</sup>	2,250		2,250		9,000	9,000	
Modified Adjusted EBITDA	\$3,000		\$5,000		\$62,000	\$66,000	

<sup>(1)</sup> Adjustment for revenue not recognized under GAAP due to acquisition accounting adjustments associated with the accounting for deferred revenue in significant business combinations.

The following table provides a reconciliation of projected Non-GAAP total revenue to projected total revenue, the most comparable GAAP financial measure:

	(Unaudited)			
	Three Mont September	Year Ending December 31, 2019		
(in millions)	Low	High	Low	High
Total revenue	\$ 103.0	\$105.0	\$ 460.0	\$464.0
Acquisition related deferred revenue <sup>(1)</sup>	2.2	2.2	9.0	9.0
Non-GAAP total revenue	\$ 105.2	\$107.2	\$ 469.0	\$473.0

(1) Adjustment for revenue not recognized under GAAP due to acquisition accounting adjustments associated with the accounting for deferred revenue in significant business combinations.

The following table provides a reconciliation of projected Non-GAAP total software product revenue to projected total software product revenue, the most comparable GAAP financial measure:

	•					ear Ending ecember 31,	nding iber 31, 2019	
(in millions)	Lo	w	Hig	gh	Lo	ow	Hi	igh
Total software product revenue	\$	79.0	\$	81.0	\$	366.0	\$	370.0
Acquisition related deferred revenue <sup>(1)</sup>		2.2		2.2		9.0		9.0
Non-GAAP total software product revenue	\$	81.2	\$	83.2	\$	375.0	\$	379.0

(1) Adjustment for revenue not recognized under GAAP due to acquisition accounting adjustments associated with the accounting for deferred revenue in significant business combinations.



Source: Altair Engineering Inc.