

# **Zscaler Reports Fourth Quarter and Fiscal 2022 Financial Results**

September 8, 2022

## **Fourth Quarter Highlights**

- Revenue grows 61% year-over-year to \$318.1 million
- Calculated billings grows 57% year-over-year to \$520.4 million
- Deferred revenue grows 62% year-over-year to \$1,021.1 million
- GAAP net loss of \$97.7 million compared to GAAP net loss of \$81.0 million on a year-over-year basis
- Non-GAAP net income of \$36.4 million compared to non-GAAP net income of \$20.3 million on a year-over-year basis

SAN JOSE, Calif., Sept. 08, 2022 (GLOBE NEWSWIRE) -- Zscaler, Inc. (Nasdaq: ZS), the leader in cloud security, today announced financial results for its fiscal fourth quarter and fiscal year ended July 31, 2022.

"We delivered outstanding results for the fourth quarter with 61% revenue growth and 57% billings growth year over year, while driving operational efficiency across the company and delivering on Rule of 80 for the quarter and for the full year," said Jay Chaudhry, Chairman and CEO of Zscaler. "Our customers are realizing immense value from the new, innovative services and advanced capabilities being integrated into our Zero Trust security platform. Despite the uncertain macroeconomic landscape which continues to evolve, we continue to see favorable demand for our Zero Trust Exchange platform because it makes businesses more secure, simplifies IT, and reduces cost."

## Fourth Quarter Fiscal 2022 Financial Highlights

- Revenue: \$318.1 million, an increase of 61% year-over-year.
- Income (loss) from operations: GAAP loss from operations was \$82.5 million, or 26% of total revenue, compared to \$67.4 million, or 34% of total revenue, in the fourth quarter of fiscal 2021. Non-GAAP income from operations was \$38.1 million, or 12% of total revenue, compared to \$20.6 million, or 10% of total revenue, in the fourth quarter of fiscal 2021.
- **Net income (loss):** GAAP net loss was \$97.7 million, compared to \$81.0 million in the fourth quarter of fiscal 2021. Non-GAAP net income was \$36.4 million, compared to \$20.3 million in the fourth quarter of fiscal 2021.
- **Net income (loss) per share:** GAAP net loss per share was \$0.69, compared to \$0.59 in the fourth quarter of fiscal 2021. Non-GAAP net income per share was \$0.25, compared to \$0.14 in the fourth quarter of fiscal 2021.
- Cash flow: Cash provided by operations was \$103.1 million, or 32% of revenue, compared to \$44.7 million, or 23% of revenue, in the fourth quarter of fiscal 2021. Free cash flow was \$74.8 million, or 24% of revenue, compared to \$27.7 million, or 14% of revenue, in the fourth quarter of fiscal 2021.
- Deferred revenue: \$1,021.1 million as of July 31, 2022, an increase of 62% year-over-year.
- Cash, cash equivalents and short-term investments: \$1,731.3 million as of July 31, 2022, an increase of \$228.8 million from July 31, 2021.

# Full Year Fiscal 2022 Financial Highlights

- Revenue: \$1,090.9 million, an increase of 62% year-over-year.
- Income (loss) from operations: GAAP loss from operations was \$327.4 million, or 30% of total revenue, compared to \$207.8 million, or 31% of total revenue, in fiscal 2021. Non-GAAP income from operations was \$111.6 million, or 10% of total revenue, compared to \$78.0 million, or 12% of total revenue, in fiscal 2021.
- **Net income (loss):** GAAP net loss was \$390.3 million, compared to \$262.0 million in fiscal 2021. Non-GAAP net income was \$101.3 million, compared to \$75.7 million in fiscal 2021.
- Net income (loss) per share: GAAP net loss per share was \$2.77, compared to \$1.93 in fiscal 2021. Non-GAAP net income per share was \$0.69, compared to \$0.52 in fiscal 2021.
- Cash flow: Cash provided by operations was \$321.9 million, or 30% of revenue, compared to \$202.0 million, or 30% of revenue, in fiscal 2021. Free cash flow was \$231.3 million, or 21% of revenue, compared to \$143.7 million, or 21% of revenue, in fiscal 2021.

- Announced our Posture Control™ solution which is designed to give organizations unified Cloud-Native Application
  Protection Platform (CNAPP) functionality tailor-made to secure cloud workloads. Integrated into the Zscaler Zero Trust
  Exchange™ platform, the Posture Control solution enables DevOps and security teams to efficiently prioritize and
  remediate risks in cloud-native applications earlier in the development lifecycle.
- Released innovations, including CNAPP and Zero Trust for Workloads, built on Zscaler's platform and Amazon Web Services (AWS) to help enterprises securely accelerate their transition to the cloud. Working together, the companies will deliver customers a unified solution to consolidate and simplify cloud security operations while helping organizations advance their security architecture from ineffective legacy models to a modern Zero Trust approach designed for the cloud.
- Launched advanced Al/ML innovations to deliver unparalleled user protection and digital experience monitoring. The new
  capabilities enhance Zscaler's Zero Trust Exchange™ platform to enable organizations to implement a security service
  edge (SSE) that protects enterprises against the most advanced cyberattacks, while delivering exceptional digital
  experiences for users and simplifying adoption of a Zero Trust architecture.
- Announced that Zscaler and Siemens are delivering an all-in-one solution to accelerate secure digitalization for OT
  environments. The new solution enables customers to securely manage, control quality assurance, and analyze production
  OT infrastructures and its applications from any workplace in any location.
- Released the findings of the Zscaler ThreatLabz annual Ransomware Report, which revealed a record number of
  ransomware attacks across critical industries, including manufacturing and healthcare. The report analyzed more than a
  year of data from the Zero Trust Exchange cloud security platform.
- Achieved carbon neutral status for 2022 covering scopes 1 & 2 and broader scope 3 emissions from business travel,
  procurement, customer, and public cloud usage. Set a new goal to reach net zero emissions by 2025. These significant
  milestones align with our customers' climate goals and help them to reduce the carbon footprint associated with their
  security program.

### **Recently Issued Accounting Pronouncements**

Effective August 1, 2022, the beginning of our fiscal year ending July 31, 2023, we adopted the ASU 2020-06, regarding ASC Topic 470 "Debt" and ASC Topic 815 "Derivatives and Hedging" ("ASU 2020-06"), which simplifies the accounting for convertible debt. ASU 2020-06 amended the calculation of diluted earnings per share for certain convertible debt instruments, among other changes. As a result of the adoption of the ASU 2020-06, we are required to use the "if-converted" method to calculate the non-GAAP net income per diluted share related to our senior convertible notes, which assumes conversion at the beginning of the reporting period, with settlement entirely in shares of common stock, unless the results would be anti-dilutive. Accordingly, to account for our potentially diluted shares related to our senior convertible notes, we are required to add back the non-GAAP interest expense to our non-GAAP net income and include approximately 7.63 million shares related to our senior convertible notes beginning in the first quarter of fiscal 2023.

### **Financial Outlook**

For the first guarter of fiscal 2023, we expect:

- Total revenue of \$339 million to \$341 million
- Non-GAAP income from operations of \$37 million to \$38 million
- Non-GAAP net income per share of approximately \$0.26, assuming approximately 155 million common shares outstanding
  using the "if-converted" method for our senior convertible notes

For the full year fiscal 2023, we expect:

- Total revenue of approximately \$1.49 billion to \$1.50 billion
- Calculated billings of \$1.92 billion to \$1.94 billion
- Non-GAAP income from operations of \$173 million to \$176 million
- Non-GAAP net income per share of \$1.16 to \$1.18, assuming approximately 157 million common shares outstanding using the "if-converted" method for our senior convertible notes

These statements are forward-looking and actual results may differ materially. Refer to the Forward-Looking Statements safe harbor below for information on the factors that could cause our actual results to differ materially from these forward-looking statements.

Guidance for non-GAAP income from operations excludes stock-based compensation expense and related employer payroll taxes, amortization expense of acquired intangible assets, amortization of debt issuance costs and income tax effects generated by intangible assets acquired in business acquisitions. As a result of the adoption of ASU 2020-06 on August 1, 2022, guidance for non-GAAP net income per share uses the if-converted

method to calculate the non-GAAP net income per diluted share related to our convertible senior notes. Accordingly, to account for the potentially diluted shares related to our senior convertible notes, we are required to add back the underlying non-GAAP interest expense to our non-GAAP net income and include approximately 7.63 million shares related to our senior convertible notes. Additionally, we include the anti-dilutive impact of the capped call transactions entered into in connection with our convertible senior notes. We have not reconciled our expectations to non-GAAP income from operations and non-GAAP net income per share to their most directly comparable GAAP measures because certain items are out of our control or cannot be reasonably predicted. Accordingly, a reconciliation for the guidance for non-GAAP income from operations and non-GAAP net income per share is not available without unreasonable effort.

#### **Conference Call and Webcast Information**

Zscaler will host a conference call for analysts and investors to discuss its fourth quarter fiscal 2022 and full year fiscal 2022 earnings results and outlook for its first quarter of fiscal 2023 and full year fiscal 2023 today at 1:30 p.m. Pacific time (4:30 p.m. Eastern time).

Date: Thursday, September 8, 2022

Time: 1:30 p.m. PT
Webcast: https://ir.zscaler.com

Dial-in: To join by phone, register at the following link here. After registering, you will be provided with a dial-in number and personal PIN required to

join the call.

### **Upcoming Conferences**

First guarter of fiscal 2023 virtual investor conference participation schedule:

- Goldman Sachs Communacopia + Technology Conference Tuesday, September 13, 2022
- 4th Annual Mizuho Software Summit 2022 Wednesday, September 28, 2022

Sessions which offer a webcast will be available on the Investor Relations section of the Zscaler website at https://ir.zscaler.com.

### **Forward-Looking Statements**

This press release contains forward-looking statements that involve risks and uncertainties, including, but not limited to, statements regarding our future financial and operating performance, including our financial outlook for the first quarter of fiscal 2023 and full year fiscal 2023. There are a significant number of factors that could cause actual results to differ materially from statements made in this press release, including but not limited to: macroeconomic factors such as the duration and global impact of COVID-19, effects of inflation and international conflicts like the Russia-Ukraine crisis on our business, operations and financial results and the economy in general; our limited operating history; our ability to identify and effectively implement the necessary changes to address execution challenges; risks associated with managing our rapid growth, including fluctuations from period to period; our limited experience with new product and subscription and support introductions and the risks associated with new products and subscription and support offerings, including the discovery of software bugs; our ability to attract and retain new customers; the failure to timely develop and achieve market acceptance of new products and subscriptions as well as existing products and subscription and support; rapidly evolving technological developments in the market for network security products and subscription and support offerings and our ability to remain competitive; length of sales cycles; and general market, political, economic and business conditions.

Additional risks and uncertainties that could affect our financial results are included under the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" set forth from time to time in our filings and reports with the Security Exchange Commission (SEC), including our Quarterly Report on Form 10-Q for the three months ended April 30, 2022 filed on June 9, 2022, as well as future filings and reports by us, copies of which are available on our website at ir.zscaler.com and on the SEC's website at www.sec.gov. You should not rely on these forward-looking statements, as actual outcomes and results may differ materially from those contemplated by these forward-looking statements as a result of such risks and uncertainties. Additional information will also be set forth in other filings that we make with the SEC from time to time. All forward-looking statements in this press release are based on information available to us as of the date hereof, and we do not assume any obligation to update the forward-looking statements provided to reflect events that occur or circumstances that exist after the date on which they were made.

# **Use of Non-GAAP Financial Information**

We believe that the presentation of non-GAAP financial information provides important supplemental information to management and investors regarding financial and business trends relating to our financial condition and results of operations. For further information regarding why we believe that these non-GAAP measures provide useful information to investors, the specific manner in which management uses these measures, and some of the limitations associated with the use of these measures, please refer to the "Explanation of Non-GAAP Financial Measures" section of this press release.

### **About Zscaler**

Zscaler (Nasdaq: ZS) accelerates digital transformation so customers can be more agile, efficient, resilient, and secure. The Zscaler Zero Trust Exchange protects thousands of customers from cyberattacks and data loss by securely connecting users, devices, and applications in any location. Distributed across more than 150 data centers globally, the SSE-based Zero Trust Exchange is the world's largest in-line cloud security platform.

Zscaler™ and the other trademarks listed athttps://www.zscaler.com/legal/trademarks are either (i) registered trademarks or service marks or (ii) trademarks or service marks of Zscaler, Inc. in the United States and/or other countries. Any other trademarks are the properties of their respective owners.

## **Investor Relations Contacts**

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## ZSCALER, INC.

# **Condensed Consolidated Statements of Operations**

(in thousands, except per share amounts) (unaudited)

	Three Months Ended July 31,			Year Ended July 31,			
		2022		2021	2022		2021
Revenue	\$	318,059	\$	197,074	\$ 1,090,946	\$	673,100
Cost of revenue <sup>(1)</sup> (2)		68,308		45,478	242,282		150,317
Gross profit		249,751		151,596	848,664		522,783
Operating expenses:							
Sales and marketing <sup>(1)</sup> (2)		214,228		136,385	735,219		459,407
Research and development <sup>(1)</sup> (2)		78,150		56,180	289,139		174,653
General and administrative <sup>(1)</sup> (3)		39,902		26,428	151,735		96,535
Total operating expenses		332,280		218,993	1,176,093		730,595
Loss from operations		(82,529)		(67,397)	(327,429)		(207,812)
Interest income		2,607		524	4,586		2,812
Interest expense <sup>(4)</sup>		(14,458)		(13,634)	(56,579)		(53,364)
Other income (expense), net		(774)		329	 (4,208)		1,186
Loss before income taxes		(95,154)		(80,178)	(383,630)		(257,178)
Provision for income taxes		2,498		845	 6,648		4,851
Net loss	\$	(97,652)	\$	(81,023)	\$ (390,278)	\$	(262,029)
Net loss per share, basic and diluted	\$	(0.69)	\$	(0.59)	\$ (2.77)	\$	(1.93)
Weighted-average shares used in computing net loss per share, basic and diluted		142,355		137,778	140,895		135,654
(1) Includes stock-based compensation expense and related payroll taxe	s as fo	ollows:					
Cost of revenue	\$	7,696	\$	5,033	\$ 25,292	\$	15,272
Sales and marketing		57,505		42,957	202,211		144,273
Research and development		33,486		25,558	123,422		73,238
General and administrative		19,628		12,395	79,095		45,779
Total	\$	118,315	\$	85,943	\$ 430,020	\$	278,562
(2) Includes amortization expense of acquired intangible assets as follow	s:						
Cost of revenue	\$	1,939	\$	1,958	\$ 7,975	\$	6,468
Sales and marketing		178		108	704		327
Research and development		198			 331		
Total	\$	2,315	\$	2,066	\$ 9,010	\$	6,795
(3) Includes asset impairment related to facility exit as follows:	\$		\$		\$ 	\$	416
(4) Includes amortization of debt discount and issuance costs as follows:	\$	14,098	\$	13,274	\$ 55,141	\$	51,923
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ZSCALER, INC.
Condensed Consolidated Balance Sheets

(in thousands) (unaudited)

Current assets:         \$ 1,013,210         \$ 275,886           Cash and cash equivalents         718,129         1,226,654           Accounts receivable, net         399,745         257,109           Deferred contract acquisition costs         86,210         57,373           Prepaid expenses and other current assets         39,353         31,269           Total current assets         2,256,647         1,848,303           Property and equipment, net         160,633         108,576           Operating lease right-of-use assets         72,357         44,339           Deferred contract acquisition costs, noncurrent         210,792         149,657           Acquired intangible assets, net         31,819         32,129           Goodwill         78,547         58,977           Other noncurrent assets         21,870         15,650           Total assets         2,256,631         2,257,631           Liabilities and Stockholders' Equity         51,650           Current liabilities         46,496         22,908           Accounts payable         \$ 26,154         \$ 12,547           Accourde compensation         111,948         30,622           Deferred revenue         923,749         571,286           Operating lease liabilities </th <th></th> <th colspan="6">July 31,</th>		July 31,					
Current assets:         \$ 1,013,210         \$ 275,886           Cash and cash equivalents         \$ 718,129         1,226,654           Accounts receivable, net         399,745         257,109           Deferred contract acquisition costs         86,210         57,373           Prepaid expenses and other current assets         39,353         31,269           Total current assets         2,256,647         1,848,303           Property and equipment, net         160,633         108,576           Operating lease right-of-use assets         72,357         44,339           Deferred contract acquisition costs, noncurrent         210,792         149,657           Acquired intangible assets, net         31,819         32,129           Goodwill         78,547         58,977           Other noncurrent assets         21,870         15,650           Total assets         22,376,651         \$2,257,631           Liabilities and Stockholders' Equity         51,650           Current liabilities         46,496         22,908           Accourde expenses and other current liabilities         46,496         22,908           Accured revenue         923,749         571,286           Operating lease liabilities         26,100         19,842			2021				
Cash and cash equivalents         \$ 1,013,210         \$ 275,898           Short-term investments         718,129         1,226,654           Accounts receivable, net         399,745         257,109           Deferred contract acquisition costs         86,210         57,373           Prepaid expenses and other current assets         39,353         31,269           Total current assets         2,256,647         1,848,303           Property and equipment, net         180,633         108,576           Operating lease right-of-use assets         72,357         44,339           Deferred contract acquisition costs, noncurrent         210,792         149,657           Acquired intangible assets, net         31,819         32,129           Goodwill         78,547         58,977           Other noncurrent assets         21,870         15,650           Total assets         2,832,665         2,257,631           Existing and Stockholders' Equity         5         2,6154         12,547           Current liabilities         46,496         22,908           Accrued expenses and other current liabilities         46,496         22,908           Accrued expenses and other current liabilities         26,100         19,842           Operating lease liabilitities	Assets						
Short-term investments         718,129         1,226,654           Accounts receivable, net         399,745         257,109           Deferred contract acquisition costs         86,210         57,373           Prepaid expenses and other current assets         39,353         31,269           Total current assets         2,256,647         1,848,303           Property and equipment, net         160,633         108,576           Operating lease right-of-use assets         72,357         44,339           Deferred contract acquisition costs, noncurrent         210,792         149,657           Acquired intangible assets, net         31,819         32,129           Goodwill         78,547         58,977           Other noncurrent assets         21,870         15,650           Total assets         2,832,665         2,257,631           Liabilities and Stockholders' Equity         2         4         2           Current liabilities         \$ 26,154         \$ 12,547           Accrued expenses and other current liabilities         \$ 26,154         \$ 12,547           Accrued expenses and other current liabilities         \$ 26,154         \$ 2,259,365           Operating lease liabilities         96,374         93,622         96,674         93,532 <t< td=""><td>Current assets:</td><td></td><td></td><td></td><td></td></t<>	Current assets:						
Accounts receivable, net         399,745         257,109           Deferred contract acquisition costs         86,210         57,373           Prepaid expenses and other current assets         39,353         31,269           Total current assets         2,256,647         1,848,303           Properly and equipment, net         160,633         100,576           Operating lease right-of-use assets         72,357         44,339           Deferred contract acquisition costs, noncurrent         210,792         149,657           Acquired intangible assets, net         31,819         32,129           Goodwill         78,547         58,977           Other noncurrent assets         21,870         15,650           Total assets         22,832,665         2,257,631           Liabilities and Stockholders' Equity           Current liabilities         26,154         12,547           Accrued expenses and other current liabilities         46,496         22,908           Accrued expenses and other current liabilities         26,101         19,842           Operating lease liabilities         11,944         72,020           Operating lease liabilities         968,674         913,538           Deferred revenue, noncurrent         968,674         913,53	Cash and cash equivalents	\$	1,013,210	\$	275,898		
Deferred contract acquisition costs         86,210         57,373           Prepaid expenses and other current assets         39,363         31,269           Total current assets         2,256,647         1,848,303           Property and equipment, net         160,633         108,576           Operating lease right-of-use assets         72,357         44,339           Deferred contract acquisition costs, noncurrent         210,792         149,657           Acquired intangible assets, net         31,819         32,129           Goodwill         78,547         58,977           Other noncurrent assets         21,870         15,650           Total assets         21,870         15,650           Total assets         22,832,665         2,257,631           Current liabilities           Accounts payable         \$ 26,154         \$ 12,547           Accrued expenses and other current liabilities         46,496         22,908           Accrued compensation         111,948         93,622           Deferred revenue         923,749         571,286           Operating lease liabilities         26,100         19,842           Total current liabilities         968,674         913,538           Operating lease liabilities, noncurrent <td>Short-term investments</td> <td></td> <td>718,129</td> <td></td> <td>1,226,654</td>	Short-term investments		718,129		1,226,654		
Prepaid expenses and other current assets         39,353         31,269           Total current assets         2,256,647         1,848,303           Property and equipment, net         160,633         108,576           Operating lease right-of-use assets         72,357         44,339           Deferred contract acquisition costs, noncurrent         210,792         149,657           Acquired intangible assets, net         31,819         32,129           Goodwill         78,547         58,977           Other noncurrent assets         21,870         15,650           Total assets         2,832,665         2,257,631           Labilities and Stockholders' Equity           Current liabilities           Accounts payable         \$26,154         \$12,547           Accounts payable         \$26,154         \$2,098           Accrued expenses and other current liabilities         46,496         22,908           Accrued compensation         111,948         93,622           Deferred revenue         923,749         571,286           Operating lease liabilities         26,100         19,842           Total current liabilities         96,674         913,538           Deferred revenue, noncurrent         96,374         59,315 </td <td>Accounts receivable, net</td> <td></td> <td>399,745</td> <td></td> <td>257,109</td>	Accounts receivable, net		399,745		257,109		
Total current assets         2,256,647         1,848,303           Property and equipment, net         160,633         108,576           Operating lease right-of-use assets         72,357         44,339           Deferred contract acquisition costs, noncurrent         210,792         149,657           Acquired intangible assets, net         31,819         32,129           Goodwill         78,547         58,977           Other noncurrent assets         21,870         15,650           Total assets         21,870         15,650           Total assets         2,832,665         2,257,631           Liabilities and Stockholders' Equity           Current liabilities:           Accounts payable         \$ 26,154         \$ 12,547           Accrued expenses and other current liabilities         46,496         22,908           Accrued compensation         91,119,448         93,622           Deferred revenue         923,749         571,286           Operating lease liabilities         26,100         19,842           Total current liabilities         968,674         913,538           Deferred revenue, noncurrent         968,674         913,538           Operating lease liabilities, noncurrent         50,948         31,22	Deferred contract acquisition costs		86,210		57,373		
Property and equipment, net         160,633         108,576           Operating lease right-of-use assets         72,357         44,339           Deferred contract acquisition costs, noncurrent         210,792         149,657           Acquired intangible assets, net         31,819         32,129           Goodwill         78,547         58,977           Other noncurrent assets         21,870         15,650           Total assets         \$2,832,665         \$2,257,631           Liabilities and Stockholders' Equity           Current liabilities:           Accounts payable         \$26,154         \$12,547           Accrued expenses and other current liabilities         46,496         22,908           Accrued compensation         911,942         571,286           Operating lease liabilities         26,100         19,842           Total current liabilities         26,100         19,842           Convertible senior notes, net         968,674         913,538           Deferred revenue, noncurrent         97,374         59,315           Operating lease liabilities, noncurrent         50,948         31,225           Other noncurrent liabilities, noncurrent         50,948         31,225           Total liabilities, noncurrent liabilit	Prepaid expenses and other current assets		39,353	-	31,269		
Operating lease right-of-use assets         72,357         44,339           Deferred contract acquisition costs, noncurrent         210,792         149,657           Acquired intangible assets, net         31,819         32,129           Goodwill         78,547         58,977           Other noncurrent assets         21,870         15,650           Total assets         \$ 2,832,665         \$ 2,257,631           Liabilities and Stockholders' Equity           Current liabilities:           Accounts payable         \$ 26,154         \$ 12,547           Accrued expenses and other current liabilities         46,496         22,908           Accrued compensation         111,948         93,622           Deferred revenue         923,749         571,286           Operating lease liabilities         26,100         19,842           Total current liabilities         1,134,447         720,205           Convertible senior notes, net         968,674         913,538           Deferred revenue, noncurrent         50,948         31,225           Other noncurrent liabilities         7,922         4,453           Total liabilities         2,259,365         1,728,736           Stockholders' Equity	Total current assets		2,256,647		1,848,303		
Deferred contract acquisition costs, noncurrent         210,792         149,657           Acquired intangible assets, net         31,819         32,129           Goodwill         78,547         58,977           Other noncurrent assets         21,870         15,650           Total assets         \$2,832,665         \$2,257,631           Liabilities and Stockholders' Equity           Current liabilities:           Accounts payable         \$26,154         \$12,547           Accrued expenses and other current liabilities         46,496         22,908           Accrued compensation         111,948         93,622           Deferred revenue         923,749         571,286           Operating lease liabilities         26,100         19,842           Total current liabilities         1,134,447         720,205           Convertible senior notes, net         968,674         913,538           Deferred revenue, noncurrent         96,948         31,225           Other noncurrent liabilities         7,922         4,453           Total liabilities         7,922         4,453           Total liabilities         2,259,365         1,728,736           Stockholders' Equity	Property and equipment, net		160,633		108,576		
Acquired intangible assets, net         31,819         32,129           Goodwill         78,547         58,977           Other noncurrent assets         21,870         15,650           Total assets         \$ 2,832,665         \$ 2,257,631           Liabilities and Stockholders' Equity           Current liabilities:           Accounts payable         \$ 26,154         \$ 12,547           Accrued expenses and other current liabilities         46,496         22,908           Accrued compensation         111,948         93,622           Deferred revenue         923,749         571,286           Operating lease liabilities         26,100         19,842           Total current liabilities         1,134,447         720,205           Convertible senior notes, net         968,674         913,538           Deferred revenue, noncurrent         97,374         59,315           Operating lease liabilities, noncurrent         50,948         31,225           Other noncurrent liabilities         7,922         4,453           Total liabilities         2,259,365         1,728,736           Stockholders' Equity	Operating lease right-of-use assets		72,357		44,339		
Goodwill         78,547         58,977           Other noncurrent assets         21,870         15,650           Total assets         \$ 2,832,665         \$ 2,257,631           Liabilities and Stockholders' Equity           Current liabilities:           Accounts payable         \$ 26,154         \$ 12,547           Accrued expenses and other current liabilities         46,496         22,908           Accrued compensation         111,948         93,622           Deferred revenue         923,749         571,286           Operating lease liabilities         26,100         19,842           Total current liabilities         26,000         19,842           Convertible senior notes, net         968,674         913,538           Deferred revenue, noncurrent         97,374         59,315           Operating lease liabilities, noncurrent         50,948         31,225           Other noncurrent liabilities         7,922         4,453           Total liabilities         2,259,365         1,728,736           Stockholders' Equity	Deferred contract acquisition costs, noncurrent		210,792		149,657		
Other noncurrent assets         21,870         15,650           Total assets         2,832,665         2,257,631           Liabilities and Stockholders' Equity           Current liabilities:           Accounts payable         \$ 26,154         \$ 12,547           Accrued expenses and other current liabilities         46,496         22,908           Accrued compensation         111,948         93,622           Deferred revenue         923,749         571,286           Operating lease liabilities         26,100         19,842           Total current liabilities         1,134,447         720,205           Convertible senior notes, net         968,674         913,538           Deferred revenue, noncurrent         97,374         59,315           Operating lease liabilities, noncurrent         50,948         31,225           Other noncurrent liabilities         7,922         4,453           Total liabilities         2,259,365         1,728,736           Stockholders' Equity	Acquired intangible assets, net		31,819		32,129		
Total assets         \$ 2,832,665         \$ 2,257,631           Liabilities and Stockholders' Equity           Current liabilities:           Accounts payable         \$ 26,154         \$ 12,547           Accrued expenses and other current liabilities         46,496         22,908           Accrued compensation         111,948         93,622           Deferred revenue         923,749         571,286           Operating lease liabilities         26,100         19,842           Total current liabilities         1,134,447         720,205           Convertible senior notes, net         968,674         913,538           Deferred revenue, noncurrent         97,374         59,315           Operating lease liabilities, noncurrent         50,948         31,225           Other noncurrent liabilities         7,922         4,453           Total liabilities         2,259,365         1,728,736           Stockholders' Equity	Goodwill		78,547		58,977		
Liabilities and Stockholders' Equity           Current liabilities:           Accounts payable         \$ 26,154         \$ 12,547           Accrued expenses and other current liabilities         46,496         22,908           Accrued compensation         111,948         93,622           Deferred revenue         923,749         571,286           Operating lease liabilities         26,100         19,842           Total current liabilities         1,134,447         720,205           Convertible senior notes, net         968,674         913,538           Deferred revenue, noncurrent         97,374         59,315           Operating lease liabilities, noncurrent         50,948         31,225           Other noncurrent liabilities         7,922         4,453           Total liabilities         2,259,365         1,728,736           Stockholders' Equity	Other noncurrent assets		21,870		15,650		
Current liabilities:         Accounts payable       \$ 26,154       \$ 12,547         Accrued expenses and other current liabilities       46,496       22,908         Accrued compensation       111,948       93,622         Deferred revenue       923,749       571,286         Operating lease liabilities       26,100       19,842         Total current liabilities       1,134,447       720,205         Convertible senior notes, net       968,674       913,538         Deferred revenue, noncurrent       97,374       59,315         Operating lease liabilities, noncurrent       50,948       31,225         Other noncurrent liabilities       7,922       4,453         Total liabilities       2,259,365       1,728,736         Stockholders' Equity	Total assets	\$	2,832,665	\$	2,257,631		
Accounts payable       \$ 26,154       \$ 12,547         Accrued expenses and other current liabilities       46,496       22,908         Accrued compensation       111,948       93,622         Deferred revenue       923,749       571,286         Operating lease liabilities       26,100       19,842         Total current liabilities       1,134,447       720,205         Convertible senior notes, net       968,674       913,538         Deferred revenue, noncurrent       97,374       59,315         Operating lease liabilities, noncurrent       50,948       31,225         Other noncurrent liabilities       7,922       4,453         Total liabilities       2,259,365       1,728,736         Stockholders' Equity	Liabilities and Stockholders' Equity						
Accrued expenses and other current liabilities       46,496       22,908         Accrued compensation       111,948       93,622         Deferred revenue       923,749       571,286         Operating lease liabilities       26,100       19,842         Total current liabilities       1,134,447       720,205         Convertible senior notes, net       968,674       913,538         Deferred revenue, noncurrent       97,374       59,315         Operating lease liabilities, noncurrent       50,948       31,225         Other noncurrent liabilities       7,922       4,453         Total liabilities       2,259,365       1,728,736         Stockholders' Equity	Current liabilities:						
Accrued compensation       111,948       93,622         Deferred revenue       923,749       571,286         Operating lease liabilities       26,100       19,842         Total current liabilities       1,134,447       720,205         Convertible senior notes, net       968,674       913,538         Deferred revenue, noncurrent       97,374       59,315         Operating lease liabilities, noncurrent       50,948       31,225         Other noncurrent liabilities       7,922       4,453         Total liabilities       2,259,365       1,728,736         Stockholders' Equity	Accounts payable	\$	26,154	\$	12,547		
Deferred revenue         923,749         571,286           Operating lease liabilities         26,100         19,842           Total current liabilities         1,134,447         720,205           Convertible senior notes, net         968,674         913,538           Deferred revenue, noncurrent         97,374         59,315           Operating lease liabilities, noncurrent         50,948         31,225           Other noncurrent liabilities         7,922         4,453           Total liabilities         2,259,365         1,728,736           Stockholders' Equity	Accrued expenses and other current liabilities		46,496		22,908		
Operating lease liabilities         26,100         19,842           Total current liabilities         1,134,447         720,205           Convertible senior notes, net         968,674         913,538           Deferred revenue, noncurrent         97,374         59,315           Operating lease liabilities, noncurrent         50,948         31,225           Other noncurrent liabilities         7,922         4,453           Total liabilities         2,259,365         1,728,736           Stockholders' Equity	Accrued compensation		111,948		93,622		
Total current liabilities         1,134,447         720,205           Convertible senior notes, net         968,674         913,538           Deferred revenue, noncurrent         97,374         59,315           Operating lease liabilities, noncurrent         50,948         31,225           Other noncurrent liabilities         7,922         4,453           Total liabilities         2,259,365         1,728,736           Stockholders' Equity	Deferred revenue		923,749		571,286		
Convertible senior notes, net         968,674         913,538           Deferred revenue, noncurrent         97,374         59,315           Operating lease liabilities, noncurrent         50,948         31,225           Other noncurrent liabilities         7,922         4,453           Total liabilities         2,259,365         1,728,736           Stockholders' Equity	Operating lease liabilities		26,100	-	19,842		
Deferred revenue, noncurrent         97,374         59,315           Operating lease liabilities, noncurrent         50,948         31,225           Other noncurrent liabilities         7,922         4,453           Total liabilities         2,259,365         1,728,736           Stockholders' Equity	Total current liabilities		1,134,447		720,205		
Operating lease liabilities, noncurrent         50,948         31,225           Other noncurrent liabilities         7,922         4,453           Total liabilities         2,259,365         1,728,736           Stockholders' Equity	Convertible senior notes, net		968,674		913,538		
Other noncurrent liabilities7,9224,453Total liabilities2,259,3651,728,736Stockholders' Equity	Deferred revenue, noncurrent		97,374		59,315		
Total liabilities 2,259,365 1,728,736 Stockholders' Equity	Operating lease liabilities, noncurrent		50,948		31,225		
Stockholders' Equity	Other noncurrent liabilities		7,922	-	4,453		
• •	Total liabilities		2,259,365		1,728,736		
Common shock	Stockholders' Equity						
Common stock 143 139	Common stock		143		139		
Additional paid-in capital 1,590,885 1,131,006	Additional paid-in capital		1,590,885		1,131,006		
Accumulated other comprehensive loss (25,850)	Accumulated other comprehensive loss		(25,850)		(650)		
Accumulated deficit (991,878) (601,600)	Accumulated deficit		(991,878)		(601,600)		
Total stockholders' equity 573,300 528,895	Total stockholders' equity		573,300		528,895		
Total liabilities and stockholders' equity \$ 2,832,665 \$ 2,257,631	Total liabilities and stockholders' equity	\$	2,832,665	\$	2,257,631		

# ZSCALER, INC. Condensed Consolidated Statements of Cash Flows

(in thousands) (unaudited)

Year Ended	
July 31,	

	ouly 51,				
		2022	2021		
Cash Flows From Operating Activities		_			
Net loss	\$	(390,278) \$	(262,029)		
Adjustments to reconcile net loss to cash provided by operating activities:					
Depreciation and amortization expense		40,456	29,663		
Amortization expense of acquired intangible assets		9,010	6,795		
Amortization of deferred contract acquisition costs		68,531	40,558		
Amortization of debt discount and issuance costs		55,141	51,923		
Non-cash operating lease costs		25,626	20,995		
Stock-based compensation expense		409,562	258,535		
Amortization of investment premiums, net of accretion of purchase discounts		6,580	11,715		
Deferred income taxes		(562)	(2,406)		
Impairment of assets		_	416		
Other		395	307		
Changes in operating assets and liabilities, net of effects of business acquisitions					

Accounts receivable	(143,336)	(111,605)
Deferred contract acquisition costs	(158,503)	(137,673)
Prepaid expenses, other current and noncurrent assets	(10,287)	(3,388)
Accounts payable	14,358	7,451
Accrued expenses, other current and noncurrent liabilities	13,377	6,532
Accrued compensation	18,326	43,877
Deferred revenue	391,179	262,425
Operating lease liabilities	(27,663)	(22,051)
Net cash provided by operating activities	321,912	202,040
Cash Flows From Investing Activities		
Purchases of property, equipment and other assets	(69,296)	(48,165)
Capitalized internal-use software	(21,284)	(10,132)
Payments for business acquisitions, net of cash acquired	(25,287)	(40,530)
Strategic investments	_	(3,077)
Purchases of short-term investments	(844,944)	(815,480)
Proceeds from maturities of short-term investments	1,334,874	785,217
Proceeds from sale of short-term investments		22,499
Net cash provided by (used in) investing activities	374,063	(109,668)
Cash Flows From Financing Activities		
Proceeds from issuance of common stock upon exercise of stock options	6,943	18,221
Proceeds from issuance of common stock under the employee stock purchase plan	34,649	25,704
Payment of deferred consideration related to business acquisitions	(250)	(2,250)
Other	(5)	
Net cash provided by financing activities	41,337	41,675
Net increase in cash and cash equivalents (1)	737,312	134,047
Cash and cash equivalents at beginning of period <sup>(1)</sup>	275,898	141,851
Cash and cash equivalents at end of period (1)	\$ 1,013,210	\$ 275,898

<sup>(1)</sup> We did not hold restricted cash for any periods presented.

# ZSCALER, INC.

# Reconciliation of GAAP to Non-GAAP Financial Measures

(in thousands, except percentages) (unaudited)

		Three Months Ended				Year Ended				
	July 31,					Jul				
		2022		2021		2022		2021		
Revenue	\$	318,059	\$	197,074	\$	1,090,946	\$	673,100		
Non-GAAP Gross Profit and Non-GAAP Gross Margin										
GAAP gross profit	\$	249,751	\$	151,596	\$	848,664	\$	522,783		
Add:										
Stock-based compensation expense and related payroll taxes		7,696		5,033		25,292		15,272		
Amortization expense of acquired intangible assets		1,939		1,958		7,975		6,468		
Non-GAAP gross profit	\$	259,386	\$	158,587	\$	881,931	\$	544,523		
GAAP gross margin		79%		77%		78%		78%		
Non-GAAP gross margin		82%		80%		81%		81%		
Non-GAAP Income from Operations and Non-GAAP Operating Margin										
GAAP loss from operations	\$	(82,529)	\$	(67,397)	\$	(327,429)	\$	(207,812)		
Add:										
Stock-based compensation expense and related payroll taxes		118,315		85,943		430,020		278,562		
Amortization expense of acquired intangible assets		2,315		2,066		9,010		6,795		
Asset impairment related to facility exit <sup>(1)</sup>		_		_		_		416		
Non-GAAP income from operations	\$	38,101	\$	20,612	\$	111,601	\$	77,961		
GAAP operating margin		(26)%		(34)%		(30)%		(31)%		

# ZSCALER, INC.

# Reconciliation of GAAP to Non-GAAP Financial Measures

(in thousands, except per share amounts) (unaudited)

	Three Months Ended					Year Ended 			
	July 31,								
		2022		2021		2022		2021	
Non-GAAP Net Income per Share, Diluted		_		_		_			
GAAP net loss	\$	(97,652)	\$	(81,023)	\$	(390,278)	\$	(262,029)	
Stock-based compensation expense and related payroll taxes		118,315		85,943		430,020		278,562	
Amortization expense of acquired intangible assets		2,315		2,066		9,010		6,795	
Asset impairment related to facility exit <sup>(1)</sup>		_		_		_		416	
Amortization of debt discount and issuance costs		14,098		13,274		55,141		51,923	
Benefit for income taxes <sup>(2)</sup>		(682)		_		(2,597)		_	
Non-GAAP net income	\$	36,394	\$	20,260	\$	101,296	\$	75,667	
GAAP net loss per share, diluted	\$	(0.69)	\$	(0.59)	\$	(2.77)	\$	(1.93)	
Stock-based compensation expense and related payroll taxes	φ	0.81	φ	0.59	φ	2.92	φ	1.92	
Amortization expense of acquired intangible assets		0.01		0.03		0.06		0.05	
Asset impairment related to facility exit <sup>(1)</sup>		0.02		0.01		0.00		0.03	
Amortization of debt discount and issuance costs		0.10		0.09		0.37		0.36	
		0.10		0.09				0.30	
Benefit for income taxes <sup>(2)</sup>		_		_		(0.02)			
Adjustment to total fully diluted earnings per share $^{(3)}$		0.01	_	0.04	_	0.13	_	0.12	
Non-GAAP net income per share, diluted	\$	0.25	\$	0.14	\$	0.69	\$	0.52	
Denominator:									
Weighted-average shares used in computing GAAP net loss per share,									
diluted		142,355		137,778		140,895		135,654	
Potentially diluted shares		4,260		9,869		9,232		10,361	
Antidilutive impact of capped call transactions <sup>(4)</sup>		(208)		(1,973)		(2,875)		(1,167)	
Weighted-average shares used in computing non-GAAP net income per share, diluted		146,407		145,674		147,252		144,848	

<sup>(1)</sup> Consists of asset impairment charges related to the relocation of our corporate headquarters.

# ZSCALER, INC. Reconciliation of GAAP to Non-GAAP Financial Measures

(in thousands, except percentages) (unaudited)

<sup>(1)</sup> Consists of asset impairment charges related to the relocation of our corporate headquarters.

<sup>(2)</sup> We use our GAAP provision for income taxes for purposes of determining our non-GAAP income tax expense. The difference between our GAAP and non-GAAP income tax expense represents the effects of stock-based compensation expense recognized in foreign jurisdictions and any income tax benefits associated with business combinations. The income tax benefit related to stock-based compensation expense included in the GAAP provision for income taxes was not material for all periods presented. In the fiscal quarters ended July 31, 2022 and January 31, 2022, we recorded a tax benefit of \$0.7 million and \$0.4 million, respectively, generated by intangible assets acquired in business acquisitions. In the fiscal quarter ended April 30, 2022, we recorded a tax benefit of \$1.5 million associated with a refund of certain foreign withholding taxes relating to the prior fiscal year.

<sup>(3)</sup> The sum of the fully diluted earnings per share impact of individual reconciling items may not total to fully diluted Non-GAAP net income per share due to the weighted-average shares used in computing the GAAP net loss per share differs from the weighted-average shares used in computing the Non-GAAP net income per share and due to rounding of the individual reconciling items. The GAAP net loss per share calculation uses a lower share count as it excludes potentially dilutive shares, which are included in calculating the non-GAAP net income per share.

<sup>(4)</sup> We exclude the in-the-money portion of our convertible senior notes for non-GAAP weighted-average diluted shares as they are covered by our capped call transactions. Our outstanding capped call transactions are antidilutive under GAAP, but are expected to mitigate the dilutive effect of our convertible notes and therefore are included in the calculations of non-GAAP diluted shares outstanding.

	July 31,					Jul	ly 31,			
		2022	2021			2022		2021		
Calculated billings										
Revenue	\$	318,059	\$	197,074	\$	1,090,946	\$	673,100		
Add: Total deferred revenue, end of period		1,021,123		630,601		1,021,123		630,601		
Less: Total deferred revenue, beginning of period		(818,743)		(495,434)		(630,601)		(369,767)		
Calculated billings	\$	\$ 520,439		332,241	\$	1,481,468	\$	933,934		
Free cash flow										
Net cash provided by operating activities	\$	103,138	\$	44,736	\$	321,912	\$	202,040		
Less: Purchases of property, equipment and other assets		(21,250)		(13,950)		(69,296)		(48,165)		
Less: Capitalized internal-use software		(7,117)		(3,085)		(21,284)		(10,132)		
Free cash flow	\$	74,771	\$	27,701	\$	231,332	\$	143,743		
Free cash flow margin										
Net cash provided by operating activities, as a percentage of revenue		32%		23%		30%		30%		
Less: Purchases of property, equipment and other assets, as a percentage of revenue		(6)%		(7)%		(7)%		(7)%		
Less: Capitalized internal-use software, as a percentage of revenue		(2)%		(2)%		(2)%		(2)%		
Free cash flow margin		24%		14%		21%		21%		
					_					

# ZSCALER, INC. Explanation of Non-GAAP Financial Measures

In addition to our results determined in accordance with generally accepted accounting principles in the United States of America (GAAP), we believe the following non-GAAP measures are useful in evaluating our operating performance. We use the following non-GAAP financial information to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that non-GAAP financial information, when taken collectively, may be helpful to investors because it provides consistency and comparability with past financial performance. However, non-GAAP financial information is presented for supplemental informational purposes only, has limitations as an analytical tool and should not be considered in isolation or as a substitute for financial information presented in accordance with GAAP. In particular, free cash flow is not a substitute for cash provided by operating activities. Additionally, the utility of free cash flow as a measure of our liquidity is further limited as it does not represent the total increase or decrease in our cash balance for a given period. In addition, other companies, including companies in our industry, may calculate similarly-titled non-GAAP measures differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of our non-GAAP financial measures as tools for comparison. A reconciliation of our historical non-GAAP financial measures to their most directly comparable financial measures stated in accordance with GAAP has been included in this press release. Investors are cautioned that there are a number of limitations associated with the use of non-GAAP financial measures and key metrics as analytical tools. Investors are encouraged to review these reconciliations, and not to rely on any single financial measure to evaluate our business.

#### **Expenses Excluded from Non-GAAP Measures**

Stock-based compensation expense is excluded primarily because it is a non-cash expense that management believes is not reflective of our ongoing operational performance. Employer payroll taxes related to stock-based compensation, which is a cash expense, are excluded because these are tied to the timing and size of the exercise or vesting of the underlying equity awards and the price of our common stock at the time of vesting or exercise, which may vary from period to period independent of the operating performance of our business. Amortization expense of intangible assets acquired in business acquisitions and related income tax effects, if applicable, are excluded because these are considered by management to be outside of our core business operating performance. Asset impairments related to facility exit costs are excluded because such charges are not reflective of our ongoing operational performance. Amortization of debt discount and issuance costs from our convertible senior notes are excluded because these are non-cash expenses and are not reflective of our ongoing operational performance. We estimate the tax effect of these items on our non-GAAP results and may adjust our GAAP provision for income taxes, if such effects have a material impact to our non-GAAP results.

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

**Non-GAAP Gross Profit and Non-GAAP Gross Margin**. We define non-GAAP gross profit as GAAP gross profit excluding stock-based compensation expense and related employer payroll taxes and amortization expense of acquired intangible assets. We define non-GAAP gross margin as non-GAAP gross profit as a percentage of revenue.

**Non-GAAP Income from Operations and Non-GAAP Operating Margin**. We define non-GAAP income from operations as GAAP loss from operations excluding stock-based compensation expense and related employer payroll taxes, amortization expense of acquired intangible assets and asset impairment related to facility exit. We define non-GAAP operating margin as non-GAAP income from operations as a percentage of revenue.

**Non-GAAP Net Income per Share, Diluted**. We define non-GAAP net income as GAAP net loss excluding stock-based compensation expense and related employer payroll taxes, amortization expense of acquired intangible assets, asset impairment related to facility exit, amortization of debt discount and issuance costs, any income tax benefits associated with business combinations and refunds of certain foreign withholding taxes related to prior fiscal periods. We define non-GAAP net income per share, diluted, as non-GAAP net income divided by the weighted-average diluted shares outstanding, which includes the effect of potentially diluted common stock equivalents outstanding during the period and the anti-dilutive impact of the capped call transactions entered into in connection with our convertible senior notes.

Calculated Billings. We define calculated billings as total revenue plus the change in deferred revenue in a period. Calculated billings in any particular period aims to reflect amounts invoiced for subscriptions to access our cloud platform, together with related support services for our new and

existing customers. We typically invoice our customers annually in advance, and to a lesser extent quarterly in advance, monthly in advance or multi-year in advance.

Free Cash Flow and Free Cash Flow Margin. We define free cash flow as net cash provided by operating activities less purchases of property, equipment and other assets and capitalized internal-use software. We define free cash flow margin as free cash flow divided by revenue. We believe that free cash flow and free cash flow margin are useful indicators of liquidity that provide information to management and investors about the amount of cash generated from our operations that, after the investments in property, equipment and other assets and capitalized internal-use software, can be used for strategic initiatives.