



Investor Presentation

June 2022



Disclaimer

Forward Looking Statements

Any statements made in this presentation that are not statements of historical fact, including statements about our beliefs and expectations, are forward-looking statements and should be evaluated as such. Forward-looking statements include information concerning possible or assumed future results of operations, including descriptions of our business plan and strategies. Forward-looking statements are based on Vertex management's beliefs, as well as assumptions made by, and information currently available to, them. Because such statements are based on expectations as to future financial and operating results and are not statements of fact, actual results may differ materially from those projected. Factors which may cause actual results to differ materially from current expectations include, but are not limited to: potential effects on our business of the COVID-19 pandemic; our ability to attract new customers on a cost-effective basis and the extent to which existing customers renew and upgrade their subscriptions; our ability to sustain and expand revenues, maintain profitability, and to effectively manage our anticipated growth; our ability to maintain and expand our strategic relationships with third parties; and the other factors described under the heading "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2021 as filed with the Securities Exchange Commission ("SEC") and the Company's subsequent filings with the SEC. Copies of each filing may be obtained from the Company or the SEC. All forward-looking statements reflect our beliefs and assumptions only as of the date of this presentation. We undertake no obligation to update forward-looking statements to reflect future events or circumstances.

Definitions of Certain Key Business Metrics

Annual Recurring Revenue – We derive the vast majority of our revenues from recurring software subscriptions. We believe ARR provides us with visibility to our projected software subscription revenues in order to evaluate the health of our business. Because we recognize subscription revenues ratably, we believe investors can use ARR to measure our expansion of existing customer revenues, new customer activity, and as an indicator of future software subscription revenues. ARR is based on monthly recurring revenues ("MRR") from software subscriptions for the most recent month at period end, multiplied by twelve. MRR is calculated by dividing the software subscription price, inclusive of discounts, by the number of subscription covered months. MRR only includes customers with MRR at the end of the last month of the measurement period.

Net Revenue Retention Rate – We believe that our NRR provides insight into our ability to retain and grow revenues from our customers, as well as their potential long-term value to us. We also believe it demonstrates to investors our ability to expand existing customer revenues, which is one of our key growth strategies. Our NRR refers to the ARR expansion during the 12 months of a reporting period for all customers who were part of our customer base at the beginning of the reporting period. Our NRR calculation takes into account any revenues lost from departing customers or customers who have downgraded or reduced usage, as well as any revenue expansion from migrations, new licenses for additional products or contractual and usage-based price changes.

Use and Reconciliation of Non-GAAP Financial Measures

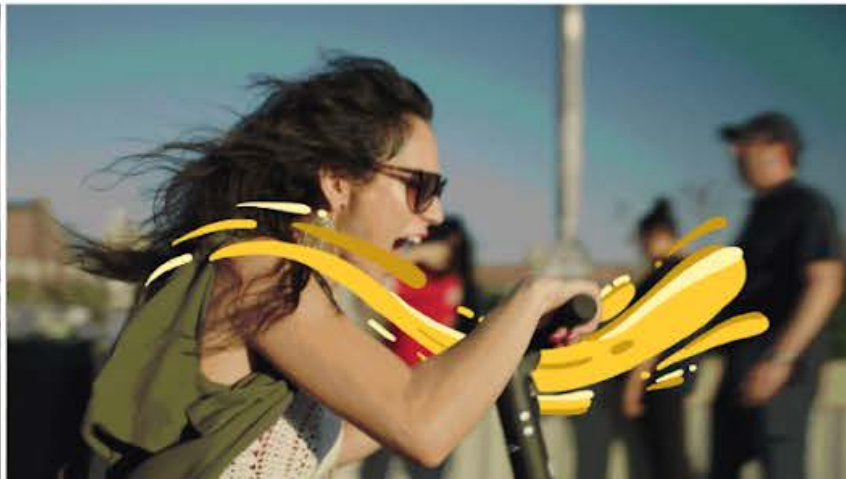
In addition to our results determined in accordance with accounting principles generally accepted in the U.S. ("GAAP"), we have calculated non-GAAP cost of revenues, non-GAAP gross profit, non-GAAP gross margin, non-GAAP research and development expense, non-GAAP selling and marketing expense, non-GAAP general and administrative expense, non-GAAP operating income, non-GAAP net income, non-GAAP diluted EPS, Adjusted EBITDA, Adjusted EBITDA margin, free cash flow and free cash flow margin, which are each non-GAAP financial measures. We have provided tabular reconciliations of each of these non-GAAP financial measures used in this presentation to its most directly comparable GAAP financial measure.

Management uses these non-GAAP financial measures to understand and compare operating results across accounting periods, for internal budgeting and forecasting purposes, and to evaluate financial performance and liquidity. Our non-GAAP financial measures are presented as supplemental disclosure as we believe they provide useful information to investors and others in understanding and evaluating our results, prospects, and liquidity period-over-period without the impact of certain items that do not directly correlate to our operating performance and that may vary significantly from period to period for reasons unrelated to our operating performance, as well as comparing our financial results to those of other companies. Our definitions of these non-GAAP financial measures may differ from similarly titled measures presented by other companies and therefore comparability may be limited. In addition, other companies may not publish these or similar metrics. Thus, our non-GAAP financial measures should be considered in addition to, not as a substitute for, or in isolation from, the financial information prepared in accordance with GAAP financial measures, and should be read in conjunction with the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2021 and in our other reports periodically filed with the SEC.

Market & Industry Data

Market data and industry information used throughout this presentation are based on management's knowledge of the industry and the good faith estimates of management. The Company also relied, to the extent available, upon management's review of independent industry surveys and publications and other publicly available information prepared by a number of third party sources. All of the market data and industry information used in this presentation involves a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. Although the Company believes that these sources are reliable, the Company cannot guarantee the accuracy or completeness of this information, and the Company has not independently verified this information. While the Company believes the estimated market position, market opportunity and market size information included in this presentation are generally reliable, such information, which is derived in part from management's estimates and beliefs, is inherently uncertain and imprecise. No representations or warranties are made by the Company, any of its affiliates or the underwriters as to the accuracy of any such statements or projections. Projections, assumptions and estimates of the Company's future performance and the future performance of the industry in which the Company operates are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described above. These and other factors could cause results to differ materially from those expressed in the Company's estimates and beliefs and in the estimates prepared by independent parties.

Our vision is to accelerate global commerce



Investment highlights



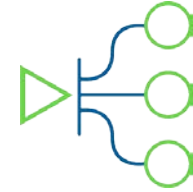
A leader in global, growing indirect tax software market



Marquee customer base across a diverse set of industries with 59% of Fortune 500⁽¹⁾



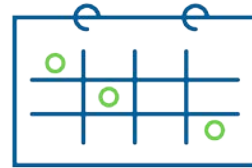
Significant cloud growth and subscription revenues



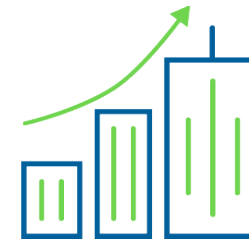
Meaningful land-and-expand motion with proven upsell track record



Market leadership due to dynamic, comprehensive content library



Highly scalable tax technology platform to support mission-critical workflows



Durable growth and profitability at scale

Notes:
1. Based on information as of December 31, 2020.

Vertex: the trusted name in tax technology for over 40 years

4,242

Customers ⁽¹⁾

>130

Countries supported ⁽²⁾

59%

of the Fortune 500 ⁽²⁾

\$442MM

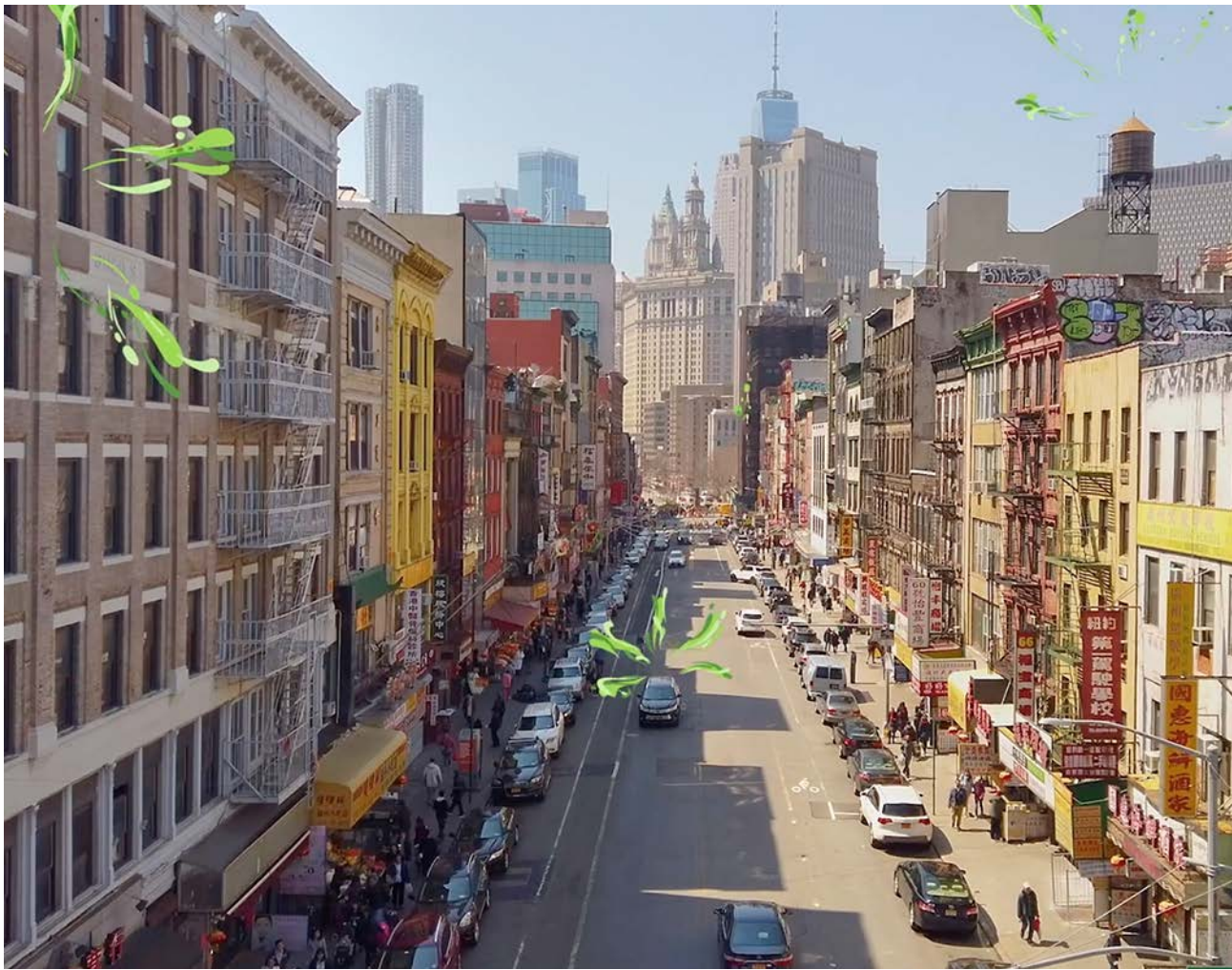
2022 LTM Revenues ⁽³⁾

84%

Subscription revenues ⁽¹⁾

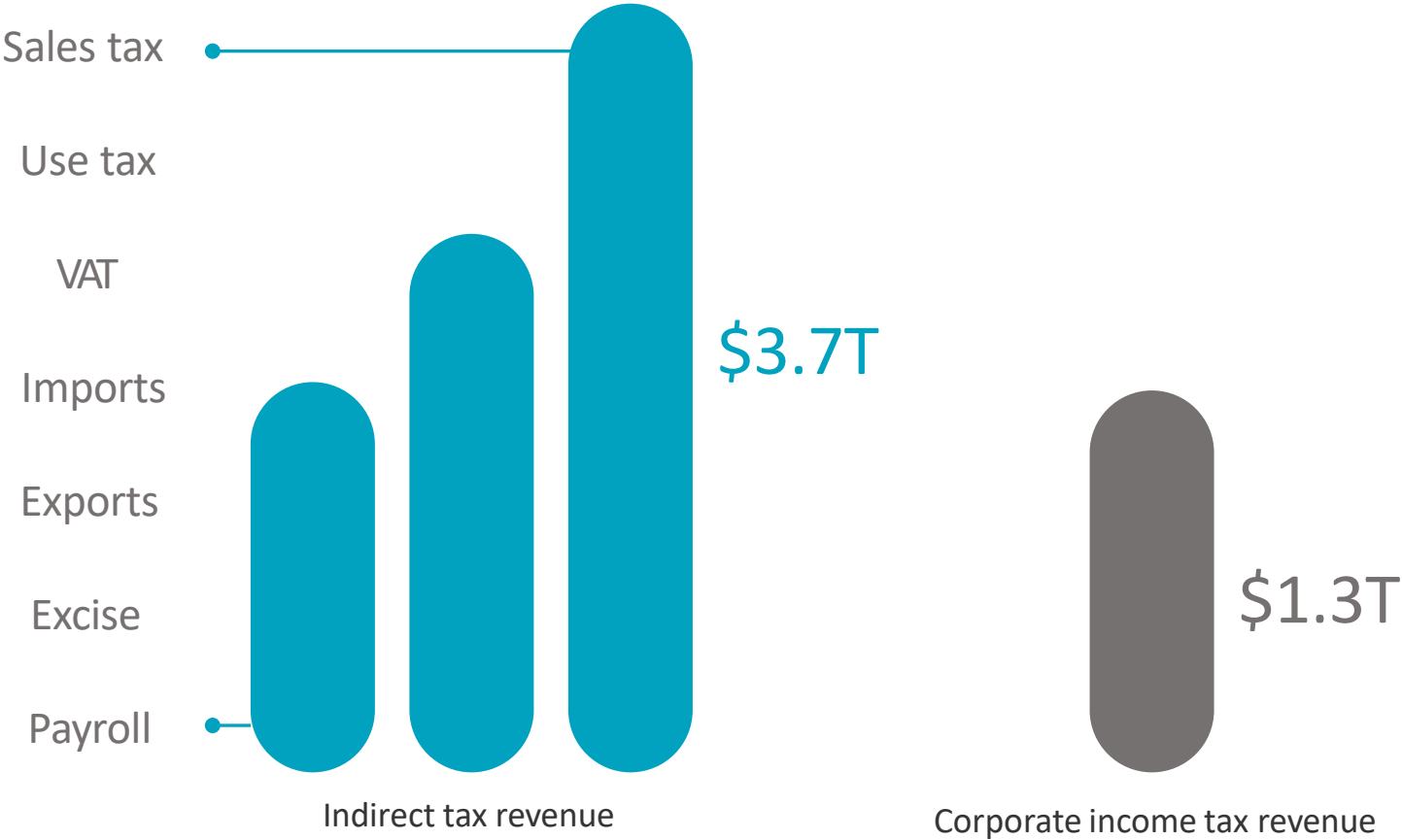
\$79MM

2022 LTM Adjusted EBITDA ⁽³⁾



Notes:
(1) Based on information as of March 31, 2022.
(2) Based on information as of December 31, 2021.
(3) Reflects last twelve months information through March 31, 2022.

Indirect taxes are significant and growing



2.5x

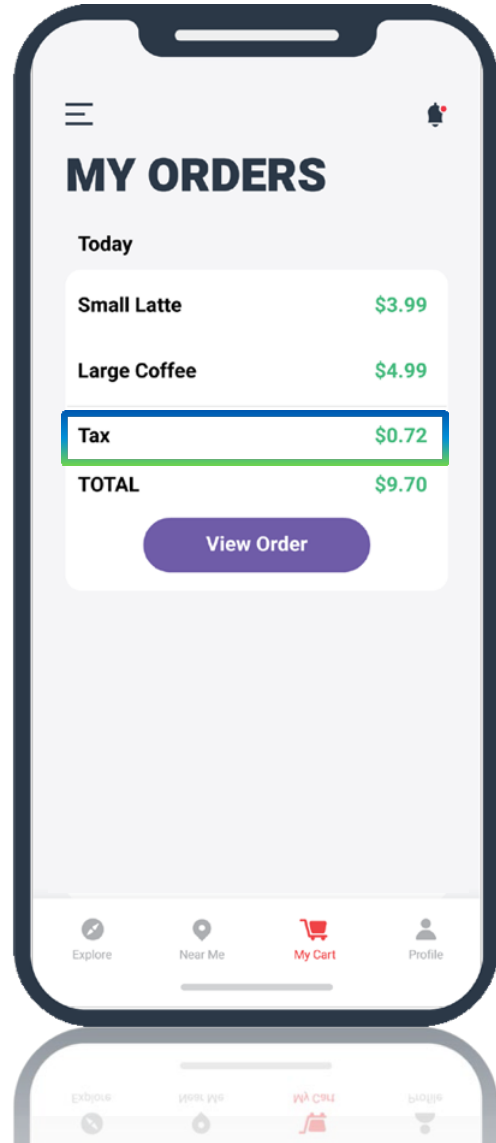
Indirect tax revenue vs. corporate income tax revenue

21%

VAT as a % of GDP in OECD countries

Source:
1. 2019 OECD Tax Database

Indirect taxes are incredibly complex...



EVERY
transaction

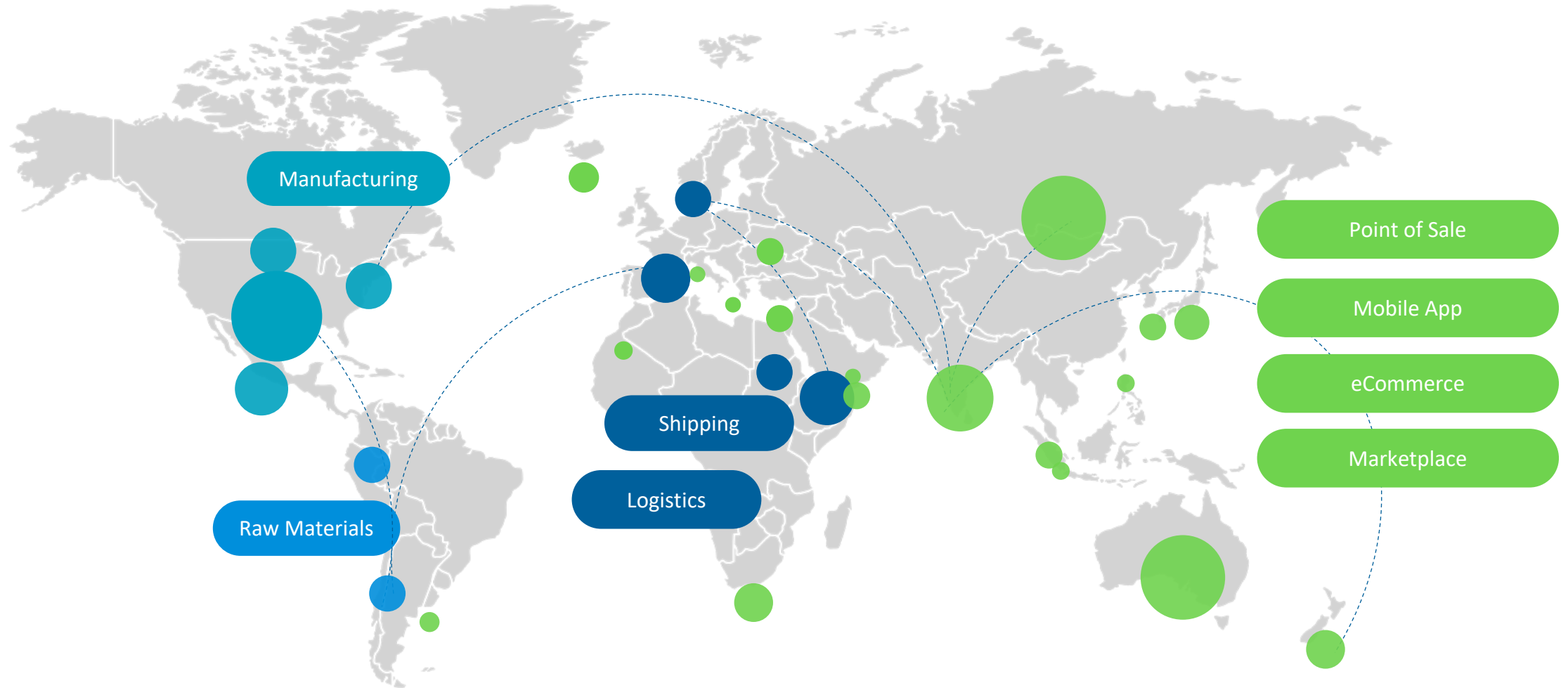
THOUSANDS
of jurisdictions

THOUSANDS
of products and services

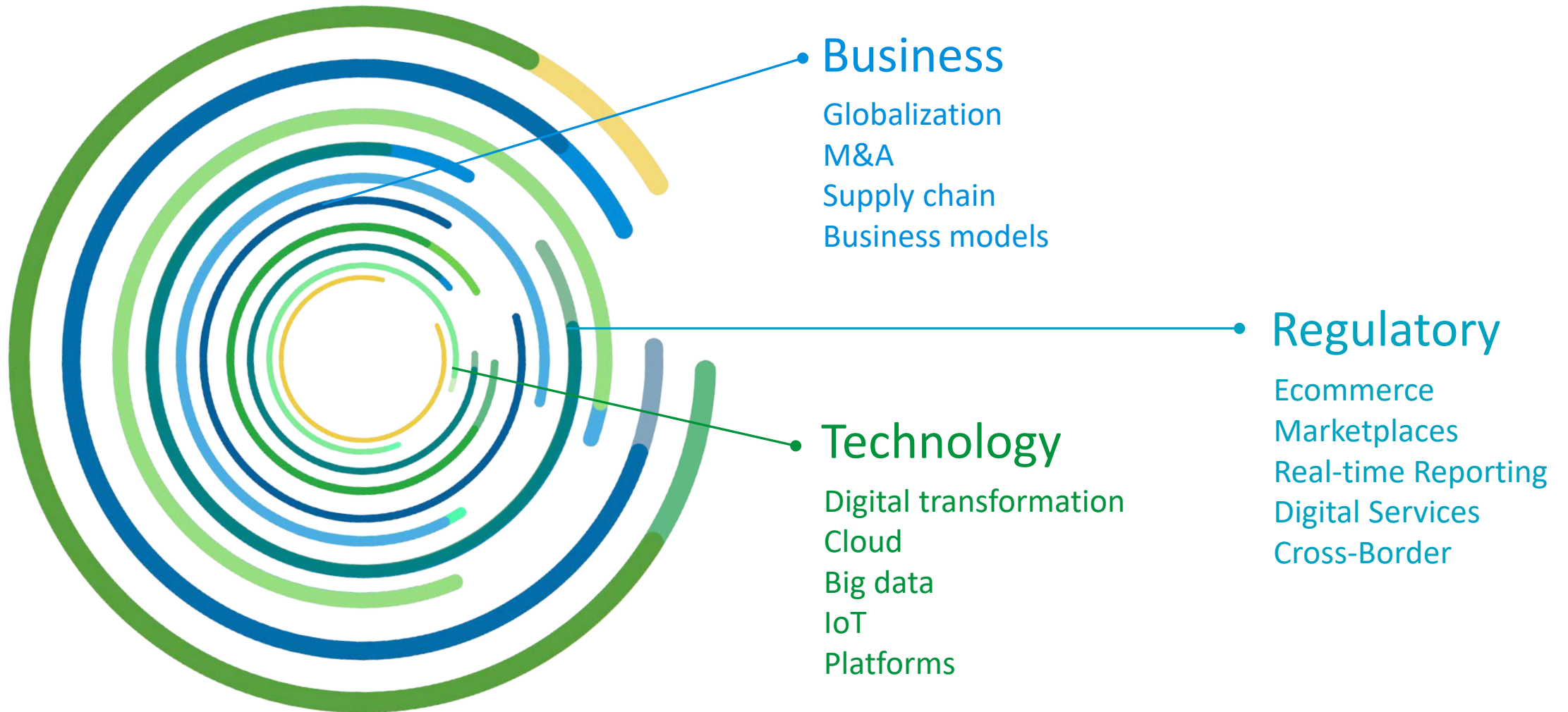
In REAL-TIME



...and occur across the global commerce supply chain...



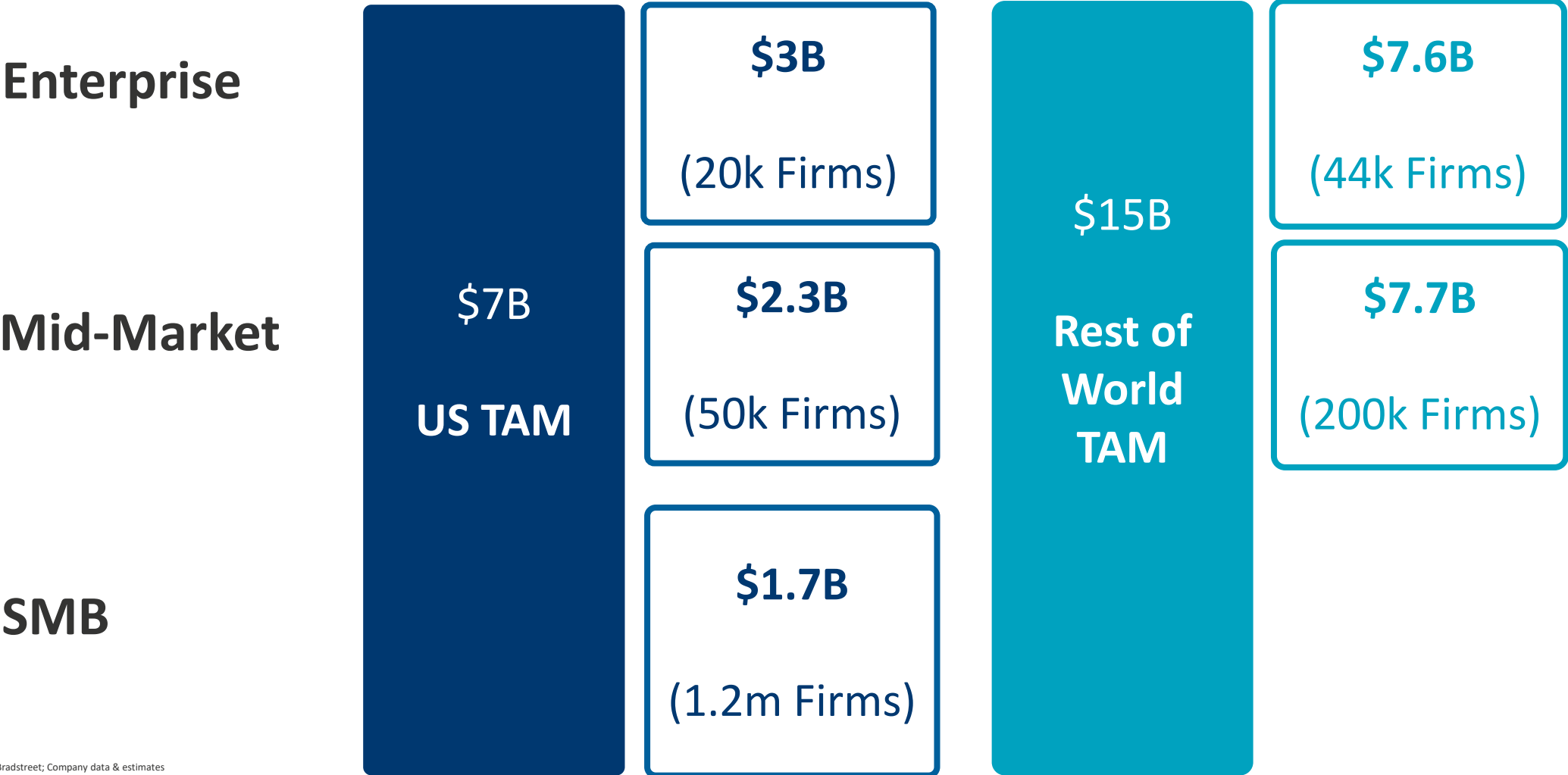
Macroeconomic shifts are compounding complexity and providing accelerating tailwinds for our growth



...and manual processes, in-house systems and native ERP are no longer sufficient to manage this complexity



We estimate a \$22B TAM with less than 10% software adoption



Source: Dun & Bradstreet; Company data & estimates

Our target segments are at the heart of the global commerce fabric



- Global enterprises and subsidiaries
- Mid-market businesses in NA and Europe
- Digital native online sellers
- B2B and B2C marketplace aggregators
- All major industry verticals
- Ecommerce and payment platforms
- Supply chain enablers

We have built a marquee customer base across a diverse set of industries

4,242⁽¹⁾

Customers

59%⁽²⁾

of the Fortune 500



9

of the Top 10
Business Services



7

of the Top 10
Communications
and Transport



8

of the Top 10
Financial Services



8

of the Top 10
Manufacturing



7

of the Top 10
Marketplaces



6

of the Top 10
Retail



6

of the Top 10
Wholesale Trade

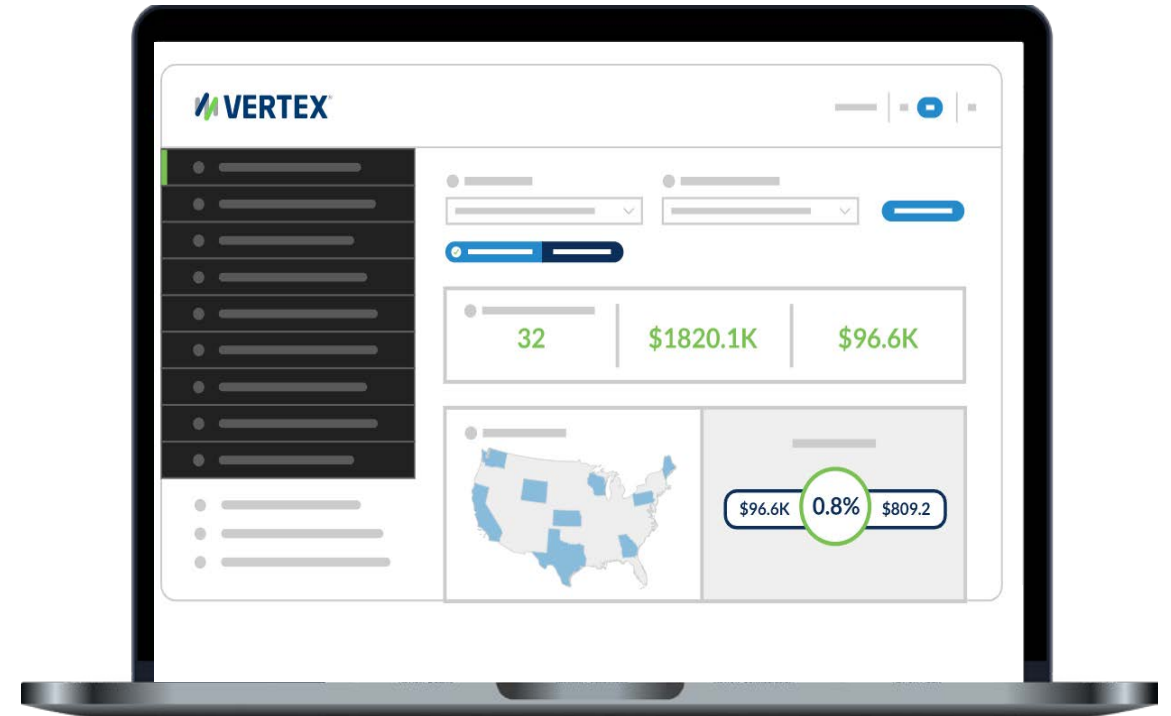
(1) Vertex total customers are based on the Vertex active customer list as of March 31, 2022.
(2) Top 10 companies within the Fortune 500 are based on annual revenues as of December 31, 2020.

Powerful end-to-end solutions

Our solutions address the complexities of the broadest set of global businesses, commerce platforms and B2B / B2C marketplaces

- Multi-jurisdictions
- Multiple transaction systems
- Multi-channel distribution
- High transaction volumes

Modular capabilities supporting multiple end-to-end use cases



TAX DETERMINATION

COMPLIANCE & REPORTING

TAX DATA MANAGEMENT

DOCUMENT MANAGEMENT

Registration

Product Mapping

Calculation

Exemptions

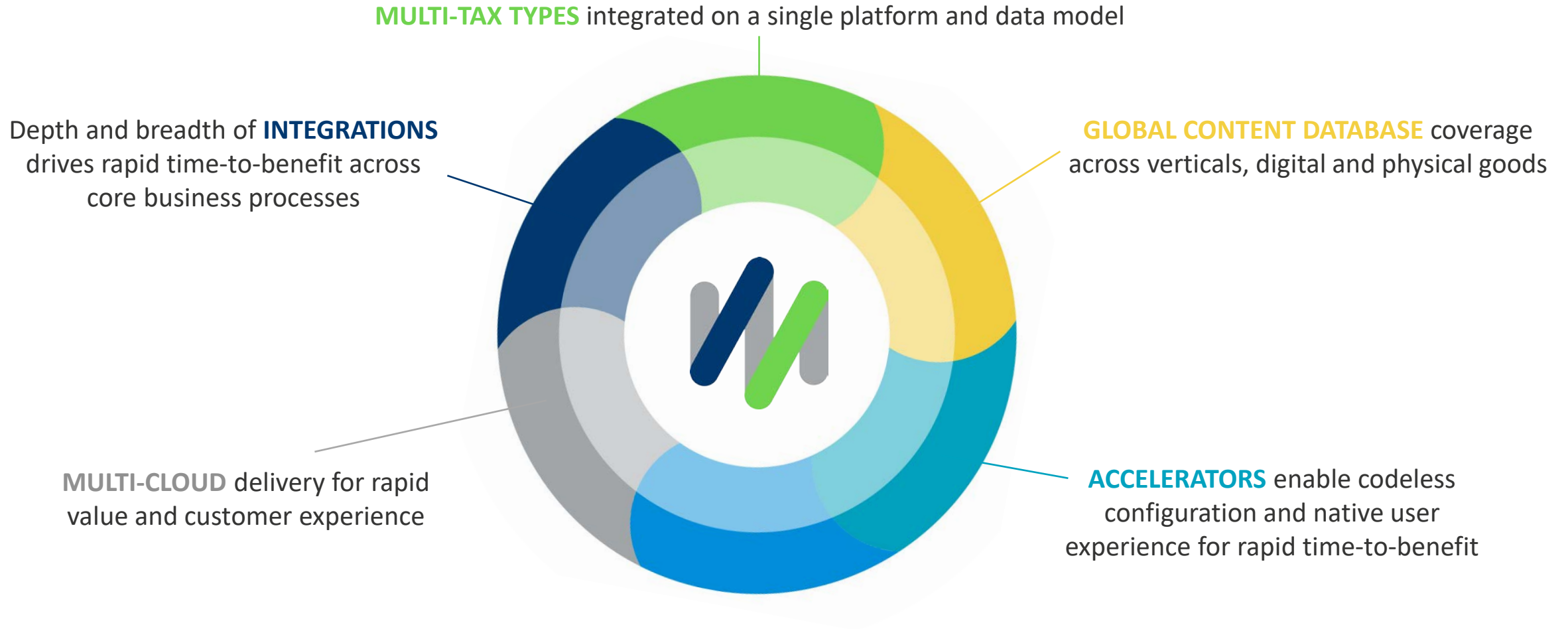
Compliance

Invoicing

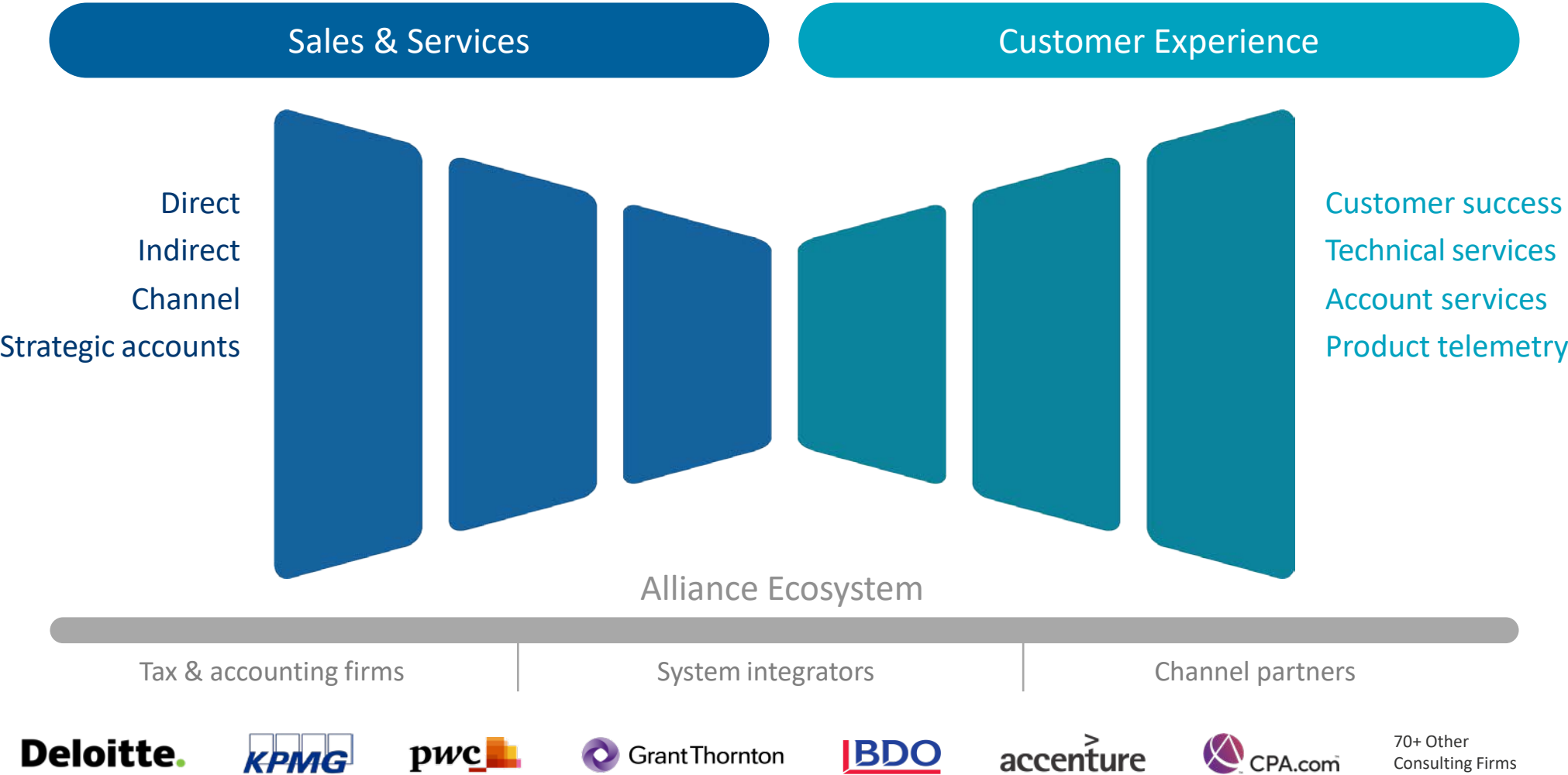
Payments

Reporting

Strong and differentiated capabilities with high barriers to entry



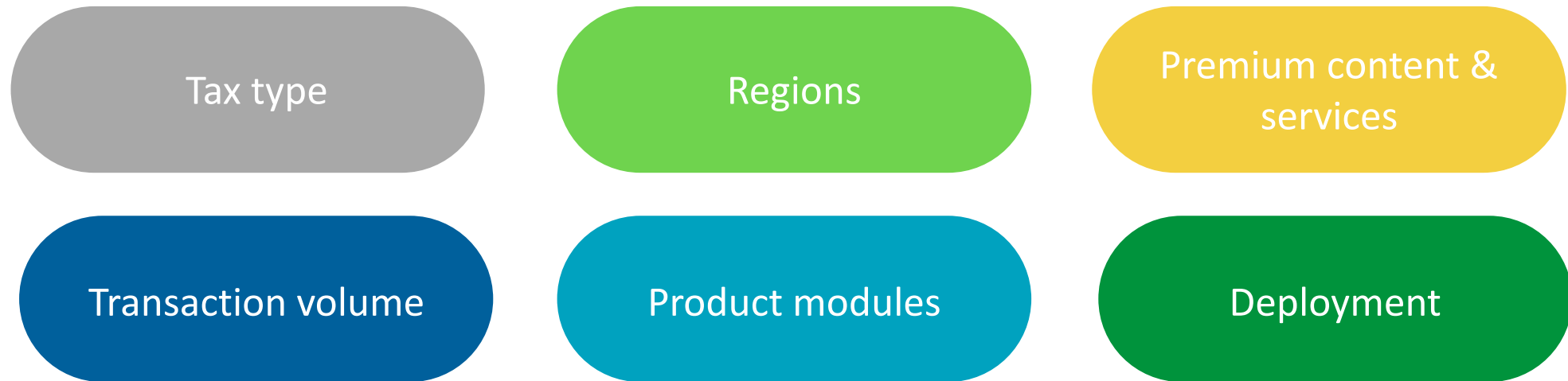
Land-and-expand go-to-market model provides operating leverage



Deeply-integrated ecosystem with unparalleled scale on the platforms that power global commerce

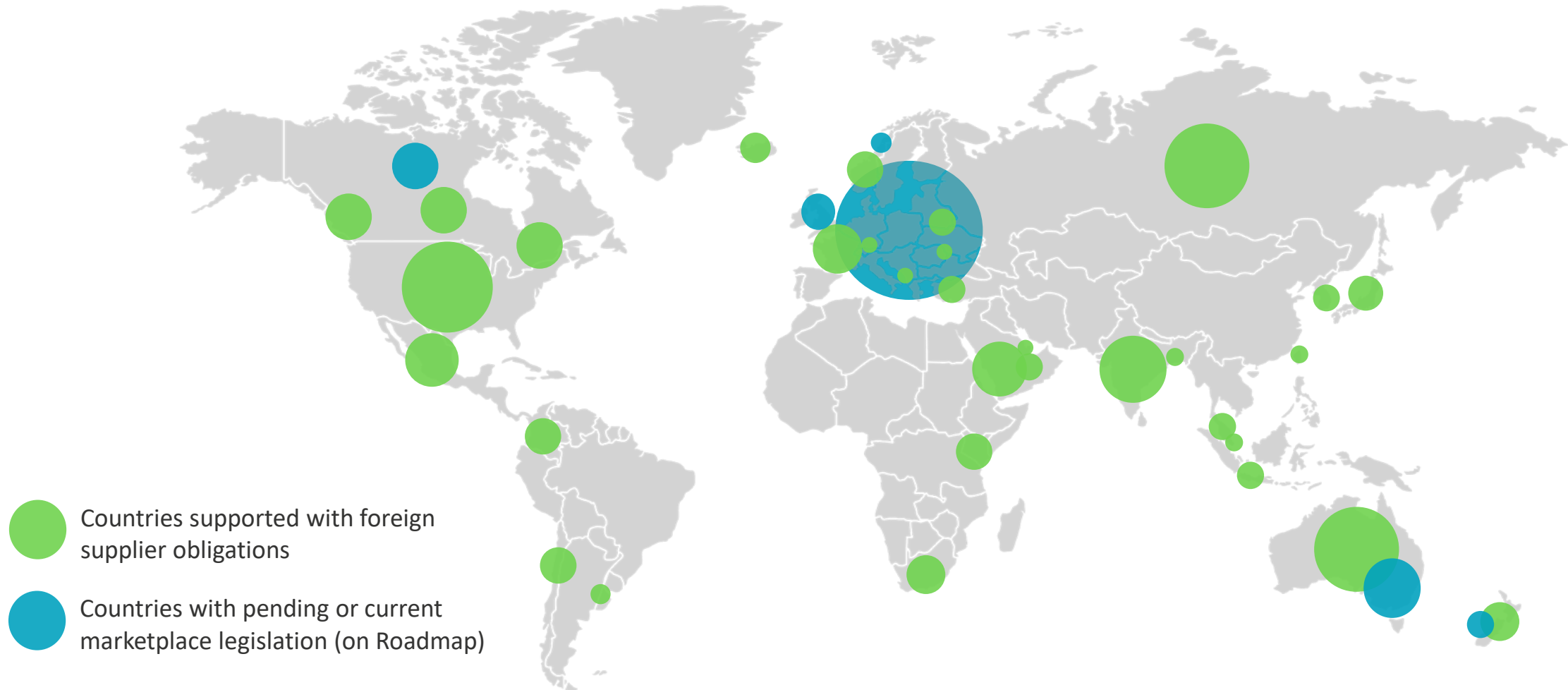


Multiple levers to monetize our large and growing install base



Regulatory landscape is expanding beyond the enterprise

Global reach to capitalize on emerging compliance requirements



Multiple drivers of future growth



Expand existing
customer revenues



Acquire new customers



Broaden & deepen our partner ecosystem

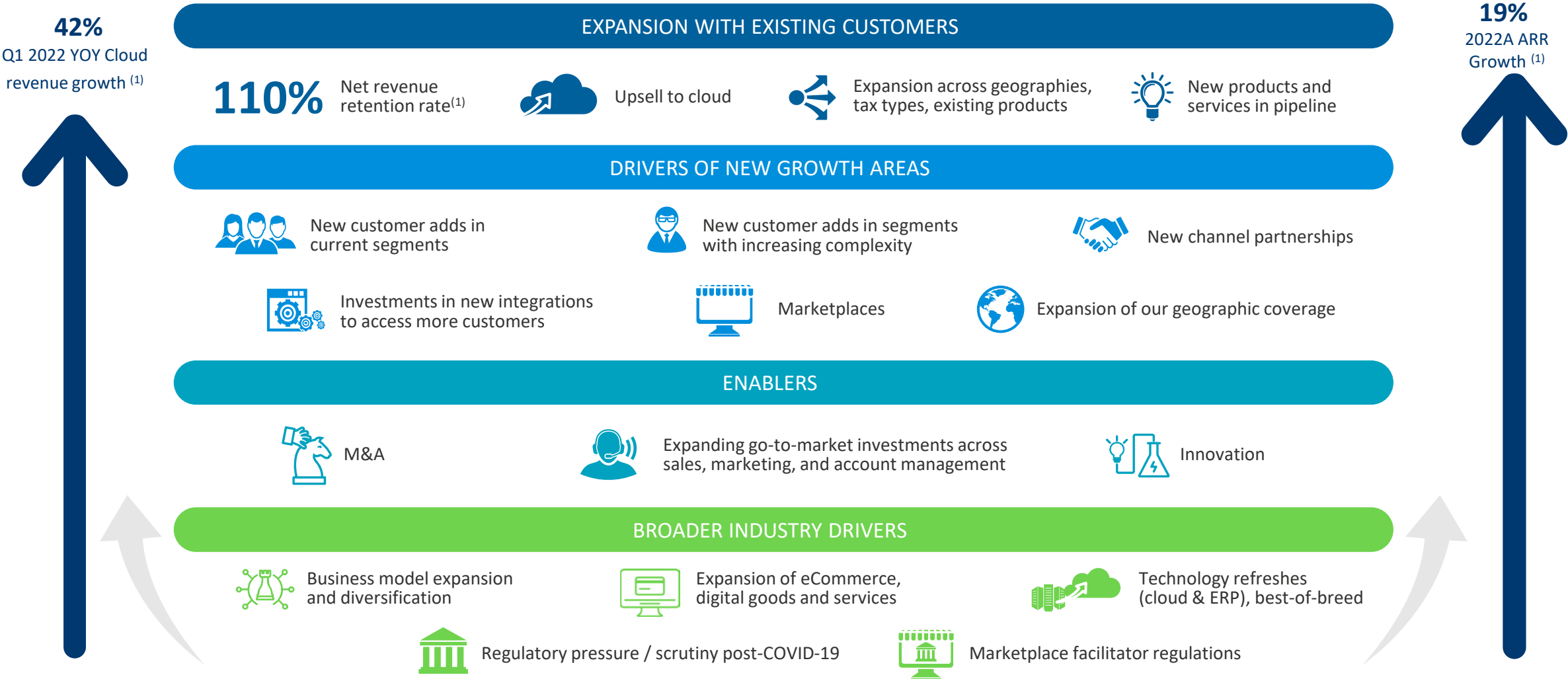


Extend global footprint



Sustained investment
in product innovation

Drivers of long-term revenue growth



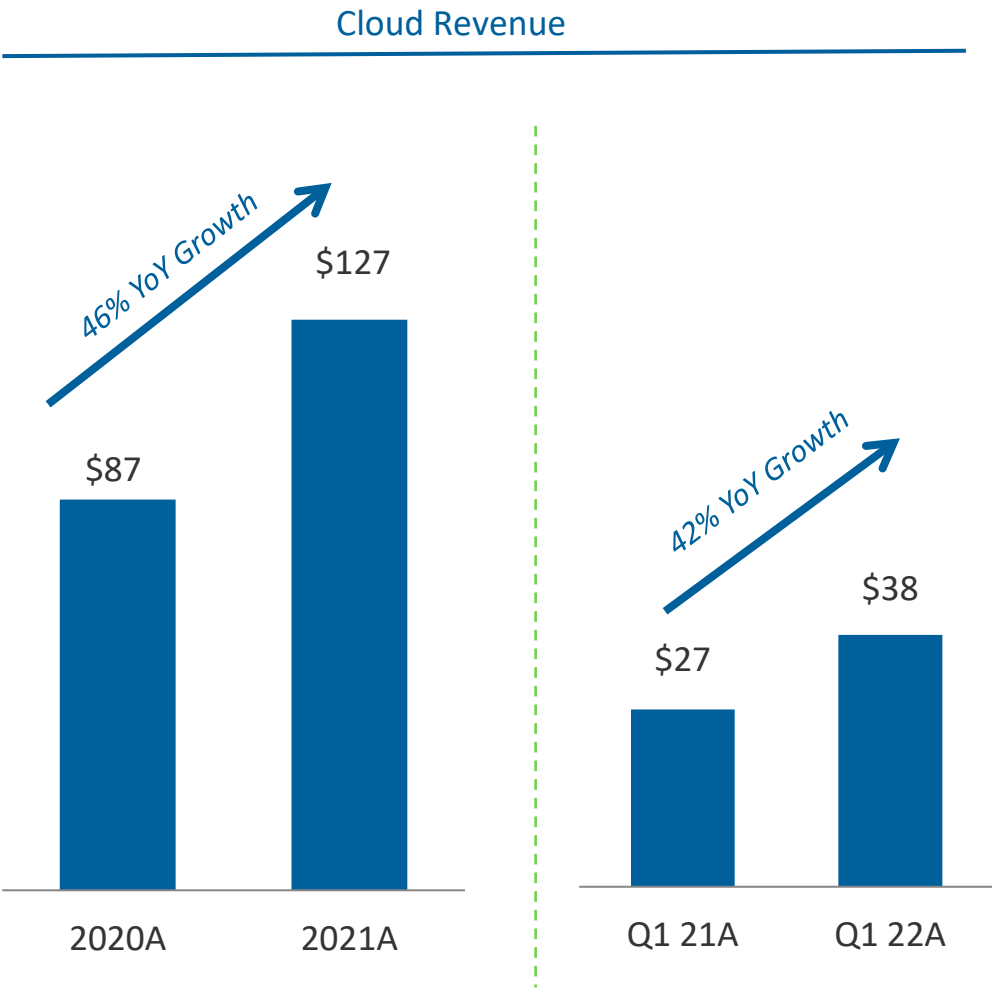
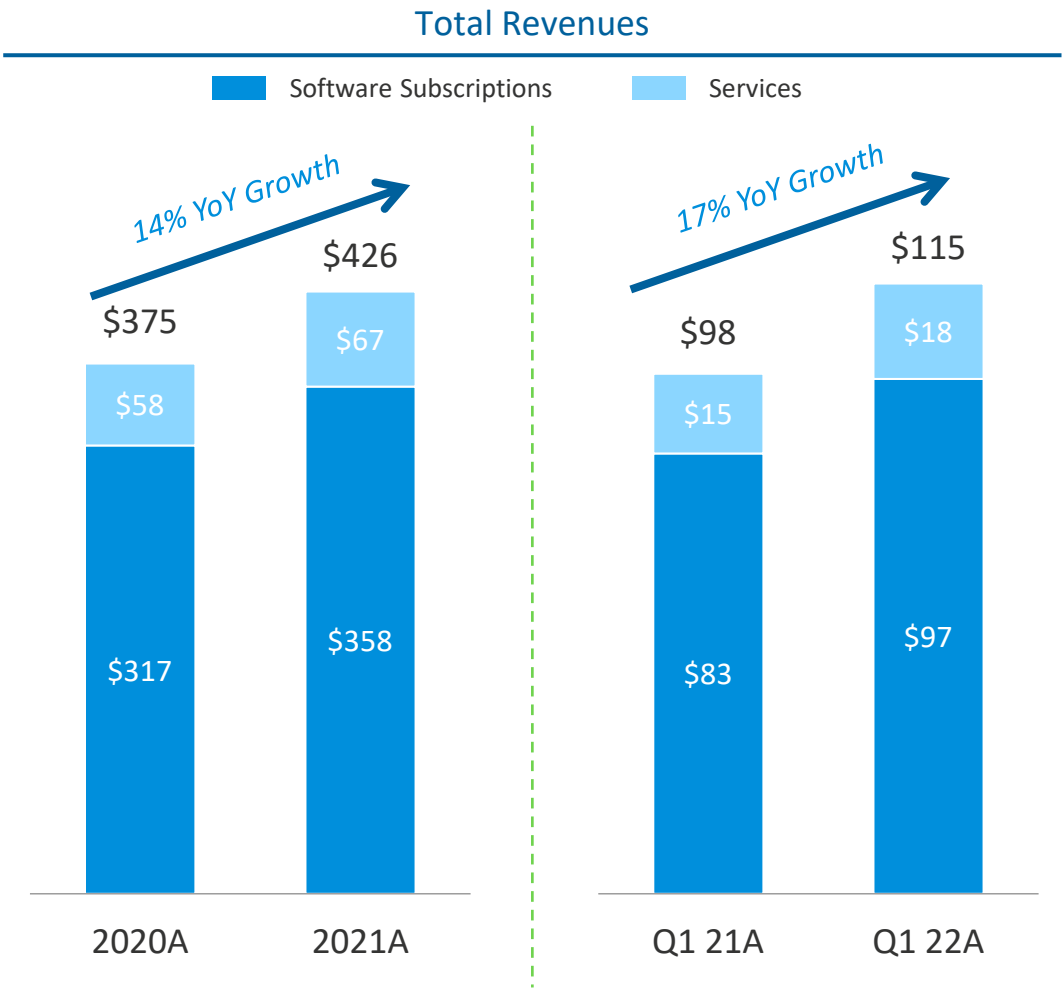
Notes:
1. Based on information as of March 31, 2022.

Financials



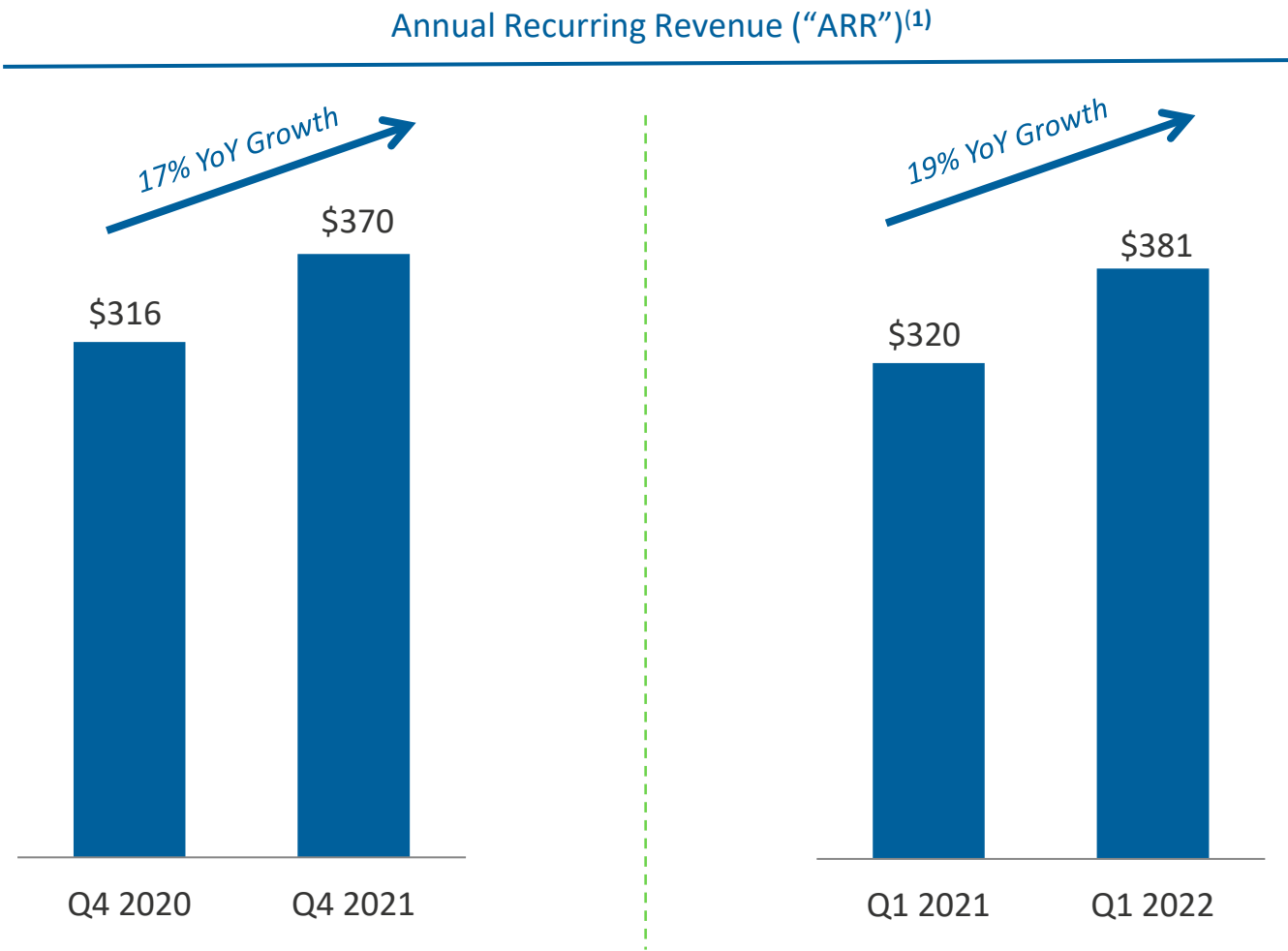
Strong recurring top-line growth

(\$ in millions)



Strong recurring top-line growth

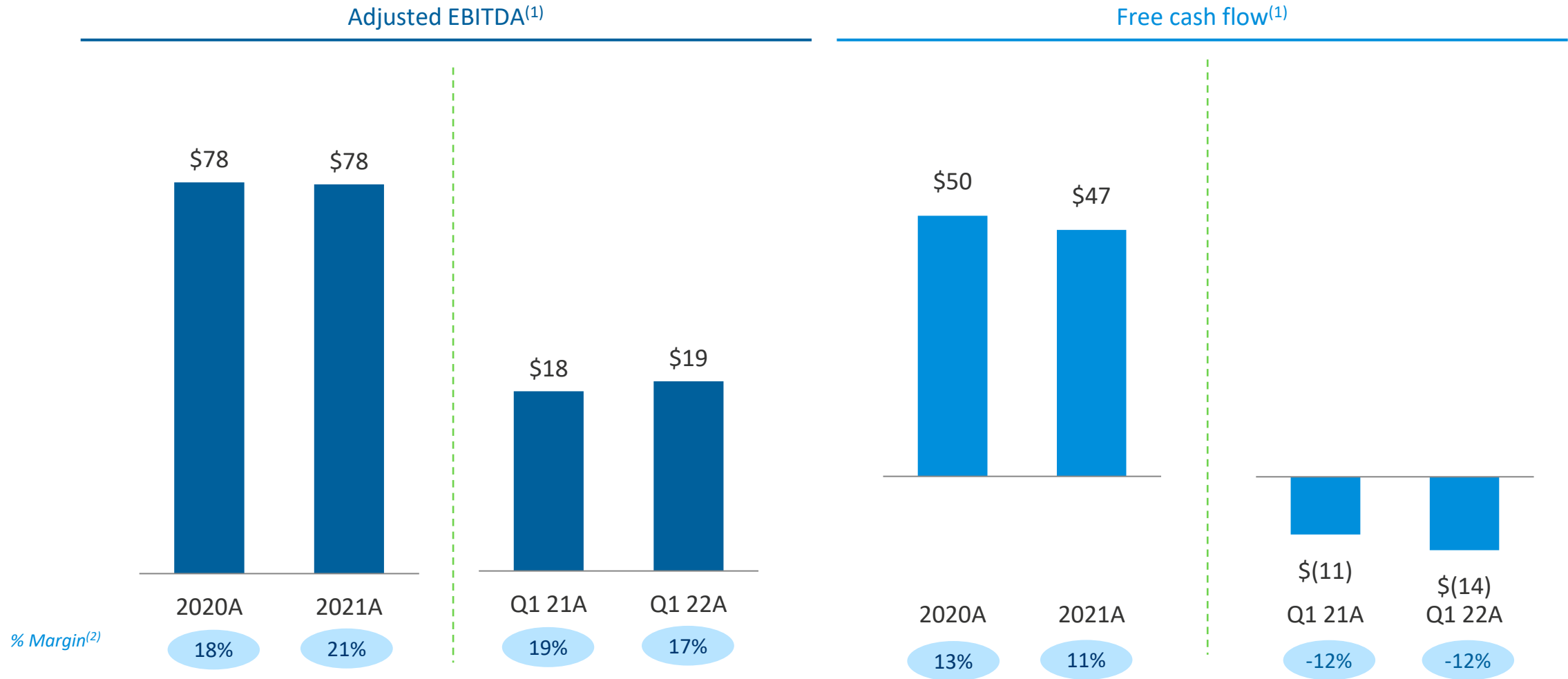
(\$ in millions)



Notes:
1. ARR is based on monthly recurring revenue from software subscriptions at period, multiplied by twelve.

Robust EBITDA and free cash flow

(\$ in millions)



Notes:

1. Adjusted EBITDA and free cash flow are non-GAAP measures. For a reconciliation of these non-GAAP measures to the nearest GAAP measure, please see the Appendix.
2. Margins reflect respective financial figures as a percentage of total revenues in each respective period.

Financial Outlook

	Q2 2022	FY 2022
Total Revenues	\$116.0 million to \$117.5 million (representing growth of 11% to 12% from the second quarter 2021)	\$479 million to \$483 million (representing annual growth of 13% to 14%)
Adjusted EBITDA ⁽¹⁾	\$16 million to \$18 million (representing a decrease of \$1.2 million to \$3.2 million from the second quarter 2021)	\$72 million to \$75 million (representing a decrease of \$3 million to \$6 million from the full-year 2021)
Cloud Revenues		Cloud revenue growth of 33% over the full-year 2021

Notes:

1. Adjusted EBITDA is a non-GAAP measure. For a reconciliation of this non-GAAP measure to the nearest GAAP measure, please see the Appendix..

Appendix



Adjusted EBITDA reconciliation (\$ in thousands)

	For the Twelve Months Ended December 31,		For the Three Months Ended March 31,	
	2020	2021	2021	2022
Adjusted EBITDA				
Net income (loss)	\$(75,081)	\$(1,479)	\$2,288	\$(334)
Interest expense (income), net	3,111	984	535	(6)
Income tax (benefit) expense	(32,788)	(2,447)	(679)	808
Depreciation and amortization – property and equipment	11,018	11,678	2,827	2,960
Depreciation and amortization of capitalized software and acquired intangible assets – cost of subscription revenues	21,021	32,291	5,905	9,697
Amortization of acquired intangible assets - selling and marketing expense	176	813	84	249
Stock-based compensation expense	147,904	26,160	6,543	4,933
Severance expense	3,031	5,232	531	122
Acquisition contingent consideration	-	-	-	700
Transaction costs	-	4,748	150	7
Adjusted EBITDA (\$)	\$78,392	\$77,980	\$18,184	\$19,136
Adjusted EBITDA Margin (%)	18%	21%	19%	17%

Free cash flow reconciliation (\$ in thousands)

	For the Twelve Months Ended December 31,		For the Three Months Ended March 31,	
	2020	2021	2021	2022
Free Cash Flow				
Cash Provided By Operating Activities	\$59,543	\$91,969	\$(2,965)	\$2,595
Redemption of Converted SARs	22,889	-	-	-
Property and equipment additions	(20,955)	(33,386)	(6,195)	(13,873)
Capitalized software additions	(11,850)	(11,660)	(2,221)	(2,912)
Free Cash Flow	\$49,627	\$46,923	\$(11,381)	\$(14,190)
Free Cash Flow Margin				
Total revenues	\$374,665	\$425,548	\$98,236	\$114,984
Free Cash Flow Margin	13%	11%	-12%	-12%

