UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **May 2, 2022**

CARDLYTICS, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware	**001-38386**	**26-3039436**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

675 Ponce de Leon Avenue NE, Suite 6000 **Atlanta** **Georgia** **30308**
(Address of principal executive offices, including zip code)

(888) 798-5802
(Registrant's telephone, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class	Trading symbol	Name of each exchange on which registered
Common Stock	CDLX	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On May 2, 2022, Cardlytics, Inc. (the "Company") issued a press release announcing its financial results for the three months ended March 31, 2022, as well as information regarding a conference call to discuss these financial results and the Company's recent corporate highlights. The Company's press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information included in this Item 2.02 and Exhibit 99.1 attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

ITEM 7.01 OTHER EVENTS

On May 2, 2022, the Company is also posting a slide presentation on its website, which the Company will reference during the conference call described above.

A copy of the slide presentation is furnished as Exhibit 99.2 to this Current Report on Form 8-K. The information in this Item 7.01 and Exhibit 99.2 hereto shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing..

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit	Exhibit Description
99.1	Press release dated May 2, 2022
99.2	Presentation titled "Earnings Presentation Q1 2022"

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Cardlytics, Inc.

Date:	May 2, 2022	By:	/s/ Andrew Christiansen
			Andrew Christiansen Chief Financial Officer *(Principal Financial and Accounting Officer)*

Cardlytics Announces First Quarter 2022 Financial Results

Atlanta, GA – May 2, 2022 – Cardlytics, Inc. (NASDAQ: CDLX), a digital advertising platform, today announced financial results for the first quarter ended March 31, 2022. Supplemental information is available on the Investor Relations section of Cardlytics' website at http://ir.cardlytics.com/.

“We had our largest Q1 ever and delivered results above our expectations,” said Lynne Laube, CEO & Co-Founder of Cardlytics. “Our sales team executed against plan despite a difficult macroeconomic environment, and we continue to drive performance related outcomes for our advertising clients.”

“This was a solid quarter and we are pleased with the execution despite issues in the global economy,” said Andy Christiansen, CFO of Cardlytics. “We remain focused on the things we can control – developing and maintaining strong relationships with all of our partners and enhancing our advertising platform to unlock the massive potential of our channel. We are excited for the rest of 2022 and look forward to continued execution.”

First Quarter 2022 Financial Results

- Revenue was $67.9 million, an increase of 28% year-over-year, compared to $53.2 million in the first quarter of 2021.
- Billings, a non-GAAP metric, was $98.2 million, an increase of 29% year-over-year, compared to $76.3 million in the first quarter of 2021.
- Gross profit was $26.2 million, an increase of 34% year-over-year, compared to $19.5 million in the first quarter of 2021.
- Adjusted contribution, a non-GAAP metric, was $32.8 million, an increase of 35% year-over-year, compared to $24.3 million in the first quarter of 2021.
- Net income attributable to common stockholders was $33.0 million, or $0.91 per diluted share, based on 37.2 million fully diluted weighted-average common shares, compared to a net loss attributable to common stockholders of $(24.9) million, or $(0.85) per diluted share, based on 29.3 million fully diluted weighted-average common shares in the first quarter of 2021.
- Non-GAAP net loss was $(14.2) million, or $(0.38) per diluted share, based on 37.2 million fully diluted weighted-average common shares, compared to non-GAAP net loss of $(9.9) million, or $(0.34) per diluted share, based on 29.3 million fully diluted weighted-average common shares in the first quarter of 2021.
- Adjusted EBITDA, a non-GAAP metric, was a loss of $(10.5) million compared to a loss of $(3.9) million in the first quarter of 2021.

Key Metrics

- Cardlytics MAUs were 178.5 million, an increase of 6%, compared to 168.6 million in the first quarter of 2021.
- Cardlytics ARPU was $0.36, an increase of 13%, compared to $0.32 in the first quarter of 2021.
- Bridg ARR was $14.0 million in the first quarter of 2022.

Definitions of MAUs, ARPU and ARR are included below under the caption “Non-GAAP Measures and Other Performance Metrics.”

Second Quarter 2022 Financial Expectations

Cardlytics anticipates billings, revenue, and adjusted contribution to be in the following ranges (in millions):

	Q2 2022 Guidance
Billings(1)	$106.0 - $116.0
Revenue	$73.0 - $80.0
Adjusted contribution(2)	$36.5 - $40.5

(1) A reconciliation of billings to GAAP revenue on a forward-looking basis is presented below under the heading "Reconciliation of Forecasted GAAP Revenue to Billings."
(2) A reconciliation of adjusted contribution to GAAP gross profit on a forward-looking basis is not available without unreasonable efforts due to the high variability, complexity and low visibility with respect to the items excluded from this non-GAAP measure.

Earnings Teleconference Information

Cardlytics will discuss its first quarter 2022 financial results during a teleconference today, May 2, 2022, at 5:00 PM ET / 2:00 PM PT. The conference call can be accessed at (866) 385-4179 (domestic) or (210) 874-7775 (international), conference ID# 8338158. A replay of the conference call will be available through 8:00 PM ET / 5:00 PM PT on May 9, 2022 at (855) 859-2056 (domestic) or (404) 537-3406 (international). The replay passcode is 8338158. The call will also be broadcast simultaneously at http://ir.cardlytics.com/. Following the completion of the call, a recorded replay of the webcast will be available on Cardlytics’ website.

About Cardlytics

Cardlytics (NASDAQ: CDLX) is a digital advertising platform. We partner with financial institutions to run their rewards programs that promote customer loyalty and deepen relationships. In turn, we have a secure view into where and when consumers are spending their money. We use these insights to help marketers identify, reach, and influence likely buyers at scale, as well as measure the true sales impact of marketing campaigns. Headquartered in Atlanta, Cardlytics has offices in London, New York, Los Angeles, San Francisco, Austin, Detroit and Visakhapatnam. Learn more at www.cardlytics.com.

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 financial guidance for the second quarter of 2022, future growth and achievement of long-range goals. These forward-looking statements are made as of the date they were first issued and were 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," or 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 our control.

Our 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 related to the uncertain impacts that COVID-19 may have on our business, financial condition, results of operations; unfavorable conditions in the global economy and the industries that we serve; our quarterly operating results have fluctuated and may continue to vary from period to period; our ability to sustain our revenue growth and billings; risks related to the integration of Dosh, Bridg and Entertainment with our company; risks related to our substantial dependence on our Cardlytics platform; risks related to our substantial dependence on JPMorgan Chase Bank, National Association (“Chase”), Bank of America, National Association ("Bank of America") and a limited number of other financial institution (“FI”) partners; risks related to our ability to maintain relationships with Chase, Wells Fargo and Bank of America; the amount and timing of budgets by marketers, which are affected by budget cycles, economic conditions and other factors, including the impact of the COVID-19 pandemic; our ability to generate sufficient revenue to offset contractual commitments to FIs; our ability to attract new partners, including FI partners, and maintain relationships with bank processors and digital banking providers; our ability to maintain relationships with marketers; our ability to maintain relationships with marketers; our ability to adapt to changing market conditions, including our ability to adapt to changes in consumer habits, negotiate fee arrangements with new and existing partners and retailers, and develop and launch new services and features; and other risks detailed in the “Risk Factors” section of our Form 10-Q filed with the Securities and Exchange Commission on May 2, 2022 and in subsequent periodic reports that we file 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 our views as of the date of this press release. We anticipate that subsequent events and developments will cause our views to change. We undertake no intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date of this press release.

Non-GAAP Measures and Other Performance Metrics

To supplement the financial measures presented in our press release and related conference call or webcast in accordance with generally accepted accounting principles in the United States (“GAAP”), we also present the following non-GAAP measures of financial performance: billings, adjusted contribution, adjusted EBITDA, adjusted Partner Share and other third party costs, non-GAAP net loss and non-GAAP net loss per share as well as certain other performance metrics, such as monthly active users (“MAUs”), average revenue per user (“ARPU”) and annualized recurring revenue ("ARR").

A “non-GAAP financial measure” refers to a numerical measure of our historical or future financial performance or financial position that is included in (or excluded from) the most directly comparable measure calculated and presented in accordance with GAAP in our financial statements. We provide certain non-GAAP measures as additional information relating to our operating results as a complement to results provided in accordance with GAAP. The non-GAAP financial information presented herein should be considered in conjunction with, and not as a substitute for or superior to, the financial information presented in accordance with GAAP and should not be considered a measure of liquidity. There are significant limitations associated with the use of non-GAAP financial measures. Further, these measures may differ from the non-GAAP information, even where similarly titled, used by other companies and therefore should not be used to compare our performance to that of other companies.

We have presented billings, adjusted contribution, adjusted EBITDA, adjusted Partner Share and other third-party costs, non-GAAP net loss and non-GAAP net loss per share as non-GAAP financial measures in this press release. Billings represents the gross amount billed to customers and marketers for advertising campaigns in order to generate revenue. Cardlytics platform billings is recognized gross of both Consumer Incentives and Partner Share. Cardlytics platform GAAP revenue is recognized net of Consumer Incentives and gross of Partner Share. Bridg platform billings is the same as Bridg platform GAAP revenue. We define adjusted contribution as a measure by which revenue generated from our marketers exceeds the cost to obtain the purchase data and the digital advertising space from our partners. Adjusted contribution demonstrates how incremental marketing spend on our platforms generates incremental amounts to support our sales and marketing, research and development, general and administration and other investments. Adjusted contribution is calculated by taking our total revenue less our Partner Share and other third-party costs exclusive of deferred implementation costs, which is a non-cash cost. Adjusted contribution does not take into account all costs associated with generating revenue from advertising campaigns, including sales and marketing expenses, research and development expenses, general and administrative expenses and other expenses, which we do not take into consideration when making decisions on how to manage our advertising campaigns. We define adjusted EBITDA as our income (loss) before income taxes; interest expense, net; depreciation and amortization expense; stock-based compensation expense; foreign currency loss (gain); deferred implementation costs; restructuring costs, acquisition and integration (benefit) costs and change in fair value of contingent consideration. We define adjusted Partner Share and other third-party costs as our Partner Share and other third-party costs excluding non-cash equity expense and amortization of deferred implementation costs. We define non-GAAP net loss as our net loss before stock-based compensation expense; foreign currency loss (gain); acquisition and integration (benefit) costs; amortization of acquired intangibles; change in fair value of contingent consideration; and restructuring costs. Notably, any impacts related to minimum Partner Share commitments in connection with agreements with certain partners are not added back to net income (loss) in order to calculate adjusted EBITDA, adjusted contribution and non-GAAP net loss. We define non-GAAP net loss per share as non-GAAP net loss divided by weighted-average common shares outstanding, basic and diluted.

We believe the use of non-GAAP financial measures, as a supplement to GAAP measures, is useful to investors in that they eliminate items that are either not part of our core operations or do not require a cash outlay, such as stock-based compensation expense. Management uses these non-GAAP financial measures when evaluating operating performance and for internal planning and forecasting purposes. We believe that these non-GAAP financial measures help indicate underlying trends in the business, are important in comparing current results with prior period results and are useful to investors and financial analysts in assessing operating performance.

We define MAUs as targetable customers or accounts that have logged in and visited online or mobile applications containing offers, opened an email containing an offer, or redeemed an offer from the Cardlytics platform during a monthly period. We then calculate a monthly average of these MAUs for the periods presented. We define ARPU as the total revenue generated in the applicable period calculated in accordance with GAAP, divided by the average number of MAUs in the applicable period. We define ARR as the annualized GAAP revenue of the final month in the period presented for the Bridg platform. ARR should not be considered in isolation from, or as an alternative to, revenue prepared in accordance with GAAP. We believe that ARR is an indicator of the Bridg platform’s ability to generate future revenue from existing clients.

CARDLYTICS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)
(Amounts in thousands, except par value amounts)

	March 31, 2022	December 31, 2021
Assets		
Current assets:		
Cash and cash equivalents	$ 208,293	$ 233,467
Restricted cash	92	95
Accounts receivable and contract assets, net	96,529	111,085
Other receivables	5,717	6,097
Prepaid expenses and other assets	8,809	7,981
Total current assets	319,440	358,725
Long-term assets:		
Property and equipment, net	9,909	11,273
Right-of-use assets under operating leases, net	9,249	10,196
Intangible assets, net	128,250	125,550
Goodwill	747,578	742,516
Capitalized software development costs, net	14,115	13,131
Other long-term assets, net	2,638	2,406
Total assets	$ 1,231,179	$ 1,263,797
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 3,839	$ 4,619
Accrued liabilities:		
Accrued compensation	7,910	12,136
Accrued expenses	14,631	19,620
Partner Share liability	36,995	46,595
Consumer Incentive liability	45,098	52,602
Deferred revenue	3,122	3,280
Current operating lease liabilities	6,249	6,028
Current contingent consideration	128,941	182,470
Total current liabilities	246,785	327,350
Long-term liabilities:		
Convertible senior notes, net	224,948	184,398
Deferred liabilities	167	173
Long-term operating lease liabilities	5,268	6,801
Long-term contingent consideration	38,304	49,825
Other long-term liabilities	4,037	4,550
Total liabilities	519,509	573,097
Stockholders' equity:		
Common stock, $0.0001 par value—100,000 shares authorized and 33,790 and 33,534 shares issued and outstanding as of March 31, 2022 and December 31, 2021, respectively.	9	9
Additional paid-in capital	1,188,076	1,212,823
Accumulated other comprehensive income	1,853	486
Accumulated deficit	(478,268)	(522,618)
Total stockholders' equity	711,670	690,700
Total liabilities and stockholders' equity	$ 1,231,179	$ 1,263,797

CARDLYTICS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
(Amounts in thousands, except per share amounts)

	Three Months Ended March 31,	
	2022	**2021**
Revenue	$ 67,928	$ 53,230
Costs and expenses:		
Partner Share and other third-party costs	35,153	29,771
Delivery costs	6,533	3,938
Sales and marketing expense	17,648	13,202
Research and development expense	12,291	6,218
General and administration expense	20,425	12,175
Acquisition and integration (benefit) costs	(4,599)	7,030
Change in fair value of contingent consideration	(65,050)	—
Depreciation and amortization expense	9,871	3,065
Total costs and expenses	32,272	75,399
Operating income (loss)	35,656	(22,169)
Other (expense) income:		
Interest expense, net	(947)	(3,045)
Foreign currency (loss) gain	(1,671)	319
Total other expense	(2,618)	(2,726)
Income (loss) before income taxes	33,038	(24,895)
Income tax benefit	—	—
Net income (loss)	33,038	(24,895)
Net income (loss) attributable to common stockholders	$ 33,038	$ (24,895)
Net income (loss) per share attributable to common stockholders		
Basic	$ 0.98	$ (0.85)
Diluted	$ 0.91	$ (0.85)
Weighted-average common shares outstanding		
Basic	33,741	29,313
Diluted	37,185	29,313

CARDLYTICS, INC.
STOCK-BASED COMPENSATION EXPENSE (UNAUDITED)
(Amounts in thousands)

	Three Months Ended March 31,	
	2022	**2021**
Delivery costs	$ 582	$ 309
Sales and marketing	3,704	2,432
Research and development	3,204	1,514
General and administration	6,095	2,993
Total stock-based compensation	$ 13,585	$ 7,248

CARDLYTICS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(Amounts in thousands)

	Three Months Ended March 31,	
	2022	**2021**
Operating activities		
Net income (loss)	$ 33,038	$ (24,895)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Credit loss expense	346	1,004
Depreciation and amortization	9,871	3,065
Amortization of financing costs charged to interest expense	402	219
Accretion of debt discount and non-cash interest expense	—	2,321
Amortization of right-of-use assets	1,516	1,073
Stock-based compensation expense	13,585	7,248
Change in fair value of contingent consideration	(65,050)	—
Other non-cash expense (income), net	1,574	(141)
Deferred implementation costs	—	882
Change in operating assets and liabilities:		
Accounts receivable	15,279	7,867
Prepaid expenses and other assets	(725)	(1,845)
Accounts payable	(855)	495
Other accrued expenses	(11,569)	996
Partner Share liability	(9,600)	(6,749)
Consumer Incentive liability	(7,503)	(4,072)
Net cash used in operating activities	(19,691)	(12,532)
Investing activities		
Acquisition of property and equipment	(397)	(1,377)
Acquisition of patents	(49)	(28)
Capitalized software development costs	(2,314)	(1,923)
Business acquisition, net of cash acquired	(2,274)	(148,634)
Net cash used in investing activities	(5,034)	(151,962)
Financing activities		
Principal payments of debt	(13)	(6)
Proceeds from issuance of common stock	195	484,713
Debt issuance costs	—	(42)
Net cash received from financing activities	182	484,665
Effect of exchange rates on cash, cash equivalents and restricted cash	(634)	139
Net (decrease) increase in cash, cash equivalents and restricted cash	(25,177)	320,310
Cash, cash equivalents, and restricted cash — Beginning of period	233,562	293,349
Cash, cash equivalents, and restricted cash — End of period	$ 208,385	$ 613,659

CARDLYTICS, INC.
SUMMARY OF GAAP AND NON-GAAP RESULTS (UNAUDITED)
(Dollars in thousands)

	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021	Change $	Change %
Billings[(1)]	$ 98,225	$ 76,317	$ 21,908	29 %
Consumer Incentives	30,297	23,087	7,210	31
Revenue	67,928	53,230	14,698	28
Adjusted Partner Share and other third-party costs[(1)]	35,153	28,889	6,264	22
Adjusted contribution[(1)]	32,775	24,341	8,434	35
Delivery costs	6,533	3,938	2,595	66
Deferred implementation costs	—	882	(882)	(100)
Gross profit	$ 26,242	$ 19,521	$ 6,721	34 %
Net income (loss)	$ 33,038	$ (24,895)	$ 57,933	233 %
Adjusted EBITDA[(1)]	$ (10,537)	$ (3,944)	$ (6,593)	(167)%

(1) Billings, adjusted Partner Share and other third-party costs, adjusted contribution and adjusted EBITDA are non-GAAP measures. Reconciliations of these non-GAAP measures to the most comparable GAAP measures are presented below under the headings "Reconciliation of GAAP Revenue to Billings", "Reconciliation of GAAP Gross Profit to Adjusted Contribution" and "Reconciliation of GAAP Net Income (Loss) to Adjusted EBITDA."

CARDLYTICS, INC.
RECONCILIATION OF GAAP REVENUE TO BILLINGS (UNAUDITED)
(Amounts in thousands)

	Three Months Ended March 31, 2022			Three Months Ended March 31, 2021		
	Cardlytics Platform	Bridg Platform	Consolidated	Cardlytics Platform	Bridg Platform	Consolidated
Revenue	$ 63,983	$ 3,945	$ 67,928	$ 53,230	$ —	$ 53,230
Plus:						
Consumer Incentives	30,297	—	30,297	23,087	—	23,087
Billings	$ 94,280	$ 3,945	$ 98,225	$ 76,317	$ —	$ 76,317

CARDLYTICS, INC.
RECONCILIATION OF GAAP GROSS PROFIT TO ADJUSTED CONTRIBUTION (UNAUDITED)
(Amounts in thousands)

	Three Months Ended March 31, 2022			Three Months Ended March 31, 2021		
	Cardlytics Platform	**Bridg Platform**	**Consolidated**	**Cardlytics Platform**	**Bridg Platform**	**Consolidated**
Revenue	$ 63,983	$ 3,945	$ 67,928	$ 53,230	$ —	$ 53,230
Minus:						
Partner Share and other third-party costs	35,027	126	35,153	29,771	—	29,771
Delivery costs(1)	4,907	1,626	6,533	3,938	—	3,938
Gross profit	24,049	2,193	26,242	19,521	—	19,521
Plus:						
Delivery costs(1)	4,907	1,626	6,533	3,938	—	3,938
Deferred implementation costs(2)	—	—	—	882	—	882
Adjusted contribution	$ 28,956	$ 3,819	$ 32,775	$ 24,341	$ —	$ 24,341

(1) Stock-based compensation expense recognized in consolidated delivery costs totaled $0.6 million and $0.3 million for the three months ended March 31, 2022 and 2021, respectively.

(2) Deferred implementation costs is excluded from adjusted Partner Share and other third-party costs as follows (in thousands):

	Three Months Ended March 31, 2022			Three Months Ended March 31, 2021		
	Cardlytics Platform	**Bridg Platform**	**Consolidated**	**Cardlytics Platform**	**Bridg Platform**	**Consolidated**
Partner Share and other third-party costs	$ 35,027	$ 126	$ 35,153	$ 29,771	$ —	$ 29,771
Minus:						
Deferred implementation costs	—	—	—	882	—	882
Adjusted Partner Share and other third-party costs	$ 35,027	$ 126	$ 35,153	$ 28,889	$ —	$ 28,889

CARDLYTICS, INC.
RECONCILIATION OF GAAP NET INCOME (LOSS) TO ADJUSTED EBITDA (UNAUDITED)
(Amounts in thousands)

	Three Months Ended March 31, 2022			Three Months Ended March 31, 2021		
	Cardlytics Platform	**Bridg Platform**	**Consolidated**	**Cardlytics Platform**	**Bridg Platform**	**Consolidated**
Net income (loss)	$ 32,853	$ 185	$ 33,038	$ (24,895)	$ —	$ (24,895)
Plus:						
Interest expense, net	947	—	947	3,045	—	3,045
Depreciation and amortization expense	7,044	2,827	9,871	3,065	—	3,065
Stock-based compensation expense	11,935	1,650	13,585	7,248	—	7,248
Foreign currency loss (gain)	1,671	—	1,671	(319)	—	(319)
Deferred implementation costs	—	—	—	882	—	882
Acquisition and integration (benefit) costs	508	(5,107)	(4,599)	7,030	—	7,030
Change in fair value of contingent consideration	(65,050)	—	(65,050)	—	—	—
Adjusted EBITDA	$ (10,092)	$ (445)	$ (10,537)	$ (3,944)	$ —	$ (3,944)

CARDLYTICS, INC.
RECONCILIATION OF GAAP NET INCOME (LOSS) TO NON-GAAP NET LOSS
AND NON-GAAP NET LOSS PER SHARE (UNAUDITED)
(Amounts in thousands, except per share amounts)

	Three Months Ended March 31,	
	2022	**2021**
Net income (loss)	$ 33,038	$ (24,895)
Plus:		
Stock-based compensation expense	13,585	7,248
Foreign currency loss (gain)	1,671	(319)
Acquisition and integration (benefit) costs	(4,599)	7,030
Amortization of acquired intangibles	7,145	998
Change in fair value of contingent consideration	(65,050)	—
Non-GAAP net loss	$ (14,210)	$ (9,938)
Weighted-average number of shares of common stock used in computing non-GAAP net loss per share:		
GAAP weighted-average common shares outstanding, diluted	37,185	29,313
Non-GAAP net loss per share attributable to common stockholders, diluted	$ (0.38)	$ (0.34)

CARDLYTICS, INC.
RECONCILIATION OF FORECASTED GAAP REVENUE TO BILLINGS (UNAUDITED)
(Amounts in thousands)

	Q2 2022 Guidance
Revenue	$73.0 - $80.0
Plus:	
Consumer Incentives	$33.0 - $36.0
Billings	$106.0 - $116.0

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CARDLYTICS Q1 2022

Earnings Presentation

May 2, 2022

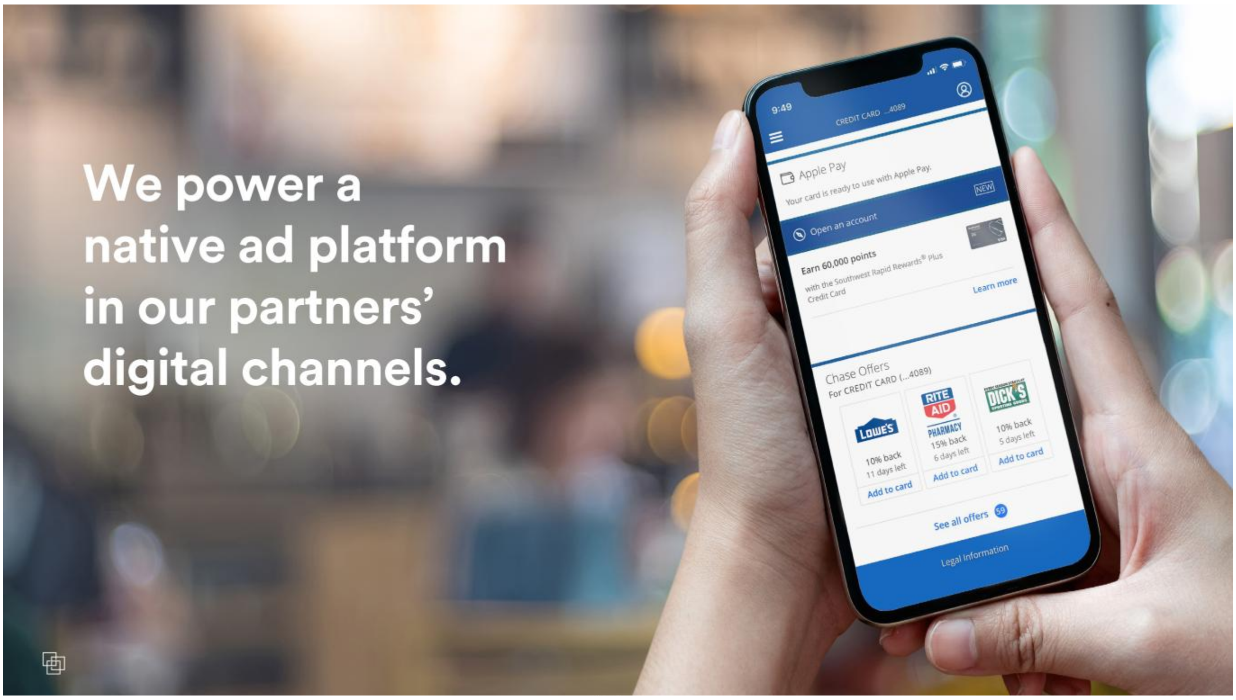
Disclaimer

This presentation includes forward-looking statements. All statements contained in this presentation other than statements of historical facts, including statements regarding expectations about future financial performance or results of Cardlytics, Inc. ("Cardlytics," "we," "us," or "our) including the potential benefits of our acquisitions of Dosh, Bridg and Entertainment, becoming cash flow positive by the second half of 2023, earnings guidance for the second quarter of 2022, Bridg's future gross margin, the anticipated impact of our strategic initiatives to create shareholder value and growth in MAUs and ARPU are forward looking statements. The words "anticipate," believe," "continue," "estimate," "expect," "intend," "may," "will" and similar expressions are intended to identify forward-looking statements. The future events and trends discussed in this presentation may not occur and actual results could differ materially and adversely from those anticipated or implied in the 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 our control. Our 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 related to the uncertain impacts that COVID-19 may have on our business, financial condition, results of operations; unfavorable conditions in the global economy and the industries that we serve; our quarterly operating results have fluctuated and may continue to vary from period to period; our ability sustain our revenue and billings growth; risks related the integration of Dosh, Bridg and Entertainment with our company; risks related to our substantial dependence on our Cardlytics platform product; risks related to our substantial dependence on JPMorgan Chase Bank, National Association ("Chase"), Bank of America, National Association ("Bank of America"), Wells Fargo Bank, National Association ("Wells Fargo") and a limited number of other financial institution ("FI") partners; risks related to our ability to maintain relationships with Chase, Bank of America and Wells Fargo; the amount and timing of budgets by marketers, which are affected by budget cycles, economic conditions and other factors, including the impact of the COVID-19 pandemic; our ability to generate sufficient revenue to offset contractual commitments to FIs; our ability to attract new partners, which include FI partners and merchant data partners, and maintain relationships with bank processors and digital banking providers; our ability to maintain relationships with marketers; our ability to adapt to changing market conditions, including our ability to adapt to changes in consumer habits, negotiate fee arrangements with new and existing partners and retailers, and develop and launch new services and features; and other risks detailed in the "Risk Factors" section of our Form 10-Q filed with the Securities and Exchange Commission on May 2, 2022. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance, achievements or events and circumstances reflected in the forward-looking statements will occur. We are under no duty to update any of these forward-looking statements after the date of this presentation to conform these statements to actual results or revised expectations, except as required by law.

In addition to U.S. GAAP financial information, this presentation includes billings, adjusted contribution, adjusted Partner Share and other third-party costs, adjusted EBITDA, adjusted EBITDA margin, non-GAAP net loss and non-GAAP net loss per share, each of which is a non-GAAP financial measure. These non-GAAP financial measures are in addition to, and not a substitute for or superior to, measures of financial performance prepared in accordance with U.S. GAAP. Reconciliations of billings, adjusted contribution, adjusted Partner Share and other third-party costs, adjusted EBITDA, adjusted EBITDA margin, non-GAAP net loss and non-GAAP net loss per share to the most directly comparable GAAP measures are included in the appendix to this presentation. Please see appendix for definitions.

01

Company overview


We power a native ad platform in our partners' digital channels.
Apple Pay
Open an account
Earn 60,000 points
Learn more
Chase Offers
LOWE'S
10% back
11 days left
Add to card
RITE AID PHARMACY
15% back
6 days left
Add to card
DICK'S
10% back
5 days left
Add to card
See all offers
Legal information

Cardlytics provides a scaled solution based on purchase intelligence

Distinctive benefits for marketers

+ Reach valuable banking customers
+ Operate in a brand-safe, privacy-protected, trusted digital channel
+ Market to the most valuable customers based on their actual spending
+ Drive in-store and online traffic
+ Closed-loop solution measures marketing results to the penny

178M+
Monthly Active Users[(1)]

$3.9T+
in Annual Spend[(2)]

1 in 2
U.S. Purchase Transactions[(3)]

(1) Monthly active users ("MAUs") during the three months ended March 31, 2022. Please see appendix for definitions.
(2) Based on data from our partners during the twelve months ended March 31, 2022.
(3) Based on aggregated data of our current partners from the June 2021 Nielson Report.

Cardlytics is focused on five strategic initiatives to create shareholder value

Ad Server and Ads Manager adoption	+ Connecting 50% of MAUs to new Ad Server by end of 2022 + Increasing adoption by agency, middle market and SMB clients
Next-gen customer experience	+ Upgraded UI / UX for more content and better offer constructs, and engagement solutions to drive engagement and spend
Product & category offers	+ Delivering product-level offers across wider retail to provide advertisers enhanced flexibility and optionality
Grocery & CPG at scale	+ Scaled product-level offers from leading brands with a friction-free customer experience
Drive long-term growth & operating leverage	+ Becoming cash flow positive by the second half of 2023 with continued self-funding of growth initiatives

Dosh overview

Founded: 2016 | HQ: Austin, TX

Converting high-value customers on behalf of new advertiser and fintech partners while helping more consumers save money

Innovative platform	+ Dosh's technology complements Cardlytics' product and technology roadmap + Modern, efficient platform that can quickly integrate with neo-banks, fintechs, smaller banks, and consumer-facing organizations
Partnerships with long-term potential	+ Dosh brings partnerships with multiple neo-banks and fintech players, including Venmo, Betterment and Ellevest + Increased exposure with millennial and younger consumer audiences
New advertising solutions	+ Potential to enable new content desired by existing partners, such as travel and local offers + Unique ways for advertisers to connect directly with consumers
Customer engagement	+ A test-and-learn DTC app to better understand engagement and drive advertiser ROI + Results utilized by partners to drive faster scaled deployments

Bridg overview

Founded: 2010 | HQ: Los Angeles, CA

A customer data platform working with leading retailers to help them understand and reach customers using product-level insights

Product-level Insights that differentiate from CDP peers	+ Access to SKU and UPC data through its client relationships + Connects to merchant's point-of-sale through proprietary technology + Capable of connecting to most point-of-sale systems in the U.S. + Able to ingest, clean and categorize product-level data to create usable insights
Partnerships with leading businesses	+ Strong relationships in the restaurant vertical + Expansion into retail and grocery with several key contracts signed in 2020 and 2021
Potential new advertising solutions	+ Ability to target on other digital media platforms, including Cardlytics + Enable product-level offers for partners + Once integrated, Bridg could move to deterministic modeling + Allow measurement of the efficacy of a variety of types of digital campaigns
Privacy focused	+ Built from the ground up to protect consumer privacy and security + Not reliant on cookies or other sources for data ingestion + Personal data never leaves the platform and is never sold

Bridg Gross Margin

Margin improvement for company over time as more clients scale beyond proof of concept and data costs normalize

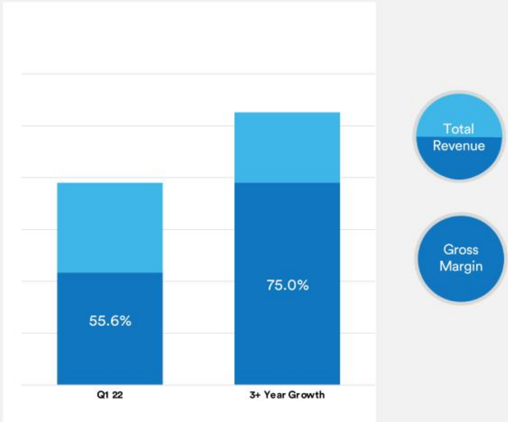
Bridg incurs higher expenses during onboarding

+ Processing of several years' worth of historical data initially versus steady state processing of data on a daily basis
+ Implementation costs are also incurred upfront
    + New data lake and data warehouse costs
    + Data transfer costs
    + Custom set-up costs

Increases in revenue over time

+ Clients progress from proof of concept to full user of the platform
+ Tiered pricing results in gradual revenue increases

Note: Gross margin estimates are for total Bridg platform



Entertainment overview

Founded: 1962 | HQ: Detroit, MI

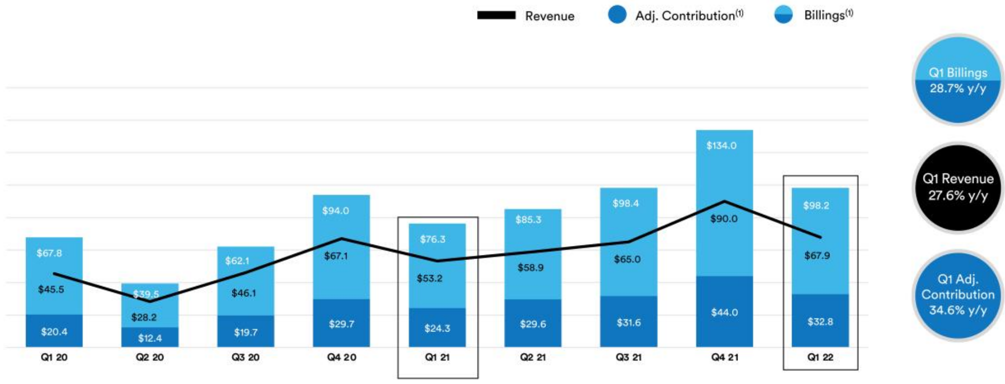
A recognized leader in premium local offers with relationships across thousands of local advertisers and a team with deep experience in the mid-market and small business sectors

New offer capabilities	+ High-value middle market and local business content + Merchants located in nearly every U.S. MSA covering ~95% of the population + Offers available after banks launch the Ad Server and evolve the user experience
Engagement improvement	+ Local content at scale improves customer engagement & loyalty + Unique offer designs can drive specific consumer behaviors + Drives meaningful value back to customers
Scalable content acquisition machine	+ Recognized leading 'discount offers' brand + Solely focused on mid-market and small business logos + Management and content acquisition team with nearly 20 years' experience

02

Financial information & operating metrics

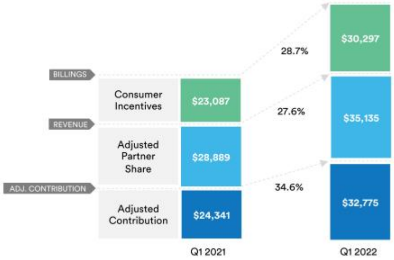
Trended consolidated results



(1) Adjusted contribution and billings are non-GAAP measures. Reconciliations of these non-GAAP measures to the most comparable GAAP measures are included in the appendix to this presentation, as well as the definitions of these non-GAAP measures.

Billings and adjusted contribution best reflect performance

Q1 2022 year-over-year consolidated results



(Amounts in thousands)

	Three Months Ended March 31		Change	
	2021	2022	$	%
Billings[1]	$76,317	$98,225	$21,908	28.7%
Consumer Incentives	23,087	30,297	7,210	31.2%
Revenue	$53,230	$67,928	$14,698	27.6%
Adjusted Partner Share and other third-party costs[1]	28,889	35,153	6,264	21.7%
Adjusted contribution[1]	$24,341	$32,775	$8,434	34.6%
Delivery costs	3,938	6,533	2,595	65.9%
Deferred implementation costs	882	-	(882)	(100.0%)
Gross profit	$19,521	$26,242	$6,721	34.4%
Net (loss) income	($24,895)	$33,038	$57,933	232.7%
Adjusted EBITDA[1]	($3,944)	($10,537)	($6,593)	(167.2%)

(1) Billings, adjusted Partner Share and other third-party costs, adjusted contribution and adjusted EBITDA are non-GAAP measures. Reconciliations of these non-GAAP measures to the most comparable GAAP measures are presented below under the headings "Reconciliation of GAAP Revenue to Billings", "Reconciliation of GAAP Gross Profit to Adjusted Contribution" and "Reconciliation of GAAP Net (Loss) Income to Adjusted EBITDA."

Cardlytics platform advertiser spend by industry

	% Change			% of Total Advertiser Spend			
	Three Months Ended March 31, 2022			Three Months Ended March 31,			
Industry	vs 2021	vs 2020	vs 2019	2019	2020	2021	2022
Grocery & Gas	< 50%	< 5%	> 75%	> 5%	< 15%	< 10%	< 10%
Restaurant	< (15)%	> 25%	> 50%	> 25%	< 30%	> 35%	> 25%
Retail	> 25%	> 65%	< 20%	> 35%	> 20%	> 25%	> 25%
Travel & Entertainment	> 150%	> (25)%	< (20)%	< 20%	> 15%	< 5%	< 10%
Direct to Consumer	< 45%	> 120%	> 275%	< 15%	< 20%	> 25%	> 30%

- Advertising spend from agency accounts grew >60% during the first quarter of 2022 compared to the first quarter of 2021. Agency accounts represented >10% of total advertising spend during the first quarter of 2022 compared to >5% during the first quarter of 2021.

Cardlytics platform engagement metrics[1]

There may be variation in future quarters due to factors such as global economic events, bank launches, new advertisers with significant spend, and growth in nascent or new verticals.

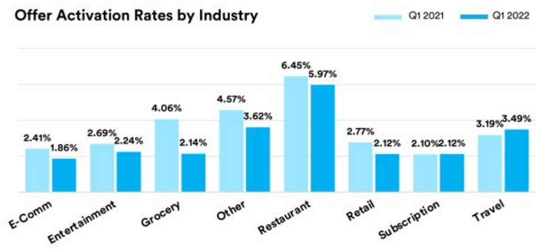
Monthly log-in days[2] show that MAUs logged in 10 days per month in Q1 2022 versus 10 days per month in Q1 2021.

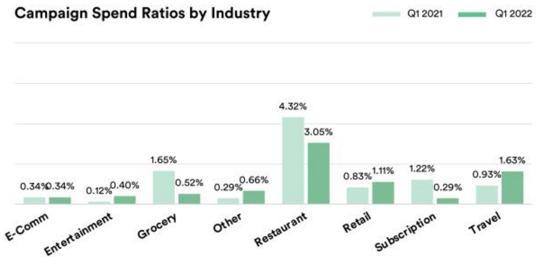
Offer activation rates[2] show higher rates for small-ticket, volume-heavy offers versus large-ticket and subscription offers.

Campaign spend ratios[2] show Cardlytics currently targets a small proportion of total MAU spend.

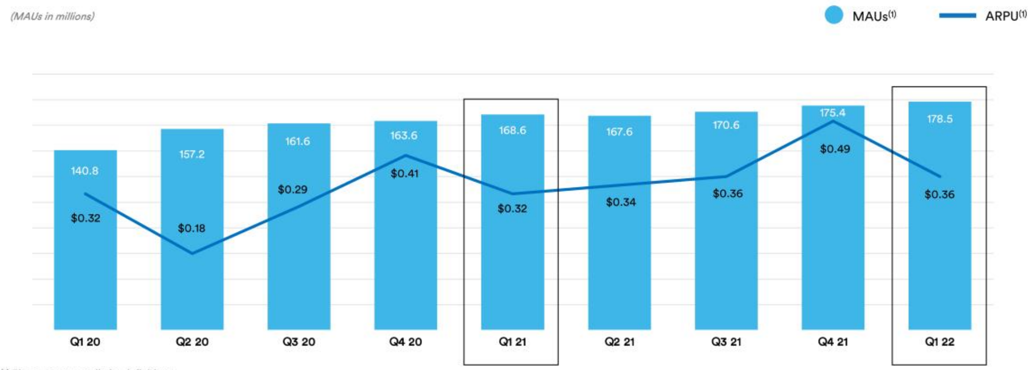
+ As budgets increase and more advertisers come onto the platform, more spend from MAUs can be targeted with offers.
+ There remains considerable room to target larger audiences in light of existing MAU engagement levels.

(1) Metrics include US users only
(2) Please see appendix for definitions.





Significant MAU increase precedes opportunity for expected billings growth and future ARPU expansion for the Cardlytics platform



(1) Please see appendix for definitions.

03

Appendix

Q1 2022 results

(Amounts in thousands, except MAUs and per share amounts)

	Three Months Ended March 31,		Change	
	2022	2021	AMT	%
Revenue	$67,928	$53,230	$14,698	27.6%
Billings[1]	98,225	76,317	21,908	28.7%
Gross Profit	26,242	19,521	6,721	34.4%
Adjusted contribution[1]	32,775	24,341	8,434	34.6%
Net income (loss) attributable to common stockholders	33,038	(24,895)	57,933	232.7%
Net income (loss) per share (EPS), diluted	$0.91	($0.85)	$1.78	209.4%
Adjusted EBITDA[1]	($10,537)	($3,944)	($6,593)	(167.2%)
Adjusted EBITDA margin[1][2]	(15.5%)	(7.6%)	(8.0%)	(105.4%)
Non-GAAP net loss[1]	($14,210)	($9,938)	($4,272)	(43.0%)
Non-GAAP net loss per share[1]	($0.38)	($0.34)	($0.05)	(14.7%)
Cardlytics MAUs (in millions)	178.5	168.6	9.9	5.9%
Cardlytics ARPU	$0.36	$0.32	$0.04	12.5%
Bridg ARR	$14,017	$ -	$14,017	NM

(1) Billings, adjusted contribution, adjusted EBITDA, non-GAAP net loss and non-GAAP net loss per share are non-GAAP measures. Reconciliations of these non-GAAP measures to the most comparable GAAP measures are included in the appendix to this presentation, as well as definitions of these non-GAAP terms.
(2) Adjusted EBITDA margin is calculated as adjusted EBITDA divided by revenue.

Guidance

(Amounts in millions)

	Q2 2022 Guidance
Billings[1]	$106.0 - $116.0
Revenue	$73.0 - $80.0
Adjusted Contribution[1]	$36.5 - $40.5

(1) Billings and adjusted contribution are non-GAAP measures. Definitions of these non-GAAP measures are included in the appendix to this presentation. A reconciliation of billings to GAAP revenue on a forward-looking basis is presented below under the heading "Reconciliation of Forecasted GAAP Revenue to Billings." A reconciliation of adjusted contribution to GAAP gross profit on a forward-looking basis is not available without unreasonable efforts due to the high variability, complexity and low visibility with respect to the items excluded from this non-GAAP measure.

Reconciliation of GAAP revenue to billings

(Amounts in thousands)

	Three Months Ended								
	Mar 31, 2020	Jun 30, 2020	Sept 30, 2020	Dec 31, 2020	Mar 31, 2021	Jun 30, 2021	Sept 30, 2021	Dec 31, 2021	Mar 31, 2022
Cardlytics Platform									
Revenue	$45,509	$28,222	$46,079	$67,082	$53,230	$56,763	$62,075	$86,686	$63,983
Plus:									
Consumer Incentives	22,267	11,299	16,014	26,883	23,087	26,484	33,464	43,924	30,297
Billings	$67,776	$39,521	$62,093	$93,965	$76,317	$83,247	$95,539	$130,610	$94,280
Bridg Platform									
Revenue	-	-	-	-	-	$2,090	$2,909	$3,363	$3,945
Plus:									
Consumer Incentives	-	-	-	-	-	-	-	-	-
Billings	-	-	-	-	-	$2,090	$2,909	$3,363	$3,945
Consolidated									
Revenue	$45,509	$28,222	$46,079	$67,082	$53,230	$58,853	$64,984	$90,049	$67,928
Plus:									
Consumer Incentives	22,267	11,299	16,014	26,883	23,087	26,484	33,464	43,924	30,297
Billings	$67,776	$39,521	$62,093	$93,965	$76,317	$85,337	$98,448	$133,973	$98,225

Reconciliation of GAAP gross profit to adjusted contribution

(Amounts in thousands)

	Three Months Ended								
Cardlytics Platform	Mar 31, 2020	Jun 30, 2020	Sept 30, 2020	Dec 31, 2020	Mar 31, 2021	Jun 30, 2021	Sept 30, 2021	Dec 31, 2021	Mar 31, 2022
Revenue	$45,509	$28,222	$46,079	$67,082	$53,230	$56,763	$62,075	$86,686	$63,986
Minus:									
Partner Share and other third-party costs	26,138	16,811	27,971	38,388	29,771	29,890	33,929	47,274	35,027
Delivery costs	3,406	3,499	3,498	3,907	3,938	4,837	4,777	4,618	4,907
Gross Profit	$15,965	$7,912	$14,610	$24,787	$19,521	$22,036	$23,369	$34,794	$24,049
Plus:									
Delivery costs	3,406	3,499	3,498	3,907	3,938	4,837	4,777	4,618	4,907
Deferred implementation costs	1,008	991	1,641	958	882	730	731	1,442	-
Adjusted contribution	$20,379	$12,402	$19,749	$29,652	$24,341	$27,603	$28,877	$40,854	$28,956
Bridg Platform									
Revenue	-	-	-	-	-	$2,090	$2,909	$3,363	$3,945
Minus:									
Partner Share and other third-party costs	-	-	-	-	-	63	161	185	126
Delivery costs	-	-	-	-	-	911	1,613	1,809	1,626
Gross Profit	-	-	-	-	-	$1,116	$1,135	$1,369	$2,193
Plus:									
Delivery costs	-	-	-	-	-	911	1,613	1,809	1,626
Adjusted contribution	-	-	-	-	-	$2,027	$2,748	$3,178	$3,819
Consolidated									
Revenue	$45,509	$28,222	$46,079	$67,082	$53,230	$58,853	$64,984	$90,049	$67,928
Minus:									
Partner Share and other third-party costs	26,138	16,811	27,971	38,388	29,771	29,953	34,090	47,459	35,153
Delivery costs	3,406	3,499	3,498	3,907	3,938	5,748	6,390	6,427	6,533
Gross Profit	$15,965	$7,912	$14,610	$24,787	$19,521	$23,152	$24,504	$36,163	$26,242
Plus:									
Delivery costs	3,406	3,499	3,498	3,907	3,938	5,748	6,390	6,427	6,533
Deferred implementation costs	1,008	991	1,641	958	882	730	731	1,442	-
Adjusted contribution	$20,379	$12,402	$19,749	$29,652	$24,341	$29,630	$31,625	$44,032	$32,775

Reconciliation of GAAP partner share and other third-party costs to adjusted partner share and other third-party costs

(Amounts in thousands)

	Three Months Ended								
Cardlytics Platform	Mar 31, 2020	Jun 30, 2020	Sept 30, 2020	Dec 31, 2020	Mar 31, 2021	Jun 30, 2021	Sept 30, 2021	Dec 31, 2021	Mar 31, 2022
Partner Share and other third-party costs	$26,138	$16,811	$27,971	$38,388	$29,771	$29,890	$33,929	$47,274	$35,027
Minus:									
Deferred implementation costs	1,008	991	1,641	958	882	730	731	1,442	-
Adjusted Partner Share and other third-party costs	$25,130	$15,820	$26,330	$37,430	$28,889	$29,160	$33,198	$45,832	$35,027
Bridg Platform									
Partner Share and other third-party costs	-	-	-	-	-	$63	$161	$185	$126
Minus:									
Deferred implementation costs	-	-	-	-	-	-	-	-	-
Adjusted Partner Share and other third-party costs	-	-	-	-	-	$63	$161	$185	$126
Consolidated									
Partner Share and other third-party costs	$26,138	$16,811	$27,971	$38,388	$29,771	$29,953	$34,090	$47,459	$35,153
Minus:									
Deferred implementation costs	1,008	991	1,641	958	882	730	731	1,442	-
Adjusted Partner Share and other third-party costs	$25,130	$15,820	$26,330	$37,430	$28,889	$29,223	$33,359	$46,017	$35,153

Reconciliation of GAAP net (loss) income to adjusted EBITDA

(Amounts in thousands)

	Three Months Ended								
Cardlytics Platform	**Mar 31, 2020**	**Jun 30, 2020**	**Sept 30, 2020**	**Dec 31, 2020**	**Mar 31, 2021**	**Jun 30, 2021**	**Sept 30, 2021**	**Dec 31, 2021**	**Mar 31, 2022**
Net (loss) income	($13,531)	($19,758)	($15,356)	($6,777)	($24,895)	($45,328)	($39,473)	($11,758)	$32,853
Plus:									
Income tax benefit	-	-	-	-	-	-	-	(2,302)	-
Interest expense (income), net	(284)	10	283	3,039	3,045	3,078	3,192	3,247	947
Depreciation and amortization expense	2,331	1,545	1,933	2,017	3,065	7,092	5,554	6,774	7,044
Stock-based compensation expense	4,126	9,108	11,578	7,584	7,248	13,179	15,627	11,168	11,935
Foreign currency (gain) loss	1,886	8	(1,066)	(2,377)	(319)	-	1,543	43	1,671
Deferred implementation costs	1,008	991	1,641	958	882	730	731	1,442	-
Restructuring costs	482	403	391	47	-	-	713	-	-
Acquisition and integration costs	-	-	-	-	7,030	14,114	1,620	1,616	508
Change in fair value of contingent consideration	-	-	-	-	-	1,480	6,261	(6,367)	(65,050)
Adjusted EBITDA	($3,982)	($7,693)	($596)	$4,491	($3,944)	($5,655)	($4,232)	$3,863	($10,092)
Bridg Platform									
Net (loss) income	-	-	-	-	-	($1,978)	($5,056)	($76)	$185
Plus:									
Income tax benefit	-	-	-	-	-	-	-	(5,562)	-
Depreciation and amortization expense	-	-	-	-	-	1,741	2,821	2,824	2,827
Stock-based compensation expense	-	-	-	-	-	158	1,203	1,681	1,650
Acquisition and integration costs (benefit)	-	-	-	-	-	68	94	(170)	(5,107)
Adjusted EBITDA	-	-	-	-	-	($11)	($938)	($1,303)	($445)
Consolidated									
Net (loss) income	($13,531)	($19,758)	($15,356)	($6,777)	($24,895)	($47,306)	($44,529)	($11,834)	$33,038
Plus:									
Income tax benefit	-	-	-	-	-	-	-	($7,864)	-
Interest expense (income), net	(284)	10	283	3,039	3,045	3,078	3,193	3,247	947
Depreciation and amortization expense	2,331	1,545	1,933	2,017	3,065	8,833	8,375	9,598	9,871
Stock-based compensation expense	4,126	9,108	11,578	7,584	7,248	13,337	16,830	12,849	13,585
Foreign currency (gain) loss	1,886	8	(1,066)	(2,377)	(319)	-	1,543	43	1,671
Deferred implementation costs	1,008	991	1,641	958	882	730	731	1,442	-
Costs associated with financing events	-	-	-	-	-	-	-	-	-
Loss on extinguishment of debt	-	-	-	-	-	-	-	-	-
Restructuring costs	482	403	391	47	-	-	713	-	-
Acquisition and integration costs (benefit)	-	-	-	-	7,030	14,182	1,714	1,446	(4,599)
Change in fair value of contingent consideration	-	-	-	-	-	1,480	6,261	(6,367)	(65,050)
Adjusted EBITDA	($3,982)	($7,693)	($596)	$4,491	($3,944)	($5,666)	($5,169)	$2,560	($10,537)

Reconciliation of GAAP net income (loss) to non-GAAP net loss and non-GAAP net loss per share

(Amounts in thousands, except per share amounts)

	Three Months Ended March 31,	
	2022	2021
Net income (loss)	$33,038	($24,895)
Plus:		
Stock-based compensation expense	13,585	7,248
Foreign currency loss (gain)	1,671	(319)
Acquisition and integration (benefit) costs	(4,599)	7,030
Amortization of acquired intangibles	7,145	998
Change in fair value of contingent consideration	(65,050)	-
Non-GAAP net loss	($14,210)	($9,938)
Weighted-average number of shares of common stock used in computing non-GAAP net loss per share:		
Weighted-average common shares outstanding, diluted	37,185	29,313
Non-GAAP net loss per share attributable to common stockholders, diluted	($0.38)	($0.34)

Reconciliation of forecasted GAAP revenue to billings

(Amounts in millions)

	Q2 2022 Guidance
Revenue	$73.0 - $80.0
Plus:	
Consumer Incentives	$33.0 - $36.0
Billings	$106.0 - $116.0

Definitions

Adjusted contribution: We define adjusted contribution measures of the degree by which revenue generated from our marketers exceeds the cost to obtain the purchase data and the digital advertising space from our partners. Adjusted contribution demonstrates how incremental marketing spend on our platform generates incremental amounts to support our sales and marketing, research and development, general and administration and other investments. Adjusted contribution is calculated by taking our total revenue less our Partner Share and other third-party costs exclusive of deferred implementation costs, which is a non-cash cost. Adjusted contribution does not take into account all costs associated with generating revenue from advertising campaigns, including sales and marketing expenses, research and development expenses, general and administrative expenses and other expenses, which we do not take into consideration when making decisions on how to manage our advertising campaigns.

Adjusted EBITDA: We define adjusted EBITDA as our (loss) income before income taxes; interest expense, net; depreciation and amortization expense; stock-based compensation expense; foreign currency gain (loss); deferred implementation costs; restructuring costs; acquisition and integration costs (benefit); and change in fair value of contingent considerations.

Bridg ARR: We define ARR as the annualized GAAP revenue of the final month in the period presented for the Bridg platform. ARR should not be considered in isolation from, or as an alternative to, revenue prepared in accordance with GAAP. We believe that ARR is an indicator of the Bridg platform's ability to generate future revenue from existing clients.

Cardlytics ARPU: We define ARPU as the total Cardlytics platform revenue generated in the applicable period calculated in accordance with GAAP, divided by the average number of MAUs in the applicable period.

Billings: Billings represents the gross amount billed to customers and marketers for advertising campaigns in order to generate revenue. Cardlytics platform billings is recognized gross of both Consumer Incentives and Partner Share. Cardlytics platform GAAP revenue is recognized net of Consumer Incentives and gross of Partner Share. Bridg platform billings is the same as Bridg platform GAAP revenue.

Campaign spend ratio: We define campaign spend ratio as the amount of spend from MAUs that is associated with the campaigns in which they were targeted with offers divided by the total amount of spend from MAUs in the industries in which MAUs were targeted with offers during the applicable period.

Cardlytics MAUs: We define MAUs as targetable customers or accounts that have logged in and visited online or mobile applications containing offers, opened an email containing an offer, or redeemed an offer from the Cardlytics platform during a monthly period. We then calculate a monthly average of these MAUs for the periods presented.

Monthly log-in days: We define monthly log-in days as the number of days in which MAUs logged in and visited the online or mobile banking applications of, or opened an email containing our offers from, our partners during a monthly period. We then calculate an average of the monthly log-in days for the periods presented.

Non-GAAP net loss: We define non-GAAP net loss as our net income (loss) before stock-based compensation expense; foreign currency (gain) loss; acquisition and integration (benefit) costs; amortization of acquired intangibles; change in fair value of contingent considerations; and restructuring costs. Notably, any impacts related to minimum Partner Share commitments in connection with agreements with certain Partners are not added back to net loss in order to calculate adjusted EBITDA.

Non-GAAP net loss per share: We define non-GAAP net loss per share as non-GAAP net loss divided by GAAP weighted-average common shares outstanding, diluted.

Offer activation rate: We define offer activation rate as the total number of offers activated by MAUs divided by the total number of offers served to MAUs in the applicable period.

Industry and account definitions

Segment	Segment Constituents
Agency Accounts	Merchants on the Cardlytics platform in which we interact with an advertising agency that we believe holds significant influence over the decision-making process as it relates to the design and management of advertising campaigns
DTC	Direct to consumer
Entertainment	Amusement Parks, Cinema/Video, Concerts/Theater, Gaming, Golf, Miscellaneous Recreation Services, Museums/Parks, Radio, Sporting & Sporting Venues/Other, Ticket Providers
Exclusions	Antique/Pawn, Charitable and Social Service Organizations, Courier/Freight/Storage, Gambling, Government, Lifestyle/ Social, Medical Services, Other Educational, Schools
Grocery	Convenience, Grocery
Other	Business Services, Financial Institutions, Gyms/Fitness, Home/ Maintenance, Online Education/ Distance Learning, Other Services, Salon/Spa
Restaurant	Banquet/Caterers, Bars/Night Clubs/Taverns, Fast Food/ Quick Serve, Full Service Restaurants, Quick Serve Light Fares
Retail	Accessories, Apparel, Auto Services and Products, Beauty Products/Cosmetics, Books/ Magazine, Child/ Infant Care, Drug Store/Pharmacy, General/Multi-Line, Home & Garden, Office Supplies, Other Retail, Pets, Shoes & Athletic Footwear, Specialty Gifts, Sporting & Outdoor Goods
Subscription	Bundled, Insurance/Real Estate, Internet, Phone, Professional Services, Television
Travel	Airlines, Car Rental, Cruise Lines, Gas Stations, Hotels/Lodging, Other Travel, Parking Services, Personal Transportation, Tour Operators/Agencies, Travel Aggregators and Agencies

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