
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2024
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____
Commission File Number: 001-39493

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

Delaware
(State or other jurisdiction of
incorporation or organization)

85-1276957
(I.R.S. Employer
Identification No.)

**8000 Towers Crescent Drive
Suite 1100
Vienna, Virginia 22182**
(Address of principal executive offices) (Zip Code)
(202) 301-5127
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value of \$0.0001 per share	SPIR	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input checked="" type="checkbox"/>		

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The registrant had outstanding 24,317,560. shares of Class A common stock and 1,507,325 shares of Class B common stock as of April 30, 2024.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the federal securities laws, which statements involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or our future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “could,” “would,” “intend,” “target,” “project,” “contemplate,” “believe,” “estimate,” “predict,” “potential,” “seek” or “continue” or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans or intentions. Forward-looking statements contained in this Quarterly Report on Form 10-Q include, but are not limited to, statements about:

- our ability to meet our financial covenants in the future;
- the sufficiency of our working capital in the future;
- changes in our growth, strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, and plans;
- our ability to remedy identified material weaknesses;
- the implementation, market acceptance, and success of our business model;
- the ability to develop new offerings, services, solutions and features and bring them to market in a timely manner and make enhancements to our business;
- the quality and effectiveness of and advancements in our technology and our ability to accurately and effectively use data and engage in predictive analytics;
- overall level of customer demand for our products and offerings;
- expectations and timing related to product launches;
- expectations of achieving and maintaining profitability;
- projections of total addressable markets, market opportunity, and market share;
- our ability to acquire data sets, software, equipment, satellite components, and regulatory approvals from third parties;
- our expectations concerning relationships with third parties;
- our ability to acquire or develop products or technologies we believe could complement or expand our platform or to expand our products and offerings internationally;
- our ability to obtain and protect patents, trademarks, licenses and other intellectual property rights;
- our ability to utilize potential net operating loss carryforwards;
- developments and projections relating to our competitors and industries, such as the projected growth in demand for space-based data;
- our ability to acquire new customers and partners or obtain renewals, upgrades, or expansions from our existing customers;
- our ability to compete with existing and new competitors in existing and new markets and offerings;
- our ability to retain or recruit officers, key employees or directors;
- the conversion or planned repayment of our debt obligations;
- our future capital requirements and sources and uses of cash;
- our ability to obtain funding for our operations;
- our business, expansion plans, and opportunities;
- our expectations regarding regulatory approvals and authorizations;
- the expectations regarding the effects of existing and developing laws and regulations, including with respect to regulations around satellites, intellectual property law, and privacy and data protection;
- global and domestic economic conditions, including currency exchange rate fluctuations, inflation, rising interest rates and geopolitical uncertainty and instability, and their impact on demand and pricing for our offerings in affected markets; and
- the impact of global health crises on global capital and financial markets, general economic conditions in the United States, and our business and operations.

We caution you that the foregoing list may not contain all of the forward-looking statements made in this Quarterly Report on Form 10-Q. You should not rely upon forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this

Quarterly Report on Form 10-Q primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, results of operations, and prospects. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties, and other factors, including those described in Part I, Item 1A “Risk Factors” of our Annual Report on Form 10-K for the year ended December 31, 2023. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Quarterly Report on Form 10-Q. We cannot assure you that the results, events, and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results, events, or circumstances could differ materially from those described in the forward-looking statements.

Neither we nor any other person assumes responsibility for the accuracy and completeness of any of these forward-looking statements. Moreover, the forward-looking statements made in this Quarterly Report on Form 10-Q relate only to expectations as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this Quarterly Report on Form 10-Q to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q or to reflect new information or the occurrence of unanticipated events, except as required by law. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments we may make.

In addition, statements that “we believe” and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this Quarterly Report on Form 10-Q, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to rely upon these statements.

PART I—FINANCIAL INFORMATION

Item 1. Unaudited Condensed Consolidated Financial Statements

Spire Global, Inc.

Condensed Consolidated Balance Sheets

(In thousands, except share and per share amounts)

(Unaudited)

	March 31, 2024	December 31, 2023
Assets		
Current assets		
Cash and cash equivalents	\$ 51,985	\$ 29,144
Marketable securities	12,003	11,726
Accounts receivable, net (including allowance of \$271 and \$586 as of March 31, 2024 and December 31, 2023, respectively)	12,346	9,911
Contract assets	5,205	6,215
Other current assets	12,241	12,340
Total current assets	93,780	69,336
Property and equipment, net	71,853	71,209
Operating lease right-of-use assets	14,324	14,921
Goodwill	50,051	51,155
Customer relationships	18,467	19,363
Other intangible assets	11,994	12,660
Other long-term assets, including restricted cash	7,503	8,181
Total assets	<u>\$ 267,972</u>	<u>\$ 246,825</u>
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable	\$ 5,869	\$ 8,012
Accrued wages and benefits	2,147	1,829
Contract liabilities, current portion	22,617	23,165
Other accrued expenses	11,309	8,540
Total current liabilities	41,942	41,546
Long-term debt	115,016	114,113
Contingent earnout liability	265	220
Deferred income tax liabilities	1,058	1,069
Warrant liability	10,672	5,988
Operating lease liabilities, net of current portion	12,488	13,079
Other long-term liabilities	1,221	272
Total liabilities	182,662	176,287
Commitments and contingencies (Note 9)		
Stockholders' equity		
Common stock, \$0.0001 par value, 1,000,000,000 Class A and 15,000,000 Class B shares authorized, 24,315,589 Class A and 1,507,325 Class B shares issued and outstanding at March 31, 2024; 21,097,351 Class A and 1,507,325 Class B shares issued and outstanding at December 31, 2023	3	2
Additional paid-in capital	519,400	477,624
Accumulated other comprehensive loss	(6,234)	(4,485)
Accumulated deficit	(427,859)	(402,603)
Total stockholders' equity	85,310	70,538
Total liabilities and stockholders' equity	<u>\$ 267,972</u>	<u>\$ 246,825</u>

The accompanying notes are an integral part of these unaudited Condensed Consolidated Financial Statements.

Spire Global, Inc.
Condensed Consolidated Statements of Operations
(In thousands, except share and per share amounts)
(Unaudited)

	Three Months Ended March 31,	
	2024	2023
Revenue	\$ 25,688	\$ 24,168
Cost of revenue	12,546	10,360
Gross profit	13,142	13,808
Operating expenses:		
Research and development	9,909	9,663
Sales and marketing	5,118	6,850
General and administrative	9,818	11,770
Loss on decommissioned satellites	178	—
Total operating expenses	25,023	28,283
Loss from operations	(11,881)	(14,475)
Other income (expense):		
Interest income	454	565
Interest expense	(5,053)	(4,578)
Change in fair value of contingent earnout liability	(45)	76
Change in fair value of warrant liabilities	(4,202)	746
Issuance of stock warrants	(2,399)	—
Foreign exchange (loss) gain	(1,538)	1,024
Other expense, net	(551)	(762)
Total other expense, net	(13,334)	(2,929)
Loss before income taxes	(25,215)	(17,404)
Income tax provision	41	269
Net loss	\$ (25,256)	\$ (17,673)
Basic and diluted net loss per share ⁽¹⁾	\$ (1.16)	\$ (0.98)
Weighted-average shares used in computing basic and diluted net loss per share ⁽¹⁾	21,813,045	18,096,363

(1) The shares of the Company's common stock and the per share amounts for the three months ended March 31, 2023 have been retroactively adjusted to reflect the 1-for-8 reverse stock split (Note 1).

The accompanying notes are an integral part of these unaudited Condensed Consolidated Financial Statements.

Spire Global, Inc.
Condensed Consolidated Statements of Comprehensive Loss
(In thousands)
(Unaudited)

	Three Months Ended March 31,	
	2024	2023
Net loss	\$ (25,256)	\$ (17,673)
Other comprehensive (loss) gain:		
Foreign currency translation adjustments	(1,747)	(1,589)
Net unrealized (loss) gain on investments (net of tax)	(2)	44
Comprehensive loss	<u>\$ (27,005)</u>	<u>\$ (19,218)</u>

The accompanying notes are an integral part of these unaudited Condensed Consolidated Financial Statements.

Spire Global, Inc.
Condensed Consolidated Statements of Changes in Stockholders' Equity
(In thousands, except share amounts)
(Unaudited)

	Common Stock		Additional Paid in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance, December 31, 2023	22,604,676	\$ 2	\$ 477,624	\$ (4,485)	\$ (402,603)	\$ 70,538
Release of Restricted Stock Units and Performance Stock Units	204,511	—	—	—	—	—
Exercise of stock options	37,536	—	267	—	—	267
Stock compensation expense	—	—	3,628	—	—	3,628
Issuance of common stock under Securities Purchase Agreements	2,976,191	1	37,881	—	—	37,882
Net loss	—	—	—	—	(25,256)	(25,256)
Foreign currency translation adjustments	—	—	—	(1,747)	—	(1,747)
Net unrealized loss on investments (net of tax)	—	—	—	(2)	—	(2)
Balance, March 31, 2024	<u>25,822,914</u>	<u>\$ 3</u>	<u>\$ 519,400</u>	<u>\$ (6,234)</u>	<u>\$ (427,859)</u>	<u>\$ 85,310</u>

	Common Stock		Additional Paid in Capital ⁽¹⁾	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholders' Equity
	Shares ⁽¹⁾	Amount ⁽¹⁾				
Balance, December 31, 2022	19,467,183	2	455,765	(6,997)	(338,647)	110,123
Release of Restricted Stock Units	261,153	—	—	—	—	—
Stock compensation expense	—	—	2,646	—	—	2,646
Conversion of warrants to common stock	34,728	—	286	—	—	286
Net loss	—	—	—	—	(17,673)	(17,673)
Foreign currency translation adjustments	—	—	—	(1,589)	—	(1,589)
Net unrealized gain on investments (net of tax)	—	—	—	44	—	44
Balance, March 31, 2023	<u>19,763,064</u>	<u>\$ 2</u>	<u>\$ 458,697</u>	<u>\$ (8,542)</u>	<u>\$ (356,320)</u>	<u>\$ 93,837</u>

(1) The shares of the Company's common stock have been retroactively adjusted to reflect the 1-for-8 reverse stock split (Note 1).

The accompanying notes are an integral part of these unaudited Condensed Consolidated Financial Statements.

Spire Global, Inc.
Condensed Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

	Three Months Ended March 31,	
	2024	2023
Cash flows from operating activities		
Net loss	\$ (25,256)	\$ (17,673)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	6,837	3,916
Stock-based compensation	3,628	2,646
Amortization of operating lease right-of-use assets	809	224
Amortization of debt issuance costs	900	554
Change in fair value of warrant liabilities	4,202	(746)
Change in fair value of contingent earnout liability	45	(76)
Issuance of stock warrants	2,399	—
Loss on decommissioned satellites and impairment of assets	432	—
Other, net	(20)	(104)
Changes in operating assets and liabilities:		
Accounts receivable, net	(2,564)	97
Contract assets	624	(855)
Other current assets	392	117
Other long-term assets	516	410
Accounts payable	(1,508)	(604)
Accrued wages and benefits	343	323
Contract liabilities	775	1,259
Other accrued expenses	973	(548)
Operating lease liabilities	(872)	(230)
Net cash used in operating activities	(7,345)	(11,290)
Cash flows from investing activities		
Purchases of short-term investments	(10,920)	(13,908)
Maturities of short-term investments	10,800	11,600
Purchase of property and equipment	(8,564)	(4,649)
Net cash used in investing activities	(8,684)	(6,957)
Cash flows from financing activities		
Proceeds from Securities Purchase Agreements, net	37,881	—
Proceeds from long-term debt	—	19,886
Proceeds from exercise of stock options	267	—
Net cash provided by financing activities	38,148	19,886
Effect of foreign currency translation on cash, cash equivalents and restricted cash	711	(1,846)
Net increase (decrease) in cash, cash equivalents and restricted cash	22,830	(207)
Cash, cash equivalents and restricted cash		
Beginning balance	29,641	47,569
Ending balance	<u>\$ 52,471</u>	<u>\$ 47,362</u>
Supplemental disclosure of cash flow information		
Cash paid for interest	\$ 3,983	\$ 3,827
Income taxes paid	\$ 15	\$ 451
Noncash operating, investing and financing activities		
Property and equipment purchased but not yet paid	\$ 2,135	\$ 2,299
Right-of-use assets obtained in exchange for lease liabilities	\$ 353	\$ 1,007
Conversion of warrants to Class A common stock	\$ —	\$ 286

The accompanying notes are an integral part of these unaudited Condensed Consolidated Financial Statements.

Spire Global, Inc.**Notes to Condensed Consolidated Financial Statements**

(In thousands, except shares and per share data, unless otherwise noted)

(Unaudited)

1. Nature of Business

Spire Global, Inc. (“Spire” or the “Company”), founded in August 2012, is a global provider of space-based data and analytics that offers its customers unique datasets and insights about earth from the ultimate vantage point. The Company collects this space-based data through its proprietary constellation of multi-purpose nanosatellites. By designing, manufacturing, integrating and operating its own satellites and ground stations, the Company has unique end-to-end control and ownership over its entire system. The Company offers the following three data solutions to customers: Maritime, Aviation and Weather. As a fourth solution, the Company is providing “space-as-a-service” through its Space Services solution.

The Company is headquartered in Vienna, Virginia and has several wholly owned operating subsidiaries in the United States, United Kingdom, Luxembourg, Singapore, Australia, Germany, and Canada.

On August 16, 2021, Spire Global Subsidiary, Inc. (formerly known as Spire Global, Inc.) (“Legacy Spire”) closed its previously announced merger with NavSight Holdings, Inc. (“NavSight”), a special purpose acquisition company. As a result, Legacy Spire continued as the surviving corporation and a wholly owned subsidiary of NavSight (the “Merger,” and such consummation, the “Closing”). NavSight then changed its name to Spire Global, Inc. and Legacy Spire changed its name to Spire Global Subsidiary, Inc.

On September 14, 2022, the Company entered into an Equity Distribution Agreement (the “Equity Distribution Agreement”) with Canaccord Genuity LLC, as sales agent (the “Agent”). In accordance with the terms of the Equity Distribution Agreement, the Company may offer and sell its Class A common stock, having an aggregate offering price of up to \$85,000 from time to time through the Agent pursuant to a registration statement on Form S-3, which became effective on September 26, 2022. Under the Equity Distribution Agreement, the Company sold (i) 2,166,389 shares of its Class A common stock during the year ended December 31, 2023 for gross proceeds of \$8,235 and (ii) no shares during the three months ended March 31, 2024.

On March 24, 2023, the Company, was notified by the New York Stock Exchange (“NYSE”) that the Company was not in compliance with Rule 802.01C of the NYSE’s Listed Company Manual (“Rule 802.01C”) relating to the minimum average closing price of the Company’s Class A common stock, par value of \$0.0001 per share, required over a consecutive 30 trading-day period. On August 31, 2023, the Company effected a reverse stock split at a ratio of 1-for-8 (the “Reverse Stock Split”) of its common stock. In connection with the Reverse Stock Split, every eight shares of the Company’s Class A and Class B common stock issued and outstanding as of the effective date were automatically combined into one share of Class A or Class B common stock, as applicable. On September 25, 2023, the Company received formal notice from the NYSE that the Company had regained compliance with Rule 802.01C.

On February 4, 2024, the Company and Signal Ocean Ltd (“Signal Ocean”) entered into a securities purchase agreement (the “SPA”) for the issuance and sale of 833,333 shares of the Company’s Class A common stock to Signal Ocean at a price of \$12.00 per share (the “Private Placement”). The Private Placement closed on February 8, 2024, resulting in gross proceeds to the Company of \$10.0 million.

On March 21, 2024, the Company entered into a Securities Purchase Agreement (the “Purchase Agreement”) with institutional investors (the “Investors”), pursuant to which the Company issued and sold in a registered direct offering (the “Offering”), (i) an aggregate of 2,142,858 shares of Class A common stock and (ii) warrants exercisable for an aggregate of 2,142,858 shares of Class A common stock (“Securities Purchase Agreement Warrants”) to the Investors. Each share of Class A common stock and accompanying Securities Purchase Agreement Warrant to purchase one share of Class A common stock was sold at an offering price of \$14.00. The aggregate gross proceeds to the Company from the Offering totaled \$30,000 before deducting the placement agent’s fees and related offering expenses. The Securities Purchase Agreement Warrants have an exercise price equal to \$14.50 per share of Class A common stock, are exercisable for a term beginning on March 25, 2024 and will expire on July 3, 2024.

On March 21, 2024, the Company entered into a placement agency agreement (the “Placement Agency Agreement”) with Alliance Global Partners (“A.G.P” or the “Placement Agent”), pursuant to which the Company engaged A.G.P as the exclusive placement agent in connection with the Offering. The Company paid A.G.P a cash fee equal to 6% of the gross proceeds from the sale of shares and Securities Purchase Agreement Warrants to the Investors, or \$1,800, in March 2024. The Company agreed to pay a cash fee equal to 4% of the gross exercise price paid in cash with respect to the exercise of the Securities Purchase Agreement Warrants.

The par value of the common stock remains \$0.001 per share after the Reverse Stock Split. All share and per share information has been retroactively adjusted to reflect the impact of the Reverse Stock Split for applicable periods presented.

2. Summary of Significant Accounting Policies**Basis of Presentation**

The condensed consolidated financial statements and accompanying notes are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and regulations of the U.S. Securities and Exchange Commission (the “SEC”) for interim financial reporting.

Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to rules and regulations applicable to interim financial reporting. The unaudited condensed consolidated

Spire Global, Inc.**Notes to Condensed Consolidated Financial Statements**

(In thousands, except shares and per share data, unless otherwise noted)

(Unaudited)

financial statements were prepared on the same basis as the audited consolidated financial statements and, in the opinion of management, contain all adjustments, consisting of normal recurring adjustments necessary for a fair statement of its financial position, results of operations and cash flows for the periods indicated. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements included within the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

The information as of December 31, 2023 included on the condensed consolidated balance sheets was derived from the Company's audited consolidated financial statements. All intercompany accounts and transactions have been eliminated in consolidation.

Results of operations for the three months ended March 31, 2024 are not necessarily indicative of the results that may be expected for any other interim period or for the year ending December 31, 2024.

Reverse Stock Split

For the three months ended, and as of, March 31, 2023, reported share amounts, including issued and outstanding shares, per share amounts, and reported issued and outstanding warrants and other securities convertible into common stock in these condensed consolidated financial statements and accompanying notes have been retroactively adjusted for the Reverse Stock Split by applying the Reverse Stock Split ratio. The number of authorized shares of common stock was not impacted by the Reverse Stock Split, and therefore has not been retroactively adjusted.

Liquidity Risks and Uncertainties

Since inception, the Company has been engaged in developing its product offerings, raising capital, and recruiting personnel. The Company's operating plan may change as a result of many factors currently unknown and there can be no assurance that the current operating plan will be achieved in the time frame anticipated by the Company, and it may need to seek additional funds sooner than planned. If adequate funds are not available to the Company on a timely basis, it may be required to delay, limit, reduce, or terminate certain commercial efforts, or pursue merger or acquisition strategies, all of which could adversely affect the holdings or the rights of the Company's stockholders.

The Company has a history of operating losses and negative cash flows from operations since inception. During the three months ended March 31, 2024, net loss was \$25,256, cash used in operations was \$7,345 and the Company received net proceeds of \$9,825 from the Private Placement and \$28,056 from the Offering. The Company held cash and cash equivalents of \$51,985, excluding restricted cash of \$486, and investment in short-term marketable securities of \$12,003 as of March 31, 2024. The Company currently believes that it will meet its minimum liquidity covenant, as well as all other financial covenants under the Blue Torch Financing Agreement (as amended, and as defined below in Note 6), at each applicable measurement point over the period of at least one year from the issuance of the March 31, 2024 condensed consolidated financial statements, and that it will have sufficient working capital to operate for a period of at least one year from the issuance of the March 31, 2024 condensed consolidated financial statements, in each case based on the Company's current cash and cash equivalents balance and expected future financial results.

The Company's assessment of the period of time through which its financial resources will be adequate to support its operations and meet its financial covenants is a forward-looking statement and involves risks and uncertainties. The Company's actual results could vary as a result of many factors, including its growth rate, subscription renewal activity, the timing and extent of spending to support its infrastructure and research and development efforts and the expansion of sales and marketing activities. The Company may in the future enter into arrangements to acquire or invest in complementary businesses, services, and technologies, including intellectual property rights. The Company has based its estimates on assumptions that may prove to be wrong, and it could use its available capital resources sooner than it currently expects. The Company may be required to seek additional equity or debt financing or seek waivers of or amendments to contractual obligations. Future liquidity and cash requirements will depend on numerous factors, including market penetration, the introduction of new products, and potential acquisitions of related businesses or technology. In the event that additional financing is required from outside sources, the Company may not be able to raise it on acceptable terms or at all. If the Company is unable to raise additional capital when desired, unable to meet the minimum liquidity covenant or other financial covenants under the Blue Torch Financing Agreement or if it cannot expand its operations or otherwise capitalize on its business opportunities because it lacks sufficient capital, its business, results of operations, and financial condition would be adversely affected.

Macroeconomic and Geopolitical

Over the past two years, the Company has been impacted by the macroeconomic environment, such as fluctuations in foreign currencies, increasing interest rates and geopolitical conflicts like the Russian invasion of Ukraine, Israel's war with Hamas and the increased tensions between China and the U.S..

The U.S. dollar exhibited a modest decrease in strength against the local functional currencies of our foreign subsidiaries for the three months ended March 31, 2024 as compared to the three months ended March 31, 2023. This had a marginal positive impact on our revenue, as about one-third of the Company's sales are conducted in foreign currencies. Conversely, it had a marginal unfavorable impact on our expenses, given that a majority of the Company's workforce resides in countries other than the United States.

The macroeconomic environment has caused existing or potential customers to re-evaluate their decision to purchase the Company's offerings, at times resulting in additional customer discounts, extended payment terms, longer sales cycles, and a few contract cancellations.

Spire Global, Inc.**Notes to Condensed Consolidated Financial Statements**

(In thousands, except shares and per share data, unless otherwise noted)

(Unaudited)

Increasing interest rates in the three months ended March 31, 2024 compared to the three months ended March 31, 2023 resulted in higher interest expenses, as the Company's credit facility is based on a floating interest rate. The Russian invasion of Ukraine and the continued conflict created additional global sanctions, which at times caused scheduling shifts or launch cancellations by third-party satellite launch providers and negatively impacted the availability of launch windows and our constellation replenishment efforts.

If any of these factors continue or worsen, and/or if new macroeconomic or geopolitical issues arise, the Company's results and financial condition could be further negatively impacted. The Company cannot predict the timing, strength, or duration of any economic slowdown, downturn, instability, or recovery, generally or within any particular industry or geography. Any downturn of the general economy or industries in which the Company operates would adversely affect its business, financial condition, and results of operations.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosures of contingent assets and liabilities at the dates of the condensed consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Management's significant estimates include assumptions in revenue recognition, allowance for credit losses, valuation of certain assets and liabilities acquired from the acquisition of exactEarth in November 2021 (the "Acquisition"), realizability of deferred income tax assets, and fair value of equity awards, contingent earnout liabilities and warrant liabilities. Actual results could differ from those estimates.

Based on an evaluation of the lifespans of its in-service satellites and on current capabilities to extend the useful life of in-service satellites via software updates, the Company changed the estimated useful life of its capitalized satellites and related launch costs from three to four years for depreciation purposes. The Company determined it was appropriate to make this change beginning June 2023. The change in estimated useful life did not have a material impact for the three months ended March 31, 2024.

In November 2023, the Company updated the estimated useful lives for 43 capitalized satellites and related launch costs based on updated de-orbit dates. This change represents a change in accounting estimate and the impact of the change was an increase in loss from continuing operations before income taxes of approximately \$3,009, or \$0.14 per basic and diluted share for the three months ended March 31, 2024.

Cash, Cash Equivalents, Marketable Securities and Restricted Cash

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. Restricted cash included in Other long-term assets, including restricted cash on the condensed consolidated balance sheets, represents amounts pledged as guarantees or collateral for financing arrangements and lease agreements, as contractually required.

The Company invests in highly rated securities, with the primary objective of minimizing the potential risk of principal loss. The Company's investment policy generally requires securities to be investment grade and limits the amount of credit exposure to any one issuer. The Company's investments in marketable debt securities have been classified and accounted for as available-for-sale. The Company classifies its marketable debt securities as either short-term or long-term based on each instrument's underlying contractual maturity date. Unrealized gains and losses on marketable debt securities classified as available-for-sale are recognized in Accumulated other comprehensive loss. Interest on securities classified as available-for-sale is included in Interest income on the condensed consolidated statements of operations.

The following table shows components of cash, cash equivalents, and restricted cash reported on the condensed consolidated balance sheets and in the condensed consolidated statements of cash flows as of the dates indicated:

	March 31,		December 31,	
	2024		2023	
Cash and cash equivalents	\$	51,985	\$	29,144
Restricted cash included in Other long-term assets		486		497
	\$	<u>52,471</u>	\$	<u>29,641</u>

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash, cash equivalents and restricted cash, marketable securities, and accounts receivable. The Company typically has cash accounts in excess of Federal Deposit Insurance Corporation insurance coverage limits. The Company has not experienced any losses on such accounts, and management believes that the Company's risk of loss is remote.

The Company has a concentration of contractual revenue arrangements with various government agencies. Entities under common control are reported as a single customer. As of March 31, 2024, the Company had one customer (Customer A noted below) that accounted for 16% of the Company's total accounts receivable. As of December 31, 2023, the Company did not have any customers that accounted for more than 10% of the Company's total accounts receivable.

Spire Global, Inc.**Notes to Condensed Consolidated Financial Statements**

(In thousands, except shares and per share data, unless otherwise noted)

(Unaudited)

The following customers represented 10% or more of the Company's total revenue for each of the following periods:

	Three Months Ended March 31,		
	2024	2023	
Customer A	*		11 %
Customer B ⁽¹⁾	29 %		29 %

* Revenue from this customer was less than 10% of total revenue during the period.

⁽¹⁾ Consists of multiple U.S. government agencies, of which two and one government agencies represented greater than 10% of total revenue for the three months ended March 31, 2024 and 2023, respectively.

Related Parties

In conjunction with the Company's acquisition of exactEarth in November 2021, Myriota Pty Ltd ("Myriota"), an existing Spire customer, became a related party as a result of exactEarth's approximately 13% ownership of Myriota at the time of acquisition. As of March 31, 2024, the Company had 11.5% ownership of Myriota. As of March 31, 2024 and December 31, 2023, \$1,876 and \$2,216, respectively, of investment in Myriota were included in Other long-term assets, including restricted cash on the condensed consolidated balance sheets. The Company accounts for this investment using the equity method of accounting. The Company's share of earnings or losses on the investment is recorded on a one month lag, due to the timing of receiving financial statements from Myriota, as a component of Other expense, net in the condensed consolidated statements of operations. The Company generated \$121 and \$203 in revenue from Myriota for the three months ended March 31, 2024 and 2023, respectively, and had \$52 of accounts receivable from Myriota as of March 31, 2024 and had no accounts receivable from Myriota as of December 31, 2023.

Accounting Pronouncements Recently Adopted

In March 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-01, *Leases – Common Control Arrangements* (Topic 842), to improve the accounting for amortizing leasehold improvements associated with arrangements between entities under common control. The amendment requires that leasehold improvements be amortized by the lessee over the useful life of the leasehold improvements to the common control group (regardless of the lease term) as long as the lessee controls the use of the underlying asset through a lease. Additionally, leasehold improvements should be accounted for as a transfer between entities under common control through an adjustment to equity when the lessee no longer controls the use of the underlying asset. The amendments in this update are effective for financial statements issued for annual periods beginning after December 15, 2023, with early adoption permitted. The adoption of ASU 2023-01 as of January 1, 2024 did not impact the Company's condensed consolidated financial statements.

In August 2023, the FASB issued ASU 2023-05, *Business Combinations – Joint Venture Formations* (Subtopic 805-60): Recognition and Initial Measurement. The amendments in this ASU are intended to facilitate consistency in the application of accounting guidance upon the formation of entities qualifying as joint ventures ("JVs"). This ASU generally requires the use of business combinations accounting at the JV formation date, which would result in the contributed assets/liabilities being revalued to fair value and potentially result in the recognition of goodwill and other intangibles on the JV's financial statements. However, this ASU does not alter the ongoing accounting for the JV's operations. This guidance is effective for JVs with formation dates on or after January 1, 2025. The adoption of ASU 2023-05 as of January 1, 2024 did not impact the Company's condensed consolidated financial statements.

Accounting Pronouncements Not Yet Adopted

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting - Improvements to Reportable Segment Disclosures* (Topic 280), to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The amendments enhance interim disclosure requirements, clarify circumstances in which an entity can disclose multiple segment measures of profit or loss, provide new segment disclosure requirements for entities within a single reportable segment, and contain other disclosure requirements. The ASU is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted and will be applied retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the ASU to determine its impact on the Company's disclosures.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes - Improvements to Income Tax Disclosures* (Topic 740), to further enhance income tax disclosures to enable investors to better assess how an entity's operations, related tax risks, tax planning, and operational opportunities affect its tax rate and prospects for future cash flows. The improvements primarily relate to the disaggregation of rate reconciliation categories and income taxes paid by jurisdiction. The other amendments improve the effectiveness and comparability of disclosures by adding disclosures of pretax income (or loss) and income tax expense (or benefit) to be consistent with SEC regulations. The ASU is effective for public business entities for annual reporting periods beginning after December 15, 2024. Early adoption is permitted and should be applied prospectively or retrospectively. The Company is currently evaluating the ASU to determine its impact on the Company's disclosures.

Spire Global, Inc.**Notes to Condensed Consolidated Financial Statements**

(In thousands, except shares and per share data, unless otherwise noted)

(Unaudited)

In March 2024, the SEC adopted final rules under SEC Release No. 33-11275, *The Enhancement and Standardization of Climate-Related Disclosures for Investors*, which will require registrants to provide certain climate-related information in their annual reports and registration statements. The rules will require disclosure of material climate-related risks, how the board of directors and management oversee and manage such risks, and the actual and potential impact of such risks on the registrant. It will also require disclosure about material climate-related targets and goals, and the financial impact of severe weather events and other natural conditions in the notes to audited financial statements. The disclosures will be required at the earliest in reports for the year ended December 31, 2025 (or potentially later depending on the Company's filer status at the time). The Company is currently evaluating the impact on the Company's disclosures.

3.Revenue, Contract Assets, Contract Liabilities and Remaining Performance Obligations**Disaggregation of Revenue**

Revenue from subscription-based contracts was \$16,925, or 66% of total revenue, for the three months ended March 31, 2024, and was \$18,812, or 78% of total revenue, for the three months ended March 31, 2023. Revenue from non-subscription-based contracts was \$8,763, or 34% of total revenue, for the three months ended March 31, 2024, and was \$5,356, or 22% of total revenue, for the three months ended March 31, 2023.

The following revenue disaggregated by geography was recognized:

	Three Months Ended March 31, 2024		Three Months Ended March 31, 2023	
Americas ⁽¹⁾	\$ 14,249	56 %	\$ 12,807	53 %
EMEA ⁽²⁾	9,264	36 %	8,703	36 %
Asia Pacific	2,175	8 %	2,658	11 %
Total	<u>\$ 25,688</u>	<u>100 %</u>	<u>\$ 24,168</u>	<u>100 %</u>

⁽¹⁾ U.S. represented 48% and 50% for the three months ended March 31, 2024 and 2023, respectively.

⁽²⁾ United Kingdom represented 14% for each of the three months ended March 31, 2024 and 2023.

Contract Assets

As of March 31, 2024 and December 31, 2023, contract assets were \$5,205 and \$6,215, respectively, on the condensed consolidated balance sheets.

Changes in contract assets for the three months ended March 31, 2024 and 2023 were as follows:

	2024		2023	
Balance as of December 31	\$ 6,215	\$ 6,215	\$ 3,353	\$ 3,353
Contract assets recorded during the period	3,948		3,306	
Reclassified to accounts receivable	(4,929)		(2,451)	
Other	(29)		5	
Balance as of March 31	<u>\$ 5,205</u>	<u>\$ 5,205</u>	<u>\$ 4,213</u>	<u>\$ 4,213</u>

Contract Liabilities

As of March 31, 2024, contract liabilities were \$23,830, of which \$22,617 was reported in contract liabilities, current portion, and \$1,213 was reported in other long-term liabilities on the Company's condensed consolidated balance sheets. At December 31, 2023, contract liabilities were \$23,428, of which \$23,165 was reported in contract liabilities, current portion, and \$263 was reported in other long-term liabilities on the Company's condensed consolidated balance sheets.

Changes in contract liabilities for the three months ended March 31, 2024 and 2023 were as follows:

	2024		2023	
Balance as of December 31	\$ 23,428	\$ 23,428	\$ 16,628	\$ 16,628
Contract liabilities recorded during the period	10,709		7,978	
Revenue recognized during the period	(10,102)		(6,719)	
Other	(205)		104	
Balance as of March 31	<u>\$ 23,830</u>	<u>\$ 23,830</u>	<u>\$ 17,991</u>	<u>\$ 17,991</u>

Spire Global, Inc.**Notes to Condensed Consolidated Financial Statements**

(In thousands, except shares and per share data, unless otherwise noted)

(Unaudited)

Remaining Performance Obligations

The Company has performance obligations associated with commitments in customer contracts for future services that have not yet been recognized as revenue. These commitments for future services exclude (i) contracts with an original term of one year or less, and (ii) cancellable contracts. As of March 31, 2024, the amount not yet recognized as revenue from these commitments was \$195,678. The Company expects to recognize 42% of these future commitments over the next 12 months, 20% over the next 13 to 24 months, 17% over the next 25 to 36 months, and the remaining 21% thereafter as the performance obligations are met.

4. Balance Sheet Components

Other current assets consisted of the following:

	March 31, 2024	December 31, 2023
Technology and other prepaid contracts	\$ 4,394	\$ 4,149
Notes receivable	4,500	4,500
Prepaid insurance	956	1,476
Deferred contract costs	542	487
Other receivables	1,621	1,237
Other	228	491
Other current assets	<u>\$ 12,241</u>	<u>\$ 12,340</u>

Property and equipment, net consisted of the following:

	March 31, 2024	December 31, 2023
Satellites in-service	\$ 53,496	\$ 59,751
Internally developed software	2,134	2,138
Ground stations in-service	4,440	4,444
Leasehold improvements	5,794	5,800
Machinery and equipment	4,069	4,787
Computer equipment	1,833	1,908
Computer software and website development	99	99
Furniture and fixtures	1,329	1,336
	73,194	80,263
Less: Accumulated depreciation and amortization	(37,219)	(36,326)
	35,975	43,937
Satellite, launch and ground station work in progress	28,955	22,208
Finished satellites not yet placed in-service	6,923	5,064
Property and equipment, net	<u>\$ 71,853</u>	<u>\$ 71,209</u>

Depreciation and amortization expense related to property and equipment for the three months ended March 31, 2024 and 2023 was \$5,957 and \$3,037, respectively.

The Company recorded a \$178 loss on decommissioned satellites for the three months ended March 31, 2024. There were no satellites decommissioned or impaired in the three months ended March 31, 2023.

Other accrued expenses consisted of the following:

	March 31, 2024	December 31, 2023
Operating lease liabilities, current	\$ 3,425	\$ 3,506
Warrant liability, current	1,917	—
Professional services	1,359	913
Third-party operating costs	683	1,088
Corporate and sales tax	546	245
Accrued interest	911	853
Software	571	754
Other	1,897	1,181
Other accrued expenses	<u>\$ 11,309</u>	<u>\$ 8,540</u>

Spire Global, Inc.**Notes to Condensed Consolidated Financial Statements**

(In thousands, except shares and per share data, unless otherwise noted)

(Unaudited)

5. Goodwill and Intangible Assets

The following table summarizes changes in goodwill balance:

Balance at December 31, 2023	\$	51,155
Impact of foreign currency translation		(1,104)
Balance at March 31, 2024	\$	<u>50,051</u>

Intangible assets consisted of the following:

	March 31, 2024	
	Gross Carrying Amount	Accumulated Amortization
Customer relationships	\$ 22,921	\$ (4,454)
Developed technology	13,026	(2,533)
Trade names	2,208	(1,030)
Backlog	3,050	(3,050)
Patents	419	(319)
FCC licenses	480	(257)
	<u>\$ 42,104</u>	<u>\$ (11,643)</u>

	December 31, 2023	
	Gross Carrying Amount	Accumulated Amortization
Customer relationships	\$ 23,427	\$ (4,064)
Developed technology	13,313	(2,312)
Trade names	2,257	(940)
Backlog	3,117	(3,117)
Patents	419	(308)
FCC licenses	480	(249)
	<u>\$ 43,013</u>	<u>\$ (10,990)</u>

As of March 31, 2024, the weighted-average amortization period for customer relationships and developed technology was 9.7 years, for trade names was 2.7 years, and for patents and FCC licenses was 6.1 years. Amortization expense related to intangible assets for the three months ended March 31, 2024 and 2023 was \$880 and \$878, respectively.

No impairment charges were recognized for the three months ended March 31, 2024 and 2023. The patents asset balance as of March 31, 2024 and December 31, 2023 included \$35 and \$57, respectively, of capitalized patent costs that will begin amortization upon the issuance of an official patent right to the Company.

As of March 31, 2024, the expected future amortization expense of intangible assets is as follows:

Years ending December 31,	
Remainder of 2024	\$ 2,625
2025	3,491
2026	3,446
2027	3,034
2028	3,030
Thereafter	14,800
	30,426
Capitalized patent costs, unissued	35
	<u>\$ 30,461</u>

Spire Global, Inc.**Notes to Condensed Consolidated Financial Statements**

(In thousands, except shares and per share data, unless otherwise noted)

(Unaudited)

6. Long-Term Debt

Long-term debt consisted of the following:

	March 31, 2024	December 31, 2023
Blue Torch term loan	\$ 118,109	\$ 117,996
Other	5,017	5,128
Total long-term debt	123,126	123,124
Less: Debt issuance costs	(8,110)	(9,011)
Non-current portion of long-term debt	<u>\$ 115,016</u>	<u>\$ 114,113</u>

The Company recorded interest expense including amortization of deferred issuance costs from long-term debt for the three months ended March 31, 2024 and 2023 of \$5,053 and \$4,562, respectively.

As of March 31, 2024, the scheduled principal payments of long-term debt was as follows:

Years ending December 31,	
Remainder of 2024	\$ —
2025	—
2026	118,387
2027	335
2028	335
Thereafter	4,069
Total debt payments	<u>123,126</u>

Blue Torch Credit Agreement

On June 13, 2022, the Company, as borrower, and Spire Global Subsidiary, Inc. and Austin Satellite Design, LLC, as guarantors, entered into a financing agreement (the "Blue Torch Financing Agreement") with Blue Torch Finance LLC, a Delaware limited liability company ("Blue Torch"), as administrative agent and collateral agent, and certain lenders (the "Lenders"). The Blue Torch Financing Agreement provides for, among other things, a term loan facility in an aggregate principal amount of up to \$120,000 (the "Blue Torch Credit Facility"). A portion of the proceeds of the term loan was used to repay the Company's then-existing \$70,000 credit facility with FP Credit Partners, L.P., and the remainder of the proceeds of the term loan may be used for general corporate purposes.

The Blue Torch Credit Facility is scheduled to mature on June 13, 2026. Subject to certain exceptions, prepayments of principal under the Blue Torch Credit Facility will be subject to early termination fees in the amount of 3.0%, 2.0% and 1.0% of the principal prepaid if prepayment occurs within the first, second and third years following the closing date, respectively, plus if prepayment would have occurred on or prior to the first anniversary of the closing date, a make-whole amount equal to the amount of interest that would have otherwise been payable through the maturity date of the Blue Torch Credit Facility.

The \$120,000 term loan was available and drawn at closing, of which \$19,735 was placed in an escrow account by Blue Torch with such amount to be released upon the Company achieving certain metrics related to annualized recurring revenue and a total annualized recurring revenue leverage ratio. These metrics were achieved and the \$19,735 was released from the escrow account and delivered to the Company in February 2023. The term loan accrues interest at a floating rate, to be based, at the Company's election, on either a reference rate or a 3-month Term Secured Overnight Financing Rate ("SOFR") (subject to a 1.0% floor), plus an interest rate margin of 7.0% for reference rate borrowings and 8.0% for 3-month Term SOFR borrowings, plus an incremental Term SOFR margin of 0.26161%. The Company elected the Term SOFR rate which was 13.5766% as of March 31, 2024. Principal on the term loan is only payable at maturity and interest on the term loan is due and payable quarterly for Term SOFR borrowings. The Company is also required to pay other customary fees and costs in connection with the Blue Torch Credit Facility, including a commitment fee in an amount equal to \$2,400 on the closing date, a \$250 annual agency fee and an exit fee of \$1,800 upon termination of the Blue Torch Financing Agreement.

The Blue Torch Financing Agreement contains customary affirmative covenants and customary negative covenants limiting the Company's ability and the ability of its subsidiaries to, among other things, dispose of assets, undergo a change in control, merge or consolidate, make acquisitions, incur debt, incur liens, pay dividends, repurchase stock and make investments, in each case subject to certain exceptions. The Company must also comply with a maximum debt to annualized recurring revenue leverage ratio financial covenant tested monthly during the first two years of the Blue Torch Financing Agreement, a maximum debt to EBITDA leverage ratio financial covenant tested monthly during the third and fourth years of the Blue Torch Financing Agreement and a minimum liquidity financial covenant tested at all times.

On September 27, 2023, the Company entered into the Waiver and Amendment No. 2 to Financing Agreement (the "Waiver and Amendment") with Blue Torch and the Lenders, which amends the Blue Torch Financing Agreement to (a) waive an event of default under the Blue Torch Financing Agreement arising out of the total annualized recurring revenue leverage ratio being greater than the permitted ratio, (b) amend the financial covenants to provide covenant relief from the maximum debt to annualized recurring revenue leverage ratio and the

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Notes to Condensed Consolidated Financial Statements

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maximum debt to EBITDA leverage ratio set forth in the Blue Torch Financing Agreement for future periods, and (c) provide for a second amendment exit fee. The second amendment exit fee is \$1,800 (which is an amount equal to one and a half percent (1.50%) of the aggregate outstanding principal balance of the term loans on the effective date of the Waiver and Amendment), bears interest from the date of the Waiver and Amendment at the Adjusted Term SOFR for a 3-month interest period plus the applicable margin under the Financing Agreement, and is payable by the Company in cash upon the termination of the Blue Torch Financing Agreement, either as a result of acceleration of the loans or at the final maturity date. The Waiver and Amendment required a repayment by the Company of \$2,500 of the outstanding principal balance of the term loans and a prepayment premium of \$50, which were paid on October 2, 2023. The Waiver and Amendment also requires additional reporting if the Company's liquidity level is less than \$35,000 at any time during a month and revises the minimum liquidity covenant to require liquidity of at least \$30,000 at all times, commencing on September 30, 2023, which in both cases represent a \$5,000 incremental change from the original requirements. The Company was in compliance with all applicable financial covenants as of March 31, 2024.

On June 13, 2022, in connection with the Blue Torch Financing Agreement, the Company issued warrants to Blue Torch, which were exercisable for an aggregate of 437,024 shares of the Company's Class A common stock with a per share exercise price of \$16.08 (the "2022 Blue Torch Warrants"). In addition, in connection with the closing of the financing, the Company paid Urgent Capital LLC, a Delaware limited liability company, a fee for introducing the Company to the Lenders, for the purpose of loan financing, in the amount equal to \$600 in cash and a warrant to purchase 24,834 fully paid and non-assessable shares of the Company's Class A common stock with a per share exercise price of \$16.88 (the "Urgent Warrants").

On September 27, 2023, in connection with the Waiver and Amendment, the Company and certain affiliates of Blue Torch amended and restated the 2022 Blue Torch Warrants to reduce the per share exercise price from \$16.08 to \$5.44. The Company also concurrently issued new warrants to certain Blue Torch affiliates that are exercisable for an additional 597,082 shares of the Company's Class A common stock at a per share exercise price of \$5.44 (the "2023 Blue Torch Warrants" and together with the 2022 Blue Torch Warrants and the Urgent Warrants, the "Credit Agreement Warrants").

The Company evaluated the Credit Agreement Warrants and concluded that they do not meet the criteria to be classified within stockholders' equity. The agreements governing the Credit Agreement Warrants include a provision that could result in a different settlement value for the Credit Agreement Warrants depending on their holder. Because the holder of an instrument is not an input into the pricing of a fixed-for-fixed option on the Company's Class A common stock, the Credit Agreement Warrants are not considered to be indexed to the Company's Class A common stock.

As the Credit Agreement Warrants meet the definition of a derivative, the Company recorded these warrants as liabilities on the consolidated balance sheets at fair value (Note 8) based on the Black-Scholes model as of June 13, 2022 and September 27, 2023 with inputs that include the Company's Class A common stock price in an actively traded market, making this fair value classified as a Level 2 financial instrument. The other significant assumptions used in the model are the exercise price, expected term, volatility, interest rate, and dividend yield. Subsequent changes in their respective fair values are recognized in the consolidated statements of operations at each reporting date. Changes in the fair value of the warrant liabilities will continue to be recognized until the warrants are exercised, expire, or qualify for equity classification.

The Credit Agreement Warrants may be exercised on a cashless basis. The Credit Agreement Warrants are exercisable for a term beginning on the date of issuance and ending on the earlier to occur of ten years from the date of issuance or the consummation of certain of the Company's acquisitions as set forth in the Credit Agreement Warrants. The number of shares for which the Credit Agreement Warrants are exercisable and the associated exercise price are subject to certain proportional adjustments as set forth in the Credit Agreement Warrants.

On April 8, 2024, the Company entered into Amendment No. 3 to Financing Agreement (the "Third Amendment") with Blue Torch and the Lenders, which amends the Blue Torch Financing Agreement to (i) increase the maximum debt to EBITDA leverage ratio for the monthly periods ending June 30, 2024, July 31, 2024 and August 31, 2024, and to decrease the maximum permitted ratio thereafter, and (ii) amend the minimum liquidity covenant to require liquidity of at least \$20,000 at all times, commencing on April 8, 2024, which represents a \$10,000 decrease from the requirement in effect immediately prior to the effective date of the Third Amendment. On April 8, 2024, in accordance with the terms of the Third Amendment, the Company made a prepayment to Blue Torch of \$10,000 in principal, plus an early termination fee of \$200.

Spire Global, Inc.**Notes to Condensed Consolidated Financial Statements**

(In thousands, except shares and per share data, unless otherwise noted)

(Unaudited)

Government Loan

In November 2021, the Company completed the Acquisition and assumed an interest free loan agreement with the Strategic Innovation Fund ("SIF") which was recorded at an amount equal to the proceeds received. Under this agreement and subsequent amendment, the Company was eligible to receive funding for certain expenditures incurred from February 13, 2018 to May 12, 2023, up to a maximum of \$5,701. As of March 31, 2024 and December 31, 2023, \$5,017 and \$5,128, respectively, was included in long-term debt, non-current on the condensed consolidated balance sheets related to the SIF loan agreement. Any amount outstanding under this loan is repayable in 15 annual payments beginning February 28, 2026 and has a stated interest rate of zero.

7. Leases

Lease expenses for the three months ended March 31, 2024 and 2023 were \$1,157 and \$930, respectively. Aggregate variable lease expenses and short-term lease expenses were \$239 and \$120 for the three months ended March 31, 2024 and 2023, respectively.

The following table provides the required information regarding the Company's leases for which the Company is the lessee:

	March 31, 2024	December 31, 2023
Assets		
ROU assets	\$ 14,324	\$ 14,921
Total ROU assets	\$ 14,324	\$ 14,921
Liabilities		
Current	\$ 3,425	\$ 3,506
Non-current	12,488	13,079
Total lease liabilities	\$ 15,913	\$ 16,585
Weighted-average remaining lease term (years)	5.2	5.4
Weighted-average discount rate	8 %	8 %

Approximately 77% of the Company's right-of-use ("ROU") assets and lease liabilities relate to office facilities leases, with the remaining amounts representing primarily ground station leases.

As of March 31, 2024, the maturity of operating lease liabilities are as follows:

Years ending December 31,	
Remainder of 2024	\$ 3,485
2025	4,229
2026	3,820
2027	2,756
2028	1,850
Thereafter	3,538
Total lease payments	19,678
Less: Interest on lease payments	(3,765)
Present value of lease liabilities	<u>\$ 15,913</u>

Operating cash flows paid included in the measurement of operating lease liabilities for the three months ended March 31, 2024 and 2023 were \$872 and \$230, respectively, and were included in net cash used in operating activities in the condensed consolidated statements of cash flows. Amortization of ROU assets for the three months ended March 31, 2024 and 2023 were \$809 and \$224, respectively.

Spire Global, Inc.

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(Unaudited)

8. Fair Value Measurement

The Company follows the guidance in Accounting Standards Codification (“ASC”) 820, “Fair Value Measurement” for its liabilities that are re-measured and reported at fair value at the end of each reporting period.

The fair value of the Company’s common stock warrant liabilities reflects management’s estimate of amounts that the Company would have received in connection with the sale of the assets or paid in connection with the transfer of the liabilities in an orderly transaction between market participants at the measurement date. The following fair value hierarchy is used to classify assets and liabilities based on the observable inputs and unobservable inputs used in order to value the assets and liabilities:

- Level 1: Quoted prices in active markets for identical assets or liabilities.
- Level 2: Significant other observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.
- Level 3: Unobservable inputs reflecting management’s assumptions, consistent with reasonably available assumptions made by other market participants. These valuations require significant judgment.

The Company classifies financial instruments in Level 3 of the fair value hierarchy when there is reliance on at least one significant unobservable input to the valuation model. In addition to these unobservable inputs, the valuation models for Level 3 financial instruments typically also rely on a number of inputs that are readily observable, either directly or indirectly. The Company’s assessment of a particular input to the fair value measurement requires management to make judgments and consider factors specific to the asset or liability. The fair value hierarchy requires the use of observable market data when available in determining fair value. The Company recognizes transfers between levels within the fair value hierarchy, if any, at the end of each period.

Spire Global, Inc.**Notes to Condensed Consolidated Financial Statements**

(In thousands, except shares and per share data, unless otherwise noted)

(Unaudited)

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following tables present the Company's fair value hierarchy for its financial instruments that are measured at fair value on a recurring basis.

	March 31, 2024			Total
	Level 1	Level 2	Level 3	
Assets:				
Cash and cash equivalents:				
Money market funds	\$ 10,123	\$ —	\$ —	\$ 10,123
	<u>\$ 10,123</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 10,123</u>
Marketable securities:				
U.S. treasury bills and bonds	\$ 11,018	\$ —	\$ —	\$ 11,018
Commercial paper	—	985	—	985
	<u>\$ 11,018</u>	<u>\$ 985</u>	<u>\$ —</u>	<u>\$ 12,003</u>
Long-term liabilities:				
Credit Agreement Warrants	\$ —	\$ 10,672	\$ —	\$ 10,672
Securities Purchase Agreement Warrants	—	1,917	—	\$ 1,917
Contingent earnout liability	—	—	265	265
	<u>\$ —</u>	<u>\$ 12,589</u>	<u>\$ 265</u>	<u>\$ 12,854</u>
December 31, 2023				
	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents:				
Money market funds	\$ 10,114	\$ —	\$ —	\$ 10,114
	<u>\$ 10,114</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 10,114</u>
Marketable securities:				
U.S. treasury bills and bonds	\$ 8,840	\$ —	\$ —	\$ 8,840
Commercial paper	—	1,395	—	1,395
U.S. government and agency securities	—	1,491	—	1,491
	<u>\$ 8,840</u>	<u>\$ 2,886</u>	<u>\$ —</u>	<u>\$ 11,726</u>
Long-term liabilities:				
Credit Agreement Warrants	\$ —	\$ 5,988	\$ —	\$ 5,988
Contingent earnout liability	—	—	220	220
	<u>\$ —</u>	<u>\$ 5,988</u>	<u>\$ 220</u>	<u>\$ 6,208</u>

Financial Assets

The Company values its Level 1 assets, consisting of money market funds, and U.S. treasury bills and bonds, using quoted prices in active markets for identical instruments.

Financial assets whose fair values that are measured on a recurring basis using Level 2 inputs consist of commercial paper, and U.S. government and agency securities. The Company measures the fair values of these assets with the help of a pricing service that either provides quoted market prices in active markets for identical or similar securities or uses observable inputs for their pricing without applying significant adjustments.

Spire Global, Inc.**Notes to Condensed Consolidated Financial Statements**

(In thousands, except shares and per share data, unless otherwise noted)

(Unaudited)

Credit Agreement Warrants

On June 13, 2022, in connection with the Blue Torch Financing Agreement, the Company issued the 2022 Blue Torch Warrants to Blue Torch, which were exercisable for an aggregate of 437,024 shares of the Company's Class A common stock with a per share exercise price of \$16.08. Additionally, in connection with the closing of the financing, the Company issued the Urgent Warrants to Urgent Capital LLC for introducing the Company to the Lenders, which is exercisable for an aggregate of 24,834 shares of the Company's Class A common stock with a per share exercise price of \$16.08.

On September 27, 2023, in connection with the Waiver and Amendment, the Company and certain affiliates of Blue Torch amended and restated the 2022 Blue Torch Warrants to reduce the per share exercise price from \$16.08 to \$5.44. The Company also concurrently issued the 2023 Blue Torch Warrants to those affiliates that are exercisable for an additional 597,082 shares of the Company's Class A common stock at a per share exercise price of \$5.44.

The fair value of the Credit Agreement Warrants is estimated using the Black-Scholes model with inputs that include the Company's Class A common stock price in an actively traded market, making this fair value classified as a Level 2 financial instrument. The other significant assumptions used in the model are the exercise price, expected term, volatility, interest rate, and expected dividend yield.

The table below quantifies the significant inputs used for the Credit Agreement Warrants:

	March 31, 2024		December 31, 2023	
Fair value of the Company's Class A common stock	\$	12.00	\$	7.82
Exercise price	\$	5.44 - 16.08	\$	5.44 - 16.08
Risk-free interest rate		4.20 %		3.88 %
Expected volatility factor		68.8 %		55.0 %
Expected dividend yield		— %		— %
Remaining contractual term (in years)		8.2 - 9.5		8.5 - 9.7

Securities Purchase Agreement Warrants

On March 21, 2024, the Company entered into the Purchase Agreement with the Investors, pursuant to which the Company issued and sold in the Offering, (i) an aggregate of 2,142,858 shares of Class A common stock and (ii) Securities Purchase Agreement Warrants exercisable for an aggregate of 2,142,858 shares of Class A common stock to the Investors. Each share of Class A common stock and accompanying Securities Purchase Agreement Warrant to purchase one share of Class A common stock was sold at an offering price of \$14.00. The aggregate gross proceeds to the Company from the Offering totaled \$30,000 before deducting the placement agent's fees and related offering expenses. The Securities Purchase Agreement Warrants have an exercise price equal to \$14.50 per share of Class A common stock, are exercisable for a term beginning on March 25, 2024 and will expire on July 3, 2024.

The fair value of the Securities Purchase Agreement Warrants is estimated using the Black-Scholes model with inputs that include the Company's Class A common stock price in an actively traded market, making this fair value classified as a Level 2 financial instrument. The other significant assumptions used in the model are the exercise price, expected term, volatility, interest rate, and expected dividend yield.

The table below quantifies the significant inputs used for the Securities Purchase Agreement Warrants:

	March 31, 2024	
Fair value of the Company's Class A common stock	\$	12.00
Exercise price	\$	14.50
Risk-free interest rate		5.46 %
Expected volatility factor		68.8 %
Expected dividend yield		— %
Remaining contractual term (in years)		0.3

Contingent Earnout Liability

In connection with the Merger, eligible Spire equity holders are entitled to receive additional shares of the Company's Class A common stock upon the achievement of certain earnout triggering events. The estimated fair value of the contingent earnout liability is determined using a Monte Carlo simulation using a distribution of potential outcomes on a monthly basis over the earnout period, which is a period up to five years post-closing of the Merger, prioritizing the most reliable information available, making this fair value classified as a Level 3 liability.

Spire Global, Inc.**Notes to Condensed Consolidated Financial Statements**

(In thousands, except shares and per share data, unless otherwise noted)

(Unaudited)

The assumptions utilized in the calculation are based on the achievement of certain stock price milestones, including the current price of the Company's Class A common stock, expected volatility, risk-free interest rate, expected term and expected dividend yield.

The table below quantifies the significant inputs used for the contingent earnout liability:

	March 31, 2024		December 31, 2023	
Fair value of the Company's Class A common stock	\$	12.00	\$	7.82
Risk-free interest rate		4.52 %		4.09 %
Expected volatility factor		68.8 %		55.0 %
Earnout expiration date		August 16, 2026		August 16, 2026

The following table presents a summary of the changes in the fair value of the Company's Level 3 financial instruments that are measured at fair value on a recurring basis:

	Contingent Earnout Liability
Fair value as of December 31, 2023	220
Change in fair value of contingent earnout liability	45
Fair value as of March 31, 2024	<u>\$ 265</u>

Cash and Cash Equivalents and Marketable Securities

The following tables summarize the Company's cash, cash equivalents and available-for-sale securities by significant marketable securities category:

	March 31, 2024			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Cash and cash equivalents:				
Cash	\$ 41,862	\$ —	\$ —	\$ 41,862
Cash equivalents:				
Money market funds	10,123	—	—	10,123
	<u>\$ 51,985</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 51,985</u>
Marketable Securities:				
U.S. treasury bills and bonds	\$ 11,018	\$ —	\$ —	\$ 11,018
Commercial paper	986	—	(1)	985
	<u>\$ 12,004</u>	<u>\$ —</u>	<u>\$ (1)</u>	<u>\$ 12,003</u>

	December 31, 2023			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Cash and cash equivalents:				
Cash	\$ 19,030	\$ —	\$ —	\$ 19,030
Cash equivalents:				
Money market funds	10,114	—	—	10,114
	<u>\$ 29,144</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 29,144</u>
Marketable Securities:				
U.S. treasury bills and bonds	\$ 8,838	\$ 2	\$ —	\$ 8,840
Commercial paper	1,395	—	—	1,395
U.S. government and agency securities	1,492	—	(1)	1,491
	<u>\$ 11,725</u>	<u>\$ 2</u>	<u>\$ (1)</u>	<u>\$ 11,726</u>

Spire Global, Inc.**Notes to Condensed Consolidated Financial Statements**

(In thousands, except shares and per share data, unless otherwise noted)

(Unaudited)

The following table represents amortized cost and estimated fair value of marketable securities, by contractual maturity:

	March 31, 2024	
	Amortized Cost	Fair Value
Due in one year or less	\$ 12,004	\$ 12,003

In accordance with the Company's investment policy, investments are placed in investment grade securities with high credit quality issuers, and generally limit the amount of credit exposure to any one issuer. The Company evaluates securities for impairment at the end of each reporting period. The Company did not record any impairment charges related to its available-for-sale securities during the three months ended March 31, 2024 and 2023.

9. Commitments and Contingencies**L3Harris Commitment**

In conjunction with the Acquisition, the Company acquired the agreement (the "L3Harris Agreement") with L3Harris Technologies, Inc. ("L3Harris") to receive satellite automatic identification system ("S-AIS") data from the L3Harris AppStar payloads on-board Iridium NEXT Constellation, Iridium's Real-Time Second-Generation satellite constellation with 58 AppStar payloads. Under the Amended and Restated L3Harris Agreement dated January 21, 2020 (the "A&R L3Harris Agreement"), the Company incurs a fixed fee of \$358 per month. The A&R L3Harris Agreement expires on August 7, 2031.

Under the A&R L3Harris Agreement, the Company will pay a 30% share of S-AIS data revenues for the portion of exactEarth annual S-AIS data revenue which is in excess of \$16,000. No revenue share was owed to L3Harris under the A&R L3Harris Agreement, with respect to AIS Analytics sales, as of or for the three months ended March, 2024 and 2023. For the three months ended March 31, 2024 and 2023, \$1,238 and \$1,253, respectively, was recognized in cost of revenue on the condensed consolidated statements of operations for costs incurred to acquire exclusive access rights to data generated from satellites.

The following table summarizes the operational fees commitment under the A&R L3Harris Agreement, which includes the fixed payment obligations to L3Harris:

Years ending December 31,		
Remainder of 2024	\$	3,225
2025		4,300
2026		4,300
2027		4,300
2028		4,300
Thereafter		11,189
	\$	<u>31,614</u>

Litigation

At times, the Company is party to various claims and legal actions arising in the normal course of business. Although the ultimate outcome of these matters is not presently determinable, management believes that the resolution of all such pending matters, based on an assessment of the current facts and circumstances, will not have a material adverse effect on the Company's business, results of operations, financial condition or cash flows; however, there can be no assurance that the ultimate resolution of these matters will not have a material impact on the Company's condensed consolidated financial statements in any period.

10. Stock-Based Compensation

In connection with the Closing, the Company adopted the 2021 Equity Incentive Plan (the "2021 Plan") and the 2021 Employee Stock Purchase Plan ("2021 ESPP"). The number of shares available for issuance under the 2021 Plan is increased on the first day of each fiscal year, beginning on January 1, 2022, in an amount as provided in the 2021 Plan. Pursuant to this automatic increase feature of the 2021 Plan, 1,054,867 shares were added as available for issuance thereunder on January 1, 2024. As of March 31, 2024, 818,433 shares were available for issuance under the 2021 Plan.

The number of shares available for issuance under the 2021 ESPP is increased on the first day of each fiscal year, beginning on January 1, 2022, in an amount as provided in the 2021 ESPP. Pursuant to this automatic increase feature of the 2021 ESPP, 210,973 shares were added as available for issuance thereunder on January 1, 2024. As of March 31, 2024, 743,659 shares were available for issuance under the 2021 ESPP.

Spire Global, Inc.

Notes to Condensed Consolidated Financial Statements

(In thousands, except shares and per share data, unless otherwise noted)

(Unaudited)

The following table summarizes stock option activity under our equity compensation plans:

	Number of Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)
Options outstanding as of December 31, 2023	2,198,552	\$ 17.11	5.0
Granted	—	\$ —	
Exercised	(37,536)	\$ 7.13	
Forfeited, canceled, or expired	(166,413)	\$ 22.26	
Options outstanding as of March 31, 2024	<u>1,994,603</u>	\$ 16.87	5.1
Vested and expected to vest at March 31, 2024	1,994,603	\$ 16.87	5.1
Exercisable at March 31, 2024	1,762,321	\$ 16.74	4.8

The Company received \$267 in cash proceeds from options exercised during the three months ended March 31, 2024, and there were no options exercised during the three months ended March 31, 2023. There were no options granted during the three months ended March 31, 2024 and 2023.

The following table summarizes restricted stock unit ("RSU") activity under the 2021 Plan:

	Number of RSUs	Weighted Average Grant Date Fair Value per Share
Outstanding as of December 31, 2023	1,847,583	\$ 10.17
RSUs granted	1,905,380	\$ 13.61
RSUs vested	(204,511)	\$ 12.49
RSUs forfeited	(784,990)	\$ 13.48
Outstanding as of March 31, 2024	<u>2,763,462</u>	\$ 11.43

For RSUs with service-based vesting conditions, the fair value is calculated based upon the Company's closing stock price on the date of grant, and the stock-based compensation expense is recognized over the applicable grant vesting term, generally four years.

As of March 31, 2024, there was \$31,078 of total unrecognized compensation expense related to options and RSUs expected to be recognized over a weighted average-period of 1.95 years.

The following table summarizes the components of total stock-based compensation expense based on roles and responsibilities of the employees within the condensed consolidated statements of operations:

	Three Months Ended March 31,	
	2024	2023
Cost of revenue	\$ 61	\$ 77
Research and development	1,018	651
Sales and marketing	675	437
General and administrative	1,874	1,481
	<u>\$ 3,628</u>	<u>\$ 2,646</u>

11. Net Loss per Share

The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders:

	Three Months Ended March 31,	
	2024	2023
Numerator:		
Net loss	\$ (25,256)	\$ (17,673)
Denominator:		
Weighted-average shares used in computing basic and diluted net loss per share	21,813,045	18,096,363
Basic and diluted net loss per share	<u>\$ (1.16)</u>	<u>\$ (0.98)</u>

Spire Global, Inc.**Notes to Condensed Consolidated Financial Statements**

(In thousands, except shares and per share data, unless otherwise noted)

(Unaudited)

The Company has two classes of common stock, Class A and Class B. Class B common stock has no economic rights, and therefore has been excluded from the computation of basic and diluted net loss per share. Potentially dilutive securities have been excluded from the computation of diluted net loss per share as the effect would reduce net loss per share. Therefore, the weighted-average number of common shares outstanding used to calculate both basic and diluted net loss per share is the same.

The Company excluded the following potential shares of Class A common stock, presented based on amounts outstanding at each period end, from the computation of diluted net loss per share for the three months ended March 31, 2024 and 2023, because including them would have had an anti-dilutive effect:

	Three Months Ended March 31,	
	2024	2023
Stock options and 2021 ESPP	2,028,412	2,422,401
RSUs	2,763,462	1,442,755
Securities Purchase Agreement Warrants	2,142,858	—
Credit Agreement Warrants	1,058,940	461,860
	<u>7,993,672</u>	<u>4,327,016</u>

12. Subsequent Events

On April 8, 2024, the Company entered into the Third Amendment with Blue Torch and the Lenders, which amends the Blue Torch Financing Agreement to (i) increase the maximum debt to EBITDA leverage ratio for the monthly periods ending June 30, 2024, July 31, 2024 and August 31, 2024, and to decrease the maximum permitted ratio thereafter, and (ii) amend the minimum liquidity covenant to require liquidity of at least \$20,000 at all times, commencing on April 8, 2024, which represents a \$10,000 decrease from the requirement in effect immediately prior to the effective date of the Third Amendment. On April 8, 2024, in accordance with the terms of the Third Amendment, the Company made a prepayment to Blue Torch of \$10,000 in principal, plus an early termination fee of \$200.

In April 2024, the Company recorded an impairment charge of \$3,510 for a decommissioned satellite. The impairment was recognized following the Company's standard operating procedure after communication with the satellite was lost in April 2024 and was unable to be reestablished.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the condensed consolidated financial statements and related notes thereto included in this Quarterly Report on Form 10-Q and the audited consolidated financial statements included in the Annual Report on Form 10-K for the year ended December 31, 2023 (the “2023 Form 10-K”). This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated by these forward-looking statements as a result of many factors. Factors that could cause or contribute to such differences include those identified below and those discussed in the section titled “Risk Factors” in the 2023 Form 10-K. Our historical results are not necessarily indicative of the results that may be expected for any period in the future.

Overview

Spire is a global provider of space-based data, analytics and space services, offering unique datasets and powerful insights about Earth so that organizations can make decisions with confidence in a rapidly changing world. Spire builds, owns, and operates a fully deployed satellite constellation. We believe it is one of the world’s largest “listening” constellations, observing the Earth in real time using radio frequency technology.

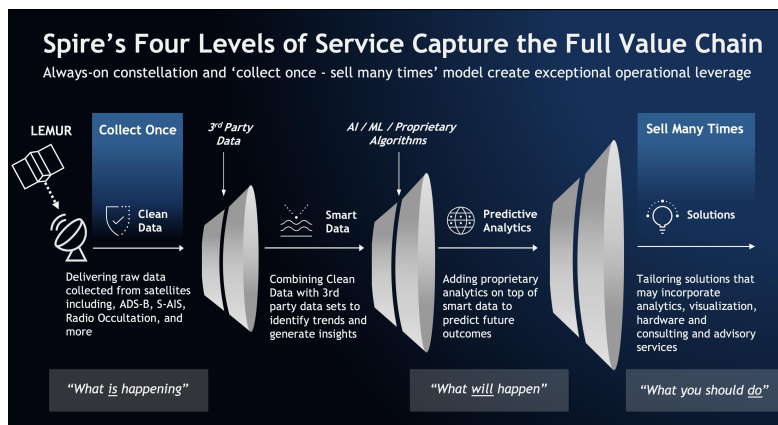
The data acquired by our multipurpose satellites provide global weather intelligence, ship and plane movements, and spoofing and jamming detection to better predict how their patterns impact economies, global security, business operations and the environment. We also offer Space as a Service solutions that empower customers to leverage our established infrastructure to put their business in space. We provide customers these solutions through an application programming interface (“API”) infrastructure.

Our platform applies our value-add insights and predictive analytics to this proprietary data to create commercially valuable datasets. We offer three data solutions to our customers, which vary in complexity and price and can be delivered in near real-time via our API that can be easily integrated into our customers’ business operations:

- Maritime:** Precise space-based data used for highly accurate ship monitoring, ship safety and route optimization.
- Aviation:** Precise space-based data used for highly accurate aircraft monitoring, aircraft safety and route optimization.
- Weather:** Precise space-based data used for highly accurate weather forecasting.

For each data solution, we have the capability to offer customers a variety of features and additional value. The four forms of data we monetize are:

- Clean data:** Clean and structured data directly from our proprietary nanosatellites;
- Smart data:** Clean data fused with third-party datasets and proprietary analysis to enhance value and provide insights;
- Predictive solutions:** Big data, AI, and ML algorithms applied to fused data sets to create predictive analytics and insights; and
- Solutions:** Data-driven actionable recommendations to solve specific business problems, utilizing the full spectrum of our data analytics suite.



These value-add data features allow customers to solve various use cases and provide a path to expand throughout the customer’s relationship.

As our fourth solution, we are also pioneering an innovative business model through our Space Services solution. We leverage our fully deployed infrastructure and large-scale operations to enable our customers to obtain customized data through our API. Our customers can begin receiving data in less than a year after engaging with us and receive data by entering into a subscription agreement. Our Space Services offering provides our customers with fast, scalable and reliable access to space.

Our solutions are offered to customers across numerous industries and we not only have the opportunity to upsell within each one, but we also have the opportunity to cross-sell among all our solutions.

We provide our solutions to global customers either through a subscription or based on a specific project. We currently sell directly to end customers and utilize reseller partners when beneficial.

Highlights from the Three Months Ended March 31, 2024

- Our revenue was \$25.7 million, an increase of 6% from the three months ended March 31, 2023.
- We were awarded a \$9.4 million contract by the National Oceanic and Atmospheric Administration (“NOAA”) for Satellite Weather Data (RO).
- We launched the first commercial space situational awareness satellite constellation for NorthStar Earth & Space.
- We and Signal Ocean began collaborating to drive digitalization of the maritime economy and Signal Ocean made a \$10 million strategic investment in the Company.
- We were awarded €8.4M by the European Maritime Safety Agency (EMSA) for the provision of SAT-AIS data services.
- We began collaborating with NVIDIA to enhance AI-driven weather prediction.
- We announced a space services deal to scale constellation for HANCOM InSpace.

Macroeconomic and Geopolitical Impact

Over the past two years, we have been impacted by the macroeconomic environment, such as fluctuations in foreign currencies, increasing interest rates and geopolitical conflicts like the Russian invasion of Ukraine, Israel's war with Hamas and the increased tensions between China and the U.S.

The U.S. dollar exhibited a modest decrease in strength against the local functional currencies of our foreign subsidiaries for the three months ended March 31, 2024 as compared to the three months ended March 31, 2023. This had a marginal positive impact on our revenue, as about one-third of our sales are conducted in foreign currencies. Conversely, it had a marginal unfavorable impact on our expenses, given that a majority of our workforce resides in countries other than the United States.

The macroeconomic environment has caused existing or potential customers to re-evaluate their decision to purchase our offerings, at times resulting in additional customer discounts, extended payment terms, longer sales cycles, and a few contract cancellations. Particularly, the U.S. Congress' delay in approving appropriations bills negatively impacted the timeliness of some of our U.S. federal government orders and revenues expected in the first quarter of 2024.

Increasing interest rates in the three months ended March 31, 2024 compared to the three months ended March 31, 2023 resulted in higher interest expenses, as our credit facility is based on a floating interest rate. The Russian invasion of Ukraine and the continued conflict created additional global sanctions, which at times caused scheduling shifts or launch cancellations by third-party satellite launch providers and negatively impacted the availability of launch windows and our constellation replenishment efforts.

If any of these factors continue or worsen, and/or if new macroeconomic or geopolitical issues arise, our results and financial condition could be further negatively impacted. We cannot predict the timing, strength, or duration of any economic slowdown, downturn, instability, or recovery, generally or within any particular industry or geography. Any downturn of the general economy or industries in which we operate would adversely affect our business, financial condition, and results of operations.

Key Factors Affecting Our Performance

We believe that our current and future performance depends on many factors, including, but not limited to, those described below. While these areas present significant opportunity, they also present risks that we must manage to achieve successful results. For additional information about these risks, see the section titled “*Risk Factors*” in our Annual Report on Form 10-K for the year ended December 31, 2023 (the “2023 Form 10-K”). If we are unable to address these risks, our business and results of operations could be adversely affected.

Expansion of and Further Penetration of Our Customer Base

We employ a “land and expand” business model that focuses on efficiently acquiring new customers (“land”) and then growing our relationships with these customers over time (“expand”). We have the capability to offer customers additional data sets and a variety of enhanced features that potentially grow the value of the services for which our customers contract with us. Our future revenue growth and our path to profitability are dependent upon our ability to continue to land new customers and then expand adoption of our solutions within their organizations.

We track our progress landing new customers by measuring the number of ARR Solution Customers (as defined below) we have from one fiscal period to the next. The number of ARR Solution Customers decreased to 708 as of March 31, 2024. We track our increases and decreases in our customer contract values by measuring our ARR Net Retention Rate (as defined below). Our ARR Net Retention Rate was 102% for the three months ended March 31, 2024 and 108% for the three months ended March 31, 2023.

Expansion into New Industries and Geographies

As our solutions have grown, we continue to focus on further penetration of our initial industries including maritime, aviation, logistics, and government (civil and defense/intelligence) among others. We believe our technology and solutions give us the ability to also expand into additional industries, including energy, financial services, agriculture, transportation, and insurance, and into additional geographies, including Latin America, Africa and the Middle East. Our revenue growth is dependent upon our ability to continue to expand into new industries and geographies. The costs associated with these expansions may adversely affect our results of operations.

Impact of the Solar Cycle on our Assets' Remaining Life

A stronger solar cycle has the potential to impact some of our satellites, accelerating their deorbiting and shortening their useful lives. The solar cycle is the cycle that the Sun’s magnetic field goes through approximately every 11 years. In 2019, NOAA, NASA, and the International Space Environment Services panel forecasted that Solar Cycle 25 (December 2019 to approximately 2030) would be relatively weak after a relatively weak Solar Cycle 24 (December 2008 to December 2019). Subsequently, NOAA noted that Solar Cycle 24 was the weakest cycle in 100 years with sunspots reaching a maximum of 116 – below the average of 179. In October of 2023, NOAA updated their projection for the strength and duration of Solar Cycle 25, stating that the cycle is expected to be more intense than Cycle 24, and predicting that the peak of the cycle would be earlier, by the end of 2024. A stronger solar cycle may accelerate the deorbiting of our satellites sooner than expected or planned. Our ability to minimize the solar cycle impact, our ability to replenish our existing constellation in a timely manner and the costs associated with these actions may adversely affect our results of operations.

Investment in Growth

We continue investing in growing our business and capitalizing on our market opportunities while balancing the uncertainties from the macroeconomic environment and geopolitical factors. We intend to continue to add headcount to our global sales and marketing teams to acquire new customers and to increase sales to existing customers. We also intend to continue to add headcount as needed to our research and development teams and otherwise invest to improve and innovate our nanosatellite, ground station and data analytics technologies. For the three months ended March 31, 2024, our spending on research and development increased by \$0.2 million, or 3%, from the three months ended March 31, 2023. Our total headcount across all functions increased from 418 employees as of March 31, 2023, to 430 employees as of March 31, 2024. The costs of these investments may adversely affect our results of operations, but we believe that these investments will contribute to our long-term growth.

Acquisitions

Our business strategy may include acquiring other complementary solutions, technologies, or businesses that we believe will allow us to continue on our path to profitability, reduce the time or costs required to develop new technologies, incorporate enhanced functionality into and complement our existing solution offerings, augment our engineering workforce and enhance our technological capabilities.

Impact of Foreign Exchange Rates

We report in U.S. dollars, and the functional currency of our foreign operating subsidiaries is the local currency, including the Euro, the British Pound, the Singapore Dollar and the Canadian Dollar. The U.S. dollar exhibited a modest decrease in strength against the local functional currencies of our foreign subsidiaries for the three months ended March 31, 2024 as compared to the three months ended March 31, 2023. This had a marginal positive impact on our revenue, as about one-third of our sales are conducted in foreign currencies. Conversely, it had a marginal unfavorable impact on our expenses, given that a majority of our workforce resides in countries other than the United States. Approximately 31% of our revenues were generated in non-U.S. dollar-denominated currencies. The financial statements of these subsidiaries are translated into U.S. dollars using exchange rates in effect at each balance sheet date for assets and liabilities and average exchange rates during the period for revenues and expenses. To the extent we experience significant currency fluctuations, our results of operations may be impacted.

Key Business Metrics

We review the following key business metrics to evaluate our business, measure our performance, identify trends affecting our business, formulate business plans, and make strategic decisions:

- ARR
- ARR Customers
- ARR Solution Customers
- ARR Net Retention Rate

Annual Recurring Revenue

We define ARR as our expected annualized revenue from customers that are under contracts with us at the end of the reporting period with a binding and renewable agreement for our subscription solutions or customers that are under a binding multi-year contract that can range from components of our Space Services solution to a project-based customer solution. Customers with project-based contracts are considered recurring when there is a multi-year binding agreement that has a renewable component in the contract. Customers are also considered recurring when they have multiple contracts over multiple years. Customer contracts for data trials and one-time transactions are excluded from the calculation of ARR.

Our ARR growth in the three months ended March 31, 2024 was driven by increasing the amount of ARR business with our existing customers. Due in part to the timing of some of our project-based contracts, including when engagements start and stop, our ARR has fluctuated from period to period in the past, and we expect our ARR to continue to fluctuate from period to period in the future. ARR is a leading indicator and accordingly will tend to outpace the impact on our revenue as we recognize the contract value of various agreements over time.

The following table summarizes our ARR as of each period end indicated:

(dollars in thousands)	As of March 31,			% Change
	2024	2023		
ARR	\$ 120,890	\$ 104,763	15 %	

Number of ARR Customers and ARR Solution Customers

We define an ARR Customer as an entity that has a contract with us or through our reseller partners contracts, that is either a binding and renewable agreement for our subscription solutions, or a binding multi-year contract as of the measurement date independent of the number of solutions the entity has under contract. A single organization with separate subsidiaries, segments, or divisions may represent multiple customers, as we treat each entity that is invoiced separately as an individual customer. In cases where customers subscribe to our platform through our reseller partners, each end customer that meets the above definition is counted separately as an ARR Customer. All entities that have contracts for data trials and one-time transactions are excluded from the calculation of ARR Customers.

We define an ARR Solution Customer similarly to an ARR Customer, but we count every solution the customer has with us separately. As a result, the count of ARR Solution Customers exceeds the count of ARR Customers at each period end, as some customers contract with us for multiple solutions. Our multiple solutions customers are those that are under contract for at least two of our solutions: Maritime, Aviation, Weather, and Space Services. All entities that have contracts for data trials and one-time transactions are excluded from the calculation of ARR Solution Customers.

The decrease in each of our ARR Customers and ARR Solution Customers at the dates presented was driven by our move to de-emphasize sales to customers with very low ARR or revenue. We expect this strategy to increase our ARR and revenue per customer, increase our ARR in total, and reduce our customer count as we drive towards the most efficient use of our resources.

The following table summarizes the number of our ARR Customers and ARR Solution Customers as of each period end indicated:

	As of March 31,			% Change
	2024	2023		
ARR Customers	672	755	(11)%	
ARR Solution Customers	708	781	(9)%	

ARR Net Retention Rate

We calculate our ARR Net Retention Rate for a particular fiscal period end by dividing (i) our ARR from those ARR Customers at that fiscal period end that were also customers as of the last day of the prior fiscal period end by (ii) the ARR from all customers as of the last day of the prior fiscal period. This calculation measures the overall impact from increases in customer contract value (upsells), the decreases in customer contract value (downsells) and the decreases in customer value resulting from customers that have chosen not to renew their contracts with us (lost customers).

The following table summarizes our ARR Net Retention Rate for the three months ended March 31, 2024 and 2023:

	Three Months Ended March 31,		% Change
	2024	2023	
ARR Net Retention Rate	102 %	108 %	(6)%

Our ARR Net Retention Rate can be impacted from period to period by large increases or decreases in customer contract value and large decreases in contract value from customers that have not renewed their contracts with us. An ARR Net Retention Rate greater than 100% is an indication that we are growing the value of the solutions our customers are purchasing from us at a fiscal period end versus the prior fiscal period end. An ARR Net Retention Rate less than 100% is an indication that the value of the solutions our customers are purchasing from us declined at a fiscal period end versus the prior fiscal period end. For the three months ended March 31, 2024, our ARR Net Retention Rate decreased 6% from the three months ended March 31, 2023. This decrease was driven primarily by the reduced value of NOAA's RO weather award in the three months ended March 31, 2024 as compared to the value of the corresponding award in the three months ended March 31, 2023.

Components of Results of Operations

Revenue

We derive revenue from providing data, insights and access to our cloud-based technology platform sold on a subscription basis. Some of our customer arrangements include the delivery of specific performance obligations and subsequent customer acceptance of project-based deliverables, which may impact the timing of revenue recognition. Subscription periods for our solutions generally range from one to two years and are typically non-cancelable, with customers having the right to terminate their agreements only if we materially breach our obligations under the agreement. Our subscription fees are typically billed either monthly or quarterly in advance.

Cost of Revenue

Cost of revenue consists primarily of personnel costs, depreciation, hosted infrastructure and high-power computing costs, third-party operating and royalty costs associated with delivering our data and services to our customers and amortization of purchased intangibles associated with our acquisition of exactEarth in November 2021 (the "Acquisition"). Personnel costs are primarily related to the cost of our employees supporting and managing our constellation operations including satellite operations, ground station control and launch management. Costs associated with the manufacture and launch of our satellites, including personnel costs, are capitalized and depreciated upon placement in service, typically over a four-year expected useful life. As satellites reach the end of their expected useful life, they are generally replaced with replenishment satellites to maintain our constellation at optimal performance. Costs associated with the acquisition and development of new ground stations, including the bill of materials and labor to install the ground station, are capitalized and depreciated upon placement in service typically over a four-year to ten-year expected useful life. We anticipate ongoing capital spending to repair and replenish ground stations as they reach the end of their expected useful life to keep our ground station network at optimal performance. Our proprietary ground station network is primarily located in third-party locations where we incur lease and other operational charges. Cost of revenue also includes royalties associated with third-party data sets that we integrate into our data solutions.

Operating Expenses

Research and Development. Research and development expenses consist primarily of employee-related expenses, third-party consulting fees, and computing costs. Our research and development efforts are focused on improving our satellite technology, developing new data sets, developing new algorithms, enhancing our smart and predictive analytics, and enhancing the ease of use and utility of our space-based data solutions.

Sales and Marketing. Sales and marketing expenses consist primarily of employee-related expenses, sales commissions, marketing and advertising costs, costs incurred in the development of customer relationships, brand development costs, travel-related expenses and amortization of purchased intangible backlog associated with the Acquisition. Commission costs on new customer contract bookings are considered costs of obtaining customer contracts. Commission costs for multi-year deals are considered contract acquisition costs and are deferred and then amortized over the period of the contract excluding the last twelve months, which are expensed at the beginning of the final twelve-month period. Commission costs on contracts completed with a term of twelve months or less are expensed in the period incurred.

General and Administrative. General and administrative expenses consist of employee-related expenses for personnel in our executive, finance and accounting, facilities, legal, human resources, global supply chain, and management information systems functions, as well as other administrative employees. In addition, general and administrative expenses include fees related to third-party legal counsel, corporate insurance, fees related to accounting, tax and audit costs, office facilities costs, software subscription costs and other corporate costs.

Loss on Decommissioned Satellites. Loss on decommissioned satellites consists of the write-off of the remaining capitalized costs associated with the manufacture and launch of our satellites prior to the end of the satellite's useful life. We contract with third-party companies to launch, carry and deploy our satellites into space. A loss could result from a third-party launch or deployer failure, a technical failure of the satellite, or the deorbit or decommissioning of a satellite before the end of the satellite's useful life. A technical failure could include a satellite that is not able to communicate with our network of ground stations or fulfill its intended technical mission for a duration greater than one month. The loss amount is presented net of any insurance proceeds received. Due to the nature of these events, we cannot predict the magnitude or frequency of future satellite deorbit and launch failure losses. While we sometimes purchase launch insurance when financially practical, the proceeds from these policies will typically only

cover a portion of our loss in the event of an unplanned satellite deorbit or launch failure. We incurred a \$0.2 million loss on decommissioned satellites for the three months ended March 31, 2024 and no loss on decommissioned satellites for the three months ended March 31, 2023.

Other Income (Expense)

Interest Income. Interest income includes interest earned on our cash balances and short-term marketable securities.

Interest Expense. Interest expense includes interest costs associated with our debt and amortization of deferred financing costs.

Change in Fair Value of Contingent Earnout Liability. Change in fair value of contingent earnout liability includes mark-to-market adjustments to reflect changes in the fair value of the contingent earnout liability.

Change in Fair Value of Warrant Liabilities. Change in fair value of warrant liabilities includes mark-to-market adjustments to reflect changes in fair value of warrant liabilities.

Loss on Extinguishment of Debt. Loss on extinguishment of debt includes accelerated debt issuance expenses, legal and other fees associated with the payoff or refinancing of existing debt.

Foreign Exchange Gain/Loss. Foreign exchange gain/loss consists of the net effect of realized and unrealized foreign currency gains and losses resulting from changes in the underlying currency rates relative to the U.S. dollar as we re-measure foreign currency denominated transactions and balances into the functional currency of the entities in which they are recorded. We use the local currency as our functional currency for transactions and balances in Luxembourg, the United Kingdom, Singapore and Canada.

Other Expense, Net. Other expense, net consists primarily of tax credits, grant income, share of equity investment loss, sales and local taxes, and write-off of certain prepaid assets and legal settlements.

Income Tax Provision

Provision for income taxes consists of federal income taxes in the United States and income taxes in certain foreign jurisdictions. We do not provide for income taxes on undistributed earnings of our foreign subsidiaries since we intend to invest these earnings outside of the United States permanently. We account for income taxes using the asset and liability method, whereby deferred tax assets and liabilities are recognized based on differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted rates and laws that will be in effect when the differences are expected to reverse.

Results of Operations

Three Months Ended March 31, 2024 Compared to Three Months Ended March 31, 2023

The following tables set forth selected condensed consolidated statements of operations data for each of the periods indicated:

<i>(in thousands)</i>	Three Months Ended March 31,	
	2024	2023
Revenue	\$ 25,688	\$ 24,168
Cost of revenue⁽¹⁾	12,546	10,360
Gross profit	13,142	13,808
Operating expenses⁽¹⁾:		
Research and development	9,909	9,663
Sales and marketing	5,118	6,850
General and administrative	9,818	11,770
Loss on decommissioned satellites	178	—
Total operating expenses	25,023	28,283
Loss from operations	(11,881)	(14,475)
Other income (expense):		
Interest income	454	565
Interest expense	(5,053)	(4,578)
Change in fair value of contingent earnout liability	(45)	76
Change in fair value of warrant liabilities	(4,202)	746
Issuance of stock warrants	(2,399)	—
Foreign exchange (loss) gain	(1,538)	1,024
Other expense, net	(551)	(762)
Total other expense, net	(13,334)	(2,929)
Loss before income taxes	(25,215)	(17,404)
Income tax provision	41	269
Net loss	<u>\$ (25,256)</u>	<u>\$ (17,673)</u>

(1) Includes stock-based compensation as follows:

<i>(in thousands)</i>	Three Months Ended March 31,			
	2024		2023	
Cost of revenue	\$	61	\$	77
Research and development		1,018		651
Sales and marketing		675		437
General and administrative		1,874		1,481
Total stock-based compensation	\$	3,628	\$	2,646

Revenue

<i>(dollars in thousands)</i>	Three Months Ended March 31,				
	2024		2023		% Change
Revenue	\$	25,688	\$	24,168	

Total revenue increased \$1.5 million, or 6%, driven primarily by increasing the amount of ARR business with our existing customers combined with growth in revenue recognized for milestone-based projects, partially offset by a decrease in our RO-based revenue primarily from the reduced value of NOAA's RO weather award in the three months ended March 31, 2024 as compared to the value of the corresponding award in the three months ended March 31, 2023. Our ARR Customers decreased 11%, from 755 as of March 31, 2023 to 672 as of March 31, 2024. This was aligned with our stated move to de-emphasize sales to customers with very low ARR or revenue. Our ARR Net Retention Rate was 102% for the three months ended March 31, 2024 compared to 108% for the three months ended March 31, 2023, driven primarily by the reduced value of NOAA's RO weather award.

For the three months ended March 31, 2024, we derived 55% of our revenue from the Americas, 36% of our revenue from Europe, Middle East, Africa ("EMEA") and 8% of our revenue from Asia Pacific ("APAC"). For the three months ended March 31, 2023, we derived 53% of our revenue from the Americas, 36% of our revenue from EMEA and 11% of our revenue from APAC. For the three months ended March 31, 2024, we derived 66% of our revenue from subscription arrangements, compared to 78% for the three months ended March 31, 2023. This percentage mix can fluctuate significantly from period to period driven primarily by the timing of the non-subscription revenue recognition in our contracts.

Cost of Revenue

<i>(dollars in thousands)</i>	Three Months Ended March 31,				
	2024		2023		% Change
Total cost of revenue	\$	12,546	\$	10,360	
Gross profit		13,142		13,808	(5) %
Gross margin		51 %		57 %	(6) %
Headcount (at end of period)		36		41	(12) %

Cost of revenue increased \$2.2 million, or 21%, primarily driven by an increase in depreciation expense of \$2.9 million and partially offset by a decrease in computing costs of \$0.3 million, a decrease in personnel costs of \$0.3 million and a decrease in other miscellaneous expenses of \$0.1 million. The increase in depreciation expense was primarily driven by a reset of the estimated useful lives of our satellites to account for the potential impact of increased solar activity related to the current solar cycle. The decrease in computing costs was driven by cloud platform efficiencies. The decrease in personnel costs was driven by an overall reduction in headcount.

Gross margin for the three months ended March 31, 2024 and 2023 was 51% and 57%, respectively. The decrease was driven primarily by higher depreciation expense as described above. This metric can fluctuate significantly from period to period driven primarily by the timing of the revenue as well as the timing of our technology investments to support future revenue.

We expect cost of revenue, including depreciation and amortization expenses, third-party operating costs and royalties, and high-powered computing costs, to decrease in absolute dollars during the remainder of the year as accelerated depreciation declines to reflect our constellation replenishment efforts. We anticipate gross margins to increase closer to the 65-70% level as a consequence of our sales increases and reductions in cost of revenue.

Operating Expenses

Operating expenses consist of our research and development, our sales and marketing, and our general and administrative expenses, as well as loss on decommissioned satellites in some periods. As we continue to invest in our growth, including through hiring additional personnel, we expect our operating expenses to increase in absolute dollars as revenue grows; however, we expect our operating expenses as a percentage of revenue to decrease over time.

Research and Development

<i>(dollars in thousands)</i>	Three Months Ended March 31,				
	2024		2023	% Change	
Research and development	\$	9,909	\$	9,663	3 %
Percentage of total revenue		39 %		40 %	
Headcount (at end of period)		232		211	10 %

Research and development expenses increased \$0.2 million, or 3%, primarily driven by an increase in professional services fees of \$0.2 million, an increase in software expenses of \$0.2 million and an increase in personnel costs of \$0.1 million, partially offset by a decrease in bonus expenses of \$0.3 million. The increase in professional services fees and software expenses was driven by additional technical resources required to support new development processes and capabilities. The increase in personnel costs was driven by overall growth in headcount.

We expect research and development expenses to increase in absolute dollars in future periods primarily due to higher headcount as we continue to invest in the development of our solutions offerings and new technologies; however, we expect research and development expenses to decrease as a percentage of revenue in future periods as our revenue growth exceeds our increase in research and development spend.

Sales and Marketing

<i>(dollars in thousands)</i>	Three Months Ended March 31,				
	2024		2023	% Change	
Sales and marketing	\$	5,118	\$	6,850	(25)%
Percentage of total revenue		20 %		28 %	
Headcount (at end of period)		70		80	(13)%

Sales and marketing expenses decreased \$1.7 million, or 25%, primarily driven by a decrease in bad debt expenses of \$0.8 million, a decrease in bonus expenses of \$0.4 million, a decrease in personnel costs of \$0.2 million, a decrease in marketing expenses of \$0.2 million and a decrease in other miscellaneous operating expenses of \$0.1 million. The decrease in bad debt expenses was driven by cash collections and recovery efforts. The decrease in personnel costs was driven by an overall reduction in headcount. The decrease in marketing expenses was driven by lower advertising and event spend compared to the prior year quarter.

We expect sales and marketing expenses to generally grow in absolute dollars in the future, primarily due to increased employee-related expenses as we grow our headcount, to support our sales and marketing efforts and our continued expansion of our sales capacity across our solutions; however, we expect sales and marketing expenses as a percentage of revenue to decrease in future periods as our revenue growth exceeds our increases in sales and marketing spend.

General and Administrative

<i>(dollars in thousands)</i>	Three Months Ended March 31,				
	2024		2023	% Change	
General and administrative	\$	9,818	\$	11,770	(17)%
Percentage of total revenues		38 %		49 %	
Headcount (at end of period)		92		86	7 %

General and administrative expenses decreased \$2.0 million, or 17%, primarily driven by a decrease in bonus expenses of \$0.7 million, a reduction in insurance costs of \$0.4 million and a reduction in professional services of \$0.4 million. The decrease in bonus expenses was driven by lower bonus accruals for management. The decrease in business insurance costs was driven by an improvement in annual rates particularly on directors and officers insurance. The reduction in professional services was driven by lower legal and accounting service fees versus the prior year period.

We expect our general and administrative expenses to generally grow in absolute dollars in future periods as our employee-related expenses increase to support our revenue growth; however, we expect our general and administrative expenses as a percentage of revenue to decrease as revenue growth exceeds our increases in general and administrative spend.

Loss on Decommissioned Satellites

(dollars in thousands)	Three Months Ended March 31,				% Change
	2024		2023		
Loss on decommissioned satellites	\$	178	\$	—	*
Percentage of total revenues		1 %		— %	

*Not Meaningful

In the three months ended March 31, 2024, we recognized a non-cash expense of \$0.2 million on decommissioned satellites prior to the ends of their useful lives. There were no satellites decommissioned or impaired in the three months ended March 31, 2023.

Due to the nature of these events, we cannot predict the magnitude or frequency of future decommissioning losses. While we sometimes purchase launch insurance when financially practical, the proceeds from these policies will typically only cover a portion of our loss in the event of an unplanned satellite deorbit or launch failure.

Other Income (Expense)

(dollars in thousands)	Three Months Ended March 31,				% Change
	2024		2023		
Interest income	\$	454	\$	565	(20)%
Interest expense	\$	(5,053)	\$	(4,578)	10%
Change in fair value of contingent earnout liability	\$	(45)	\$	76	(159)%
Change in fair value of warrant liabilities	\$	(4,202)	\$	746	(663)%
Issuance of stock warrants	\$	(2,399)	\$	—	*
Foreign exchange (loss) gain	\$	(1,538)	\$	1,024	(250)%
Other expense, net	\$	(551)	\$	(762)	(28)%

*Not Meaningful

Interest income decreased by \$0.1 million driven by lower short-term marketable securities available for investments.

Interest expense increased \$0.5 million, or 10%, primarily as a result of incurring higher interest and amortized debt issuance costs associated with our Blue Torch Finance LLC (“Blue Torch”) term loan.

Change in fair value of contingent earnout liability was an immaterial loss in the three months ended March 31, 2024 compared to a gain of \$0.1 million in the three months ended March 31, 2023, a reduction of 159%. The loss in three months ended March 31, 2024 was driven by an increase in the fair value of the liability driven by appreciation of the underlying stock price in the period. The gain in the prior period was primarily driven by the decrease in the fair value of the liability due to the decline in the underlying stock price during the period. For additional information, see Notes 2 and 8 to our unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q and Notes 2 and 8 to our consolidated financial statements included in our 2023 Form 10-K.

Change in fair value of warrant liabilities was a loss of \$4.2 million in the three months ended March 31, 2024 compared to a gain of \$0.7 million in the three months ended March 31, 2023, a reduction of 663%. The \$4.2 million loss in the three months ended March 31, 2024 was primarily driven by the appreciation of the underlying stock valuation for the warrants issued to Blue Torch and subsequently amended in July 2023.

Issuance of stock warrants was a net loss of \$2.4 million in the three months ended March 31, 2024 compared to no such expense in the three months ended March 31, 2023. In March 2024, we entered into a definitive Securities Purchase Agreement with institutional investors that included the issuance of stock warrants.

We recognized a foreign exchange loss of \$1.5 million in the three months ended March 31, 2024 compared to a foreign exchange gain of \$1.0 million in the three months ended March 31, 2023. The loss in 2024 was driven mainly by the revaluation of intercompany balances between our Luxemburg entity and the US denominated in U.S. dollars. The strengthening of the U.S. dollar for the period ended March 31, 2024 relative to Europe at December 31, 2023 triggered the revaluation and unrealized losses. The gain in the three months ended March 31, 2023 was a consequence of the U.S. dollar weakening during the period relative to the local currencies of our subsidiaries at year end 2022. The driver was also unrealized foreign exchange from intercompany balances owed from Luxemburg to our U.S. entities denominated in U.S. dollars.

Other expense, net was \$0.6 million for the three months ended March 31, 2024, a decrease of 28% relative to the three months ended March 31, 2023, mostly driven by lower state taxes.

Income Tax Provision

(dollars in thousands)	Three Months Ended March 31,				
	2024		2023	% Change	
Income tax provision	\$	41	\$	269	(85)%

Income tax provision decreased \$0.2 million, or 85%, primarily driven by the research and development expenditure deduction in our U.K. subsidiary.

Non-GAAP Financial Measures

We believe that in addition to our results determined in accordance with GAAP, non-GAAP Adjusted EBITDA is useful in evaluating our business, results of operations and financial condition. We believe that this non-GAAP financial measure may be helpful to investors because it provides consistency and comparability with past financial performance and facilitates period to period comparisons of operations, as this eliminates the effects of certain variables from period to period for reasons that we do not believe reflect our underlying business performance. In addition to our GAAP measures, we use this non-GAAP financial measure internally for budgeting and resource allocation purposes and in analyzing our financial results.

For the reasons set forth below, we believe that excluding the following items provides information that is helpful in understanding our results of operations, evaluating our future prospects, comparing our financial results across accounting periods, and comparing our financial results to our peers, many of which provide similar non-GAAP financial measures.

- Loss on satellite deorbit, launch failure and decommissioning. We exclude loss on satellite deorbit, launch failure and decommissioning because if there was no loss, the expense would be accounted for as depreciation and would also be excluded as part of our EBITDA calculation.
- Other (expense) income, net. We exclude other (expense) income, net because it includes unusual items that do not reflect the underlying operational results of our business. Examples of such expenses include prepayment penalties on outstanding debt and vendor dispute legal settlements.
- Stock-based compensation. We exclude stock-based compensation expenses primarily because they are non-cash expenses that we exclude from our internal management reporting processes. We also find it useful to exclude these expenses when we assess the appropriate level of various operating expenses and resource allocations when budgeting, planning, and forecasting future periods. Moreover, because of varying available valuation methodologies, subjective assumptions and the variety of award types that companies can use under Financial Accounting Standards Board ("FASB") ASC Topic 718, Stock Compensation ("ASC 718"), we believe excluding stock-based compensation expenses allows investors to make meaningful comparisons between our recurring core business results of operations and those of other companies.
- Change in fair value of warrant liabilities and contingent earnout liabilities. Spire excludes this as it does not reflect the underlying cash flows or operational results of the business.
- Loss on extinguishment of debt. We exclude this as it does not reflect the underlying cash flows or operational results of the business.
- Foreign exchange gain/loss. We are exposed to foreign currency gains or losses on outstanding foreign currency denominated receivables and payables related to certain customer sales agreements, product costs and other operating expenses. As we do not actively hedge these currency exposures, changes in the underlying currency rates relative to the U.S. dollar may result in realized and unrealized foreign currency gains and losses between the time these receivables and payables arise and the time that they are settled in cash. Since such realized and unrealized foreign currency gains and losses are the result of macro-economic factors and can vary significantly from one period to the next, we believe that exclusion of such realized and unrealized gains and losses is useful to management and investors in evaluating the performance of our ongoing operations on a period-to-period basis.
- Amortization of purchased intangibles. We incur amortization expense for purchased intangible assets in connection with acquisitions of certain businesses and technologies. Amortization of intangible assets is a non-cash expense and is inconsistent in amount and frequency because it is significantly affected by the timing, size of acquisitions and the inherent subjective nature of purchase price allocations. Because these costs have already been incurred and cannot be recovered, and are non-cash expenses, we exclude these expenses for our internal management reporting processes. Our management also finds it useful to exclude these charges when assessing the appropriate level of various operating expenses and resource allocations when budgeting, planning and forecasting future periods. It is important to note that while this amortization expense is excluded for purposes of non-GAAP presentation, the revenue of the acquired businesses is reflected in the non-GAAP measures and that the assets contribute to revenue generation.
- Other acquisition accounting amortization. We incur amortization expense for purchased data rights in connection with the acquisition of exactEarth and certain technologies. Amortization of this asset is a non-cash expense that can be significantly affected by the inherent subjective nature of the assigned value and useful life. Because this cost has already been incurred and cannot be recovered, and is a non-cash expense, we exclude this expense for our internal management reporting processes. Our management also finds it useful to exclude this charge when assessing the appropriate level of various operating expenses and resource allocations when budgeting, planning and forecasting future periods. It is important to note that while this expense is excluded for purposes of non-GAAP presentation, the revenue of the acquired companies is reflected in the non-GAAP measures and that the assets contribute to revenue generation.

•Mergers and acquisition related expenses. We exclude these expenses as they are transaction costs and expenses associated with the transaction that are generally infrequent in nature and not reflective of the underlying operational results of our business. Examples of these types of expenses include legal, accounting, regulatory, other consulting services, severance, and other employee costs.

•Other unusual and infrequent costs. We exclude these as they are unusual items that do not reflect the ongoing operational results of our business. Examples of these types of expenses include accounting, legal and other professional fees associated with the preparation and filing of our September 2022 Form S-3 shelf registration statement and “at-the-market” offering prospectus supplement, and the December 2022 warrant exchange.

•EBITDA. We define EBITDA as net income (loss), plus depreciation and amortization expense, plus interest expense, and plus the provision for (or minus benefit from) income taxes.

•Adjusted EBITDA. We define Adjusted EBITDA as earnings before interest, taxes, depreciation and amortization, further adjusted for any loss on satellite deorbit, launch failure and decommissioning, change in fair value of warrant liabilities, change in fair value of contingent earnout liability, other (expense) income, net, stock-based compensation, loss on extinguishment of debt, foreign exchange gain/loss, other acquisition accounting amortization, mergers and acquisition related expenses, and other unusual costs. We believe Adjusted EBITDA can be useful in providing an understanding of the underlying results of operations and trends, an enhanced overall understanding of our financial performance and prospects for the future. While Adjusted EBITDA is not a recognized measure under GAAP, management uses this financial measure to evaluate and forecast business performance. Adjusted EBITDA is not intended to be a measure of liquidity or cash flows from operations or a measure comparable to net income as it does not take into account certain requirements, such as capital expenditures and related depreciation, principal and interest payments, and tax payments. Adjusted EBITDA is not a presentation made in accordance with GAAP, and our use of the term Adjusted EBITDA may vary from the use of similarly titled measures by others in our industry due to the potential inconsistencies in the method of calculation and differences due to items subject to interpretation.

•The presentation of non-GAAP financial information should not be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP. Investors should note that the excluded items may have had, and may in the future have, a material impact on our reported financial results. Investors should read this discussion and analysis of our financial condition and results of operations together with the condensed consolidated financial statements and the related notes thereto also included within.

The following table outlines the reconciliation from net loss to Adjusted EBITDA for the periods indicated:

<i>(in thousands)</i>	Three Months Ended March 31,	
	2024	2023
Net loss	\$ (25,256)	\$ (17,673)
Depreciation & amortization	6,837	3,916
Interest, net	4,599	4,013
Taxes	41	269
EBITDA	(13,779)	(9,475)
Change in fair value of contingent earnout liability	45	(76)
Change in fair value of warrant liabilities	4,202	(746)
Issuance of stock warrants	2,399	—
Foreign exchange loss (gain)	1,538	(1,024)
Other expense, net	551	762
Stock-based compensation	3,628	2,646
Mergers and acquisition related expenses	—	1,015
Loss on decommissioned satellites	178	—
Other acquisition accounting amortization	170	166
Adjusted EBITDA	\$ (1,068)	\$ (6,732)

Limitations on the Use of Non-GAAP Financial Measures

There are limitations to using non-GAAP financial measures because non-GAAP financial measures are not prepared in accordance with GAAP and may be different from non-GAAP financial measures provided by other companies.

The non-GAAP financial measures are limited in value because they exclude certain items that may have a material impact upon our reported financial results. In addition, they are subject to inherent limitations as they reflect the exercise of judgments by management about which items are adjusted to calculate our non-GAAP financial measures. We compensate for these limitations by analyzing current and future results on a GAAP basis as well as a non-GAAP basis and also by providing GAAP measures in our public disclosures. Some of these limitations are:

- Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future and Adjusted EBITDA does not reflect cash capital expenditure requirements for such replacements or for new capital expenditure requirements;
- Adjusted EBITDA does not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments, on our debt;

- Adjusted EBITDA does not reflect income tax payments that may represent a reduction in cash available to us; and
- Adjusted EBITDA does not reflect the decommissioned satellite deorbit, launch failure and decommissioning and does not reflect the cash capital expenditure requirements for the replacements of lost satellites. While these expenses could occur in a given year, the existence and magnitude of these costs could vary greatly and are unpredictable.

Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information prepared in accordance with GAAP. We encourage investors and others to review our financial information in its entirety, not to rely on any single financial measure to evaluate our business, and to view our non-GAAP financial measures in conjunction with the most directly comparable GAAP financial measures.

Liquidity and Capital Resources

Our principal sources of liquidity to fund our operations are from cash and cash equivalents and marketable securities, which totaled \$64.0 million as of March 31, 2024, mainly from net proceeds from borrowings under the Blue Torch Credit Facility (as defined below), proceeds from the Private Placement and Offering (each as defined below), and the sale of common stock under the Equity Distribution Agreement with Canaccord Genuity LLC, as sales agent (the "Equity Distribution Agreement"). Of the \$64.0 million total, \$52.0 million was in cash and cash equivalents of which approximately \$12.8 million was held outside of the United States. The remaining \$12.0 million was held in short-term marketable securities, all of which was held in the United States and which can be converted to cash with minimal transaction costs. These amounts compare to cash and cash equivalents, and marketable securities of \$40.9 million as of December 31, 2023, of which \$29.1 million was in cash and cash equivalents with \$13.7 million held outside of the United States. The remaining \$11.7 million was held in short-term marketable securities. The cash and cash equivalent amounts are exclusive of restricted cash which totaled \$0.5 million as of each of March 31, 2024 and December 31, 2023.

On February 4, 2024, we entered into a securities purchase agreement for the issuance and sale of 833,333 shares of our Class A common stock to Signal Ocean Ltd at a price of \$12.00 per share (the "Private Placement"). The Private Placement closed on February 8, 2024, resulting in gross proceeds to us of \$10.0 million.

On March 21, 2024, we entered into a Securities Purchase Agreement with institutional investors (the "Investors"), pursuant to which we issued and sold in a registered direct offering (the "Offering"), (i) an aggregate of 2,142,858 shares of Class A common stock and (ii) warrants exercisable for an aggregate of 2,142,858 shares of Class A common stock ("Securities Purchase Agreement Warrants") to the Investors. Each share of Class A common stock and accompanying Securities Purchase Agreement Warrant to purchase one share of Class A common stock was sold at an offering price of \$14.00. The aggregate gross proceeds to us from the Offering totaled \$30,000 before deducting the placement agent's fees and related offering expenses. The Securities Purchase Agreement Warrants have an exercise price equal to \$14.50 per share of Class A common stock, are exercisable for a term beginning on March 25, 2024 and will expire on July 3, 2024.

We expect that our principal source of liquidity will be our cash and cash equivalents balance. We currently believe that we will meet our minimum liquidity covenant, as well as all other financial covenants under the Blue Torch Financing Agreement (as defined below), at each applicable measurement point over the period of at least one year from the issuance of the March 31, 2024 condensed consolidated financial statements, and that we will have sufficient working capital to operate for a period of at least one year from the issuance of the March 31, 2024 condensed consolidated financial statements, in each case based on our current cash and cash equivalent balance and expected future financial results. The sufficiency of our working capital and our ability to meet our financial covenants will depend on many factors, including our growth rate, the timing and extent of spending to support solution development efforts, the expansion of sales and marketing activities, the ongoing investments in technology infrastructure, the introduction of new and enhanced solutions, and the continuing market acceptance of our solutions, all of which are subject to risks, uncertainties, and other factors that may cause actual results to differ materially. From time to time, we may seek additional equity or debt financing to fund capital expenditures, strategic initiatives or investments and our ongoing operations. In the event that we decide, or are required, to seek additional financing from outside sources, we may not be able to raise it on terms acceptable to us or at all. If we are unable to raise additional capital when desired or unable to meet the minimum liquidity covenant or other financial covenants under the Blue Torch Financing Agreement, our business, financial condition, and results of operations could be adversely affected.

Blue Torch Credit Agreement

On June 13, 2022, we, as borrower, and certain of our subsidiaries, as guarantors, entered into a financing agreement (the "Blue Torch Financing Agreement") with Blue Torch Finance LLC, as administrative agent and collateral agent, and certain lenders (the "Lenders"). The Blue Torch Financing Agreement provides for, among other things, a term loan facility in an aggregate principal amount of up to \$120.0 million (the "Blue Torch Credit Facility"). A portion of the proceeds of the term loan was used to repay our then-existing \$70.0 million credit facility with FP Credit Partners, L.P., and the remainder of the proceeds of the term loan may be used for general corporate purposes.

The Blue Torch Credit Facility is scheduled to mature on June 13, 2026, upon which we must repay the outstanding principal amount of any outstanding loans thereunder, together with all accrued but unpaid interest, fees and other obligations owing under the Blue Torch Credit Facility. Subject to certain exceptions, prepayments of the Blue Torch Credit Facility will be subject to early termination fees in an amount equal to 3.0% of the principal prepaid if prepayment occurs on or prior to the first anniversary of the closing date, 2.0% of principal prepaid if prepayment occurs after the first anniversary of the closing date but on or prior to the second anniversary of the closing date and 1.0% of principal prepaid if prepayment occurs after the second anniversary of the closing date but on or prior to the third anniversary of the closing date, plus if prepayment would have occurred on or prior to the first anniversary of the closing date, a make-whole amount equal to the amount of interest that would have otherwise been payable through the maturity date of the Blue Torch Credit Facility.

The \$120.0 million term loan was available and drawn at closing, of which \$19.7 million was placed in an escrow account by Blue Torch with such amount to be released upon our achieving certain metrics related to annualized recurring revenue and a total annualized recurring revenue leverage ratio. These metrics were achieved and the \$19.7 million was released from the escrow account and delivered to us in February 2023. The term loan

accrues interest at a floating rate, to be based, at our election, on either a reference rate or a 3-month Term Secured Overnight Financing Rate ("SOFR") rate (subject to a 1.0% floor), plus an interest rate margin of 7.0% for reference rate borrowings and 8.0% for 3-month Term SOFR borrowings, plus an incremental Term SOFR margin of 0.26161%. We elected the Term SOFR rate which was 13.5766% as of March 31, 2024. Principal on the term loan is only payable at maturity and interest on the term loan is due and payable quarterly for Term SOFR borrowings. We are also required to pay other customary fees and costs in connection with the Blue Torch Credit Facility, including a commitment fee in an amount equal to \$2.4 million on the closing date, a \$0.3 million agency fee annually and an exit fee in an amount equal to \$1.8 million upon termination of the Blue Torch Financing Agreement.

Our obligations under the Blue Torch Financing Agreement are or will be guaranteed by certain of our domestic and foreign subsidiaries meeting materiality thresholds set forth in the Blue Torch Financing Agreement. Such obligations, including the guarantees, are secured by substantially all of our personal property and that of our subsidiary guarantors, including pursuant to a Security Agreement entered into on June 13, 2022 among us, Spire Global Subsidiary, Inc., Austin Satellite Design, LLC and Blue Torch. As of the closing date, such subsidiary guarantors were Spire Global Subsidiary, Inc., Austin Satellite Design, LLC, Spire Global Canada Subsidiary Corp. and exactEarth Ltd.

The Blue Torch Financing Agreement contains customary affirmative and negative covenants limiting our ability and the ability of our subsidiaries to, among other things, dispose of assets, undergo a change in control, merge or consolidate, make acquisitions, incur debt, incur liens, pay dividends, repurchase stock and make investments, in each case subject to certain exceptions. We must also comply with a maximum debt to annualized recurring revenue leverage ratio financial covenant tested monthly during the first two years of the Blue Torch Financing Agreement, a maximum debt to EBITDA leverage ratio financial covenant tested monthly during the third and fourth years of the Blue Torch Financing Agreement and a minimum liquidity financial covenant tested at all times. As of March 31, 2024, we were in compliance with all applicable financial covenants under the Blue Torch Financing Agreement.

The Blue Torch Financing Agreement also contains customary events of default that include, among other things, certain payment defaults, cross defaults to other indebtedness, inaccuracy of representations and warranties, covenant defaults, change of control defaults, judgment defaults, and bankruptcy and insolvency defaults. If an event of default exists, Blue Torch as agent on behalf of the Lenders may require immediate payment of all obligations under the Blue Torch Financing Agreement and may exercise certain other rights and remedies provided for under the Blue Torch Financing Agreement, the other loan documents and applicable law. Under certain circumstances, a default interest rate will apply on all obligations during the existence of an event of default under the Blue Torch Financing Agreement at a per annum rate equal to 2.00% above the applicable interest rate.

On September 27, 2023, we entered into the Waiver and Amendment No. 2 to Financing Agreement (the "Waiver and Amendment") with Blue Torch and the Lenders, which amends the Blue Torch Financing Agreement to (a) waive an event of default under the Blue Torch Financing Agreement arising out of the total annualized recurring revenue leverage ratio being greater than the permitted ratio, (b) amend the financial covenants to provide covenant relief from the maximum debt to annualized recurring revenue leverage ratio and the maximum debt to EBITDA leverage ratio set forth in the Blue Torch Financing Agreement for future periods, and (c) provide for a second amendment exit fee. The second amendment exit fee is \$1.8 million (which is an amount equal to one and a half percent (1.50%) of the aggregate outstanding principal balance of the term loans on the effective date of the Waiver and Amendment), bears interest from the date of the Waiver and Amendment at Adjusted Term SOFR for a 3-month interest period plus the applicable margin under the Financing Agreement, and is payable to Blue Torch by us in cash upon the termination of the Blue Torch Financing Agreement, either as a result of acceleration of the loans or at the final maturity date. The Waiver and Amendment required a repayment by the Company of \$2.5 million of the outstanding principal balance of the term loans on October 2, 2023, with a prepayment premium of \$0.05 million. The Waiver and Amendment also requires additional reporting if our liquidity level is less than \$35.0 million at any time during a month and revises the minimum liquidity covenant to require liquidity of at least \$30.0 million at all times, commencing on September 30, 2023, which in both cases represent a \$5.0 million incremental change from the original requirements. We were in compliance with all applicable financial covenants as of March 31, 2024.

On June 13, 2022, in connection with the Blue Torch Financing Agreement, we issued warrants to affiliates of the Lenders to purchase shares of Class A common stock (the "2022 Blue Torch Warrants"), which were exercisable for an aggregate of 437,025 shares of our Class A common stock with a per share exercise price of \$16.08.

In addition, on June 13, 2022, in connection with the closing of the financing, we paid Urgent Capital LLC, a Delaware limited liability company, a fee for introducing us to the Lenders, for the purpose of loan financing, in the amount equal to \$0.6 million in cash and a warrant to purchase shares of Class A common stock (the "GPO Warrant" and, collectively with the 2022 Blue Torch Warrants and the 2023 Blue Torch Warrants (as defined below), the "Credit Agreement Warrants"), which is exercisable for an aggregate of 24,834 shares of our Class A common stock with a per share exercise price of \$16.08.

On September 27, 2023, in connection with the Waiver and Amendment, we and certain affiliates of Blue Torch amended and restated the 2022 Blue Torch Warrants to reduce the per share exercise price from \$16.08 to \$5.44. We also concurrently issued new warrants to those affiliates that are exercisable for an additional 597,082 shares of the Company's Class A common stock at a per share exercise price of \$5.44 (the "2023 Blue Torch Warrants").

The Credit Agreement Warrants may be exercised on a cashless basis. The Credit Agreement Warrants are exercisable for a term beginning on the date of issuance and ending on the earlier to occur of ten years from the date of issuance or the consummation of certain of our acquisitions as set forth in the Credit Agreement Warrants. The number of shares for which the Credit Agreement Warrants are exercisable and the associated exercise price are subject to certain proportional adjustments as set forth in the Credit Agreement Warrants.

On April 8, 2024, we entered into Amendment No. 3 to Financing Agreement (the "Third Amendment") with Blue Torch and the Lenders, which amends the Blue Torch Financing Agreement to (i) increase the maximum debt to EBITDA leverage ratio for the monthly periods ending June 30, 2024, July 31, 2024 and August 31, 2024 and to decrease the maximum permitted ratio thereafter, and (ii) amend the minimum liquidity covenant to require liquidity of at least \$20.0 million at all times, commencing on April 8, 2024, which represents a \$10.0 million decrease from the requirement

in effect immediately prior to the effective date of the Third Amendment. On April 8, 2024, in accordance with the terms of the Third Amendment, we made a repayment to Blue Torch of \$10.0 million in principal, plus an early termination fee of \$0.2 million.

Government Loan

As part of the Acquisition in November 2021, we assumed a loan agreement with the Strategic Innovation Fund ("SIF") which was recorded at fair value of the debt. As of March 31, 2024, \$5.0 million was included in long-term debt, non-current on our unaudited condensed consolidated balance sheets related to the SIF loan agreement. Under this agreement and subsequent amendment, we were eligible to receive funding for certain expenditures incurred from February 13, 2018 to May 12, 2023, up to a maximum of \$5.7 million. The loan is repayable in 15 annual payments beginning February 28, 2026 and has a stated interest rate of zero.

For additional information, see Note 6 to our unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q.

Equity Distribution Agreement

On September 14, 2022, we entered into the Equity Distribution Agreement with Canaccord Genuity LLC, as sales agent. In accordance with the terms of the Equity Distribution Agreement, we may offer and sell shares of our Class A common stock having an aggregate offering price of up to \$85.0 million from time to time through the agent pursuant to a registration statement on Form S-3, which became effective on September 26, 2022. In June 2023, we sold approximately 2.2 million shares of our Class A common stock through this arrangement, resulting in net proceeds of \$7.9 million. As of March 31, 2024, approximately \$76.8 million of shares were remaining, but had not yet been sold, under the Equity Distribution Agreement.

Cash Flows

The following table summarizes our net cash used in operating activities, net cash used in investing activities, and net cash provided by financing activities for the periods indicated:

<i>(in thousands)</i>	Three Months Ended March 31,	
	2024	2023
Net cash used in operating activities	\$ (7,345)	\$ (11,290)
Net cash used in investing activities	\$ (8,684)	\$ (6,957)
Net cash provided by financing activities	\$ 38,148	\$ 19,886

Cash Flows from Operating Activities

Our largest source of operating cash inflows is cash collections from our customers. Our primary uses of cash from operating activities are for employee-related expenditures, expenses related to our technology infrastructure, expenses related to our computing infrastructure (including computing power, database storage and content delivery costs), building infrastructure costs (including leases for office space), fees for third-party services, and marketing program costs.

Net cash used in operating activities in the three months ended March 31, 2024 was \$7.3 million. This reflected our net loss of 25.3 million, adjustments for non-cash items of \$19.3 million and a net decrease of \$1.3 million in operating assets and liabilities. Non-cash items primarily consisted of \$6.9 million of depreciation and amortization expense, \$4.2 million change in fair value of warrant liabilities, \$3.7 million of stock-based compensation expense, \$2.4 million of issuance of stock warrants expense, \$0.9 million of debt issuance amortization costs, \$0.8 million of amortization of operating lease right-of-use assets, and a \$0.4 million loss on decommissioned satellites and impairment of assets. Changes in operating assets and liabilities primarily included a \$2.6 million increase in accounts receivable, net, a \$1.5 million decrease in accounts payable, and a \$0.9 million decrease in operating lease liabilities. This was partially offset by a \$1.0 million increase in other accrued expenses, a \$0.8 million increase in contract liabilities, a \$0.6 million decrease in contract assets, a \$0.5 million decrease in other long-term assets, a \$0.4 million decrease in other current assets, and a \$0.4 million increase in accrued wages and benefits.

Net cash used in operating activities in the three months ended March 31, 2023 was \$11.3 million. This reflected our net loss of \$17.7 million, adjustments for non-cash items of \$6.4 million and an immaterial net change in operating assets and liabilities. Non-cash items primarily included \$3.9 million of depreciation and amortization expense, \$2.6 million of stock-based compensation, \$0.6 million of debt issuance amortization costs, and \$0.2 million of amortization of operating lease assets, partially offset by a \$0.7 million gain on change in fair value of warrant liability and a \$0.1 million gain on change in fair value of contingent earnout liability. Changes in operating assets and liabilities primarily included a \$0.9 million increase in contract assets, a \$0.6 million decrease in accounts payable, a \$0.5 million decrease in other accrued expenses, and a \$0.2 million decrease in operating lease liabilities. This was primarily offset by a \$1.3 million increase in contract liabilities, a \$0.4 million decrease in other long-term assets, a \$0.3 million increase in accrued wages and benefits, a \$0.1 million decrease in other current assets, and a \$0.1 million decrease in accounts receivable, net.

Cash Flows from Investing Activities

Cash flows from investing activities primarily relate to cash used for business acquisitions, the procurement, development, and deployment of capital assets, including satellites and related launch costs, ground stations, machinery and equipment, furniture, computer equipment and software, and leasehold improvements.

The following table summarizes our net cash used in investing activities relating to capital expenditures by source of spend:

<i>(dollars in thousands)</i>	Three Months Ended March 31,		% Change
	2024	2023	
Spire platform / Infrastructure	\$ 636	\$ 1,354	(53)%
Customer funded (Space Services)	7,928	3,295	141%
Total CapEx	\$ 8,564	\$ 4,649	84%

Net cash used in investing activities in the three months ended March 31, 2024 was \$8.7 million. This was driven by purchases of \$10.9 million in short-term investments and \$8.6 million of investment in property and equipment, partially offset by \$10.8 million in maturities of short-term investments.

Net cash used in investing activities in the three months ended March 31, 2023 was \$7.0 million. This was driven by purchases of \$13.9 million in short-term investments and \$4.7 million of investment in property and equipment, partially offset by \$11.6 million in maturities of short-term investments.

Cash Flows from Financing Activities

Cash flows from financing activities relate primarily to net proceeds from the issuance of long-term debt, convertible notes, warrants and Class A common stock.

Net cash provided by financing activities in the three months ended March 31, 2024 was \$38.1 million. This was driven by \$37.9 million of proceeds from securities purchase agreements with Signal Ocean Ltd. and certain institutional investors and \$0.3 million of proceeds from exercise of stock options.

Net cash provided by financing activities in the three months ended March 31, 2023 was \$19.9 million. This was driven by \$19.9 million from the Blue Torch term loan that was released from escrow in the quarter.

Critical Accounting Policies and Estimates

Our condensed consolidated financial statements are prepared in accordance with GAAP. In the preparation of these condensed consolidated financial statements, we are required to make certain estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs and expenses and related disclosures. On an ongoing basis, we evaluate our estimates and assumptions. Our actual results may differ from these estimates under different assumptions or conditions.

There have been no material changes to our critical accounting policies and estimates as compared to those disclosed in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies and Estimates" in our 2023 Form 10-K.

Accounting Pronouncements Recently Adopted and Not Yet Adopted

See Note 2 to our unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q.

Emerging Growth Company Status

We are an “emerging growth company,” as defined in Section 2(a)(19) of the Securities Act of 1933, as amended, as modified by the Jumpstart our Business Startups Act (the “JOBS Act”). Under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards issued subsequent to the enactment of the JOBS Act until such time as those standards apply to private companies. We have elected to use this extended transition period for complying with new or revised accounting standards that have different effective dates for public and private companies until the earlier of the date that we are (i) no longer an emerging growth company or (ii) affirmatively and irrevocably opt out of the extended transition period provided in the JOBS Act. As a result, our consolidated financial statements may not be comparable to companies that comply with the new or revised accounting pronouncements as of public company effective dates.

Smaller Reporting Company Status

Additionally, we are a “smaller reporting company” as defined in Item 10(f)(1) of Regulation S-K. Smaller reporting companies may take advantage of certain reduced disclosure obligations, including, among other things, providing only two years of audited financial statements. We will remain a smaller reporting company until the last day of the fiscal year in which (i) the market value of our common stock held by non-affiliates exceeds \$250 million as of the prior June 30, or (ii) our annual revenues exceeded \$100 million during such completed fiscal year and the market value of our common stock held by non-affiliates exceeds \$700 million as of the prior June 30.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Foreign Currency Exchange Risk

Our results of operations and cash flows are subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the Euro, British Pound Sterling, Singapore Dollar, and Canadian Dollar and may be adversely affected in the future due to changes in foreign currency exchange rates. We continue to experience foreign currency fluctuations primarily due to the periodic re-measurement of our foreign currency monetary account balances that are denominated in currencies other than the functional currency of the entities in which they are recorded. Changes in exchange rates may negatively affect our revenue and other results of operations as expressed in U.S. dollars. We do not currently engage in foreign exchange hedging contracts. As we continue to expand our international presence, we will assess options for mitigating foreign exchange risk.

We have experienced and will continue to experience fluctuations in our net loss as a result of gains or losses related to revaluing certain asset and current liability balances that are denominated in currencies other than the functional currency of the entities in which they are recorded. For the three months ended March 31, 2024 and 2023, we had a loss of \$1.5 million and a gain of \$1.0 million, respectively. A hypothetical 10% strengthening or weakening of the U.S. dollar relative to the currencies in which our revenue and expenses are denominated would have resulted in an increase or decrease, respectively, in our reported three months ended March 31, 2024, pre-tax loss of approximately \$0.7 million.

Interest Rate Sensitivity

As of March 31, 2024, we had cash and cash equivalents totaling \$52.0 million, which were held primarily in demand deposit accounts, and investment in short-term marketable securities of \$12.0 million. The cash and cash equivalents are held for working capital purposes or strategic investment purposes.

We are exposed to market risks related to fluctuations in interest rates related to the Blue Torch Credit Facility. The Blue Torch Credit Facility accrues interest at a floating rate, to be based, at our election, on either a reference rate or a 3-month Term SOFR rate (subject to a 1.0% floor), plus an interest rate margin of 7.0% for reference rate borrowings and 8.0% for 3-month Term SOFR borrowings, plus an incremental Term SOFR margin of 0.26161%. Accordingly, increases in SOFR could increase our interest payments under the Blue Torch Credit Facility. For example, a hypothetical increase of 100 basis points in the interest rate of the Blue Torch Credit Facility would have an approximately \$1.0 million impact on an annual basis on our results of operations. The SIF loan is interest free.

Inflation Risk

We are exposed to inflation risk. Inflationary factors, such as increases in component parts, labor and other overhead expenses, could impair our operating results. Although there has been a significant increase in inflation in recent periods, it has not had a substantial impact on our results of operations for the three months ended March 31, 2024 or 2023. However, a higher rate of inflation in the future may have a negative impact on our operational and capital expenditures which we may not be able to pass along as cost increases to our customers.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934, as amended ("Exchange Act"), is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in company reports filed or submitted under the Exchange Act is accumulated and communicated to management, including our principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure.

We performed an evaluation under the supervision and with the participation of management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rule(s) 13a-15(e) and 15d-15(e) under the Exchange Act) as of March 31, 2024. Based upon that evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were not effective as of March 31, 2024 because of the material weaknesses in internal control over financial reporting described below.

Notwithstanding the material weaknesses described below, our management has concluded that our condensed consolidated financial statements for the periods covered by and included in this Quarterly Report are prepared in accordance with GAAP and fairly present, in all material respects, our financial position, results of operations and cash flows for each of the periods presented herein.

Material Weaknesses in Internal Control over Financial Reporting

We have identified material weaknesses in our internal control over financial reporting. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. The following material weaknesses were identified:

We did not design and maintain an effective control environment commensurate with the financial reporting requirements of a public company. Specifically, we lacked a sufficient number of professionals with an appropriate level of internal controls and accounting knowledge, training, and experience to appropriately analyze, record and disclose accounting matters timely and accurately. Additionally, the lack of a sufficient number of professionals resulted in an inability to consistently establish appropriate authorities and responsibilities in pursuit of our financial reporting objectives, as demonstrated by, among other things, insufficient segregation of duties in our finance and accounting functions. This material weakness contributed to the following additional material weaknesses:

(i) We did not design and maintain an effective risk assessment process at a precise enough level to identify new and evolving risks of material misstatement in our financial statements. Specifically, changes to existing controls or the implementation of new controls have not been sufficient to respond to changes to the risks of material misstatement in the financial statements.

(ii) We did not design and maintain effective controls over the segregation of duties related to journal entries and account reconciliations. Specifically, certain personnel have the ability to both (a) create and post journal entries within our general ledger system, and (b) prepare and review account reconciliations.

The material weaknesses above resulted in certain immaterial audit adjustments, which were recorded prior to the issuance of the consolidated financial statements as of and for the year ended December 31, 2020. Additionally, these material weaknesses could result in a misstatement of substantially all of our accounts or disclosures that would result in a material misstatement to the annual or interim consolidated financial statements that would not be prevented or detected.

(iii) We did not design and maintain effective controls related to the identification of and accounting for certain non-routine, unusual or complex transactions, including the proper application of GAAP to such transactions. Specifically, we did not design and maintain:

(a) controls to timely identify and account for warrant instruments, which resulted in the restatement of the previously issued financial statements of NavSight related to adjustments to warrant liabilities and equity;

(b) controls to account for business combinations, including the associated valuation estimates and the completeness and accuracy of the opening balance sheet, which did not result in a misstatement to our consolidated financial statements; and

(c) controls to timely identify and account for the fair value of the contingent earnout liability, which resulted in an error in the fair value of the contingent earnout liability in, and the restatement of, our previously issued unaudited condensed consolidated financial statements as of and for each of the interim periods ended September 30, 2021, March 31, 2022 and June 30, 2022 and our consolidated financial statements as of and for the year ended December 31, 2021.

Additionally, these material weaknesses could result in a misstatement of substantially all of our accounts or disclosures that would result in a material misstatement to the annual or interim consolidated financial statements that would not be prevented or detected.

(iv) We did not design and maintain effective controls over certain information technology ("IT") general controls for information systems that are relevant to the preparation of our financial statements. Specifically, we did not design and maintain:

(a) user access controls to ensure appropriate segregation of duties and that adequately restrict user and privileged access to financial applications, programs, and data to appropriate company personnel;

(b) program change management controls for our financial systems to ensure that IT program and data changes affecting financial IT applications and underlying accounting records are identified, tested, authorized, and implemented appropriately; and

(c) testing and approval controls for program development to ensure that new software development is aligned with business and IT requirements.

These IT deficiencies did not result in a misstatement to the financial statements; however, the deficiencies, when aggregated, could impact our ability to maintain effective segregation of duties, as well as the effectiveness of IT-dependent controls (such as automated controls that address the risk of material misstatement to one or more assertions, along with the IT controls and underlying data that support the effectiveness of system-generated data and reports) that could result in misstatements potentially impacting all financial statement accounts and disclosures that would result in a material misstatement to the annual or interim financial statements that would not be prevented or detected. Accordingly, management has determined these deficiencies in the aggregate constitute a material weakness.

Remediation Efforts on Material Weaknesses in Internal Control over Financial Reporting

In response to the material weaknesses identified, we have implemented several changes to our internal control over financial reporting and will continue performing remedial actions in 2024, as described below.

The remediation and ultimate resolution of each of the material weaknesses will be reviewed with the Audit Committee of the Company's Board of Directors.

We have made progress to address the material weaknesses related to the control environment, as described below:

Key Professionals

In fiscal 2022 and 2023 and continuing to date, we identified and hired a number of professionals with appropriate levels of internal controls and accounting knowledge to improve the overall domestic and international financial accounting and reporting departments. The positions hired include chief accounting officer, director of accounting and Americas controller, director of technical accounting, accounting manager, senior and staff accountants, senior financial systems manager, and system administrator. In addition, we engaged with external consultants and experts to provide technical accounting and financial systems services. The Company continues to monitor personnel requirements and expertise needed to have an effective control environment, including providing necessary ongoing training to its finance and accounting personnel.

Risk Assessment

We engaged a third-party consulting firm to assist in designing and implementing a risk assessment process to identify and evaluate changes in the Company's business and the impact on its internal controls. During fiscal 2023, we conducted a financial risk assessment to identify key business processes and establish internal materiality thresholds. We performed walkthroughs of all key processes, identified key controls, and developed narratives describing risk points, processes, and corresponding controls. A Risk and Control Matrix (RCM) was created to serve as the basis for a testing program in progress.

We engaged a third-party consulting firm to complete an initial Enterprise Risk Assessment ("ERA"). During fiscal 2023, with the assistance of the consulting firm, we identified key risks for technology-based organizations and interviewed management team members and the Chair of the Audit Committee to discuss key risk areas. We reviewed responses received, compiled a list of identified risks, and developed heat maps to depict the likelihood, impact, and preparedness of the Company to respond to the identified risks. Action and testing plans are being developed to address the risks and testing is in process, after which results will be monitored and reviewed with management. We are planning to perform an annual ERA to confirm that key risks remain current and relevant, and to identify any new key risk areas.

Segregation of Duties

During fiscal year 2022, we completed our initial assessment on segregation of duties with assistance from a third-party consulting firm and began our analysis across all processes and locations, including establishing appropriate authorities and responsibilities. During 2022, we designed and implemented controls over the segregation of duties related to journal entries and account reconciliations, including the implementation of automated controls, which replaced previously manual detective controls, designed to prevent the ability for the same person to create and post journal entries in our general ledger system. With the hiring of additional personnel including a senior financial system manager in late 2022, and an accounts receivable specialist and a senior accountant in 2023, we were able to implement additional automated controls and to further segregate the preparation and review of account reconciliations during fiscal year 2023. We are in the process of testing the controls designed over segregation of duties.

Non-routine, Unusual or Complex Transactions

Over the course of 2022, we hired key accounting personnel and engaged with third-party technical accounting experts to improve our controls related to the identification of and proper application of GAAP accounting for non-routine, unusual, or complex transactions. Since the Merger that occurred in August 2021, warrant instruments have been accounted for in accordance with the Company's accounting policies based on GAAP. During the fourth quarter of 2022, Management trained the accounting team and designed new controls to timely identify and account for the fair value of the contingent earnout liability, and hired a third-party technical accounting firm to assist with the proper application of GAAP for non-routine, unusual, or complex transactions, including any business combinations that may arise in the future. We have tested the controls designed for non-routine, unusual or complex transactions and are in the process of monitoring the controls for operating effectiveness.

IT General Controls

Management designed and maintained testing and approval controls for program development to ensure that the software is aligned with business and IT requirements. This includes final approval and testing of the software prior to migration to production. Over the course of 2022 and continuing through 2024, the Company designed and implemented certain IT general controls, including controls over user access rights and privileges and change management.

While the above actions and planned actions are subject to ongoing management evaluation and will require validation and testing of the design and operating effectiveness of internal controls over a sustained period, we are committed to continuous improvement and will continue to diligently review our internal control over financial reporting. The material weaknesses will not be considered remediated until management completes the design and implementation of the measures described above, until the controls operate for a sufficient period of time, and until management has concluded, through testing, that the controls are effective.

Limitations on Effectiveness of Controls and Procedures

Our management, including our principal executive officer and principal financial officer, do not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Due to inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Changes in Internal Control over Financial Reporting

There have been no changes (other than those described above) in our internal control over financial reporting during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we are involved in various legal proceedings arising from the normal course of business activities.

We are not currently a party to any legal proceedings that, if determined adversely to us, would, in our opinion, have a material adverse effect on our business, results of operations, financial condition, or cash flows. Future litigation may be necessary to defend ourselves, our partners, and our customers by determining the scope, enforceability, and validity of third-party proprietary rights, or to establish our proprietary rights. The results of any current or future litigation cannot be predicted with certainty, and regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources, and other factors.

Item 1A. Risk Factors.

Our operations and financial results are subject to various risks and uncertainties. You should carefully consider the factors described in Part I, Item 1A, "Risk Factors" in the 2023 Form 10-K, which could adversely affect our business, financial condition, results of operations, cash flows, and the trading price of our stock. There have been no material changes to our risk factors included in our 2023 Form 10-K. Our business, financial condition, results of operations, or prospects could also be harmed by risks and uncertainties not currently known to us or that we currently do not believe are material.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

During the three months ended March 31, 2024, none of our directors or officers (as defined in Rule 16a-1(f) of the Exchange Act) adopted or terminated any contract, instruction or written plan for the purchase or sale of our securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) of the Exchange Act or any non-Rule 10b5-1 trading arrangement (as defined in the SEC's rules).

Item 6. Exhibits

The exhibits listed below are filed as part of this Quarterly Report on Form 10-Q, or are incorporated herein by reference, in each case as indicated below.

Exhibit Number	Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
3.1	Certificate of Incorporation of Spire Global, Inc.	S-1	333-259733	3.1	September 23, 2021
3.2	Certificate of Amendment to Certificate of Incorporation of Spire Global, Inc., dated August 30, 2023	8-K	001-39493	3.1	August 30, 2023
3.3	Bylaws of Spire Global, Inc.	S-1	333-259733	3.2	September 23, 2021
4.1	Form of Warrant	8-K	001-39493	4.1	March 21, 2024
10.1	Securities Purchase Agreement, dated February 4, 2024, by and among Spire Global, Inc. and Signal Ocean Ltd.	8-K	001-39493	10.1	February 8, 2024
10.2	Securities Purchase Agreement, dated as of March 21, 2024, by and among Spire Global, Inc. and the purchasers party thereto.	8-K	001-39493	10.1	March 21, 2024
10.3	Placement Agency Agreement, dated as of March 21, 2024, by and among Spire Global, Inc. and A.G.P./Alliance Global Partners	8-K	001-39493	1.1	March 21, 2024
10.4	Amendment No. 3 to Financing Agreement, dated as of April 8, 2024, among Spire Global, Inc., Spire Global Subsidiary, Inc., Austin Satellite Design, LLC, Blue Torch Finance LLC and the lenders party thereto.				
31.1	Certification of the Principal Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
31.2	Certification of the Principal Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
32.1*	Certifications of the Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.				
101.SCH	Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents.				
104	The cover page from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 has been formatted in Inline XBRL				

* The certifications attached as Exhibit 32.1 that accompany this Quarterly Report on Form 10-Q are deemed furnished and not filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of Spire Global, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Quarterly Report on Form 10-Q, irrespective of any general incorporation language contained in such filing.

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.

SPIRE GLOBAL, INC.

Date: May 15, 2024

By: /s/ Peter Platzer
Peter Platzer
Chief Executive Officer
(Principal Executive Officer)

Date: May 15, 2024

By: /s/ Leonardo Basola
Leonardo Basola
Chief Financial Officer
(Principal Financial and Accounting Officer)

AMENDMENT NO. 3 TO FINANCING AGREEMENT

AMENDMENT NO. 3 TO FINANCING AGREEMENT (this "Amendment") is entered into as of April 8, 2024, by and among, *inter alios*, Spire Global, Inc., a Delaware corporation (the "Administrative Borrower"), each Subsidiary party hereto, the Lenders from time to time party hereto, and Blue Torch Finance LLC, a Delaware limited liability company ("Blue Torch") as administrative agent and collateral agent for the Lenders (in such capacities, the "Agent").

WHEREAS, the Administrative Borrower, the Agent and the Lenders are parties to that certain Financing Agreement, dated as of June 13, 2022 (as amended by that certain Amendment No. 1 to Financing Agreement dated as of March 21, 2023, as amended by that certain Waiver and Amendment No. 2 to Financing Agreement dated as of September 27, 2023, and as further amended, restated, amended and restated, supplemented or otherwise modified from time to time, including pursuant to this Amendment, the "Financing Agreement");

WHEREAS, the Administrative Borrower has requested certain amendments to the Financing Agreement; and

WHEREAS, the Administrative Borrower, the Agent and the Lenders party hereto constituting Required Lenders have agreed to amend the Financing Agreement in certain respects as provided herein and subject to the terms and provisions hereof.

NOW THEREFORE, in consideration of the premises, mutual covenants and recitals herein contained, which are a material term to this Amendment, and intending to be legally bound hereby, the parties hereto agree as follows:

1. Defined Terms. Unless otherwise defined herein, capitalized terms used herein (including in the recitals above) shall have the meanings ascribed to such terms in the Financing Agreement.

2. Amendments to Financing Agreement. Subject to the satisfaction of the conditions to effectiveness set forth in Section 4 of this Amendment and in reliance upon the representations and warranties of the Loan Parties set forth in Section 5 of this Amendment, the Financing Agreement is hereby amended as follows:

(a) The lead-in of Section 7.01(a)(iv) of the Financing Agreement is amended and restated in its entirety as follows:

(i) simultaneously with the delivery of the financial statements required by clauses (i), (ii) and (iii) of this Section 7.01(a), a Compliance Certificate:

(b) Section 7.03(a) of the Financing Agreement is amended and restated in its entirety as follows:

(a) Leverage Ratio. Permit the Leverage Ratio of the Administrative Borrower and its Subsidiaries as of the last day of any Test Period to be greater than the ratio set forth opposite such date:

<u>Fiscal Month End</u>	<u>Leverage Ratio</u>
June 30, 2024	60.00:1.00
July 31, 2024	60.00:1.00
August 31, 2024	60.00:1.00
September 30, 2024	15.00:1.00
October 31, 2024	15.00:1.00
November 30, 2024	15.00:1.00
December 31, 2024	10.00:1.00
January 31, 2025	10.00:1.00
February 28, 2025	10.00:1.00
March 31, 2025	8.00:1.00
April 30, 2025	8.00:1.00
May 31, 2025	8.00:1.00
June 30, 2025	6.50:1.00
July 31, 2025	6.50:1.00
August 31, 2025	6.50:1.00
September 30, 2025	5.50:1.00
October 31, 2025	5.50:1.00
November 30, 2025	5.50:1.00
December 31, 2025	5.00:1.00
January 31, 2026	5.00:1.00
February 28, 2026	5.00:1.00
March 31, 2026	4.00:1.00

April 30, 2026	4.00:1.00
May 31, 2026	4.00:1.00

(c)Section 7.03(c) of the Financing Agreement is amended and restated in its entirety as follows:

(d)Liquidity. Commencing April 8, 2024, permit Liquidity of the Loan Parties to be less than \$20,000,000 at any time.

3.Continuing Effect; Reaffirmation and Continuation. Except as expressly set forth in Section 2 of this Amendment, nothing in this Amendment shall constitute a modification or alteration of the terms, conditions or covenants of the Financing Agreement or any other Loan Document, or a waiver of any other terms or provisions thereof, and the Financing Agreement and the other Loan Documents shall remain unchanged and shall continue in full force and effect, in each case as amended hereby. The Administrative Borrower hereby ratifies, affirms, acknowledges and agrees that as of the date hereof the Financing Agreement and the other Loan Documents represent the valid, enforceable and collectible obligations of the Administrative Borrower, and further acknowledges that there are no existing claims, defenses, personal or otherwise, or rights of setoff whatsoever with respect to the Financing Agreement or any other Loan Document. The Administrative Borrower hereby agrees that this Amendment in no way acts as a release or relinquishment of the Liens and rights securing payments of the Obligations. The Liens and rights securing payment of the Obligations are hereby ratified and confirmed by the Administrative Borrower in all respects.

4.Conditions to Effectiveness. The effectiveness of the amendments contained in Section 2 of this Amendment are subject to the prior or concurrent satisfaction of each of the following conditions, each in form and substance acceptable to the Agent:

(a)The Agent shall have received a copy of this Amendment (including all Exhibits and attachments hereto), in form reasonably satisfactory to the Agent, executed and delivered by the Administrative Borrower, the Agent and the Lenders;

(b)the representations and warranties set forth in Section 5 of this Amendment shall be true and correct as of the date hereof;

(c)no Default or Event of Default shall have occurred and be continuing on the date hereof before or after giving effect to this Amendment;

(d)the Borrowers shall have paid the outstanding principal amount of the Loans in accordance with Section 2.05(d) of the Financing Agreement in an amount equal to \$10,000,000; and

(e)the Administrative Borrower shall have paid all reasonable and documented out-of-pocket costs and expenses of the Agent (including reasonable attorneys' fees) incurred in

connection with the preparation, negotiation, execution, delivery and administration of this Amendment, and all other instruments or documents provided for herein or delivered or to be delivered hereunder or in connection herewith that have been invoiced on or before the date hereof.

5.Representations and Warranties. In order to induce the Agent and the Lenders to enter into this Amendment, the Administrative Borrower hereby represents and warrants to the Agent and the Lenders on the date hereof that:

(a)all representations and warranties contained in the Financing Agreement and the other Loan Documents are true and correct in all material respects (except that such materiality qualifier shall not be applicable to any representations and warranties that already are qualified or modified by materiality in the text thereof) on and as of the date of this Amendment, after giving effect to this Amendment, as though made on and as of such date (except to the extent that such representations and warranties relate solely to an earlier date, in which case such representations and warranties shall be true and correct in all material respects (except that such materiality qualifier shall not be applicable to any representations and warranties that already are qualified or modified by materiality in the text thereof) as of such earlier date);

(b)no Default or Event of Default has occurred and is continuing on the date of this Amendment; and

(c)this Amendment, and the Financing Agreement as modified hereby, constitute legal, valid and binding obligations of the Administrative Borrower and are enforceable against the Administrative Borrower in accordance with their respective terms, except as enforcement may be limited by equitable principles or by bankruptcy, insolvency, reorganization, moratorium, or similar laws relating to or limiting creditors' rights generally.

6.[Reserved].

7.Miscellaneous.

(a)Expenses. The Administrative Borrower agrees to pay on demand all expenses of the Agent (including, without limitation, the fees and expenses of outside counsel for the Agent) in connection with the preparation, negotiation, execution, delivery and administration of this Amendment and all other instruments or documents provided for herein or delivered or to be delivered hereunder or in connection herewith. All obligations provided herein shall survive any termination of this Amendment and the Financing Agreement as modified hereby.

(b)Governing Law. THIS AMENDMENT SHALL BE SUBJECT TO THE PROVISIONS REGARDING CHOICE OF LAW AND VENUE, JURY TRIAL WAIVER, AND JUDICIAL REFERENCE SET FORTH IN SECTIONS 12.09, 12.10 AND 12.11 OF THE FINANCING AGREEMENT, AND SUCH PROVISIONS ARE INCORPORATED HEREIN BY THIS REFERENCE, MUTATIS MUTANDIS.

(c)Counterparts. This Amendment may be executed in any number of counterparts and by different parties on separate counterparts, each of which, when executed and delivered, shall be deemed to be an original, and all of which, when taken together, shall constitute but one and the same Amendment. Delivery of an executed counterpart of this Amendment by

telefacsimile or other electronic method of transmission shall be equally as effective as delivery of an original executed counterpart of this Amendment. Any party delivering an executed counterpart of this Amendment by telefacsimile or other electronic method of transmission also shall deliver an original executed counterpart of this Amendment but the failure to deliver an original executed counterpart shall not affect the validity, enforceability, and binding effect of this Amendment.

(d)Loan Document. The parties hereto acknowledge and agree that this Amendment is a Loan Document.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective officers thereunto duly authorized and delivered as of the date first above written.

BORROWERS:

SPIRE GLOBAL, INC.

By: /s/ Peter Platzer
Name: Peter Platzer
Title: President and Chief Executive
Officer

GUARANTORS:

SPIRE GLOBAL SUBSIDIARY, INC.

By: /s/ Peter Platzer
Name: Peter Platzer
Title: President and Chief Executive
Officer

AUSTIN SATELLITE DESIGN, LLC

By: /s/ Peter Platzer
Name: Peter Platzer
Title: President and Chief Executive
Officer

COLLATERAL AGENT AND
ADMINISTRATIVE AGENT:

BLUE TORCH FINANCE LLC

By: /s/ Kevin Genda
Name: Kevin Genda
Title: Authorized Signatory

LENDERS:

BTC HOLDINGS SC FUND LLC

By: Blue Torch Credit Opportunities SC Master Fund LP,
its sole member

By: Blue Torch Credit Opportunities SC GP LLC, its
general partner

By: KPG BTC Management LLC, its sole member

By: /s/ Kevin Genda
Kevin Genda
Managing Member

BTC HOLDINGS FUND II LLC

By: Blue Torch Credit Opportunities Fund II LP, its sole
member

By: Blue Torch Credit Opportunities GP II LLC, its
general partner

By: KPG BTC Management LLC, its sole member

By: /s/ Kevin Genda
Kevin Genda
Managing Member

BTC OFFSHORE HOLDINGS FUND II-B LLC

By: Blue Torch Offshore Credit Opportunities Master
Fund II LP,

Its Sole Member

By: Blue Torch Offshore Credit Opportunities GP II LLC
Its General Partner

By: KPG BTC Management LLC, its sole member

By: /s/ Kevin Genda
Kevin Genda
Managing Member

BTC OFFSHORE HOLDINGS FUND II-C LLC

By: Blue Torch Offshore Credit Opportunities Master Fund II LP, its sole member

By: Blue Torch Offshore Credit Opportunities GP II LLC, its general partner

By: KPG BTC Management LLC, its sole member

By: /s/ Kevin Genda

Kevin Genda

Managing Member

BTC HOLDINGS KRS FUND LLC

By: Blue Torch Credit Opportunities KRS Fund LP, its sole member

By: Blue Torch Credit Opportunities KRS GP LLC, its general partner

By: KPG BTC Management LLC, its sole member

By: /s/ Kevin Genda

Kevin Genda

Managing Member

BTC HOLDINGS SBAF FUND LLC

By: Blue Torch Credit Opportunities SBAF Fund LP, its sole member

By: Blue Torch Credit Opportunities SBAF GP LLC, its general partner

By: KPG BTC Management LLC, its sole member

By: /s/ Kevin Genda

Kevin Genda

Managing Member

BLUE TORCH CREDIT OPPORTUNITIES FUND III LP

By: Blue Torch Credit Opportunities GP III LLC, its general partner

By: KPG BTC Management LLC, its sole member

By: /s/ Kevin Genda

Kevin Genda

Managing Member

BTC OFFSHORE HOLDINGS FUND III LLC

By: Blue Torch Offshore Credit Opportunities Master Fund III LP, its Sole Member

By: Blue Torch Offshore Credit Opportunities GP III LLC, its General Partner

By: KPG BTC Management LLC, its managing member

By: /s/ Kevin Genda

Kevin Genda

Managing Member

[Signature Page to Amendment No. 3 (Spire)]

**CERTIFICATION OF PERIODIC REPORT UNDER SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Peter Platzter, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Spire Global, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 15, 2024

By: /s/ Peter Platzter
Name: **Peter Platzter**
Title: **Chief Executive Officer**
(Principal Executive Officer)

**CERTIFICATION OF PERIODIC REPORT UNDER SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Leonardo Basola, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Spire Global, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 15, 2024

By: /s/ Leonardo Basola
Name: **Leonardo Basola**
Title: **Chief Financial Officer**
(Principal Financial Officer)

**CERTIFICATIONS OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Peter Platzer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of Spire Global, Inc. for the fiscal quarter ended March 31, 2024 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Spire Global, Inc.

Date: May 15, 2024

By: /s/ Peter Platzer
Name: **Peter Platzer**
Title: **Chief Executive Officer**
(Principal Executive Officer)

I, Leonardo Basola, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of Spire Global, Inc. for the fiscal quarter ended March 31, 2024 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Spire Global, Inc.

Date: May 15, 2024

By: /s/ Leonardo Basola
Name: **Leonardo Basola**
Title: **Chief Financial Officer**
(Principal Financial Officer)
