Q2 FY2026

SHAREHOLDER LETTER

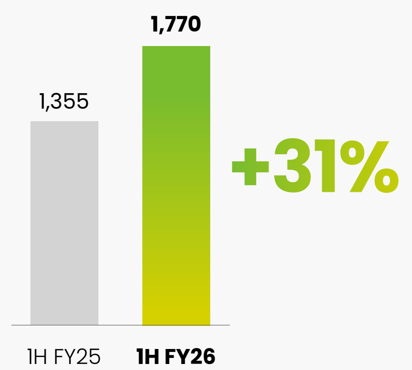
October 23, 2025

nextracker

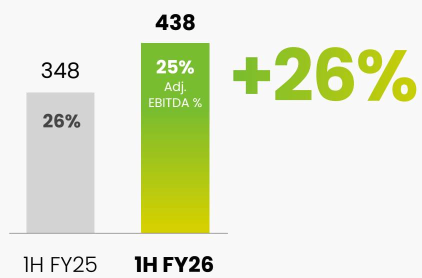
Financial Highlights

Performance Through 1H FY26

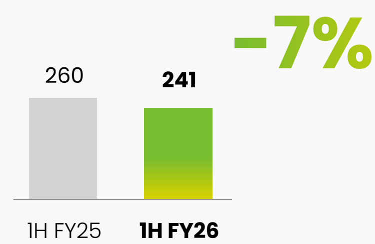
Revenue ($M)



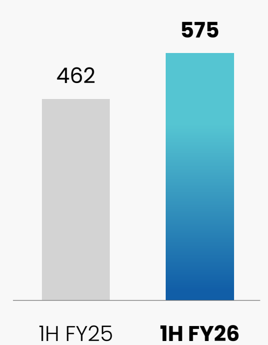
Adjusted EBITDA ($M)



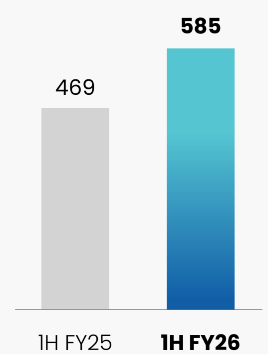
Adjusted Free Cash Flow ($M)



GAAP Gross Profit ($M)



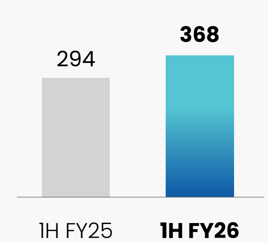
Adjusted Gross Profit ($M)



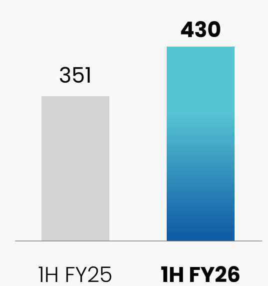
Financial Highlights

- 31% revenue growth YoY setting record first half
- Adjusted gross profit of $585 million; adjusted EBITDA of $438 million
- GAAP gross profit of $575 million; GAAP net income of $304 million
- Total backlog* increased QoQ to over $5 billion
- Strong balance sheet with $845 million in total cash and cash equivalents and approximately $1.8 billion in total liquidity
- Operating cash flow generation of $268 million

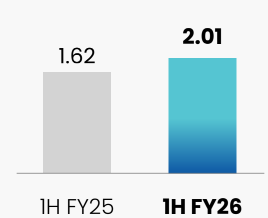
GAAP Operating Income ($M)



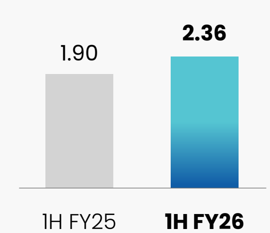
Adjusted Operating Income ($M)



GAAP Diluted EPS ($)



Adjusted Diluted EPS ($)



See Appendix for reconciliation of each non-GAAP financial measure to the most directly comparable financial measure stated in accordance with GAAP.

YoY change percentages are calculated using rounded numbers in thousands.

**Our backlog is defined as executed EPC or Volume Commitment Agreement contracts or purchase orders with deposits of cash paid or financial equivalents, identified named project sites, product and volume requirements, and ship dates.*

Cover photo: State-of-the-art Remote Monitoring Center (RMC) at Nextracker's new Nashville, TN office

Dear Nextracker Shareholder,

We are pleased to share highlights from the second quarter of fiscal year 2026. On our earnings conference call, we will provide short opening remarks followed by a Q&A session. We look forward to speaking with you on our call, scheduled for October 23 at 2:00 p.m. PT.

In addition, we are hosting our inaugural Capital Markets Day at our Fremont Headquarters on November 12 at 9:00 a.m. PT. To register, please contact investor@nextracker.com. This event will be webcasted for those who cannot join in person.

Innovation has been central to Nextracker since day one. Now with more than 150 gigawatts shipped globally, we're proud of how far we've come, and we're not slowing down. We continue to evolve our core tracker product line to drive ongoing improvements in installation cost, speed, and long-term reliability and performance, while aggressively expanding our product portfolio to bring even greater value to our customers.

Our second quarter of fiscal year 2026 was another example of this innovation in action. It was marked by continued growth, solid execution, strategic expansion of our technology platform, and meaningful progress in enhancing customer value.

We expanded our backlog to a record level of over $5 billion, completed another strategic acquisition, launched two new products, and announced a planned joint venture in the Middle East with a key partner which we believe will enhance long-term shareholder value. We continue to invest in R&D and M&A, receiving strong customer response, reflected in rapid adoption of our newly launched products and growing market traction across our expanding technology platform.

Nextracker continues to be a leader in the global solar tracker market with a differentiated technology platform and a proven track record of delivering superior project performance for our customers worldwide.

Site field technicians on utility-scale solar plant

Q2 and YTD FY26 Results

Q2 revenue increased 42% YoY to $905 million and 1H revenue increased 31% YoY to approximately $1.77 billion. The geographic mix of total revenue for Q2 was 76% U.S. and 24% Rest of World.

Our year-to-date (YTD) adjusted EBITDA was up 26% YoY. Our Q2 adjusted EBITDA expanded to $224 million, a 29% increase compared to Q2 last year, representing an adjusted EBITDA margin of 25%.

We also generated $171 million of adjusted free cash flow in the quarter and $241 million YTD.

We continue to see strong demand for our products globally. New contracted bookings momentum continued in Q2, driving our backlog to a record level of over $5 billion. The strength of our backlog provides the visibility and context for increasing our outlook for the year, which we discuss in more detail below.

See Appendix for reconciliation of each non-GAAP financial measure to the most directly comparable financial measure stated in accordance with GAAP.

Revenue +42% YoY
$905 Million

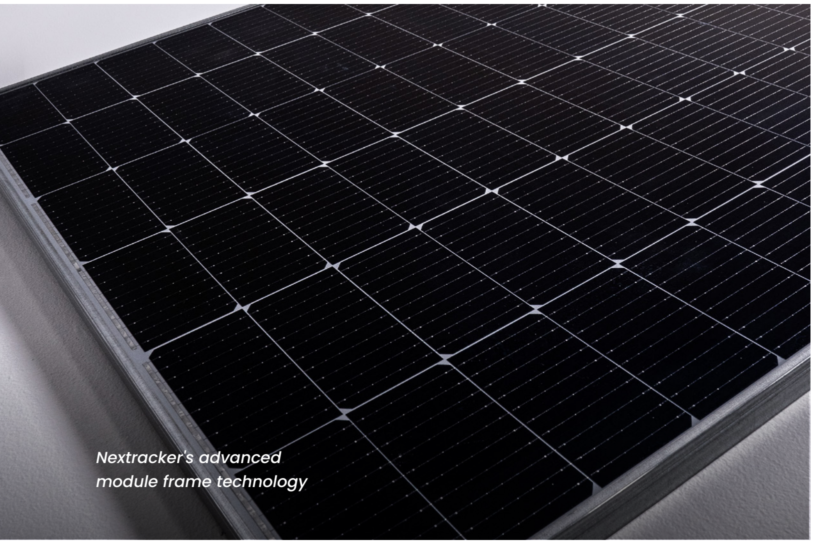
Adjusted EBITDA +29% YoY
$224 Million

Total backlog over
$5 Billion

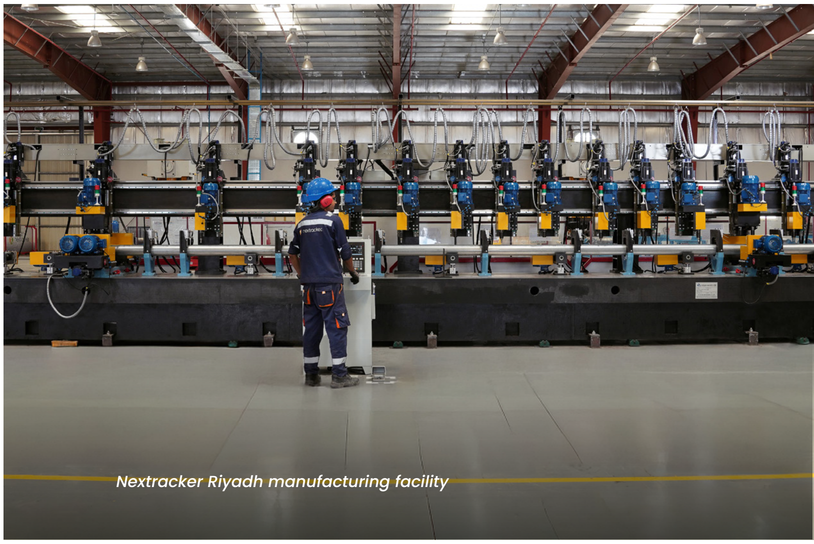
Site field supervisors at Wright Solar Plant, Los Banos, California. Technology featured: TrueCapture®'s Split Boost and NX Horizon-XTR™ terrain following tracker.

Business Highlights

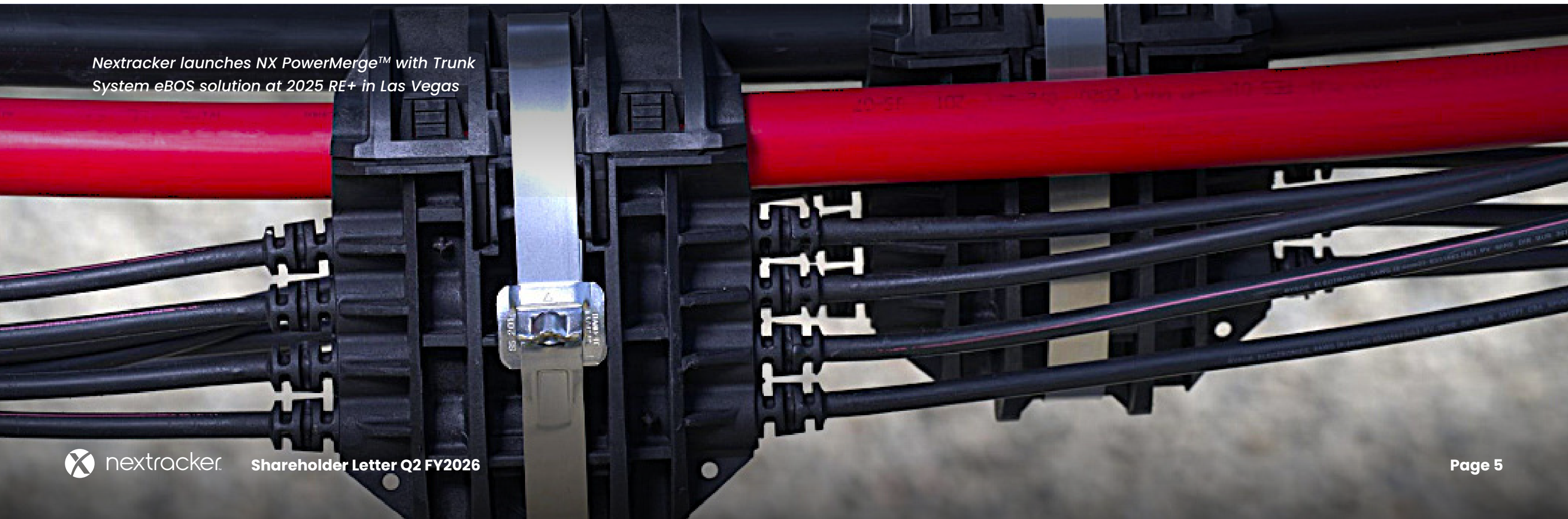
- Backlog grew to record level of over $5 billion
- Launched our new NX PowerMerge™ electrical balance of systems (eBOS) trunk connector and achieved record bookings for eBOS in Q2, the highest in Bentek's 40-year company history
- Acquired Origami Solar, launching our advanced module frame technology business, and signed a multi-gigawatt multi-year supply agreement for advanced module frames
- Achieved record bookings for our foundation solutions business and TrueCapture®, Nextracker's proprietary energy yield management system, in Q2
- Achieved record bookings in Europe in Q2
- Entered into a joint venture agreement to form Nextracker Arabia with Abunayyan Holding in Saudi Arabia to help further expand our footprint in the Middle East and North Africa markets
  - Headquartered in Riyadh, the JV will combine Abunayyan's 75 years of regional energy infrastructure leadership with Nextracker's global solar tracking technology to advance Saudi Vision 2030 objectives
  - The JV establishes a strategic regional hub, bringing sales and operations closer to customers, enhancing self-reliance, and strengthening Nextracker's presence in one of the world's fastest growing solar markets



Nextracker's advanced module frame technology



Nextracker Riyadh manufacturing facility



Nextracker launches NX PowerMerge™ with Trunk System eBOS solution at 2025 RE+ in Las Vegas

Looking Ahead

Our Q2 performance validates Nextracker's strategy of driving innovation and growth in our core tracker business, while pursuing additional opportunities in adjacent products and services. With our strong balance sheet, expanding technology portfolio, and record backlog, we believe Nextracker is well-positioned to deliver continued growth, profitability, and long-term shareholder value.

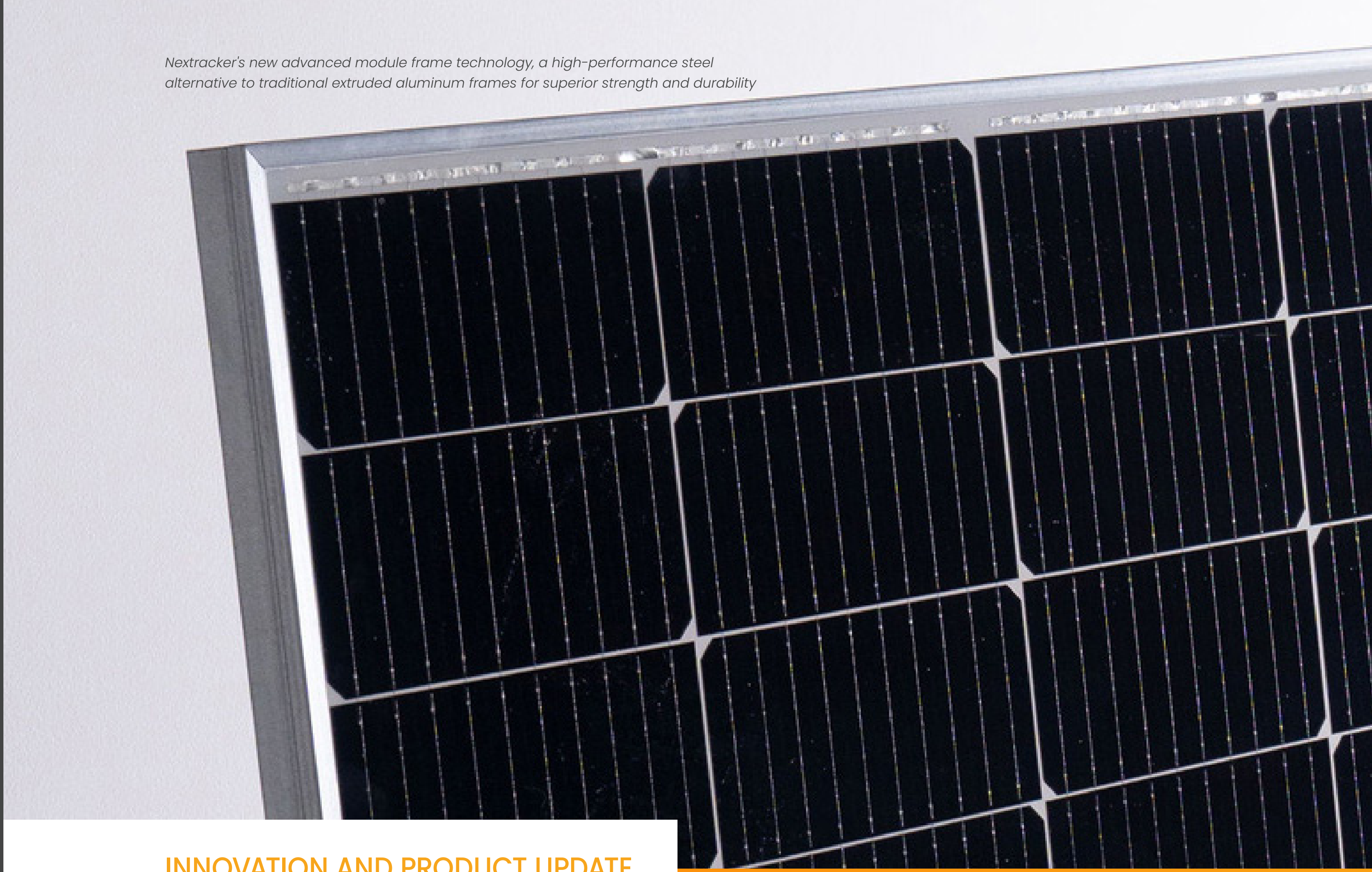
We look forward to the opportunity to spend time with our investors and the analyst community and provide greater detail on our strategy during our upcoming Capital Markets Day on November 12, 2025.

The need for incremental power generation capacity is acute, and we believe Nextracker is in a great position to meaningfully help meet this demand. As always, we are grateful for the continued support of our customers, partners, employees, and shareholders.

Dan Shugar
Founder & CEO

Howard Wenger
President

Chuck Boynton
CFO



Nextracker's new advanced module frame technology, a high-performance steel alternative to traditional extruded aluminum frames for superior strength and durability

INNOVATION AND PRODUCT UPDATE

Nextracker's Advanced Module Frame Technology

Unlocking greater value in utility-scale solar through integrated solar panel frame solutions

Solar panels have evolved dramatically over the past few decades. Early modules were much smaller in size and were primarily deployed on rooftops. Extruded aluminum frames were well-suited for these panels by virtue of the material's light weight and corrosion resistance. As the industry matured with larger wafer and solar cell formats assembled in much larger panels designed for deployment on trackers for utility-scale systems, new challenges arose relating to much higher wind loading and wind-induced vibration. Legacy panel frame designs based on thin extruded aluminum sections are challenged to meet the demands of today's large utility-scale systems.

Innovation and Product Update

Steel's superior strength and modern roll-forming manufacturing technology allow the design of much stiffer panel frames at a competitive cost to aluminum. With advances in anti-corrosion coatings, steel is now a superior material for module frames, offering greater rigidity to withstand extreme wind conditions.

At the same time, EPCs are facing rising labor costs and tighter project schedules, driving demand for products that simplify and speed installation and improve field productivity. Nextracker's advanced module frames meet those needs while maintaining full compatibility with current module dimensions to enable rapid conversion of existing panel manufacturing lines. We are also working on advanced frame designs that capitalize on steel's inherent rigidity and strength to enable future robotic installation.

Nextracker's U.S. made steel panel frames, produced using recycled steel, also provide higher domestic content, strengthen the local supply chain, and reduce greenhouse gas emissions by up to 90% compared with extruded aluminum[1].

With an estimated total addressable market exceeding $750 million per year in the U.S. alone, we see this as a substantial new growth opportunity for Nextracker and a meaningful step forward in delivering cleaner, more resilient power solutions.

[1] *Origami Solar (2024). Origami steel module frames reduce GHG impact (p.5).*

Nextracker, Clearway, T1 Energy, and Talen Energy at T1 Energy's 5-GW G1_Dallas Solar Manufacturing Facility

Quality test engineer at Nextracker headquarters testing lab

Fiscal Year 2026 Outlook

For FY26 we have increased our revenue outlook to be in the range of $3.275 billion to $3.475 billion. Adjusted EBITDA is now expected to be in the range of $775 million to $815 million, and adjusted diluted EPS to be in the range of $4.04 to $4.25 per share.

For the second half of the fiscal year, we expect modest margin impact due to section 232 tariffs.

Based on project schedules, we expect the second half revenue to be slightly more weighted toward Q4. In addition, we expect gross margins to continue to be in the low 30s and operating margins in the low 20s.

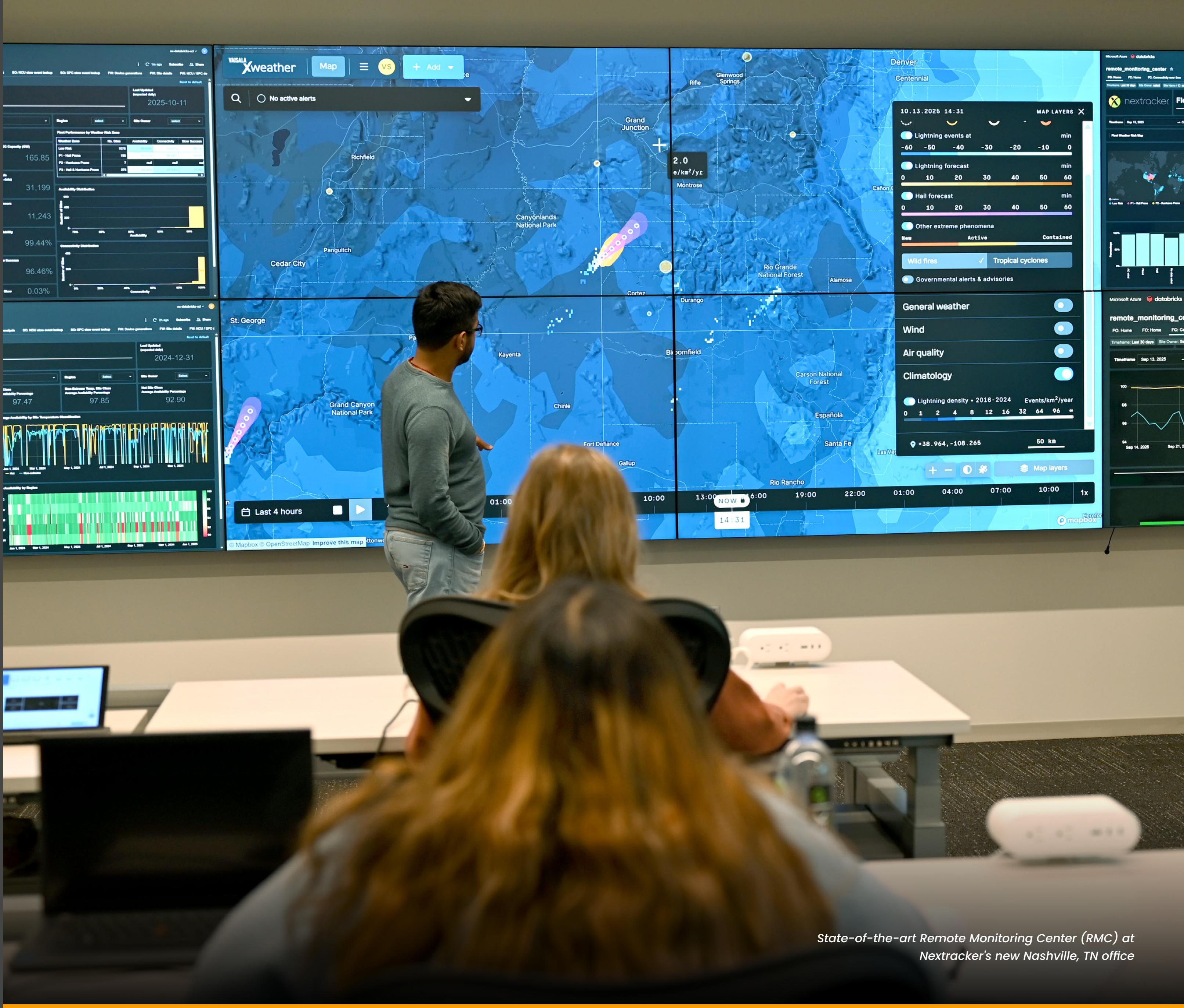
Our outlook assumes the current U.S. policy environment remains intact and, in addition, that permitting processes and timelines will remain consistent with historical levels. We are closely monitoring potential updates to regulatory actions, which could impact project timing, investment decisions, and our financial results.

Our increased outlook is grounded in several key factors including the strength and diversity of our backlog, a continued flight to quality among solar developers, and the deep capability and commitment of our global team.

	Updated Outlook	Previous Outlook
Revenue	$3.275 to $3.475B	$3.2 to $3.45B
GAAP Net Income	$499 to $529M	$496 to $543M
GAAP Diluted EPS	$3.26 to $3.46	$3.24 to $3.55
Adjusted EBITDA	$775 to $815M	$750 to $810M
Adjusted Diluted EPS	$4.04 to $4.25	$3.96 to $4.27

- 45X incentives will continue for the full year
- Other income, net of $15 to $20 million
- GAAP Effective Tax Rate of 21%, Adjusted Effective Tax Rate of 20%
- Weighted Average Shares Outstanding of approximately 153 million

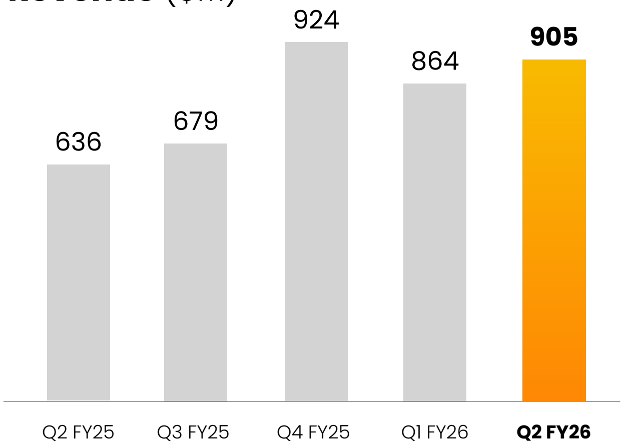
See Appendix for reconciliation of each non-GAAP financial measure to the most directly comparable financial measure stated in accordance with GAAP.



State-of-the-art Remote Monitoring Center (RMC) at Nextracker's new Nashville, TN office

Financial Results

Revenue ($M)



Revenue Mix

Revenue $M, except %	Q2 FY25	Q3 FY25	Q4 FY25	Q1 FY26	Q2 FY26
U.S.	**462**	**450**	**608**	**599**	**687**
YoY Change	21%	-19%	23%	17%	49%
RoW	**174**	**229**	**316**	**265**	**218**
YoY Change	-9%	48%	31%	27%	26%
U.S. %	**73%**	**66%**	**66%**	**69%**	**76%**
RoW %	**27%**	**34%**	**34%**	**31%**	**24%**

In Q2, revenue increased 42% YoY to $905 million and 1H FY26 revenue increased 31% YoY to approximately $1.77 billion. The geographic mix of total revenue for Q2 was 76% U.S. and 24% Rest of World, and for 1H was 73% U.S. and 27% Rest of World.

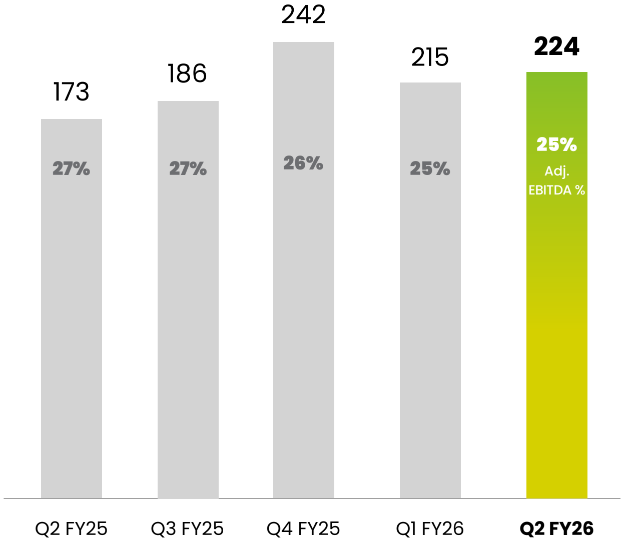
Our revenue mix is comprised of predominantly solar tracker system sales. In addition, in Q2, we have recognized revenue for TrueCapture®, eBOS, foundations, robotic solutions, and other. As we expected, our TrueCapture revenue increased to approximately 2% of revenue in the quarter.

NX Ranger™ fleet inspecting utility solar project site in California, USA

Profitability

$M, except % and per share	Q2 FY25	Q3 FY25	Q4 FY25	Q1 FY26	Q2 FY26
Adj. Gross Profit	**228**	**245**	**309**	**285**	**300**
YoY Change	50%	15%	39%	18%	31%
Adj. Gross Margin	**36%**	**36%**	**33%**	**33%**	**33%**
Adj. EBITDA	**173**	**186**	**242**	**215**	**224**
YoY Change	57%	11%	52%	23%	29%
Adj. EBITDA Margin	**27%**	**27%**	**26%**	**25%**	**25%**
Adj. Diluted EPS	**0.97**	**1.03**	**1.29**	**1.16**	**$1.19**
YoY Change	49%	7%	34%	25%	23%

Adjusted EBITDA ($M)



Q2 was another quarter of strong execution that exceeded our gross and operating margin targets. While Q2 margins were in-line QoQ, YoY margins were impacted primarily by higher tariffs, partially offset by incremental 45X credits.

Q2 adjusted EBITDA was $224 million, an increase of $51 million and 29% growth from the prior year.

Q2 adjusted EBITDA margin of 25% was down 2 percentage points from the prior year.

Adjusted operating expense, which includes R&D expense, was approximately 9% of total revenue in Q2. Sequentially, our operating expense increased primarily due to investments in R&D and the impact of acquisitions.

See Appendix for reconciliation of each non-GAAP financial measure to the most directly comparable financial measure stated in accordance with GAAP.

**Q2 FY26, Q1 FY26, Q4 FY25, Q3 FY25, and Q2 FY25 results include approximately $67 million, $82 million, $67 million, $48 million, and $48 million, respectively, of IRA 45X advanced manufacturing tax credit vendor rebates ("45X credits") and tariffs, net.*

NX Horizon-XTR™ at sunset

Q2 net interest and other income of $1 million, primarily driven by interest income, offset by a one-time expense related to the refinancing of our revolver.

Our Q2 adjusted effective tax rate of 18% benefited from an overall mix of profit at applicable tax rates across the regions we serve, executed tax credits related to acquisitions, and the implementation of transfer pricing strategies. At the end of Q2 FY26, diluted share count was approximately 152 million shares and adjusted diluted EPS was $1.19 and did not include stock-based compensation expense, intangible amortization, and acquisition related costs of $37 million in the quarter.

Quarterly Results

$M, except % and per share	Q2 FY26	Q1 FY26	Q2 FY25	YoY Change	1H FY26	YoY Change
Revenue	**905**	864	636	42%	1,770	31%
Adj. Gross Profit	**300**	285	228	31%	585	25%
Adj. Gross Margin	**33%**	33%	36%	-3 pts	33%	-2 pts
Adj. SG&A	**57**	53	44	30%	110	26%
Adj. SG&A %	6%	6%	7%	-1 pts	6%	0 pts
Adj. R&D	**24**	20	17	42%	44	44%
Adj. R&D %	3%	2%	3%	0 pts	3%	0 pts
Adj. Total Operating Expense	**81**	73	61	33%	155	30%
Adj. Total Operating Expense %	9%	8%	10%	-1 pts	9%	0 pts
Adj. Operating Income	**218**	212	167	31%	430	23%
Adj. Operating Margin	**24%**	24%	26%	-2 pts	24%	-2 pts
Adj. EBITDA	**224**	215	173	29%	438	26%
Adj. EBITDA Margin	**25%**	25%	27%	-2 pts	25%	-1 pts
Adj. Net Income	**181**	176	145	25%	356	26%
Adj. Diluted EPS	**$1.19**	$1.16	$0.97	23%	$2.36	24%

See Appendix for reconciliation of each non-GAAP financial measure to the most directly comparable financial measure stated in accordance with GAAP.

Balance Sheet and Cash Flow

Our strong balance sheet, cash flow generation, and ample liquidity remain competitive advantages. We closed the quarter with $845 million in total cash and cash equivalents, and zero debt.

We have a capital efficient business and remain focused on maintaining and improving our cash conversion cycle.

Operating cash flow was $187 million in Q2 and capital expenditures was $15 million, driving adjusted free cash flow of $171 million in Q2 and $241 million in 1H FY26.

In Q2, we funded the Advanced Module Frame acquisition of approximately $22 million payable at closing with existing cash. In our capital allocation model, we are prioritizing growth that includes both organic and M&A business strategies. We have a disciplined M&A approach, focusing on our core competencies, technological differentiation, and value for customers.

We also updated our capital structure with a $1 billion unsecured revolving credit facility at investment grade terms, and total liquidity at the end of Q2 increased to nearly $1.8 billion.

$M except % and CCC days	Q2 FY26	Q1 FY26	Q2 FY25	QoQ Change	YoY Change
Ending Cash & Cash Equivalents	**845**	743	562	14%	50%
Debt, Current & Long-Term	**-**	-	146		-100%
AR & Contract Assets	**975**	938	758	4%	29%
Inventories	**221**	227	179	-3%	23%
AP & Accrued Expenses	**657**	667	493	-2%	33%
Net Working Capital	**474**	458	422	3%	12%
Cash Conversion Cycle	**51**	46	64	12%	-20%
Adj. Free Cash Flow Conversion	**77%**	33%	82%	44 pts	-5 pts
Cash From Operations	**187**	81	154	130%	22%
Capital Expenditures	**15**	11	12	37%	29%
Adjusted Free Cash Flow	**171**	70	142	145%	21%

Adjusted free cash flow defined as cash from operations less capital expenditures.

Net working capital defined as current assets minus total cash minus current liabilities excluding current portion of long-term debt.

Adjusted free cash flow conversion defined as adjusted free cash flow divided by adjusted EBITDA.

QoQ and YoY change percentages are calculated using rounded numbers in thousands.

See Appendix for reconciliation of each non-GAAP financial measure to the most directly comparable financial measure stated in accordance with GAAP.

Forward Looking Statements

This shareholder letter contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that involve substantial risks and uncertainties. All statements other than historical factual information are forward-looking statements, including without limitation statements regarding: our financial and operating outlook and guidance including statements under the heading "Fiscal Year 2026 Outlook" of this letter; our strategies, mission, plans, objectives and goals; the market demand for our products, solutions and services; our ability to compete with existing and new competitors in existing and new markets; projections regarding the U.S. and global demand for electricity and solar power and our addressable market and market size; macro-economic trends; panel availability; growth opportunities and plans for future operations, products and services; the expected benefit and duration of our module frame supply agreement; the expansion of our U.S. manufacturing and production volumes and domestic content capability; our bookings and backlog, including our ability to convert our backlog into revenue; our ability to integrate our recent acquisitions, including newly announced acquisitions, on the timelines we expect, and the benefits we expect for our customers and us; the anticipated benefits of our joint venture agreement, including the anticipated expansion of our operations in MENA markets; the impact and ability to integrate AI, machine learning and advanced robotics technologies; and our expectations and the impacts to our business caused by the U.S. policy and regulatory environment, and any other statements that address events or developments that we intend or believe will or may occur in the future.

Terminology such as "will," "may," "should," "could," "would," "believe," "anticipate," "intend," "plan," "expect," "estimate," "project," "target," "possible," "potential," "forecast" and "positioned" and similar references to future periods are intended to identify forward-looking statements, although not all forward-looking statements are accompanied by such words. Forward-looking statements are based on assumptions and assessments made by our management in light of their experience and perceptions of historical trends, current conditions, expected future developments and other factors they believe to be appropriate, and speak only as of the date of this shareholder letter.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or other events to be materially different from any future results, performance or other events expressed or implied by the forward-looking statements. Given these uncertainties, you should not place undue reliance on forward-looking statements. Our actual future results, performance or other events may be materially different from what we expect. Important factors that could cause actual results, performance or other events to differ materially from our expectations include: the demand for solar energy and, in turn, our products; competitive pressures within the solar tracker industry; competition from conventional and other renewable energy sources; variability in our results of operations, including as a result of fluctuations in our customers' businesses as well as seasonal weather-related disruptions; the impact of tariffs and import duties on our products and our customers; policy changes in the renewable energy industry under the current U.S. presidential administration; the reduction, elimination, alteration, or expiration of government incentives for regulations mandating or promoting the use of, renewable energy and solar energy; the near and long-term impacts on our business caused by the "One Big Beautiful Bill Act," Executive Orders, or other regulatory or public policy actions, including those related to permitting solar projects, "safe harbor" rules that influence investment decisions and project timelines, and restrictions on eligibility for 45X and investment tax credits relating to foreign entities of concern (FEOC); our reliance on our suppliers and any problems with our suppliers or disruptions in our supply chain, and supply chain capacity; changes in the global trade environment, including the imposition of tariffs and import duties; an increase in interest rates, or a reduction in the availability of tax equity or project debt financing, impacting the ability of project developers and owners to finance the cost of a solar energy system; a loss of one or more of our significant customers, their inability to perform under their contracts, or their default in payment to us; defects or performance problems in our products; delays, disruptions or quality control problems in our product development operations; severe weather events, natural disasters and other catastrophic events; our continued expansion into new markets, including the risks of operating in MENA markets; our ability to successfully integrate operations and employees in the joint venture; unexpected costs, charges or expenses resulting from the joint venture; potential adverse reactions or changes to business relationships resulting from the announcement or completion of the joint venture; electric utility industry policies and regulations; decreases in the price of electricity; our failure to protect our intellectual property and trade secrets or to successfully defend against third-party claims of infringement; and cybersecurity or other data incidents.

For a further description of the risks and uncertainties that could cause actual results to differ from those expressed in these forward-looking statements, as well as risks relating to our business in general, see our periodic filings with the Securities and Exchange Commission (the “SEC”), including our Annual Report on Form 10-K for the fiscal year ended March 31, 2025, and when available our Quarterly Report for the quarter ended September 26, 2025. Except as required by law, we assume no obligation and do not intend to update these forward-looking statements or to conform these statements to actual results or to changes in our expectations, even if new information becomes available in the future.

Use of Adjusted Financial Information

An explanation and reconciliation of non-GAAP financial measures to GAAP financial measures is presented in Schedules III, IV and V attached to this Shareholder Letter, and can be found, along with other financial information including the Q2 FY26 earnings press release, on the investor relations section of our website at investors.nextracker.com.

Channels for Disclosure of Information

Nextracker intends to announce material information to the public through the Nextracker Investor Relations website investors.nextracker.com, SEC filings, press releases, public conference calls, and public webcasts. Nextracker uses these channels to communicate with its investors, customers, and the public about the company, its offerings, and other issues. As such, Nextracker encourages investors, the media, and others to follow the channels listed above and to review the information disclosed through such channels.

Nextracker Inc.

Unaudited condensed consolidated statements of operations and comprehensive income

(In thousands, except per share data)

	Three-month periods ended	
	September 26, 2025	September 27, 2024
Revenue	$ 905,268	$ 635,571
Cost of sales	612,408	410,776
Gross profit	292,860	224,795
Selling, general and administrative expenses	84,626	72,127
Research and development	26,889	19,193
Operating income	181,345	133,475
Interest expense	730	3,665
Other income, net	(2,110)	(7,382)
Income before income taxes	182,725	137,192
Provision for income taxes	35,864	19,928
Net income and comprehensive income	146,861	117,264
Less: Net income attributable to non-controlling interests	—	1,873
Net income attributable to Nextracker Inc.	$ 146,861	$ 115,391
Earnings per share attributable to Nextracker Inc. common stockholders		
Basic	$ 0.99	$ 0.80
Diluted	$ 0.97	$ 0.79
Weighted-average shares used in computing per share amounts:		
Basic	148,028	143,479
Diluted	152,018	149,079

Nextracker Inc.

Unaudited condensed consolidated statements of operations and comprehensive income (continued)

(In thousands, except per share data)

	Six-month periods ended	
	September 26, 2025	September 27, 2024
Revenue	$ 1,769,521	$ 1,355,492
Cost of sales	1,194,935	893,257
Gross profit	574,586	462,235
Selling, general and administrative expenses	158,562	132,954
Research and development	48,449	35,712
Operating income	367,575	293,569
Interest expense	1,946	6,945
Other income, net	(8,063)	(2,514)
Income before income taxes	373,692	289,138
Provision for income taxes	69,648	47,080
Net income and comprehensive income	304,044	242,058
Less: Net income attributable to non-controlling interests	—	4,967
Net income attributable to Nextracker Inc.	$ 304,044	$ 237,091
Earnings per share attributable to Nextracker Inc. common stockholders		
Basic	$ 2.06	$ 1.66
Diluted	$ 2.01	$ 1.62
Weighted-average shares used in computing per share amounts:		
Basic	147,480	142,785
Diluted	151,110	149,151

Nextracker Inc.

Unaudited condensed consolidated balance sheets

(In thousands)

	As of September 26, 2025	As of March 31, 2025
ASSETS		
Current assets:		
Cash and cash equivalents	$ 845,342	$ 766,103
Accounts receivable, net of allowance of $2,184 and $1,472, respectively	549,216	472,462
Contract assets	425,338	405,890
Inventories	221,155	209,432
Section 45X credit receivable	244,483	215,616
Other current assets	153,141	88,483
Total current assets	2,438,675	2,157,986
Property and equipment, net	84,928	60,395
Goodwill	473,667	371,018
Other intangible assets, net	81,716	53,241
Deferred tax assets	513,745	498,778
Other assets	76,158	51,098
Total assets	$ 3,668,889	$ 3,192,516
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 553,608	$ 585,299
Accrued expenses	103,573	97,000
Deferred revenue	372,348	247,127
Other current liabilities	90,277	104,086
Total current liabilities	1,119,806	1,033,512
Tax receivable agreement (TRA) liability	372,460	394,879
Long-term deferred revenue	98,882	96,635
Other liabilities	92,043	39,360
Total liabilities	1,683,191	1,564,386
Total stockholders' equity	1,985,698	1,628,130
Total liabilities and stockholders' equity	$ 3,668,889	$ 3,192,516

Nextracker Inc.

Unaudited condensed consolidated statements of cash flows

(In thousands)

	Three-month periods ended			Six-month periods ended	
	September 26, 2025	June 27, 2025	September 27, 2024	September 26, 2025	September 27, 2024
Cash flows from operating activities:					
Net income	$ 146,861	$ 157,183	$ 117,264	$ 304,044	$ 242,058
Depreciation and amortization of intangible assets	7,361	5,789	2,942	13,150	3,883
Changes in working capital and other, net	32,657	(81,648)	33,575	(48,991)	28,686
Net cash provided by operating activities	186,879	81,324	153,781	268,203	274,627
Cash flows from investing activities:					
Purchases of property and equipment	(15,474)	(11,258)	(12,010)	(26,732)	(14,900)
Payment for acquisitions, net of cash acquired	(28,976)	(86,813)	(34,510)	(115,789)	(144,675)
Net cash used in investing activities	(44,450)	(98,071)	(46,520)	(142,521)	(159,575)
Cash flows from financing activities:					
Repayment of bank borrowings	—	—	(938)	—	(1,875)
Payment of revolver issuance costs	(1,993)	—	—	(1,993)	(3,715)
TRA payment	(24,483)	(2,944)	(15,520)	(27,427)	(15,520)
Distribution to former non-controlling interest holder	—	(3,010)	(798)	(3,010)	(6,112)
Payment of acquisition deferred purchase price	(14,013)	—	—	(14,013)	—
Net cash used in financing activities	(40,489)	(5,954)	(17,256)	(46,443)	(27,222)
Net increase (decrease) in cash and cash equivalents	101,940	(22,701)	90,005	79,239	87,830
Cash and cash equivalents beginning of period	743,402	766,103	471,879	766,103	474,054
Cash and cash equivalents end of period	$ 845,342	$ 743,402	$ 561,884	$ 845,342	$ 561,884

	Three-month periods ended			Six-month periods ended	
Adjusted free cash flow	September 26, 2025	June 27, 2025	September 27, 2024	September 26, 2025	September 27, 2024
Net cash provided by operating activities	$ 186,879	$ 81,324	$ 153,781	$ 268,203	$ 274,627
Purchases of property and equipment	(15,474)	(11,258)	(12,010)	(26,732)	(14,900)
Adjusted free cash flow	$ 171,405	$ 70,066	$ 141,771	$ 241,471	$ 259,727
Adjusted free cash flow conversion (1)	76.7%	32.6%	82.1%	55.1%	74.7%

(1) Free cash flow conversion is calculated by dividing adjusted free cash flow by adjusted EBITDA for the same period. Refer to Schedule IV for the reconciliation of GAAP net income to adjusted EBITDA.

Nextracker Inc.

Reconciliation of GAAP to Non-GAAP financial measures

(In thousands, except percentages and per share data)

	Three-month periods ended									
	September 26, 2025		June 27, 2025		March 31, 2025		December 31, 2024		September 27, 2024	
GAAP gross profit & margin	$ 292,860	32.4%	$ 281,726	32.6%	$ 305,687	33.1%	$ 240,903	35.5%	$ 224,795	35.4%
Stock-based compensation expense	5,077		2,238		2,582		3,084		2,481	
Intangible amortization	1,649		1,159		880		880		896	
Adjusted gross profit & margin	$ 299,586	33.1%	$ 285,123	33.0%	$ 309,149	33.4%	$ 244,867	36.0%	$ 228,172	35.9%
GAAP operating income & margin	$ 181,345	20.0%	$ 186,230	21.5%	$ 195,307	21.1%	$ 150,236	22.1%	$ 133,475	21.0%
Stock-based compensation expense	31,653		22,310		40,114		26,980		29,885	
Intangible amortization	2,918		2,059		1,780		1,780		1,875	
Acquisition related costs	2,577		1,079		643		1,038		2,177	
Adjusted operating income & margin	$ 218,493	24.1%	$ 211,678	24.5%	$ 237,844	25.7%	$ 180,034	26.5%	$ 167,412	26.3%
GAAP net income & margin	$ 146,861	16.2%	$ 157,183	18.2%	$ 157,814	17.1%	$ 117,374	17.3%	$ 117,264	18.5%
Stock-based compensation expense	31,653		22,310		40,114		26,980		29,885	
Intangible amortization	2,918		2,059		1,780		1,780		1,875	
Adjustment for taxes	(3,420)		(7,129)		(6,980)		6,550		(6,274)	
Acquisition related costs	2,577		1,079		643		1,038		2,177	
Adjusted net income & margin	$ 180,589	19.9%	$ 175,502	20.3%	$ 193,371	20.9%	$ 153,722	22.6%	$ 144,927	22.8%
GAAP net income & margin	$ 146,861	16.2%	$ 157,183	18.2%	$ 157,814	17.1%	$ 117,374	17.3%	$ 117,264	18.5%
Interest, net	(5,911)		(5,371)		(6,544)		(1,865)		455	
Revolver extinguishment cost	5,121		—		—		—		—	
Provision for income taxes	35,864		33,784		40,848		42,842		19,928	
Depreciation expense	4,443		3,730		3,328		2,636		1,067	
Intangible amortization	2,918		2,059		1,780		1,780		1,875	
Stock-based compensation expense	31,653		22,310		40,114		26,980		29,885	
Acquisition related costs	2,577		1,079		643		1,038		2,177	
Adjusted EBITDA & margin	$ 223,526	24.7%	$ 214,774	24.9%	$ 242,497	26.2%	$ 186,372	27.4%	$ 172,651	27.2%
GAAP selling, general and administrative expenses	$ 84,626	9.3%	$ 73,936	8.6%	$ 86,794	9.4%	$ 70,573	10.4%	$ 72,127	11.3%
Intangible amortization	1,269		900		900		900		979	
Stock-based compensation expense	24,039		18,492		36,346		21,482		25,417	
Acquisition related costs	2,577		1,079		643		1,038		2,177	
Adjusted selling, general and administrative expenses	$ 56,741	6.3%	$ 53,465	6.2%	$ 48,905	5.3%	$ 47,153	6.9%	$ 43,554	6.9%
GAAP research and development	$ 26,889	3.0%	$ 21,560	2.5%	$ 23,586	2.6%	$ 20,094	3.0%	$ 19,193	3.0%
Stock-based compensation expense	2,537		1,580		1,186		2,414		1,987	
Adjusted research and development	$ 24,352	2.7%	$ 19,980	2.3%	$ 22,400	2.4%	$ 17,680	2.6%	$ 17,206	2.7%
GAAP operating expenses	$ 111,515	12.3%	$ 95,496	11.0%	$ 110,380	11.9%	$ 90,667	13.3%	$ 91,320	14.4%
Intangible amortization	1,269		900		900		900		979	
Stock-based compensation expense	26,576		20,072		37,532		23,896		27,404	
Acquisition related costs	2,577		1,079		643		1,038		2,177	
Adjusted total operating expenses	$ 81,093	9.0%	$ 73,445	8.5%	$ 71,305	7.7%	$ 64,833	9.5%	$ 60,760	9.6%
Diluted earnings per share										
GAAP	$ 0.97		$ 1.04		$ 1.05		$ 0.79		$ 0.79	
Earnings per share attributable to Non-GAAP adjustments	0.22		0.12		0.24		0.24		0.18	
Adjusted	$ 1.19		$ 1.16		$ 1.29		$ 1.03		$ 0.97	
Diluted shares used in computing per share amounts	152,018		150,901		149,740		149,028		149,079	

Nextracker Inc.

Reconciliation of GAAP to Non-GAAP financial measures (continued)

(In thousands, except percentages and per share data)

	Six-month periods ended					
	September 26, 2025			September 27, 2024		
GAAP gross profit & margin	$	574,586	32.5%	$	462,235	34.1%
Stock-based compensation expense		7,315			6,261	
Intangible amortization		2,808			984	
Adjusted gross profit & margin	$	584,709	33.0%	$	469,480	34.6%
GAAP operating income & margin	$	367,575	20.8%	$	293,569	21.7%
Stock-based compensation expense		53,963			51,786	
Intangible amortization		4,977			1,963	
Acquisition related costs		3,656			3,657	
Adjusted operating income & margin	$	430,171	24.3%	$	350,975	25.9%
GAAP net income & margin	$	304,044	17.2%	$	242,058	17.9%
Stock-based compensation expense		53,963			51,786	
Intangible amortization		4,977			1,963	
Adjustment for taxes		(10,549)			(15,918)	
Acquisition related costs		3,656			3,657	
Adjusted net income & margin	$	356,091	20.1%	$	283,546	20.9%
GAAP net income & margin	$	304,044	17.2%	$	242,058	17.9%
Interest, net		(11,282)			(837)	
Revolver extinguishment cost		5,121			—	
Provision for income taxes		69,648			47,080	
Depreciation expense		8,173			1,920	
Intangible amortization		4,977			1,963	
Stock-based compensation expense		53,963			51,786	
Acquisition related costs		3,656			3,657	
Adjusted EBITDA & margin	$	438,300	24.8%	$	347,627	25.6%
GAAP selling, general and administrative expenses	$	158,562	9.0%	$	132,954	9.8%
Intangible amortization		2,169			979	
Stock-based compensation expense		42,531			40,704	
Acquisition related costs		3,656			3,657	
Legal costs and other	$	—		$	—	
Adjusted selling, general and administrative expenses	$	110,206	6.2%	$	87,614	6.5%
GAAP research and development	$	48,449	2.7%	$	35,712	2.6%
Stock-based compensation expense		4,117			4,821	
Adjusted research and development	$	44,332	2.5%	$	30,891	2.3%
GAAP operating expenses	$	207,011	11.7%	$	168,666	12.4%
Intangible amortization		2,169			979	
Stock-based compensation expense		46,648			45,525	
Acquisition related costs		3,656			3,657	
Legal costs and other	$	—		$	—	
Adjusted total operating expenses	$	154,538	8.7%	$	118,505	8.7%
Diluted earnings per share						
GAAP	$	2.01		$	1.62	
Earnings per share attributable to Non-GAAP adjustments		0.35			0.28	
Adjusted	$	2.36		$	1.90	
Diluted shares used in computing per share amounts		151,110			149,151	

Nextracker Inc.

Notes

To supplement Nextracker's unaudited selected financial data presented consistent with U.S. Generally Accepted Accounting Principles ("GAAP"), the Company discloses certain non-GAAP financial measures that exclude certain charges and gains, including adjusted earnings before interest, taxes, depreciation, and amortization ("Adjusted EBITDA"), adjusted EBITDA margin, adjusted gross profit, adjusted gross margin, adjusted operating income, adjusted operating margin, adjusted net income, adjusted net income margin, adjusted selling, general and administrative expenses, adjusted research and development, adjusted total operating expenses, adjusted diluted earnings per share, adjusted free cash flow, and adjusted free cash flow conversion. These supplemental measures exclude certain legal and other charges, stock-based compensation expense and intangible amortization, other discrete events as applicable and the related tax effects. These non-GAAP measures are not in accordance with or an alternative for GAAP and may be different from non-GAAP measures used by other companies. We believe that these non-GAAP measures have limitations in that they do not reflect all the amounts associated with Nextracker's results of operations as determined in accordance with GAAP and that these measures should only be used to evaluate Nextracker's results of operations in conjunction with the corresponding GAAP measures. The presentation of this additional information is not meant to be considered in isolation or as a substitute for the most directly comparable GAAP measures. We compensate for the limitations of non-GAAP financial measures by relying upon GAAP results to gain a complete picture of the Company's performance.

In calculating non-GAAP financial measures, we exclude certain items to facilitate a review of the comparability of the Company's operating performance on a period-to-period basis because such items are not, in our view, related to the Company's ongoing operational performance. We use non-GAAP measures to evaluate the operating performance of our business, for comparison with forecasts and strategic plans, for calculating return on investment, and for benchmarking performance externally against competitors. In addition, management's incentive compensation is determined using certain non-GAAP measures. Since we find these measures to be useful, we believe that investors benefit from seeing results "through the eyes" of management in addition to seeing GAAP results. We believe that these non-GAAP measures, when read in conjunction with the Company's GAAP financials, provide useful information to investors by offering:

- the ability to make more meaningful period-to-period comparisons of the Company's ongoing operating results;
- the ability to better identify trends in the Company's underlying business and perform related trend analysis;
- a better understanding of how management plans and measures the Company's underlying business; and
- an easier way to compare the Company's operating results against analyst financial models and operating results of competitors that supplement their GAAP results with non-GAAP financial measures.

The following are explanations of each of the adjustments that we incorporate into non-GAAP measures, as well as the reasons for excluding each of these individual items in the reconciliations of these non-GAAP financial measures:

Stock-based compensation expense consists of non-cash charges for the estimated fair value of unvested restricted share unit and stock option awards granted to employees. The Company believes that the exclusion of these charges provides for more accurate comparisons of its operating results to peer companies due to the varying available valuation methodologies, subjective assumptions, and the variety of award types. In addition, the Company believes it is useful to investors to understand the specific impact stock-based compensation expense has on its operating results.

Intangible amortization consists primarily of non-cash charges that can be impacted by, among other things, the timing and magnitude of acquisitions. The Company considers its operating results without these charges when evaluating its ongoing performance and forecasting its earnings trends, and therefore excludes such charges when presenting non-GAAP financial measures. The Company believes that the assessment of its operations excluding these costs is relevant to its assessment of internal operations and comparisons to the performance of its competitors.

Acquisition costs consist primarily of nonrecurring transaction costs for business acquisitions.

Adjustment for taxes relates to the tax effects of the various adjustments that we incorporate into non-GAAP measures to provide a more meaningful measure on non-GAAP net income and certain adjustments related to non-recurring settlements of tax contingencies or other non-recurring tax charges, when applicable.

Revolver extinguishment cost consists of nonrecurring costs for the termination of our existing credit agreement originally entered into on February 13, 2023.