

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of report (Date of earliest event reported): **March 23, 2022**

AGRIFY CORPORATION

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

001-39946

(Commission File Number)

30-0943453

(IRS Employer
Identification No.)

**76 Treble Cove Rd.
Building 3
Billerica, MA 01862**

(Address of principal executive offices)

01862

(Zip Code)

Registrant's telephone number, including area code: **(617) 896-5243**

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

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

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

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	AGFY	The Nasdaq Stock Market LLC

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

Emerging growth company

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

Item 2.02. Results of Operations and Financial Condition.

On March 23, 2022, Agrify Corporation (the “Company”) issued a press release announcing financial results for the fiscal year and fourth quarter ended December 31, 2021. A copy of the release is attached as Exhibit 99.1.

The information furnished pursuant to this Item 2.02, including Exhibit 99.1, is not deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section. This information will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates them by reference.

Item 7.01. Regulation FD Disclosure.

The Company hereby furnishes the updated investor presentation attached as Exhibit 99.2 to this Current Report on Form 8-K, which the Company may use in presentations to investors from time to time.

The information furnished pursuant to this Item 7.01, including Exhibit 99.2, is not deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section. This information will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates them by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release of the Company, dated as of March 23, 2022
99.2	Presentation of the Company, dated as of March 23, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 hereunto duly authorized.

AGRIFY CORPORATION

Date: March 23, 2022

By: /s/ Timothy R. Oakes
Timothy R. Oakes
Chief Financial Officer

Agrify Announces Record Fourth Quarter and Fiscal Year 2021 Results*2021 Revenue Increased 395% Year-Over-Year to \$59.9 Million**Fourth Quarter Revenue Increased 481% Year-Over-Year to \$25.3 Million*

BILLERICA, Mass., March 23, 2022 - Agrify Corporation (Nasdaq:AGFY) (“Agrify” or the “Company”), the most innovative provider of advanced cultivation and extraction solutions for the cannabis industry, today announced financial results for the fourth quarter and fiscal year ended December 31, 2021.

“During 2021, we drove significant year-over-year growth, launched our Total Turn-Key Solution for cannabis cultivators, created a significant backlog of future high-margin recurring revenues, drove tremendous pipeline velocity, implemented innovative technological advancements to our Vertical Farming Unit, and established ourselves as the leader in premium extraction solutions through a series of well-executed acquisitions,” said Raymond Chang, Chairman and Chief Executive Officer of Agrify. “We look forward to continued accelerated growth in 2022 and beyond.”

Fourth Quarter and Fiscal Year 2021 Financial Results

- Revenue was \$25.3 million for the fourth quarter, an increase of 481% compared to \$4.4 million for the prior year period. Revenue was \$59.9 million for the fiscal year, an increase of 395% versus \$12.1 million for the prior year period.
 - New bookings were \$377 million for the fiscal year, an increase of 919% compared to \$37 million for the prior year period.
 - Total backlog was \$837 million at the end of the fourth quarter, an increase of 1,319% compared to \$59 million at the end of the prior year.
 - Gross profit for the fourth quarter totaled \$5.6 million, or 22.3% of revenue, compared to \$(290) thousand, or (6.7)% of revenue, in the prior year period. Gross profit for the fiscal year was \$5.2 million, or 8.7% of revenue, compared to \$570 thousand, or 4.7% of revenue in the prior year.
 - Operating expenses were \$19.0 million for the fourth quarter, compared to \$3.9 million in the prior year period. Operating expenses were \$40.3 million for the fiscal year, compared to \$13.2 million in the prior year. The comparative increase in our fourth quarter operating expenses is largely attributable to \$10.4 million of one-time expenses related to direct acquisition costs, incremental expense related to the addition of Precision Extraction Solutions and Cascade Sciences operations, a change in contingent consideration, an increase in reserves, an increase in depreciation and amortization, and an increase in stock-based compensation.
 - Net loss for the fourth quarter was \$13.3 million, or \$0.60 per diluted share, compared to net loss of \$13.1 million, or \$2.23 per diluted share, in the prior year period. Net loss totaled \$32.5 million, or \$1.69 per diluted share, for the fiscal year, compared to net loss of \$21.6 million, or \$5.32 per diluted share, in the prior year.
 - Cash flow used in operating activities was \$12.6 million for the fourth quarter, compared to \$4.1 million in the prior year period. Cash flow used in operating activities was \$30.2 million for the fiscal year, compared to \$14.8 million in the prior year period.
 - Adjusted EBITDA (a non-GAAP financial measure) was a loss of \$5.5 million in the fourth quarter (see “Non-GAAP Financial Measures” below for further discussion of this non-GAAP term, including a reconciliation to the most comparable GAAP measure), compared to a loss of \$2.8 million in the prior year period. Adjusted EBITDA was a loss of \$20.0 million in the fiscal year ended December 31, 2021, compared to a loss of \$8.4 million in the prior fiscal year.
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Recent Business Highlights

- As of March 23, 2022, Agrify has contractual commitments for 3,729 Vertical Farming Units (“VFUs”) that will be powered by the Agrify Insights SaaS cultivation software. Most of these commitments will also include the value-added services offered as part of the Agrify Total Turn-Key Solution (“Agrify TTK Solution”). Cumulatively, all of the 10-year agreements under Agrify’s TTK Solution program are projected to generate an estimated \$837 million in total revenue.
- As of March 23, 2022, the total qualified pipeline of opportunities is approximately \$571 million.
- On February 2, 2022, Agrify announced its acquisition of Lab Society, a leader in distillation and solvent separation solutions for the cannabis extraction industry. This marked Agrify’s fourth acquisition in the extraction space since October 1, 2021, and further established the Company as a leading provider of premium extraction solutions.
- On January 5, 2022, Agrify announced the completion of its acquisition of PurePressure, the leader in solventless extraction and advanced ice water hash processing equipment in the cannabis and hemp industry. Solventless extraction is the fastest growing subcategory in the cannabis extraction industry, and PurePressure has proven to be a strong complement to the Company’s extraction division, which is a core part of its business and plans for acceleration of growth. This acquisition brought Agrify one step closer to cornering the market for the top solutions that produce the highest quality and the widest range of extracted cannabis products at scale.
- On January 4, 2022, Agrify announced it had entered into a TTK partnership with Gold Leaf Florida LLC, expanding Agrify’s footprint to the lucrative and fast-growing Florida cannabis market. The partnership, which includes the installation of 1,510 VFUs, is expected to generate more than \$380 million of estimated total revenue over the full 10-year term of the agreement, of which \$343 million is estimated to be derived from production success fees and SaaS fees.

2022 Outlook

As a result of the strong demand for Agrify’s cultivation and extraction solutions, management is expecting revenue to be in the range of \$140 million to \$142 million for Fiscal Year 2022.

Conference Call and Webcast Information

Agrify will host a conference call and webcast today (Wednesday, March 23, 2022) at 8:30 a.m. Eastern Time (ET) to discuss its financial results for the fourth quarter and fiscal year ended December 31, 2021.

All interested parties are invited to listen to the live conference call by dialing the number below or by clicking the webcast link, which can be accessed by visiting Agrify’s Investor Relations website at ir.agrify.com and navigating to the Events page. The Company has also posted an accompanying slide presentation, which can be found in the same location as the webcast link.

- DATE: Wednesday, March 23, 2022
- TIME: 8:30 a.m. ET
- WEBCAST (live and available for replay): <https://ir.agrify.com/news-and-events/investor-calendar>
- DIAL-IN NUMBER: (844) 792-4409
- CONFERENCE ID: 9979688

About Agrify TTK Solution

The Agrify TTK Solution is a first-of-its-kind program in which Agrify engages with qualified cannabis operators in the early phases of their business and provides critical support, typically over a 10-year period, which includes: design and buildout of their cultivation and extraction facilities, state-of-the-art cultivation and extraction equipment, process design, training, implementation, proven grow recipes, product formulations, data analytics, and consumer branding.

About Agrify (Nasdaq:AGFY)

Agrify is the most innovative provider of advanced cultivation and extraction solutions for the cannabis industry, bringing data, science, and technology to the forefront of the market. Our proprietary micro-environment-controlled Vertical Farming Units (VFUs) enables cultivators to produce the highest quality products with unmatched consistency, yield, and ROI at scale. Our comprehensive extraction product line, which includes hydrocarbon, ethanol, solventless, post-processing, and lab equipment, empowers producers to maximize the quantity and quality of extract required for premium concentrates. For more information, please visit Agrify at <http://www.agrify.com>.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 concerning Agrify and other matters. All statements contained in this press release that do not relate to matters of historical fact should be considered forward-looking statements including, without limitation, statements regarding future financial results, integration of prior acquisitions, our ability to realize revenue from the bookings, backlog, pipeline and specific transactions described herein, the revenue expected from any Agrify TTK Solution transactions and the duration of those revenue streams, project timelines, and Agrify's ability to deliver solutions and services. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "targets," "projects," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other similar expressions. The forward-looking statements in this press release are only predictions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition and results of operations. Forward-looking statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. You should carefully consider the risks and uncertainties that affect our business, including those described in our filings with the Securities and Exchange Commission ("SEC"), including under the caption "Risk Factors" in our Annual Report on Form 10-K filed for the year ended December 31, 2020 with the SEC, which can be obtained on the SEC website at www.sec.gov. These forward-looking statements speak only as of the date of this communication. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements, whether as a result of any new information, future events or otherwise. You are advised, however, to consult any further disclosures we make on related subjects in our public announcements and filings with the SEC.

AGRIFY CORPORATION AND SUBSIDIARIES
Condensed Consolidated Statement of Operations
(In thousands, except for per shares amounts)
(Unaudited)

	Three Months Ended December 31,		Years Ended December 31,	
	2021	2020	2021	2020
Revenue	\$ 25,275	\$ 4,353	\$ 59,859	\$ 12,087
Cost of goods sold	19,648	4,643	54,625	11,517
Gross profit	5,627	(290)	5,234	570
Selling, general and administrative	16,120	2,892	34,970	9,832
Research and development	1,442	962	3,925	3,354
Change in contingent consideration	1,412	-	1,412	-
Total operating expenses	18,974	3,854	40,307	13,186
Loss from operations	(13,347)	(4,144)	(35,073)	(12,616)
Interest income (expense), net	6	(342)	74	(481)
Other income (expense)	47	-	(31)	-
Gain (loss) on extinguishment of notes payable	-	(5,618)	2,685	(5,618)
Gain on forgiveness of PPP loan	45	-	45	-
Change in fair value of derivative liabilities	-	(2,924)	-	(2,924)
Other income (expense), net	98	(8,884)	2,773	(9,023)
Net loss before income taxes	(13,249)	(13,028)	(32,300)	(21,639)
Income tax provision	25	-	25	-
Net loss	(13,274)	(13,028)	(32,325)	(21,639)
Income (loss) attributable to non-controlling interest	(13)	27	140	(22)
Net loss attributable to Agrify	\$ (13,261)	\$ (13,055)	\$ (32,465)	\$ (21,617)
Net loss per share attributable to common stockholders – basic and diluted	\$ (0.60)	\$ (2.23)	\$ (1.69)	\$ (5.32)
Weighted average commons shares outstanding – basic and diluted	21,942	5,843	19,091	4,176

AGRIFY CORPORATION AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(In thousands)
(Unaudited)

	As of December 31,	
	2021	2020
Assets:		
Cash and cash equivalents	\$ 12,014	\$ 8,111
Marketable securities	44,550	-
Accounts receivable, net	7,222	4,014
Inventory	20,498	5,170
Prepaid expenses and other assets	2,452	1,345
Total current assets	86,736	18,640
Loan receivable, net	22,255	-
Property and equipment, net	6,232	873
Right-of-use assets, net	1,479	-
Goodwill and intangible assets, net	64,162	2,326
Other non-current assets	1,184	-
Total assets	\$ 182,048	\$ 21,839
Liabilities		
Accounts payable	\$ 9,151	\$ 693
Accrued expenses and other current liabilities	28,764	6,550
Notes payable, net	-	12,493
Derivative liabilities	-	7,141
Operating lease liabilities, current	814	-
Long-term debt, current	1,089	-
Deferred revenue	3,772	152
Total current liabilities	43,590	27,029
Other non-current liabilities	318	435
Operating lease liabilities, non-current	704	-
Long-term debt	12	829
Total liabilities	44,624	28,293
Stockholders' Deficit		
Common stock	21	4
Preferred stock	-	-
Additional paid-in capital	196,013	19,827
Accumulated deficit	(58,975)	(26,510)
Total stockholders' equity (deficit)	137,059	(6,679)
Non-controlling interests	365	225
Total liabilities and stockholders' equity	\$ 182,048	\$ 21,839

AGRIFY CORPORATION AND SUBSIDIARIES
Condensed Consolidated Statement of Cash Flows
(In thousands)
(Unaudited)

	Three Months Ended December 31,		Years Ended December 31,	
	2021	2020	2021	2020
Cash flow (used in) provided by:				
Operating activities	\$ (12,592)	\$ (4,059)	\$ (30,149)	\$ (14,782)
Investing activities	(20,057)	(33)	(104,740)	(1,228)
Financing activities	(83)	7,245	138,792	23,915
Net increase in cash and cash equivalents	<u>\$ (32,732)</u>	<u>\$ 3,153</u>	<u>\$ 3,903</u>	<u>\$ 7,905</u>

Non-GAAP Financial Measures

To supplement our financial information presented in accordance with generally accepted accounting principles in the United States, or U.S. GAAP, we use Adjusted EBITDA, which is a non-U.S. GAAP financial measure to clarify and enhance an understanding of past performance. We believe that the presentation of Adjusted EBITDA enhances an investor's understanding of our financial performance. We further believe that Adjusted EBITDA is a useful financial metric to assess our operating performance from period-to-period by excluding certain items that we believe are not representative of our core business. We use certain financial measures for business planning purposes, measuring our performance relative to that of our competitors and determining our compliance with certain debt instruments. We utilize Adjusted EBITDA as a key measure of our performance.

We calculate Adjusted EBITDA as net loss adjusted to exclude (i) tax provision and benefit; (ii) interest income and expense, net; (iii) other income and expense, net; (iv) depreciation and amortization, (v) stock-based compensation expense, (vi) public offering expenses, (vii) acquisition-related expenses; (viii) investment banker termination fees; (ix) gains and losses associated with the extinguishment of debt; (x) changes in derivative liabilities; (xi) changes in contingent consideration; (xii) Gain associated with the forgiveness of PPP loans; and (xiii) other items affecting our results that we do not view as representative of our ongoing operations, including losses associated with write-offs.

We believe Adjusted EBITDA is a commonly used by investors to evaluate our performance and that of our competitors. However, our use of the term Adjusted EBITDA may vary from that of others in our industry. Adjusted EBITDA should not be considered as an alternative to net loss before taxes, net loss, loss per share or any other performance measures derived in accordance with U.S. GAAP as measures of performance.

Adjusted EBITDA has important limitations as an analytical tool and you should not consider it in isolation or as a substitute for analysis of our results as reported under U.S. GAAP. Some of the limitations of Adjusted EBITDA include (i) Adjusted EBITDA does not properly reflect capital commitments to be paid in the future, and (ii) although depreciation and amortization are non-cash charges, the underlying assets may need to be replaced and Adjusted EBITDA does not reflect these capital expenditures. Our public offering and acquisition-related expenses, including legal, accounting and other professional expenses, reflect cash expenditures and we expect such expenditures to recur from time-to-time. Our Adjusted EBITDA may not be comparable to similarly titled measures of other companies because they may not calculate Adjusted EBITDA in the same manner as we calculate the measure, limiting its usefulness as a comparative measure.

In evaluating Adjusted EBITDA, you should be aware that in the future we will incur expenses similar to the adjustments in this presentation. Our presentation of Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by these expenses or any unusual or non-recurring items. Adjusted EBITDA should not be considered as an alternative to loss before benefit from income taxes, net loss, earnings per share, or any other performance measures derived in accordance with U.S. GAAP. When evaluating our performance, you should consider Adjusted EBITDA alongside other financial performance measures, including our net loss and other GAAP results.

The following table presents a reconciliation of Adjusted EBITDA from the most comparable GAAP measure, net loss, for the three months ended and full year ended December 31, 2021 and 2020:

AGRIFY CORPORATION AND SUBSIDIARIES
Reconciliation of GAAP Net Loss to Non-GAAP Adjusted EBITDA
(In thousands)
(Unaudited)

	Three Months Ended December 31,		Years Ended December 31,	
	2021	2020	2021	2020
Net loss	\$ (13,261)	\$ (13,055)	\$ (32,465)	\$ (21,617)
Add:				
Income tax provision	25	-	25	-
Interest (income) expense	(6)	342	(74)	481
Other (income) expense	(47)	-	31	-
Depreciation and amortization	802	146	1,310	407
Stock-based compensation	1,544	1,118	5,552	1,921
Public offering expenses	-	-	-	856
Investment banker termination fees	-	-	2,400	-
Acquisition-related expenses	4,047	-	4,559	80
Gain (loss) on debt extinguishment	-	5,618	(2,685)	5,618
Change in fair value of derivative liabilities	-	2,924	-	2,924
Change in contingent consideration	1,412	-	1,412	-
Gain on forgiveness of PPP loan	(45)	-	(45)	-
Loss from write-offs	-	85	-	931
Adjusted EBITDA	<u>\$ (5,529)</u>	<u>\$ (2,822)</u>	<u>\$ (19,980)</u>	<u>\$ (8,399)</u>

Company Contacts**Agrify**

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**Q4 2021 and FY 2021
Earnings Call**
March 23, 2022



Passionately Transforming Cannabis Through Innovation



Important Notices & Disclosures

This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, or the Exchange Act. All statements other than statements of historical facts contained in this presentation, including statements regarding our strategy, future operations, future financial position, future revenue, our ability to realize revenue from the bookings, backlog, pipeline and transactions described herein, the revenue expected from any Agrify TTK Solutions transactions, projected costs, prospects, plans, customers, objectives of management and expected market growth are forward-looking statements. These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

The words "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "target," "will," "would" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. These forward-looking statements are only predictions and we may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, so you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. We have based these forward-looking statements largely on our current expectations and projections about future events and trends that we believe may affect our business, financial condition and operating results. These and other risks and uncertainties are described more fully in the section titled "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2020 filed with the Securities and Exchange Commission ("SEC") and our other filings with the SEC. You may access these documents for free by visiting EDGAR on the SEC website at <http://www.sec.gov>. Forward-looking statements contained in this presentation are made as of this date, and we undertake no duty to update such information except as required under applicable law.

The forward-looking statements included in this presentation represent our views as of the date of this presentation. We anticipate that subsequent events and developments will cause our views to change. However, while we may elect to update these forward-looking statements at some point in the future, we have no current intention of doing so except to the extent required by applicable law. You should, therefore, not rely on these forward-looking statements as representing our views as of any date subsequent to the date of this presentation.

This presentation contains estimates made, and other statistical data published, by independent parties and by us relating to market size and growth and other data about our industry. We obtained the industry and market data in this presentation from our own research as well as from industry and general publications, surveys and studies conducted by third parties. This data involves a number of assumptions and limitations and contains projections and estimates of the future performance of the industries in which we operate that are subject to a high degree of uncertainty. We caution you not to give undue weight to such projections, assumptions and estimates.

This presentation is for information purposes only and is being provided to you solely in your capacity as a potential investor in considering an investment in Agrify Corporation (the "Company"). The information contained herein does not purport to be all-inclusive and neither the Company nor any of its directors, officers, stockholders or affiliates makes any representation or warranty, express or implied, as to the accuracy, completeness or reliability of the information contained in this presentation or any other written or oral communication communicated to the recipient in the course of the recipient's evaluation of the Company or an investment in the securities. The information contained herein is preliminary and is subject to change and such changes may be material.

This presentation does not constitute an offer to sell, a solicitation of an offer to buy, or a recommendation to purchase any security of the Company. You should not construe the contents of this presentation as legal, tax, accounting or investment advice or a recommendation. You should consult your own counsel and tax and financial advisors as to legal and related matters concerning the matters described herein, and, by accepting this presentation, you confirm that you are not relying upon the information contained herein to make any decision.

No securities commission or securities regulatory authority in the United States or any other jurisdiction has in any way passed upon the merits of this presentation or the private placement.





FY 2021 REVIEW



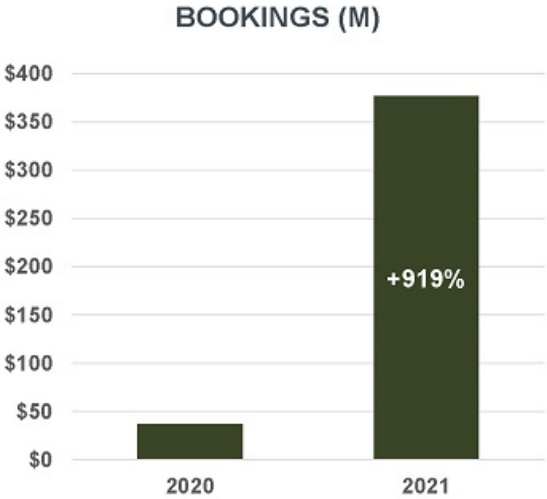
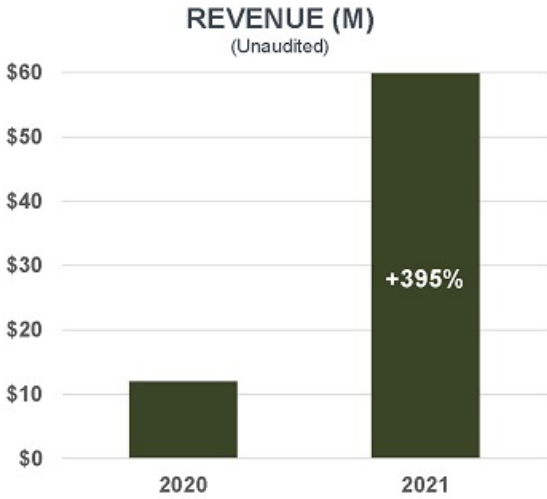


2021 Key Accomplishments

- Executed successful IPO and secondary offering
- Launched the Agrify Total Turn-Key Solution
- Upgraded VFU functionality and performance
- Increased YoY revenues 395% to \$59.9M
 - Q421 revenues were \$25.3M, a 481% increase over Q420
- Entered and cornered the cannabis extraction industry through strategic acquisitions
- Assembled some of the best and brightest cannabis minds in the industry

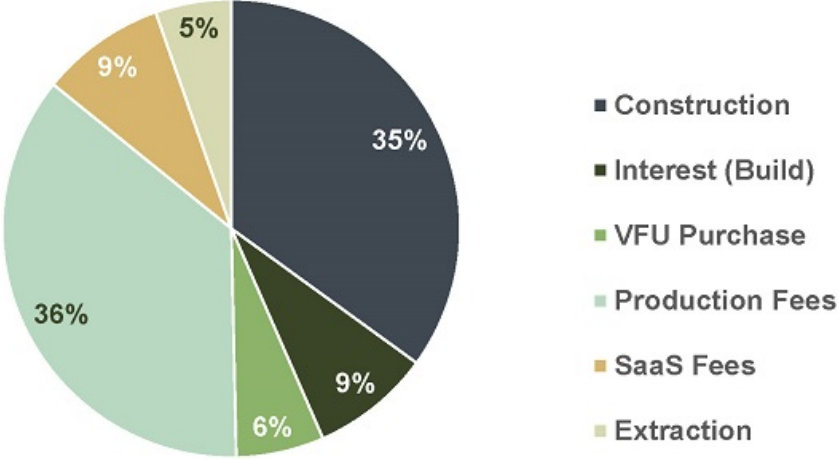
Strong Revenue and New Bookings Growth

YoY revenues increased to \$59.9M vs. \$12.1M, a 395% increase
YoY new bookings increased to \$377M vs. \$37M, a 919% increase



Note: All bookings values are only 3-year values

Q421: Over \$250M in Record New Bookings



Note: All bookings values are only 3-year values

Total VFU Engagements Impact

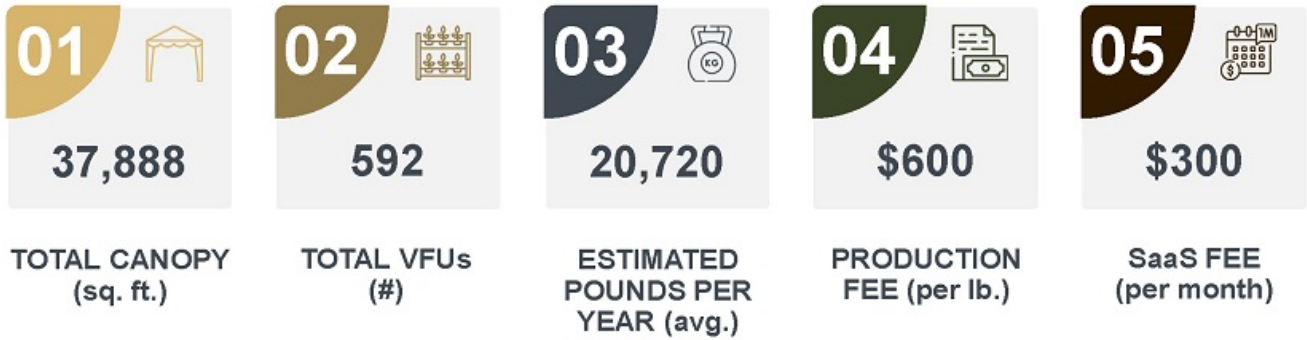
Executed over the last 12 months



Notes: - Amounts are based on contracted value using the assumption of 35 pounds produced per VFU per year
- Early legacy customers converting to TTK customers have lower recurring fees over 5-7 years

Mutually Beneficial TTK Partnerships

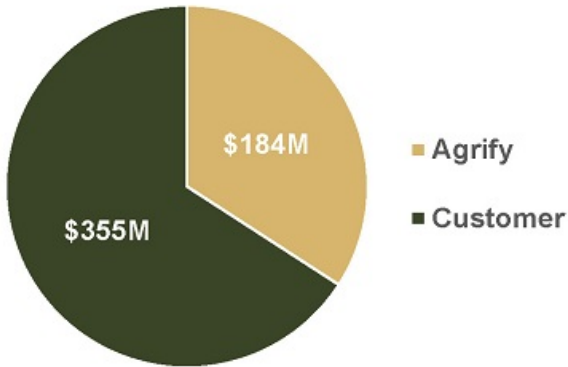
Estimated terms & results from an example engagement



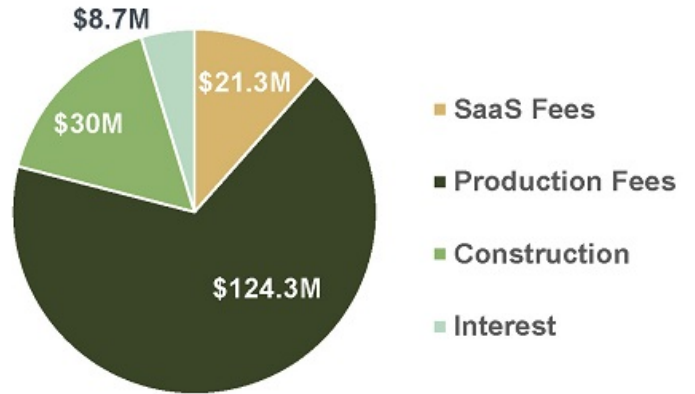
Mutually Beneficial TTK Partnerships

Projected revenue results of an **example** 10-year engagement with 592 VFUs, 37,888 square feet of canopy, and 20,720 pounds of production per year

Projected Revenue



Agrify's Projected Revenue Mix





FY 2021 FINANCIAL RESULTS



Financial Results

Fourth Quarter Ended December 31, 2021

(Unaudited)

	Q421		Q420		YoY Change	
Revenue	25,275	100.0%	4,353	100.0%	20,922	480.6%
Cost of Goods Sold	19,648	77.7%	4,643	106.7%	15,005	323.2%
Total Gross Profit/Margin	5,627	22.3%	(290)	(6.7)%	5,917	NM
Operating Expenses						
Sales, General and Administrative	16,120	63.8%	2,892	66.4%	13,228	457.4%
Research & Development	1,442	5.7%	962	22.1%	480	49.9%
Change in Contingent Consideration	1,412	5.6%	0	0.0%	1,412	100.0%
Total Operating Expenses	18,974	75.1%	3,854	88.5%	15,120	392.3%
Operating Loss	(13,347)	(52.8)%	(4,144)	(95.2)%	(9,203)	222.1%
Interest income	6	0.0%	(342)	(7.9)%	348	(101.8)%
Other Income/(Expense)	47	0.2%	0	0.0%	47	100.0%
Gain on Extinguishment of Debt	0	0.0%	(5,618)	(129.1)%	5,618	100.0%
Change in fair value of derivative liabilities	0	0.0%	(2,924)	(67.2)%	2,924	100.0%
Forgiveness of PPP Loan	45	0.2%	0	0.0%	45	100.0%
Loss Before Income Taxes	(13,249)	(52.4)%	(13,028)	(299.3)%	(221)	1.7%
Income Tax Provision	25	0.1%	0	0.0%	25	100.0%
Net Loss	(13,274)	(52.5)%	(13,028)	(299.3)%	(246)	1.9%
Net (Income) Loss - Controlling Interests	(13)	(0.1)%	27	0.6%	(40)	(148.1)%
Net Loss Attributable to Agrify	(13,261)	(52.5)%	(13,055)	(299.9)%	(206)	1.6%
Earnings Per Diluted Share	\$ (0.60)		\$ (2.23)		\$ 1.62	
Estimated Diluted Shares	21,942		5,843		16,099	

Dollar and diluted share amounts in thousands

Selling, General and Administrative Expenses

Increases in our fourth quarter of 2021 selling, general and administrative expenses as compared to the fourth quarter of 2020 are primarily associated with the following increases in costs and expenses:

- Direct acquisition costs - \$4.0 million
- Precision/Cascade operating expenses - \$2.8 million
- Depreciation and amortization - \$656 thousand
- Stock-based compensation - \$426 thousand

The remaining year-over-year increase is a direct result of the overall increase in the scale of our business (increased headcount, etc.) as well as the costs associated with being a publicly traded company.



Financial Results

Fiscal Year Ended December 31, 2021

(Unaudited)

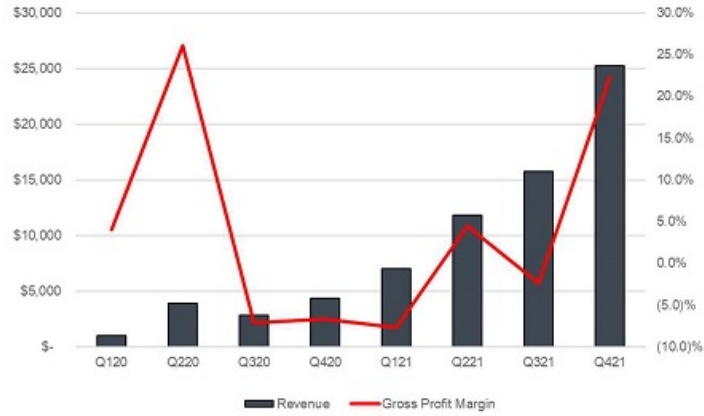
	FY21		FY20		YoY Change	
Revenue	59,859	100.0%	12,087	100.0%	47,772	395.2%
Cost of Goods Sold	54,625	91.3%	11,517	95.3%	43,108	374.3%
Total Gross Profit/Margin	5,234	8.7%	570	4.7%	4,664	818.2%
Operating Expenses:						
Sales, General and Administrative	34,970	58.4%	9,832	81.3%	25,138	255.7%
Research & Development	3,925	6.6%	3,354	27.7%	571	17.0%
Change in Contingent Consideration	1,412	2.4%	0	0.0%	1,412	100.0%
Total Operating Expenses	40,307	67.3%	13,186	109.1%	27,121	205.7%
Operating Loss	(35,073)	(58.6)%	(12,616)	(104.4)%	(22,457)	178.0%
Interest Income	74	0.1%	(481)	(4.0)%	555	(115.4)%
Other Income/(Expense)	(31)	(0.1)%	0	0.0%	(31)	(100.0)%
Gain on Extinguishment of Debt	2,685	4.5%	(5,618)	(46.5)%	8,303	(147.8)%
Change in fair value of derivative liabilities	0	0.0%	(2,924)	(24.2)%	2,924	100.0%
Forgiveness of PPP Loan	45	0.1%	0	0.0%	45	100.0%
Loss Before Income Taxes	(32,300)	(54.0)%	(21,639)	(179.0)%	(10,661)	49.3%
Income Tax Provision	25	0.0%	0	0.0%	25	100.0%
Net Loss	(32,325)	(54.0)%	(21,639)	(179.0)%	(10,686)	49.4%
Net (Income) Loss - Controlling Interests	140	0.2%	(22)	(0.2)%	162	(736.4)%
Net Loss Attributable to Agrify	(32,465)	(54.2)%	(21,617)	(178.8)%	(10,848)	50.2%
Earnings Per Diluted Share	\$ (1.69)		\$ (5.32)		\$ 3.63	
Estimated Diluted Shares	19,091		4,176		14,915	

Dollar and diluted share amounts in thousands



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Gross Margin Trend



	Q120	Q220	Q320	Q420	Q121	Q221	Q321	Q421
	(Dollar Amounts in Thousands)							
Revenue	\$ 1,013	\$ 3,908	\$ 2,813	\$ 4,353	\$ 7,008	\$ 11,825	\$ 15,751	\$ 25,275
Cost of Goods Sold	972	2,890	3,012	4,643	7,548	11,298	16,131	19,648
Gross Margin	\$ 41	\$ 1,018	\$ (199)	\$ (290)	\$ (540)	\$ 527	\$ (380)	\$ 5,627
Gross Profit Margin	4.0%	26.0%	(7.1)%	(6.7)%	(7.7)%	4.5%	(2.4)%	22.3%

FY21 Cash Flow

(Condensed Summary)

(Unaudited)

Net Cash (Used In) Provided By:	For the Year Ended December 31	
	2021	2020
Operating Activities	\$ (30,238)	\$ (14,782)
Investing Activities	(104,740)	(1,228)
Financing Activities	138,881	23,915
Net Increase in Cash	3,903	7,905
Cash - Beginning of Period	8,111	206
Cash - End of Period	\$ 12,014	\$ 8,111

Cash & Marketable Securities (December 31st)

	AMOUNT
December 31, 2021	
Cash and Cash Equivalents	\$ 12,014
Marketable Securities	44,550
Total Available Cash/Securities	\$ 56,564

Dollar amounts in thousands

- **Summary:** Overall, in 2021, the Company raised approximately \$139M in net cash through its IPO activities. The Company made cash investments in two acquisitions, TTK engagements, inventory build and property and equipment. The remaining cash burn in the current year was spent on operations, resulting in a remaining balance of \$57M of capital as of December 31, 2021.
- **Operating Activities:** Cash flow usage is primarily associated with the respective net operating losses in each period.
- **Investing Activities:** Usage of cash in 2021 reflects investment of net IPO proceeds into marketable securities, cash paid for acquisitions and the creation of Note Receivable balances in connection with TTK construction financing arrangements.
- **Financing Activities:** Net cash provided by financing activities essentially relates to the Company's Initial Public Offering and its Secondary Offering. Combined, the two equity events provided \$138.6M in cash to the Company.



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FY21 Adjusted EBITDA (Non-GAAP)

(Unaudited)

	Q121	Q221	Q321	Q421	FY21
Reconciliation of GAAP Net Income to Adjusted EBITDA (Non-GAAP):					
Reported GAAP Net Income (Loss)	\$ (3,810)	\$ (5,636)	\$ (9,758)	\$ (13,261)	\$ (32,465)
Add: Income Tax Provision	0	0	0	25	25
Add: Interest Income (Expense)	32	(55)	(45)	(6)	(74)
Add: Other Income (Expense)	0	63	15	(47)	31
Add: Depreciation and Amortization	147	166	195	802	1,310
Add: Stock-based Compensation Expense	2,135	931	942	1,544	5,552
Add: Public Offering Expenses	0	0	0	0	0
Add: Direct Acquisition Costs	0	0	512	4,047	4,559
Add: Investment Banker Termination Fees	0	0	2,400	0	2,400
Add: Gain (Loss) on Debt Extinguishment	(2,685)	0	0	0	(2,685)
Add: Gain on Forgiveness of PPP Loan	0	0	0	(45)	(45)
Add: Change in Contingent Consideration	0	0	0	1,412	1,412
Adjusted EBITDA	<u>\$ (4,181)</u>	<u>\$ (4,531)</u>	<u>\$ (5,739)</u>	<u>\$ (5,529)</u>	<u>\$ (19,980)</u>
Total Revenue	<u>\$ 7,008</u>	<u>\$ 11,825</u>	<u>\$ 15,751</u>	<u>\$ 25,275</u>	<u>\$ 59,859</u>
Adj. EBITDA (as % of Revenue)	<u>(59.7)%</u>	<u>(38.3)%</u>	<u>(36.4)%</u>	<u>(21.9)%</u>	<u>(33.4)%</u>

Dollar amounts in thousands

We believe Adjusted EBITDA is a commonly used by investors to evaluate our performance and that of our competitors. However, our use of the term Adjusted EBITDA may vary from that of others in our industry. Adjusted EBITDA should not be considered as an alternative to net loss before taxes, net loss, loss per share or any other performance measures derived in accordance with U.S. GAAP as measures of performance.

Adjusted EBITDA has important limitations as an analytical tool and you should not consider it in isolation or as a substitute for analysis of our results as reported under U.S. GAAP. Some of the limitations of adjusted EBITDA include (i) adjusted EBITDA does not properly reflect capital commitments to be paid in the future, and (ii) although depreciation and amortization are non-cash charges, the underlying assets may need to be replaced and adjusted EBITDA does not reflect these capital expenditures. Our public offering and acquisition-related expenses, including legal, accounting and other professional expenses, reflect cash expenditures and we expect such expenditures to recur from time-to-time. Our Adjusted EBITDA may not be comparable to similarly titled measures of other companies because they may not calculate Adjusted EBITDA in the same manner as we calculate the measure, limiting its usefulness as a comparative measure.



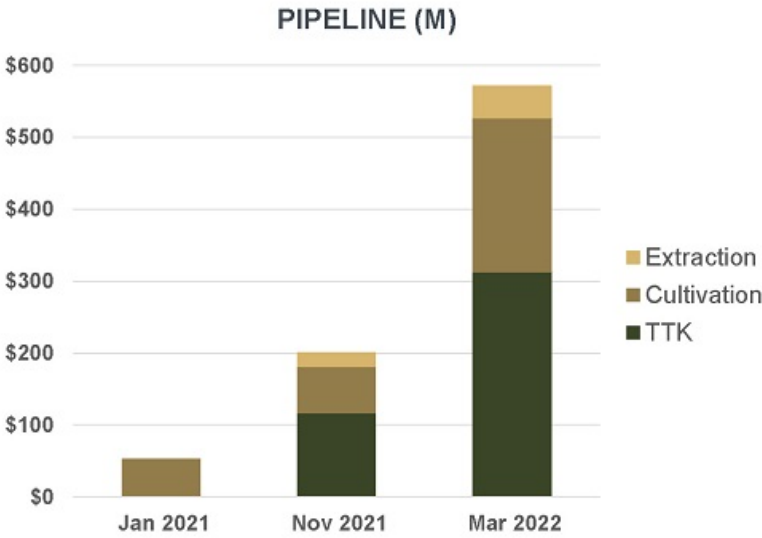


SALES PIPELINE



Pipeline Velocity

TOTAL PIPELINE: \$571M



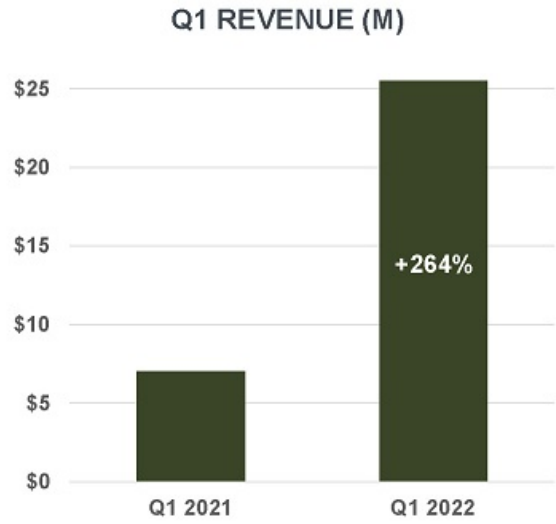
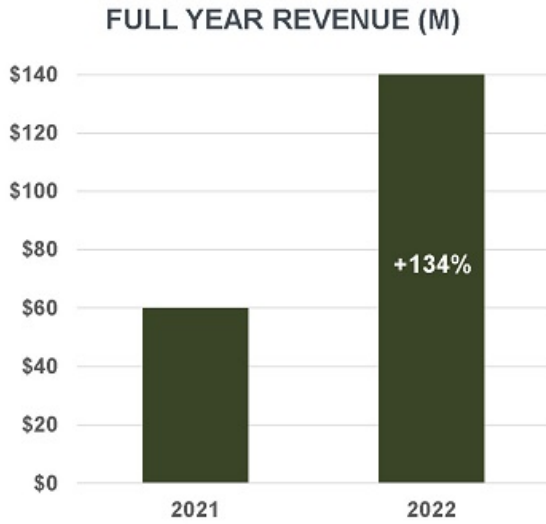


FY 2022 PROJECTIONS



FY22 and Q122 Revenue Projections

YoY revenues projected to increase to \$140M - \$142M vs. \$59.9M
Q122 revenues projected to be over \$25.5M vs. \$7M





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