

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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 001-40797

PROCEPT BioRobotics Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

150 Baytech Drive

(Address of Principal Executive Offices)

San Jose

CA

(650) 232-7200

(Registrant's telephone number, including area code)

26-0199180

(I.R.S. Employer Identification No.)

95134

(Zip 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
Common stock, \$0.00001 par value per share	PRCT	Nasdaq Global Market

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 Interactive Data File required to be submitted and posted 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 and post such files). Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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.

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

The registrant had outstanding 51,424,151 shares of common stock as of April 29, 2024.

PROCEPT BioRobotics Corporation
Form 10-Q – QUARTERLY REPORT
For the Quarter Ended March 31, 2024

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements. All statements other than statements of historical facts contained in this Quarterly Report are forward-looking statements. In some cases, you can identify forward-looking statements by terms such as “may,” “can,” “will,” “would,” “should,” “expect,” “plan,” “anticipate,” “could,” “intend,” “target,” “project,” “contemplate,” “believe,” “estimate,” “predict,” “potential,” or “continue” or the negative of these terms or other similar expressions, although not all forward-looking statements contain these words. All statements other than statements of historical facts contained in this Quarterly Report, including without limitation statements regarding our business model and strategic plans for our products, technologies and business, including our implementation thereof, the timing of and our ability to obtain and maintain regulatory approvals, our commercialization, marketing and manufacturing capabilities and strategy, our expectations about the commercial success and market acceptance of our products, the sufficiency of our cash, cash equivalents and short-term investments, and the plans and objectives of management for future operations and capital expenditures are forward-looking statements.

The forward-looking statements in this Quarterly Report are only predictions and are based largely on our current expectations and projections about future events and trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives, and financial needs. These forward-looking statements speak only as of the date of this Quarterly Report and are subject to a number of known and unknown risks, uncertainties, and assumptions, including those described under the sections in this Quarterly Report entitled “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this Quarterly Report. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties, and assumptions, the future events and trends discussed in this Quarterly Report may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.

Because forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified, you should not rely upon these forward-looking statements as predictions of future events. The events and circumstances reflected in the forward-looking statements may not be achieved or occur. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, performance, or achievements. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise. We intend the forward-looking statements contained in this Quarterly Report to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

PROCEPT BioRobotics Corporation
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except per share data)
(unaudited)

	March 31, 2024	December 31, 2023
Assets		
Current assets:		
Cash and cash equivalents	\$ 225,576	\$ 257,2
Accounts receivable, net	56,081	48,3
Inventory	41,622	39,7
Prepaid expenses and other current assets	5,907	5,2
Total current assets	329,186	350,5
Restricted cash, non-current	3,038	3,0
Property and equipment, net	28,488	28,7
Operating lease right-of-use assets, net	19,892	20,2
Intangible assets, net	1,136	1,2
Other assets	1,160	9
Total assets	\$ 382,900	\$ 404,7
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 10,084	\$ 13,4
Accrued compensation	11,469	16,8
Deferred revenue	5,860	5,6
Operating lease, current	1,701	1,6
Loan facility derivative liability, current	1,914	1,8
Other current liabilities	7,622	6,3
Total current liabilities	38,650	45,9
Long-term debt	51,371	51,3
Operating lease, non-current	28,315	26,1
Other liabilities	517	5
Total liabilities	118,853	123,9
Commitments and contingencies (see Note 11)		
Stockholders' equity:		
Preferred stock, \$0.00001 par value;		
Authorized shares: 10,000 at March 31, 2024 and December 31, 2023		
Issued and outstanding shares: none at March 31, 2024 and December 31, 2023	—	
Common stock, \$0.00001 par value;		
Authorized shares: 300,000 at March 31, 2024 and December 31, 2023		
Issued and outstanding shares: 51,393 and 50,771 at March 31, 2024 and December 31, 2023, respectively	—	
Additional paid-in capital	744,463	735,2
Accumulated other comprehensive gain	113	
Accumulated deficit	(480,529)	(454,5)
Total stockholders' equity	264,047	280,7
Total liabilities and stockholders' equity	\$ 382,900	\$ 404,7

The accompanying notes are an integral part of these condensed consolidated financial statements.

PROCEPT BioRobotics Corporation
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(in thousands, except per share data)
(unaudited)

	Three Months Ended March 31,	
	2024	2023
Revenue	\$ 44,539	\$ 24,404
Cost of sales	19,505	11,913
Gross profit	25,034	12,491
Operating expenses:		
Research and development	13,084	10,737
Selling, general and administrative	39,599	30,131
Total operating expenses	52,683	40,868
Loss from operations	(27,649)	(28,377)
Interest expense	(1,045)	(886)
Interest and other income, net	2,737	779
Net loss	\$ (25,957)	\$ (28,484)
Net loss per share, basic and diluted	\$ (0.51)	\$ (0.63)
Weighted-average common shares used to compute net loss per share attributable to common shareholders, basic and diluted	51,011	45,066
Other comprehensive loss:		
Unrealized gain on cash equivalents	29	21
Comprehensive loss	\$ (25,928)	\$ (28,463)

The accompanying notes are an integral part of these condensed consolidated financial statements.

PROCEPT BioRobotics Corporation
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands)
(unaudited)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Gain (Loss)	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance at December 31, 2023	50,771	\$ —	\$ 735,240	\$ 84	\$ (454,572)	\$ 280,752
Issuance of common stock under stock plans	622	—	2,586	—	—	2,586
Stock-based compensation expense	—	—	6,637	—	—	6,637
Unrealized gain on cash equivalents	—	—	—	29	—	29
Net loss	—	—	—	—	(25,957)	(25,957)
Balance at March 31, 2024	<u>51,393</u>	<u>\$ —</u>	<u>\$ 744,463</u>	<u>\$ 113</u>	<u>\$ (480,529)</u>	<u>\$ 264,047</u>
Balance at December 31, 2022	44,828	\$ —	\$ 545,753	\$ (6)	\$ (348,675)	\$ 197,072
Issuance of common stock under stock plans	181	—	380	—	—	380
Stock-based compensation expense	—	—	4,137	—	—	4,137
Unrealized gain on cash equivalents	—	—	—	21	—	21
Net loss	—	—	—	—	(28,484)	(28,484)
Balance at March 31, 2023	<u>45,009</u>	<u>\$ —</u>	<u>\$ 550,270</u>	<u>\$ 15</u>	<u>\$ (377,159)</u>	<u>\$ 173,126</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

PROCEPT BioRobotics Corporation
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Three Months Ended March 31,	
	2024	2023
Cash flows from operating activities:		
Net loss	\$ (25,957)	\$ (28,484)
Adjustments to reconcile net loss to cash used in operating activities:		
Depreciation and amortization	1,184	793
Stock-based compensation expense	6,256	3,724
Change in fair value of derivative liability	28	26
Non-cash lease adjustment	(96)	495
Inventory write-down	—	228
Changes in operating assets and liabilities:		
Accounts receivable, net	(7,706)	(5,370)
Inventory	(1,486)	(10,136)
Prepaid expenses and other current assets	(679)	1,931
Other assets	(241)	—
Accounts payable	(2,311)	2,225
Accrued compensation	(5,417)	(6,039)
Accrued interest expense	32	28
Deferred revenue	205	1,088
Reimbursements for leasehold improvements from operating leases	2,596	3,217
Other liabilities	1,306	346
Net cash used in operating activities	(32,286)	(35,928)
Cash flows from investing activities:		
Purchases of property and equipment	(1,946)	(5,339)
Net cash used in investing activities	(1,946)	(5,339)
Cash flows from financing activities:		
Proceeds from issuance of common stock from the exercise of stock options	2,586	380
Net cash provided by financing activities	2,586	380
Net decrease in cash, cash equivalents and restricted cash	(31,646)	(40,887)
Cash, cash equivalents and restricted cash		
Beginning of the period	260,260	225,674
End of the period	\$ 228,614	\$ 184,787
Reconciliation of cash, cash equivalents and restricted cash to balance sheets:		
Cash and cash equivalents	\$ 225,576	\$ 180,972
Restricted cash	3,038	3,815
Cash, cash equivalents and restricted cash in balance sheets	\$ 228,614	\$ 184,787
Supplemental cash flow information		
Interest paid	\$ 1,004	\$ 1,121
Non-cash investing and financing activities		
Transfer of evaluation or rental units from inventory to property and equipment, net	\$ 177	\$ (62)
Property and equipment included in accounts payable and accrued expenses	\$ 559	\$ 2,269

The accompanying notes are an integral part of these condensed consolidated financial statements.

PROCEPT BioRobotics Corporation
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

1. Organization

Description of Business

PROCEPT BioRobotics Corporation (the “Company”) is a surgical robotics company focused on advancing patient care by developing transformative solutions in urology. It develops, manufactures and sells the AquaBeam Robotic System, an advanced, image-guided, surgical robotic system for use in minimally invasive urologic surgery, with an initial focus on treating benign prostatic hyperplasia, or BPH. BPH is the most common prostate disease and impacts approximately 40 million men in the United States. The AquaBeam Robotic System employs a single-use disposable handpiece to deliver the Company’s proprietary Aquablation therapy, which combines real-time, multi-dimensional imaging, personalized treatment planning, automated robotics and heat-free waterjet ablation for targeted and rapid removal of prostate tissue. The Company received U.S. Food and Drug Administration clearance in December 2017 to market its AquaBeam Robotic System pursuant to a de novo classification. On August 30 2023, The Company received 510(k) clearance from FDA to remove the contraindication from its labeling that restricted Aquablation therapy from treating BPH in patients that also have an active diagnosis of prostate cancer.

2. Summary of Significant Accounting Policies

Basis of Preparation

The condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles, or U.S. GAAP, and pursuant to the rules and regulations of the United States Securities and Exchange Commission or SEC. These condensed consolidated financial statements include the accounts of the Company and its consolidated subsidiaries. All intercompany balances and transactions have been eliminated upon consolidation.

Unaudited Interim Financial Statements

The accompanying balance sheet as of March 31, 2024, the statements of operations and comprehensive loss and cash flows for the three months ended March 31, 2024 and 2023, and the statements of stockholders’ equity as of March 31, 2024 and 2023, are unaudited. The financial data and other information disclosed in these notes to the financial statements related to March 31, 2024, and the three months ended March 31, 2024 and 2023, are also unaudited. The accompanying balance sheet as of December 31, 2023 has been derived from the audited consolidated financial statements included in the Company’s Annual Report on Form 10-K (“Annual Report”) filed with the Securities and Exchange Commission.

The unaudited interim financial statements have been prepared on the same basis as the annual financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary to a fair statement of the Company’s financial position as of March 31, 2024, and the results of its operations and cash flows for the three months ended March 31, 2024 and 2023. The results for the three months ended March 31, 2024, are not necessarily indicative of results to be expected for the year ending December 31, 2024, or for any other interim period or for any future year and should be read in conjunction with the annual consolidated financial statements included in the Company’s Annual Report.

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts and disclosures reported in the condensed consolidated financial statements. Management uses significant judgment when making estimates related to its stock-based compensation expense, right-of-use lease asset, lease liability, valuations of loan facility derivative liability, as well as certain accrued liabilities. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the

basis for making judgments about the carrying values of assets and liabilities. Actual results could differ from those estimates.

Recent Accounting Pronouncements

In November 2023, the Financial Accounting Standards Board or FASB, issued Accounting Standards Update, or ASU, 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, that requires disclosure of significant segment expenses that are regularly reviewed by the chief operating decision maker and included within each reported measure of segment profit or loss. The standard also requires disclosure of the composition of other segment items included in the measure of segment profit or loss that are not separately disclosed. The new standard 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. The Company does not expect the adoption of this ASU to have an impact on our consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which includes amendments that further enhance income tax disclosures, primarily through standardization and disaggregation of rate reconciliation categories and income taxes paid by jurisdiction. The amendments are effective for all public entities for fiscal years beginning after December 15, 2024. Early adoption is permitted and should be applied either prospectively or retrospectively. The Company plans to adopt the ASU and related updates on January 1, 2025. The Company is evaluating the impact of this ASU will have on its financial statement disclosures.

3. Fair Value Measurements

The following is a summary of assets and liabilities measured at fair value on a recurring basis (in thousands):

	March 31, 2024				December 31, 2023			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Cash and cash equivalents:								
Cash	\$ 18,788	\$ —	\$ —	\$ 18,788	\$ 6,609	\$ —	\$ —	\$ 6,609
Cash equivalents	206,788	—	—	206,788	250,613	—	—	250,613
Total cash and cash equivalents	\$ 225,576	\$ —	\$ —	\$ 225,576	\$ 257,222	\$ —	\$ —	\$ 257,222
Loan facility derivative liability	\$ —	\$ —	\$ 1,914	\$ 1,914	\$ —	\$ —	\$ 1,886	\$ 1,886

Cash equivalents consist primarily of money market deposit funds.

There were no transfers in and out of Level 3 during the three months ended March 31, 2024 and year ended December 31, 2023.

The following table sets forth a summary of the changes in the estimated fair value of the Company's loan facility derivative liability, classified as Level 3 (in thousands):

	Three Months Ended March 31,	
	2024	2023
Beginning of the period	\$ 1,886	\$ 1,779
Change in fair value	28	26
End of the period	\$ 1,914	\$ 1,805

4. Inventory

Inventory consists of the following (in thousands):

	March 31, 2024	December 31, 2023
Raw materials	\$ 16,138	\$ 16,737
Work-in-process	1,382	1,142
Finished goods	24,102	21,877
Total inventory	<u>\$ 41,622</u>	<u>\$ 39,756</u>

5. Property and Equipment, Net

Property and equipment, net, consist of the following (in thousands):

	March 31, 2024	December 31, 2023
Laboratory, manufacturing and computer equipment, and furniture and fixtures	\$ 20,305	\$ 15,681
Rental equipment	1,029	89
Leasehold improvements	11,955	12,340
Construction in progress	—	3,500
Total property and equipment	<u>33,289</u>	<u>32,410</u>
Less: accumulated depreciation and amortization	<u>(4,801)</u>	<u>(3,660)</u>
Total property and equipment, net	<u>\$ 28,488</u>	<u>\$ 28,750</u>

6. Long-Term Debt

In October 2022, the Company entered into a loan and security agreement (“the Loan Agreement”) with Canadian Imperial Bank of Commerce, or CIBC. The Agreement provides for a senior secured term loan facility in the aggregate principal amount of \$52.0 million (the “Term Loan Facility”) which was borrowed in full. Proceeds from the Term Loan Facility were used to repay and terminate the Company’s previous loan facility, transaction fees, and related expenses.

The Term Loan Facility is scheduled to mature on the fifth anniversary of the closing date (the “Maturity Date”). The Agreement provides for interest-only payments on the Term Loan Facility for the first thirty-six months following the Maturity Date (the “Initial Interest-Only Period”). The Initial Interest-Only Period will be extended to an additional twelve months if the Company achieves either (i) \$200.0 million or greater in revenue in any twelve-month period or (ii) \$0 or greater in EBITDA (as defined in the Loan Agreement) in any six-month period. Thereafter, amortization payments on the Term Loan Facility will be payable monthly until the Maturity Date in monthly installments equal to 20% of the then outstanding principal amount of the Term Loan Facility divided by 12 plus any accrued and unpaid interest. The Company has the option to prepay the Term Loan Facility without any prepayment charge or fee.

The loan borrowed under the Term Loan Facility bears interest at an annual rate equal to the secured overnight financing rate or SOFR (calculated based on an adjustment of .10%, .15% and .25%, respectively, for one-month, three-month or six-month term SOFR as of a specified date, subject to a floor of 1.5%) plus an applicable margin of 2.25%.

The obligations under the Loan Agreement are secured by substantially all of the Company’s assets, including its intellectual property and by a pledge all of the Company’s equity interests in its U.S. subsidiaries and 65% of the Company’s equity interests in its non-U.S. subsidiaries that are directly owned by the Company. The Company is obligated to maintain in deposit accounts held at the lender the lesser of (i) \$90.0 million or (ii) all of its non-operating cash and allow the Company to maintain cash or cash equivalents in excess of that amount with other financial institutions.

7. Stock-Based Compensation

Total stock-based compensation recognized, before taxes, are as follows (in thousands):

	Three Months Ended March 31,	
	2024	2023
Cost of sales	\$ 1,312	\$ 461
Research and development	1,212	887
Sales, general and administrative	4,579	2,789
Stock-based compensation capitalized in inventory	(847)	(413)
Total stock-based compensation	\$ 6,256	\$ 3,724

Stock Options

The Company had 6.8 million shares available for grant as of March 31, 2024 under the 2021 Equity Incentive Award Plan or 2021 Plan.

A summary of the Company's stock option activity and related information are as follows (options in thousands):

	Three Months Ended March 31, 2024	
	Number of Shares	Weighted-Average Exercise Price
Outstanding, beginning of period	5,215	\$ 9.42
Granted	155	47.20
Exercised	(354)	7.30
Forfeited	(133)	20.46
Outstanding, end of period	4,883	10.47
Vested and expected to vest	4,883	10.47
Exercisable	3,917	6.97

As of March 31, 2024 and December 31, 2023, the aggregate pre-tax intrinsic value of options outstanding and exercisable was \$168.3 million and \$144.0 million, respectively, and the aggregate pre-tax intrinsic value of options outstanding were \$190.2 million and \$169.5 million, respectively. The aggregate pre-tax intrinsic value of options exercised was \$14.5 million and \$2.3 million during the three months ended March 31, 2024 and 2023, respectively.

As of March 31, 2024, there was a total of \$12.2 million of unrecognized stock-based compensation expense related to stock options.

The fair value of the options granted to employees or directors was estimated as of the grant date using the Black-Scholes model assuming the weighted-average assumptions listed in the following table:

	Three Months Ended March 31,	
	2024	2023
Expected life (years)	6.0	6.0
Expected volatility	57 %	57 %
Risk-free interest rate	4.1 %	4.0 %
Expected dividend rate	— %	— %
Weighted-average fair value	\$ 26.98	\$ 21.18

Restricted Stock Units

A summary of the Company's restricted stock unit, or RSU, activity and related information are as follows (RSUs in thousands):

	Three Months Ended March 31, 2024	
	Number of Shares	Weighted-Average Fair Value
Outstanding, beginning of period	1,565	\$ 36.27
Awarded	818	48.12
Forfeited	(119)	37.26
Vested	(267)	36.15
Outstanding, end of period	1,997	41.09

As of March 31, 2024, there was a total of \$76.7 million of unrecognized stock-based compensation expense related to RSUs.

Performance Stock Units

The 2021 Plan provides for issuance of performance stock units or PSUs. PSUs granted are contingent upon the achievement of predetermined market, performance, and service conditions. PSUs are awarded to executives of the Company and generally time vest over two and three years. Vesting is also generally contingent upon achievement of applicable performance metrics. PSU expense is recognized over the requisite service period.

During the period ended March 31, 2024, the Company awarded approximately 61,000 PSU shares with both a performance and service condition. A certain performance condition will be defined at a later date. Per ASC 718 – Compensation, Stock Compensation, these grants have not met the definition of having a grant date, and therefore, no expense has been recognized for these PSUs. Expense will be recognized when the performance condition becomes defined.

During the period ended March 31, 2024, the Company awarded approximately 20,000 PSU shares with both a market and service condition. Unrecognized compensation expense for the period then ended was not material.

No PSU awards were forfeited or released during the period ending March 31, 2024.

Employee Stock Purchase Plan

During the period ended March 31, 2024, there were no stock purchases made under the Employee Stock Purchase Plan or ESPP. As of March 31, 2024, there was approximately \$0.3 million of unrecognized cost related to the ESPP. This cost is expected to be recognized over a weighted average period of 0.2 years. As of March 31, 2024, a total of 1.6 million shares were available for issuance under the ESPP.

8. Net Loss Per Share

Net loss per share was determined as follows (in thousands, except per share amounts):

	Three Months Ended March 31,	
	2024	2023
Net loss	\$ (25,957)	\$ (28,484)
Weighted-average common stock outstanding	51,011	45,066
Net loss per share, basic and diluted	\$ (0.51)	\$ (0.63)

The following potentially dilutive securities outstanding have been excluded from the computations of weighted-average shares outstanding because such securities have an antidilutive impact due to losses reported (in common stock equivalent shares, in thousands):

	March 31,	
	2024	2023
Stock options	4,883	5,626
Restricted and performance stock units	2,078	1,371
Employee stock purchase plan	87	100
Total	<u>7,048</u>	<u>7,097</u>

9. Revenue

The following table presents revenue disaggregated by type and geography (in thousands):

	Three Months Ended March 31,	
	2024	2023
U.S.		
System sales and rentals	\$ 14,236	\$ 8,770
Handpieces and other consumables	23,618	11,770
Service	2,347	1,235
Total U.S. revenue	<u>40,201</u>	<u>21,775</u>
Outside of U.S.		
System sales and rentals	1,740	1,469
Handpieces and other consumables	2,343	906
Service	255	254
Total outside of U.S. revenue	<u>4,338</u>	<u>2,629</u>
Total revenue	<u>\$ 44,539</u>	<u>\$ 24,404</u>

10. Segment, Geographical, and Customer Concentration

The Company operates as a single operating segment. The Company's chief operating decision maker, its Chief Executive Officer, reviews financial information on an aggregate basis for the purposes of allocating resources and evaluating financial performance. The Company's assets are primarily based in the United States.

No customers accounted for more than 10% of revenue during the three months ended March 31, 2024 and 2023.

No customer accounted for more than 10% of accounts receivable at March 31, 2024 and December 31, 2023.

The following table presents revenue by significant geographical locations for the periods indicated:

	Three Months Ended March 31,	
	2024	2023
United States	90 %	89 %
Outside the United States	10 %	11 %

11. Commitments and Contingencies

Guarantees and Indemnifications

In the normal course of business, the Company enters into agreements that contain a variety of representations and provide for general indemnification. The Company's exposure under these agreements is unknown because it involves claims that may be made against the Company in the future. To date, the Company has not paid any material claims or been required to defend any action related to its indemnification obligations. As of March 31, 2024 and December 31, 2023, the Company does not have any material indemnification claims that were probable or reasonably possible and consequently has not recorded related liabilities.

Facility Lease

In December 2021, the Company entered into a lease for two existing buildings, comprising approximately 158,221 square feet of space, located in San Jose, California. The lease commenced in July 2022, and will continue for 122 months following thereafter, with two five year options to extend the term of the lease.

Rent expense recognized under the lease, including additional rent charges for utilities, parking, maintenance, and real estate taxes, was \$1.6 million and \$2.0 million for the three months ended March 31, 2024 and 2023.

Future minimum annual operating lease and debt repayments are as follows (in thousands):

As of March 31, 2024	Minimum Lease Payments	Debt Repayments	Total
2024	\$ 3,129	\$ —	\$ 3,129
2025	4,297	4,333	8,630
2026	4,426	26,000	30,426
2027	4,808	21,667	26,475
2028	4,952	—	4,952
Thereafter	22,297	—	22,297
Total minimum payments	43,909	52,000	95,909
Less: amount representing interest/unamortized debt discount	(13,893)	(629)	(14,522)
Present value of future payments	30,016	51,371	81,387
Less: current portion	(1,701)	—	(1,701)
Non-current portion	\$ 28,315	\$ 51,371	\$ 79,686

As of March 31, 2024 and December 31, 2023, the Company's security deposit is in the form of, and recorded as, restricted cash.

12. Defined Contribution Plan

The Company has a defined contribution retirement savings plan under Section 401(k) of the Internal Revenue Code. This plan allows eligible employees to defer a portion of their annual compensation on a pre-tax basis. Employer contributions were \$0.7 million and \$0.5 million for the three months ended March 31, 2024 and 2023.

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 together with our financial statements and related notes included elsewhere in this report. In addition to historical financial information, the following discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results and timing of selected events may differ materially from those anticipated in these forward-looking statements as a result of many factors, including those discussed in the section titled "Risk Factors" and elsewhere in this report. Please also see the section titled "Cautionary Note Regarding Forward-Looking Statements."

Overview

We are a surgical robotics company focused on advancing patient care by developing transformative solutions in urology. We develop, manufacture and sell the AquaBeam Robotic System, an advanced, image-guided, surgical robotic system for use in minimally invasive urologic surgery, with an initial focus on treating benign prostatic hyperplasia, or BPH. BPH is the most common prostate disease and impacts approximately 40 million men in the United States. By 2060, it is expected that the number of men over 65 years old in the United States will double and include a corresponding increase in the number of men with enlarged prostates. The AquaBeam Robotic System employs a single-use disposable handpiece to deliver our proprietary Aquablation therapy, which combines real-time, multi-dimensional imaging, personalized treatment planning, automated robotics and heat-free waterjet ablation for targeted and rapid removal of prostate tissue. We believe that Aquablation therapy represents a paradigm shift in the surgical treatment of BPH by addressing compromises associated with alternative surgical interventions. We designed Aquablation therapy to deliver effective, safe and durable outcomes for males suffering from lower urinary tract symptoms, or LUTS, due to BPH that are independent of prostate size and shape. We have developed a significant and growing body of clinical evidence, which includes approximately 150 peer-reviewed publications, supporting the benefits and clinical advantages of Aquablation therapy. As of March 31, 2024, we had an install base of 462 AquaBeam Robotic Systems globally, including 354 in the United States.

Our U.S. pivotal trial, the WATER study, is the only FDA pivotal study randomized against transurethral resection of prostate, or TURP, which is the historical standard of care for the surgical treatment of BPH. In this study, Aquablation therapy demonstrated superior safety and non-inferior efficacy compared to TURP across prostate sizes between 30 ml and 80 ml, and superior efficacy in a subset of patients with prostates larger than 50 ml. We have established strong relationships with key opinion leaders, or KOLs, within the urology community and collaborated with key urological societies in global markets. This support has been instrumental in facilitating broader acceptance and adoption of Aquablation therapy. As a result of our strong KOL network and our compelling clinical evidence, Aquablation therapy has been added to clinical guidelines of various professional associations, including the American Urological Association.

We manufacture the AquaBeam Robotic System, the handpiece, integrated scope and other accessories at our facility in San Jose, California. This includes supporting the supply chain distribution and logistics of the various components. Components, sub-assemblies and services required to manufacture our products are purchased from numerous global suppliers. Each AquaBeam Robotic System is shipped to our customers with a third-party manufactured ultrasound system and probe. We utilize a well-known third-party logistics provider located in the United States and the Netherlands to ship our products to our customers globally.

We generated revenue of \$44.5 million and incurred a net loss of \$26.0 million for the three months ended March 31, 2024, compared to revenue of \$24.4 million and a net loss of \$28.5 million for the three months ended March 31, 2023. As of March 31, 2024, we had cash and cash equivalents of \$225.6 million and an accumulated deficit of \$480.5 million.

Factors Affecting Our Performance

We believe there are several important factors that have impacted and that we expect will impact our operating performance and results of operations for the foreseeable future. While these factors may present significant

opportunities for us, they also pose significant risks and challenges that we must address. See the section titled “Risk Factors” for more information. These factors include:

- *Grow our install base of AquaBeam Robotic Systems:* As of March 31, 2024, we had an install base of 462 AquaBeam Robotic Systems globally, including 354 in the United States. In the United States, we are initially focused on driving adoption of Aquablation therapy among urologists that perform hospital-based resective BPH surgery. We are initially targeting 860 high-volume hospitals that we estimate perform, on average, more than 200 resective procedures annually and account for approximately 70% of all hospital-based resective procedures. Additionally, there are approximately 1,840 additional U.S. hospitals that perform the remaining 30% of resective BPH procedures that we are targeting. To penetrate these hospitals, we expect to continue to increase our direct team of capital sales representatives, who are focused on driving system placement within hospitals by engaging with key surgeons and decision makers to educate them about the compelling value proposition of Aquablation therapy. As we increase our install base of AquaBeam Robotic systems we expect our revenue to increase as a result of the system sale and resulting utilization.
- *Increase system utilization:* Our revenue is significantly impacted by the utilization of our AquaBeam robotic system. Once we place a system within a hospital our objective is to establish Aquablation therapy as the surgical treatment of choice for BPH. Within each hospital we are initially focused on targeting urologists who perform medium-to-high volumes of resective procedures and converting their resective cases to Aquablation therapy. To accomplish this, we will continue expanding our team of highly trained Aquablation representatives and clinical specialists who are focused on driving system utilization within the hospital, providing education and training support and ensuring excellent user experiences. As urologists gain experience with Aquablation therapy we expect to leverage their experiences to capture more surgical volumes and establish Aquablation therapy as the surgical standard of care.
- *Reimbursement and coverage decisions by third-party payors.* Healthcare providers in the United States generally rely on third-party payors, principally federal Medicare, state Medicaid and private health insurance plans, to cover all or part of the cost of procedures using our AquaBeam Robotic System. The revenue we are able to generate from sales of our products depends in large part on the availability of sufficient reimbursement from such payors. Effective in 2021, all local MACs, representing 100% of eligible Medicare patients, issued final positive local coverage determinations to provide Medicare beneficiaries with access to Aquablation therapy in all 50 states. We believe that these favorable coverage decisions have been a catalyst for hospital adoption of our AquaBeam Robotic System. We believe our strong body of clinical evidence and support from key societies, supplemented by the momentum from Medicare coverage, have led to favorable coverage decisions from many large commercial payors. We plan to leverage these recent successes in our active discussions with commercial payors to establish additional positive national and regional coverage policies. Outside of the United States, we have ongoing efforts in key markets to expand established coverage and further improve patient access to Aquablation therapy.
- *Cost of sales.* The results of our operations will depend, in part, on our ability to increase our gross margins by more effectively managing our costs to produce our AquaBeam Robotic System and single-use disposable handpieces, and to scale our manufacturing operations efficiently. We anticipate that as we expand our sales and marketing efforts and drive further sales growth, our purchasing costs on a per unit basis may decrease, and in turn improve our gross margin. As our commercial operations continue to grow, we expect to continue to realize operating leverage through increased scale efficiencies.
- *Investment in research and development to drive continuous improvements and innovation.* We are currently developing additional and next generation technologies to support and improve Aquablation therapy to further satisfy the evolving needs of surgeons and their patients as well as to further enhance the usability and scalability of the AquaBeam Robotic System. We also plan to leverage our treatment data and software development capabilities to integrate artificial intelligence and machine learning to enable computer-assisted anatomy recognition and improved treatment planning and personalization. Our future growth is dependent on these continuous improvements which require significant resources and investment.

Components of Our Results of Operations

Revenue

We generate our revenue primarily from recurring revenue associated with sales of our single-use disposable handpieces that are used during each surgery performed with our system. Additionally, there is a non-recurring portion of our business, which includes sales of our AquaBeam Robotic System. Other revenue is derived from service and repair, other consumables, and extended service contracts with new and existing customers. We expect our revenue to increase in absolute dollars for the foreseeable future as we continue to focus on driving adoption of Aquablation therapy, and increased system utilization, though it may fluctuate from quarter to quarter.

The following table presents revenue by significant geographical locations for the periods indicated:

	Three Months Ended March 31,	
	2024	2023
United States	90 %	89 %
Outside the United States	10 %	11 %

We expect that both our U.S. and international revenue will increase in the near term as we continue to expand the install base of AquaBeam Robotic Systems and increase the units sold of our single-use disposable handpieces. We expect our increase in revenue in absolute dollars to be larger in the United States.

Cost of Sales and Gross Margin

Cost of sales consists primarily of manufacturing overhead costs, material costs, warranty and service costs, direct labor, scrap and other direct costs such as shipping costs. A significant portion of our cost of sales currently consists of manufacturing overhead costs. These overhead costs include compensation for personnel, including stock-based compensation, facilities, equipment and operations supervision, quality assurance and material procurement. We expect our cost of sales to increase in absolute dollars for the foreseeable future primarily as, and to the extent, our revenue grows, or we make additional investments in our manufacturing capabilities, though it may fluctuate from period to period.

We calculate gross margin percentage as gross profit divided by revenue. Our gross margin has been and will continue to be affected by a variety of factors, primarily, product and geographic mix and the resulting average selling prices, production volumes, manufacturing costs and product yields, and to a lesser extent the implementation of cost reduction strategies. We expect our gross margin to increase over the long term as our production volume increases and as we spread the fixed portion of our manufacturing overhead costs over a larger number of units produced, thereby significantly reducing our per unit manufacturing costs, though it may fluctuate from quarter to quarter. Our gross margins can fluctuate due to geographic mix. To the extent we sell more systems and handpieces in the United States, we expect our margins will increase due to the higher average selling prices as compared to sales outside of the United States.

Operating Expenses

Research and Development

Research and development, or R&D, expenses consist primarily of engineering, product development, regulatory affairs, consulting services, materials, depreciation and other costs associated with products and technologies being developed. These expenses include employee and non-employee compensation, including stock-based compensation, supplies, materials, quality assurance expenses, consulting, related travel expenses and facilities expenses. We expect our R&D expenses to increase in absolute dollars for the foreseeable future as we make strategic investments in R&D, continue to develop, enhance and commercialize new products and technologies, though it may fluctuate from quarter to quarter. However, over time, we expect our R&D expenses to decrease as a percentage of revenue.

Selling, General and Administrative

Selling, general and administrative, or SG&A, expenses consist primarily of compensation for personnel, including stock-based compensation, related to selling, marketing, clinical affairs, professional education, finance, information technology, and human resource functions. SG&A expenses also include commissions, training, travel expenses, promotional activities, conferences, trade shows, professional services fees, audit fees, legal fees, insurance costs and general corporate expenses including allocated facilities-related expenses. Clinical study expenses include trial design, site reimbursement, data management and travel expenses. We expect our SG&A expenses to increase in absolute dollars for the foreseeable future as we expand our commercial infrastructure in order for us to execute on our long-term growth plan, though it may fluctuate from quarter to quarter. However, over time, we expect our SG&A expenses to decrease as a percentage of revenue.

Interest and Other Income, Net

Interest Expense

Interest expense consists primarily of interest expense from our long-term debt.

Interest and Other Income, Net

Interest and other income, net, consists primarily of interest income from our cash and cash equivalents balances, and fair value adjustments from our loan facility derivative liability.

Results of Operations

The following tables show our results of operations for the periods indicated:

	Three Months Ended March 31,		Change	
	2024	2023	\$	%
	(in thousands, except percentages)			
Revenue	\$ 44,539	\$ 24,404	\$ 20,135	83 %
Cost of sales	19,505	11,913	7,592	64
Gross profit	25,034	12,491	12,543	100
Gross margin	56 %	51 %		
Operating expenses:				
Research and development	13,084	10,737	2,347	22
Selling, general and administrative	39,599	30,131	9,468	31
Total operating expenses	52,683	40,868	11,815	29
Loss from operations	(27,649)	(28,377)	728	3
Interest expense	(1,045)	(886)	(159)	(18)
Interest and other income, net	2,737	779	1,958	251
Net loss	\$ (25,957)	\$ (28,484)	\$ 2,527	9

Comparison of Three Months Ended March 31, 2024 and 2023

Revenue

	Three Months Ended March 31,		Change	
	2024	2023	\$	%
	(in thousands, except percentages)			
System sales and rentals	\$ 15,976	\$ 10,239	\$ 5,737	56 %
Handpieces and other consumables	25,961	12,676	13,285	105
Service	2,602	1,489	1,113	75
Total revenue	\$ 44,539	\$ 24,404	\$ 20,135	83

Revenue increased \$20.1 million, or 83%, to \$44.5 million during the three months ended March 31, 2024, compared to \$24.4 million during the three months ended March 31, 2023. The growth in revenue was primarily attributable to an increase of \$18.4 million in revenue derived from the United States. The increase was due to higher sales volumes of system sales, handpieces, other consumables, and service contracts.

Cost of Sales and Gross Margin

Cost of sales increased \$7.6 million, or 64%, to \$19.5 million during the three months ended March 31, 2024, compared to \$11.9 million during the three months ended March 31, 2023. The increase in cost of sales was primarily attributable to the growth in the number of units sold.

Gross margin increased to 56% during the three months ended March 31, 2024, compared to 51% for the three months ended March 31, 2023. The increase in gross margin was primarily attributable to the growth in unit sales,

which allowed us to spread the fixed portion of our manufacturing overhead costs over more production units, and to a lesser extent, an increase in average selling prices on both our system sales and handpieces.

Research and Development Expenses

R&D expenses increased \$2.3 million, or 22%, to \$13.1 million during the three months ended March 31, 2024, compared to \$10.7 million during the three months ended March 31, 2023. The increase in R&D expenses was primarily due to employee-related expenses of our R&D organization such as salaries and wages, along with an increase in consultant expenses and tooling. These expenses support ongoing product improvements and the development of additional and next generation technologies.

Selling, General and Administrative Expenses

SG&A expenses increased \$9.5 million, or 31%, to \$39.6 million during the three months ended March 31, 2024, compared to \$30.1 million during the three months ended March 31, 2023. The increase in SG&A expenses was primarily due to employee-related expenses of our sales and marketing organization such as salaries and wages and stock-based compensation expense, primarily to expand the commercial organization, and employee-related expenses of our administrative organization such as salaries and wages and stock-based compensation expense, to drive and support our growth in revenue.

Interest Expense

Interest expense increased 0.2 million, or 18% to \$1.0 million during the three months ended March 31, 2024, compared to \$0.9 million during the three months ended March 31, 2023. The increase in interest expense was primarily due to an increase in the interest rate as compared to the prior period.

Interest and Other Income, Net

Interest and other income, net, increased \$2.0 million for the three months ended March 31, 2024. The increase was primarily due to an increase in interest income, which was due to our increase cash balance with increases in interest rates.

Liquidity and Capital Resources

Overview

As of March 31, 2024, we had cash and cash equivalents of \$225.6 million, an accumulated deficit of \$480.5 million, and \$52.0 million outstanding on our loan facility. We expect our expenses will increase for the foreseeable future, in particular as we continue to make substantial investments in sales and marketing, operations and research and development. Moreover, we expect to incur additional expenses as a result of operating as a public company, including legal, accounting, insurance, compliance with the rules and regulations of the SEC and those of any stock exchange on which our securities are traded, investor relations, and other administrative and professional services expenses. Our future funding requirements will depend on many factors, including:

- the degree and rate of market acceptance of our products and Aquablation therapy;
- the scope and timing of investment in our sales force and expansion of our commercial organization;
- the scope, rate of progress and cost of our current or future clinical trials and registries;
- the cost of our research and development activities;
- the cost and timing of additional regulatory clearances or approvals;
- the costs associated with any product recall that may occur;
- the costs associated with a regulatory or government action or other litigation;

- the costs associated with the manufacturing of our products at increased production levels;
- the costs of attaining, defending and enforcing our intellectual property rights;
- whether we acquire third-party companies, products or technologies;
- the terms and timing of any other collaborative, licensing and other arrangements that we may establish;
- the emergence of competing technologies or other adverse market developments; and
- the rate at which we expand internationally.

Based on our operating plan, we currently believe that our existing cash and cash equivalents and anticipated revenue will be sufficient to meet our capital requirements and fund our operations through at least the next twelve months from the issuance date of the financial statements included in the Quarterly Report on Form 10-Q. We have based this estimate on assumptions that may prove to be wrong, and we may need to utilize additional available capital resources. If these sources are insufficient to satisfy our liquidity requirements, we may seek to sell additional equity or debt securities or obtain an additional credit facility. We may also consider raising additional capital to expand our business, to pursue strategic investments, to take advantage of financing opportunities or for other reasons. The sale of equity and convertible debt securities may result in dilution to our stockholders and, in the case of preferred equity securities or convertible debt, those securities could provide for rights, preferences or privileges senior to those of our common stock. Debt financing, if available, may involve financial covenants or covenants restricting our operations or our ability to incur additional debt. Any debt financing or additional equity that we raise may contain terms that are not favorable to us or our stockholders. Additional financing may not be available at all, or in amounts or on terms unacceptable to us. If we are unable to obtain additional financing, we may be required to delay the development, commercialization and marketing of our products. Additionally, we maintain cash balances with financial institutions in excess of insured limits.

Indebtedness

In October 2022, we entered into a loan and security agreement with Canadian Imperial Bank of Commerce. The agreement provides for a senior secured term loan facility in the aggregate principal amount of \$52.0 million, which was borrowed in full. Proceeds from the term loan facility were used to repay and terminate our previous loan facility, and to pay transaction fees, and related expenses.

The term loan facility is scheduled to mature on October 6, 2027, the fifth anniversary of the closing date (the "Maturity Date"). The loan and security agreement provides for interest-only payments on the term loan facility for the first thirty-six months following the closing date (the "Initial Interest-Only Period"). The Initial Interest-Only Period will be extended to an additional twelve months if we achieve either (i) \$200.0 million or greater in revenue in any twelve-month period or (ii) \$0 or greater in EBITDA (as defined in the loan and security agreement) in any six-month period. Thereafter, amortization payments on the loan facility will be payable monthly until the Maturity Date in monthly installments equal to 20% of the then outstanding principal amount of the loan facility divided by 12 plus any accrued and unpaid interest. We have the option to prepay the loan facility without any prepayment charge or fee.

The loan borrowed under the loan facility bears interest at an annual rate equal to the secured overnight financing rate ("SOFR") (calculated based on an adjustment of 0.10%, 0.15% and 0.25%, respectively, for one-month, three-month or six-month term SOFR as of a specified date, subject to a floor of 1.5%) plus an applicable margin of 2.25%.

The obligations under the loan and security agreement are secured by substantially all of our assets, including its intellectual property and by a pledge all of our equity interests in its U.S. subsidiaries and 65% of our equity interests in its non-U.S. subsidiaries that are directly owned by us. We are obligated to maintain in deposit accounts held at the lender equal to at least the lesser of (i) \$90.0 million or (ii) all of our non-operating cash and allow us to maintain cash or cash equivalents in excess of that amount with other financial institutions.

The loan and security agreement contains certain customary representations and warranties, affirmative and negative covenants, and events of default. Under the loan and security agreement, if we maintain less than \$100.0 million in available cash, then we are required to meet either one of two financial covenants: a minimum unrestricted cash covenant or a minimum revenue and growth covenant. The minimum unrestricted cash covenant requires that we to maintain cash reserve not less than the greater of (i) \$20.0 million, (ii) the absolute value of EBITDA losses (if any) for the most recent consecutive four-month period then ended or (iii) the aggregate outstanding principal amount of \$52.0 million. The minimum revenue and growth covenant requires our revenue, for the consecutive twelve-month period as of each measurement date, of not less than \$50.0 million and of at least 115% as of the last day of the consecutive twelve-month period of the immediately preceding year. If we maintain at least \$100.0 million in available cash, then we are not required to meet such financial covenants.

Cash Flows

The following table summarizes our cash flows for the periods presented:

	Three Months Ended March 31,	
	2024	2023
	(in thousands)	
Net cash (used in) provided by:		
Operating activities	\$ (32,286)	\$ (35,928)
Investing activities	(1,946)	(5,339)
Financing activities	2,586	380
Net decrease in cash, cash equivalents and restricted cash	<u>\$ (31,646)</u>	<u>\$ (40,887)</u>

Net Cash Used in Operating Activities

During the three months ended March 31, 2024, net cash used in operating activities was \$32.3 million, consisting primarily of a net loss of \$26.0 million and an increase in net operating assets of \$13.7 million, partially offset by non-cash charges of \$7.4 million. The cash used in operations was primarily due to our net loss due to the increase in operating expenses to support our commercialization and development activities. The expansion of our commercialization activities resulted in an increase in accounts receivable, inventory, and prepaid expenses and other current assets, partially offset by a decrease in accounts payable, due to timing of payments, and reimbursements for leasehold improvements made related to our San Jose, California corporate headquarters. Non-cash charges consisted primarily of stock-based compensation, non-cash lease expense, and depreciation.

During the three months ended March 31, 2023, net cash used in operating activities was \$35.9 million, consisting primarily of a net loss of \$28.5 million and an increase in net operating assets of \$12.7 million, partially offset by non-cash charges of \$5.3 million. The cash used in operations was primarily due to our net loss due to the increase in operating expenses to support our commercialization and development activities. The expansion of our commercialization resulted in an increase in accounts receivable, inventory, and accounts payable, partially offset by a decrease in accrued compensation, due to timing of payments, and reimbursements for leasehold improvements made related to our San Jose, California corporate headquarters. Non-cash charges consisted primarily of stock-based compensation, non-cash lease expense and depreciation.

Net Cash Used in by Investing Activities

During the three months ended March 31, 2024, net cash used in investing activities was \$1.9 million, consisting of purchases of property and equipment. During the three months ended March 31, 2023, net cash used in investing activities was \$5.3 million, consisting of purchases of property and equipment.

Net Cash Provided by Financing Activities

During the three months ended March 31, 2024, net cash provided by financing activities was \$2.6 million, consisting of proceeds from exercises of stock options. During the three months ended March 31, 2023, net cash provided by financing activities was \$0.4 million, consisting of proceeds from exercises of stock options.

Contractual Commitments and Contingencies

The information included in Note 11 to the condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q is incorporated herein by reference.

Off-Balance Sheet Arrangements

We did not have during the periods presented, and we do not currently have any off-balance sheet arrangements, such as structured finance, special purpose entities or variable interest entities.

Critical Accounting Policies and Estimates

Management's discussion and analysis of our financial condition and results of operations is based on our financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and assumptions for the reported amounts of assets, liabilities, revenue, expenses and related disclosures. Our estimates are based on our historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions and any such differences may be material.

The significant accounting policies and estimates used in preparation of the unaudited condensed consolidated financial statements are described in our audited consolidated financial statements as of and for the year ended December 31, 2023, and the notes thereto, which are included in our Annual Report on Form 10-K dated February 28, 2024, or Annual Report, and in "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report. There have been no material changes to our significant accounting policies during the three months ended March 31, 2024.

Recent Accounting Pronouncements

The information included in Note 2 to the condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q is incorporated herein by reference.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

Cash and cash equivalents of \$225.6 million as of March 31, 2024, consisted of securities carried at quoted market prices with an original maturity of three months or less and therefore there is minimal risk associated with fluctuating interest rates. We do not currently use or plan to use financial derivatives in our investment portfolio.

In addition, as described above under the subsection titled "Indebtedness," amounts outstanding under our loan facility bears interest at an annual rate equal to the secured overnight financing rate ("SOFR") (calculated based on an adjustment of .10%, .15% and .25%, respectively, for one-month, three-month or six-month term SOFR as of a specified date, subject to a floor of 1.5%) plus an applicable margin of 2.25%. As a result, we are exposed to risks from changes in interest rates. We do not believe that a hypothetical 100 basis point increase or decrease in interest rates or 30-day SOFR would have had a material impact on our financial statements included elsewhere in this Quarterly Report on Form 10-Q.

Credit Risk

We maintain our cash and cash equivalents with financial institutions in the United States, and our current deposits are in excess of insured limits. We have reviewed the financial statements of these institutions and believe they have sufficient assets and liquidity to conduct its operations in the ordinary course of business with little or no credit risk to us.

Our accounts receivable primarily relate to revenue from the sale or rental of our products. No customer accounted for greater than 10% of accounts receivable at March 31, 2024 and December 31, 2023. We believe that credit risk in our accounts receivable is mitigated by our credit evaluation process, relatively short collection terms and diversity of our customer base.

Foreign Currency Risk

A portion of our net sales and expenses are denominated in foreign currencies, most notably the Euro. Future fluctuations in the value of the U.S. Dollar may affect the price competitiveness of our products outside the United States. For direct sales outside the United States, we sell in both U.S. Dollars and local currencies, which could expose us to additional foreign currency risks, including changes in currency exchange rates. Our operating expenses in countries outside the United States, are payable in foreign currencies and therefore expose us to currency risk. We do not believe that a hypothetical 10% increase or decrease in the relative value of the U.S. dollar to other currencies would have had a material impact on our financial statements included elsewhere in this Quarterly Report on Form 10-Q.

We do not currently maintain a program to hedge exposures to non-U.S. dollar currencies.

Effects of Inflation

Inflation generally affects us by increasing our cost of labor and research and development contract costs. We do not believe that inflation had a material effect on our financial statements included elsewhere in this Quarterly Report on Form 10-Q.

Item 4. Controls and Procedures***Evaluation of Disclosure Controls and Procedures***

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on that evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that, as of March 31, 2024, our disclosure controls and procedures were effective at the reasonable assurance level.

Limitations on Effectiveness of Disclosure Controls and Procedures

In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended March 31, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II
OTHER INFORMATION

Item 1. Legal Proceeding

We are not subject to any material legal proceedings.

Item 1A. Risk Factors

Our business, financial condition and operating results are affected by a number of factors, whether currently known or unknown, including risks specific to us or the healthcare industry as well as risks that affect businesses in general. In addition to the information set forth in this Quarterly Report on Form 10-Q, you should consider carefully the factors discussed in Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the SEC on February 28, 2024. The risks and uncertainties disclosed in such Annual Report and in this Quarterly Report could materially adversely affect our business, financial condition, cash flows or results of operations and thus our stock price. During the three months ended March 31, 2024, there were no material changes to our previously disclosed risk factors. Besides risk factors disclosed in the Annual Report and this Quarterly Report, additional risks and uncertainties not currently known or we currently deem to be immaterial may also materially adversely affect our business, financial condition or results of operations.

These risk factors may be important to understanding other statements in this Quarterly Report and should be read in conjunction with the unaudited condensed consolidated financial statements and related notes in Part I, Item 1, "Financial Statements" and Part I, Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Quarterly Report. Because of such risk factors, as well as other factors affecting our financial condition and operating results, past financial performance should not be considered to be a reliable indicator of future performance, and investors should not use historical trends to anticipate results or trends in future periods.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

On February 29, 2024, Frederic Moll, M.D., the Chair of the Company's Board of Directors, terminated a pre-arranged written stock sale plan in accordance with Rule 10b5-1 (the "Moll 10b5-1 Plan") under the Exchange Act, for the sale of shares of the Company's common stock. The Moll 10b5-1 Plan was terminated during an open trading window in accordance with the Company's policies regarding transactions in the Company's securities and is intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act. The Moll 10b5-1 Plan provided for the potential sale of up to 237,000 shares of the Company's common stock, so long as the market price of the Company's common stock was higher than certain minimum threshold prices specified in the Moll 10b5-1 Plan. The Moll 10b5-1 Plan was to expire on December 31, 2024, or on such earlier date on which all of the trades thereunder had been executed.

Item 6. Exhibits

The following exhibits are filed or furnished as a part of, or incorporated by reference into, this Quarterly Report on Form 10-Q.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
3.1	Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed on September 21, 2021)
3.2	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the registrant's Current Report on Form 8-K filed on September 21, 2021)
10.1*	Non-Employee Director Compensation Program
10.2*	Form of Performance Stock Unit Agreement under the 2021 Equity Incentive Plan
31.1*	Certification of 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 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**	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of 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 its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104*	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith.

** Furnished herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: May 2, 2024

PROCEPT BIROBOTICS CORPORATION
(Registrant)

/s/ Reza Zadno

Reza Zadno, Ph.D.
President and Chief Executive Officer
(principal executive officer)

/s/ Kevin Waters

Kevin Waters
EVP, Chief Financial Officer
(principal financial and accounting officer)

PROCEPT BIROBOTICS CORPORATION
NON-EMPLOYEE DIRECTOR COMPENSATION PROGRAM
(as amended and restated effective as of June 15, 2023)

Eligible Directors (as defined below) on the board of directors (the “*Board*”) of PROCEPT BioRobotics Corporation (the “*Company*”) shall be eligible to receive cash and equity compensation as set forth in this Non-Employee Director Compensation Program (this “*Program*”). The cash and equity compensation described in this Program shall be paid or be made, as applicable, automatically as set forth herein and without further action of the Board, to each member of the Board who is not an employee of the Company or any of its parents or subsidiaries other than a person who is determined by the Board to not be eligible to receive compensation under this Program (each, an “*Eligible Director*”), who may be eligible to receive such cash or equity compensation, unless such Eligible Director declines the receipt of such cash or equity compensation by written notice to the Company.

This Program, as amended and restated, is effective as of June 15, 2023 (the “*Effective Date*”) and shall remain in effect until it is revised or rescinded by further action of the Board. This Program may be amended, modified or terminated by the Board at any time in its sole discretion. No Eligible Director shall have any rights hereunder, except with respect to equity awards granted pursuant to Section 2 of this Program.

1. Cash Compensation.

a. Annual Retainers. Each Eligible Director shall be eligible to receive an annual cash retainer of \$45,000 for service on the Board.

b. Additional Annual Retainers. An Eligible Director shall be eligible to receive the following additional annual retainers, as applicable:

(i) Non-Employee Chairperson of the Board or Lead Independent Director. An Eligible Director serving as Chairperson of the Board or Lead Independent Director shall be eligible to receive an additional annual retainer of \$45,000 for such service.

(ii) Audit Committee. An Eligible Director serving as Chairperson of the Audit Committee shall be eligible to receive an additional annual retainer of \$20,000 for such service. An Eligible Director serving as a member of the Audit Committee (other than the Chairperson) shall be eligible to receive an additional annual retainer of \$10,000 for such service.

(iii) Compensation Committee. An Eligible Director serving as Chairperson of the Compensation Committee shall be eligible to receive an additional annual retainer of \$15,000 for such service. An Eligible Director serving as a member of the Compensation Committee (other than the Chairperson) shall be eligible to receive an additional annual retainer of \$7,500 for such service.

(iv) Nominating and Corporate Governance Committee. An Eligible Director serving as Chairperson of the Nominating and Corporate Governance Committee shall be eligible to receive an additional annual retainer of \$10,000 for such service. An Eligible Director serving as a member of the Nominating and Corporate Governance Committee (other than the Chairperson) shall be eligible to receive an additional annual retainer of \$5,000 for such service.

c. Payment of Retainers. The annual cash retainers described in Sections 1(a) and 1(b) shall be earned on a quarterly basis based on a calendar quarter and shall be paid by the Company in arrears not later than 30 days following the end of each calendar quarter. In the event an Eligible Director does not serve as a director, or in the applicable positions described in Section 1(b), for an entire calendar quarter, the retainer paid to such Eligible Director shall be prorated for the portion of such calendar quarter actually served as a director, or in such position, as applicable.

2. Equity Compensation.

a. General. Eligible Directors shall be granted the equity awards described below. The awards described below shall be granted under and shall be subject to the terms and provisions of the Company's 2021 Equity Incentive Plan or any other applicable Company equity incentive plan then-maintained by the Company (such plan, as may be amended from time to time, the "**Equity Plan**") and may be granted subject to the execution and delivery of award agreements, including attached exhibits, in substantially the forms approved by the Board prior to or in connection with such grants. All applicable terms of the Equity Plan apply to this Program as if fully set forth herein, and all grants of equity awards hereby are subject in all respects to the terms of the Equity Plan. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Equity Plan.

b. Initial Awards. Each Eligible Director who is initially elected or appointed to serve on the Board after the Effective Date automatically shall be granted an equity award with a value of approximately \$300,000 (each, an "**Initial Award**"), consisting of (1) an Option (as defined in the Equity Plan) award with a value equivalent to 150,000 (50% of 300,000) and (2) an Restricted Stock Unit (as defined in the Equity Plan) award with a value equivalent to 150,000 (50% of 300,000). Each Initial Award shall be granted on the date on which such Eligible Director is appointed or elected to serve on the Board (the "**Election Date**"), and shall vest in substantially equal installments on each of the first three anniversaries of the applicable grant date, subject to continued service through the applicable vesting date.

c. Annual Awards. An Eligible Director who is serving on the Board as of the date of the annual meeting of the Company's stockholders (the "**Annual Meeting**") each calendar year beginning with calendar year 2022 shall be granted an equity award with a value of approximately \$180,000 (an "**Annual Award**"), together with the Initial Award, the "**Director Award**"), consisting of (1) an Option (as defined in the Equity Plan) award with a value equivalent to 90,000 (50% of 180,000) and (2) a Restricted Stock Unit (as defined in the Equity Plan) award with a value equivalent to 90,000 (50% of 180,000). Each Annual Award shall vest in full on the earlier to occur of (x) the one-year anniversary of the applicable grant date and (y) the date of the next Annual Meeting following the grant date, subject to continued service through the applicable vesting date.

d. Accelerated Vesting Events. Notwithstanding the foregoing, an Eligible Director's Director Award(s) shall vest in full immediately prior to the occurrence of a Non-Transactional Change in Control, to the extent outstanding and unvested at such time, if the Eligible Director will not become, as of immediately following such Non-Transactional Change in Control, a member of the board of the Company or the ultimate parent of the Company.

e. Provisions Applicable to Awards. With respect to any equity award granted under this Program:

- i. The exercise price per Share with respect to an Option shall be equal to the Fair Market Value of a Share on the applicable grant date.
- ii. An Option shall have a maximum term of ten years from the applicable grant date.
- iii. The number of Shares subject to an Option shall be determined by dividing the value of the Option by the product of the multiplication of the ratio of the per share average closing price of the Company's stock in the thirty-days prior to the applicable grant date to the closing price of the Company's stock on the applicable grant date and the per share Black-Scholes valuation as of the applicable grant date, utilizing the same assumptions that the Company uses in preparation of its financial statements.
- iv. The number of Restricted Stock Units shall be determined by dividing the value of the Restricted Stock Units by the average closing price of the Company's stock in the thirty-days prior to the applicable grant date.

3. Compensation Limits. Notwithstanding anything to the contrary in this Program, all compensation payable under this Program will be subject to any limits on the maximum amount of non-employee Director compensation set forth in the Equity Plan, as in effect from time to time.

PROCEPT BIOROBOTICS CORPORATION

2021 EQUITY INCENTIVE AWARD PLAN

PERFORMANCE STOCK UNIT AWARD GRANT NOTICE

PROCEPT BioRobotics Corporation, a Delaware corporation (the “*Company*”), pursuant to its 2021 Equity Incentive Award Plan (as amended from time to time, the “*Plan*”), has granted to the participant listed below (“*Participant*”) an award of performance stock units (“*Performance Stock Units*” or “*PSUs*”) described in this Performance Stock Unit Award Grant Notice (this “*Grant Notice*”). Each vested PSU represents the contingent right to receive, in accordance with the Performance Stock Unit Award Agreement attached hereto as **Exhibit A** and the Performance Conditions attached hereto as **Exhibit B** (together, the “*Agreement*”), up to two shares of the Company’s common stock (each, a “*Share*”). This award of PSUs is subject to the terms and conditions set forth in the Agreement and the Plan, both of which are incorporated into this Grant Notice by reference. Capitalized terms not specifically defined in this Grant Notice or the Agreement have the meanings given to them in the Plan.

Participant:	[To be specified]
Grant Date:	[To be specified]
Vesting Commencement Date:	[To be specified]
Number of PSUs:	[To be specified]
Vesting Schedule and Settlement:	<p>75% of the PSUs shall vest (each, a “<i>Vesting Date</i>”) on the second annual anniversary of the Vesting Commencement Date following the end of the Cumulative Revenue Performance Period (as defined in Exhibit B) and the remaining 25% of the PSUs shall vest on the third annual anniversary of the Vesting Commencement Date following the end of the Relative TSR Performance Period (as defined in Exhibit B) in the event the Participant does not incur a Termination of Service prior to the applicable Vesting Date and subject to the additional terms and conditions set forth in this Agreement.</p> <p>On the Determination Date, the Administrator shall determine the applicable Achievement Factor in accordance with Exhibit B. On each Vesting Date, a number of Shares determined by multiplying the number of PSUs vesting as of such date times the applicable Achievement Factor shall be earned by the Participant.</p> <p>For the avoidance of doubt, in the event the Achievement Factor equals zero, no Shares will be issued in respect of the PSUs tied to such Achievement Factor and all such PSUs shall terminate for no consideration on the Determination Date.</p>

The maximum number of Shares that may be issued in settlement of the PSUs is two times of the number of PSUs listed above.

By accepting (whether in writing, electronically or otherwise) the PSUs, Participant agrees to be bound by the terms of this Grant Notice, the Plan and the Agreement. Participant has reviewed the Plan, this Grant Notice and the Agreement in their entirety, has had an opportunity to obtain the advice of counsel prior to executing this Grant Notice and fully understands all provisions of the Plan, this Grant Notice and the Agreement. Participant hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Administrator upon any questions arising under the Plan, this Grant Notice or the Agreement.

PROCEPT BIOROBOTICS CORPORATION PARTICIPANT

By: _____

Name: _____

[Participant Name]

Title: _____

EXHIBIT A
TO PERFORMANCE STOCK UNIT AWARD GRANT NOTICE
PERFORMANCE STOCK UNIT AWARD AGREEMENT

Capitalized terms not specifically defined in this Performance Stock Unit Award Agreement (this “*Agreement*”) shall have the meanings specified in the Grant Notice or, if not defined in the Grant Notice, in the Plan.

ARTICLE I.
GENERAL

1.1 Award of PSUs. The Company has granted the PSUs to Participant effective as of the Grant Date set forth in the Grant Notice (the “*Grant Date*”). Each PSU represents the right to receive up to two Shares as set forth in this Agreement. Participant will have no right to the distribution of any Shares until the time (if ever) the PSUs have vested.

1.2 Incorporation of Terms of Plan. The PSUs are subject to the terms and conditions set forth in this Agreement and the Plan, which is incorporated herein by reference. In the event of any inconsistency between the Plan and this Agreement, the terms of the Plan will control.

1.3 Unsecured Promise. The PSUs will at all times prior to settlement represent an unsecured Company obligation payable only from the Company’s general assets.

ARTICLE II.
VESTING; FORFEITURE AND SETTLEMENT

2.1 Vesting; Forfeiture. The PSUs will vest according to the vesting schedule in the Grant Notice. In addition, upon Participant’s Termination of Service due to Participant’s death or Disability, in either case, on or after the first anniversary of Participant’s employment or service commencement date, the then-unvested PSUs will vest based on an Achievement Factor of 1. In the event of Participant’s Termination of Service for any other reason, all unvested PSUs will immediately and automatically be terminated for no consideration, except as otherwise determined by the Administrator or provided in a binding written agreement between Participant and the Company.

2.2 Settlement.

(a) The PSUs will be paid in Shares as soon as administratively practicable after the vesting of the applicable PSU, but in no event later than forty-five (45) days following the Vesting Date.

(b) Notwithstanding the foregoing, the Company may delay any payment under this Agreement that the Company reasonably determines would violate Applicable Law until the earliest date the Company reasonably determines the making of the payment will not cause such a violation (in accordance with Treasury Regulation Section 1.409A-2(b)(7)(ii)); provided the Company reasonably believes the delay will not result in the imposition of excise taxes under Section 409A.

ARTICLE III.
TAXATION AND TAX WITHHOLDING

3.1 Representation. Participant represents to the Company that Participant has reviewed with Participant’s own tax advisors the tax consequences of this award of PSUs (the “*Award*”) and the

transactions contemplated by the Grant Notice and this Agreement. Participant is relying solely on such advisors and not on any statements or representations of the Company or any of its agents.

3.2 Tax Withholding.

(a) Subject to Section 3.2(b), payment of the withholding tax obligations with respect to the Award may be made by any of the following, or a combination thereof, as determined by [the Company in its sole discretion / Participant or the Administrator]¹:

(i) Cash or check;

(ii) In whole or in part by delivery of Shares, including Shares delivered by attestation and Shares retained from the Award creating the tax obligation, valued at their Fair Market Value on the date of delivery; or

(iii) In whole or in part by the Company withholding of Shares otherwise vesting or issuable under this Award in satisfaction of any applicable withholding tax obligations.

(b) Unless [the Company / Participant or the Administrator] otherwise determines, and subject to Section 10.17 of the Plan, payment of the withholding tax obligations with respect to the Award shall be by [delivery (including electronically or telephonically to the extent permitted by the Company) of an irrevocable and unconditional undertaking by a broker acceptable to the Company to deliver promptly to the Company sufficient funds to satisfy the applicable tax withholding obligations] / [delivery (including electronically or telephonically to the extent permitted by the Company) by Participant to the Company of a copy of irrevocable and unconditional instructions to a broker acceptable to the Company that Participant has placed a market sell order with such broker with respect to Shares then-issuable upon settlement of the Award, and that the broker has been directed to deliver promptly to the Company funds sufficient to satisfy the applicable tax withholding obligations; provided, that payment of such proceeds is then made to the Company at such time as may be required by the Administrator]².

(c) Subject to Section 9.5 of the Plan, the applicable tax withholding obligation will be determined based on Participant's Applicable Withholding Rate. Participant's "**Applicable Withholding Rate**" shall mean (i) if Participant is subject to Section 16 of the Exchange Act, the greater of (A) the minimum applicable statutory tax withholding rate or (B) with Participant's consent, the maximum individual tax withholding rate permitted under the rules of the applicable taxing authority for tax withholding attributable to the underlying transaction, or (ii) if Participant is not subject to Section 16 of the Exchange Act, the minimum applicable statutory tax withholding rate or such other higher rate approved by the Company; *provided, however*, that (i) in no event shall Participant's Applicable Withholding Rate exceed the maximum individual statutory tax rate in the applicable jurisdiction at the time of such withholding (or such other rate as may be required to avoid the liability classification of the applicable award under generally accepted accounting principles in the United States of America); and (ii) the number of Shares tendered or withheld, if applicable, shall be rounded up to the nearest whole Share sufficient to cover the applicable tax withholding obligation, to the extent rounding up to the nearest whole Share does not result in the liability classification of the PSUs under generally accepted accounting principles.

¹ NTD: "Participant or the Administrator" for Section 16 individuals. "The Company" for non-Section 16 individuals.

² NTD: Use second bracketed language for Section 16 individuals.

(d) Participant acknowledges that Participant is ultimately liable and responsible for all taxes owed in connection with the PSUs, regardless of any action the Company or any Subsidiary takes with respect to any tax withholding obligations that arise in connection with the PSUs. Neither the Company nor any Subsidiary makes any representation or undertaking regarding the treatment of any tax withholding in connection with the awarding, vesting or payment of the PSUs or the subsequent sale of Shares. The Company and its Subsidiaries do not commit and are under no obligation to structure the PSUs to reduce or eliminate Participant's tax liability.

ARTICLE IV. OTHER PROVISIONS

4.1 Adjustments. Participant acknowledges that the PSUs and the Shares subject to the PSUs are subject to adjustment, modification and termination in certain events as provided in this Agreement and the Plan.

4.2 Clawback. The Award and the Shares issuable hereunder shall be subject to any clawback or recoupment policy in effect on the Grant Date or as may be adopted or maintained by the Company following the Grant Date, including the Dodd-Frank Wall Street Reform and Consumer Protection Act and any rules or regulations promulgated thereunder.

4.3 Notices. Any notice to be given under the terms of this Agreement to the Company must be in writing and addressed to the Company in care of the Company's General Counsel at the Company's principal office or the General Counsel's then-current email address or facsimile number. Any notice to be given under the terms of this Agreement to Participant must be in writing and addressed to Participant (or, if Participant is then deceased, to the Designated Beneficiary) at Participant's last known mailing address, email address or facsimile number in the Company's personnel files. By a notice given pursuant to this Section, either party may designate a different address for notices to be given to that party. Any notice will be deemed duly given when actually received, when sent by email, when sent by certified mail (return receipt requested) and deposited with postage prepaid in a post office or branch post office regularly maintained by the United States Postal Service, when delivered by a nationally recognized express shipping company or upon receipt of a facsimile transmission confirmation.

4.4 Titles. Titles are provided herein for convenience only and are not to serve as a basis for interpretation or construction of this Agreement.

4.5 Conformity to Securities Laws. Participant acknowledges that the Plan, the Grant Notice and this Agreement are intended to conform to the extent necessary with all Applicable Laws and, to the extent Applicable Laws permit, will be deemed amended as necessary to conform to Applicable Laws.

4.6 Successors and Assigns. The Company may assign any of its rights under this Agreement to a single or multiple assignees, and this Agreement will inure to the benefit of the successors and assigns of the Company. Subject to the restrictions on transfer set forth in this Agreement or the Plan, this Agreement will be binding upon and inure to the benefit of the heirs, legatees, legal representatives, successors and assigns of the parties hereto.

4.7 Limitations Applicable to Section 16 Persons. Notwithstanding any other provision of the Plan or this Agreement, if Participant is subject to Section 16 of the Exchange Act, the Plan, the Grant Notice, this Agreement and the PSUs will be subject to any additional limitations set forth in any applicable exemptive rule under Section 16 of the Exchange Act (including any amendment to Rule 16b-3) that are requirements for the application of such exemptive rule. To the extent Applicable Laws permit, this Agreement will be deemed amended as necessary to conform to such applicable exemptive rule.

4.8 Entire Agreement; Amendment. The Plan, the Grant Notice and this Agreement (including any exhibit hereto) constitute the entire agreement of the parties and supersede in their entirety all prior undertakings and agreements of the Company and Participant with respect to the subject matter hereof. To the extent permitted by the Plan, this Agreement may be wholly or partially amended or otherwise modified, suspended or terminated at any time or from time to time by the Administrator or the Board; provided, however, that except as may otherwise be provided by the Plan, no amendment, modification, suspension or termination of this Agreement shall materially and adversely affect the PSUs without the prior written consent of Participant.

4.9 Agreement Severable. In the event that any provision of the Grant Notice or this Agreement is held illegal or invalid, the provision will be severable from, and the illegality or invalidity of the provision will not be construed to have any effect on, the remaining provisions of the Grant Notice or this Agreement.

4.10 Limitation on Participant's Rights. Participation in the Plan confers no rights or interests other than as herein provided. This Agreement creates only a contractual obligation on the part of the Company as to amounts payable and may not be construed as creating a trust. Neither the Plan nor any underlying program, in and of itself, has any assets. Participant will have only the rights of a general unsecured creditor of the Company with respect to amounts credited and benefits payable, if any, with respect to the PSUs, and rights no greater than the right to receive cash or the Shares as a general unsecured creditor with respect to the PSUs, as and when settled pursuant to the terms of this Agreement.

4.11 Not a Contract of Service Relationship. Nothing in the Plan, the Grant Notice or this Agreement confers upon Participant any right to continue in the employ or service of the Company or any Subsidiary or interferes with or restricts in any way the rights of the Company and its Subsidiaries, which rights are hereby expressly reserved, to discharge or terminate the services of Participant at any time for any reason whatsoever, with or without cause.

4.12 Section 409A. This Award is not intended to constitute "nonqualified deferred compensation" within the meaning of Section 409A of the Code (together with any Department of Treasury regulations and other interpretive guidance issued thereunder, including without limitation any such regulations or other guidance that may be issued after the date hereof, "**Section 409A**"). However, notwithstanding any other provision of the Plan, the Grant Notice or this Agreement, if at any time the Administrator determines that this Award (or any portion thereof) may be subject to Section 409A, the Administrator shall have the right in its sole discretion (without any obligation to do so or to indemnify the Participant or any other person for failure to do so) to adopt such amendments to the Plan, the Grant Notice or this Agreement, or adopt other policies and procedures (including amendments, policies and procedures with retroactive effect), or take any other actions, as the Administrator determines are necessary or appropriate for this Award either to be exempt from the application of Section 409A or to comply with the requirements of Section 409A.

4.13 Counterparts. The Grant Notice may be executed in one or more counterparts, including by way of any electronic signature, subject to Applicable Law, each of which will be deemed an original and all of which together will constitute one instrument.

**EXHIBIT B
TO PERFORMANCE STOCK UNIT AWARD GRANT NOTICE**

PERFORMANCE CONDITIONS

1. Definitions.

“Average Market Value” means the average closing trading price of a company’s shares on the principal exchange on which such shares are then traded, during the thirty consecutive calendar days ending on a specified date for which such closing trading price is reported by the applicable exchange or such other authoritative source as the Administrator may reasonably determine.

“Cumulative Revenue” means the sum of the Company’s gross revenue for each of fiscal year 2024 and fiscal year 2025, as determined in accordance with GAAP.

“Cumulative Revenue Target” means the sum of the budgeted gross revenue pursuant to the annual operating plan of the Company for each of fiscal year 2024, as set forth in the table below, and fiscal year 2025 as approved by the Administrator during the first quarter of fiscal year 2025. In addition:

- i. The Administrator may adjust the Cumulative Revenue Target as it determines appropriate in its discretion including such adjustments to reflect the effect of business results from significant acquisitions not contemplated in the Company’s annual operating plan; and
- ii. In the event the Cumulative Revenue Performance Period ends upon the consummation of a Change in Control, the Cumulative Revenue Target shall be prorated in a manner determined by the Administrator.

“GAAP” means Generally Accepted Accounting Principles.

“Index” means the Russell 2000 Index.

“Performance Period” means for the purposes of determining (a) Cumulative Revenue, the period commencing on January 1, 2024 and ending on the earlier of (i) December 31, 2025 or (ii) the consummation of a Change in Control (the “**Cumulative Revenue Performance Period**”) and (b) Relative TSR, the period commencing on December 31, 2023 and ending on the earlier of (i) December 31, 2026 or (ii) the consummation of a Change in Control (the “**Relative TSR Performance Period**”).

“Relative TSR” means the Company’s TSR relative to the TSR of the companies that comprise the Index as of the first day of the Relative TSR Performance Period (and remains fixed through the Relative TSR Performance Period), *provided that*:

- i. In the event a bankruptcy proceeding is commenced during the Relative TSR Performance Period with respect to any peer company, such peer company shall be treated as having a TSR of negative one hundred percent (-100%) for the Relative TSR Performance Period and will remain as a member of the peer group for purposes of the payout calculation;
- ii. In the event of a merger, acquisition or business combination of any peer company during the Relative TSR Performance Period, then the entity that survives as a result of such merger, acquisition, or business combination will remain as a member of the peer group for purposes of the payout calculation; and
- iii. In the event of a merger, acquisition or business combination of any peer company during the Relative TSR Performance Period and such peer company is not the entity that survives as a result of such merger, acquisition, or business combination, then such peer company

shall be removed and treated as if it had never been a peer company for the Relative TSR Performance Period.

“TSR” means the compound annual total shareholder return of the Company (or of a company in the Index, as applicable), as measured by the change in the price of a Share (or the publicly traded securities of a company in the Index, as applicable) over the Relative TSR Performance Period (positive or negative), calculated based on the Average Market Value ending on the first day of the Relative TSR Performance Period as the beginning stock price, and the Average Market Value ending on the last day of the Relative TSR Performance Period as the ending stock price, and assuming dividends (if any) are reinvested based on the price of a Share (or the publicly traded securities of a company in the Index, as applicable) in accordance with the “gross” or “total” return methodology as defined by S&P Dow Jones; provided, that in the case of a Change in Control, the Average Market Value ending on the last day of the Relative TSR Performance Period shall be based on the five (rather than thirty) consecutive calendar days ending immediately prior to the consummation of a Change in Control.

2. **Achievement Factor.** As soon as administratively practicable (but in no event later than the first regularly scheduled meeting of the Administrator following the completion of a Performance Period, or in the event a Performance Period ends on the date of a Change in Control, no later than the latest date that permits the issuance of Shares before the consummation of the Change in Control), the Administrator shall determine and certify the Relative TSR or the Cumulative Revenue for the Performance Period, as applicable, and calculate the applicable Achievement Factor (such date of determination, the “*Determination Date*”). For the purposes hereof, “*Achievement Factor*” means (a) with respect of the Relative TSR Performance Period, the TSR Achievement Factor determined using the Relative TSR Table below and (b) with respect of the Cumulative Revenue Performance Period, the Revenue Achievement Factor determined using the Cumulative Revenue Table below, *provided*, that in the event a Performance Period ends on the date of a Change in Control, the Achievement Factor with respect to each Performance Period will be the greater of that factor determined in accordance with this sentence and 1.

If the Relative TSR or Cumulative Revenue achieved during the applicable Performance Period is between the threshold and maximum achievement levels set forth in the tables below, the TSR Achievement Factor and/or Revenue Achievement Factor shall be determined using straight-line linear interpolation between the adjacent performance levels.

For the avoidance of doubt, (a) in no event shall the Achievement Factor exceed two, and (b) if TSR for the Relative TSR Performance Period is negative, the TSR Achievement Factor will not exceed 1.

Relative TSR Table:

<i>Relative TSR Achievement Level for the Performance Period</i>	<i>Relative TSR for the Performance Period</i>	<i>TSR Achievement Factor</i>
Maximum	Above 90 th percentile	2.0
Above Target	75 th percentile	1.5
Target	50 th percentile	1.0

Threshold	25 th percentile	0.5
Below Threshold	Below 25 th percentile	0.0

Cumulative Revenue Table:

<i>Cumulative Revenue Achievement Level for the Performance Period</i>	<i>Cumulative Revenue Target*</i>	<i>Revenue Achievement Factor</i>
Maximum	\$247.6M plus FY25 maximum	2.0
Target	\$225.1M plus FY25 target	1.0
Threshold	\$202.6M plus FY25 threshold	0.5
Below Threshold	Less than \$202.6M plus below FY25 threshold	0.0

*Revenue targets for FY25 to be set in Q1 2025.

**CERTIFICATION 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**

I, Reza Zadno, Ph.D., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of PROCEPT BioRobotics Corporation;
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(s) 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(s) 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 2, 2024

By:

/s/ Reza Zadno
Reza Zadno, Ph.D.
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION 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**

I, Kevin Waters, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of PROCEPT BioRobotics Corporation;
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(s) 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(s) 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 2, 2024

By: _____
/s/ Kevin Waters
Kevin Waters
Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of PROCEPT BioRobotics Corporation (the "Company") on Form 10-Q for the period ending March 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: May 2, 2024

By:

/s/ Reza Zadno

Reza Zadno, Ph.D.
Chief Executive Officer
(Principal Executive Officer)

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. § 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of PROCEPT BioRobotics Corporation (the "Company") on Form 10-Q for the period ending March 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: May 2, 2024

By:

/s/ Kevin Waters

Kevin Waters

**Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)**

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. § 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.