

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): February 22, 2023



TPI Composites, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-37839
(Commission File Number)

20-1590775
(I.R.S. Employer Identification No.)

8501 N. Scottsdale Rd, Gainey Center II, Suite 100
Scottsdale, Arizona 85253

(Address of Principal Executive Offices) (Zip Code)

(480) 305-8910

(Registrant's telephone number, including area code)

Not applicable

(Former name or former address, if changed since last report)

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

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01	TPIC	NASDAQ Global Market

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

Emerging growth company

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

Item 2.02. Results of Operations and Financial Condition.

On February 22, 2023, TPI Composites, Inc. (the Company) issued a press release announcing its financial results for the three months ended December 31, 2022. A copy of the Company's press release is furnished herewith as Exhibit 99.1 to this current report on Form 8-K and is incorporated by reference herein. The Company also posted a presentation to its website at www.tpicomposites.com under the tab "Investors" providing information regarding its results of operations and financial condition for the three months ended December 31, 2022. The information contained in the presentation is incorporated by reference herein. The presentation is being furnished herewith as Exhibit 99.2 to this current report on Form 8-K. The Company's website and the information contained therein is not part of this disclosure.

The information in Item 2.02 of this current report on Form 8-K (including Exhibits 99.1 and 99.2) is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in Item 2.02 of this current report on Form 8-K (including Exhibits 99.1 and 99.2) shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

[99.1](#) [Press Release dated February 22, 2023](#)

[99.2](#) [Presentation dated February 22, 2023](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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

TPI Composites, Inc.

Date: February 22, 2023

By: /s/ Ryan Miller
Ryan Miller
Chief Financial Officer

TPI Composites, Inc. Delivers Solid Close to a Challenging Year - Restructuring Plans on Track to Position TPI for the Future

SCOTTSDALE, Ariz., Feb. 22, 2023 (GLOBE NEWSWIRE) -- TPI Composites, Inc. (Nasdaq: TPIC), today reported financial results for the fourth quarter and full year ended December 31, 2022.

“We finished 2022 strong and I am proud of our team for the results TPI delivered in a very challenging operating environment,” said Bill Siwek, President and CEO of TPI Composites. “Recently announced partnerships and long-term strategic agreements with key customers such as Vestas, GE, Nordex and ENERCON further solidify the importance of TPI in the wind ecosystem for many years to come.”

“While we continue to see some inflationary headwinds for the entire industry along with persistent permitting and transmission challenges, we believe we are positioned for success in 2023 and stand ready to serve our customers' capacity needs as demand begins accelerating again. Even though we are still waiting for formal implementation guidance to the Inflation Reduction Act, we are already seeing signs of demand coming back in the United States fueled by the expected benefits of this legislation. Blade volume will be down slightly in 2023 as we have ceased operations in China, however, we expect to deliver year-over-year sales growth in the high single to low double-digits in 2023 from the rest of our global footprint.”

“The future for TPI is bright. We are focused on mitigating near-term macro challenges and continue to make necessary operational changes to improve efficiency and profitability. This, with the addition of supportive policy both in the United States and the EU, provides optimism for TPI and the wind industry. At reasonable utilization levels, we expect to eclipse \$2 billion of wind revenue within our existing manufacturing footprint in the next couple of years,” concluded Mr. Siwek.

2022 and Recent Business Highlights

- Adjusted EBITDA from continuing and discontinued operations for the year ended December 31, 2022, totaled \$73.6 million and for the three months ended December 31, 2022, totaled \$40.8 million.
- Net loss attributable to common stockholders was \$124.2 million for the year ended December 31, 2022, and \$57.8 million for the three months ended December 31, 2022. The net loss attributable to common stockholders includes \$58.9 million and \$15.2 million of preferred stock dividends and accretion in 2022 and for the three months ended December 31, 2022, respectively.
- Extended our supply agreement with ENERCON in Türkiye through 2025.
- Extended supply agreements with GE Renewable Energy (GE) through 2025 in Mexico and exploring additional capacity options.
- Signed an agreement with GE which enabled a long-term lease extension of the manufacturing facility in Newton, Iowa, with expectations to begin production beginning in 2024 and committed to collaboration with GE on their next generation blade types.
- Agreed to a long-term global partner framework agreement with Vestas.
- Agreed in principle with Nordex to extend 4 lines in Türkiye through 2026 (with two other lines to be extended through 2024) and add two additional lines in India.
- Collaborated with WindSTAR to design a composite manufacturing process based on a digital twin approach.

KPIs from continuing and discontinued operations

	4Q'22	4Q'21	FY'22	FY'21
Sets ¹	811	768	2,936	3,255
Estimated megawatts ²	3,416	3,219	12,634	12,989
Utilization ³	87%	71%	79%	76%
Dedicated manufacturing lines ⁴	43	54	43	54
Manufacturing lines installed ⁵	43	54	43	54

1. Number of wind blade sets (which consist of three wind blades) produced worldwide during the period.

2. Estimated megawatts of energy capacity to be generated by wind blade sets produced during the period.

3. Utilization represents the percentage of wind blades invoiced during the period compared to the total potential wind blade capacity of manufacturing lines installed during the period.

4. Number of wind blade manufacturing lines that are dedicated to our customers under long-term supply agreements at the end of the period.

5. Number of wind blade manufacturing lines installed and either in operation, startup or transition during the period.

Fourth Quarter 2022 Financial Results

In December 2022, we committed to a restructuring plan to rebalance our organization and optimize our global manufacturing footprint. Changing economic and geopolitical factors, including increased logistics costs and tariffs imposed on components of wind turbines from China, including wind blades, has had an adverse impact on demand for our wind blades manufactured in our Chinese facilities. In connection with this plan, we ceased production at our Yangzhou, China manufacturing facility as of December 31, 2022, and plan to shut down our business operations in China. Our business operations in China comprised the entirety of our Asia reporting segment. This shutdown will have a meaningful effect on our global manufacturing footprint and consolidated financial results. Accordingly, the historical results of our Asia reporting segment have been presented as discontinued operations in our Consolidated Statements of Operations and Consolidated Balance Sheets.

Net sales from continuing and discontinued operations for the three months ended December 31, 2022 totaled \$461.8 million as compared to \$389.5 million in the same period in 2021, an increase of 18.6%, primarily due to a \$53.1 million increase in net sales from continuing operations, and a \$19.2 million increase in net sales from discontinued operations.

Net sales from continuing operations for the three months ended December 31, 2022 increased 15.2% to \$402.3 million as compared to \$349.2 million in the same period in 2021, primarily driven by an adverse cumulative catch-up adjustment in the prior comparative period as a result of deferring revenue related to extensions of our customer contracts and revised estimates to complete these contracts. In addition, the increase in net sales from continuing operations was partially due to higher average sales price due to the mix of wind blade models produced and the impact of inflation on blade prices, an increase in volume at our two Türkiye manufacturing facilities, and an increase in volume at our Nordex manufacturing facility in Matamoros, Mexico. These increases were partially offset by a decrease in volume at our facilities that shut down at the end of the fourth quarter of 2021, and foreign currency fluctuations.

Net sales from discontinued operations for the three months ended December 31, 2022 increased 47.8% to \$59.5 million as compared to \$40.3 million in the same period in 2021, primarily driven by an increase in volume prior to ceasing production at the end of 2022.

Net loss attributable to common stockholders was \$57.8 million for the three months ended December 31, 2022, compared to a loss of \$93.3 million in the same period in 2021.

The net loss per common share was \$1.38 for the three months ended December 31, 2022, compared to a net loss per common share of \$2.39 for the same period in 2021.

Adjusted EBITDA from continuing and discontinued operations for the three months ended December 31, 2022, totaled \$40.8 million as compared to a loss of \$28.3 million during the same period in 2021. Adjusted EBITDA margin from continuing and discontinued operations increased to a total of 8.8% as compared to negative 7.3% during the same period in 2021, primarily due to an adverse cumulative catch-up adjustment recorded in 2021, a favorable cumulative catch-up adjustment recorded in 2022, favorable foreign currency fluctuations, reduced startup and transition costs, and improved operating cost efficiencies as compared to the prior period. These increases were partially offset by cost challenges at our Nordex facility in Matamoros.

Capital expenditures were \$7.3 million for the three months ended December 31, 2022, as compared to \$7.0 million during the same period in 2021. Our capital expenditures primarily relate to machinery and equipment and expansion and improvements to our existing facilities.

We ended the quarter with \$143.2 million of unrestricted cash and cash equivalents, which includes \$9.7 million of unrestricted cash and cash equivalents of our discontinued operations, and net cash was \$82.0 million as compared to net cash of \$167.5 million as of December 31, 2021. Cash provided by operating activities for the three months ended December 31, 2022 was \$22.8 million and free cash flow for the three months ended December 31, 2022 was \$15.5 million. Net cash provided by financing activities decreased by \$152.4 million for the three months ended December 31, 2022, as compared to the same period in 2021, primarily as a result of the issuance of preferred stock in the prior comparative period.

Full Year 2022 Financial Results

Net sales from continuing operations and net sales from discontinued operations for the year ended December 31, 2022 totaled \$1,758.3 million as compared to \$1,732.6 million in the same period in 2021, an increase of 1.5%, primarily due to a \$50.3 million increase in net sales from continuing operations, offset by a \$24.6 million decrease in net sales from discontinued operations.

Net sales from continuing operations for the year ended December 31, 2022 increased 3.4% to \$1,522.7 million as compared to \$1,472.4 million in the same period in 2021, primarily driven by higher average sales price due to the mix of wind blade models produced and the impact of inflation on blade prices, an increase in volume at our two Türkiye manufacturing facilities, and an increase in volume at our Nordex facility in Matamoros, Mexico. In addition, in 2021 we recorded an adverse cumulative catch-up adjustment. These increases were partially offset by a decrease in volume at our facilities that shut down at the end of the fourth quarter of 2021, and foreign currency fluctuations.

Net sales from discontinued operations for the year ended December 31, 2022 decreased 9.5% to \$235.6 million from \$260.2 million in the same period in 2021, primarily due to a decrease in volume due to the timing of transitioned lines in early 2022 at our Yangzhou facility, prior to ceasing production at the end of 2022.

Net loss attributable to common stockholders was \$124.2 million for the year ended December 31, 2022, compared to a net loss of \$165.6 million in the same period in 2021. The net loss attributable to common stockholders includes \$58.9 million of preferred stock dividends and accretion in 2022 compared to \$6.0 million in 2021.

The net loss per common share was \$2.96 for the year ended December 31, 2022, compared to a net loss per common share of \$4.43 for the same period in 2021.

Adjusted EBITDA from continuing and discontinued operations for the year ended December 31, 2022, totaled \$73.6 million as compared to \$2.4 million during the same period in 2021. Adjusted EBITDA margin from continuing and discontinued operations increased to a total of 4.2% as compared to 0.1% during the same period in 2021, primarily due to an adverse cumulative catch-up adjustment recorded in 2021, a favorable cumulative catch-up adjustment recorded in 2022, favorable foreign currency fluctuations, reduced startup and transition costs, and improved operating cost efficiencies as compared to the prior period. These increases were partially offset by non-restructuring related operating costs that were associated with the manufacturing locations where production has stopped and cost challenges at our Nordex facility in Matamoros.

Capital expenditures were \$18.8 million for the year ended December 31, 2022, as compared to \$37.1 million during the same period in 2021. Our capital expenditures primarily relate to machinery and equipment and expansion and improvements to our existing facilities.

2023 Guidance

Guidance for the full year ending December 31, 2023:

Guidance	Full Year 2023
Net Sales from Continuing Operations	\$1.6 billion - \$1.7 billion
Adjusted EBITDA Margin % from Continuing Operations	Low single-digit
Utilization %	85% to 90% (based on 37 lines installed)
Capital Expenditures	Approximately \$25 million

Conference Call and Webcast Information

TPI Composites will host an investor conference call this afternoon, Wednesday, February 22nd, at 5:00 pm ET. Interested parties are invited to listen to the conference call which can be accessed live over the phone by dialing 1-877-407-9208, or for international callers, 1-201-493-6784. A replay will be available two hours after the call and can be accessed by dialing 1-844-512-2921, or for international callers, 1-412-317-6671. The passcode for the live call and the replay is 13735318. The replay will be available until March 1, 2023. Interested investors and other parties may also listen to a simultaneous webcast of the conference call by logging onto the Investors section of the Company's website at www.tpicomposites.com. The online replay will be available for a limited time beginning immediately following the call.

About TPI Composites, Inc.

TPI Composites, Inc. is a global company focused on innovative and sustainable solutions to decarbonize and electrify the world. TPI delivers high-quality, cost-effective composite solutions through long-term relationships with leading OEMs in the wind and automotive markets. TPI is headquartered in Scottsdale, Arizona and operates factories in the U.S., Mexico, Türkiye and India. TPI operates additional engineering development centers in Denmark and Germany and global service training centers in the U.S. and Spain.

Forward-Looking Statements

This release contains forward-looking statements which are made pursuant to safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include statements, among other things, concerning: growth of the wind energy and electric vehicle markets and our addressable markets for our products and services; the impact of the COVID-19 pandemic on our business, effects on our financial statements and our financial outlook; our business strategy, including anticipated trends and developments in and management plans for our business and the wind industry and other markets in which we operate; competition; future financial results, operating results,

revenues, gross margin, operating expenses, profitability, products, projected costs, warranties, our ability to improve our operating margins, and capital expenditures. These forward-looking statements are often characterized by the use of words such as “estimate,” “expect,” “anticipate,” “project,” “plan,” “intend,” “seek,” “believe,” “forecast,” “foresee,” “likely,” “may,” “should,” “goal,” “target,” “might,” “will,” “could,” “predict,” “continue” and the negative or plural of these words and other comparable terminology. Forward-looking statements are only predictions based on our current expectations and our projections about future events. You should not place undue reliance on these forward-looking statements. We undertake no obligation to update any of these forward-looking statements for any reason. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance, or achievements to differ materially from those expressed or implied by these statements. These factors include, but are not limited to, the matters discussed in “Risk Factors,” in our Annual Report on Form 10-K and other reports that we will file with the SEC.

Non-GAAP Definitions

This press release includes unaudited non-GAAP financial measures, including EBITDA, adjusted EBITDA, net cash (debt) and free cash flow. We define EBITDA as net income (loss) plus interest expense (including losses on the extinguishment of debt and net of interest income), income taxes and depreciation and amortization. We define adjusted EBITDA as EBITDA plus any share-based compensation expense, any foreign currency income or losses, any gains or losses on the sale of assets and asset impairments and any restructuring charges. We define net cash (debt) as the total unrestricted cash and cash equivalents less the total principal amount of debt outstanding. We define free cash flow as net cash flow from operating activities less capital expenditures. We present non-GAAP measures when we believe that the additional information is useful and meaningful to investors. Non-GAAP financial measures do not have any standardized meaning and are therefore unlikely to be comparable to similar measures presented by other companies. The presentation of non-GAAP financial measures is not intended to be a substitute for, and should not be considered in isolation from, the financial measures reported in accordance with GAAP.

We provide forward-looking statements in the form of guidance in our quarterly earnings releases and during our quarterly earnings conference calls. This guidance is provided on a non-GAAP basis and cannot be reconciled to the closest GAAP measures without unreasonable effort because of the unpredictability of the amounts and timing of events affecting the items we exclude from non-GAAP measures. For example, stock-based compensation is unpredictable for our performance-based awards, which can fluctuate significantly based on current expectations of future achievement of performance-based targets. Amortization of intangible assets and restructuring costs are all impacted by the timing and size of potential future actions, which are difficult to predict. In addition, from time to time, we exclude certain items that occur infrequently, which are also inherently difficult to predict and estimate. It is also difficult to predict the tax effect of the items we exclude and to estimate certain discrete tax items, like the resolution of tax audits or changes to tax laws. As such, the costs that are being excluded from non-GAAP guidance are difficult to predict and a reconciliation or a range of results could lead to disclosure that would be imprecise or potentially misleading. Material changes to any one of the exclusions could have a significant effect on our guidance and future GAAP results.

See Table Five for a reconciliation of certain non-GAAP financial measures to the comparable GAAP measures.

Investor Relations

480-315-8742

Investors@TPIComposites.com

TPI COMPOSITES, INC. AND SUBSIDIARIES

TABLE ONE - CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	Three Months Ended December 31,		Year Ended December 31,	
	2022	2021	2022	2021
<i>(in thousands, except per share data)</i>				
Net sales	\$ 402,276	\$ 349,179	\$ 1,522,741	\$ 1,472,386
Cost of sales	383,060	367,288	1,482,428	1,459,155
Startup and transition costs	3,251	11,838	25,668	50,832
Total cost of goods sold	386,311	379,126	1,508,096	1,509,987
Gross profit (loss)	15,965	(29,947)	14,645	(37,601)
General and administrative expenses	9,771	5,427	32,349	29,246
Loss on sale of assets and asset impairments	3,700	2,966	9,842	12,436
Restructuring charges, net	653	11,457	263	12,543
Income (loss) from continuing operations	1,841	(49,797)	(27,809)	(91,826)
Other income (expense):				
Interest expense, net	(2,157)	(5,567)	(5,029)	(13,644)
Foreign currency income (loss)	(9,735)	(16,279)	4,571	(21,970)
Miscellaneous income	1,333	299	2,330	1,372
Total other income (expense)	(10,559)	(21,547)	1,872	(34,242)
Loss before income taxes	(8,718)	(71,344)	(25,937)	(126,068)
Income tax provision	(17,935)	(4,897)	(29,613)	(29,826)
Net loss from continuing operations	(26,653)	(76,241)	(55,550)	(155,894)
Preferred stock dividends and accretion	(15,245)	(6,040)	(58,903)	(6,040)
Net loss from continuing operations attributable to common stockholders	(41,898)	(82,281)	(114,453)	(161,934)
Net loss from discontinued operations	(15,875)	(11,036)	(9,755)	(3,654)
Net loss attributable to common stockholders	\$ (57,773)	\$ (93,317)	\$ (124,208)	\$ (165,588)

Weighted-average common shares outstanding:

Basic	41,983	39,101	41,959	37,415
Diluted	41,983	39,101	41,959	37,415
Net loss from continuing operations per common share:				
Basic	\$ (1.00)	\$ (2.10)	\$ (2.73)	\$ (4.33)
Diluted	\$ (1.00)	\$ (2.10)	\$ (2.73)	\$ (4.33)
Net loss from discontinued operations per common share:				
Basic	\$ (0.38)	\$ (0.29)	\$ (0.23)	\$ (0.10)
Diluted	\$ (0.38)	\$ (0.29)	\$ (0.23)	\$ (0.10)
Net loss per common share:				
Basic	\$ (1.38)	\$ (2.39)	\$ (2.96)	\$ (4.43)
Diluted	\$ (1.38)	\$ (2.39)	\$ (2.96)	\$ (4.43)
Non-GAAP Measures (unaudited):				
EBITDA from continuing operations	\$ 2,881	\$ (55,043)	\$ 17,864	\$ (74,818)
Adjusted EBITDA from continuing operations	\$ 21,151	\$ (23,322)	\$ 37,857	\$ (20,055)

TPI COMPOSITES, INC. AND SUBSIDIARIES
TABLE TWO - COMPONENTS OF NET LOSS FROM DISCONTINUED OPERATIONS
(UNAUDITED)

	Three Months Ended December 31,		Year Ended December 31,	
	2022	2021	2022	2021
<i>(in thousands, except per share data)</i>				
Net sales	\$ 59,544	\$ 40,284	\$ 235,588	\$ 260,197
Cost of sales	42,239	50,383	200,701	254,176
Startup and transition costs	-	-	7,994	-
Total cost of goods sold	42,239	50,383	208,695	254,176
Gross profit (loss)	17,305	(10,099)	26,893	6,021
Loss on sale of assets and asset impairments	16,579	146	17,530	674
Restructuring charges, net	17,469	8,429	20,175	11,219
Loss from discontinued operations	(16,743)	(18,674)	(10,812)	(5,872)
Other income (expense):				
Interest income, net	106	2	147	22
Foreign currency income (loss)	(1,525)	(1,119)	5,627	(1,701)
Miscellaneous income	350	582	1,477	831
Total other income (expense)	(1,069)	(535)	7,251	(848)
Loss before income taxes	(17,812)	(19,209)	(3,561)	(6,720)
Income tax provision	1,937	8,173	(6,194)	3,066
Net income (loss) from discontinued operations	\$ (15,875)	\$ (11,036)	\$ (9,755)	\$ (3,654)
Weighted-average common shares outstanding:				
Basic	41,983	39,101	41,959	37,415
Diluted	41,983	39,101	41,959	37,415
Net loss from discontinued operations per common share:				
Basic	\$ (0.38)	\$ (0.29)	\$ (0.23)	\$ (0.10)
Diluted	\$ (0.38)	\$ (0.29)	\$ (0.23)	\$ (0.10)
Non-GAAP Measures (unaudited):				
EBITDA from discontinued operations	(16,054)	(14,751)	3,001	8,245
Adjusted EBITDA from discontinued operations	19,636	(4,935)	35,700	22,432

TPI COMPOSITES, INC. AND SUBSIDIARIES
TABLE THREE - CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

<i>(in thousands)</i>	December 31, 2022	December 31, 2021
Assets		
Current assets:		
Cash and cash equivalents	\$ 133,546	\$ 216,236
Restricted cash	9,854	10,053
Accounts receivable	184,809	152,992
Contract assets	215,939	161,030
Prepaid expenses	29,119	14,552
Other current assets	26,052	22,017
Inventories	10,661	10,152
Current assets of discontinued operations	35,182	73,239
Total current assets	645,162	660,271
Noncurrent assets:		
Property, plant, and equipment, net	136,841	142,613
Operating lease right of use assets	152,312	129,203
Other noncurrent assets	27,861	29,287
Noncurrent assets of discontinued operations	-	46,327
Total assets	\$ 962,176	\$ 1,007,701
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable and accrued expenses	\$ 280,499	\$ 283,536
Accrued warranty	22,347	42,020
Current maturities of long-term debt	59,975	66,438
Current operating lease liabilities	22,220	22,275
Contract liabilities	17,100	1,274
Current liabilities of discontinued operations	54,440	53,567
Total current liabilities	456,581	469,110
Noncurrent liabilities:		
Long-term debt, net of current maturities	1,198	8,208
Noncurrent operating lease liabilities	133,363	136,613
Other noncurrent liabilities	10,670	10,615
Noncurrent liabilities of discontinued operations	-	10,229
Total liabilities	601,812	634,775
Total mezzanine equity	309,877	250,974
Total stockholders' equity	50,487	121,952
Total liabilities and stockholders' equity	\$ 962,176	\$ 1,007,701
Non-GAAP Measure (unaudited):		
Net cash	\$ 82,042	\$ 167,519

TPI COMPOSITES, INC. AND SUBSIDIARIES
TABLE FOUR - CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

<i>(in thousands)</i>	Three Months Ended December 31,		Year Ended December 31,	
	2022	2021	2022	2021
Net cash provided by (used in) operating activities	\$ 22,823	\$ 2,716	\$ (62,272)	\$ (25,525)
Net cash used in investing activities	(7,340)	(6,981)	(18,832)	(37,119)
Net cash provided by (used in) financing activities	(1,732)	150,639	(14,597)	198,919
Impact of foreign exchange rates on cash, cash equivalents and restricted cash	359	(13,314)	(3,448)	(14,253)
Cash, cash equivalents and restricted cash,				

beginning of period	138,959	119,158	252,218	130,196
Cash, cash equivalents and restricted cash, end of period	<u>\$ 153,069</u>	<u>\$ 252,218</u>	<u>\$ 153,069</u>	<u>\$ 252,218</u>
Cash and cash equivalents			133,546	216,236
Restricted cash			9,854	10,053
Cash and cash equivalents of discontinued operations			<u>9,669</u>	<u>25,929</u>
Total cash, cash equivalents and restricted cash shown in the condensed consolidated statements of cash flows, end of period			<u>\$ 153,069</u>	<u>\$ 252,218</u>
<u>Non-GAAP Measure (unaudited):</u>				
Free cash flow	\$ -	\$ 15,483	\$ (4,265)	\$ (81,104)
			\$ (81,104)	\$ (62,644)

TPI COMPOSITES, INC. AND SUBSIDIARIES
TABLE FIVE - RECONCILIATION OF NON-GAAP MEASURES
(UNAUDITED)

EBITDA and adjusted EBITDA from continuing operations are reconciled as follows:

(in thousands)

	Three Months Ended December 31,		Year Ended December 31,	
	2022	2021	2022	2021
Net loss attributable to common stockholders	\$ (57,773)	\$ (93,317)	\$ (124,208)	\$ (165,588)
Net loss (income) from discontinued operations	15,875	11,036	9,755	3,654
Net loss from continuing operations attributable to common stockholders	(41,898)	(82,281)	(114,453)	(161,934)
Preferred stock dividends and accretion	15,245	6,040	58,903	6,040
Net loss from continuing operations	(26,653)	(76,241)	(55,550)	(155,894)
Adjustments:				
Depreciation and amortization	9,442	10,734	38,772	37,606
Interest expense, net	2,157	5,567	5,029	13,644
Income tax provision	17,935	4,897	29,613	29,826
EBITDA from continuing operations	2,881	(55,043)	17,864	(74,818)
Share-based compensation expense	4,182	1,019	14,459	7,814
Foreign currency loss (income), net	9,735	16,279	(4,571)	21,970
Loss on sale of assets and asset impairments	3,700	2,966	9,842	12,436
Restructuring charges, net	653	11,457	263	12,543
Adjusted EBITDA from continuing operations	<u>\$ 21,151</u>	<u>\$ (23,322)</u>	<u>\$ 37,857</u>	<u>\$ (20,055)</u>

EBITDA and adjusted EBITDA from discontinued operations are reconciled as follows:

Three Months Ended December 31,	Year Ended December 31,
--	------------------------------------

(in thousands)

Net loss from discontinued operations

Adjustments:

Depreciation and amortization

Interest expense (income), net

Income tax provision (benefit)

EBITDA from discontinued operations

Share-based compensation expense

Foreign currency loss (income), net

Loss on sale of assets and asset impairments

Restructuring charges, net

Adjusted EBITDA from discontinued operations

Adjusted EBITDA from continuing and discontinued operations

	2022	2021	2022	2021
	\$ (15,875)	\$ (11,036)	\$ (9,755)	\$ (3,654)
	1,864	4,460	6,709	14,987
	(106)	(2)	(147)	(22)
	(1,937)	(8,173)	6,194	(3,066)
	(16,054)	(14,751)	3,001	8,245
	117	122	621	593
	1,525	1,119	(5,627)	1,701
	16,579	146	17,530	674
	17,469	8,429	20,175	11,219
	\$ 19,636	\$ (4,935)	\$ 35,700	\$ 22,432
	\$ 40,787	\$ (28,257)	\$ 73,557	\$ 2,377

Free cash flow is reconciled as follows:

(in thousands)

Net cash provided by (used in) operating activities

Capital expenditures

Free cash flow

	Three Months Ended December 31,		Year Ended December 31,	
	2022	2021	2022	2021
	\$ 22,823	\$ 2,716	\$ (62,272)	\$ (25,525)
	(7,340)	(6,981)	(18,832)	(37,119)
	\$ 15,483	\$ (4,265)	\$ (81,104)	\$ (62,644)

Free cash flow from discontinued operations is reconciled as follows:

(in thousands)

Net cash used in operating activities from
discontinued operations

Capital expenditures of discontinued operations

Free cash flow from discontinued operations

	Year Ended December 31,	
	2022	2021
	\$ (12,677)	\$ (19,469)
	(2,101)	(2,583)
	\$ (14,778)	\$ (22,052)

Net cash is reconciled as follows:

(in thousands)

Cash and cash equivalents

Cash and cash equivalents of discontinued operations

Less total debt, net of debt issuance costs

Net cash

	December 31,	
	2022	2021
	\$ 133,546	\$ 216,236
	9,669	25,929
	(61,173)	(74,646)
	\$ 82,042	\$ 167,519

Q4 2022 Earnings Call
February 22, 2023



Legal Disclaimer

This presentation contains forward-looking statements within the meaning of the federal securities law. All statements other than statements of historical facts contained in this presentation, including statements regarding our future results of operations and financial position, business strategy and plans and objectives of management for future operations, are forward-looking statements. In many cases, you can identify forward-looking statements by terms such as "may," "should," "expects," "plans," "anticipates," "could," "intends," "target," "projects," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other similar words. Forward-looking statements contained in this presentation include, but are not limited to, statements about: i. competition from other wind blade and wind blade turbine manufacturers; ii. the discovery of defects in our products and our ability to estimate the future cost of warranty campaigns; iii. the current status of the wind energy market and our addressable market; iv. our ability to absorb or mitigate the impact of price increases in resin, carbon reinforcements (or fiber), other raw materials and related logistics costs that we use to produce our products; v. our ability to absorb or mitigate the impact of wage inflation in the countries in which we operate; vi. our ability to procure adequate supplies of raw materials and components to fulfill our wind blade volume commitments to our customers; vii. the potential impact of the increasing prevalence of auction based tenders in the wind energy market and increased competition from solar energy on our gross margins and overall financial performance; viii. our future financial performance, including our net sales, cost of goods sold, gross profit or gross margin, operating expenses, ability to generate positive cash flow and ability to achieve or maintain profitability; ix. changes in domestic or international government or regulatory policy, including without limitation, changes in trade policy and energy policy; x. changes in global economic trends and uncertainty, geopolitical risks, and demand or supply disruptions from global events; xi. changes in macroeconomic and market conditions, including the potential impact of the COVID-19 pandemic and any other pandemic, risk of recession, inflation, supply chain constraints, commodity prices and exchange rates, and the impact of such changes on our business and results of operations; xii. the sufficiency of our cash and cash equivalents to meet our liquidity needs; xiii. our ability to attract and retain customers for our products, and to optimize product pricing; xiv. our ability to effectively manage our growth strategy and future expenses, including our startup and transition costs; xv. our ability to successfully expand in our existing wind energy markets and into new international wind energy markets, including our ability to expand our field service inspection and repair services business and manufacture wind blades for offshore wind energy projects; xvi. our ability to keep up with market changes and innovations; xvii. our ability to successfully open new manufacturing facilities and expand existing facilities on time and on budget; xviii. the impact of the pace of new product and wind blade model introductions on our business and our results of operations; xix. our ability to successfully expand our automotive business and execute upon our strategy of entering new markets outside of wind energy; xx. our ability to maintain, protect and enhance our intellectual property; xxi. our ability to comply with existing, modified or new laws and regulations applying to our business, including the imposition of new taxes, duties or similar assessments on our products; xxii. the attraction and retention of qualified associates and key personnel; xxiii. our ability to maintain good working relationships with our associates, and avoid labor disruptions, strikes and other disputes with labor unions that represent certain of our associates; and xxiv. the potential impact of one or more of our customers becoming bankrupt or insolvent, or experiencing other financial problems.

These forward-looking statements are only predictions. These statements relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other important factors that may cause our actual results, levels of activity, performance or achievements to materially differ from any future results, levels of activity, performance or achievements expressed or implied by these 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 on these forward-looking statements as guarantees of future events. Further information on the factors, risks and uncertainties that could affect our financial results and the forward-looking statements in this presentation are included in our filings with the Securities and Exchange Commission and will be included in subsequent periodic and current reports we make with the Securities and Exchange Commission from time to time, including in our Annual Report on Form 10-K for the year ended December 31, 2022, to be filed with the Securities and Exchange Commission.

The forward-looking statements in this presentation represent our views as of the date of this presentation. We anticipate that subsequent events and developments will cause our views to change. However, while we may elect to update these forward-looking statements at some point in the future, we undertake no obligation to update any forward-looking statement to reflect events or developments after the date on which the statement is made or to reflect the occurrence of unanticipated events except to the extent required by applicable law. You should, therefore, not rely on these forward-looking statements as representing our views as of any date after the date of this presentation. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures, or investments we may make.

This presentation includes unaudited non-GAAP financial measures including EBITDA, adjusted EBITDA, net cash (debt) and free cash flow. We define EBITDA as net income (loss) plus interest expense (including losses on the extinguishment of debt and net of interest income), income taxes and depreciation and amortization. We define adjusted EBITDA as EBITDA plus any share-based compensation expense, any foreign currency income or losses, any gains or losses on the sale of assets and asset impairments and any restructuring charges. We define net cash (debt) as total unrestricted cash and cash equivalents less the total principal amount of debt outstanding. We define free cash flow as net cash flow from operating activities less capital expenditures. We present non-GAAP measures when we believe that the additional information is useful and meaningful to investors. Non-GAAP financial measures do not have any standardized meaning and are therefore unlikely to be comparable to similar measures presented by other companies. The presentation of non-GAAP financial measures is not intended to be a substitute for, and should not be considered in isolation from, the financial measures reported in accordance with GAAP. See the Appendix for the reconciliations of certain non-GAAP financial measures to the comparable GAAP measures.

This presentation also contains estimates and other information concerning our industry that are based on industry publications, surveys and forecasts. This information involves a number of assumptions and limitations, and we have not independently verified the accuracy or completeness of the information.





Agenda

- Q4 and Full Year 2022 Highlights, Business Update, and 2023 Guidance
- Q4 and Full Year 2022 Financial Highlights
- Wrap Up
- Q&A
- Appendix
 - Non-GAAP Financial Information

Q4 and Full Year 2022 Highlights, Business Update, and 2023 Guidance



Decarbonize & Electrify

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Fourth Quarter and Full Year 2022 Highlights



• **Full year 2022 operating results and year-over-year comparisons to 2021:**

- Net sales up 1.5% to \$1.76 billion
- Global services business grew by 67.8%
- Automotive business grew by 17.9%
- Net loss attributable to common stockholders was \$124.2 million compared to \$165.6 million in 2021
- Adjusted EBITDA was \$73.6 million compared to \$2.4 million in 2021
- Announced restructuring plan including ceasing operations at our Yangzhou, China factory

• **Customer Updates:**

- Extended two lines for Enercon through 2025
- Extended all lines for GE in Mexico through 2025
- Signed agreement with GE that enabled long-term lease extension in Iowa
- Announced long-term global framework agreement with Vestas
- Agreed in principle with Nordex to extend 4 lines in Türkiye through 2026 (the other two will be extended through 2024) and add two additional lines in India

(1) Discontinued operations include the results of business operations in China, which comprised the entirety of the Asia reporting segment.
 (2) See Appendix for reconciliations of non-GAAP financial data.



Business Update

 Wind Market

 Global Operations

 Supply Chain

 Headquarters  Wind Blade Manufacturing Facility  Automotive Manufacturing Facility  Tooling / Engineering / R&D Facility  Global Services



2023 TPI Guidance

Sales from Continuing Operations

\$1.6 billion to \$1.7 billion

Sales from continuing operations up high single digit to low double digits as a percent of sales compared with 2022:

- + Blade sales up due to:
 - Increased demand in the U.S and global footprint alignment
 - ASPs up ~\$2K/blade
- + Field Services sales

Adjusted EBITDA Margin % from Continuing Operations

Low single digit ⁽¹⁾

Adjusted EBITDA margin % from continuing operations:

- + Structural cost savings
- + Margin flow on sales volume due to improved utilization
- Wage adjustments and inflation not able to be offset with pricing and/or foreign currency

Utilization %

85% to 90% on 37 lines

Utilization improves from 79% in 2022 to 85% to 90% in 2023 driven by increased demand in the U.S. and our global footprint alignment.

Capital Expenditures

Approximately \$25 million

Capital expenditures increase to approximately \$25 million in 2023 from \$18.8 million in 2022 as we expect to start investing in infrastructure for the U.S. market in the second half of 2023.

⁽¹⁾ Includes approximately 250-300 basis points of contract related costs in excess of revenue related to the Company's facility in Matamoros, Mexico that was taken over from Nordex in July 2021.





Long-Term Financial Targets for Wind

Annual Wind Revenue	\$2 billion+
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Adj. EBITDA Margin %	High-single digit
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Free Cash Flow as % of Sales	Mid-single digit
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CAPEX as % of Sales	Low-single digit
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Key Assumptions:

- Energy independence/security and environmental imperatives favorably drive governmental policy incentivizing renewable energy
- No additional facilities needed
- Capacity of approximately 3,600 sets per year, or 14 GW
- Utilization ~ 90%
- Capex to start idled lines in the range of \$25 million to \$35 million

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Q4 and Full Year 2022 Financial Highlights



Decarbonize & Electrify

Fourth Quarter 2022 Financial Highlights (unaudited)

Key Statement of Operations Data (in thousands)	Three Months Ended December 31,		Change %
	2022	2021	
Net sales from continuing operations	\$ 402,276	\$ 349,179	15.2%
Net sales from discontinued operations	59,544	40,284	47.8%
Net sales from continuing and discontinued operations	\$ 461,820	\$ 389,463	18.6%
Net loss from continuing operations	\$ (41,898)	\$ (82,281)	49.1%
Net loss from discontinued operations	(15,875)	(11,036)	-43.8%
Net loss attributable to common stockholders	\$ (57,773)	\$ (93,317)	38.1%

Non-GAAP Metrics ⁽¹⁾

(in thousands)			
Adjusted EBITDA from continuing operations	\$ 21,151	\$ (23,322)	190.7%
Adjusted EBITDA from discontinued operations	19,636	(4,935)	NM
Adjusted EBITDA from continuing and discontinued operations	\$ 40,787	\$ (28,257)	NM
Margin %	8.8%	-7.3%	1610 bps

Key Performance Indicators (KPIs) from Continuing and Discontinued Operations

Sets produced	811	768	43
Estimated megawatts	3,416	3,219	197
Utilization	87%	71%	1680 bps
Dedicated wind blade manufacturing lines	43	54	11 lines
Wind blade manufacturing lines installed	43	54	11 lines

(1) See Appendix for reconciliations of non-GAAP financial data.



Key Highlights

- Utilization of 87% compared to 71% in 2021
- Adjusted EBITDA margin of 8.8% in Q4 2022 compared to (7.3%) in Q4 2021:
 - + Absence of unfavorable cumulative catch-up adjustment recorded in 2021
 - + Favorable cumulative catch-up adjustment recorded in 2022
 - + Operating cost efficiencies
 - + Favorable foreign currency fluctuations
 - + Lower startup and transition costs
 - Costs in excess of revenue for Nordex facility in Matamoros

Full Year 2022 Financial Highlights

(unaudited)

Key Statement of Operations Data (in thousands)	Year Ended December 31,		Change %
	2022	2021	
Net sales from continuing operations	\$ 1,522,741	\$ 1,472,386	3.4%
Net sales from discontinued operations	235,588	260,197	-9.5%
Net sales from continuing and discontinued operations	\$ 1,758,329	\$ 1,732,583	1.5%
Net loss from continuing operations	\$ (114,453)	\$ (161,934)	29.3%
Net loss from discontinued operations	(9,755)	(3,654)	-167.0%
Net loss attributable to common stockholders	\$ (124,208)	\$ (165,588)	25.0%

Non-GAAP Metrics ⁽¹⁾

(in thousands)			
Adjusted EBITDA from continuing operations	\$ 37,857	\$ (20,055)	NM
Adjusted EBITDA from discontinued operations	35,700	22,432	59.1%
Adjusted EBITDA from continuing and discontinued operations	\$ 73,557	\$ 2,377	NM
Margin %	4.2%	0.1%	410 bps

Key Performance Indicators (KPIs) from Continuing and Discontinued Operations

Sets produced	2,936	3,255	(319)
Estimated megawatts	12,634	12,989	(355)
Utilization	79%	76%	300 bps
Dedicated wind blade manufacturing lines	43	54	11 lines
Wind blade manufacturing lines installed	43	54	11 lines

(1) See Appendix for reconciliations of non-GAAP financial data.



Key Highlights

- Utilization of 79% compared to 76% in 2021
- Adjusted EBITDA margin of 4.2% in 2022 compared to 0.1% in 2021:
 - + Absence of unfavorable cumulative catch-up adjustment recorded in 2021
 - + Favorable cumulative catch-up adjustment recorded in 2022
 - + Operating cost efficiencies
 - + Favorable foreign currency fluctuations
 - + Lower startup and transition costs
 - Costs in excess of revenue for Nordex facility in Matamoros
 - Non-restructuring operating costs at factories where production has stopped

Fourth Quarter and Full Year 2022 Financial Highlights – Continued

(unaudited)

Net Cash Reconciliation (in thousands)	December 31,	
	2022	2021
Cash and cash equivalents of continuing operations	\$ 133,546	\$ 216,236
Cash and cash equivalents of discontinued operations	9,669	25,929
Unrestricted cash and cash equivalents including discontinued operations	143,215	242,165
Total debt - current and noncurrent, net	(61,173)	(74,646)
Net cash	\$ 82,042	\$ 167,519

Free Cash Flow Reconciliation (in thousands)	Three Months Ended December 31,		Year Ended December 31,	
	2022	2021	2022	2021
Net cash provided by (used in) operating activities	\$ 22,823	\$ 2,716	\$ (62,272)	\$ (25,525)
Capital expenditures	(7,340)	(6,981)	(18,832)	(37,119)
Free cash flow	\$ 15,483	\$ (4,265)	\$ (81,104)	\$ (62,644)

Key Highlights

- Free cash flow of \$15.5 million in the fourth quarter
- \$143.2 million of unrestricted cash at year-end



Wrap Up





Wrap Up

- Remain very bullish on the energy transition
- Remain focused on managing our business through the short-term challenges
- Position TPI as the preferred global solution provider to our customers
- Our mid-term goal is to build a \$2 billion plus revenue wind business achieving high single digit adjusted EBITDA margin and mid-single digit free cash flow as percent of sales
- Thanks to our associates for their commitment and dedication to TPI and our mission to decarbonize and electrify

Q&A



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Appendix – Non-GAAP Financial Information

This presentation includes unaudited non-GAAP financial measures including EBITDA, adjusted EBITDA, net cash (debt) and free cash flow. We define EBITDA as net income (loss) plus interest expense (including losses on the extinguishment of debt and net of interest income), income taxes and depreciation and amortization. We define Adjusted EBITDA as EBITDA plus any share-based compensation expense, any foreign currency income or losses, any gains or losses on the sale of assets and asset impairments and any restructuring charges. We define net cash (debt) as total unrestricted cash and cash equivalents less the total principal amount of debt outstanding. We define free cash flow as net cash flow from operating activities less capital expenditures. We present non-GAAP measures when we believe that the additional information is useful and meaningful to investors. Non-GAAP financial measures do not have any standardized meaning and are therefore unlikely to be comparable to similar measures presented by other companies. The presentation of non-GAAP financial measures is not intended to be a substitute for, and should not be considered in isolation from, the financial measures reported in accordance with GAAP.

We provide forward-looking statements in the form of guidance in our quarterly earnings releases and during our quarterly earnings conference calls. This guidance is provided on a non-GAAP basis and cannot be reconciled to the closest GAAP measures without unreasonable effort because of the unpredictability of the amounts and timing of events affecting the items we exclude from non-GAAP measures. For example, stock-based compensation is unpredictable for our performance-based awards, which can fluctuate significantly based on current expectations of future achievement of performance-based targets. Amortization of intangible assets and restructuring costs are all impacted by the timing and size of potential future actions, which are difficult to predict. In addition, from time to time, we exclude certain items that occur infrequently, which are also inherently difficult to predict and estimate. It is also difficult to predict the tax effect of the items we exclude and to estimate certain discrete tax items, like the resolution of tax audits or changes to tax laws. As such, the costs that are being excluded from non-GAAP guidance are difficult to predict and a reconciliation or a range of results could lead to disclosure that would be imprecise or potentially misleading. Material changes to any one of the exclusions could have a significant effect on our guidance and future GAAP results.

See below for a reconciliation of certain non-GAAP financial measures to the comparable GAAP measures.



Non-GAAP Reconciliations (unaudited)

EBITDA and adjusted EBITDA are reconciled as follows:

(in thousands)	Three Months Ended December 31,		Year Ended December 31,	
	2022	2021	2022	2021
Net loss attributable to common stockholders	\$ (67,773)	\$ (93,317)	\$ (124,208)	\$ (165,588)
Net loss (income) from discontinued operations	15,675	11,036	9,755	3,854
Net loss from continuing operations attributable to common stockholders	(41,898)	(82,281)	(114,453)	(161,934)
Preferred stock dividends and accretion	15,245	8,040	58,003	8,040
Net loss from continuing operations	(26,653)	(76,241)	(55,550)	(155,894)
Adjustments:				
Depreciation and amortization	9,442	10,734	39,772	37,806
Interest expense, net	2,157	5,567	5,029	13,644
Income tax provision	17,935	4,897	29,813	29,826
EBITDA from continuing operations	2,681	(55,043)	17,864	(74,818)
Share-based compensation expense	4,182	1,019	14,459	7,814
Foreign currency loss (income), net	9,735	16,279	(4,571)	21,970
Loss on sale of assets and asset impairments	3,700	2,886	9,842	12,436
Restructuring charges, net	653	11,457	263	12,543
Adjusted EBITDA from continuing operations	\$ 21,151	\$ (23,322)	\$ 37,857	\$ (20,055)

(in thousands)	Three Months Ended December 31,		Year Ended December 31,	
	2022	2021	2022	2021
Net loss from discontinued operations	\$ (19,675)	\$ (11,036)	\$ (9,755)	\$ (3,854)
Adjustments:				
Depreciation and amortization	1,864	4,480	6,709	14,887
Interest expense (income), net	(106)	(2)	(147)	(22)
Income tax provision (benefit)	(1,937)	(8,173)	6,194	(3,086)
EBITDA from discontinued operations	(16,054)	(14,751)	3,001	8,245
Share-based compensation expense	117	122	621	593
Foreign currency loss (income), net	1,525	1,119	(5,827)	1,701
Loss on sale of assets and asset impairments	16,578	146	17,530	674
Restructuring charges, net	17,488	8,429	20,175	11,219
Adjusted EBITDA from discontinued operations	\$ 19,636	\$ (4,935)	\$ 25,700	\$ 22,432
Adjusted EBITDA from continuing and discontinued operations	\$ 40,787	\$ (28,257)	\$ 73,557	\$ 2,377



