

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

FORM 10-Q

(Mark One)
 QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2021

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: 001-38238

Venus Concept Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

06-1681204
(I.R.S. Employer
Identification No.)

**235 Yorkland Blvd., Suite 900
Toronto, Ontario M2J 4Y8
(877) 848-8430**

(Address including zip code, and telephone number including area code, of registrant's principal executive offices)

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	VERO	The 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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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

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

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

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

As of November 9, 2021 the registrant had 54,162,629 shares of common stock, \$0.0001 par value per share, outstanding.

Table of Contents

	<u>Page</u>
Part I.	
Item 1.	
<u>Financial Information</u>	2
<u>Condensed Consolidated Financial Statements (unaudited)</u>	2
<u>Condensed Consolidated Balance Sheets</u>	2
<u>Condensed Consolidated Statements of Operations</u>	3
<u>Condensed Consolidated Statements of Comprehensive Loss</u>	4
<u>Condensed Consolidated Statements of Stockholders' Equity</u>	5
<u>Condensed Consolidated Statements of Cash Flows</u>	6
<u>Notes to the Condensed Consolidated Financial Statements</u>	7
Item 2.	27
Item 3.	46
Item 4.	46
PART II.	
Item 1.	
<u>Other Information</u>	47
Item 1A.	
<u>Legal Proceedings</u>	47
Item 1A.	
<u>Risk Factors</u>	47
Item 2.	48
<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	48
Item 3.	48
<u>Defaults Upon Senior Securities</u>	48
Item 4.	48
<u>Mine Safety Disclosures</u>	48
Item 5.	48
<u>Other Information</u>	48
Item 6.	49
<u>Exhibits</u>	49
<u>Signatures</u>	51

PART I

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

VENUS CONCEPT INC.
Condensed Consolidated Balance Sheets
(Unaudited)
(in thousands, except for shares and per share data)

	September 30, 2021	December 31, 2020
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 15,781	\$ 34,297
Restricted cash	83	83
Accounts receivable, net of allowance of \$11,459 and \$18,490 as of September 30, 2021, and December 31, 2020	47,792	52,764
Inventories	21,005	17,759
Prepaid expenses	2,395	2,240
Advances to suppliers	2,728	2,587
Other current assets	4,756	5,674
Total current assets	94,540	115,404
LONG-TERM ASSETS:		
Long-term receivables	23,243	21,148
Deferred tax assets	785	884
Severance pay funds	742	685
Property and equipment, net	2,575	3,539
Intangible assets	16,268	18,865
Total long-term assets	43,613	45,121
TOTAL ASSETS	\$ 138,153	\$ 160,525
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Trade payables	\$ 4,749	\$ 6,322
Accrued expenses and other current liabilities	17,180	20,253
Taxes payable	2,149	1,132
Unearned interest income	2,565	1,950
Warranty accrual	1,173	1,106
Deferred revenues	420	1,752
Current portion of government assistance loans	950	—
Total current liabilities	29,186	32,515
LONG-TERM LIABILITIES:		
Long-term debt	76,857	75,491
Government assistance loans	—	4,110
Taxes payable	478	478
Accrued severance pay	852	755
Deferred tax liabilities	45	811
Unearned interest income	1,291	1,778
Warranty accrual	471	533
Other long-term liabilities	202	293
Total long-term liabilities	80,196	84,249
TOTAL LIABILITIES	109,382	116,764
Commitments and Contingencies (Note 8)		
STOCKHOLDERS' EQUITY (Note 1):		
Common Stock, \$0.0001 par value: 300,000,000 shares authorized as of September 30, 2021 and December 31, 2020; 54,157,969 and 53,551,126 issued and outstanding as of September 30, 2021 and December 31, 2020, respectively	26	26
Additional paid-in capital (Note 1)	204,094	201,598
Accumulated deficit	(176,072)	(157,392)
TOTAL STOCKHOLDERS' EQUITY	28,048	44,232
Non-controlling interests	723	(471)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 138,153	\$ 160,525

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

VENUS CONCEPT INC.
Condensed Consolidated Statements of Operations
(Unaudited)
(in thousands, except for per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Revenue				
Leases	\$ 12,634	\$ 9,431	\$ 33,958	\$ 23,709
Products and services	11,929	11,249	39,030	28,475
	<u>24,563</u>	<u>20,680</u>	<u>72,988</u>	<u>52,184</u>
Cost of goods sold				
Leases	2,938	2,303	7,444	5,296
Products and services	4,319	4,874	14,287	12,208
	<u>7,257</u>	<u>7,177</u>	<u>21,731</u>	<u>17,504</u>
Gross profit	<u>17,306</u>	<u>13,503</u>	<u>51,257</u>	<u>34,680</u>
Operating expenses:				
Selling and marketing	8,775	5,657	26,743	18,813
General and administrative	11,990	11,291	31,983	40,057
Research and development	1,930	1,849	6,005	6,043
Goodwill impairment	—	—	—	27,450
Gain on forgiveness of government assistance loans	—	—	(2,775)	—
Total operating expenses	<u>22,695</u>	<u>18,797</u>	<u>61,956</u>	<u>92,363</u>
Loss from operations	<u>(5,389)</u>	<u>(5,294)</u>	<u>(10,699)</u>	<u>(57,683)</u>
Other expenses:				
Foreign exchange loss	1,645	1,096	2,489	4,209
Finance expenses	1,000	1,897	4,046	6,522
Loss on disposal of subsidiaries	188	-	188	385
Loss before income taxes	<u>(8,222)</u>	<u>(8,287)</u>	<u>(17,422)</u>	<u>(68,799)</u>
Income tax expense (benefit)	616	(966)	609	(1,010)
Net loss	<u>(8,838)</u>	<u>(7,321)</u>	<u>(18,031)</u>	<u>(67,789)</u>
Deemed dividend	-	-	-	(3,564)
Loss attributable to stockholders of the Company	<u>(9,798)</u>	<u>(7,243)</u>	<u>(18,680)</u>	<u>(70,585)</u>
Income (loss) attributable to non-controlling interest	<u>960</u>	<u>(78)</u>	<u>649</u>	<u>(768)</u>
Net loss per share:				
Basic	<u>\$ (0.18)</u>	<u>\$ (0.18)</u>	<u>\$ (0.35)</u>	<u>\$ (2.04)</u>
Diluted	<u>\$ (0.18)</u>	<u>\$ (0.18)</u>	<u>\$ (0.35)</u>	<u>\$ (2.04)</u>
Weighted-average number of shares used in per share calculation:				
Basic	<u>54,145</u>	<u>40,466</u>	<u>53,994</u>	<u>34,553</u>
Diluted	<u>54,145</u>	<u>40,466</u>	<u>53,994</u>	<u>34,553</u>

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

VENUS CONCEPT INC.

Condensed Consolidated Statements of Comprehensive Loss
(Unaudited)
(in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Net loss	\$ (8,838)	\$ (7,321)	\$ (18,031)	\$ (67,789)
Deemed dividend	-	-	-	3,564
Loss attributable to stockholders of the Company	(9,798)	(7,243)	(18,680)	(70,585)
Income (loss) attributable to non-controlling interest	960	(78)	649	(768)
Comprehensive loss	\$ (8,838)	\$ (7,321)	\$ (18,031)	\$ (67,789)

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

VENUS CONCEPT INC.

Condensed Consolidated Statements of Stockholders' Equity
(Unaudited)
(in thousands, except for shares)

	Preferred Stock Series A		Common Stock		Additional Paid-	Accumulated	Non-	Total
	Shares	Amount	Shares	Amount	in-Capital	Deficit	controlling Interest	Stockholders' Equity
Balance — January 1, 2021	—	\$ -	53,551,126	\$ 26	\$ 201,598	\$ (157,392)	\$ (471)	\$ 43,761
December 2020 Public Offering warrants exercise	—	—	361,200	—	903	—	—	903
Options exercised	—	—	157,304	—	212	—	—	212
Net loss - the Company	—	—	—	—	—	(9,259)	—	(9,259)
Net loss - non-controlling interest	—	—	—	—	—	—	(176)	(176)
Stock-based compensation	—	—	—	—	508	—	—	508
Balance — March 31, 2021	—	\$ -	54,069,630	\$ 26	\$ 203,221	\$ (166,651)	\$ (647)	\$ 35,949
Options exercised	—	—	72,192	—	98	—	—	98
Net income - the Company	—	—	—	—	—	377	—	377
Net loss - non-controlling interest	—	—	—	—	—	—	(135)	(135)
Stock-based compensation	—	—	—	—	558	—	—	558
Balance — June 30, 2021	—	\$ -	54,141,822	\$ 26	\$ 203,877	\$ (166,274)	\$ (782)	\$ 36,847
Options exercised	—	—	16,147	—	22	—	—	22
Net loss - the Company	—	—	—	—	—	(9,798)	—	(9,798)
Net income - non-controlling interest	—	—	—	—	—	—	960	960
Acquisition of non-controlling interest	—	—	—	—	(341)	—	341	—
Disposal of subsidiary	—	—	—	—	—	—	204	204
Stock-based compensation	—	—	—	—	536	—	—	536
Balance — September 30, 2021	—	\$ -	54,157,969	\$ 26	\$ 204,094	\$ (176,072)	\$ 723	\$ 28,771

	Preferred Stock Series A		Common Stock		Additional Paid-	Accumulated	Non-	Total
	Shares	Amount	Shares	Amount	in-Capital	Deficit	controlling Interest	Stockholders' Equity
Balance — January 1, 2020	—	\$ -	28,686,116	\$ 24	\$ 149,840	\$ (75,686)	\$ 2,500	\$ 76,678
Issuance of common stock	—	—	1,208,169	—	—	—	—	—
2020 Private Placement shares, net of costs	660,000	—	2,300,000	—	12,115	—	—	12,115
2020 Private Placement Warrants, net of costs	—	—	—	—	4,621	—	—	4,621
Beneficial conversion feature	—	—	—	—	3,564	—	—	3,564
Dividends from subsidiaries	—	—	—	—	—	—	(218)	(218)
Net loss - the Company	—	—	—	—	—	(50,190)	—	(50,190)
Net loss - non-controlling interest	—	—	—	—	—	—	(513)	(513)
Stock-based compensation	—	—	—	—	517	—	—	517
Balance — March 31, 2020	660,000	\$ -	32,194,285	\$ 24	\$ 170,657	\$ (125,876)	\$ 1,769	\$ 46,574
Issuance of common stock	—	—	1,013,060	—	3,393	—	—	3,393
Conversion of Preferred Stock Series A	(660,000)	—	6,600,000	1	(1)	—	—	—
Beneficial conversion feature	—	—	—	—	(3,564)	—	—	(3,564)
Deemed dividend	—	—	—	—	3,564	—	—	3,564
Disposal of subsidiary	—	—	—	—	—	—	(441)	(441)
Net loss - the Company	—	—	—	—	—	(9,588)	—	(9,588)
Net loss - non-controlling interest	—	—	—	—	—	—	(177)	(177)
Options exercised	—	—	22,777	—	34	—	—	34
Stock-based compensation	—	—	—	—	539	—	—	539
Balance — June 30, 2020	—	\$ -	39,830,122	\$ 25	\$ 174,622	\$ (135,464)	\$ 1,151	\$ 40,334
Issuance of common stock	—	—	1,017,655	—	3,049	—	—	3,049
Net loss - the Company	—	—	—	—	—	(7,243)	—	(7,243)
Net loss - non-controlling interest	—	—	—	—	—	—	(78)	(78)
Options exercised	—	—	25,811	—	40	—	—	40
Stock-based compensation	—	—	—	—	547	—	—	547
Balance — September 30, 2020	—	\$ -	40,873,588	\$ 25	\$ 178,258	\$ (142,707)	\$ 1,073	\$ 36,649

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

VENUS CONCEPT INC.
Condensed Consolidated Statements of Cash Flows
(Unaudited)
(in thousands)

	Nine Months Ended September 30,	
	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (18,031)	\$ (67,789)
Adjustments to reconcile net loss to net cash used in operating activities:		
Goodwill impairment	—	27,450
Depreciation and amortization	3,756	3,695
Stock-based compensation	1,602	1,603
Provision for bad debt	(628)	8,450
Provision for inventory obsolescence	1,107	703
Finance expenses and accretion	981	5,286
Deferred tax recovery	(666)	(1,245)
Change in fair value of earn-out liability	—	291
Loss on sale of subsidiary	188	385
Gain on disposal of property and equipment	—	35
Gain on forgiveness of government assistance loans	(2,775)	—
Changes in operating assets and liabilities:		
Accounts receivable short-term and long-term	3,468	5,298
Inventories	(4,373)	(1,612)
Prepaid expenses	(112)	493
Advances to suppliers	(142)	—
Other current assets	909	(3,533)
Other long-term assets	(102)	6
Trade payables	(1,573)	447
Accrued expenses and other current liabilities	(3,135)	(6,584)
Severance pay funds	(58)	142
Unearned interest income	127	(1,630)
Other long-term liabilities	87	(671)
Net cash used in operating activities	<u>(19,370)</u>	<u>(28,780)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property and equipment	(194)	(208)
Cash received from sale of subsidiary, net of cash relinquished	(40)	89
Net cash used in investing activities	<u>(234)</u>	<u>(119)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Exercises of 2020 December Public Offering Warrants	903	—
Payment of earn-out liability	(147)	(549)
Proceeds from exercise of options	332	74
Repayment of line-of-credit	—	(3,912)
Proceeds from government assistance loans	—	4,110
Proceeds from issuance of common stock	—	6,206
Proceeds from 2020 Private Placement, net of costs of \$1,950	—	20,300
Dividends from subsidiaries paid to non-controlling interest	-	(218)
Net cash provided by financing activities	<u>1,088</u>	<u>26,011</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS AND RESTRICTED CASH	(18,516)	(2,888)
CASH AND CASH EQUIVALENTS AND RESTRICTED CASH — Beginning of period	34,380	15,749
CASH AND CASH EQUIVALENTS AND RESTRICTED CASH — End of period	<u>\$ 15,864</u>	<u>\$ 12,861</u>
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid for income taxes	\$ 120	\$ 461
Cash paid for interest	\$ 2,852	\$ 988

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

VENUS CONCEPT INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)
(in thousands, unless otherwise noted, except for shares and per share data)

1. NATURE OF OPERATIONS

Venus Concept Inc. is a global medical technology company that develops, commercializes, and sells minimally invasive and non-invasive medical aesthetic and hair restoration technologies and related services. The Company's systems have been designed on cost-effective, proprietary and flexible platforms that enable it to expand beyond the aesthetic industry's traditional markets of dermatology and plastic surgery, and into non-traditional markets, including family and general practitioners and aesthetic medical spas. The Company was incorporated in the state of Delaware on November 22, 2002. In these notes to the condensed consolidated financial statements, the "Company" and "Venus Concept", refer to Venus Concept Inc. and its subsidiaries on a consolidated basis.

Going Concern

The accompanying unaudited condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business for the foreseeable future, and, as such, the unaudited condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

The Company has had recurring net operating losses and negative cash flows from operations. As of September 30, 2021 and December 31, 2020, the Company had an accumulated deficit of \$176,072 and \$157,392, respectively. The Company was in compliance with all required covenants as of September 30, 2021, and December 31, 2020. The Company's recurring losses from operations and negative cash flows raise substantial doubt about the Company's ability to continue as a going concern within 12 months from the date that the unaudited condensed consolidated financial statements are issued. In addition, the coronavirus pandemic ("COVID-19" or "pandemic") has had a significant negative impact on the Company's results of operations as of September 30, 2021, and for the nine months then ended, and management expects the pandemic to continue to have a negative impact in the foreseeable future, the extent of which is uncertain and largely subject to whether the severity of the pandemic worsens, or duration lengthens. In the event that the pandemic and the economic disruptions it has caused continue for an extended period of time, the Company cannot assure that it will remain in compliance with the financial covenants contained within its credit facilities.

In order to continue its operations, the Company must achieve profitable operations and/or obtain additional equity or debt financing. Until the Company achieves profitability, management plans to fund its operations and capital expenditures with cash on hand, borrowings, and issuance of capital stock. On December 22, 2020, the Company issued and sold to investors 11,250,000 shares of its common stock ("December 2020 Public Offering"), par value \$0.0001 per share, at a combined offering price to the public of \$2.00 per share and warrants ("December 2020 Public Offering Warrants") to purchase up to 5,625,000 shares of common stock with an exercise price of \$2.50 per share. The December 2020 Public Offering Warrants have a five-year term and are exercisable immediately. Total gross proceeds were \$22,500. In February 2021, several investors exercised an aggregate of 361,200 December 2020 Public Offering Warrants at the exercise price of \$2.50 per share. The total proceeds received by the Company from the December 2020 Public Offering Warrants exercises were \$903. Until the Company generates revenue at a level to support its cost structure, the Company expects to continue to incur substantial operating losses and net cash outflows from operating activities.

Given the pandemic and the uncertainty around the COVID-19 variants, the Company cannot anticipate the extent to which the current economic turmoil and financial market conditions will continue to adversely impact the Company's business and the Company may need additional capital to fund its future operations and to access the capital markets sooner than planned. There can be no assurance that the Company will be successful in raising additional capital or that such capital, if available, will be on terms that are acceptable to the Company. If the Company is unable to raise sufficient additional capital, it may be compelled to reduce the scope of its operations and planned capital expenditures or sell certain assets, including intellectual property assets. These unaudited condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might result from the uncertainty. Such adjustments could be material.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of Venus Concept Inc. have been prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”) and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. These unaudited condensed consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements included in its Annual Report on Form 10-K for the year ended December 31, 2020, filed with the Securities and Exchange Commission (the “SEC”) on March 29, 2021. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for fair presentation have been included. Operating results for the nine months ended September 30, 2021 are not necessarily indicative of the results that may be expected for the year ending December 31, 2021. For further information, refer to the consolidated financial statements and footnotes thereto included in Item 8 of the Company’s most recent Annual Report on Form 10-K.

In the Form 10-Q for the period ended June 30, 2020, filed with the SEC on August 13, 2020, and in the Form 10-Q for the period ended September 30, 2020, filed with the SEC on November 16, 2020, the loss on disposal of a subsidiary in the amount of \$385 was reported as a part of general and administrative expenses in the condensed consolidated statements of operations. The Company corrected the presentation and presented the loss on disposal of the subsidiary as a separate item in the consolidated statements of operations in the Form 10-K for the year ended December 31, 2020, filed with the SEC on March 29, 2021, the Form 10-Q for the period ended June 30, 2021, filed with the SEC on August 13, 2021, and in the accompanying unaudited condensed consolidated statements of operations.

The preparation of these unaudited condensed consolidated financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ materially from those estimates. The Company assessed certain accounting matters that generally require consideration of forecasted financial information in context with the information reasonably available to the Company and the unknown future impacts of COVID-19 as of September 30, 2021 and through the date of this report filing. The accounting matters assessed included, but were not limited to, the allowance for doubtful accounts and the carrying value of intangible and long-lived assets.

Amounts reported in thousands within this report are computed based on the amounts in dollars. As a result, the sum of the components reported in thousands may not equal the total amount reported in thousands due to rounding. Certain columns and rows within tables may not add due to the use of rounded numbers. Percentages presented are calculated from the underlying numbers in dollars.

Accounting Policies

The accounting policies the Company follows are set forth in the Company’s audited consolidated financial statements for fiscal year 2020. For further information, refer to the consolidated financial statements and footnotes thereto included in Item 8 of the Company’s most recent Annual Report on Form 10-K. There have been no material changes to these accounting policies.

JOBS Act Accounting Election

The Company is an emerging growth company, as defined in the Jumpstart Our Business Startups Act of 2012 (the “JOBS Act”). Under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards issued subsequent to the enactment of the JOBS Act until such time as those standards apply to private companies. The Company has elected to use this extended transition period for complying with new or revised accounting standards that have different effective dates for public and private companies until the earlier of the date that it is (i) no longer an emerging growth company or (ii) affirmatively and irrevocably opt out of the extended transition period provided in the JOBS Act. As a result, these unaudited condensed consolidated financial statements may not be comparable to companies that comply with the new or revised accounting pronouncements as of public company effective dates.

Recently Issued Accounting Standards Not Yet Adopted

In April 2020, Financial Accounting Standards Board (the “FASB”) issued a Staff Question-and-Answer Document (Q&A): ASC Topic 842 and ASC Topic 840: Accounting for Lease Concessions Related to the Effects of the COVID-19 Pandemic, that focuses on the application of the lease guidance for lease concessions related solely to the effects of COVID-19. The FASB issued the guidelines to reduce the burden and complexity for companies to account for such lease concessions (e.g., rent abatements or other economic incentives) under current lease accounting rules due to COVID-19 by providing certain practical expedients that can be used. This guidance can be applied immediately. The adoption of the guidance did not have a material impact on the Company’s unaudited condensed consolidated financial statements.

In March 2020, the FASB issued Accounting Standards Update (“ASU”) 2020-04 - Facilitation of the Effects of Reference Rate Reform on Financial Reporting (ASC Topic 848). This authoritative guidance provides optional relief for companies preparing for the discontinuation of interest rates such as LIBOR, which is expected to be phased out at the end of calendar 2021, and applies to lease contracts, hedging instruments, held-to-maturity debt securities and debt arrangements that have LIBOR as the benchmark rate. This guidance can be applied for a limited time, as of the beginning of the interim period that includes March 12, 2020 or any date thereafter, through December 31, 2022. The guidance may no longer be applied after December 31, 2022. In January 2021, the FASB issued authoritative guidance that makes amendments to the new rules on accounting for reference rate reform. The amendments clarify that all derivative instruments affected by the changes to interest rates used for discounting, margining or contract price alignment, regardless of whether they reference LIBOR, or another rate expected to be discontinued as a result of reference rate reform, an entity may apply certain practical expedients in ASC Topic 848. The Company is currently assessing the impact of applying this guidance as well as when to adopt this guidance.

In February 2020, the FASB issued authoritative guidance (ASU 2020-02 – Financial Instruments – Credit Losses (Topic 326) and Leases (Topic 842)) that amends and clarifies Topic 326 and Topic 842. For Topic 326, the codification was updated to include the SEC staff interpretations associated with registrants engaged in lending activities. ASC Topic 326 is effective for annual periods beginning after January 1, 2023, including interim periods within those fiscal years. The Company is currently evaluating the impact of applying this guidance on its financial instruments, such as accounts receivable.

In December 2019, the FASB issued ASU 2019-12 – Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes, an authoritative guidance that simplifies the accounting for income taxes by removing certain exceptions and making simplifications in other areas. It is effective from the first quarter of fiscal year 2022, with early adoption permitted in any interim period. If adopted early, the Company must adopt all the amendments in the same period. The amendments have differing adoption methods including retrospectively, prospectively and/or modified retrospective basis through a cumulative-effect adjustment to retained earnings as of the beginning of the fiscal year of adoption, depending on the specific change. The Company is currently evaluating the impact of applying this guidance.

3. NET LOSS PER SHARE

Net Loss Per Share

Basic net loss per share is calculated by dividing net loss by the weighted-average number of shares of common stock outstanding during the period, without consideration for common stock equivalents. Diluted net loss per share is computed by dividing net loss by the weighted-average number of common stock equivalents outstanding for the period determined using the treasury-stock method. For purposes of this calculation, common stock warrants and stock options are considered to be common stock equivalents and are only included in the calculation of diluted net loss per share when their effect is dilutive.

The following table sets forth the computation of basic and diluted net loss per share and the weighted average number of shares used in computing basic and diluted net loss per share (in thousands, except per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Numerator:				
Net loss	\$ (8,838)	\$ (7,321)	\$ (18,031)	\$ (67,789)
Net loss allocated to stockholders of the Company	\$ (9,798)	\$ (7,243)	\$ (18,680)	\$ (70,585)
Denominator:				
Weighted-average shares of common stock outstanding used in computing net loss per share, basic	54,145	40,466	53,994	34,553
Weighted-average shares of common stock outstanding used in computing net loss per share, diluted	54,145	40,466	53,994	34,553
Net loss per share:				
Basic	\$ (0.18)	\$ (0.18)	\$ (0.35)	\$ (2.04)
Diluted	\$ (0.18)	\$ (0.18)	\$ (0.35)	\$ (2.04)

Due to the net loss for the nine months ended September 30, 2021, all the outstanding shares of common stock equivalents were excluded from the calculation of diluted net loss per share attributable to common stockholders because including them would have been antidilutive:

	September 30, 2021	September 30, 2020
Options to purchase common stock	5,695,900	4,885,197
Warrants for common stock	15,928,867	10,665,067
Total potential dilutive shares	21,624,767	15,550,264

4. FAIR VALUE MEASUREMENTS

Financial assets and financial liabilities are initially recognized at fair value when the Company becomes a party to the contractual provisions of the financial instrument. Subsequently, all financial instruments are measured at amortized cost using the effective interest method.

The financial instruments of the Company consist of cash and cash equivalents, restricted cash, accounts receivable, long-term receivables, lines of credit, trade payables, government assistance loans, accrued expenses and other current liabilities, earn-out liability, other long-term liabilities and long-term debt. In view of their nature, the fair value of these financial instruments approximates their carrying amounts.

The Company measures the fair value of its financial assets and financial liabilities using the fair value hierarchy. A financial instrument's classification within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The accounting guidance establishes a three-tiered hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The Company classifies its restricted cash within Level 1. Guaranteed investment certificates are classified within Level 2 as the Company uses alternative pricing sources and models utilizing market observable inputs for valuation. Contingent earn-out consideration was classified within Level 3. The following tables set forth the fair value of the Company's Level 1, Level 2 and Level 3 financial assets and liabilities within the fair value hierarchy:

Fair Value Measurements as of September 30, 2021				
	Quoted Prices in Active Markets using Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Assets				
Guaranteed Investment Certificates (GIC)	\$ —	\$ 64	\$ —	\$ 64
Restricted cash	83	—	—	83
Total assets	\$ 83	\$ 64	\$ —	\$ 147
Fair Value Measurements as of December 31, 2020				
	Quoted Prices in Active Markets using Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Assets				
Guaranteed Investment Certificates (GIC)	\$ —	\$ 64	\$ —	\$ 64
Restricted cash	83	—	—	83
Total assets	\$ 83	\$ 64	\$ —	\$ 147
Liabilities				
Contingent earn-out consideration	—	—	147	147
Total liabilities	\$ —	\$ —	\$ 147	\$ 147

The earn-out liability was measured using discounted cash flow techniques, with the expected cash outflows estimated based on the assessed probability of the acquired business achieving the revenue metrics required for payment. Expected future revenues of the acquired business and the associated estimate of probability are not observable inputs. The payments due are based on point in time measurements of the metrics quarterly for two years from the acquisition date. Changes in the fair value of the earn-out liability were recognized in finance expenses in the unaudited condensed consolidated statements of operations.

The following table provides a roll forward of the aggregate fair values of the earn-out liability for the nine months ended September 30, 2021, for which fair value is determined using Level 3 inputs:

Balance as of January 1, 2020	\$ 655
Payments	(799)
Change in value	291
Balance as of December 31, 2020	147
Payments	(147)
Change in value	-
Balance as of September 30, 2021	\$ -

5. ACCOUNTS RECEIVABLE

The Company's products may be sold under subscription agreements with title passing to the customer at the end of the lease term, which is generally 36 months. These arrangements are considered to be sales-type leases, where the present value of all cash flows to be received under the agreement is recognized upon shipment to the customer as lease revenue.

A financing receivable is a contractual right to receive money, on demand or on fixed or determinable dates, that is recognized as an asset on the Company's unaudited condensed consolidated balance sheets. The Company's financing receivables, consisting of sales-type leases, totaled \$51,004 and \$49,096 as of September 30, 2021 and December 31, 2020, respectively, and are included in accounts receivable and long-term receivables on the unaudited condensed consolidated balance sheets. The Company evaluates the credit quality of an obligor at lease inception and monitors credit quality over the term of the underlying transactions.

The Company performed an assessment of the allowance for doubtful accounts as of September 30, 2021 and December 31, 2020. Based upon such assessment, the Company recorded an allowance for doubtful accounts totaling \$11,459 and \$18,490 as of September 30, 2021, and December 31, 2020, respectively.

A summary of the Company's accounts receivables is presented below:

	September 30, 2021	December 31, 2020
Gross accounts receivable	\$ 82,494	\$ 92,402
Unearned income	(3,856)	(3,728)
Allowance for doubtful accounts	(11,459)	(18,490)
	<u>\$ 67,179</u>	<u>\$ 70,184</u>
Reported as:		
Current trade receivables	\$ 47,792	\$ 52,764
Current unearned interest income	(2,565)	(1,950)
Long-term trade receivables	23,243	21,148
Long-term unearned interest income	(1,291)	(1,778)
	<u>\$ 67,179</u>	<u>\$ 70,184</u>

Current subscription agreements are reported as part of accounts receivable. The following are the contractual commitments, net of allowance for doubtful accounts, to be received by the Company over the next 5 years:

	Total	September 30,				
		2021	2022	2023	2024	2025
Current financing receivables, net of allowance of \$4,313	\$ 27,813	\$ 27,813	\$ —	\$ —	\$ —	\$ —
Long-term financing receivables, net of allowance of \$3,651	23,191	—	16,042	6,954	195	—
Total	<u>\$ 51,004</u>	<u>\$ 27,813</u>	<u>\$ 16,042</u>	<u>\$ 6,954</u>	<u>\$ 195</u>	<u>\$ —</u>

Accounts receivable do not bear interest and are typically not collateralized. The Company performs ongoing credit evaluations of its customers' financial condition and maintains an allowance for doubtful accounts. Uncollectible accounts are charged to expense when deemed uncollectible, and accounts receivable are presented net of an allowance for doubtful accounts. Accounts receivable are deemed past due in accordance with the contractual terms of the agreement. Actual losses may differ from the Company's estimates and could be material to its consolidated financial position, results of operations and cash flows.

The allowance for doubtful accounts consisted of the following activity:

Balance as of January 1, 2020	\$ 10,494
Write-offs	(6,536)
Provision	15,212
Sale of subsidiaries	(680)
Balance as of December 31, 2020	<u>18,490</u>
Write-offs	(1,902)
Provision	1,106
Balance as of March 31, 2021	<u>17,694</u>
Write-offs	(2,161)
Recovery	(3,238)
Balance as of June 30, 2021	<u>\$ 12,295</u>
Write-offs	(2,340)
Provision	1,504
Balance as of September 30, 2021	<u><u>\$ 11,459</u></u>

6. SELECT BALANCE SHEET AND STATEMENT OF OPERATIONS INFORMATION

Inventory

Inventory consists of the following:

	September 30, 2021	December 31, 2020
Raw materials	\$ 1,813	\$ 838
Work-in-progress	1,608	1,232
Finished goods	17,584	15,689
Total inventory	<u>\$ 21,005</u>	<u>\$ 17,759</u>

Additions to inventory are primarily comprised of newly produced units and applicators, refurbishment cost from demonstration units and used equipment which were reacquired during the three months from upgraded sales. The Company expensed \$6,187 and \$17,546 in cost of goods sold in the three and nine months ended September 30, 2021 (\$6,149 and \$13,352 in the three and nine months ended September 30, 2020). The balance of cost of goods sold represents the sale of applicators, parts and warranties.

The Company provides for excess and obsolete inventories when conditions indicate that the inventory cost is not recoverable due to physical deterioration, usage, obsolescence, reductions in estimated future demand and reductions in selling prices. Inventory provisions are measured as the difference between the cost of inventory and net realizable value to establish a lower cost basis for the inventories. As of September 30, 2021, a provision for obsolescence of \$2,167 (\$1,208 as of December 31, 2020) was taken against inventory.

Property and Equipment, Net

Property and equipment, net consist of the following:

	Useful Lives (in years)	September 30, 2021	December 31, 2020
Lab equipment tooling and molds	4 - 10	\$ 8,152	\$ 8,053
Office furniture and equipment	6 - 10	1,718	1,760
Leasehold improvements	up to 10	1,790	1,838
Computers and software	3	1,871	1,815
Vehicles	5 - 7	7	12
Total property and equipment		<u>13,538</u>	<u>13,478</u>
Less: Accumulated depreciation		<u>(10,963)</u>	<u>(9,939)</u>
Total property and equipment, net		<u>\$ 2,575</u>	<u>\$ 3,539</u>

Depreciation expense was \$431 and \$318 for the three months ended September 30, 2021 and 2020, respectively. Depreciation expense was \$1,159 and \$1,095 for the nine months ended September 30, 2021 and 2020, respectively.

Other Current Assets

	September 30, 2021	December 31, 2020
Government remittances (1)	\$ 1,623	\$ 1,009
Consideration receivable from sales of subsidiaries	2,003	2,580
Deferred financing costs	223	1,063
Sundry assets and miscellaneous	907	1,022
Total other current assets	\$ 4,756	\$ 5,674

(1) Government remittances are receivables from the local tax authorities for refunds of sales taxes and income taxes.

Accrued Expenses and Other Current Liabilities

	September 30, 2021	December 31, 2020
Payroll and related expense	\$ 1,288	\$ 1,312
Accrued expenses	6,240	8,582
Commission accrual	3,289	2,827
Sales and consumption taxes	6,363	7,532
Total accrued expenses and other current liabilities	\$ 17,180	\$ 20,253

Warranty Accrual

The following table provides the details of the change in the Company's warranty accrual:

	September 30, 2021	December 31, 2020
Balance as of the beginning of the period	\$ 1,639	\$ 1,977
Warranties issued during the period	534	761
Warranty costs incurred during the period	(529)	(1,099)
Balance at the end of the period	\$ 1,644	\$ 1,639
Current	1,173	1,106
Long-term	471	533
Total	\$ 1,644	\$ 1,639

Finance Expenses

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Interest expense	\$ 940	1,750	\$ 3,008	\$ 6,084
Accretion on long-term debt and amortization of fees	60	147	1,038	438
Total finance expenses	\$ 1,000	\$ 1,897	\$ 4,046	\$ 6,522

7. INTANGIBLE ASSETS

Intangible assets net of accumulated amortization and goodwill were as follows:

	At September 30, 2021		
	Gross Amount	Accumulated Amortization	Net Amount
Customer relationships	\$ 1,400	\$ (312)	\$ 1,088
Brand	2,500	(737)	1,763
Technology	16,900	(5,392)	11,508
Supplier agreement	3,000	(1,091)	1,909
Total intangible assets	<u>\$ 23,800</u>	<u>\$ (7,532)</u>	<u>\$ 16,268</u>

	At December 31, 2020		
	Gross Amount	Accumulated Amortization	Net Amount
Customer relationships	\$ 1,400	\$ (242)	\$ 1,158
Brand	2,500	(540)	1,960
Technology	16,900	(3,286)	13,614
Supplier agreement	3,000	(867)	2,133
Total intangible assets	<u>\$ 23,800</u>	<u>\$ (4,935)</u>	<u>\$ 18,865</u>

Estimated amortization expense for the next five fiscal years and all years thereafter are as follows:

October 1, 2021 to December 31, 2021	\$ 875
2022	3,473
2023	3,473
2024	3,473
2025	3,004
Thereafter	1,970
Total	<u>\$ 16,268</u>

8. COMMITMENTS AND CONTINGENCIES

Operating Leases

The Company has various operating lease agreements, which expire on various dates.

The Company recognizes rent expense on a straight-line basis over the non-cancellable lease period and records the difference between cash rent payments and the recognition of rent expense as a deferred rent liability. When leases contain escalation clauses, rent abatements and/or concessions, such as rent holidays and landlord or tenant incentives or allowances, the Company applies them in the determination of straight-line rent expense over the lease period.

Aggregate future minimum lease payments and purchase and service commitments with manufacturers and service providers as of September 30, 2021 are as follows:

	Office Lease	Purchase and Service Commitments	Total
October 1, 2021 to December 31, 2021	\$ 303	\$ 24,939	\$ 25,242
2022	1,155	—	1,155
2023	992	—	992
2024	880	—	880
2025	900	—	900
2026 and thereafter	1,972	—	1,972
Total	<u>\$ 6,202</u>	<u>\$ 24,939</u>	<u>\$ 31,141</u>

The total rent expense for all operating leases for the three months ended September 30, 2021 and 2020 was \$528 and \$487, respectively. The total rent expense for all operating leases for the nine months ended September 30, 2021 and 2020 was \$1,623 and \$1,508, respectively.

Commitments

As of September 30, 2021, the Company has non-cancellable purchase orders placed with its contract manufacturers in the amount of \$24,508. In addition, as of September 30, 2021, the Company had \$2,871 of open purchase orders that can be cancelled with 270 days' notice, except for a portion equal to 15% of the total amount representing the purchase of "long lead items".

On March 25, 2021, the Company entered into an endorsement agreement for the services of Venus Williams, four-time Olympic Gold Medalist, seven-time Grand Slam Champion and entrepreneur, pursuant to which Ms. Williams will act as a brand ambassador for Venus Bliss.

Legal Proceedings

Purported Shareholder Class Actions

Between May 23, 2018 and June 11, 2019, four putative shareholder class action complaints were filed against Restoration Robotics, Inc., certain of its former officers and directors, certain of its venture capital investors, and the underwriters of the initial public offering ("IPO"). Two of these complaints, Wong v. Restoration Robotics, Inc., et al., No. 18CIV02609, and Li v. Restoration Robotics, Inc., et al., No. 19CIV08173 (together, the "State Actions"), were filed in the Superior Court of the State of California, County of San Mateo, and assert claims under Sections 11, 12(a)(2) and 15 of the Securities Act of 1933 (the "Securities Act"). The other two complaints, Guerrini v. Restoration Robotics, Inc., et al., No. 5:18-cv-03712-EJD and Yzeiraj v. Restoration Robotics, Inc., et al., No. 5:18-cv-03883-BLF (together, the "Federal Actions"), were filed in the United States District Court for the Northern District of California and assert claims under Sections 11 and 15 of the Securities Act. The complaints all allege, among other things, that the Restoration Robotics' Registration Statement filed with the SEC on September 1, 2017 and the Prospectus filed with the SEC on October 13, 2017 in connection with Restoration Robotics' IPO were inaccurate and misleading, contained untrue statements of material facts, omitted to state other facts necessary to make the statements made not misleading and omitted to state material facts required to be stated therein. The complaints seek unspecified monetary damages, other equitable relief and attorneys' fees and costs.

In the State Actions, Restoration Robotics, Inc., along with the other defendants, successfully demurred to the initial Wong complaint for failure to state a claim and secured a stay of both cases based on the forum selection clause contained in its Amended and Restated Certificate of Incorporation, which designates the federal district courts as the exclusive forums for claims arising under the Securities Act. However, on December 19, 2018, the Delaware Court of Chancery in *Sciabacucchi v. Salzberg* held that exclusive federal forum provisions are invalid under Delaware law. Based on this ruling, the San Mateo Superior Court lifted its stay of the State Actions on December 10, 2019. On January 17, 2020, Plaintiffs in the State Actions filed a consolidated amended complaint for violations of federal securities laws, alleging again that, among other things, the Registration Statement filed with the SEC on September 1, 2017 and the Prospectus filed with the SEC on October 13, 2017 in connection with Restoration Robotics' IPO were inaccurate and misleading, contained untrue statements of material facts, omitted to state other facts necessary to make the statements made not misleading and omitted to state material facts required to be stated therein. The complaint seeks unspecified monetary damages, other equitable relief and attorneys' fees and costs. On February 24, 2020, the Company demurred to the consolidated amended complaint for failure to state a claim. On March 18, 2020, the Delaware Supreme Court reversed the Chancery Court's decision in *Sciabacucchi v. Salzberg* and held that exclusive federal forum provisions are valid under Delaware law. On March 30, 2020, the Company filed a renewed motion to dismiss based on its federal forum selection clause. A hearing on the Company's demurrer and renewed motion to dismiss was held on June 12, 2020. On September 1, 2020, the court granted the renewed motion to dismiss based on the Company's forum selection clause as to the Company and individual defendants, but not as to the venture capital and underwriter defendants. On September 22, 2020, the Court entered a judgement of dismissal as to the Company and the individual defendants. On November 23, 2020, plaintiff filed a notice of appeal of the Court's order granting the renewed motion to dismiss. On May 27, 2021, Plaintiff-Appellant Wong filed an opening brief in *Wong v. Restoration Robotics, Inc.*, No. A161489 (Cal. Ct. App., 1st App. Dist., Div. 2). The Company filed its responsive brief on August 27, 2021, and Plaintiff-Appellant Wong filed his reply brief on October 6, 2021. The appeal remains pending. In the Federal Actions, which have been consolidated under the caption *In re Restoration Robotics, Inc. Securities Litigation*, Case No. 5:18-cv-03712-EJD, Lead Plaintiff Eduardo Guerrini ("Lead Plaintiff") filed his consolidated amended complaint for violations of federal securities laws on November 30, 2018. The consolidated amended complaint alleges again that, among other things, Restoration Robotics' Registration Statement filed with the SEC on September 1, 2017 and the Prospectus filed with the SEC on October 13, 2017 in connection with the IPO were inaccurate and misleading, contained untrue statements of material facts, omitted to state other facts necessary to make the statements made not misleading and omitted to state material facts required to be stated therein. On January 29, 2019, Restoration Robotics, Inc., along with certain of its former officers and directors, filed a motion to dismiss the consolidated amended complaint for failure to state a claim. On October 18, 2019, the District Court granted Restoration Robotics, Inc. motion to dismiss as to all but two allegedly false or misleading statements contained in the Company's Prospectus. On December 9, 2019, the Company filed its answer to the consolidated amended complaint denying the falsity of these statements. On May 29, 2020, Lead Plaintiff filed a motion for class certification, which the Company elected not to oppose, and on July 29, 2020, the court certified a class of investors who purchased shares of the Company's common stock pursuant or traceable to the Company's IPO. On February 22, 2021, the District Court granted the parties' joint stipulation to stay all pending deadlines on the basis that the parties had reached a settlement in principle for all claims in the Federal Actions. On July 29, 2021, Lead Plaintiff filed a motion for final approval of the settlement, and a hearing was held on that motion on September 2, 2021. The District Court granted final approval of the settlement on September 9, 2021.

In addition to the State and Federal Actions, on July 11, 2019, a verified shareholder derivative complaint was filed in the United States District Court for the Northern District of California, captioned *Mason v. Rhodes*, No. 5:19-cv-03997-NC. The complaint alleges that certain of Restoration Robotics' former officers and directors breached their fiduciary duties, have been unjustly enriched and violated Section 14(a) of the Securities Exchange Act of 1934 (the "Exchange Act") in connection with the IPO and Restoration Robotics' 2018 proxy statement. The complaint seeks unspecified damages, declaratory relief, other equitable relief and attorneys' fees and costs. On August 21, 2019, the District Court granted the parties' joint stipulation to stay the Mason action during the pendency of the Federal Actions. On June 21, 2021, the District Court granted the parties' further stipulation to stay the Mason action during the pendency of the Federal Action, and the case remains stayed.

Administrative Investigation Case

The Company's Chinese subsidiary, Venus Concept China, imports and sells registered medical devices and unregistered non-medical devices in the People's Republic of China ("PRC"). One of its unregistered products has been the subject of inquiries from two district level branches of the State Administration for Market Regulation, Xuhui MSA and Huangpu MSA, as to whether the product was properly sold as a non-medical device. In January 2019, Venus Concept China applied to register a version of this non-medical device as a medical device with the National Medical Products Administration of PRC ("NMPA"). On June 12, 2019, Venus Concept China was informed that Xuhui MSA had opened an administrative investigation case related to whether the device is an unregistered medical device, as a result of a complaint that Xuhui MSA received from a former distributor of Venus Concept China. Huangpu MSA notified Venus Concept China that it would be suspending its separate investigation against Venus Concept China, pending the results of the Xuhui MSA investigation. The Company and Venus Concept China have voluntarily stopped sales in China of this product.

On March 4, 2021, Xuhui MSA issued a written administrative penalty hearing notice (the “Notice”) to Venus Concept China. The Notice stated that Venus Concept China’s sale of Versa violated the relevant Chinese medical device administration regulation. As a result, Xuhui MSA proposed an administrative monetary penalty in the amount of approximately \$150 or 976 Chinese Yuan (the “Penalty Amount”). On March 8, 2021, Venus Concept China gave written notice to Xuhui MSA that it accepted the penalty decision proposed by Xuhui MSA. On March 19, 2021, Xuhui MSA issued a written administrative penalty decision to Venus Concept China (the “Decision”), which affirmed the administrative penalty proposed by the Notice. On March 19, 2021, the same day the Decision was issued, Venus Concept China remitted the full Penalty Amount to Xuhui MSA. Acceptance of the payment of the Penalty Amount by Xuhui MSA resulted in the conclusion of its investigation case against Venus Concept China and settlement of this matter. This matter is now resolved and closed by Xuhui MSA.

Further, the Company may from time to time continue to be involved in various legal proceedings of a character normally incident to the ordinary course of its business, which the Company does not deem to be material to its business and results of operations.

9. MAIN STREET TERM LOAN

On December 8, 2020, the Company executed a loan and security agreement (the “MSLP Loan Agreement”), a promissory note (the “MSLP Note”), and related documents for a loan in the aggregate amount of \$50,000 for which City National Bank of Florida (“CNB”) will serve as a lender pursuant to the Main Street Priority Loan Facility as established by the Board of Governors of the Federal Reserve System Section 13(3) of the Federal Reserve Act (the “MSLP Loan”). On December 9, 2020, the MSLP Loan had been funded and the transaction was closed. The MSLP Note has a term of five years and bears interest at a rate per annum equal to 30-day LIBOR plus 3%. On December 8, 2023 and December 8, 2024, the Company must make an annual payment of principal plus accrued but unpaid interest in an amount equal to fifteen percent (15%) of the outstanding principal balance of the MSLP Note (inclusive of accrued but unpaid interest). The entire outstanding principal balance of the MSLP Note together with all accrued and unpaid interest is due and payable in full on December 8, 2025. The Company may prepay the MSLP Loan at any time without incurring any prepayment penalties. The MSLP Note provides for customary events of default, including, among others, those relating to a failure to make payment, bankruptcy, breaches of representations and covenants, and the occurrence of certain events. In addition, the MSLP Loan Agreement and MSLP Note contain various covenants that limit the Company’s ability to engage in specified types of transactions. Subject to limited exceptions, these covenants limit the Company’s ability, without CNB’s consent, to, among other things, sell, lease, transfer, exclusively license or dispose of our assets, incur, create or permit to exist additional indebtedness, or liens, to make dividends and other restricted payments, and to make certain changes to its ownership structure.

As of September 30, 2021 and December 31, 2020, the Company was in compliance with all required covenants.

The scheduled payments on the outstanding borrowings as of September 30, 2021 are as follows:

	September 30, 2021
2021	\$ -
2022	1,589
2023	9,324
2024	7,929
2025	38,404
Total	\$ 57,246

10. MADRYN LONG-TERM DEBT AND CONVERTIBLE NOTES

Madryn Exchange Agreement and Convertible Notes; Termination of Madryn Credit Agreement

On December 9, 2020, contemporaneously with the MSLP Loan Agreement (Note 9), the Company and its subsidiaries, Venus Concept USA, Inc., a Delaware corporation (“Venus USA”), Venus Concept Canada Corp., an Ontario corporation (“Venus Canada”), Venus Concept Ltd., an Israeli corporation (“Venus Ltd.”), and the Madryn Noteholders (as defined below), entered into a Securities Exchange Agreement (the “Exchange Agreement”) dated as of December 8, 2020, pursuant to which the Company (i) repaid \$42,500 aggregate principal amount owed under that certain credit agreement originally entered into on October 11, 2016 and amended from time to time, between Venus Ltd., Madryn Health Partners, LP and certain of its affiliates (the “Madryn Credit Agreement”), and (ii) issued, to the Madryn Health Partners (Cayman Master), LP and Madryn Health Partners, LP (together the “Madryn Noteholders”) secured subordinated convertible notes in the aggregate principal amount of \$26,695 (the “Notes”). The Madryn Credit Agreement was terminated effective December 9, 2020 upon the funding and closing of the MSLP Loan and the issuance of the Notes.

The Notes will accrue interest at a rate of 8.0% per annum from the date of original issuance of the Notes to the third anniversary date of the original issuance and thereafter interest will accrue at a rate 6.0% per annum. Under certain circumstances, in the case of an event of default under the Notes, the then-applicable interest rate will increase by 4.0% per annum. Interest is payable quarterly in arrears on the last business day of each calendar quarter of each year after the original issuance date, beginning on December 31, 2020. The Notes will mature on December 9, 2025, unless earlier redeemed or converted. In connection with the Exchange Agreement, the Company also entered into, by and among the Company, Venus USA, Venus Canada, Venus Ltd., and the Madryn Noteholders, (i) a Guaranty and Security Agreement dated as of December 9, 2020 (the “Madryn Security Agreement”), pursuant to which the Company agreed to grant Madryn a security interest in substantially all of its assets to secure the obligations under the Notes and (ii) a Subordination of Debt Agreement dated as of December 9, 2020 (the “CNB Subordination Agreement”). The security interests and liens granted to the Madryn Noteholders under the Madryn Security Agreement will terminate upon the earlier of (i) an assignment of the Notes (other than to an affiliate of the Madryn Noteholders) pursuant to the terms of the Exchange Agreement and (ii) the first date on which the outstanding principal amount of the Notes is less than \$10,000. Obligations under the Notes are secured by substantially all of the assets of Venus Concept Inc. and its subsidiaries party to the Madryn Security Agreement. The Company’s obligations under the Notes and the security interests and liens created by the Madryn Security Agreement are subordinated to the Company’s indebtedness owing to CNB (including, but not limited, pursuant to the MSLP Loan Agreement and the CNB Loan Agreement, (Note 11)) and any security interests and liens which secure such indebtedness owing to CNB. The Notes are convertible at any time into shares of the Company’s common stock, par value \$0.0001 per share, calculated by dividing the outstanding principal amount of the Notes (and any accrued and unpaid interest under the Notes) by the initial conversion price of \$3.25 per share. In connection with the Notes, the Company recognized interest expense of \$546 and \$1,613 during the three and nine months ended September 30, 2021. The conversion feature, providing the Madryn Noteholders with a right to receive the Company’s shares upon conversion of the Notes, was qualified for a scope exception in ASC 815-10-15 and did not require bifurcation. The Notes also contained embedded redemption features that provided multiple redemption alternatives. Certain redemption features provided the Madryn Noteholders with a right to receive cash and a variable number of shares upon change of control and an event of default (as defined in the Notes). The Company evaluated redemption upon change of control and an event of default under ASC 815, Derivatives and Hedging, and determined that these two redemption features required bifurcation. These embedded derivatives were accounted for as liabilities at their estimated fair value as of the date of issuance, and then subsequently remeasured to fair value as of each balance sheet date, with the related remeasurement adjustment being recognized as a component of change in fair value of derivative liabilities in the unaudited condensed consolidated statements of operations. The Company determined the likelihood of an event of default and change of control as remote as of September 30, 2021, and December 31, 2020, therefore a nominal value was allocated to the underlying embedded derivative liabilities as of September 30, 2021, and December 31, 2020.

The scheduled payments on the outstanding borrowings as of September 30, 2021 are as follows:

	<u>September 30,</u> <u>2021</u>
2021	546
2022	2,165
2023	2,131
2024	1,628
2025	28,217
Total	<u>\$ 34,687</u>

For the three and nine months ended September 30, 2021, the Company did not make any principal repayments.

11. CREDIT FACILITY

Through August 26, 2021, the Company, Venus USA and Venus Canada were party to the Third Amended and Restated Loan Agreement with CNB pursuant to which CNB agreed to provide a revolving credit facility to the Company in the maximum principal amount of \$10,000 to be used to finance working capital requirements (the “CNB Loan Agreement”).

The CNB Loan Agreement contains various covenants that limit the Company's ability to engage in specified types of transactions. Subject to limited exceptions, these covenants limit the Company's ability, without CNB's consent, to, among other things, sell, lease, transfer, exclusively license or dispose of the Company's assets, incur, create or permit to exist additional indebtedness, or liens, to make dividends and certain other restricted payments, and to make certain changes to its management and/or ownership structure. The CNB Loan Agreement also contains a covenant requiring that a minimum of \$23,000 in cash be held in a deposit account maintained with CNB for one year following the closing of the CNB Loan Agreement, and after the first anniversary of the CNB Loan Agreement, a minimum of \$3,000 in cash must be held in a deposit account maintained with CNB. The Madryn Noteholders agreed to hold \$20,000 in cash in an escrow account at CNB, and pursuant to an escrow agreement, such cash will be released back to the Madryn Noteholders on the first anniversary of the CNB Loan Agreement. The Company is required to maintain \$3,000 in cash in a deposit account maintained with CNB at all times during the term of the CNB Loan Agreement. In addition, the CNB Loan Agreement contains certain covenants that require the Company to achieve certain minimum account balances, or a minimum debt service coverage ratio and a maximum total liability to tangible net worth ratio. If the Company fails to comply with these covenants, it will result in a default and require the Company to repay all outstanding principal amounts and any accrued interest. In connection with the CNB Loan Agreement, a loan fee of \$1,000 was paid in equal installments on January 25, February 25 and March 25, 2021.

On August 26, 2021, the Company, Venus USA and Venus Canada entered into a Fourth Amended and Restated Loan Agreement (the "Amended CNB Loan Agreement") with CNB, pursuant to which, among other things, (i) the maximum principal amount the revolving credit facility was reduced to \$5,000 at the LIBOR 30-Day rate plus 3.25%, subject to a minimum LIBOR rate floor of 0.50%, and (ii) beginning December 10, 2021, the cash deposit requirement was reduced from \$3,000 to \$1,500, to be maintained with CNB at all times during the term of the Amended CNB Loan Agreement. The Amended CNB Loan Agreement is secured by substantially all of the Company's assets and the assets of certain of its subsidiaries.

As of September 30, 2021, and December 31, 2020, the Company was in compliance with all required covenants. An event of default under this agreement would cause a default under the MSLP Loan (see Note 9).

In connection with the Amended CNB Loan Agreement, Venus Ltd. entered into a Fourth Amended and Restated Guaranty of Payment and Performance with CNB dated as of August 26, 2021 (the "CNB Guaranty"), pursuant to which Venus Ltd. agreed to guarantee the obligations under the Amended CNB Loan Agreement. The Company and Venus USA entered into a Third Amended and Restated Security Agreement with CNB dated as of August 26, 2021 (the "CNB Security Agreement"), pursuant to which the Company and Venus USA agreed to grant CNB a security interest in substantially all of their assets to secure the obligations under the CNB Loan Agreement. The Company, Venus USA and Venus Canada issued a Fifth Amended and Restated Revolving Promissory Note dated as of August 26, 2021 in favor of CNB (the "CNB Note") in the amount of \$5,000 with a maturity date of July 24, 2023 and the obligations of the Company pursuant to certain of the Company's outstanding promissory notes were reaffirmed as subordinated to the indebtedness of the Company owing to CNB pursuant to a Supplement to Subordination of Debt Agreements dated as of August 26, 2021 (the "Subordination Supplement") by and among Madryn Health Partners, LP, Madryn Health Partners (Cayman Master), LP, the Company and CNB.

12. GOVERNMENT ASSISTANCE PROGRAMS

Venus Concept Inc. and Venus USA, received funding in the total amount of \$4,048 in connection with two Small Business Loans under the federal Paycheck Protection Program provided in Section 7(a) of the Small Business Act of 1953, as amended by the Coronavirus Aid, Relief, and Economic Security Act, as amended from time to time (the "PPP").

Venus Concept Inc. entered into a U.S. Small Business Administration Note dated as of April 21, 2020 in favor of CNB pursuant to which the Company borrowed \$1,665 original principal amount, which was funded on April 29, 2020 (the "Venus Concept PPP Loan"). The Venus Concept PPP Loan bears interest at 1% per annum and matures in two years from the date of disbursement of funds under the loan. Interest and principal payments under the Venus Concept PPP Loan will be deferred for a period of nine months.

The Venus Concept PPP Loan contains certain covenants which, among other things, restrict the Company's use of the proceeds of the PPP Loan to the payment of payroll costs, interest on mortgage obligations, rent obligations and utility expenses, require compliance with all other loans or other agreements with any creditor of the Company, to the extent that a default under any loan or other agreement would materially affect the Company's ability to repay its PPP Loan and limit the Company's ability to make certain changes to its ownership structure.

Venus USA entered into a U.S. Small Business Administration Note dated as of April 15, 2020 in favor of CNB. Venus USA borrowed \$2,383 original principal amount, which was funded on April 20, 2020 (the "Venus USA PPP Loan" and together with the Venus Concept PPP Loan, individually each a "PPP Loan" and collectively, the "PPP Loans"). The terms of the Venus USA PPP Loan are substantially similar to the terms of the Venus Concept PPP Loan.

Under certain circumstances, all or a portion of the PPP Loans may be forgiven. Through CNB, the Company applied for and received partial forgiveness of the Venus USA PPP Loan in the amount of \$1,689 and the Venus Concept PPP Loan in the amount of \$1,086. The remaining portion of the PPP Loans of the Company is recorded within the current liabilities in the unaudited condensed consolidated balance sheet.

Under the CNB Loan Agreement and the MSLP Loan Agreement, each PPP Loan is permitted to be incurred by Venus Concept Inc. and Venus USA as long as certain conditions remain satisfied. If Venus Concept Inc. and/or Venus USA defaults on the respective PPP Loan (i) events of default will occur under the CNB Loan Agreement and the MSLP Loan Agreement and (ii) Venus Concept Inc. and Venus USA may be required to immediately repay their respective PPP Loan.

As of September 30, 2021, the Company had \$950 outstanding under the PPP Loans (\$4,110 as of December 31, 2020).

In 2020, certain of the Company's subsidiaries applied for government assistance programs and received government subsidies in the aggregate of \$1,117. The terms of these government assistance programs vary by jurisdiction. The Company recorded government subsidies received as a reduction to the associated wage costs in general and administrative expenses in the unaudited condensed consolidated statement of operations.

13. COMMON STOCK RESERVED FOR ISSUANCE

The Company is required to reserve and keep available out of its authorized but unissued shares of common stock a number of shares sufficient to affect the exercise of all options granted and available for grant under the incentive plans and warrants to purchase common stock.

	<u>September 30, 2021</u>	<u>December 31, 2020</u>
Outstanding common stock warrants	15,928,867	16,290,067
Outstanding stock options	5,695,900	4,433,392
Shares reserved for future option grants	886,536	262,622
Shares reserved for Lincoln Park	5,222,867	5,222,867
Shares reserved for Madryn Noteholders	8,213,880	8,213,880
Total common stock reserved for issuance	<u>35,948,050</u>	<u>34,422,828</u>

14. STOCKHOLDERS EQUITY

Common Stock

The Company's common stock confers upon its holders the following rights:

- The right to participate and vote in the Company's stockholder meetings, whether annual or special. Each share will entitle its holder, when attending and participating in the voting in person or via proxy, to one vote;
- The right to a share in the distribution of dividends, whether in cash or in the form of bonus shares, the distribution of assets or any other distribution pro rata to the par value of the shares held by them; and
- The right to a share in the distribution of the Company's excess assets upon liquidation pro rata to the par value of the shares held by them.

2020 Private Placement Warrants

In March 2020, the Company issued and sold to certain investors (collectively the "Investors") warrants (the "2020 Private Placement Warrants") to purchase up to 6,675,000 shares of common stock with an exercise price of \$3.50 per share, along with the shares of common stock and preferred stock the Investors purchased (the "2020 Private Placement"). The 2020 Private Placement Warrants have a five-year term and are exercisable beginning 181 days after their issue date. The Company evaluated the 2020 Private Placement Warrants for liability or equity classification in accordance with the provisions of ASC 480, Distinguishing Liabilities from Equity, and determined that equity treatment was appropriate because the warrants only require settlement through the issuance of the Company's common stock, which is not redeemable, and do not represent an obligation to issue a variable number of shares. Based on this guidance, the Company determined, for each issuance, that the 2020 Private Placement Warrants did not need to be accounted for as a liability. Accordingly, the 2020 Private Placement Warrants were classified as equity and are not subject to remeasurement at each balance sheet date. The proceeds received in the 2020 Private Placement were allocated to each instrument on a relative fair value basis.

Total net proceeds of \$20,300 reduced by \$3,564 of the beneficial conversion feature were allocated as follows: \$8,063 to Series A Preferred Stock, \$4,052 to shares of common stock and \$4,621 to the 2020 Private Placement Warrants issued. Series A Preferred Stock and common stock issued in the 2020 Private Placement were recorded at par value of \$0.0001 with the excess of par value recorded in Additional Paid-In Capital (“APIC”). On June 16, 2020, upon the approval of the Company’s stockholders, 660,000 shares of Series A Preferred Stock were converted into 6,600,000 shares of the Company’s common stock.

December 2020 Public Offering Warrants and common stock

As noted in Note 1 above, in December 2020, the Company issued and sold to certain investors in the December 2020 Public Offering 11,250,000 shares of its common stock and warrants to purchase up to 5,625,000 shares of common stock with an exercise price of \$2.50 per share. The December 2020 Public Offering Warrants have a five-year term and are exercisable immediately. The Company evaluated the December 2020 Public Offering Warrants for liability or equity classification in accordance with the provisions of ASC 480, Distinguishing Liabilities from Equity, and determined that equity treatment was appropriate because the warrants only require settlement through the issuance of the Company’s common stock, which is not redeemable, and do not represent an obligation to issue a variable number of shares. Based on this guidance, the Company determined, for each issuance, that the December 2020 Public Offering Warrants did not need to be accounted for as a liability. Accordingly, the December 2020 Public Offering Warrants were classified as equity and are not subject to remeasurement at each balance sheet date. The proceeds received in the December 2020 Public Offering were allocated to each instrument on a relative fair value basis.

Total net proceeds of \$20,476 were allocated as follows: \$17,828 to shares of common stock and \$2,648 to the December 2020 Public Offering Warrants issued. Common stock issued in the December 2020 Public Offering were recorded at par value of \$0.0001 with the excess of par value recorded in APIC. In February 2021, several investors exercised an aggregate of 361,200 December 2020 Public Offering Warrants at the exercise price of \$2.50 per share. The total proceeds received by the Company from the December 2020 Public Offering Warrants exercises were \$903.

2010 Share Option Plan

In November 2010, the Company’s Board of Directors (the “Board”) adopted a share option plan (the “2010 Share Option Plan”) pursuant to which shares of the Company’s common stock are reserved for issuance upon the exercise of options to be granted to directors, officers, employees and consultants of the Company. The 2010 Share Option Plan is administered by the Board, which designates the options and dates of grant. Options granted vest over a period determined by the Board, originally had a contractual life of seven years, which was extended to ten years in November 2017 and are non-assignable except by the laws of descent. The Board has the authority to prescribe, amend and rescind rules and regulations relating to the 2010 Share Option Plan, provided that any such amendment or rescindment that would adversely affect the rights of an optionee that has received or been granted an option shall not be made without the optionee’s written consent. As of September 30, 2021, the number of shares of the Company’s common stock reserved for issuance and available for grant under the 2010 Share Option Plan was 256,611 (138,275 as of December 31, 2020).

2019 Incentive Award Plan

The 2019 Incentive Award Plan (the “2019 Plan”) was originally established under the name Restoration Robotics, Inc., as the 2017 Incentive Award Plan. It was adopted by the Board on September 12, 2017 and approved by the Company’s stockholders on September 14, 2017. The 2017 Incentive Award Plan was amended, restated, and renamed as set forth above, and was approved by the Company’s stockholders on October 4, 2019.

Under the 2019 Plan, 450,000 shares of common stock were initially reserved for issuance pursuant to a variety of stock-based compensation awards, including stock options, stock appreciation rights, performance stock awards, performance stock unit awards, restricted stock awards, restricted stock unit awards and other stock-based awards, plus the number of shares remaining available for future awards under the 2019 Plan as of the date we completed our business combination with Venus Ltd. and the business of Venus Ltd. became the primary business of the Company (the “Merger”). As of September 30, 2021, there were 629,925 shares of common stock available under the 2019 Plan (124,347 as of December 31, 2020). The 2019 Plan contains an “evergreen” provision, pursuant to which the number of shares of common stock reserved for issuance pursuant to awards under such plan shall be increased on the first day of each year from 2020 and ending in 2029 equal to the lesser of (A) four percent (4.00%) of the shares of stock outstanding on the last day of the immediately preceding fiscal year and (B) such smaller number of shares of stock as determined by the Board.

The Company recognized stock-based compensation for its employees and non-employees in the accompanying unaudited condensed consolidated statements of operations as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Cost of sales	\$ 8	\$ 6	\$ 23	\$ 18
Selling and marketing	211	234	652	647
General and administrative	289	285	850	869
Research and development	28	22	77	69
Total stock-based compensation	<u>\$ 536</u>	<u>\$ 547</u>	<u>\$ 1,602</u>	<u>\$ 1,603</u>

Stock Options

The fair value of each option is estimated at the date of grant using the Black-Scholes option pricing formula with the following assumptions:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Expected term (in years)	6.00	6.04	6.00	5.00-6.54
Risk-free interest rate	0.98%	0.38-0.40%	0.98-1.09%	0.38-1.50%
Expected volatility	43.66%	44.30%	44.69%	42.81%
Expected dividend rate	0%	0%	0%	0%

Expected Term—The expected term represents management’s best estimate for the options to be exercised by option holders.

Volatility—Since the Company does not have a trading history for its common stock, the expected volatility was derived from the historical stock volatilities of comparable peer public companies within its industry that are considered to be comparable to the Company’s business over a period equivalent to the expected term of the stock-based awards.

Risk-Free Interest Rate—The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the date of grant for zero-coupon U.S. Treasury notes with maturities approximately equal to the stock-based awards’ expected term.

Dividend Rate—The expected dividend is zero as the Company has not paid nor does it anticipate paying any dividends on its common stock in the foreseeable future.

Fair Value of Common Stock—Prior to the Merger, Venus Ltd. used the price per share in its latest sale of securities as an estimate of the fair value of its ordinary shares. After the closing of the Merger, the fair value of the Company’s common stock is used to estimate the fair value of the stock-based awards at grant date.

The following table summarizes stock option activity under the Company’s stock option plans:

	Number of Shares	Weighted- Average Exercise Price per Share, \$	Weighted- Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding – January 1, 2021	4,433,392	\$ 4.59	6.20	\$ 247
Options granted	2,094,500	2.33		376
Options exercised	(245,643)	2.37		285
Options forfeited/cancelled	(586,349)	4.68		14
Outstanding - September 30, 2021	<u>5,695,900</u>	<u>\$ 3.89</u>	<u>7.19</u>	<u>\$ 845</u>
Exercisable – September 30, 2021	<u>2,770,996</u>	<u>\$ 4.56</u>	<u>5.23</u>	<u>\$ 501</u>
Expected to vest – after September 30, 2021	<u>2,924,904</u>	<u>\$ 3.25</u>	<u>9.05</u>	<u>\$ 344</u>

The following tables summarize information about stock options outstanding and exercisable at September 30, 2021:

Exercise Price Range	Options Outstanding			Options Exercisable		
	Number	Weighted average remaining contractual term (years)	Weighted average Exercise Price	Options exercisable	Weighted average remaining contractual term (years)	Weighted average Exercise Price
\$1.35 - \$3.64	4,370,686	7.41	\$ 2.79	1,784,032	4.85	\$ 2.93
\$4.26 - \$7.95	1,272,411	6.48	6.80	942,657	5.94	6.64
\$12.45 - \$26.10	32,524	6.73	18.36	24,111	6.58	18.69
\$27.00 - \$33.00	11,900	3.32	27.62	11,876	3.31	27.62
\$36.00 - \$94.65	8,379	5.94	45.42	8,320	5.94	45.31
	<u>5,695,900</u>	<u>7.19</u>	<u>\$ 3.89</u>	<u>2,770,996</u>	<u>5.23</u>	<u>\$ 4.56</u>

The aggregate intrinsic value of options is calculated as the difference between the exercise price of the stock options and the fair value of the Company's common stock for those options that had exercise prices lower than the fair value of the Company's common stock. The total intrinsic value of options exercised were \$19 and \$23 for the three months ended September 30, 2021 and 2020, respectively. The total intrinsic value of options exercised were \$285 and \$43 for the nine months ended September 30, 2021 and 2020, respectively.

The weighted-average grant date fair value of options granted was \$2.09 and \$3.11 per share for the three months ended September 30, 2021 and 2020, respectively. The weighted-average grant date fair value of options granted was \$2.33 and \$4.20 per share for the nine months ended September 30, 2021 and 2020, respectively.

15. INCOME TAXES

The Company generated a loss and recognized \$616 of tax expense for the three months ended September 30, 2021, and \$966 of tax benefit for the three months ended September 30, 2020, respectively. The Company generated a loss and recognized \$609 of tax expense for the nine months ended September 30, 2021 and \$1,010 of tax benefit for the nine months ended September 30, 2020, respectively. A reconciliation of income tax expense (benefit) is as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Loss before income taxes	\$ (8,222)	\$ (8,287)	\$ (17,422)	\$ (68,799)
Theoretical tax benefit at the statutory rate (21.0% in 2021, 24.1% in 2020)	(1,727)	(1,997)	(3,659)	(16,581)
Differences in jurisdictional tax rates	(313)	28	(716)	(192)
Losses recognition	—	(214)	—	(214)
Valuation allowance	2,388	1,871	4,687	9,169
Non-deductible expenses	268	(662)	207	6,800
Other	—	8	90	8
Total income tax expense (benefit)	<u>616</u>	<u>(966)</u>	<u>609</u>	<u>(1,010)</u>
Net loss	<u>\$ (8,838)</u>	<u>\$ (7,321)</u>	<u>\$ (18,031)</u>	<u>\$ (67,789)</u>

Income tax expense or benefit is recognized based on the actual loss incurred during the three months ended September 30, 2021 and 2020, respectively. Income tax expense or benefit is recognized based on the actual loss incurred during the nine months ended September 30, 2021 and 2020, respectively. Due to the uncertainties resulting from COVID-19, management was unable to determine an annualized effective tax rate and calculate the income tax expense in accordance with such method.

16. SEGMENT AND GEOGRAPHIC INFORMATION

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker (CODM) in deciding how to allocate resources to an individual segment and in assessing performance. The Company's CODM is its Chief Executive Officer. The Company has determined it operates in a single operating segment and has one reportable segment, as the CODM reviews financial information presented on a consolidated basis accompanied by disaggregated information about revenues by geography and type for purposes of making operating decisions, allocating resources, and evaluating financial performance. The Company does not assess the performance of individual product lines on measures of profit or loss, or asset-based metrics. Therefore, the information below is presented only for revenues by geography and type.

Revenue by geographic location, which is based on the product shipped to location, is summarized as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
United States	\$ 12,962	\$ 7,784	\$ 37,025	\$ 22,339
International	11,601	12,896	35,963	29,845
Total revenue	<u>\$ 24,563</u>	<u>\$ 20,680</u>	<u>\$ 72,988</u>	<u>\$ 52,184</u>

As of September 30, 2021, long-lived assets in the amount of \$16,933 were located in the United States and \$1,910 were located in foreign locations. As of December 31, 2020, long-lived assets in the amount of \$19,828 were located in the United States and \$2,576 were located in foreign locations.

Revenue by type is a key indicator for providing management with an understanding of the Company's financial performance, which is organized into four different categories:

1. Lease revenue - includes all system sales with typical lease terms of 36 months.
2. System revenue – includes all systems sales with payment terms within 12 months.
3. Product revenue – includes consumables payable upon receipt.
4. Service revenue - includes NeoGraft® technician services, advertising agency services and extended warranty sales.

The following table presents revenue by type:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Lease revenue	\$ 12,634	\$ 9,431	\$ 33,958	\$ 23,709
System revenue	8,022	7,503	26,526	17,758
Product revenue	2,961	2,631	9,330	7,136
Service revenue	946	1,115	3,174	3,581
Total revenue	<u>\$ 24,563</u>	<u>\$ 20,680</u>	<u>\$ 72,988</u>	<u>\$ 52,184</u>

17. RELATED PARTY TRANSACTIONS

All amounts were recorded at the exchange amount, which is the amount established and agreed to by the related parties. The following are transactions between the Company and its related parties:

Distribution Agreements

On January 1, 2018, the Company entered into a distribution agreement with Technicalbiomed Co., Ltd. ("TBC"), pursuant to which TBC will continue to distribute the Company's products in Thailand. A senior officer of the Company is a 30.0% shareholder of TBC. For the three months ended September 30, 2021 and 2020, TBC purchased products in the amount of \$66 and \$41, respectively, under this distribution agreement. For the nine months ended September 30, 2021 and 2020, TBC purchased products in the amount of \$194 and \$136, respectively, under this distribution agreement. These sales are included in products and services revenue.

In 2020, the Company made several strategic decisions to divest itself of underperforming direct sales offices and sold its share in several subsidiaries, including its 55.0% shareholding in Venus Concept Singapore Pte. Ltd (“Venus Singapore”). On January 1, 2021, the Company entered into a distribution agreement with Venus Singapore, pursuant to which Venus Singapore will continue to distribute the Company’s products in Singapore. A senior officer of the Company is a 45.0% shareholder of Venus Singapore. For the three and nine months ended September 30, 2021, Venus Singapore purchased products in the amount of \$51 and \$165, respectively, under the distribution agreement. These sales are included in products and services revenue.

18. TRANSACTIONS WITH SUBSIDIARIES

In 2020, the Company made several strategic decisions to divest itself of underperforming direct sales offices in the countries which were not anticipated to produce sustainable results. As a part of this initiative the Company completed the following transactions during the three months ended September 30, 2021:

- Sold its share (80%) in its subsidiary, Venus Concept Africa (Pty) Ltd., to a non-controlling shareholder for a nominal cash consideration. The disposal resulted in a loss of approximately \$188.
- Filed a Certificate of Dissolution to dissolve its wholly-owned subsidiary, Restoration Robotics Spain S.L. There is no financial impact to the consolidated financial results of the Company as a result of the subsidiary’s dissolution.

As these disposals did not constitute a strategic shift that will have a major effect on the Company’s operations and financial results, and total operating revenue of the disposed subsidiaries did not exceed 15% of the Company’s total revenue, the results of operations for these disposed subsidiaries were not reported as discontinued operations under the guidance of Accounting Standards Codification (“ASC”) 205-20-45.

In addition to the above, on September 7, 2021, the Company acquired the non-controlling interest (45%) in its subsidiary in China, Venus Concept (Shanghai) Co., Ltd, for a nominal consideration.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion contains management's discussion and analysis of our financial condition and results of operations and should be read together with the unaudited condensed consolidated financial statements and the notes thereto included elsewhere in this Quarterly Report on Form 10-Q for the quarter ended September 30, 2021 ("Form 10-Q"), with our audited consolidated financial statements and notes thereto in our Annual Report on Form 10-K for the year ended December 31, 2020 ("Form 10-K") and our Forms 10-Q for the quarters ended March 31, 2021 and June 30, 2021, respectively, filed with the SEC and other filings we have made with the SEC. This discussion contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 that reflect our plans, estimates and beliefs and involve numerous risks and uncertainties, including but not limited to those described in Part II, Item 1A "Risk Factors" in our Forms 10-Q for the quarters ended March 31, 2021 and June 30, 2021, respectively, and in Part I, Item 1A "Risk Factors" of our Form 10-K. Any statements contained in this Form 10-Q that are not historical facts may be deemed to be forward-looking statements. In some cases, you can identify these statements by words such as "anticipates," "believes," "plans," "expects," "projects," "future," "intends," "may," "should," "could," "estimates," "predicts," "potential," "continue," "guidance," and other similar expressions that are predictions of or indicate future events and future trends. These forward-looking statements are based on current expectations, estimates, forecasts, and projections about our business and the industry in which we operate and management's beliefs and assumptions and are not guarantees of future performance or developments and involve known and unknown risks, uncertainties, and other factors that are in some cases beyond our control. As a result, any or all of our forward-looking statements in this Form 10-Q may turn out to be inaccurate or may differ materially from those contained in any forward-looking statements. You should carefully read Part II, Item 1A "Risk Factors" in this Form 10-Q and our Forms 10-Q for the quarters ended March 31, 2021 and June 30, 2021, respectively, and Part I, Item 1A, "Risk Factors" of our Form 10-K. Any forward-looking statement made by us in this Form 10-Q is based only on information currently available to us and speaks only as of the date on which it is made. We undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

Overview

We are an innovative global medical technology company that develops, commercializes and delivers minimally invasive and non-invasive medical aesthetic and hair restoration technologies and related services. Our systems have been designed on cost-effective, proprietary and flexible platforms that enable us to expand beyond the aesthetic industry's traditional markets of dermatology and plastic surgery, and into non-traditional markets, including family and general practitioners and aesthetic medical spas. In the three and nine months ended September 30, 2021 and 2020, respectively, a substantial majority of our systems delivered in North America were in non-traditional markets.

We have had recurring net operating losses and negative cash flows from operations. As of September 30, 2021 and December 31, 2020, we had an accumulated deficit of \$176.1 million and \$157.4 million, respectively. Until we generate revenue at a level to support our cost structure, we expect to continue to incur substantial operating losses and negative cash flows from operations. In order to continue our operations, we must achieve profitable operations and/or obtain additional equity investment or debt financing. Until we achieve profitability, we plan to fund our operations and capital expenditures with cash on hand, borrowings and issuances of capital stock. As of September 30, 2021 and December 31, 2020, we had cash and cash equivalents of \$15.9 million and \$34.4 million, respectively. The pandemic has had a significant negative impact on our business; therefore, while our business continues to show strong quarter on quarter growth in revenues as compared to 2020, and we expect this momentum to continue for the balance of the 2021 year, the extent to which COVID-19 will impact our business going forward will depend on numerous evolving factors that cannot be reliably predicted, such as the duration and scope of the pandemic, including COVID-19 variants; governmental, business, and individuals' actions in response to the pandemic; and the impact on economic activity or financial market instability. See "—Liquidity and Capital Resources" for additional information.

"Venus Freeze", "Venus Freeze Plus", "Venus Viva", "Venus Viva MD", "Venus Legacy BX", "Venus Legacy CX", "Venus Versa", "Venus Velocity", "Venus Bliss", "Venus Epileve", "Venus Fiore", "Venus Freedom", "NeoGraft", "ARTAS" and "ARTAS iX" are trademarks of our company. Our logo and our other trade names, trademarks and service marks appearing in this document are our property. Other trade names, trademarks and service marks appearing in this document are the property of their respective owners. Solely for convenience, our trademarks and trade names referred to in this document appear without the TM or the (R) symbol, but those references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights, or the rights of the applicable licensor to these trademarks and trade names.

Products and Services

We derive revenue from the sale of products and services. Product revenue includes revenue from the following:

- the sale, including traditional sales and subscription-based sales, of systems, inclusive of the main console and applicators/handpieces (referred to as system revenue);
- marketing supplies and kits;
- consumables and disposables;
- service revenue; and
- replacement applicators/handpieces.

Service revenue includes revenue derived from our VeroGrafters technician services, and our extended warranty service contracts provided to our existing customers.

Systems are sold through our subscription model, or through traditional sales contracts directly and through distributors.

We generate recurring monthly revenue under our subscription-based business model and from traditional system sales. Venus Ltd. commenced a subscription-based model in North America in 2011, and approximately 56% and 57% of our aesthetic revenues were derived from our subscription model in the nine months ended September 30, 2021 and 2020, respectively. We have launched our subscription model in targeted international markets in which we operate directly. We currently do not offer the ARTAS iX system under the subscription model.

Our subscription model includes an up-front fee and a monthly payment schedule, typically over a period of 36 months, with approximately 40% to 45% of total contract payments collected in the first year. To ensure that each monthly payment is made on time and that the customer's system is serviced in accordance with the terms of the warranty, every product purchased under a subscription agreement requires a monthly activation code, which we provide to the customer upon receipt of the monthly payment. These recurring monthly payments provide our customers with enhanced financial transparency and predictability. If economic circumstances are appropriate, we provide customers in good standing with the opportunity to "upgrade" into our newest available or alternative Venus Concept technology throughout the subscription period. This structure can provide greater flexibility than traditional equipment leases secured through financing companies. We work closely with our customers to provide business recommendations that improve the quality of service outcomes, build patient traffic and improve financial returns for the customer's business.

We have developed and commercialized eleven technology platforms, including our ARTAS and NeoGraft systems. We believe our ARTAS and NeoGraft systems are complementary and give us a hair restoration product offering that can serve a broad segment of the market. Our medical aesthetic technology platforms have received regulatory clearance for indications such as treatment of facial wrinkles in certain skin types, temporary reduction of appearance of cellulite, non-invasive fat reduction (lipolysis) in the abdomen and flanks for certain body types and relief of minor muscle aches and pains. In addition, we have received regulatory approval for marketing certain indications in overseas markets but not in the United States, including treatment of certain soft tissue injuries, temporary increase of skin tightening, temporary body contouring, and vaginal treatments. With respect to vaginal treatments, we received a medical device license issued by Health Canada to market the Venus Fiore Feminine Health System ("Venus Fiore") in Canada on July 14, 2021 and previously obtained a CE Mark for the Venus Fiore in March 2020. Following Venus Fiore authorization in Canada, we received FDA 510(k) clearance to market the Venus Freedom device in the United States, further expanding our portfolio of technologies that can treat a broad range of common women's health conditions. We commenced a limited launch of the Venus Fiore in Canada and the European Union in the third quarter of 2021, and will commence a limited launch of the Venus Freedom in the U.S. during the first quarter of fiscal year 2022.

In the United States, we have obtained 510(k) clearance from the United States Food and Drug Administration ("FDA") for our Venus Freeze and Venus Freeze Plus, Venus Viva, Venus Viva MD, Venus Legacy BX, Venus Legacy CX, Venus Versa, Venus Velocity, Venus Bliss, Venus Epileve, Venus Fiore, Venus Freedom, NeoGraft, ARTAS and ARTAS iX systems. Outside the United States, we market our technologies in over 60 countries across Europe, the Middle East, Africa, Asia-Pacific and Latin America. Because each country has its own regulatory scheme and clearance process, not every device is cleared or authorized for the same indications in each market in which a particular system is marketed.

As of September 30, 2021, we operated directly in 18 international markets through our 15 direct offices in the United States, Canada, United Kingdom, Japan, South Korea, Mexico, Argentina, Colombia, Spain, France, Germany, Australia, China, Hong Kong, and Israel.

Our revenues for the three months ended September 30, 2021, and 2020 were \$24.6 million and \$20.7 million, respectively. Our revenues for the nine months ended September 30, 2021, and 2020 were \$73.0 million and \$52.2 million, respectively. We had a net loss attributable to Venus Concept of \$9.8 million and \$7.2 million in the three months ended September 30, 2021, and 2020, respectively. We had a net loss attributable to Venus Concept of \$18.7 million and \$70.6 million in the nine months ended September 30, 2021, and 2020, respectively. We had an Adjusted EBITDA loss of \$3.5 million and \$1.4 million for the three months ended September 30, 2021, and 2020, respectively. We had an Adjusted EBITDA loss of \$8.1 million and \$17.8 million for the nine months ended September 30, 2021, and 2020, respectively.

Use of Non-GAAP Financial Measures

Adjusted EBITDA is a non-GAAP measure defined as net income (loss) before foreign exchange loss (gain), financial expenses, income tax expense (benefit), depreciation and amortization, stock-based compensation and non-recurring items for a given period. Adjusted EBITDA is not a measure of our financial performance under U.S. GAAP and should not be considered an alternative to net income or any other performance measures derived in accordance with U.S. GAAP. Accordingly, you should consider Adjusted EBITDA along with other financial performance measures, including net income, and our financial results presented in accordance with U.S. GAAP. Other companies, including companies in our industry, may calculate Adjusted EBITDA differently or not at all, which reduces its usefulness as a comparative measure. We understand that although Adjusted EBITDA is frequently used by securities analysts, lenders and others in their evaluation of companies, Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of our results as reported under U.S. GAAP. Some of these limitations are: Adjusted EBITDA does not reflect our cash expenditures or future requirements for capital expenditures or contractual commitments; Adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs; and although depreciation and amortization are non-cash charges, the assets being depreciated will often have to be replaced in the future, and Adjusted EBITDA does not reflect any cash requirements for such replacements.

We believe that Adjusted EBITDA is a useful measure for analyzing the performance of our core business because it facilitates operating performance comparisons from period to period and company to company by backing out potential differences caused by changes in foreign exchange rates that impact financial assets and liabilities denominated in currencies other than the U.S. dollar, tax positions (such as the impact on periods or companies of changes in effective tax rates), the age and book depreciation of fixed assets (affecting relative depreciation expense), amortization of intangible assets, stock-based compensation expense (because it is a non-cash expense) and non-recurring items as explained below.

The following is a reconciliation of net loss to Adjusted EBITDA for the periods presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Reconciliation of net loss to Adjusted EBITDA	(in thousands)		(in thousands)	
Net loss	\$ (8,838)	\$ (7,321)	\$ (18,031)	\$ (67,789)
Foreign exchange loss	1,645	1,096	2,489	4,209
Interest expense	940	1,750	3,008	6,084
Accretion on long-term debt and amortization of fees	60	147	1,038	438
Income tax expense (benefit)	616	(966)	609	(1,010)
Depreciation and amortization	1,305	1,181	3,756	3,695
Stock-based compensation expense	536	547	1,602	1,603
Goodwill impairment charge	—	—	—	27,450
Gain on forgiveness of government assistance loans	—	—	(2,775)	—
Other adjustments ⁽¹⁾	188	2,178	188	7,480
Adjusted EBITDA	\$ (3,548)	\$ (1,388)	\$ (8,116)	\$ (17,840)

(1) For the three and nine months ended September 30, 2021, the other adjustments are represented by a loss on the sale of a subsidiary in South Africa (\$0.2 million and \$0.2 million, respectively). For the three and nine months ended September 30, 2020, the other adjustments are mainly represented by severance and retention payments (\$nil and \$1.4 million, respectively), additional bad debt provision due to COVID-19 (\$2.2 million and \$5.7 million, respectively) as well as a loss on the sale of a subsidiary in Bulgaria (\$nil and \$0.4 million, respectively).

Key Factors Impacting Our Results of Operations

Our results of operations are impacted by several factors, but we consider the following to be particularly significant to our business:

Number of systems delivered. The majority of our revenue is generated from the delivery of systems, both under traditional sales contracts and subscription agreements. The following table sets forth the number of systems we have delivered in the geographic regions indicated:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
United States	135	70	349	201
International	248	263	796	652
Total systems delivered	383	333	1,145	853

Mix between traditional sales, subscription model sales and distributor sales. We deliver systems through (1) traditional direct system sales contracts to customers, (2) our subscription model and (3) system sales through distribution agreements. Unit deliveries under direct system sales contracts and subscription agreements have higher per unit revenues and gross margins, while revenues and gross margins on systems sold through distributors are lower. However, distributor sales do not require significant sales and marketing support as these expenses are borne by the distributors. In addition, while traditional system sales and subscription agreements have similar gross margins, cash collections on subscription agreements generally occur over a three-year period, with approximately 40% to 45% collected in the first year and the balance collected evenly over the remaining two years of the subscription agreement.

Investment in Sales, Marketing and Operations. In recent years, we made a strategic decision to penetrate the global market by investing in sales and marketing expenses across all geographic segments. This included the opening of direct offices and hiring experienced sales, marketing, and operational staff. While we generated incremental product sales in these new markets, these revenues and the related margins did not fully offset the startup investments made in certain countries. We have been evaluating our profitability and growth prospects in these countries post-COVID-19, and we have taken and will continue to take steps to exit countries which we do not believe will produce sustainable results. Since June 2020 we have closed a 9 direct offices across Europe, Asia Pacific, Latin America and Africa and have increased our investment and focus in the U.S market. In the three and nine months ended September 30, 2021, and 2020, respectively, we did not open any direct sales offices.

Bad Debt Expense. We maintain an allowance for doubtful accounts for estimated losses that may primarily arise from subscription customers that are unable to make the remaining payments required under their subscription agreements. Due to COVID-19, in the first half of 2020, we experienced significant reductions in the collection of accounts receivable from our subscription customers across the markets in which we operate. As a result, in addition to our regular allowance for doubtful accounts, we recorded a COVID-19 related bad debt charge of \$5.7 million in the first nine months of 2020. In the first nine months of 2021, our collections results improved along with our customer base exhibiting a significant increase in the number of procedures performed with our products. As a result, we recovered a bad debt expense of \$3.2 million in the second quarter of 2021 tracing to a reactivation of our customer base. For the first nine months of 2021 our bad debt expense was \$0.6 million compared to \$8.5 million for the first nine months of 2020. As of September 30, 2021, our allowance for doubtful accounts stands at \$11.5 million which represents 13.9% of the gross outstanding accounts receivable as of this date.

Outlook

COVID-19

Our overall performance continues to show strength as we find ways to adapt to the challenges presented by the COVID-19 pandemic. There are certain markets that we operate in where commercial efforts are still challenged by the effects of COVID-19, either through local government restrictions and/or patients' hesitancy to undergo procedures. Where possible, our sales efforts are increasingly focused on countries and markets that have had success in managing the pandemic through proper guidance from public health authorities combined with strong COVID-19 vaccination outcomes.

Employee and customers' health and safety measures. At Venus Concept, safety is our top priority and that includes the health and well-being of our employees and customers globally. In response to COVID-19, we instituted several operational measures to ensure the safety of our employees and customers, which include, but are not limited to the following:

- Suspended or reduced operations at manufacturing and warehouse facilities;
- Implementation of and continuously updated health and safety policies and processes;
- Establishment of remote working guidelines;
- Continued communication with customers, including planning for business resumption, implementing virtual training sessions and monitoring announcements regarding developments;
- Enhanced safety guidelines and access to personal protective equipment for our clinical trainers; shift to virtual training sessions where possible;
- Thorough cleaning and decontamination procedures throughout our global manufacturing, warehouse and office facilities; and
- Establishment of phased roll-out of vaccine mandates for Venus Concept offices and safe return to work policies.

We are also monitoring recent rulemaking by the Department of Labor's Occupational Safety and Health Administration ("OSHA"). On November 4, 2021, OSHA issued an emergency temporary standard requiring all employers with at least 100 employees to ensure their employees are fully vaccinated or require weekly testing for unvaccinated employees by January 4, 2022. We believe that the regulations apply to us but the exact impact the new regulations could have on us is uncertain at this time. However, it could result in employee attrition, difficulty fulfilling future labor needs, and additional costs related to compliance.

Supply chain. In the latter half of the three months ended September 30, 2021, we were impacted by the global supply disruptions related to COVID-19, which resulted in our inability to fulfil demand for certain of our products. The value of such purchase order backlog in the third quarter of 2021 was \$2.4 million, of which we have fulfilled \$1.4 million in the first half of the fourth quarter of 2021. We continue to actively work with our suppliers and third-party manufacturers to mitigate supply issues and intend to fulfil the remaining third quarter purchase order backlog in the fourth quarter of 2021 and the first quarter of 2022. We anticipate supply chain disruptions continuing in the fourth quarter of fiscal year 2021, including longer production lead times and shortages of certain materials or components that may impact our ability to manufacture the number of systems required to meet customer demand.

Sales markets. We are a global business, having established a commercial presence in more than 60 countries during our history. The economic recovery in individual countries in the first nine months of 2021 progressed well in most countries that we operate in, and is largely dependent on the success of each country in controlling the spread and impact of COVID-19, as well as the success of each country's access to and implementation of a COVID-19 vaccination program. Overall, our results for the first nine months of 2021 were better than we anticipated in Europe, Asia Pacific and North America where vaccination programs were successful in containing the spread of COVID-19, enabling local jurisdictions to ease restrictions on our customer base. While we expect this momentum to continue for the balance of the 2021 year, the COVID-19 outbreak continues to be fluid, and the extent to which the pandemic will continue to impact our business remains largely uncertain and could continue to be significant for the foreseeable future.

Accounts receivable collections. As a result of the global economic turmoil that has resulted from COVID-19, many of our customers experienced difficulty in making timely payments or payments at all during the pandemic under their subscription agreements. In 2020, and to a lesser extent in 2021, we entered into repayment arrangements with the majority of non-paying customers, and as government lockdowns and shelter in place orders were lifted, we experienced a significant improvement in collections as businesses reopened. We remain fully focused on reactivating collections with those at-risk accounts that have struggled through the pandemic but show signs of viability. As of September 30, 2021, our allowance for doubtful accounts stands at \$11.5 million, which represents 13.9% of the gross outstanding accounts receivable as of that date. This represents a decrease of \$0.8 million from our June 30, 2021 allowance for doubtful accounts balance of \$12.3 million.

With the recent regulatory approvals and successful rollout of COVID-19 vaccines, combined with a relaxation of government restrictions in certain markets we operate in, our collection experience continues to improve, with collections in our largest subscription markets averaging 87% of our billings in January 2021, 92% in February 2021, 98% in March 2021, 92% in April 2021, 95% in May 2021, 93% in June 2021, 92% in July 2021, 100% in August 2021 and 97% in September 2021. As a result of the improved collections experience, we recorded a recovery of bad debt expense of \$3.2 million in the second quarter of 2021. This recovery directly relates to a reactivation of customers that we previously provided a bad debt allowance for. We will continue our proactive approach to collections of our accounts receivable and will revisit our allowance for doubtful accounts during the next quarter.

Mitigation efforts. We are focused on continuing to mitigate the impacts of the COVID-19 pandemic on our business to the extent possible. Our mitigation efforts include the following:

- *Accounts Receivables Collections Initiatives.* We have made repayment arrangements with the majority of our non-paying subscription customers to collect temporarily reduced monthly payments where possible and/or deferred amounts in expectation of full collection as business activities continue to resume. We modified our payment arrangements with these subscription customers such that past due amounts are scheduled to be repaid over a three to six month period. We made further adjustments with the emergence of the second and third COVID-19 waves, where payment arrangements from the first or second waves were not fully honored, but we continue to work with these customers to formulate revised payment plans. Based on our interactions and arrangements in place thus far with our subscription customers, the majority have recommenced payments in those jurisdictions where business has resumed. While the repayment arrangements and improvements in collections activities made thus far have resulted in our cash collections rate averaging at or close to pre-COVID-19 levels, we may not be successful in collecting all outstanding amounts.
- *Government Assistance Programs.* In 2020, certain of our subsidiaries applied for government assistance programs and received loans and other government subsidies in the aggregate of \$5.3 million, including \$4.1 million in PPP Loans under the PPP. The terms of these government assistance programs vary by jurisdiction. See Note 12 “*Government Assistance Programs*” in the notes to our unaudited condensed consolidated financial statements included elsewhere in this report. In 2021, we applied for partial forgiveness of the PPP Loans with the SBA and received partial forgiveness in the total amount of \$2.8 million of original PPP Loans as of September 30, 2021.
- *December 2020 Public Offering Warrants Exercise.* On December 24, 2020, we sold in a public offering 11,250,000 shares of common stock and warrants to purchase up to 5,625,000 shares of common stock at a combined offering price to the public of \$2.00 per share and accompanying warrants. Total net proceeds generated by the December 2020 Public Offering was \$20.5 million. In February 2021, a small number of our investors exercised an aggregate of 361,200 December 2020 Public Offering Warrants at the exercise price of \$2.50 per share. We received total proceeds from the December 2020 Public Offering Warrants exercises of \$0.9 million.

The extent to which the COVID-19 pandemic may continue to impact our business, operating results, financial condition, and liquidity in the future will depend on future developments, which we cannot predict with reasonable accuracy, including the duration and severity of the pandemic, travel restrictions, business and workforce disruptions, the impact of COVID-19 variants and the effectiveness of actions taken to contain and treat the disease in each of the markets in which we operate. While our business has clearly improved and we expect this momentum to continue through the fourth quarter of 2021, the situation surrounding COVID-19, and in particular, the COVID-19 variants, remains fluid, and the potential for additional negative impacts on our results of operations, financial condition and liquidity increases the longer the pandemic impacts activity levels in the countries in which we operate.

Basis of Presentation

Revenues

We generate revenue from (1) sales of systems through our subscription model, traditional system sales to customers and distributors, (2) other product revenues from the sale of marketing supplies and kits, consumables and (3) service revenue from the sale of our VeroGrafters technician services, and our extended warranty service contracts provided to existing customers.

System Revenue

For the three and nine months ended September 30, 2021, approximately 61% and 56%, respectively, of our system revenues were derived from our subscription model. For the three and nine months ended September 30, 2020, approximately 56% and 57%, respectively, of our system revenues were derived from our subscription model. Our subscription model is designed to provide a low barrier to ownership of our systems and includes an up-front fee followed by monthly payments, typically over a 36-month period. The up-front fee serves as a down payment. The significantly reduced up-front financial commitment, coupled with less onerous credit and disclosure requirements, is intended to make our subscription-based sales program more appealing and affordable to customers, including non-traditional providers of aesthetic services such as family practice physicians, general practice physicians, and operators of medical aesthetic spas. For accounting purposes, these arrangements are considered to be sales-type finance leases, where the present value of all cash flows to be received under the subscription agreement is recognized as revenue upon shipment to the customer and achievement of the required revenue recognition criteria.

For the three and nine months ended September 30, 2021, approximately 29% and 36%, respectively, of our system revenues were derived from traditional sales. For the three and nine months ended September 30, 2020, approximately 37% and 37%, respectively, of our system revenues were derived from traditional sales. Customers generally demand higher discounts in connection with these types of sales. We recognize revenues from products sold to customers based on the following five steps: (1) identification of the contract(s) with the customer; (2) identification of the performance obligations in the contract; (3) determination of the transaction price; (4) allocation of the transaction price to the separate performance obligations in the contract; and (5) recognition of revenue when (or as) the entity satisfies a performance obligation.

We do not grant rights of return or early termination rights to our customers under either our traditional sales or subscription models. These traditional sales are generally made through our sales team in the countries in which the team operates.

For the three and nine months ended September 30, 2021, approximately 10% and 8%, respectively, of our system revenues were derived from distributor sales. For the three and nine months ended September 30, 2020, approximately 7% and 6%, respectively, of our system revenues were derived from distributor sales. Under the traditional distributor relationship, we do not sell directly to the end customer and, accordingly, achieve a lower overall margin on each system sold compared to our direct sales. These sales are non-refundable, non-returnable and without any rights of price protection or stock rotation. Accordingly, we consider distributors as end customers, or the sell-in method.

Procedure Based Revenue

We generate revenue from the harvesting, site making, and implantation procedures performed with our ARTAS system. The harvesting procedure, as the name suggests, is the act of harvesting hair follicles from the patient's scalp for implantation in the prescribed areas. To perform these procedures, a disposable clinical kit is required. These kits can be large (with an unlimited number of harvests) or small (with a maximum of 1,100 harvests). The customer must place an online order with us for the number and type of kits desired and make a payment. Upon receipt of the order and the related payment, we ship the kit(s) and the customer must scan the barcode on the kit label in order to perform the procedure. Once the kits are exhausted, the customer must purchase additional kits. The site making procedure uses the ARTAS system to create a recipient site (i.e., site making) in the patient's scalp affected by androgenic alopecia (or male pattern baldness). The site making procedure also requires a disposable site making kit. The site making kits are sold to customers in the same manner as the harvesting procedures. The implantation procedure utilizes the same disposal kit that is used for site making and involves immediately implanting follicles into the created recipient site. The implantation kits are sold to customers in the same manner as the harvesting and site making kits.

Other Product Revenue

We also generate revenue from our customer base by selling Glide (a cooling/conductive gel which is required for use with many of our systems), marketing supplies and kits, various consumables and disposables, replacement applicators and handpieces, and ARTAS system training.

Service Revenue

We generate ancillary revenue from our existing customers by selling additional services including VeroGrafters technician services for hair restoration using our NeoGraft and ARTAS systems and extended warranty service contracts.

Cost of Goods Sold and Gross Profit

Cost of goods sold consists primarily of costs associated with manufacturing our different systems, including direct product costs from third-party manufacturers, warehousing and storage costs and fulfillment and supply chain costs inclusive of personnel-related costs (primarily salaries, benefits, incentive compensation and stock-based compensation). Cost of goods sold also includes the cost of upgrades, technology amortization, royalty fees, parts, supplies, and cost of product warranties.

Operating Expenses

Selling and Marketing. We currently sell our products and services using direct sales representatives in North America and in select international markets. Our sales costs primarily consist of salaries, commissions, benefits, incentive compensation and stock-based compensation. Costs also include expenses for travel and other promotional and sales-related activities.

Our marketing costs primarily consist of salaries, benefits, incentive compensation and stock-based compensation. They also include expenses for travel, trade shows, and other promotional and marketing activities, including direct and online marketing. As the business environment improves, we expect selling and marketing expenses to continue to increase, but at a rate slightly below our rate of revenue growth.

General and Administrative. Our general and administrative costs primarily consist of expenses associated with our executive, accounting and finance, legal and human resource departments and intellectual property portfolio. These expenses consist of personnel-related expenses (primarily salaries, benefits, incentive compensation and stock-based compensation) and allocated facilities costs, audit fees, legal fees, consultants, travel, insurance, and bad debt expense. During the normal course of operations, we may incur bad debt expense on accounts receivable balances that are deemed to be uncollectible.

Research and Development. Our research and development costs primarily consist of personnel-related costs (primarily salaries, benefits, incentive compensation, and stock-based compensation), material costs, amortization of intangible assets, regulatory affairs, clinical costs, and facilities costs in our Yokneam, Israel and San Jose, California research centers. Our ongoing research and development activities are primarily focused on improving and enhancing our current technologies, products, and services, and on expanding our current product offering with the introduction of new products and expanded indications.

We expense all research and development costs in the periods in which they are incurred. We expect our research and development expenses to increase in absolute dollars as we continue to invest in research, clinical studies, regulatory affairs, and development activities, but to decline as a percentage of revenue as our revenue increases over time.

Finance Expenses

Finance expenses consists of interest income, interest expense and other banking charges. Interest income consists of interest earned on our cash, cash equivalents and short-term bank deposits. We expect interest income to vary depending on our average investment balances and market interest rates during each reporting period. Interest expense consists of interest on long-term debt and other borrowings. The interest rates on our long-term debt were 3.08% for the MSLP Loan and 8.0% for the Notes as of September 30, 2021 and 3.14% for the MSLP Loan and 8.0% for the Notes as of December 31, 2020.

Foreign Exchange (Gain) Loss

Foreign currency exchange (gain) loss changes reflect foreign exchange gains or losses related to the change in value of assets and liabilities denominated in currencies other than the U.S. dollar.

Income Tax Expense

We estimate our current and deferred tax liabilities based on current tax laws in the statutory jurisdictions in which we operate. These estimates include judgments about liabilities resulting from temporary differences between assets and liabilities recognized for financial reporting purposes and such amounts recognized for tax purposes. In certain jurisdictions, only the payments invoiced in the current period are subject to tax, but for accounting purposes, the discounted value of the total subscription agreements is reported and tax affected. This results in a deferred tax credit which is settled in the future period when the monthly installment payment is issued and settled with the customer. Since our inception, we have not recorded any tax benefits for the net operating losses we have incurred in each year or for the research and development tax credits we generated in the United States. We believe, based upon the weight of available evidence, that it is more likely than not that all of our net operating loss carryforwards and tax credits will not be realized.

Income tax expense is recognized based on the actual taxable loss incurred during the three and nine months ended September 30, 2021.

Non-Controlling Interests

We have minority shareholders in one jurisdiction in which we have direct operations. For accounting purposes, these minority partners are referred to as non-controlling interests, and we record the non-controlling interests' share of earnings in our subsidiaries as a separate balance within stockholders' equity in the consolidated balance sheets and consolidated statements of stockholders' equity.

Results of Operations

The following tables set forth our consolidated results of operations in U.S. dollars and as a percentage of revenues for the periods indicated:

	<u>Three Months</u> <u>Ended September 30,</u>		<u>Nine Months</u> <u>Ended September 30,</u>	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
	<i>(dollars in thousands)</i>		<i>(dollars in thousands)</i>	
Consolidated Statements of Profit (Loss):				
Revenue:				
Leases	\$ 12,634	\$ 9,431	\$ 33,958	\$ 23,709
Products and services	11,929	11,249	39,030	28,475
Total revenue	24,563	20,680	72,988	52,184
Cost of goods sold	7,257	7,177	21,731	17,504
Gross profit	17,306	13,503	51,257	34,680
Operating expenses:				
Selling and marketing	8,775	5,657	26,743	18,813
General and administrative	11,990	11,291	31,983	40,057
Research and development	1,930	1,849	6,005	6,043
Goodwill impairment	—	—	—	27,450
Gain on forgiveness of government assistance loans	—	—	(2,775)	—
Total operating expenses	22,695	18,797	61,956	92,363
Loss from operations	(5,389)	(5,294)	(10,699)	(57,683)
Other expenses:				
Foreign exchange loss	1,645	1,096	2,489	4,209
Finance expenses	1,000	1,897	4,046	6,522
Loss on disposal of subsidiaries	188	—	188	385
Loss before income taxes	(8,222)	(8,287)	(17,422)	(68,799)
Income tax expense (benefit)	616	(966)	609	(1,010)
Net loss	\$ (8,838)	\$ (7,321)	\$ (18,031)	\$ (67,789)
Deemed dividend	—	—	—	(3,564)
Net loss attributable to the Company	(9,798)	(7,243)	(18,680)	(70,585)
Net income (loss) attributable to noncontrolling interest	960	(78)	649	(768)
Net loss	\$ (8,838)	\$ (7,321)	\$ (18,031)	\$ (67,789)
As a % of revenue:				
Revenues	100%	100%	100%	100%
Cost of goods sold	29.5	34.7	29.8	33.5
Gross profit	70.5	65.3	70.2	66.5
Operating expenses:				
Selling and marketing	35.7	27.4	36.6	36.1
General and administrative	48.8	54.6	43.8	76.8
Research and development	7.9	8.9	8.2	11.6
Goodwill impairment	—	—	—	52.6
Gain on forgiveness of government assistance loans	—	—	(3.8)	—
Total operating expenses	92.4	90.9	84.9	177.0
Loss from operations	(21.9)	(25.6)	(14.7)	(110.5)
Foreign exchange loss	6.7	5.3	3.4	8.1
Finance expenses	4.1	9.2	5.5	12.5
Loss on disposal of subsidiaries	0.8	—	0.3	0.7
Loss before income taxes	(33.5)	(40.1)	(23.9)	(131.8)

The following tables set forth our revenue by region and by product type for the periods indicated:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
	(dollars in thousands)		(dollars in thousands)	
Revenues by region:				
United States	\$ 12,962	\$ 7,784	\$ 37,025	\$ 22,339
International	11,601	12,896	35,963	29,845
Total revenue	<u>\$ 24,563</u>	<u>\$ 20,680</u>	<u>\$ 72,988</u>	<u>\$ 52,184</u>

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
	(dollars in thousands)		(dollars in thousands)	
Revenues by product:				
Subscription—Systems	\$ 12,634	\$ 9,431	\$ 33,958	\$ 23,709
Products—Systems	8,022	7,503	26,526	17,758
Products—Other (1)	2,961	2,631	9,330	7,136
Services (2)	946	1,115	3,174	3,581
Total revenue	<u>\$ 24,563</u>	<u>\$ 20,680</u>	<u>\$ 72,988</u>	<u>\$ 52,184</u>

- (1) Products-Other include ARTAS procedure kits and other consumables.
(2) Services include VeroGrifters technician services and extended warranty sales.

Comparison of the three months ended September 30, 2021 and 2020

Revenues

(in thousands, except percentages)	Three Months Ended September 30,				Change	
	2021		2020		\$	%
	\$	% of Total	\$	% of Total		
Revenues:						
Subscription—Systems	\$ 12,634	51.4	\$ 9,431	45.6	\$ 3,203	34.0
Products—Systems	8,022	32.6	7,503	36.3	519	6.9
Products—Other	2,961	12.1	2,631	12.7	330	12.5
Services	946	3.9	1,115	5.4	(169)	(15.2)
Total	<u>\$ 24,563</u>	<u>100.0</u>	<u>\$ 20,680</u>	<u>100.0</u>	<u>\$ 3,883</u>	<u>18.8</u>

Total revenue increased by \$3.9 million, or 18.8%, to \$24.6 million for the three months ended September 30, 2021 from \$20.7 million for the three months ended September 30, 2020. The increase in revenue was a result of increased revenue in the United States of \$5.2 million partially offset by decreased revenue in international markets of \$1.3 million. The increase in revenue in the United States was driven by continued focus and sales investment in the United States given the reduced lockdown measures. Decrease in revenue in the international markets is explained by global supply chain challenges as we were unable to fulfill a combined \$2.4 million of purchase orders in Asia Pacific, EMEA and Latin America. We intend to fulfill the purchase order backlog in the fourth quarter of fiscal year 2021, and the first quarter of fiscal 2022.

We sold an aggregate of 383 systems in the three months ended September 30, 2021 compared to 333 systems in the three months ended September 30, 2020. The percentage of systems revenue derived from our subscription model was approximately 61% in the three months ended September 30, 2021 compared to 56% in the three months ended September 30, 2020. The percentage increase is attributable to a strong performance of our Bliss system sales in the quarter.

Other product revenue increased by \$0.3 million, or 12.5%, to \$2.9 million in the three months ended September 30, 2021 compared to \$2.6 million in the three months ended September 30, 2020. The increase was driven by stronger performance on ARTAS kits, Venus Viva tips and other consumables.

Services revenue decreased by \$0.2 million, or 15.2%, to \$0.9 million in the three months ended September 30, 2021, compared to \$1.1 million in the three months ended September 30, 2020. The decrease was driven by lower warranty sales and lower revenues generated by our VeroGrifters technician services.

Cost of Goods Sold and Gross Profit

Cost of goods sold increased by \$0.1 million, or 1.1%, to \$7.3 million in the three months ended September 30, 2021, compared to \$7.2 million in the three months ended September 30, 2020. Gross profit increased by \$3.8 million, or 28.2%, to \$17.3 million in the three months ended September 30, 2021, compared to \$13.5 million in the three months ended September 30, 2020. The increase in gross profit is primarily due to an increase in revenue in the United States driven by our continued focus in this lucrative market. Gross margin was 70.5% of revenue in the three months ended September 30, 2021, compared to 65.3% of revenue in the three months ended September 30, 2020. The increase in gross profit percentage is primarily driven by higher sales of consumables, improved revenue mix of system sales sold under our subscription program primarily tracing to sales of the Venus Bliss.

Operating expenses

(in thousands, except percentages)	Three Months Ended September 30,				Change	
	2021		2020		\$	%
	\$	% of Revenues	\$	% of Revenues		
Operating expenses:						
Selling and marketing	\$ 8,775	35.7	\$ 5,657	27.4	\$ 3,118	55.1
General and administrative	11,990	48.8	11,291	54.6	699	6.2
Research and development	1,930	7.9	1,849	8.9	81	4.4
Total operating expenses	\$ 22,695	92.4	\$ 18,797	90.9	\$ 3,898	20.7

Selling and Marketing. Selling and marketing expenses increased by \$3.1 million or 55.1% in the three months ended September 30, 2021 compared to the three months ended September 30, 2020. This increase is largely due to our increased focus in the United States, and reinvestment in key markets that benefited from the global economic recovery enabled by reduced lockdown measures improving our ability to sell into these channels. As a percentage of total revenues, our selling and marketing expenses increased by 8.3%, from 27.4% in the three months ended September 30, 2020 to 35.7% in the three months ended September 30, 2021. As the business environment improves, we expect selling and marketing expenses to continue to increase in absolute terms, but at a rate slightly below our rate of revenue growth.

General and Administrative. General and administrative expenses increased by \$0.7 million or 6.2% in the three months ended September 30, 2021 compared to the three months ended September 30, 2020, primarily due to reinvestment in key markets that benefited from the global economic recovery. As a percentage of total revenues, our general and administrative expenses decreased by 5.8%, from 54.6% in the three months ended September 30, 2020, to 48.8% in the three months ended September 30, 2021, primarily due to an improvement in revenues.

Research and Development. Research and development expenses increased by \$0.1 million or 4.4% in the three months ended September 30, 2021 compared to the three months ended September 30, 2020. The increase is due to a reinvestment in research and development efforts directed at scaling our robotic technology across other aesthetic platforms. As a percentage of total revenues, our research and development expenses decreased by 1.0%, from 8.9% in the three months ended September 30, 2020, to 7.9% in the three months ended September 30, 2021.

Foreign exchange loss. We had a foreign exchange loss of \$1.6 million in the three months ended September 30, 2021 and foreign exchange loss of \$1.1 million in the three months ended September 30, 2020. It increased by \$0.5 million or 50.1% in the three months ended September 30, 2021 compared to the three months ended September 30, 2020. Changes in foreign exchange are driven mainly by the effect of foreign exchange on accounts receivable balances denominated in currencies other than the US dollar. We do not currently hedge against foreign currency risk.

Finance Expenses. Finance expenses decreased by \$0.9 million or 47.3%, from \$1.9 million in the three months ended September 30, 2020, compared to \$1.0 million in the three months ended September 30, 2021, mostly due to a lower average interest rate resulting from refinancing of our long-term debt partially offset by a higher long-term debt balance and increased amortization of deferred finance costs. See “—Liquidity and Capital Resources” below.

Loss on disposal of subsidiaries. In the third quarter of 2021 we sold our 80% share in our subsidiary, Venus Concept Africa (Pty) Ltd., to a non-controlling shareholder for a nominal cash consideration. The disposal resulted in a loss of approximately \$0.2 million.

Income Tax Expense. We had an income tax expense of \$0.6 million in the three months ended September 30, 2021 compared to a \$1.0 million income tax benefit in the three months ended September 30, 2020. The tax provision is driven by profitable sales and the actual effective tax rates where the sale took place or losses were incurred. In 2021, geographic sales mix, changes in timing of deductible expenses and derecognition of loss carryforwards, resulted in a \$0.6 million income tax expense.

Comparison of the nine months ended September 30, 2021 and 2020

Revenues

(in thousands, except percentages)	Nine Months Ended September 30,				Change	
	2021		2020		\$	%
	\$	% of Total	\$	% of Total		
Revenues:						
Subscription—Systems	\$ 33,958	46.5	\$ 23,709	45.4	\$ 10,249	43.2
Products—Systems	26,526	36.4	17,758	34.0	8,768	49.4
Products—Other	9,330	12.8	7,136	13.7	2,194	30.7
Services	3,174	4.3	3,581	6.9	(407)	(11.4)
Total	<u>\$ 72,988</u>	<u>100.0</u>	<u>\$ 52,184</u>	<u>100.0</u>	<u>\$ 20,804</u>	<u>39.9</u>

Total revenue increased by \$20.8 million, or 39.9%, to \$73.0 million for the nine months ended September 30, 2021 compared to \$52.2 million for the nine months ended September 30, 2020. The increase in revenue was a result of increased revenue in the United States of \$14.7 million and increased revenue in international markets of \$6.1 million. The increase in revenue in both the United States and international markets was driven by our focus on key markets that benefited from the global economic recovery that resulted from the successful rollout of COVID-19 vaccines and the success of lockdown measures resulting in reduced lockdown restrictions in the major markets in which we operate. We were successful in reinvesting and refocusing our efforts in the United States and other countries that were able to contain the spread of COVID-19, enabling local jurisdictions to ease restrictions on our customer base which positively impacted our ability to sell into these channels.

We sold an aggregate of 1,145 systems in the nine months ended September 30, 2021 compared to 853 systems in the nine months ended September 30, 2020. The percentage of systems revenue derived from our subscription model was approximately 56% in the nine months ended September 30, 2021 and is comparable to 57% in the nine months ended September 30, 2020.

Other product revenue increased by \$2.2 million, or 30.7%, to \$9.3 million in the nine months ended September 30, 2021 compared to \$7.1 million in the nine months ended September 30, 2020. The increase was driven by stronger performance on ARTAS kits, Venus Viva tips and other consumables.

Services revenue decreased by \$0.4 million, or 11.4%, to \$3.2 million in the nine months ended September 30, 2021 compared to \$3.6 million in the nine months ended September 30, 2020. The decrease was driven by the suspension of operations of the 2two5 marketing services in the second half of 2020.

Cost of Goods Sold and Gross Profit

Cost of goods sold increased by \$4.2 million, or 24.1%, to \$21.7 million in the nine months ended September 30, 2021, compared to \$17.5 million in the nine months ended September 30, 2020. Gross profit increased by \$16.6 million, or 47.8%, to \$51.3 million in the nine months ended September 30, 2021, as compared to \$34.7 million in the nine months ended September 30, 2020. The increase in gross profit is primarily due to an increase in revenue in both the United States and international markets driven by our focus on key markets that benefited from the global economic recovery that resulted from the successful rollout of COVID-19 vaccines and the success of lockdown measures positively impacting our ability to sell into these channels. Gross margin was 70.2% of revenue in the nine months ended September 30, 2021, compared to 66.5% of revenue in the nine months ended September 30, 2020. The increase in gross profit percentage is primarily driven by higher sales of consumables, improved revenue mix of system sales sold under our subscription program primarily tracing to sales of the Venus Bliss and the discontinuation of our 2two5 advertising agency services.

Operating expenses

(in thousands, except percentages)	Nine Months Ended September 30,				Change	
	2021		2020		\$	%
	\$	% of Revenues	\$	% of Revenues		
Operating expenses:						
Selling and marketing	\$ 26,743	36.6	\$ 18,813	36.1	\$ 7,930	42.2
General and administrative	31,983	43.8	40,057	76.8	(8,074)	(20.2)
Research and development	6,005	8.2	6,043	11.6	(38)	(0.6)
Goodwill impairment	-	—	27,450	52.6	(27,450)	(100.0)
Gain on forgiveness of government assistance loans	(2,775)	(3.8)	—	—	(2,775)	100.0
Total operating expenses	<u>\$ 61,956</u>	<u>84.8</u>	<u>\$ 92,363</u>	<u>177.1</u>	<u>\$ (30,407)</u>	<u>(32.9)</u>

Selling and Marketing. Selling and marketing expenses increased by \$7.9 million or 42.2% in the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020. This increase is largely due to our reinvestment in the United States and other key markets that benefited from the global economic recovery enabled by reduced lockdown measures benefiting our ability to sell into these channels. As a percentage of total revenues, our selling and marketing expenses increased by 0.5%, from 36.1% in the nine months ended September 30, 2020 to 36.6% in the nine months ended September 30, 2021, driven by an improvement in revenues. As the business environment improves, we expect selling and marketing expenses to continue to increase in absolute terms, but at a rate slightly below our rate of revenue growth.

General and Administrative. General and administrative expenses decreased by \$8.1 million or 20.2% in the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020, primarily due to lower bad debt expenses in 2021. As a percentage of total revenues, our general and administrative expenses decreased by 33.0%, from 76.8% in the nine months ended September 30, 2020, compared to 43.8% in the nine months ended September 30, 2021, primarily due to an improvement in revenues.

Research and Development. Research and development expenses decreased by \$38 thousand or 0.6% in the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020. The slight decrease is due to synergies realized across our research and development teams in both Israel and San Jose, California, partially offset by a reinvestment in research and development efforts directed at scaling our robotic technology across other aesthetic platforms. As a percentage of total revenues, our research and development expenses decreased by 3.4%, from 11.6% in the nine months ended September 30, 2020, to 8.2% in the nine months ended September 30, 2021, due to an improvement in revenues.

Goodwill impairment. In 2020, we considered a substantial decline in our equity value and worsening macroeconomic factors due to COVID-19 as triggering events that caused the analysis of potential impairment of our goodwill and other intangible assets as of March 31, 2020. The quantitative impairment analysis resulted in goodwill impairment of \$27.5 million driven primarily by lower than expected actual sales, as well as lower projected sales and decreased profitability because of COVID-19. As a result, the entire balance of goodwill was written off as of March 31, 2020. The impairment loss was recognized in the first quarter of 2020.

Gain on forgiveness of government assistance loans. In 2021, we applied for and received partial forgiveness of the PPP Loans with the SBA in the aggregate amount of \$2.8 million of original PPP Loans as of September 30, 2021.

Foreign exchange loss. We had a foreign exchange loss of \$2.5 million in the nine months ended September 30, 2021 and a foreign exchange loss of \$4.2 million in the nine months ended September 30, 2020. It decreased by \$1.7 million or 40.9% in the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020. Changes in foreign are driven mainly by the effect of foreign exchange on accounts receivable balances denominated in currencies other than the US dollar. We do not currently hedge against foreign currency risk.

Finance Expenses. Finance expenses decreased by \$2.5 million or 38.0%, from \$6.5 million in the nine months ended September 30, 2020, compared to \$4.0 million in the nine months ended September 30, 2021, mostly due to a lower average interest rate on our long-term debt as a result of refinancing this debt in the fourth quarter of 2020, partially offset by a higher long-term debt balance and increased amortization of deferred finance costs. See “—Liquidity and Capital Resources” below.

Loss on disposal of subsidiaries. In the third quarter of 2021 we sold our 80% share in our subsidiary, Venus Concept Africa (Pty) Ltd., to a non-controlling shareholder for a nominal cash consideration. The disposal resulted in a loss of approximately \$0.2 million. In the second quarter of 2020 we sold our share in our subsidiary in Bulgaria as we are focused on markets with higher growth and profit potential. The disposal resulted in a loss of \$0.4 million.

Income Tax Expense. We had an income tax expense of \$0.6 million in the nine months ended September 30, 2021 compared to a \$1.0 million income tax benefit in the nine months ended September 30, 2020. The tax provision is driven by profitable sales and the actual effective tax rates where the sale took place or losses were incurred. In 2021, geographic sales mix, changes in timing of deductible expenses and derecognition of loss carryforwards, resulted in a \$0.6 million income tax expense.

Liquidity and Capital Resources

We had \$15.9 million and \$34.4 million of cash and cash equivalents as of September 30, 2021, and December 31, 2020, respectively. We have funded our operations with cash generated from operating activities, through the sale of equity securities and through debt financing. We had total debt obligations of approximately \$77.8 million as of September 30, 2021, including the MSLP Loan of \$50.2 million, convertible notes of \$26.7 million including closing fees of \$1.6 million, and government assistance loans of \$0.9 million, compared to total debt obligations of approximately \$79.6 million as of December 31, 2020.

Our working capital requirements reflect the growth of our business over the last few years, in particular, the shift from a traditional sales model to a subscription model. Working capital is primarily impacted by growth in our subscription sales which also impacts accounts receivable. Our overall growth also requires higher inventory levels to meet demand and to accommodate the increased number of technology platforms offered. We had a split of subscription sales revenue to traditional sales revenue at a ratio of approximately 56:44 in the nine months ended September 30, 2021, compared to 57:43 in the nine months ended September 30, 2020. We expect inventory to continue to increase in the short term, but at a lower rate than the rate of revenue growth.

We also require modest funding for capital expenditures. Our capital expenditures relate primarily to our research and development facilities in Yokneam, Israel and San Jose, California. In addition, our capital investments have included improvements and expansion of our subsidiaries' operations to support our growth.

Issuance of Secured Subordinated Convertible Notes

On December 9, 2020, we issued \$26.7 million aggregate principal amount of the Notes to the Madryn Noteholders pursuant to the terms of the Exchange Agreement. The Notes will accrue interest at a rate of 8.0% per annum from the date of original issuance of the Notes to the third anniversary date of the original issuance and thereafter interest will accrue at a rate of 6.0% per annum. In connection with the Exchange Agreement, we also entered into (i) the Madryn Security Agreement, pursuant to which we agreed to grant Madryn a security interest, in substantially all of our assets, to secure the obligations under the Notes and (ii) the CNB Subordination Agreement. The Notes are convertible at any time into shares of our common stock at an initial conversion price of \$3.25 per share, subject to adjustment. For additional information regarding the Notes, Exchange Agreement, Madryn Security Agreement and CNB Subordination Agreement, see Note 10 "*Madryn Long-Term Debt and Convertible Notes*" to our unaudited condensed consolidated financial statements included elsewhere in this report.

Main Street Priority Lending Program Term Loan

On December 8, 2020, we executed the MSLP Loan Agreement, MSLP Note, and related documents for a loan in the aggregate amount of \$50.0 million for which CNB will serve as a lender pursuant to the Main Street Priority Loan Facility as established by the Board of Governors of the Federal Reserve System Section 13(3) of the Federal Reserve Act. For additional information regarding this loan, see Note 9 "*Main Street Term Loan*" to our unaudited condensed consolidated financial statements included elsewhere in this report.

CNB Loan Agreement

Through August 26, 2021 we had a revolving credit facility with CNB pursuant to which CNB agreed to provide a revolving credit facility to us and certain of our subsidiaries in the maximum principal amount of \$10.0 million, to be used to finance working capital requirements. As of December 31, 2020, a portion of the proceeds from the MSLP Loan described above was used to repay \$3.2 million of outstanding borrowings under the CNB Loan Agreement. There was \$nil outstanding balance as of August 26, 2021 and December 31, 2020.

On August 26, 2021 we entered into the Amended CNB Loan Agreement with CNB, pursuant to which, among other things, (i) the maximum principal amount the revolving credit facility was reduced to \$5.0 million at the LIBOR 30-Day rate plus 3.25%, subject to a minimum LIBOR rate floor of 0.50%, and (ii) beginning December 10, 2021, the cash deposit requirement was reduced from \$3.0 million to \$1.5 million, to be maintained with CNB at all times during the term of the Amended CNB Loan Agreement. For additional information on the Amended CNB Loan Agreement, see Note 11 "*Credit Facility*" to our unaudited condensed consolidated financial statements included elsewhere in this report.

In connection with the Amended CNB Loan Agreement, (i) Venus Ltd. entered into the CNB Guaranty pursuant to which Venus Ltd. agreed to guarantee the obligations under the Amended CNB Loan Agreement, (ii) we and Venus USA entered into the CNB Security Agreement pursuant to which we and Venus USA agreed to grant CNB a security interest in substantially all of their assets to secure the obligations under the CNB Loan Agreement, (iii) we issued the CNB Note in the amount of \$5.0 million with a maturity date of July 24, 2023 and (iv) our obligations pursuant to certain of our outstanding promissory notes were reaffirmed as subordinated to our indebtedness owing to CNB pursuant to the Subordination Supplement by and among Madryn Health Partners, LP, Madryn Health Partners (Cayman Master), LP, us and CNB.

As of September 30, 2021 and December 31, 2020, we were in compliance with all required covenants.

Equity Purchase Agreement with Lincoln Park

On June 16, 2020, we entered into a purchase agreement (the “Equity Purchase Agreement”) with Lincoln Park Capital Fund LLC (“Lincoln Park”), which provides that, upon the terms and subject to the conditions and limitations set forth therein, we may sell to Lincoln Park up to \$31.0 million of shares of our common stock pursuant to our shelf registration statement. The purchase price of shares of common stock related to a future sale will be based on the then prevailing market prices of such shares at the time of sales as described in the Equity Purchase Agreement. The aggregate number of shares that we can sell to Lincoln Park under the Equity Purchase Agreement may in no case exceed 7.8 million shares (subject to adjustment) of common stock (which is equal to approximately 19.99% of the shares of the common stock outstanding immediately prior to the execution of the Equity Purchase Agreement) (the “Exchange Cap”), unless (i) stockholder approval is obtained to issue shares above the Exchange Cap, in which case the Exchange Cap will no longer apply, or (ii) the average price of all applicable sales of common stock to Lincoln Park under the Equity Purchase Agreement equals or exceeds \$3.9755 per share (subject to adjustment) (which represents the minimum price, as defined under Nasdaq Listing Rule 5635(d), on the Nasdaq Global Market immediately preceding the signing of the Equity Purchase Agreement, such that the transactions contemplated by the Equity Purchase Agreement are exempt from the Exchange Cap limitation under applicable Nasdaq rules). Also, at no time may Lincoln Park (together with its affiliates) beneficially own more than 9.99% of our issued and outstanding common stock. Concurrently with entering into the Equity Purchase Agreement, we also entered into a Registration Rights Agreement with Lincoln Park (as defined above).

No shares were issued and sold to Lincoln Park in the three and nine months ended September 30, 2021.

Sales of shares of our common stock to Lincoln Park under the Equity Purchase Agreement will depend on a variety of factors to be determined by us from time to time, including, among others, market conditions, the trading price of our common stock and our determination as to the appropriate sources of funding for our operations. The proceeds we receive under the Equity Purchase Agreement will depend on the frequency and prices at which we sell shares to Lincoln Park. We expect that any proceeds we receive from such sales will be used for working capital and general corporate purposes.

Government Assistance Programs

In April 2020, Venus Concept Inc. and Venus USA, received funding in the total amount of \$4.1 million, in connection with two “Small Business Loans” under the PPP.

We borrowed \$1.7 million pursuant to the Venus Concept PPP Loan. Venus USA also borrowed \$2.4 million pursuant to the Venus USA PPP Loan. The terms of the Venus USA PPP Loan are substantially similar to the terms of the Venus Concept PPP Loan. In 2021, we applied through CNB, for partial forgiveness of both PPP Loans with the SBA and received partial forgiveness of the Venus USA PPP Loan in the amount of \$1.7 million and the Venus Concept PPP Loan in the amount of \$1.1 million.

The PPP Loans contain certain covenants which, among other things, restrict our use of the proceeds of the respective PPP Loan to the payment of payroll costs, interest on mortgage obligations, rent obligations and utility expenses, require compliance with all other loans or other agreements with any creditor of us or Venus USA, to the extent that a default under any loan or other agreement would materially affect our or Venus USA’s ability to repay its respective PPP Loan and limit our ability to make certain changes to our ownership structure.

If we and/or Venus USA default on our or its respective PPP Loan (i) events of default will occur under the Amended CNB Loan Agreement and the MSLP Loan Agreement, and (ii) we and/or Venus USA may be required to immediately repay their respective PPP Loan.

In 2020, certain subsidiaries also received funding in the total amount of \$1.1 million in connection with various governmental programs to support businesses impacted by COVID-19. The terms of these government assistance programs vary by jurisdiction. These government subsidies were recorded as a reduction to the associated wage costs recorded in general and administrative expenses in the unaudited condensed consolidated statement of operations.

For additional information on our utilization of government assistance programs, see Note 12 “Government Assistance Programs” in the notes to our unaudited condensed consolidated financial statements included elsewhere in this report.

Capital Resources

As of September 30, 2021, we had capital resources consisting of cash and cash equivalents of approximately \$15.9 million. We have financed our operations principally through the issuance and sale of our common stock and preferred stock, debt financing, and payments from customers.

We believe that the net proceeds from the 2020 Private Placement, net proceeds from the December 2020 Public Offering, the proceeds from issuance of our common stock to Lincoln Park, the proceeds from the government assistance programs, the proceeds from the MSLP Loan, together with our existing cash and cash equivalents, and the anticipated savings from our Merger-related cost savings initiatives and our new restructuring program, will enable us to fund our operating expenses and capital expenditure requirements for at least the next 12 months. The pandemic has had a significant negative impact on our business. While our business is showing strong growth, we expect the pandemic to continue to have a negative impact in the foreseeable future, the extent of which is uncertain and largely subject to the continued beneficial impact of local vaccination efforts, and whether the severity of the pandemic worsens in the jurisdictions in which we operate. Given the uncertainties of the pandemic, and in particular around the COVID-19 variants, we may need additional capital to fund our future operations and to access the capital markets sooner than we planned. We cannot assure you that we will be successful in raising additional capital or that such capital, if available at all, will be on terms that are acceptable to us. If we are unable to raise sufficient additional capital, we may be compelled to reduce the scope of our operations and planned capital or research and development expenditures or sell certain assets, including intellectual property assets.

Additional funds may not be available when we need them, on terms that are acceptable to us, or at all. If adequate funds are not available to us on a timely basis, we may be required to:

- delay or curtail our efforts to develop system product enhancements or new products, including any clinical trials that may be required to market such enhancements;
- delay or curtail our plans to increase and expand our sales and marketing efforts; or
- delay or curtail our plans to enhance our customer support and marketing activities.

We are restricted by covenants in the MSLP Loan, the Amended CNB Loan Agreement, the PPP Loans, the Madryn Security Agreement and other government assistance programs. These covenants restrict, among other things, our ability to incur additional indebtedness, which may limit our ability to obtain additional debt financing. In the event that the pandemic and the economic disruptions it has caused continue for an extended period of time, we cannot assure you that we will remain in compliance with the financial covenants contained in our credit facilities. We also cannot assure you that our lenders would provide relief or that we could secure alternative financing on favorable terms, if at all. Our failure to comply with the covenants contained in our credit facilities, including financial covenants, could result in an event of default, which could materially and adversely affect our results of operations and financial condition.

We have based our projections on the amount of time through which our financial resources will be adequate to support our operations on assumptions that may prove to be incorrect, and we may use all our available capital resources sooner than we expect. Our future funding requirements will depend on many factors, including, but not limited to:

- the cost of growing our ongoing commercialization and sales and marketing activities;
- the costs of manufacturing and maintaining enough inventories of our systems to meet anticipated demand and inventory write-offs related to obsolete products or components;
- the costs of enhancing the existing functionality and development of new functionalities for our systems;
- the costs of preparing, filing, prosecuting, defending, and enforcing patent claims and other patent related costs, including litigation costs and the results of such litigation;
- the variability of ARTAS procedures being performed between periods if particular high-volume practitioners perform a smaller number of procedures in each period as a result of the concentration of procedures performed by certain practitioners;
- any product liability or other lawsuits and the costs associated with defending them or the results of such lawsuits;
- the costs associated with conducting business and maintaining subsidiaries and other entities in foreign jurisdictions;
- customers in jurisdictions where our systems are not approved delaying their purchase, and not purchasing our systems, until they are approved or cleared for use in their market;
- the costs to attract and retain personnel with the skills required for effective operations;
- the costs associated with being a public company; and
- uncertainties related to the COVID-19 pandemic.

In order to grow our business and increase revenues, we will need to introduce and commercialize new products, grow our sales and marketing force, implement new software systems, as well as identify and penetrate new markets. Such endeavors have in the past increased, and may continue in the future, to increase our expenses, including sales and marketing, and research and development. We will have to continue to increase our revenues while effectively managing our expenses in order to achieve profitability and to sustain it. Our failure to control expenses could make it difficult to achieve profitability or to sustain profitability in the future. Moreover, we cannot be sure that our expenditures will result in the successful development and introduction of new products in a cost-effective and timely manner or that any such new products will achieve market acceptance and generate revenues for our business.

Cash flows

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

	<u>Nine Months Ended September 30,</u>	
	<u>2021</u>	<u>2020</u>
	(in thousands)	
Cash used in operating activities	\$ (19,370)	\$ (28,780)
Cash used in investing activities	(234)	(119)
Cash provided by financing activities	1,088	26,011
Net decrease in cash, cash equivalents and restricted cash	<u>\$ (18,516)</u>	<u>\$ (2,888)</u>

Cash Flows from Operating Activities

For the nine months ended September 30, 2021, cash used in operating activities consisted of a net loss of \$18.0 million and an investment in net operating assets of \$4.9 million, partially offset by non-cash operating expenses of \$3.6 million. The investment in net operating assets was primarily attributable to an increase in inventories of \$4.4 million, an increase in advances to suppliers of \$0.1 million, an increase in prepaid expenses of \$0.1 million, an increase in other long-term assets of \$0.1 million, a decrease in accounts payable of \$1.6 million, a decrease in accrued expenses and other current liabilities of \$3.1 million, a decrease in severance pay funds of \$0.1 million, and a decrease in other non-current liabilities of \$0.1 million. This was partially offset by a decrease in accounts receivable of \$3.5 million, primarily due to stronger collections as customers start to recover from the pandemic globally during 2021, a decrease in other current assets of \$0.9 million and increase in unearned interest income of \$0.1 million. The non-cash operating expenses consisted mainly of a recovery for bad debts of \$0.6 million, depreciation and amortization of \$3.8 million, finance expenses and accretion of \$1.0 million, stock-based compensation expense of \$1.6 million, provision for inventory obsolescence of \$1.1 million, loss on the sale of a subsidiary of \$0.2 million, gain on forgiveness of government assistance loans of \$2.8 million and deferred tax recovery of \$0.7 million.

For the nine months ended September 30, 2020, cash used in operating activities consisted of a net loss of \$67.8 million and an investment in net operating assets of \$7.7 million, partially offset by non-cash operating expenses of \$46.8 million. The investment in net operating assets was primary attributable to an increase in inventories of \$1.6 million, an increase in other current assets of \$3.5 million, a decrease in accrued expenses and other current liabilities of \$6.6 million, a decrease in unearned interest income of \$1.6 million and a decrease in other non-current liabilities of \$0.7 million. This was partially offset by a decrease in accounts receivable of \$5.3 million, primarily due to the decrease in subscription sales, a decrease in prepaid expenses by \$0.5 million, a decrease in severance pay funds of \$0.1 million and an increase in accounts payable of \$0.5 million. The non-cash operating expenses consisted mainly of a goodwill impairment charge of \$27.5 million, a provision for bad debts of \$8.5 million, depreciation and amortization of \$3.7 million, stock-based compensation expense of \$1.6 million, provision for inventory obsolescence of \$0.7 million, loss on the sale of a subsidiary of \$0.4 million, a deferred tax benefit of \$1.2 million, a change in the fair value of the earn-out liability for the purchase of NeoGraft of \$0.3 million and finance expenses of \$5.3 million.

Cash Flows from Investing Activities

In the nine months ended September 30, 2021, cash used in investing activities consisted of \$0.2 million for the purchase of property and equipment and the proceeds from the sale of a subsidiary, net of \$40 thousand of cash relinquished.

In the nine months ended September 30, 2020, cash used in investing activities consisted of \$0.2 million for the purchase of property and equipment and \$0.2 million of the proceeds from the sale of a subsidiary, net of \$0.1 million of cash relinquished.

Cash Flows from Financing Activities

In the nine months ended September 30, 2021, cash provided by financing activities consisted primarily of proceeds from the exercise of 2020 December Public Offering Warrants of \$0.9 million, proceeds from the exercise of options of \$0.3 million, partially offset by the payment of the NeoGraft earn-out liability of \$0.1 million.

In the nine months ended September 30, 2020, cash provided by financing activities consisted primarily of net proceeds from issuance of shares of common stock to Lincoln Park of \$6.2 million, proceeds from the exercise of options of \$0.1 million, net proceeds from the 2020 Private Placement of \$20.3 million and proceeds from government assistance loans of \$4.1 million partially offset by repayment of \$3.9 million under the Credit Facility, payment of dividends from a subsidiary to a non-controlling interest of \$0.2 million and payment of the NeoGraft earn-out liability of \$0.5 million.

Contractual Obligations and Other Commitments

Our premises and those of our subsidiaries are leased under various operating lease agreements, which expire on various dates.

As of September 30, 2021, we had non-cancellable purchase orders placed with our contract manufacturers in the amount of \$24.5 million. In addition, as of September 30, 2021, we had \$2.9 million of open purchase orders that can be cancelled with 270 days' notice, except for a portion equal to 15% of the total amount representing the purchase of "long lead items".

The following table summarizes our contractual obligations as of September 30, 2021, which represent material expected or contractually committed future obligations.

	Payments Due by Period				Total
	Less than 1 Year	2 to 3 Years	4 to 5 Years	More than 5 Years	
	<i>(dollars in thousands)</i>				
Debt obligations, including interest	\$ 3,358	\$ 14,633	\$ 73,942	-	\$ 91,933
Operating leases	1,214	1,894	1,817	1,277	6,202
Purchase and service commitments	24,939	-	-	-	24,939
Total contractual obligations	<u>\$ 29,511</u>	<u>\$ 16,527</u>	<u>\$ 75,759</u>	<u>\$ 1,277</u>	<u>\$ 123,074</u>

On March 25, 2021, we entered into an endorsement agreement for the services of Venus Williams, four-time Olympic Gold Medalist, seven-time Grand Slam Champion and entrepreneur, pursuant to which Ms. Williams will act as a brand ambassador for Venus Bliss.

For an additional description of our commitments see Note 8, "Commitments and Contingencies" to the unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

Off-Balance Sheet Arrangements

We do not currently engage in off-balance sheet financing arrangements. In addition, we do not have any interest in entities referred to as variable interest entities, which includes special purpose entities and other structure finance entities.

Critical Accounting Policies and Estimates

Our unaudited condensed consolidated financial statements are prepared in accordance with U.S GAAP. The preparation of these unaudited condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs and expenses, and related disclosures. These estimates form the basis for judgments we make about the carrying values of our assets and liabilities, which are not readily apparent from other sources. We base our estimates and judgments on historical experience and on various other assumptions that we believe are reasonable under the circumstances. On an ongoing basis, we evaluate our estimates and assumptions. Our actual results may differ from these estimates under different assumptions or conditions.

Our significant accounting policies are more fully described in Note 2 to the audited consolidated financial statements included in our Annual Report filed on Form 10-K for the year ended December 31, 2020. We believe that the assumptions and estimates associated with stock-based compensation, goodwill impairment, allowance for doubtful accounts, revenue recognition, accrual for severance and income taxes have the most significant impact on our unaudited condensed consolidated financial statements, and therefore, consider these to be our critical accounting policies and estimates.

Revenue Recognition

We generate revenue from (1) sales of systems through our subscription model, traditional system sales to customers and distributors, (2) other product revenues from the sale of ARTAS procedure kits, marketing supplies and kits, consumables and (3) service revenue from the sale of our VeroGrafters technician services, and our extended warranty service contracts provided to existing customers.

We recognize revenues on other products and services in accordance with ASC 606. Revenue is recognized based on the following five steps: (1) identification of the contract(s) with the customer; (2) identification of the performance obligations in the contract; (3) determination of the transaction price; (4) allocation of the transaction price to the separate performance obligations in the contract; and (5) recognition of revenue when (or as) the entity satisfies a performance obligation.

We record our revenue net of sales tax and shipping and handling costs.

Long-term receivables

Long-term receivables relate to revenue from our subscription agreements or other contracts which stipulate payment terms exceeding one year. They are comprised of the unpaid principal balance, net of the allowance for doubtful accounts. These receivables have been discounted based on the implicit interest rate in the subscription lease which ranged between 8% to 9% for the nine months ended September 30, 2021 and September 30, 2020, respectively. Unearned interest revenue represents the interest-only portion of the respective subscription payments and will be recognized in income over the respective payment term as it is earned.

Allowance for doubtful accounts

The allowance for doubtful accounts is based on our assessment of the collectability of customer accounts and the aging of the related invoices and represents our best estimate of probable credit losses in our existing trade accounts receivable. We regularly review the allowance by considering factors such as historical experience, credit quality, the age of the account receivable balances, and current economic conditions that may affect a customer's ability to pay.

Warranty accrual

We generally offer warranties for all our systems against defects for up to three years. The warranty period begins upon shipment and we record a liability for accrued warranty costs at the time of sale of a system, which consists of the remaining warranty on systems sold based on historical warranty costs and management's estimates. We periodically assess the adequacy of our recorded warranty liabilities and adjust the amounts thereof as necessary. We exercise judgment in estimating expected system warranty costs. If actual system failure rates, freight, material, technical support and labor costs differ from our estimates, we will be required to revise our estimated warranty liability. To date, our warranty reserve has been sufficient to satisfy warranty claims paid.

Stock-Based Compensation

We account for stock-based compensation costs in accordance with the accounting standards for stock-based compensation, which require that all stock-based payments to employees be recognized in the unaudited condensed consolidated statements of operations based on their fair values.

The fair value of stock options on the grant date is estimated using the Black-Scholes option-pricing model using the single-option approach. The Black-Scholes option pricing model requires the use of highly subjective and complex assumptions, including the option's expected term and the price volatility of the underlying stock, to determine the fair value of the award. We recognize the expense associated with options using a single-award approach over the requisite service period.

Financial statements in U.S. dollars

We believe that the U.S. dollar is the currency in the primary economic environment in which we operate. The U.S. dollar is the most significant currency in which our revenues are generated, and our costs are incurred. In addition, our debt and equity financings are generally based in U.S. dollars. Therefore, our functional currency, and that of our subsidiaries, is the U.S. dollar.

Transactions and balances originally denominated in U.S. dollars are presented at their original amounts. Non-dollar transactions and balances are re-measured into U.S. dollars in accordance with the principles set forth in ASC 830-10 "Foreign Currency Translation". All exchange gains and losses from re-measurement of monetary balance sheet items resulting from transactions in non-U.S. dollar currencies are recorded as foreign exchange loss (income) in the unaudited condensed consolidated statement of operations as they arise.

JOBS Act Accounting Election

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

Recent Accounting Pronouncements

See Note 2 to our unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for recently issued accounting pronouncements not yet adopted as of the date of this Quarterly Report on Form 10-Q.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a smaller reporting company, we are not required to provide disclosure for this Item.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures

As of September 30, 2021, our management, under the supervision of our Chief Executive Officer and Chief Financial Officer, performed an evaluation of the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2021.

Management's Report on Internal Control Over Financial Reporting

We have performed an evaluation of the effectiveness of our internal control over financial reporting, based on criteria established by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in its 2013 Internal Control-Integrated Framework. Based on that evaluation, our management, including our Chief Executive Officer and Chief Financial Officer, concluded that our internal controls over financial reporting were effective as of September 30, 2021.

Limitations on Effectiveness of 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. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. Because of these limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become ineffective because of changes in conditions or that the degree of compliance with established policies or procedures may deteriorate.

Changes in Internal Control over Financial Reporting

There were no material changes in our internal control over financial reporting during the three and nine months ended September 30, 2021 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

This Quarterly Report on Form 10-Q does not include an attestation report of our registered public accounting firm due to a transition period established by rules of the SEC for "emerging growth companies."

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

In the ordinary course of our operations, we become involved in ordinary routine litigation incidental to the business. Material proceedings are described under Note 8, "Commitments and Contingencies" to the unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

ITEM 1A. RISK FACTORS

Our operations and financial results are subject to various risk and uncertainties, including those described below and the risk factors described under Part I, Item 1A. "Risk Factors" in our latest Form 10-K for the year ended December 31, 2020, any of which could adversely affect our business, results of operations, financial condition and prospects. In such an event, the market price of our common stock could decline, and you may lose all or part of your investment. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. You should carefully consider the risks described below and the other information in this Quarterly Report on Form 10-Q, our unaudited condensed consolidated financial statements, and the related notes thereto, and "Management's Discussion and Analysis of Financial Condition and Results of Operations", included herein, and the risk factors previously disclosed in Part II Item 1A, "Risk Factors" in our Forms 10-Q for the quarters ended March 31, 2021 and June 30, 2021, respectively, which are incorporated by reference herein and Part I, Item 1A. "Risk Factors" in our Form 10-K for the year ended December 31, 2020.

Our subscription-based model exposes us to the credit risk of our customers over the life of the subscription agreement. In the event that our customers fail to make the monthly payments under their subscription agreements, our financial results may be adversely affected.

For the nine months ended September 30, 2021 and 2020, approximately 56% and 57%, respectively, of our system revenues were derived from our subscription-based model. Although the ARTAS system is not available under our subscription-based model, we expect our subscription-based business to continue to represent the majority of our revenue for the foreseeable future. We collect an up-front fee, combined with a monthly payment schedule typically over a period of 36 months, with approximately 40% to 45% of total contract value collected in the first year. For accounting purposes, these arrangements are considered sales-type finance leases, where the present value of all cash flows to be received under the subscription agreement is recognized as revenue upon shipment of the system to the customer. As part of our sales and marketing effort, we do not generally require our customers to undergo a formal credit check as is typically required with third-party equipment lease financing. Instead, to ensure that each monthly installment is made on time and that customers' systems are serviced in accordance with the terms of the warranty, every system requires a monthly activation code, which we provide upon receiving each monthly installment. If a customer does not timely pay a monthly installment, the customer will not receive an activation code and will be unable to use the system. Because this process does not protect us from the economic impact of a customer's failure to make its monthly payments, our current practice is to maintain a purchase money security interest over the devices sold, which affords us with priority as a secured creditor and entitles us to certain rights of recovery of the device in the event of a customer default or bankruptcy. We cannot provide any assurance that the financial position of customers purchasing products and services under a subscription agreement will not change adversely before we receive all monthly installments due under the contract. As a result of the global economic turmoil that has resulted from COVID-19, many of our customers experienced difficulty in making timely payments, or payments at all, under their subscription agreements which resulted in higher than anticipated bad debt expense over the course of fiscal year 2020 and the first quarter of fiscal year 2021. Despite the recent improvements we have seen in our collection and bad debt recovery experience as the business activities of our customers continue to recover, we cannot assure you that our customers will resume payments under their subscription agreements or that we will not experience customer defaults even after local economies fully reopen for business. In the event that there is a default by any customer to whom we have sold products and/or services under subscription agreement, we may recognize bad debt expenses in our general and administrative expenses. If this bad debt expense is material, it could negatively affect our results of operations and operating cash flows.

Risks related to our ability to manufacture and/or sell our products may be impaired by disruption to our manufacturing, warehousing or distribution capabilities, or to the capabilities of our suppliers, contract manufacturers, logistics service providers or independent distributors.

The Company maintains manufacturing operations at its facilities in San Jose, California and Yokneam, Israel. We rely on third-party suppliers and manufacturers in various countries to produce components and provide raw materials used in the manufacturing of our products. The pandemic has resulted in significant governmental measures being implemented to control the spread of the virus, including, among others, restrictions on manufacturing and the movement of employees in many regions. As a result of COVID-19 and the measures designed to contain the spread of the virus, our third-party suppliers and manufacturers may not have the materials, capacity, or capability to manufacture our products according to our schedule and specifications and we may need to seek alternate supply and/or manufacturing sources, which may be more expensive. Alternate sources may not be available or may result in delays in shipments to us from our supply chain and subsequently to our customers, each of which would affect our results of operations.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Unregistered Sales of Equity Securities

There were no unregistered securities issued and sold during the three and nine months ended September 30, 2021.

Use of Proceeds

None

Issuer Purchases of Equity Securities

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit Number	Description	Form	Date	Number	Filed Herewith
3.1	Amended and Restated Certificate of Incorporation of Restoration Robotics, Inc.	8-K	10-17-17	3.1	
3.2	Certificate of Amendment of Certificate of Incorporation of Restoration Robotics, Inc.	8-K	11-7-19	3.1	
3.3	Second Amended and Restated Bylaws of Venus Concept Inc.	8-K	11-7-19	3.2	
10.1	Fourth Amended and Restated Loan Agreement, dated as of August 26, 2021, by and among Venus Concept USA Inc., Venus Concept Canada Corp., Venus Concept Inc., and City National Bank of Florida.	8-K	08-30-21	10.1	
10.2	Fourth Amended and Restated Guaranty of Payment and Performance, dated as of August 26, 2021, by Venus Concept Ltd. in favor of City National Bank of Florida.	8-K	08-30-21	10.2	
10.3	Third Amended and Restated Security Agreement, dated as of August 26, 2021, by and among Venus Concept Inc., Venus Concept USA Inc., and City National Bank of Florida.	8-K	08-30-21	10.3	
10.4	Fifth Amended and Restated Revolving Promissory Note, dated as of August 26, 2021, by Venus Concept USA Inc., Venus Concept Canada Corp., Venus Concept Inc., in favor of City National Bank of Florida.	8-K	08-30-21	10.4	
10.5	Supplement to Subordination of Debts Agreement, dated as of August 26, 2021, by and among Madryn Health Partners, LP, Madryn Health Partners (Cayman Master), LP, City National Bank of Florida, and Venus Concept Inc.	8-K	08-30-21	10.5	
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.				X
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.				X
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.				X
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.				X
101.INS	Inline XBRL Instance Document				X
101.SCH	Inline XBRL Taxonomy Extension Schema Document				X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document				X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document				X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document				X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document				X

* The certification attached as Exhibit 32.1 and Exhibit 32.2 that accompanies this Quarterly Report on Form 10-Q is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Venus Concept Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Quarterly Report on Form 10-Q, irrespective of any general incorporation language contained in such filing.

SIGNATURES

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

Venus Concept Inc.

Date: November 12, 2021

By: _____ /s/ Domenic Serafino
Domenic Serafino
Chief Executive Officer

Date: November 12, 2021

By: _____ /s/ Domenic Della Penna
Domenic Della Penna
Chief Financial Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Domenic Serafino, certify that:

I have reviewed this quarterly report on Form 10-Q of Venus Concept Inc.;

1. 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;
2. 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;
3. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13(a)-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 fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
4. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

[SIGNATURE PAGE FOLLOWS]

Date: November 12, 2021

By: _____ /s/ Domenic Serafino

Name: Domenic Serafino
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES OXLEY ACT OF 2002

I, Domenic Della Penna, certify that:

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

[SIGNATURE PAGE FOLLOWS]

Date: November 12, 2021

By: /s/ Domenic Della Penna
Name: Domenic Della Penna
Chief Financial Officer
(Principal Financial Officer)

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

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, Domenic Serafino, the Chief Executive Officer of Venus Concept Inc. (the "**Company**"), hereby certify, that, to my knowledge:

1. The Quarterly Report on Form 10-Q for the quarter ended September 30, 2021 (the "**Report**") of the Company fully complies with the requirements of Section 13(a) 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 results of operations of the Company.

[SIGNATURE PAGE FOLLOWS]

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

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, Domenic Della Penna, the Chief Financial Officer of Venus Concept Inc. (the “**Company**”), hereby certify, that, to my knowledge:

1. The Quarterly Report on Form 10-Q for the quarter ended September 30, 2021 (the “**Report**”) of the Company fully complies with the requirements of Section 13(a) 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 results of operations of the Company.

[SIGNATURE PAGE FOLLOWS]
