UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended September 26, 2025

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: 001-41617

Nextracker Inc.

(Exact name of registrant as specified in its charter)

Delaware	**36-5047383**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6200 Paseo Padre Parkway, Fremont, California 94555
(Address, including zip code of registrant's principal executive offices)

(510) 270-2500
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, $0.0001 par value	NXT	The Nasdaq Stock Market LLC

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 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, a 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	☒	Accelerated filer	☐	Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐						

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

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

As of October 23, 2025, there were 148,386,780 shares of the registrant's Class A common stock outstanding and no shares of the registrant's Class B common stock outstanding.

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PART I. FINANCIAL INFORMATION

ITEM 1. *FINANCIAL STATEMENTS*

Nextracker Inc.

Unaudited condensed consolidated balance sheets

(In thousands, except share and per share amounts)

	As of September 26, 2025	As of March 31, 2025
ASSETS		
Current assets:		
Cash and cash equivalents	$ 845,342	$ 766,103
Accounts receivable, net of allowance of $2,184 and $1,472, respectively	549,216	472,462
Contract assets	425,338	405,890
Inventories	221,155	209,432
Section 45X credit receivable	244,483	215,616
Other current assets	153,141	88,483
Total current assets	2,438,675	2,157,986
Property and equipment, net	84,928	60,395
Goodwill	473,667	371,018
Other intangible assets, net	81,716	53,241
Deferred tax assets	513,745	498,778
Other assets	76,158	51,098
Total assets	$ 3,668,889	$ 3,192,516
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 553,608	$ 585,299
Accrued expenses	103,573	97,000
Deferred revenue	372,348	247,127
Other current liabilities	90,277	104,086
Total current liabilities	1,119,806	1,033,512
Tax receivable agreement (TRA) liability	372,460	394,879
Long-term deferred revenue	98,882	96,635
Other liabilities	92,043	39,360
Total liabilities	1,683,191	1,564,386
Commitments and contingencies (Note 8)		
Stockholders' equity:		
Class A common stock, $0.0001 par value, 900,000,000 shares authorized, 148,382,565 shares and 145,648,231 shares issued and outstanding, respectively	15	15
Additional paid-in-capital	4,239,786	4,185,823
Accumulated deficit	(2,253,366)	(2,557,410)
Accumulated other comprehensive loss	(737)	(298)
Total stockholders' equity	1,985,698	1,628,130
Total liabilities and stockholders' equity	$ 3,668,889	$ 3,192,516

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

Nextracker Inc.

Unaudited condensed consolidated statements of operations and comprehensive income

(In thousands, except share and per share amounts)

	Three-month periods ended		Six-month periods ended	
	September 26, 2025	September 27, 2024	September 26, 2025	September 27, 2024
Revenue	$ 905,268	$ 635,571	$ 1,769,521	$ 1,355,492
Cost of sales	612,408	410,776	1,194,935	893,257
Gross profit	292,860	224,795	574,586	462,235
Selling, general and administrative expenses	84,626	72,127	158,562	132,954
Research and development	26,889	19,193	48,449	35,712
Operating income	181,345	133,475	367,575	293,569
Interest expense	730	3,665	1,946	6,945
Other income, net	(2,110)	(7,382)	(8,063)	(2,514)
Income before income taxes	182,725	137,192	373,692	289,138
Provision for income taxes	35,864	19,928	69,648	47,080
Net income and comprehensive income	146,861	117,264	304,044	242,058
Less: Net income attributable to non-controlling interests	—	1,873	—	4,967
Net income attributable to Nextracker Inc.	$ 146,861	$ 115,391	$ 304,044	$ 237,091
Earnings per share attributable to Nextracker Inc. common stockholders				
Basic	$ 0.99	$ 0.80	$ 2.06	$ 1.66
Diluted	$ 0.97	$ 0.79	$ 2.01	$ 1.62
Weighted-average shares used in computing per share amounts:				
Basic	148,027,872	143,478,959	147,480,066	142,785,176
Diluted	152,018,105	149,079,198	151,110,031	149,150,663

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

Nextracker Inc.

Unaudited condensed consolidated statements of stockholders' equity

(In thousands, except share amounts)

Three-month period ended September 26, 2025	Class A common stock		Additional paid-in-capital	Accumulated deficit	Accumulated other comprehensive income (loss)	Total Nextracker Inc. stockholders' equity	Total stockholders' equity
	Shares outstanding	Amounts					
BALANCE AT JUNE 27, 2025	147,963,974	$ 15	$4,208,133	$(2,400,227)	$ (777)	$ 1,807,144	$ 1,807,144
Net income	—	—	—	146,861	—	146,861	146,861
Stock-based compensation expense	—	—	31,653	—	—	31,653	31,653
Vesting of Nextracker Inc. RSU awards	417,819	—	—	—	—	—	—
Exercise of Nextracker Inc. options awards	712	—	—	—	—	—	—
Total other comprehensive income	—	—	—	—	40	40	40
BALANCE AT SEPTEMBER 26, 2025	148,382,505	$ 15	$4,239,786	$(2,253,366)	$ (737)	$ 1,985,698	$ 1,985,698

Three-month period ended September 27, 2024	Class A common stock		Class B common stock		Additional paid-in-capital	Accumulated deficit	Accumulated other comprehensive loss	Total Nextracker Inc. stockholders' equity	Non-controlling interests	Total stockholders' equity
	Shares outstanding	Amounts	Shares outstanding	Amounts						
BALANCE AT JUNE 28, 2024	143,391,305	$ 14	1,908,827	$ —	$4,066,773	$(2,944,878)	$ (522)	$ 1,121,387	$ 15,244	$ 1,136,631
Net income	—	—	—	—	—	115,391	—	115,391	1,873	117,264
Stock-based compensation expense	—	—	—	—	29,885	—	—	29,885	—	29,885
Vesting of Nextracker Inc. RSU awards	229,181	—	—	—	—	—	—	—	—	—
Tax distribution	—	—	—	—	—	—	—	—	(798)	(798)
Total other comprehensive loss	—	—	—	—	—	—	(664)	(664)	—	(664)
BALANCE AT SEPTEMBER 27, 2024	143,620,486	$ 14	1,908,827	$ —	$4,096,658	$(2,829,487)	$ (1,186)	$ 1,265,999	$ 16,319	$ 1,282,318

Nextracker Inc.

Unaudited condensed consolidated statements of stockholders' equity (continued)

(In thousands, except share amounts)

	Class A common stock							
Six-month period ended September 26, 2025	**Shares outstanding**	**Amounts**	**Additional paid-in-capital**	**Accumulated deficit**	**Accumulated other comprehensive loss**	**Total Nextracker Inc. stockholders' equity**	**Total stockholders' equity**
BALANCE AT MARCH 31, 2025	145,648,231	$ 15	$4,185,823	$(2,557,410)	$ (298)	$ 1,628,130	$ 1,628,130
Net income	—	—	—	304,044	—	304,044	304,044
Stock-based compensation expense	—	—	53,963	—	—	53,963	53,963
Vesting of Nextracker Inc. RSU and PSU awards	2,733,562	—	—	—	—	—	—
Exercise of Nextracker Inc. options awards	712	—	—	—	—	—	—
Total other comprehensive loss	—	—	—	—	(439)	(439)	(439)
BALANCE AT SEPTEMBER 26, 2025	148,382,505	$ 15	$4,239,786	$(2,253,366)	$ (737)	$ 1,985,698	$ 1,985,698

	Class A common stock		Class B common stock							
Six-month period ended September 27, 2024	**Shares outstanding**	**Amounts**	**Shares outstanding**	**Amounts**	**Additional paid-in-capital**	**Accumulated deficit**	**Accumulated other comprehensive income (loss)**	**Total Nextracker Inc. stockholders' equity**	**Non-controlling interests**	**Total stockholders' equity**
BALANCE AT MARCH 31, 2024	140,773,223	$ 14	3,856,175	$ —	$4,027,560	$(3,066,578)	$ 17	$ 961,013	$ 31,015	$ 992,028
Net income	—	—	—	—	—	237,091	—	237,091	4,967	242,058
Stock-based compensation expense	—	—	—	—	51,786	—	—	51,786	—	51,786
Vesting of Nextracker Inc. RSU awards	899,915	—	—	—	—	—	—	—	—	—
Shares exchanged by non-controlling interest holders	1,947,348	—	(1,947,348)	—	13,551	—	—	13,551	(13,551)	—
TRA revaluation	—	—	—	—	3,761	—	—	3,761	—	3,761
Tax distribution	—	—	—	—	—	—	—	—	(6,112)	(6,112)
Total other comprehensive loss	—	—	—	—	—	—	(1,203)	(1,203)	—	(1,203)
BALANCE AT SEPTEMBER 27, 2024	143,620,486	$ 14	1,908,827	$ —	$4,096,658	$(2,829,487)	$ (1,186)	$ 1,265,999	$ 16,319	$ 1,282,318

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

Nextracker Inc.
Unaudited condensed consolidated statements of cash flows
(In thousands)

	Six-month periods ended	
	September 26, 2025	**September 27, 2024**
Cash flows from operating activities:		
Net income	$ 304,044	$ 242,058
Depreciation and amortization of intangible assets	13,150	3,883
Changes in working capital and other, net	(48,991)	28,686
Net cash provided by operating activities	268,203	274,627
Cash flows from investing activities:		
Purchases of property and equipment	(26,732)	(14,900)
Payment for acquisitions, net of cash acquired	(115,789)	(144,675)
Net cash used in investing activities	(142,521)	(159,575)
Cash flows from financing activities:		
Repayment of bank borrowings	—	(1,875)
Payment of revolver issuance costs	(1,993)	(3,715)
TRA payment	(27,427)	(15,520)
Distribution to former non-controlling interest holder	(3,010)	(6,112)
Payment of acquisition deferred purchase price	(14,013)	—
Net cash used in financing activities	(46,443)	(27,222)
Net increase in cash and cash equivalents	79,239	87,830
Cash and cash equivalents beginning of period	766,103	474,054
Cash and cash equivalents end of period	$ 845,342	$ 561,884
Non-cash investing and financing activities:		
Unpaid purchases of property and equipment	$ 316	$ 1,482
Right-of-use assets obtained in exchange of lease liabilities	24,163	8,498
TRA revaluation	—	3,761
Fair value of contingent considerations for acquisitions	28,930	2,550
Acquisition deferred purchase price	2,931	14,000
Unpaid debt issuance cost	—	2,300

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

1. Description of business and organization of Nextracker Inc.

Nextracker Inc. and its subsidiaries ("Nextracker", "we", the "Company") is a leading solar technology platform provider used in power plants around the world. Nextracker's products enable solar panels to follow the sun's movement across the sky and optimize performance. With products operating in more than forty countries worldwide, Nextracker offers solar tracker technologies and innovative solutions that accelerate solar power plant construction, increase performance, and enhance long-term reliability. Nextracker has operations in the United States, Brazil, Argentina, Peru, Mexico, Spain and other locations in Europe, India, Australia, the Middle East and Africa.

2. Summary of accounting policies

Basis of presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and pursuant to the rules and regulations of the United States Securities and Exchange Commission (the "SEC") for reporting financial information. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements, and should be read in conjunction with the Company's audited consolidated financial statements as of and for the fiscal year ended March 31, 2025, contained in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2025 (the "Form 10-K"). In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary to present the Company's financial statements fairly have been included. Operating results for the three and six-month periods ended September 26, 2025 are not necessarily indicative of the results that may be expected for the fiscal year ending March 31, 2026 or any future period. The unaudited condensed consolidated balance sheet as of March 31, 2025 was derived from the Company's audited consolidated financial statements included in the Form 10-K. All intercompany transactions and accounts within Nextracker have been eliminated.

The first quarters for fiscal years 2026 and 2025 ended on June 27, 2025 (88 days) and June 28, 2024 (89 days), respectively. The second quarters for fiscal years 2026 and 2025 ended on September 26, 2025 (91 days) and September 27, 2024 (91 days), respectively.

Translation of foreign currencies

The reporting currency of the Company is the United States dollar ("USD"). The functional currency of the Company and its subsidiaries is primarily the USD. Transaction gains and losses that arise from exchange rate fluctuations on transactions denominated in a currency other than the functional currency are included in other income, net in the accompanying unaudited condensed consolidated statements of operations and comprehensive income. The Company recognized foreign currency exchange losses of $1.9 million and $2.2 million during the three and six-month periods ended September 26, 2025, respectively, driven by unfavorable exchange rate fluctuations in certain currencies. The Company recognized foreign exchange gains of $2.4 million during the three-month period ended September 27, 2024 driven by favorable exchange rate fluctuations in Europe. Additionally, during the six-month period ended September 27, 2024, the Company recognized foreign exchange losses of $7.4 million due to unfavorable exchange rate fluctuations primarily in Latin America.

Use of estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from those estimates. Estimates are used in accounting for, among other things: impairment of goodwill, impairment of long-lived assets, allowance for credit losses, provision for excess or obsolete inventories, valuation of deferred tax assets, warranty reserves, contingencies, operation-related accruals, fair values of awards granted under stock-based compensation plans and fair values of assets obtained and liabilities assumed in business combinations. Due to geopolitical conflicts (including the Russian invasion of Ukraine and the conflicts in the Middle East), there has been and will continue to be uncertainty and disruption in the global economy and financial markets. These estimates may change as new events occur and additional information is obtained. Actual results may differ from previously estimated amounts, and such differences may be material to the unaudited condensed consolidated financial statements. Estimates and assumptions are reviewed periodically,

and the effects of revisions are reflected in the period they occur. Management believes that these estimates and assumptions provide a reasonable basis for the fair presentation of the unaudited condensed consolidated financial statements.

Accounting for business acquisitions

From time to time, the Company pursues business acquisitions. The fair value of the net assets acquired and the results of the acquired businesses are included in the Company's unaudited condensed consolidated financial statements from the acquisition dates forward. The Company is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and results of operations during the reporting period. Estimates are used in accounting for, among other things, the fair value of acquired net operating assets, property and equipment, intangible assets, contingent earnout, useful lives of plant and equipment and amortizable lives for acquired intangible assets. Any excess of the purchase consideration over the fair value of the identified assets and liabilities acquired is recognized as goodwill.

The Company estimates the preliminary fair value of acquired assets and liabilities as of the date of acquisition based on information available at that time. The valuation of these tangible and identifiable intangible assets and liabilities is subject to further review from management and may change between the preliminary allocation and end of the purchase price allocation period. Any changes in these estimates may have a material effect on the Company's unaudited condensed consolidated financial position and results of operations.

Product warranty

Nextracker offers an assurance type warranty for its products against defects in design, materials and workmanship for a period ranging from two to ten years, depending on the component. For these assurance type warranties, a provision for estimated future costs related to warranty expense is recorded when they are probable and reasonably estimable, which is typically when products are delivered. The estimated warranty liability is based on the Company's warranty model, which relies on historical warranty claim information and assumptions based on the nature, frequency and average cost of claims for each product line by project. When little or no experience exists, the estimate is based on comparable product lines and/or estimated potential failure rates. These estimates are based on data from Nextracker specific projects. Estimates related to the outstanding warranty liability are re-evaluated on an ongoing basis using best-available information and revisions are made as necessary.

The following table summarizes the activity related to the estimated accrued warranty reserve for the six-month periods ended September 26, 2025 and September 27, 2024:

	Six-month periods ended	
	September 26, 2025	**September 27, 2024**
	(In thousands)	
Beginning balance	$ 17,981	$ 12,511
Provision for warranties issued	5,647	5,268
Payments	(2,310)	(2,879)
Ending balance	$ 21,318	$ 14,900

Inventories

Inventories are stated at the lower of cost, determined on a weighted average basis, or net realizable value. Nextracker's inventory primarily consists of finished goods to be used and to be sold to customers, including components procured to complete the tracker system projects.

Other current assets

Other current assets include short-term deposits and advances of $88.8 million and $50.2 million as of September 26, 2025 and March 31, 2025, respectively, primarily related to advance payments to certain vendors for procurement of inventory.

Deferred tax assets

Deferred tax assets of $513.7 million and $498.8 million as of September 26, 2025 and March 31, 2025, respectively, are primarily related to the Company's investment in Nextracker LLC as described in Note 13 in the notes to the consolidated financial statements included in the Form 10-K.

Accrued expenses

Accrued expenses include accruals primarily for freight and tariffs of $59.4 million and $42.9 million as of September 26, 2025 and March 31, 2025, respectively. In addition, accrued expenses also include $44.1 million and $54.1 million of accrued payroll as of September 26, 2025 and March 31, 2025, respectively.

TRA liability

TRA liability related to the amount expected to be paid to Flex Ltd. ("Flex"), TPG Inc. ("TPG") and TPG Rise Climate Flash Cl BDH, L.P., TPG Rise Climate BDH, L.P. and The Rise Fund II BDH, L.P. (collectively, the "TPG Affiliates") pursuant to the Tax Receivable Agreement (as defined below), were $391.9 million and $419.4 million, as of September 26, 2025 and March 31, 2025, respectively, of which $372.5 million and $394.9 million, respectively, were included in TRA liabilities and $19.5 million and $24.5 million, respectively, were included in other current liabilities on the unaudited condensed consolidated balance sheets. During the six-month period ended September 26, 2025, a payment of $27.4 million was made to Flex, TPG and the TPG Affiliates, which is presented as a financing activity on the unaudited condensed consolidated statement of cash flows.

Other liabilities

Other liabilities primarily consist of long-term lease liabilities of $45.7 million and $25.6 million, contingent earnouts for the Company's acquisitions of $31.5 million and $2.6 million, and long-term portion of standard product warranty liabilities of $7.1 million and $6.4 million as of September 26, 2025 and March 31, 2025, respectively. See Note 11 "Business and asset acquisitions" in the notes to the unaudited condensed consolidated financial statements for further detail on the earnouts for the Company's business acquisitions.

Recently issued accounting pronouncement

Accounting Standards Update ("ASU") 2025-05, *Financial Instruments—Credit Losses*: In July 2025, Financial Accounting Standards Board ("FASB") issued a new accounting standard, which provides a practical expedient (for all entities) and an accounting policy election (for all entities, other than public business entities, that elect the practical expedient) related to the estimation of expected credit losses for current accounts receivable and current contract assets that arise from transactions accounted for under Accounting Standards Codification ("ASC") 606. The new standard is effective for the Company beginning in fiscal year 2027 with early adoption permitted. The Company expects to adopt the new guidance in the first quarter of fiscal year 2027 with an immaterial impact on its consolidated financial statements.

ASU 2024-03 and 2025-01, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures*: In November 2024, the FASB issued a new accounting standard requiring a public business entity to provide disaggregated disclosures, in the notes to the financial statements, of certain categories of expenses that are included in expense line items on the face of the income statement. The annual reporting requirements of the new standard are effective for the Company beginning in fiscal year 2028 and interim reporting requirements are effective beginning in the first quarter of fiscal year 2029, with early adoption permitted. The Company expects to adopt the new guidance in fiscal year 2028 with an immaterial impact on its consolidated financial statements.

ASU 2023-09, *Improvements to Income Tax Disclosures*: In December 2023, the FASB issued a new accounting standard to expand the disclosure requirements for income taxes, specifically related to rate reconciliation and income taxes paid. The new standard is effective for the Company beginning in fiscal year 2026 with early adoption permitted. The Company expects to adopt the new guidance in the fourth quarter of fiscal year 2026 with an immaterial impact on its consolidated financial statements.

3. Revenue

Based on Accounting Standards Codification ("ASC") 606 provisions, the Company disaggregates its revenue from contracts with customers by those sales recorded over time and sales recorded at a point in time. The following table presents

Nextracker's revenue disaggregated based on timing of transfer-point in time and over time for the three and six-month periods ended September 26, 2025 and September 27, 2024:

	Three-month periods ended		Six-month periods ended	
	September 26, 2025	September 27, 2024	September 26, 2025	September 27, 2024
	(In thousands)			
Timing of Transfer				
Point in time	$ 58,931	$ 20,286	$ 75,894	$ 31,006
Over time	846,337	615,285	1,693,627	1,324,486
Total revenue	$ 905,268	$ 635,571	$ 1,769,521	$ 1,355,492

Contract balances

The timing of revenue recognition, billings and cash collections results in contract assets and contract liabilities (deferred revenue) on the unaudited condensed consolidated balance sheets. Nextracker's contract amounts are billed as work progresses in accordance with agreed-upon contractual terms, which generally coincide with the shipment of one or more phases of the project. When billing occurs subsequent to revenue recognition, a contract asset results. Contract assets of $425.3 million and $405.9 million as of September 26, 2025 and March 31, 2025, respectively, are presented in the unaudited condensed consolidated balance sheets, of which $141.2 million and $140.4 million, respectively, will be invoiced at the end of the projects as they represent funds withheld until the products are installed by a third party, arranged by the customer, and the project is declared operational. The remaining unbilled receivables will be invoiced throughout the project based on a set billing schedule such as milestones reached or completed rows delivered. Contract assets increased by $19.4 million from March 31, 2025 to September 26, 2025 due to fluctuations in the timing and volume of billings for the Company's revenue recognized over time.

During the six-month periods ended September 26, 2025 and September 27, 2024, Nextracker converted $216.5 million and $133.4 million of deferred revenue to revenue, respectively, which represented 63% and 45%, respectively, of the beginning period balance of deferred revenue.

Remaining performance obligations

As of September 26, 2025, Nextracker had $471.2 million of the transaction price allocated to the remaining performance obligations. The Company expects to recognize revenue on approximately 79% of these performance obligations in the next 12 months. The remaining long-term unperformed obligation primarily relates to extended warranty and deposits collected in advance on certain tracker projects.

4. Goodwill and intangible assets

Goodwill

During the six-month period ended September 26, 2025, additions to the Company's goodwill are driven by its acquisitions of Bentek Corporation ("Bentek"), OnSight Technology, Inc. ("OnSight"), and Origami Solar, Inc., ("Origami") as further described in Note 11.

The following table summarizes the activity in the Company's goodwill during the six-month period ended September 26, 2025 (in thousands):

Balance as of March 31, 2025	$ 371,018
Additions	102,649
Balance as of September 26, 2025	$ 473,667

Other intangible assets

During the six-month period ended September 26, 2025, the total gross value of other intangible assets increased by $33.5 million, primarily consisting of $30.7 million of developed technology and $2.1 million of trade name. This increase is primarily driven by the recent business acquisitions as further described in Note 11.

The components of identifiable intangible assets are as follows:

	As of September 26, 2025			As of March 31, 2025		
	Gross carrying amount	Accumulated amortization	Net carrying amount	Gross carrying amount	Accumulated amortization	Net carrying amount
	(In thousands)					
Developed technology	$ 69,969	$ (5,027)	$ 64,942	$ 39,200	$ (2,394)	$ 36,806
Customer relationships	18,543	(4,579)	13,964	18,000	(2,779)	15,221
Trade name and other intangibles	5,157	(2,347)	2,810	3,018	(1,804)	1,214
Total	$ 93,669	$ (11,953)	$ 81,716	$ 60,218	$ (6,977)	$ 53,241

The gross carrying amount of other intangible assets are removed when fully amortized. Total intangible asset amortization expense recognized in operations during the three and six-month periods ended September 26, 2025 and September 27, 2024 was as follows:

	Three-month periods ended		Six-month periods ended	
	September 26, 2025	September 27, 2024	September 26, 2025	September 27, 2024
	(In thousands)			
Cost of sales	$ 1,649	$ 896	$ 2,808	$ 984
Selling general and administrative expense	1,269	979	2,169	979
Total amortization expense	$ 2,918	$ 1,875	$ 4,977	$ 1,963

The estimated future annual amortization expense for the acquired finite-lived intangible assets as of September 26, 2025 is as follows:

Fiscal year ending March 31,	Amount
	(In thousands)
2026 (1)	$ 6,434
2027	12,470
2028	11,336
2029	10,967
2030	8,014
Thereafter	32,477
Total amortization expense	$ 81,698

(1) Represents estimated amortization for the remaining fiscal six-month period ending March 31, 2026.

5. Stock-based compensation

The Company adopted the First Amended and Restated 2022 Nextracker LLC Equity Incentive Plan in April 2022 (the "LLC Plan"), which provides for the issuance of options, unit appreciation rights, performance units, performance incentive units, restricted incentive units and other unit-based awards to employees, directors and consultants of the Company. Additionally, in connection with the Company's IPO, the Company approved the Second Amended and Restated 2022 Nextracker Inc. Equity Incentive Plan (together with the LLC Plan, the "2022 Plan") to reflect, among other things, that the underlying equity interests with respect to awards issued under the LLC Plan shall, in lieu of common units of Nextracker LLC (the "LLC"), relate to Class A common stock of Nextracker for periods from and after the closing of the IPO.

The following table summarizes the Company's stock-based compensation expense:

	Three-month periods ended		Six-month periods ended	
	September 26, 2025	September 27, 2024	September 26, 2025	September 27, 2024
	(In thousands)			
Cost of sales	$ 5,077	$ 2,481	$ 7,315	$ 6,261
Selling, general and administrative expenses	24,039	25,417	42,531	40,704
Research and development	2,537	1,987	4,117	4,821
Total stock-based compensation expense	$ 31,653	$ 29,885	$ 53,963	$ 51,786

During the six-month period ended September 26, 2025, the Company granted 1.4 million time-based unvested restricted share units ("RSU") awards to certain of its employees under the 2022 Plan. The vesting for these unvested RSU awards is contingent upon time-based vesting with continued service over a three-year period from the grant date, with a portion of the awards vesting at the end of each year. The weighted average fair value per share of the RSUs granted during the period was estimated to be $62.48 per award.

In addition, the Company also granted 0.4 million performance-based vesting ("PSU") awards whereby vesting is generally contingent upon (i) time-based vesting with continued service through March 31, 2028, and (ii) the achievement of certain metrics specific to the Company, which could result in a range of 0-300% of such PSUs ultimately vesting. The weighted average fair value per share of the PSUs granted during the six-month period ended September 26, 2025 was estimated to be $76.04 per award. The fair value of these PSU awards granted during the six-month period ended September 26, 2025 was determined using Monte-Carlo simulation models, which is a probabilistic approach for calculating the fair value of the awards.

Further, the Company granted 0.2 million options awards that will cliff-vest on the third anniversary of the grant date, subject generally to continuous service through such vesting date. The exercise price for the shares underlying such options is equal to $56.05 per award, which corresponds to the Company's closing price per share as of the grant date of the awards. The fair value of these options awards granted during the six-month period ended September 26, 2025 was estimated to be $32.60 based on a Black-Scholes option pricing model.

Additionally, during the six-month period ended September 26, 2025, an immaterial number of awards were forfeited due to employee terminations.

The total unrecognized compensation expense related to unvested awards under the 2022 Plan as of September 26, 2025 was approximately $198.2 million, which is expected to be recognized over a weighted-average period of approximately 2.2 years.

6. Earnings per share

Basic earnings per share excludes dilution and is computed by dividing net income available to Nextracker Inc. common stockholders by the weighted-average number of shares of Class A common stock outstanding during the applicable periods.

Diluted earnings per share reflects the potential dilution from stock-based compensation awards. The potential dilution from awards was computed using the treasury stock method based on the average fair market value of the Company's common stock for the period. Additionally, the potential dilution impact of Class B common stock convertible into Class A common stock was also considered in the calculation.

The computation of earnings per share and weighted average shares outstanding of the Company's common stock for the period is presented below:

	Three-month periods ended					
	September 26, 2025			September 27, 2024		
	Income Numerator	Weighted average shares outstanding Denominator	Per share Amount	Income Numerator	Weighted average shares outstanding Denominator	Per share Amount
	(In thousands, except share and per share amounts)					
Basic EPS						
Net income attributable to Nextracker Inc. common stockholders	$ 146,861	148,027,872	$ 0.99	$ 115,391	143,478,959	$ 0.80
Effect of Dilutive Impact						
Common stock equivalents from options awards (1)		1,816,836			1,159,734	
Common stock equivalents from RSUs (2)		1,227,359			1,294,584	
Common stock equivalents from PSUs (3)		946,038			1,237,094	
Income attributable to non-controlling interests and common stock equivalent from Class B common stock	$ —	—		$ 1,873	1,908,827	
Diluted EPS						
Net income	$ 146,861	152,018,105	$ 0.97	$ 117,264	149,079,198	$ 0.79

(1) During the three-month periods ended September 26, 2025 and September 27, 2024, approximately 0.4 million and 0.8 million options awards, respectively, were excluded from the computation of diluted earnings per share due to their anti-dilutive impact on the weighted-average ordinary share equivalents.

(2) During the three-month periods ended September 26, 2025 and September 27, 2024, approximately 0.7 million and 0.8 million RSU awards, respectively, were excluded from the computation of diluted earnings per share due to their anti-dilutive impact on the weighted-average ordinary share equivalents.

(3) During the three-month periods ended September 26, 2025 and September 27, 2024, approximately 0.4 million and 0.7 million PSU awards, respectively, were excluded from the computation of diluted earnings per share due to their anti-dilutive impact on the weighted-average ordinary share equivalents.

	Six-month periods ended					
	September 26, 2025			September 27, 2024		
	Income Numerator	Weighted average shares outstanding Denominator	Per share Amount	Income Numerator	Weighted average shares outstanding Denominator	Per share Amount
	(In thousands, except share and per share amounts)					
Basic EPS						
Net income attributable to Nextracker Inc. common stockholders	$ 304,044	147,480,066	$ 2.06	$ 237,091	142,785,176	$ 1.66
Effect of Dilutive Impact						
Common stock equivalents from Options awards (1)		1,627,871			1,273,829	
Common stock equivalents from RSUs (2)		1,177,294			1,378,883	
Common stock equivalents from PSUs (3)		824,800			1,235,060	
Income attributable to non-controlling interests and common stock equivalent from Class B common stock	$ —	—		$ 4,967	2,477,715	
Diluted EPS						
Net income	$ 304,044	151,110,031	$ 2.01	$ 242,058	149,150,663	$ 1.62

(1) During the six-month periods ended September 26, 2025 and September 27, 2024, approximately 0.4 million and 0.8 million options awards, respectively, were excluded from the computation of diluted earnings per share due to their anti-dilutive impact on the weighted-average ordinary share equivalents.

(2) During the six-month periods ended September 26, 2025 and September 27, 2024, approximately 0.7 million and 0.5 million RSU awards, respectively, were excluded from the computation of diluted earnings per share due to their anti-dilutive impact on the weighted-average ordinary share equivalents.

(3) During the six-month periods ended September 26, 2025 and September 27, 2024, approximately 0.4 million and 0.7 million PSU awards, respectively, were excluded from the computation of diluted earnings per share due to their anti-dilutive impact on the weighted-average ordinary share equivalents

7. Credit facilities

On September 8, 2025, the Company and the LLC, as the borrower, entered into a credit agreement (the "New Credit Agreement"), which replaced the existing credit agreement originally entered into by the Company on February 13, 2023 (as amended from time to time, the "Existing Credit Agreement"). The New Credit Agreement provides for an unsecured revolving credit facility (the "New Revolving Credit Facility") that matures on September 8, 2030 (the "Maturity Date"). The initial maximum aggregate principal amount available under the New Revolving Credit Facility is $1.0 billion. Subject to the satisfaction of certain conditions, the LLC may request an increase of the aggregate amount available under the New Revolving Credit Facility of up to $250.0 million at any time. The New Revolving Credit Facility provides for sub-facilities for the issuances of letters of credit in an aggregate amount not to exceed $500.0 million and swingline loans not to exceed $150.0 million in the aggregate.

The LLC may borrow, repay and re-borrow amounts under the New Credit Agreement from time to time until the Maturity Date. Voluntary prepayments under the New Credit Agreement are permitted from time to time generally without premium or penalty. The New Revolving Credit Facility is guaranteed by the Company and the LLC. Borrowings under the New Credit Agreement bear interest at a rate of either (i) the Term SOFR rate, (ii) the Daily Simple SOFR rate, (iii) the Term RFR rate, (iv) the Daily Simple RFR rate, or (v) the Eurocurrency Rate, plus the Applicable Margin, each as defined and described in the New Credit Agreement with respect to the applicable type of borrowing.

The LLC is required to pay a quarterly commitment fee on the undrawn portion of the New Revolving Credit Facility commitments, ranging from 7.5 to 20 basis points, depending on the LLC's consolidated net leverage ratio and credit rating. Additionally, the LLC is required to pay a quarterly letters of credit fee on the utilized portion, ranging from 87.5 to 150 basis points, also depending on the LLC's consolidated net leverage ratio and credit rating.

The New Credit Agreement contains certain affirmative and negative covenants that, among other things and subject to certain exceptions, limits the ability of the Company, LLC and its subsidiaries to incur certain additional indebtedness or liens and requires the Company and LLC to maintain a consolidated net leverage ratio below a certain threshold.

As a result of the New Credit Agreement, the Company capitalized approximately $2.0 million of issuance costs related to the New Revolving Credit Facility, which were included in other assets in the unaudited condensed consolidated balance sheets and will be amortized over the term of the New Credit Agreement. As of September 26, 2025, the Company had approximately $915.0 million available under the New Revolving Credit Facility, net of $85.0 million of outstanding letters of credit. The Company was in compliance with all applicable covenants as of September 26, 2025.

Concurrently with the closing of the New Credit Agreement, the Company voluntarily terminated its Existing Credit Agreement, and all revolving commitments and all revolving loans under the Existing Credit Agreement, including all accrued interest or fees, have been paid and terminated in full as of September 8, 2025. The Existing Credit Agreement provided for a secured revolving credit facility in an aggregate principal amount of up to $500.0 million, of which no amounts were drawn as of September 26, 2025, and would have matured on February 11, 2028. In conjunction with the termination, the Company wrote off all unamortized issuance costs related to the Existing Credit Agreement as of September 8, 2025 and as a result recorded a loss on debt extinguishment of approximately $5.8 million, including transaction costs, in other income, net on its unaudited condensed consolidated statements of operations and comprehensive income. The Company incurred no termination penalties in connection with the early termination of the Existing Credit Agreement.

8. Commitments and contingencies

Litigation and other legal matters

Nextracker has accrued for a loss contingency to the extent it believes that losses are probable and estimable. The amounts accrued are not material, but it is reasonably possible that actual losses could be in excess of Nextracker's accrual. Any related excess loss could have a material adverse effect on Nextracker's results of operations or cash flows for a particular period or on Nextracker's financial condition.

On February 6, 2024, pursuant to the Third Amended and Restated Limited Liability Company Agreement of Nextracker LLC (the "LLC Agreement"), Nextracker LLC made pro rata tax distributions in an aggregate amount of $94.3 million to the common members of the LLC, including an aggregate of $48.5 million to Yuma Acquisition Sub LLC and Yuma Subsidiary, Inc. ("Yuma Sub"). As of the date of the tax distribution, Yuma Acquisition Sub LLC and Yuma Sub were wholly-owned subsidiaries of Nextracker Inc. On February 21, 2025, Flex and Flextronics International USA, Inc. filed suit in the Delaware

Court of Chancery, alleging that Flex is entitled to the distribution that was paid to Yuma Acquisition Sub LLC and Yuma Sub on February 6, 2024 under the terms of the contracts governing Nextracker's spin-off from Flex. The complaint asserts claims against Nextracker Inc., Nextracker LLC, Yuma Acquisition Sub LLC and Yuma Sub for breach of contract, breach of the implied covenant of good faith and fair dealing, mistake and unjust enrichment.

On December 27, 2024, a class action lawsuit alleging violations of federal securities laws was filed by a purported stockholder in the U.S. District Court for the Northern District of California, naming as defendants the Company and certain of the Company's officers, alleging that defendants made false and misleading statements about our business, financial results and prospects. The plaintiff seeks unspecified monetary damages and other relief on behalf of the purported class.

On January 23, 2025 and March 18, 2025, purported stockholders of Nextracker filed stockholder derivative actions against the Company's directors and certain of its officers in the U.S. District Court for the Northern District of California based on factual allegations similar to those underlying the securities class action described above. The derivative actions assert claims on behalf of Nextracker for, among other things, violations of the federal securities laws and breaches of fiduciary duties, and seek damages and restitution to be paid to the Company by the individual defendants, governance changes and attorney's fees and costs.

Based on the preliminary nature of these proceedings, the Company is unable to reasonably estimate a loss, if any, arising from the above-referenced matters.

Antidumping and Countervailing Duties

Under an August 2023 "circumvention" determination by the U.S. Department of Commerce ("Commerce"), crystalline solar photovoltaic ("CSPV") cells and modules produced in Cambodia, Malaysia, Thailand and Vietnam using wafers and other key components made in China and entered into the United States on or after April 1, 2022 are subject to antidumping duty and countervailing duty ("AD/CVD") orders on CSPV cells and modules from China that have been in place since 2012 ("Solar Circumvention Determination"). AD/CVD cash deposit rates for CSPV modules covered by the China AD/CVD orders vary significantly depending on the producer and exporter of the modules and may amount to over 250% of the entered value of the imported merchandise.

In September 2022, in response to Presidential Proclamation 10414, Commerce published a final rule that exempted CSPV modules subject to the Solar Circumvention Determination from AD/CVD cash deposits and duties if the CSPV modules entered the United States before June 6, 2024 and utilized by December 3, 2024, and if the importer of the modules complied with certain certification requirements (the "Solar Duty Waiver Regulation"). Commerce also implemented a separate certification mechanism for importers to demonstrate that imported CSPV modules are not subject to the Solar Circumvention Determination as a result of falling outside of the scope of the determination. CSPV modules imported from Cambodia, Malaysia, Thailand and Vietnam and not demonstrated via certifications to be either covered by the Solar Duty Waiver Regulation or outside the scope of the Solar Circumvention Determination are subject to AD/CVD cash deposits and possible final AD/CVD duty liability at varying rates depending on the producer and exporter of the modules.

On August 22, 2025, the U.S. Court of International Trade ("CIT") issued a decision declaring the Solar Duty Waiver Regulation unlawful and ordering the U.S. government to impose AD/CVD duties on merchandise that had benefitted from the Solar Duty Waiver Regulation. The CIT's decision has been appealed to the U.S. Court of Appeals for the Federal Circuit ("Federal Circuit"), and the CIT's judgment has been stayed during the pendency of that appeal.

Since April 2022, Nextracker has imported proprietary CSPV smart modules from Malaysia and Thailand that provide off-grid power to our controllers located either on each tracker row or on weather stations at the project site. Nextracker submitted certifications for the modules to either take advantage of the Solar Duty Waiver Regulation or to demonstrate that the modules do not fall within the scope of the Solar Circumvention Determination, but Nextracker did not strictly follow all of the certification procedures for a number of these entries. If the Federal Circuit upholds the CIT's decision in the litigation challenging the Solar Duty Waiver Regulation or Nextracker's certifications are found to be invalid, Nextracker could be required to pay AD/CVD amounts with respect to the applicable entries of the modules.

In December 2024, in connection with the August 2023 Solar Circumvention Determination, U.S. Customs and Border Protection ("CBP") instructed Nextracker to pay AD/CVD cash deposits totaling approximately $1 million, relating to a small number of our imports of CSPV modules from Malaysia and Thailand that entered the United States prior to June 6, 2024. CBP required the cash deposit payment based on the agency's perception that certifications accompanying the imports were deficient. If CBP were to instruct us to make AD/CVD cash deposit payments relating to other past imports of our proprietary

CSPV modules based on the Solar Circumvention Determination, which are much larger in volume than the number of imports related to the $1 million cash deposits, such additional cash deposits could be material and may not be ultimately refunded to us.

While Nextracker is attempting to mitigate duty risk, the potential AD/CVD duty liability with respect to the entries at risk because of the possible invalidation of the Solar Duty Waiver Regulation and/or the potential procedural certification deficiencies is unknown but estimated to be as much as approximately $120 million, plus compounded interest which could be significant, depending upon the specific scenarios. The likelihood of a loss to Nextracker cannot be determined and management is not able to reasonably estimate the amount of such loss.

To mitigate the AD/CVD duty risk, Nextracker has submitted a prior disclosure to CBP informing CBP of the potential procedural deficiencies with respect to the certifications submitted by Nextracker. Even if the Solar Duty Waiver Regulation is ultimately upheld on appeal, CBP may reject Nextracker's certifications and attempt to subject Nextracker's entries to the Solar Circumvention Determination and the AD/CVD orders on CSPV cells and modules from China.

To further mitigate the risk, Nextracker filed a request for a changed circumstances review with Commerce, seeking an exclusion for its off-grid smart CSPV modules from the AD/CVD orders on CSPV cells and modules from China, retroactive to January 1, 2022, which is before the effective date of the Solar Circumvention Determination. Commerce preliminarily granted the exclusion, but Commerce limited the retroactive period for the exclusion such that the exclusion would benefit only a small portion of Nextracker's past entries and eliminate only an insignificant amount of the potential historical duty liability. Nextracker is continuing to advocate for Commerce to extend the retroactive exclusion period to January 1, 2022 in Commerce's final changed circumstances review determination. As of October 29, 2025, the outcome of the litigation challenging the Solar Duty Waiver Regulation, CBP's treatment of Nextracker's certifications, and the changed circumstances review remain unclear.

9. Income taxes

The Company follows the guidance under ASC 740-270, "*Interim Reporting*," which requires a company to calculate the income tax associated with ordinary income using an estimated annual effective tax rate.

The following table presents income tax expense recorded by the Company along with the respective consolidated effective tax rates for each period presented:

	Three-month periods ended		Six-month periods ended	
	September 26, 2025	September 27, 2024	September 26, 2025	September 27, 2024
	(In thousands, except percentages)			
Income tax	$ 35,864	$ 19,928	$ 69,648	$ 47,080
Effective tax rates	19.6%	14.5%	18.6%	16.3%

The increase in income tax expense and effective tax rate from the three-month period ended September 27, 2024 to the three-month period ended September 26, 2025 is primarily driven by an increase in income before income taxes for the corresponding period and a discrete tax benefit in the three-month period ended September 27, 2024 related to a change in management's assertion to the realization for certain deferred tax assets, partially offset by tax benefit associated with stock based compensation.

The increase in income tax expense and effective tax rate from the six-month period ended September 27, 2024 to the six-month period ended September 26, 2025 is driven by an increase in income before income taxes for the corresponding period and discrete tax benefits in the six-month period ended September 27, 2024 related to a change in managements' assertion to the realization for certain deferred tax assets, partially offset by tax benefit associated with stock based compensation and a tax credit approved by the State of California.

10. Segment reporting

Operating segments are defined as components of an enterprise for which separate financial information is available that is evaluated regularly by the Chief Operating Decision Maker ("CODM"), or a decision-making group, in deciding how to allocate resources and in assessing performance. Resource allocation decisions and Nextracker's performance are assessed by

its Chief Executive Officer, identified as the CODM, using consolidated net income as the primary measure of segment profit to support business expansion, new product development and operational efficiencies.

The measure of segment assets is reported on the unaudited condensed consolidated balance sheets as total consolidated assets.

For all periods presented, Nextracker has one operating and reportable segment. The following table presents significant segment expenses with respect to the Company's single reportable segment for the three and six-month periods ended September 26, 2025 and September 27, 2024:

	Three-month periods ended		Six-month periods ended	
	September 26, 2025	September 27, 2024	September 26, 2025	September 27, 2024
	(In thousands)			
Revenue	$ 905,268	$ 635,571	$ 1,769,521	$ 1,355,492
Less:				
Material cost	568,930	373,994	1,132,224	807,018
45X vendor credits	(99,069)	(50,707)	(192,275)	(98,010)
Tariffs	32,507	2,365	43,302	7,939
Freight, labor and other cost of sales	110,040	85,124	211,684	176,310
Selling, general and administrative expenses	84,626	72,127	158,562	132,954
Research and development	26,889	19,193	48,449	35,712
Interest expense	730	3,665	1,946	6,945
Other income, net	(2,110)	(7,382)	(8,063)	(2,514)
Provision for income taxes	35,864	19,928	69,648	47,080
Net income and comprehensive income	$ 146,861	$ 117,264	$ 304,044	$ 242,058

The following table sets forth geographic information of revenue based on the locations to which the products are shipped:

	Three-month periods ended		Six-month periods ended	
	September 26, 2025	September 27, 2024	September 26, 2025	September 27, 2024
Revenue:		*(In thousands)*		
U.S.	$ 686,968	$ 461,806	$ 1,286,466	$ 973,288
Rest of the World	218,300	173,765	483,055	382,204
Total	$ 905,268	$ 635,571	$ 1,769,521	$ 1,355,492

The United States is the principal country of domicile.

11. Business acquisitions

On May 7, 2025, as part of an all-cash transaction, the Company acquired 100% of the interest in Bentek, an industry pioneer and manufacturer of electrical infrastructure used in all types of solar power plants. Additionally, on May 9, 2025, the Company acquired 100% of the interest in OnSight, a supplier of autonomous inspection robots and fire detection systems purpose-built for solar plants. Further, on September 8, 2025, the Company acquired 100% interest in Origami, a pioneer in roll-formed steel frame technology for solar plants.

These business acquisitions expand Nextracker's capabilities to provide its customers with electrical infrastructure components that collect and transport electricity from solar panels to the power grid, and certain services related to operations and maintenance. Additionally, the acquisition of Origami expands the Company's capability to accelerate panel installation and improve long-term system performance. These business acquisitions continue Nextracker's strategy of adding and incorporating complementary technologies into the company's market-leading tracker platform to accelerate solar power plant construction, increase performance, and enhance long-term reliability.

The aggregate cash consideration of the foregoing business acquisitions was approximately $108.3 million, net of cash acquired. Their aggregate total purchase price of $140.2 million includes $2.9 million of deferred consideration expected to be paid within a 12-month period, and $28.9 million of contingent earnout in aggregate (with a maximum possible consideration of $57.5 million).

The contingent earnout related to the Bentek acquisition is subject to the receipt of an intellectual property “freedom to operate” legal opinion and safety standard certifications for a certain product. As of the acquisition date, the fair value of this contingent earnout liability was estimated to be $7.4 million based on a Scenario-Based Method, which identifies probability-weighted outcomes scenarios to arrive at an expected payoff.

The contingent earnout related to the OnSight acquisition is subject to a certain technology milestone and the achievement of future revenue performance targets, starting May 1, 2025 to March 31, 2028. As of the acquisition date, the fair value of this contingent earnout liability was estimated to be $7.0 million based on the combination of a Monte-Carlo simulation model for the revenue-based earnout and a Scenario-Based Method for the technology milestone-based earnout.

The contingent earnout related to the Origami acquisition is subject to the achievement of future revenue performance targets, starting September 8, 2025 to June 30, 2028. As of the acquisition date, the fair value of this contingent earnout liability was estimated to be $14.5 million based on a Monte-Carlo simulation model for the revenue-based earnout. As of September 26, 2025, the Company is still finalizing its assessment of the fair value of the Origami contingent earnout.

The Monte-Carlo simulation model is a probabilistic approach used to simulate future revenue and calculate the potential contingent consideration payments for each simulated path. The inputs are unobservable in the market and therefore categorized as Level 3 inputs in the fair value measurement. At each reporting period, the Company evaluates the fair value of its contingent earnout obligations and records any changes in fair value of such liabilities in other income, net in its unaudited condensed consolidated statements of operations and comprehensive income. As of September 26, 2025, no change in the fair value of the contingent earnout liabilities was identified by management, and as such, the aggregate balance of $28.9 million was included in other liabilities in the unaudited condensed consolidated balance sheets.

The following table represents the activity related to the contingent earnout for the six-month period ended September 26, 2025 (in thousands):

Balance as of March 31, 2025	$	2,550
Additions		28,930
Balance as of September 26, 2025	$	31,480

The Company incurred approximately $3.7 million of acquisition costs which are presented as selling, general and administrative expenses on the unaudited condensed consolidated statement of operations and comprehensive income. The preliminary allocation of the purchase price to the tangible and identifiable intangible assets acquired and liabilities assumed was based on their preliminary estimated fair values as of the date of acquisitions. The excess of the purchase price over the tangible and identifiable intangible assets acquired and liabilities assumed has been allocated to goodwill. Goodwill is not deductible for income tax purposes. The results of operations of the acquisitions were included in the Company’s unaudited condensed consolidated financial statements beginning on the date of acquisition and were not material for all periods presented.

Additional information, which existed as of the acquisition dates, may become known to the Company during the remainder of the measurement period, a period not to exceed 12 months from the date of the relevant acquisition. Changes to amounts recorded as assets and liabilities may result in a corresponding adjustment to goodwill during the respective measurement period.

The following table represents the Company's preliminary allocation of the Bentek, OnSight and Origami acquisitions total aggregate purchase price to the acquired assets and liabilities (in thousands):

Current assets	$	23,001
Property and equipment		7,320
Intangible assets		23,667
Goodwill		102,649
Other assets		14,184
Total assets		170,821
Current liabilities		22,956
Other liabilities, non-current		7,659
Total purchase price, net of cash acquired	$	140,206

Intangible assets are comprised of $21.0 million of developed technology to be amortized over an estimated weighted average useful life of 9.3 years, $2.1 million of trade name to be amortized over an estimated useful life of two years, and $0.5 million of customer relationships to be amortized over an estimated weighted average useful life of 1.9 years. The fair value assigned to the identified intangible assets was estimated based on an income approach, which provides an indication of fair value based on the present value of cash flows that the acquired business is expected to generate in the future. Key assumptions used in the valuation included forecasted revenues, cost of sales and operating expenses, royalty rate, discount rate and weighted average cost of capital. The useful life of the acquired intangible assets for amortization purposes was determined by considering the period of expected cash flows used to measure the fair values of the asset, adjusted for certain factors that may limit the useful life.

Pro-forma results of operations have not been presented because the effects were not material to the Company's unaudited condensed consolidated financial results for all periods presented.

Fiscal year 2025 - Foundations acquisitions

During the six-month period ended September 27, 2024, the Company completed two acquisitions. On June 20, 2024, as part of an all-cash transaction, the Company acquired 100% of the interest in Ojjo, Inc. ("Ojjo"), a renewable energy company specializing in foundations technology and services used in ground-mount applications for solar power generation. Additionally, on July 31, 2024, the Company closed the acquisition of the solar foundations business held by Solar Pile International and affiliates ("SPI") through the purchase of Spinex Systems Inc. and assets held by other SPI affiliates.

The acquisitions of Ojjo and the foundations business of SPI ("Foundations acquisitions") expand the Company's foundations offering by accelerating its capability to offer customers a more complete integrated solution for solar trackers and foundations. The development of any utility-scale project is a long and complex process. Foundations are a key part of every utility-scale solar project installation. In addition, projects are often confronted with unique challenges related to land use considerations and exceptional variation in subsurface conditions. The Company believes there is additional value for its customers in combining tracker systems and foundations to form an integrated solution, particularly for difficult and unique soil conditions.

The aggregate cash consideration of the Foundations acquisitions was approximately $144.7 million, net of $4.4 million cash acquired. Additionally, the aggregate total purchase price of $164.7 million included $14.0 million of deferred consideration, which was paid in full during the three-month period ended September 26, 2025, a $3.4 million release of a loan obligation previously owed by the seller and a $2.6 million contingent earnout. The allocation of the purchase price to the tangible and identifiable intangible assets acquired and liabilities assumed was based on their estimated fair values as of the date of acquisition. The excess of the purchase price over the tangible and identifiable intangible assets acquired and liabilities assumed has been allocated to goodwill. Goodwill is not deductible for income tax purposes. The results of operations of the Foundations acquisitions were included in the Company's unaudited condensed consolidated financial results beginning on the date of acquisition, and the total amount of net income and revenue were not material to the Company's unaudited condensed consolidated financial results for all periods presented.

Intangible assets were comprised of $31.7 million of developed technology to be amortized over an estimated useful life of ten years, and $18.0 million of customer relationships to be amortized over an estimated useful life of five years.

Pro-forma results of operations have not been presented because the effects were not material to the Company's unaudited condensed consolidated financial results for all periods presented.

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

Unless the context requires otherwise, references in this Management's Discussion and Analysis of Financial Condition and Results of Operations to "Nextracker," the "Company," "we," "us" and "our" shall mean, prior to the IPO, Nextracker LLC ("Nextracker LLC" or the "LLC") and its consolidated subsidiaries, and following the IPO and the related transactions completed in connection with the IPO, Nextracker Inc. and its consolidated subsidiaries. References in this Management's Discussion and Analysis of Financial Condition and Results of Operations to "Flex" refer to Flex Ltd., a Singapore incorporated public company limited by shares and having a registration no. 199002645H, and its consolidated subsidiaries, unless the context otherwise indicates.

This Management's Discussion and Analysis of Financial Condition and Results of Operations is designed to provide a reader of our unaudited condensed consolidated financial statements with a narrative from the perspective of the Company's management. The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and related notes thereto included elsewhere in this Quarterly Report on Form 10-Q for the three-month period ended September 26, 2025 (this "Quarterly Report") and our audited consolidated financial statements and the related notes and other information included in our Annual Report on Form 10-K for the year ended March 31, 2025, filed with the SEC on May 22, 2025. In addition to historical financial information, the following discussion and analysis contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such statements are based upon current expectations that involve risks, uncertainties and assumptions. Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. For example, the words "believes," "anticipates," "plans," "expects," "intends" and similar expressions are intended to identify forward-looking statements. Our actual results and timing of selected events may differ materially from those results anticipated and discussed in the forward-looking statements as a result of many factors. Factors that might cause such a discrepancy include, but are not limited to, those discussed under the sections below titled "Liquidity and Capital Resources" and "Risk Factors." All forward-looking statements in this document are based on information available to us as of the date of this Quarterly Report and we assume no obligation to update any such forward-looking statements, except as required by law.

OVERVIEW

We are a leading solar technology platform provider used in power plants around the world. Our products enable solar panels to follow the sun's movement across the sky and optimize performance. With products operating in more than forty countries worldwide, Nextracker offers solar tracker technologies and innovative solutions that accelerate solar power plant construction, increase performance, and enhance long-term reliability. We are the global market leader based on gigawatts ("GW") shipped for ten consecutive years.

We were founded in 2013 by our Chief Executive Officer, Dan Shugar. Over time, we have developed new and innovative products and services to scale our capabilities.

We have shipped more than 150 GW of solar tracker systems as of October 29, 2025 to projects on six continents for use in utility-scale and distributed generation solar applications. Our customers include engineering, procurement and construction firms ("EPCs"), as well as solar project developers and owners. Developers originate projects, select and acquire sites, obtain permits, select contractors, negotiate power offtake agreements, and oversee the building of projects. EPCs design and optimize the system, procure components, build and commission the plant, and operate the plant for a limited time until transfer to a long-term owner. Owners, which are often independent power producers, own and operate the plant, typically as part of a portfolio of similar assets. Owners generate cash flows through the sale of electricity to utilities, wholesale markets, or end users.

For the majority of our projects, our direct customer is the EPC. We also engage with project owners and developers and enter into master supply agreements that cover multiple projects. We are a qualified, preferred provider to some of the largest solar EPCs, project owners and developers in the world. We had revenues of $1.8 billion for the six-month period ended September 26, 2025 and $3.0 billion for fiscal year 2025.

We have entered into a joint venture agreement with Abunayyan Holding in Saudi Arabia to help further expand our footprint in the Middle East and North Africa markets. The joint venture is expected to establish a strategic regional hub, bringing sales and operations closer to customers, enhancing self-reliance, and strengthening Nextracker's presence in one of the world's fastest growing solar markets. The joint venture is expected to be consummated during our fourth fiscal quarter following the formation of Saudi Arabia legal entities and satisfaction of other closing conditions contained in the joint venture agreement.

Business acquisitions

On May 7, 2025, we acquired 100% of the interest in Bentek, an industry pioneer and manufacturer of electrical infrastructure used in all types of solar power plants. Additionally, on May 9, 2025, we acquired 100% of the interest in OnSight, a supplier of autonomous inspection robots and fire detection systems purpose-built for solar plants. Further, on September 8, 2025, we acquired 100% of the interest in Origami Solar, Inc. ("Origami"), a pioneer in roll-formed steel frame technology for solar plants.

These business acquisitions expand our capabilities to provide our customers with electrical infrastructure components that collect and transport electricity from solar panels to the power grid, and certain services related to operations and maintenance. Additionally, the acquisition of Origami expands our capability to accelerate panel installation and improve long-term system performance. These business acquisitions continue our strategy of adding and incorporating complementary technologies into the company's market-leading tracker platform to accelerate solar power plant construction, increase performance, and enhance long-term reliability.

The aggregate cash consideration of the foregoing business acquisitions was approximately $108.3 million, net of cash acquired. Their aggregate total purchase price of $140.2 million, includes $2.9 million of deferred consideration expected to be paid within a 12-month period, and $28.9 million of contingent earnout in aggregate (with a maximum possible consideration of $57.5 million). See Note 11 in the notes to the unaudited condensed consolidated financial statements for further detail on these acquisitions.

In our capital allocation strategy, we are prioritizing growth that includes both organic growth and through merger and acquisitions ("M&A"). We have a disciplined M&A approach, focusing on our core competencies, technological differentiation, and value for customers.

Revenue mix

The following tables set forth geographic information of revenue based on the locations to which the products are shipped:

	Three-month periods ended				Six-month periods ended			
	September 26, 2025		September 27, 2024		September 26, 2025		September 27, 2024	
Revenue:	*(In thousands, except percentages)*							
U.S.	$ 686,968	76%	$ 461,806	73%	$ 1,286,466	73%	$ 973,288	72%
Rest of the World	218,300	24%	173,765	27%	483,055	27%	382,204	28%
Total	$ 905,268		$ 635,571		$ 1,769,521		$ 1,355,492	

The following table sets forth the revenue from customers that individually accounted for greater than 10% of our revenue during the periods included below:

	Three-month periods ended		Six-month periods ended	
	September 26, 2025	September 27, 2024	September 26, 2025	September 27, 2024
	(In millions)			
Customer G	$ 98.6	$ 83.4	*	$ 192.7
Customer H	$ 123.0	*	$ 222.5	*

* Percentage below 10%

Our revenue mix is predominantly comprised of solar tracker system sales. In addition, during our second quarter of fiscal year 2026, we have recognized revenue for TrueCapture, eBOS, foundations business, robotic solutions, and other.

Critical accounting policies and significant management estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from those estimates. Estimates are used in accounting for, among other things: impairment of goodwill, impairment of long-lived assets, allowance for credit losses, provision for excess or obsolete inventories, valuation of deferred tax assets, warranty reserves, contingencies, operation-related accruals, fair values of awards granted under stock-based compensation plans and fair values of assets obtained and liabilities assumed in business combinations. We periodically review estimates and assumptions, and the effects of our revisions are reflected in the period they occur. We believe that these estimates and assumptions provide a reasonable basis for the fair presentation of the unaudited condensed consolidated financial statements.

Refer to the critical accounting policies and significant management estimates under Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the fiscal year ended March 31, 2025 (the "Form 10-K"), where we discussed our more significant policies and estimates used in the preparation of the unaudited condensed consolidated financial statements. There have been no material changes to our critical accounting estimates since the Form 10-K.

Key components of our results of operations

The following discussion describes certain line items in our unaudited condensed consolidated statements of operations and comprehensive income.

Revenue

We derive our revenue primarily from the sale of solar trackers and energy yield management systems to our customers. Our revenue growth is dependent on (i) our ability to maintain and expand our market share, (ii) total market growth and (iii) our ability to develop and introduce new products driving performance enhancements and cost efficiencies throughout the solar power plant. We also derived our revenue from TrueCapture, eBOS, foundations business, robotic solutions, and other.

Cost of sales and gross profit

Cost of sales consists primarily of purchased components net of any incentives or rebates earned from our suppliers, shipping and other logistics costs, applicable tariffs, standard product warranty costs, amortization of certain acquired intangible assets, stock-based compensation and direct labor. Direct labor costs represent expenses of personnel directly related to project execution such as supply chain, logistics, quality, tooling, operations and customer satisfaction. Amortization of intangibles consists of developed technology and certain acquired patents over its expected period of use and is also included under cost of sales.

Steel prices, cost of transportation, and labor costs in countries where our suppliers perform manufacturing activities affect our cost of sales. Our ability to lower our cost of sales depends on implementation and design improvements to our products as well as on driving more cost-effective manufacturing processes with our suppliers. We generally do not directly purchase raw materials such as steel or electronic components and generally do not hedge against changes in their price. Most of our cost of sales are directly affected by sales volume. Personnel costs related to our supply chain, logistics, quality, and tooling are not directly impacted by our sales volume.

Operating expenses

Selling, general and administrative expenses

Selling, general and administrative expenses consist primarily of personnel-related costs associated with our administrative and support functions. These costs include, among other things, personnel costs, stock-based compensation, facilities charges including depreciation associated with administrative functions, professional services, travel expenses, and allowance for bad debt. Professional services include audit, legal, tax and other consulting services. We have expanded our sales organization and expect to scale our sales headcount to support our planned growth. We have incurred and expect to continue to incur on an ongoing basis certain new costs related to the requirements of being a publicly traded company, including insurance, accounting, tax, legal and other professional services costs, which could be material. Amortization of intangibles consists of

customer relationships and trade names over their expected period of use and is included under selling, general and administrative expenses. Acquisition-related costs are also included under selling, general and administrative expenses.

Research and development

Research and development expenses consist primarily of personnel-related costs associated with our engineering employees, stock-based compensation, third-party consulting and supporting our new business acquisitions. Research and development activities include improvements to our existing products, development of new tracker products such as energy yield management systems and innovations expand our technology platform. We expense substantially all research and development expenses as incurred. We expect that the dollar amount of research and development expenses will increase in amount over time.

Income tax expense

Our taxable income is primarily from the allocation of taxable income from the LLC. The provision for income taxes primarily represents the LLC's U.S. federal, state, and local income taxes as well as foreign income taxes payable by its subsidiaries. We expect to receive a tax benefit for foreign tax credits in the United States for the foreign tax paid.

RESULTS OF OPERATIONS

The financial information and the discussion below should be read in conjunction with the unaudited condensed consolidated financial statements and notes thereto included elsewhere in this Quarterly Report.

In addition, reference should be made to our audited consolidated financial statements and notes thereto and related Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2025.

	Three-month periods ended			Six-month periods ended		
	September 26, 2025	September 27, 2024	% Change	September 26, 2025	September 27, 2024	% Change
Unaudited Condensed Statement of Operations and Comprehensive Income Data:	*(In thousands, except percentages)*					
Revenue	$ 905,268	$ 635,571	42 %	$ 1,769,521	$ 1,355,492	31 %
Cost of sales	612,408	410,776	49	1,194,935	893,257	34
Gross profit	292,860	224,795	30	574,586	462,235	24
Selling, general and administrative expenses	84,626	72,127	17	158,562	132,954	19
Research and development	26,889	19,193	40	48,449	35,712	36
Operating income	181,345	133,475	36	367,575	293,569	25
Interest expense	730	3,665	(80)	1,946	6,945	(72)
Other income, net	(2,110)	(7,382)	(71)	(8,063)	(2,514)	221
Income before income taxes	182,725	137,192	33	373,692	289,138	29
Provision for income taxes	35,864	19,928	80	69,648	47,080	48
Net income and comprehensive income	$ 146,861	$ 117,264	25 %	$ 304,044	$ 242,058	26 %

Non-GAAP Financial Measures

We present Adjusted gross profit, Adjusted operating income, Adjusted net income, Adjusted EBITDA, Adjusted gross margin, Adjusted net income margin and Adjusted EBITDA margin as supplemental measures of our performance. We define Adjusted gross profit as gross profit plus stock-based compensation expense and intangible amortization. We define Adjusted operating income as operating income plus stock-based compensation expense, intangible amortization and non-recurring integration

activities related to acquisitions. We define Adjusted net income as net income (loss) plus stock-based compensation expense, intangible amortization, various non-recurring tax adjustments, and non-recurring integration activities related to acquisitions. We define Adjusted EBITDA as net income (loss) plus (i) interest, net, (ii) revolver extinguishment costs, (iii) provision for income taxes, (iv) depreciation expense, (v) intangible amortization, (vi) stock-based compensation expense and (vii) non-recurring integration activities related to acquisitions. We define Adjusted gross margin as the percentage derived from Adjusted gross profit divided by revenue. We define Adjusted net income margin as the percentage derived from Adjusted net income divided by revenue. We define Adjusted EBITDA margin as the percentage derived from Adjusted EBITDA divided by revenue.

Adjusted gross profit, Adjusted operating income, Adjusted net income, Adjusted EBITDA, Adjusted gross margin, Adjusted net income margin and Adjusted EBITDA margin are intended as supplemental measures of performance that are neither required by, nor presented in accordance with, U.S. GAAP. We present these Adjusted financial measures because we believe they assist investors and analysts in comparing our performance across reporting periods on a consistent basis by excluding items that we do not believe are indicative of our core operating performance. In addition, we may use all or any combination of Adjusted gross profit, Adjusted operating income, Adjusted net income and Adjusted EBITDA when determining incentive compensation and to evaluate the effectiveness of our business strategies.

Among other limitations, Adjusted gross profit, Adjusted operating income, Adjusted net income, Adjusted EBITDA, Adjusted net income margin, Adjusted gross margin and Adjusted EBITDA margin do not reflect our cash expenditures or future capital expenditures or contractual commitments (including under the Tax Receivable Agreement, as defined below), do not reflect the impact of certain cash or non-cash charges resulting from matters we consider not to be indicative of our ongoing operations and do not reflect the associated income tax expense or benefit related to those charges. In addition, other companies in our industry may calculate Adjusted gross profit, Adjusted operating income, Adjusted net income, Adjusted EBITDA, Adjusted gross margin, Adjusted net income margin and Adjusted EBITDA margin differently from us, which further limits their usefulness as comparative measures.

Because of these limitations, Adjusted gross profit, Adjusted operating income, Adjusted net income, Adjusted EBITDA, Adjusted gross margin, Adjusted net income margin and Adjusted EBITDA margin should not be considered in isolation or as substitutes for performance measures calculated in accordance with U.S. GAAP. We compensate for these limitations by relying primarily on our U.S. GAAP results and using Adjusted financial measures on a supplemental basis. You should review the reconciliation to the most directly comparable U.S. GAAP measure of Adjusted gross profit, Adjusted operating income, Adjusted net income, Adjusted EBITDA, Adjusted gross margin, Adjusted net income margin and Adjusted EBITDA margin below and not rely on any single financial measure to evaluate our business.

	Three-month periods ended		Six-month periods ended	
	September 26, 2025	September 27, 2024	September 26, 2025	September 27, 2024
Other Financial Information:	*(In thousands, except percentages)*			
Adjusted gross profit	$ 299,586	$ 228,172	$ 584,709	$ 469,480
Adjusted operating income	218,493	167,412	430,171	350,975
Adjusted net income	180,589	144,927	356,091	283,546
Adjusted EBITDA	223,526	172,651	438,300	347,627
Adjusted gross margin	33.1%	35.9%	33.0%	34.6%
Adjusted net income margin	19.9%	22.8%	20.1%	20.9%
Adjusted EBITDA margin	24.7%	27.2%	24.8%	25.6%

The following table provides a reconciliation of gross profit to Adjusted gross profit, operating income to Adjusted operating income, net income to Adjusted net income, net income to Adjusted EBITDA, gross margin to Adjusted gross margin, net income margin to Adjusted net income margin, and net income margin to Adjusted EBITDA margin for each period presented. The Adjusted measures presented in the table are inclusive of non-controlling interests.

	Three-month periods ended				Six-month periods ended			
	September 26, 2025		September 27, 2024		September 26, 2025		September 27, 2024	
Reconciliation of GAAP to Non-GAAP Financial Measures:	*(In thousands, except percentages)*							
GAAP gross profit & margin	$ 292,860	32.4%	$ 224,795	35.4%	$ 574,586	32.5%	$ 462,235	34.1%
Stock-based compensation expense	5,077		2,481		7,315		6,261	
Intangible amortization	1,649		896		2,808		984	
Adjusted gross profit & margin	$ 299,586	33.1%	$ 228,172	35.9%	$ 584,709	33.0%	$ 469,480	34.6%
GAAP operating income & margin	$ 181,345	20.0%	$ 133,475	21.0%	$ 367,575	20.8%	$ 293,569	21.7%
Stock-based compensation expense	31,653		29,885		53,963		51,786	
Intangible amortization	2,918		1,875		4,977		1,963	
Acquisition related costs (1)	2,577		2,177		3,656		3,657	
Adjusted operating income & margin	$ 218,493	24.1%	$ 167,412	26.3%	$ 430,171	24.3%	$ 350,975	25.9%
GAAP net income & margin	$ 146,861	16.2%	$ 117,264	18.5%	$ 304,044	17.2%	$ 242,058	17.9%
Stock-based compensation expense	31,653		29,885		53,963		51,786	
Intangible amortization	2,918		1,875		4,977		1,963	
Adjustment for taxes	(3,420)		(6,274)		(10,549)		(15,918)	
Acquisition related costs (1)	2,577		2,177		3,656		3,657	
Adjusted net income & margin	$ 180,589	19.9%	$ 144,927	22.8%	$ 356,091	20.1%	$ 283,546	20.9%
GAAP net income & margin	$ 146,861	16.2%	$ 117,264	18.5%	$ 304,044	17.2%	$ 242,058	17.9%
Interest, net	(5,911)		455		(11,282)		(837)	
Debt extinguishment cost (2)	5,121		—		5,121		—	
Provision for income taxes	35,864		19,928		69,648		47,080	
Depreciation expense	4,443		1,067		8,173		1,920	
Intangible amortization	2,918		1,875		4,977		1,963	
Stock-based compensation expense	31,653		29,885		53,963		51,786	
Acquisition related costs (1)	2,577		2,177		3,656		3,657	
Adjusted EBITDA & margin	$ 223,526	24.7%	$ 172,651	27.2%	$ 438,300	24.8%	$ 347,627	25.6%

(1) Represents transaction and integration costs incurred in relation to our acquisitions. We do not believe that the acquisition transaction costs are normal operating expenses indicative of our core operating performance, nor were these charges taken into account as factors in evaluating management's performance when determining incentive compensation or to evaluate the effectiveness of our business strategies.

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

The data below, and discussion that follows, represents our results from operations.

Comparison of the three-month periods ended September 26, 2025 and September 27, 2024

Revenue

Revenue increased by $269.7 million, or 42%, for the three-month period ended September 26, 2025 compared to the three-month period ended September 27, 2024, driven by a 41% increase in GW delivered, most notably in the U.S. driven by increased demand, coupled with additional revenue generated from our recent business acquisitions. Revenue increased by

approximately $225.2 million, or 49%, in the U.S. during the three-month period ended September 26, 2025 compared to the three-month period ended September 27, 2024 as the number of projects and volume of shipments increased year over year, Rest of the World increased by $44.5 million, or 26%, primarily resulting from increased shipments to Latin America, Australia, the Middle East and Europe.

Cost of sales and gross profit

Cost of sales increased by $201.6 million, or 49%, during the three-month period ended September 26, 2025 compared to the three-month period ended September 27, 2024, primarily driven by the 41% increase in GW delivered noted above, along with higher cost associated with the increase in headcount as a result of our recent business acquisitions, coupled with the impact from a $30.1 million increase in tariffs, partially offset by the impact from a $93.2 million increase in Internal Revenue Code Section 45X tax credit ("45X Credit") that is earned over time for certain clean energy components domestically produced and sold by a manufacturer. We recognize a reduction in cost of sales for 45X Credits earned on components manufactured in the U.S. During the three-month periods ended September 26, 2025 and September 27, 2024, we recognized approximately $99.1 million and $50.7 million, respectively, of reduction to cost of sales related to the 45X Credit earned on production of eligible components shipped during the period, which offset tariffs of approximately $32.5 million and $2.4 million respectively. Freight and logistics costs increased slightly as a percentage of revenue during the three-month period ended September 26, 2025 compared to the three-month period ended September 27, 2024.

Gross profit increased by $68.1 million, or 30%, during the three-month period ended September 26, 2025 compared to the three-month period ended September 27, 2024, primarily resulting from the U.S. and Rest of the World revenue growth noted above and the impact from the 45X Credit recognized in the period, which offset the higher tariffs noted above.

Selling, general and administrative expenses

Selling, general and administrative expenses increased by $12.5 million, or 17%, to $84.6 million for the three-month period ended September 26, 2025 from approximately $72.1 million for the three-month period ended September 27, 2024 while decreasing 200 basis points from approximately 11% to approximately 9% as a percentage of revenue during the same period. The increase in selling, general and administrative expenses was primarily the result of an increase in costs of approximately $11.3 million related to our continued expansion of our sales organization in line with the growth in the global market and the expansion of our supporting functions also required to support our current and planned growth, and $2.6 million of acquisition-related costs incurred in conjunction with our new business acquisitions.

Research and development

Research and development expenses increased by $7.7 million, or 40%, to $26.9 million for the three-month period ended September 26, 2025 from approximately $19.2 million during the three-month period ended September 27, 2024, primarily driven by our continued investment in innovation, expanding our engineering team and supporting our new business acquisitions.

Interest expense

Interest expense decreased by $2.9 million, or 80%, to $0.7 million for the three-month period ended September 26, 2025 from $3.7 million during the three-month period ended September 27, 2024, primarily driven by the full repayment of the Term Loan under the 2023 Credit Agreement (as defined in the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations–Liquidity and Capital Resources" in the Form 10-K) in the fourth quarter of fiscal year 2025.

Other income, net

Other income, net was $2.1 million for the three-month period ended September 26, 2025, which primarily included $6.4 million of interest income, partially offset the write-off of unamortized issuance costs of $5.8 million associated with our Existing RCF (as defined below), coupled with $1.9 million of unfavorable foreign currency exchange losses and other. Other

income, net was $7.4 million income for the three-month period ended September 27, 2024, which primarily included $3.3 million of interest income and $2.4 million of favorable foreign currency exchange gains.

Provision for income taxes

We accrue and pay income taxes according to the laws and regulations of each jurisdiction in which we operate. Most of our revenue and profits are generated in the United States with a statutory income tax rate of 21% for the three and six-month periods ended September 26, 2025 and September 27, 2024. For the three-month periods ended September 26, 2025 and September 27, 2024, we recorded total income tax expense of $35.9 million and $19.9 million, respectively, which reflected consolidated effective income tax rates of 19.6% and 14.5%, respectively. The increase in tax expense as well as effective tax rate from the three-month period ended September 27, 2024 to the three-month period ended September 26, 2025 is driven by an increase in income before income taxes for the corresponding period and a discrete tax benefit in the three-month period ended September 27, 2024 related to a change in management's assertion to the realization for certain deferred tax assets, partially offset by tax benefit associated with stock based compensation.

From time to time, we are subject to income and non-income based tax audits in the jurisdictions in which we operate. The calculation of tax liabilities involves dealing with uncertainties in the application of complex tax rules and regulations in a number of jurisdictions. Due to such complexity of these uncertainties, the ultimate resolution may result in a payment or refund that is materially different from our estimates.

On July 4, 2025, the One Big Beautiful Bill Act ("OBBBA") was enacted in the U.S. Among other provisions, the OBBBA made permanent extensions of certain provisions within the Tax Cuts and Jobs Act and allowance of immediate expensing of qualified research and development expenses. We have performed our initial evaluation of the impact of OBBBA on our consolidated financial statements, and do not expect it to have a material impact on our effective tax rate for fiscal year 2026.

Comparison of the six-month periods ended September 26, 2025 and September 27, 2024

Revenue

Revenue increased by $414.0 million, or 31%, for the six-month period ended September 26, 2025 compared to the six-month period ended September 27, 2024, driven by a 34% increase in GW delivered, most notably in the U.S. due to increased demand, coupled with additional revenue generated from our recent business acquisitions. Revenue increased approximately $313.2 million, or 32% in the U.S. during the six-month period ended September 26, 2025 compared to the six-month period ended September 27, 2024 as more projects came on line, and the Rest of the World increased $100.9 million, or 26%, primarily from increased shipments to Latin America, the Middle East and Europe.

Cost of sales and gross profit

Cost of sales increased by $301.7 million, or 34%, during the six-month period ended September 26, 2025 compared to the six-month period ended September 27, 2024, primarily driven by the 34% increase in GW delivered, along with higher cost associated with the increase in headcount as a result of our recent business acquisitions noted above, coupled with the impact from a $35.4 million increase in tariffs. These increases were partially offset by the impact from the 45X Credit. During the first half of fiscal years 2026 and 2025, we recognized approximately $192.3 million and $98.0 million, respectively, of reduction to cost of sales related to the 45X Credit earned on production of eligible components shipped during the period, which offset tariffs of approximately $43.3 million and $7.9 million respectively. Freight and logistics costs (excluding tariffs) remained flat as a percentage of revenue during the six-month period ended September 26, 2025 compared to the six-month period ended September 27, 2024.

Gross profit increased by $112.4 million, or 24%, during the six-month period ended September 26, 2025 compared to the six-month period ended September 27, 2024, primarily resulting from the U.S. and Rest of the World revenue growth, and the impact from the 45X Credit recognized in the first half of fiscal year 2026, offset by the higher tariffs coupled with the higher cost associated with our increase in headcount noted above.

Selling, general and administrative expenses

Selling, general and administrative expenses increased $25.6 million, or 19%, to $158.6 million for the six-month period ended September 26, 2025 from approximately $133.0 million for the six-month period ended September 27, 2024. The increase in

selling, general and administrative expenses was primarily the result of approximately $20.1 million related to the continued expansion of our sales organization in line with the growth in the global market, and the expansion of our supporting functions required to support our current and planned growth; $3.7 million of acquisition-related costs incurred in conjunction with our new business acquisitions; and a $1.8 million increase in stock-based compensation expense incurred in conjunction with our 2022 equity incentive plan.

Research and development

Research and development expenses increased $12.7 million, or 36%, to $48.4 million for the six-month period ended September 26, 2025 from approximately $35.7 million during the six-month period ended September 27, 2024, primarily driven by our continued investment in innovation, expanding our engineering team and supporting our new business acquisitions.

Interest expense

Interest expense decreased $5.0 million, or 72%, to $1.9 million, for the six-month period ended September 26, 2025 from $6.9 million during the six-month period ended September 27, 2024, primarily driven by the full repayment of the Term Loan under the 2023 Credit Agreement in the fourth quarter of fiscal year 2025.

Other income, net

Other income, net was $8.1 million income for the six-month period ended September 26, 2025, which primarily included $12.7 million interest income, partially offset by the write-off of unamortized issuance costs of $5.8 million associated with our Existing RCF (as defined below), coupled with $2.2 million of unfavorable foreign currency exchange losses and other. Other income, net was $2.5 million income for the six-month period ended September 27, 2024, which primarily included $8.0 million interest income, partially offset by $7.4 million of unfavorable foreign currency exchange losses.

Provision for income taxes

We accrue and pay income taxes according to the laws and regulations of each jurisdiction in which we operate. Most of our revenue and profits are generated in the United States with a statutory income tax rate of approximately 21% for the six-month periods ended September 26, 2025 and September 27, 2024. For the six-month periods ended September 26, 2025 and September 27, 2024, we recorded total income tax expense of $69.6 million and $47.1 million, respectively, which reflected consolidated effective income tax rates of 18.6% and 16.3%, respectively. The increase in tax expense as well as effective tax rate from the six-month period ended September 27, 2024 to the six-month period ended September 26, 2025 is driven by an increase in income before income taxes for the corresponding period and discrete tax benefits in the six-month period ended September 27, 2024 related to a change in management's assertion to the realization for certain deferred tax assets, partially offset by tax benefit associated with stock based compensation and a tax credit approved by the State of California.

LIQUIDITY AND CAPITAL RESOURCES

Our principal uses of cash have been to fund the growth in our operations and invest in research and development and our cash flow generation and credit facilities have continued to provide adequate liquidity for our business. We enhanced our capital structure with a $1.0 billion unsecured revolving credit facility expanding our total liquidity to approximately $1.8 billion as of September 26, 2025.

Credit Facilities

On September 8, 2025, we and the LLC, as the borrower, entered into a credit agreement (the "New Credit Agreement"), which replaced the existing credit agreement originally entered into by us on February 13, 2023 (as amended from time to time, the "Existing Credit Agreement"). The New Credit Agreement provides for an unsecured revolving credit facility (the "New Revolving Credit Facility") that matures on September 8, 2030 (the "Maturity Date"). The initial maximum aggregate principal amount available under the New Revolving Credit Facility is $1.0 billion. Subject to the satisfaction of certain conditions, the LLC may request an increase of the aggregate amount available under the New Revolving Credit Facility of up to $250.0 million at any time. The New Revolving Credit Facility provides for sub-facilities for the issuances of letters of credit in an aggregate amount not to exceed $500.0 million and swingline loans not to exceed $150.0 million in the aggregate.

The LLC may borrow, repay and re-borrow amounts under the New Credit Agreement from time to time until the Maturity Date. Voluntary prepayments under the New Credit Agreement are permitted from time to time generally without premium or penalty. The New Revolving Credit Facility is guaranteed by us and the LLC. Borrowings under the New Credit Agreement bear interest at a rate of either (i) the Term SOFR rate, (ii) the Daily Simple SOFR rate, (iii) the Term RFR rate, (iv) the Daily Simple RFR rate, or (v) the Eurocurrency Rate, plus the Applicable Margin, each as defined and described in the New Credit Agreement with respect to the applicable type of borrowing.

The LLC is required to pay a quarterly commitment fee on the undrawn portion of the New Revolving Credit Facility commitments, ranging from 7.5 to 20 basis points, depending on the LLC's consolidated net leverage ratio and credit rating. Additionally, the LLC is required to pay a quarterly letters of credit fee on the utilized portion, ranging from 87.5 to 150 basis points, also depending on the LLC's consolidated net leverage ratio and credit rating.

The New Credit Agreement contains certain affirmative and negative covenants that, among other things and subject to certain exceptions, limits the ability of us, the LLC and its subsidiaries to incur certain additional indebtedness or liens and requires us and the LLC to maintain a consolidated net leverage ratio below a certain threshold.

As a result of the New Credit Agreement, we capitalized approximately $2.0 million of issuance costs related to the New Revolving Credit Facility, which were included in other assets in the unaudited condensed consolidated balance sheets and will be amortized over the term of the New Credit Agreement. As of September 26, 2025, we had approximately $915.0 million available under the New Revolving Credit Facility, net of $85.0 million of outstanding letters of credit. We were in compliance with all applicable covenants as of September 26, 2025.

Concurrently with the closing of the New Credit Agreement, we voluntarily terminated our Existing Credit Agreement, and all revolving commitments and all revolving loans under the Existing Credit Agreement, including all accrued interest or fees, had been paid and terminated in full as of September 8, 2025. The Existing Credit Agreement provided for a secured revolving credit facility in an aggregate principal amount of up to $500.0 million (the "Existing RCF"), of which no amounts were drawn as of September 26, 2025, and would have matured on February 11, 2028. In conjunction with the termination, we wrote off all unamortized issuance costs related to the Existing Credit Agreement as of September 8, 2025 and as a result recorded a loss on debt extinguishment of approximately $5.8 million, including transaction costs, in other income, net on our unaudited condensed consolidated statements of operations and comprehensive income. We incurred no termination penalties in connection with the early termination of the Existing Credit Agreement.

Tax Receivable Agreement

In connection with the IPO, on February 13, 2023, Nextracker Inc. entered into a Tax Receivable Agreement (the "Tax Receivable Agreement" or "TRA") that provided for the payment by us to Flex, TPG Rise, and the following affiliates of TPG Rise: TPG Rise Climate Flash Cl BDH, L.P., TPG Rise Climate BDH, L.P. and The Rise Fund II BDH, L.P. (collectively, the "TPG Affiliates") (or certain permitted transferees thereof) of 85% of the tax benefits, if any, that we are deemed to realize under certain circumstances, as more fully described in the Form 10-K. There may be a material negative effect on our liquidity if, as a result of timing discrepancies or otherwise, the payments under the Tax Receivable Agreement exceed the actual benefits we realize in respect of the tax attributes subject to the Tax Receivable Agreement or distributions to us by the LLC are not sufficient to permit us to make payments under the Tax Receivable Agreement after we have paid taxes. Prior to the separation from Flex, Yuma and Yuma Sub assigned their respective rights under the Tax Receivable Agreement to an entity that remains an affiliate of Flex.

We believe that our cash provided by operations and other existing and committed sources of liquidity, including our New Revolving Credit Facility, will provide adequate liquidity for ongoing operations, planned capital expenditures and other investments, potential debt service requirements and payments under the Tax Receivable Agreement for at least the next 12 months.

Cash Flows Analysis

	Six-month periods ended	
	September 26, 2025	**September 27, 2024**
	(In thousands)	
Net cash provided by operating activities	$ 268,203	$ 274,627
Net cash used in investing activities	(142,521)	(159,575)
Net cash used in financing activities	(46,443)	(27,222)

Six-month period ended September 26, 2025

Net cash provided by operating activities was $268.2 million during the six-month period ended September 26, 2025. Total cash provided during the period was driven by net income of $304.0 million adjusted for non-cash charges of approximately $80.1 million primarily related to stock-based compensation expense, depreciation and amortization, write-off of unamortized revolver issuance costs, and deferred income taxes. Cash from net income was further decreased by the overall increase in our net operating assets and liabilities, primarily our net working capital accounts, resulting in an outflow of approximately $115.9 million as we continue to fund our current and planned growth.

Net cash used in investing activities was approximately $142.5 million and directly attributable to the $115.8 million payment for the acquisitions of Bentek, OnSight, and Origami net of cash acquired, coupled with $26.7 million paid for the purchase of property and equipment.

Net cash used in financing activities was $46.4 million primarily resulting from a $27.4 million payment to Flex, TPG and the TPG Affiliates pursuant to the Tax Receivable Agreement, a $14.0 million payment of acquisition deferred purchase price, and a $3.0 million tax distribution to our former non-controlling interest holder pursuant to the LLC Agreement.

Six-month period ended September 27, 2024

Net cash provided by operating activities was $274.6 million during the six-month period ended September 27, 2024. Total cash provided during the period was driven by net income of $242.1 million adjusted for non-cash charges of approximately $57.2 million primarily related to stock-based compensation expense, depreciation and amortization and provision for credit losses, partially offset by deferred income taxes associated with the Tax Receivable Agreement. Cash from net income was further decreased by the overall increase in our net operating assets and liabilities, primarily our net working capital accounts, resulting in an outflow of approximately $24.6 million. Accounts payable decreased $53.3 million, partially associated with timing and a decrease in payment cycle. Other liabilities decreased $67.2 million primarily due to decrease in accrued expense, and other assets increased $16.1 million driven by advance payments to suppliers. Partially offsetting the cash outflows were decreases in inventory of $27.2 million as we continued to transfer production to the U.S. and shrink lead times, decreases in account receivable and contract assets in the aggregate of $61.6 million due to a reduction in revenue, the timing of billings and deliveries, and increases in deferred revenue of $23.3 million driven primarily by increased deposits on higher bookings during the period.

Net cash used in investing activities was approximately $159.6 million and directly attributable to the $144.7 million payment for the Foundations acquisitions, net of cash acquired, coupled with the purchase of property and equipment.

Net cash used in financing activities was $27.2 million primarily resulting from a $15.5 million payment to Flex, TPG and the TPG Affiliates pursuant to the Tax Receivable Agreement, a $6.1 million tax distribution to our former non-controlling interest holders pursuant to the LLC Agreement, and a $3.7 million payment of the Existing RCF issuance costs.

Cash management and financing

We had a total liquidity of approximately $1.8 billion as of September 26, 2025, primarily related to unutilized amounts under the New Revolving Credit Facility net of cumulative letters of credit issued in conjunction with our customer contracts, and our cash and cash equivalents.

Contractual obligations and commitments

As discussed in the "Credit Facilities" section above, in September 2025, we entered into a New Credit Agreement, which replaced the Existing Credit Agreement originally entered into on February 13, 2023. The New Credit Agreement provides for a $1.0 billion unsecured New Revolving Credit Facility that matures on September 8, 2030. As of September 26, 2025, we had approximately $915.0 million available under the New Revolving Credit Facility, net of $85.0 million of outstanding letters of credit.

Information regarding our debt obligations, operating lease commitments, obligations under the Tax Receivable Agreement and other commitments is provided in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Form 10-K.

There were no material changes in our contractual obligations and commitments as of September 26, 2025.

Recently adopted accounting pronouncements

None during the six-month period ended September 26, 2025.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily a result of fluctuations in commodity prices, such as steel and customer concentrations. We do not hold or issue financial instruments for trading purposes as of September 26, 2025.

There were no material changes in our exposure to market risks for changes in interest and foreign currency exchange rates for the six-month period ended September 26, 2025 as compared to the fiscal year ended March 31, 2025.

Concentration of major customers

Our customer base consists primarily of EPCs, as well as solar project owners and developers. We do not require collateral on our trade receivables. The loss of any one of our top five customers could have a materially adverse effect on our revenue and profits.

The following table sets forth the percentage of our total revenue from our customers that exceeded 10% of our total revenue and from our five largest customers during the periods included below:

	Three-month periods ended		Six-month periods ended	
	September 26, 2025	**September 27, 2024**	**September 26, 2025**	**September 27, 2024**
Customer G	11%	13%	*	14%
Customer H	14%	*	13%	*
Top five largest customers	43%	39%	39%	39%

* Percentage below 10%

Commodity price risk

We are subject to risk from fluctuating market prices of certain commodity raw materials, such as steel, that are used in our products. Prices of these raw materials may be affected by supply restrictions or other market factors from time to time, and we do not enter into hedging arrangements to mitigate commodity risk. Significant price changes for these raw materials could reduce our operating margins if we are unable to recover such increases from our customers, and could harm our business, financial condition and results of operations.

In addition, we are subject to risk from fluctuating logistics costs. As a result of disruptions caused by geopolitical conflicts, consumer and commercial demand for shipped goods has increased across multiple industries, which in turn has reduced the availability and capacity of shipping containers and available ships worldwide. These disruptions caused, and may in the future

cause, increased logistics costs and shipment delays affecting the timing of our project deliveries, the timing of our recognition of revenue and our profitability.

Foreign currency exchange risk

We transact business in various foreign countries and are, therefore, subject to risk of foreign currency exchange rate fluctuations. We have established a foreign currency risk management policy to manage this risk. We intend to manage our foreign currency exposure by evaluating and using non-financial techniques, such as currency of invoice, leading and lagging payments and receivables management.

Based on our overall currency rate exposures as of September 26, 2025 and March 31, 2025, including the derivative financial instruments intended to hedge the nonfunctional currency-denominated monetary assets, liabilities and cash flows, and other factors, a 10% appreciation or depreciation of the U.S. dollar from its cross-functional rates would not be expected, in the aggregate, to have a material effect on our financial position, results of operations and cash flows in the near-term.

ITEM 4. CONTROLS AND PROCEDURES

a. Evaluation of Disclosure Controls and Procedures

We maintain "disclosure controls and procedures," as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and our Principal Financial Officer, to allow timely decisions regarding required disclosure. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of September 26, 2025. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

b. *Changes in Internal Control Over Financial Reporting*

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended September 26, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

c. Inherent Limitations on Effectiveness of Controls

Our management, including our Chief Executive Officer and Chief Financial Officer, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and are effective at the reasonable assurance level. However, our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. 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. Because of 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, have been detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

In the ordinary course of conducting our business, we have in the past and may in the future become involved in various legal actions and other claims. We may also become involved in other judicial, regulatory and arbitration proceedings concerning matters arising in connection with the conduct of our businesses. Some of these matters may involve claims of substantial amounts. In addition, from time to time, third parties may assert intellectual property infringement claims against us in the form of letters and other forms of communication. These legal proceedings may be subject to many uncertainties and there can be no assurance of the outcome of any individual proceedings. We do not believe that the final outcomes of these matters, and we are not a party to any other legal proceedings that we believe, if determined adversely to us, would have a material adverse effect on our business, financial condition or results of operations.

For more information, see Note 8 “Commitments and contingencies” in the notes to the unaudited condensed consolidated final statements included elsewhere in this Quarterly Report.

ITEM 1A. RISK FACTORS

Our business and our ability to execute our strategy are subject to many risks. These risks and uncertainties include, but are not limited to, the following:

Summary of Risk Factors

- The demand for solar energy and, in turn, our products is impacted by many factors outside of our control, and if such demand does not continue to grow or grows at a slower rate than we anticipate, our business and prospects will suffer.
- Competitive pressures within our industry may harm our business, results of operations, financial condition and prospects.
- We face competition from conventional and other renewable energy sources that may offer products and solutions that are less expensive or otherwise perceived to be more advantageous than solar energy solutions.
- Delays in construction projects and any failure to manage our inventory could have a material adverse effect on us.
- Our results of operations may fluctuate from quarter to quarter, which could make our future performance difficult to predict and could cause our results of operations for a particular period to fall below expectations.
- The reduction, elimination or expiration of government incentives for, or regulations mandating or restricting the use of, renewable energy and solar energy specifically could reduce demand for solar energy systems and harm our business.
- International regulation of and incentives for solar projects vary by jurisdiction and may change or be eliminated.
- Changes in the global trade environment, including the imposition of tariffs and import duties, as well as wide-ranging, reciprocal and retaliatory tariffs and trade restrictions, could adversely affect our business growth and the amount or timing of our revenues, results of operations or cash flows.
- We rely heavily on our suppliers and our operations could be disrupted if we encounter problems with our suppliers or if there are disruptions in our supply chain.
- Economic, political and market conditions can adversely affect our business, financial condition and results of operations.
- If we do not maintain environmental, social and governance (“ESG”) practices and disclosures that meet the expectations of customers, regulators, employees, and investors, our relationships with these stakeholders could suffer, which could adversely affect our business and financial results.
- Our business and industry, including our customers and suppliers, are subject to risks of severe weather events, natural disasters, climate change and other catastrophic events.

- Our business, operating results and financial condition could be materially harmed by evolving regulatory uncertainty or obligations applicable to our products and services.
- We may not be able to convert our orders in backlog into revenue.
- An increase in interest rates, or a reduction in the availability of tax equity or project debt financing, could make it difficult for project developers and owners to finance the cost of a solar energy system and could reduce the demand for our products.
- A loss of one or more of our significant customers, their inability to perform under their contracts, or their default in payment, could harm our business and negatively impact our revenue, results of operations and cash flows.
- Defects, performance problems or vulnerabilities in our products could result in loss of customers, reputational damage and decreased revenue, and we may face warranty, indemnity and product liability claims arising from our products.
- Cybersecurity or other data security incidents could materially impact our operations, financial performance, and reputation.
- Failure to comply with current or future federal, state, local and foreign laws, regulations, rules and industry standards relating to privacy and data protection could adversely affect our business, financial condition, results of operations and prospects.
- We may experience delays, disruptions or quality control problems in our product development operations.
- Our continued expansion into new markets could subject us to additional business, financial, regulatory and competitive risks.
- Uncertainty in the development, adoption, integration, deployment and use of AI in our products and services, as well as our business more broadly, could adversely affect our business and reputation.
- Electric utility industry policies and regulations may present technical, regulatory and economic barriers to the purchase and use of solar energy systems that could significantly reduce demand for our products or harm our ability to compete.
- A drop in the price of electricity sold may harm our business, financial condition and results of operations.
- Technological advances in the solar components industry or developments in alternative technologies could render our systems uncompetitive or obsolete.
- If we fail to, or incur significant costs in order to, obtain, maintain, protect, defend or enforce our intellectual property, our business and results of operations could be materially harmed.
- We use “open source” software, and any failure to comply with the terms of one or more open source licenses could adversely affect our business, financial condition and results of operations.
- We invest significant time, resources and management attention to identifying and developing project leads that are subject to our sales and marketing focus and if we are unsuccessful in converting such project leads into binding purchase orders, our business, financial condition and results of operations could be materially adversely affected.
- Our growth depends in part on the success of our strategic relationships with third parties on whom we rely for new projects and who provide us with valuable customer feedback that helps guide our innovation.
- We may need to defend ourselves against third-party claims that we are infringing, misappropriating or otherwise violating others’ intellectual property rights, which could divert management’s attention, cause us to incur significant costs, and prevent us from selling or using the technology to which such rights relate.
- Failure by our manufacturers or our component or raw material suppliers to use ethical business practices and comply with applicable laws and regulations may adversely affect our business, financial condition and results of operations.
- We could be adversely affected by any violations of the FCPA and other foreign anti-bribery laws.
- We may incur obligations, liabilities or costs under environmental, health and safety laws, which could have an adverse impact on our business, financial condition and results of operations.

- Fluctuations in foreign currency exchange rates could increase our operating costs and impact our business.

Investing in our Class A common stock involves a high degree of risk. If any of the following risks occur, it could have a material adverse effect on our business, financial condition, results of operations or prospects. Risks that are not presently known to us or that we do not currently consider material could also have a material adverse effect on our business, financial condition and results of operations. If any of these or the following risks occur, the trading price of our Class A common stock could decline, and you could lose part or all of your investment. Some statements in this Quarterly Report, including statements in the following risk factors, constitute forward-looking statements. See the section entitled "Special note regarding forward-looking statements."

Risks related to our business and our industry

The demand for solar energy and, in turn, our products is impacted by many factors outside of our control, and if such demand does not continue to grow or grows at a slower rate than we anticipate, our business and prospects will suffer.

Our future success depends on continued demand for utility-scale solar energy. Solar energy is a rapidly evolving and competitive market that has experienced substantial changes in recent years, and we cannot be certain that EPCs, developers, owners and operators of solar projects will remain active in the market or that new potential customers will pursue solar energy as an energy source at levels sufficient to grow our business. The demand for solar energy, and in turn, our products, may be affected by many factors outside of our control, including:

- availability, scale and scope of government subsidies, government and tax incentives and financing sources to support the development and commercialization of solar energy solutions;
- levels of investment by project developers and owners of solar energy products, which tend to decrease when economic growth slows;
- the emergence, continuance or success of, or increased government support for, other alternative or conventional energy generation technologies and products;
- local, state and federal permitting and other regulatory requirements related to environmental, land use and transmission issues, each of which can significantly impact the feasibility and timelines for solar projects;
- technical and regulatory limitations regarding the interconnection of solar energy systems to the electrical grid;
- the cost and availability of raw materials and components necessary to produce solar energy, such as steel, polysilicon and semiconductor chips; and
- regional, national or global macroeconomic trends, including further increased interest rates, or a reduction in the availability of tax equity or project debt financing, which could make it difficult for project developers and owners to finance the cost of a solar energy system and new projects.

If demand for solar energy fails to continue to grow, demand for our products will plateau or decrease, which would have an adverse impact on our ability to increase our revenue and grow our business. If we are not able to mitigate these risks and overcome these difficulties successfully, our business, financial condition and results of operations could be materially and adversely affected.

Competitive pressures within our industry may harm our business, results of operations, financial condition and prospects.

We face intense competition from a large number of solar tracker companies in nearly all of the markets in which we compete. The solar tracker industry is currently fragmented. This may result in price competition which could adversely affect our revenue and margins.

Some of our competitors are developing or are currently manufacturing products based on different solar power technologies that may ultimately have costs similar to or lower than our projected costs. In addition, some of our competitors have or may in the future have lower costs of goods sold, lower operating costs, greater name and brand recognition in specific markets in which we compete or intend to sell our products, greater market shares, access to larger customer bases, greater resources and significantly greater economies of scale than we do. Additionally, new competitors may enter our market as a result of, among other factors, lower research and development costs.

We may also face adverse competitive effects from other participants in the solar industry. For example, the price for solar panels has experienced significant declines in several markets globally in recent periods. Substantial pricing declines for panels can make the returns on investment for tracker technology less competitive in comparison to fixed tilt racking systems. In addition, other risks include EPCs subjecting their subcontractors who compete for their business, such as us, to contractual clauses that carry higher contractual risk to us, such as "pay if paid" clauses that requires an EPC to pay us only when the EPC's end customer pays the EPC, higher liquidated damages amounts, increased contractual liabilities above 100% of the contract value and more limited force majeure clauses, among others.

In addition, part of our strategy is to continue to grow our revenues from international markets. Any new geographic market could have different characteristics from the markets in which we currently sell products, and our ability to compete in such markets will depend on our ability to adapt properly to these differences. We may also face competition from lower cost providers in any new markets we enter, which could decrease the demand for our products or cause us to reduce the cost of our products in order to remain competitive. Any of these factors could have a material adverse effect on our business, results of operations, financial condition, and prospects.

We face competition from conventional and other renewable energy sources that may offer products and solutions that are less expensive or otherwise perceived to be more advantageous than solar energy solutions.

We face significant competition from providers of conventional and renewable energy alternatives such as coal, nuclear, natural gas and wind. We compete with conventional energy sources primarily based on price, predictability of price and energy availability, environmental considerations and the ease with which customers can use electricity generated by solar energy projects. If solar energy systems cannot offer a compelling value to customers based on these factors, then our business growth may be impaired.

Conventional energy sources generally have substantially greater financial, technical, operational and other resources than solar energy sources, and as a result may be able to devote more resources to research, development, promotion and product sales or respond more quickly to evolving industry standards and changes in market conditions than solar energy systems. Conventional and other renewable energy sources may be better suited than solar for certain locations or customer requirements and may also offer other value-added products or services that could help them compete with solar energy sources. In addition, the source of a majority of conventional energy electricity is non-renewable, which may in certain markets allow them to sell electricity more cheaply than electricity generated by solar generation facilities. Non-renewable generation is typically available for dispatch at any time, as it is not dependent on the availability of intermittent resources such as sunlight. The cost-effectiveness, performance and reliability of solar energy products and services, compared to conventional and other renewable energy sources, could materially and adversely affect the demand for our products and services, which could have a material adverse effect on our business, financial condition and results of operations.

Delays in construction projects and any failure to manage our inventory could have a material adverse effect on us.

Many of our products are used in large-scale projects, which generally require a significant amount of planning and preparation and which can be delayed and rescheduled for a number of reasons, including customer or partner labor availability, difficulties in complying with environmental and other government regulations or obtaining permits, interconnection delays, financing issues, changes in project priorities, additional time required to acquire rights-of-way or property rights, unanticipated soil conditions, or health-related shutdowns or other work stoppages. These delays may result in unplanned downtime, increased costs and inefficiencies in our operations, and increased levels of excess inventory.

Our results of operations may fluctuate from quarter to quarter, which could make our future performance difficult to predict and could cause our results of operations for a particular period to fall below expectations.

Our quarterly results of operations are difficult to predict and may fluctuate significantly in the future. Because we recognize revenue on projects as legal title to equipment is transferred from us to the customer, any delays in large projects from one quarter to another may cause our results of operations for a particular period to fall below expectations. We have experienced seasonal and quarterly fluctuations in the past as a result of fluctuations in our customers' businesses, changes in local and global market trends, as well as seasonal weather-related disruptions. For example, our customers' ability to install solar energy systems is affected by weather, such as during the winter months. Inclement weather may also affect our logistics and operations by causing delays in the shipping and delivery of our materials, components and products which may, in turn, cause delays in our customers' solar projects.

Further, given that we operate in a rapidly growing industry, the true extent of these fluctuations may have been masked by our recent growth rates and consequently may not be readily apparent from our historical results of operations and may be difficult to predict. Our financial performance, sales, working capital requirements and cash flows may fluctuate, and our past quarterly results of operations may not be good indicators of future performance or prospects. Any substantial fluctuation in revenues could have an adverse effect on our financial condition, results of operations, cash flows and stock price for any given period. In addition, revenue and other operating results in future fiscal quarters may fall short of the expectations of investors and financial analysts, which could have an adverse effect on the price of our common stock.

The reduction, elimination or expiration of government incentives for, or regulations mandating or restricting the use of, renewable energy and solar energy specifically could reduce demand for solar energy systems and harm our business.

Federal, state, local and foreign government bodies provide incentives to owners, end users, distributors and manufacturers of solar energy systems to promote solar electricity in the form of tax credits, rebates, subsidies and other financial incentives. The range and duration of these incentives varies widely by jurisdiction. Our customers typically use our systems for grid-connected applications wherein solar power is sold under a power purchase agreement or into an organized electric market. This segment of the solar industry has historically depended in large part on the availability and size of government incentives supporting the use of renewable energy. Consequently, the reduction, elimination or expiration of government incentives for grid-connected solar electricity may negatively affect the competitiveness of solar electricity relative to conventional and non-solar renewable sources of electricity, and could harm or halt the growth of the solar electricity industry and our business. These reductions, eliminations or expirations could occur without warning. Any changes to the existing framework of these incentives could cause fluctuations in our results of operations.

The Inflation Reduction Act of 2022 (the "IRA") made significant changes to the federal income tax credits available to solar energy projects, including the investment tax credit ("ITC") under the U.S. Internal Revenue Code ("IRC") for certain energy property. One such change created a per-unit tax credit (the "Section 45X Credit") that is earned over time for certain clean energy components domestically produced and sold by a manufacturer. Guidance issued by the U.S. Treasury Department regarding the availability of the ITC (and its successor commonly referred to as 48E or "tech neutral" effective January 1, 2025) has changed in the past and is subject to change in the future. The IRA itself was substantially amended by the OBBBA (described below) on July 4, 2025, including with respect to Section 48E and the Section 45X Credit, in a manner which materially reduced the future availability of these credits.

Under the IRA, investments in certain solar projects may qualify for an additional bonus credit amount if the solar energy project satisfies certain "domestic content" requirements. On May 12, 2023, the U.S. Treasury Department and the IRS released Notice 2023-38 providing guidance with respect to the IRA's domestic content bonus credit. On May 16, 2024, the U.S. Treasury Department and the IRS released Notice 2024-41, which includes a "safe harbor" that taxpayers may use to classify certain components of solar projects for the purpose of qualifying for the domestic content bonus credit. On January 16, 2025, the U.S. Treasury Department and the IRS released Notice 2025-08, which introduced an updated elective safe harbor. Generally, for a qualified facility or energy project to qualify for a domestic content bonus, the project must include specified amounts of U.S.-manufactured iron, steel and manufactured products and be able to substantiate that content and its country of manufacture. We have invested in developing a supply chain and U.S. manufacturing footprint to allow us to sell customers a solar tracker that we believe complies with the domestic content requirements provided in the Notices discussed above.

In 2024, the U.S. Treasury Department and the IRS issued final Treasury regulations on the elective payment of applicable credits under Section 6417 of the IRC and the transfer of certain credits under Section 6418 of the IRC.

On October 28, 2024, the U.S. Treasury Department and the IRS published the 45X Treasury regulations regarding the Section 45X Credit, which became effective on December 27, 2024.The 45X Treasury regulations confirm that torque tubes and structural fasteners, including several used in our trackers, may qualify as eligible components.

The amount of the Section 45X Credit varies depending on the eligible component. In the case of torque tubes and structural fasteners, the credit amount is equal to $0.87 per kilogram and $2.28 per kilogram, respectively, through the end of 2029.

The Section 45X Credit amount will be reduced each year by 25% of these amounts starting in 2030 and end after 2032. In calendar year 2024, our eligible U.S. manufacturing suppliers availed themselves of the Section 45X Credits to varying degrees and we accounted for some of these economic benefits in our cost of acquiring torque tubes and fasteners. Beginning in calendar year 2025, in certain circumstances, we have directly obtained the benefit of the Section 45X Credit through the use of an election authorized in the Section 45 Treasury regulations.

In lieu of Section 48E, as a result of changes made by the IRA, United States taxpayers may elect to claim a production tax credit ("PTC") under Section 45Y of the IRC for qualified solar facilities if the construction of the facility began before January 1, 2025 and the facility is timely placed in service for federal income tax purposes.

The PTC is available in respect of kilowatt hours of electricity produced by a qualifying solar project and sold to one or more unrelated persons during the ten years following the date on which the qualifying solar project is placed in service. The amount of PTC available varies based on an annual inflation adjustment. The available credit amount is increased by up to 10% if the domestic content requirements described above are satisfied.

The IRA created Sections 48E and 45Y, which are "technology neutral" tax credit incentives that replace each of the ITC and production tax credit ("PTC"), respectively, for certain qualifying projects that begin construction after 2024. These provisions require that a project satisfy a "zero greenhouse gas emissions" standard in order to qualify for the tax credits. Taxpayers that began construction of energy projects or facilities that qualify for the ITC or PTC prior to 2025 may choose to claim the ITC, PTC, or one of the "technology neutral" tax credits in respect of the project assuming that certain continuous construction requirements are met.

On January 7, 2025, the U.S. Treasury Department and the IRS released final Treasury regulations which were published in the Federal Register on January 15, 2025 (the "Clean Electricity Treasury regulations") regarding the Section 45Y Credit with respect to certain qualified facilities claiming such tax credit and the Section 48E Credit with respect to claiming such a tax credit on certain qualified facilities and energy storage technology.

On July 4, 2025, a U.S. federal budget reconciliation bill known as the One Big Beautiful Bill Act ("OBBBA") was enacted. The OBBBA, among other things, materially changed most of the federal renewable energy incentives, including those described in Sections 45X, 48E and 45Y. In particular, the OBBBA significantly altered the availability of the Section 48E and 45Y tax credits our customers rely upon for qualified solar and wind facilities. For example, whereas under IRA Section 48E and 45Y credits were available through 2032 or such later period until the U.S. power sector emitted 75% less carbon emissions than 2022 levels, the OBBBA substantially reduced this timeframe to require that projects begin construction by July 4, 2026 to utilize a continuity safe harbor that permits solar projects to be placed in service within four calendar years following the calendar year in which the project began construction for tax credit eligibility. Solar projects that begin construction after July 4, 2026 must be placed in service by December 31, 2027 to qualify for the Section 48E and 45Y credits. Such acceleration in the expiration of these tax credits will reduce the number of projects in future years that would have otherwise qualified for such credits, likely reducing the overall project volume over time. The OBBBA also introduced certain foreign entity of concern restrictions on owners of qualified facilities claiming such 48E and 45Y tax credits, as well as on manufacturers of components that otherwise qualify for the Section 45X credit.

Additionally, on July 7, 2025 President Trump issued an Executive Order directing the Secretary of the Treasury to take measures to strictly enforce the termination of the Sections 48E and 45Y credits for wind and solar facilities. The Executive Order specifically directs the Secretary of the Treasury to issue new restrictions concerning "beginning of construction" requirements that appear in many provisions of the OBBBA and which govern eligibility for these tax credits. The Executive Order targets "safe harbor" practices in which our customers' seek to establish that their projects have begun construction by the relevant deadline (and therefore qualify for the tax credit) by incurring 5% or more of applicable project costs. Treasury guidance required by this Executive Order was issued on August 22, 2025. Under this guidance the 5% safe harbor was eliminated effective September 2, 2025 and additional requirements were imposed on solar projects for purposes of demonstrating both the start of physical construction and continuous physical construction thereafter. Such requirements may diminish our customers' ability to qualify their projects for 48E or 45Y tax credits, which in turn could reduce demand for our products and materially harm our business and results of operations.

A foreign entity of concern ("FEOC") is a designation referring to entities (governments or companies) that are under the ownership, control, or influence of deemed foreign adversaries, such as China. Under the OBBBA a taxpayer must comply with the FEOC rules applicable to a tax credit in order to qualify for such tax credit. The FEOC restrictions apply to Section 45X, 48E and 45Y in somewhat different ways. However, these rules generally require that Nextracker evaluate its ownership, the ownership of certain members of its supply chain partners, any rights regarding the ability to appoint board members and executives of Nextracker and its supply chain partners, certain payments made by Nextracker and its supply chain partners, and certain contractual arrangements entered into by Nextracker and its supply chain partners with other parties.

Nextracker is currently evaluating itself and its supply chain partners who provide components for U.S. qualified facilities and will continue to do so as the Treasury Department issues clarifying guidance or regulations. To the extent that our suppliers are

disqualified from 45X eligibility as a result of FEOC restrictions, our cost of goods sold may increase and we may become less profitable and/or competitive. In addition, to the extent our tracker components are produced by suppliers which impair our customers' ability to qualify their projects for Section 48E or 45Y credits (or related domestic content bonus credits), we may become less competitive and our business and results of operations could be materially harmed.

Although we continue to expand our international presence, the impact of the OBBBA, Executive Orders, Treasury Department guidance, and other regulatory actions on the U.S. solar market may adversely impact our business. The substantially reduced timelines for our customers to qualify for the Section 48E tax credit may reduce the number of solar projects that our customers build in the United States and therefore reduce the demand for our trackers in the U.S. market. In addition, we may not have an adequate supply of tracker products that satisfy the FEOC or domestic content requirements to remain competitive and meet customer demand. Compliance with FEOC and domestic content requirements also may increase our record-keeping, accounting and production costs.

The OBBBA did not change the prevailing wage and apprenticeship requirements imposed on our customers by the IRA. If we or our customers are unable to satisfy or cure respective prevailing wage and apprenticeship requirements under the IRA, for projects that establish the beginning of construction on or after January 29, 2023, the tax credits available to the customers will be substantially lower. If we or a significant portion of our customers are unable to satisfy prevailing wage and apprenticeship requirements under the IRA, demand for our tracker products may be adversely impacted by the reduced tax credits available to our customers, which could have a material adverse effect on our business, financial condition and results of operations.

Certain provisions of the IRA have been the subject of substantial public interest and have been subject to debate, and there are divergent views on potential implementation, guidance, rules and regulatory principles by a diverse group of interested parties. We expect a similar pattern of divergent interpretations with respect to OBBBA, the Executive Order and implementing guidance and regulations. There can be no assurance that our products will fully qualify for the benefits under the IRA or the OBBBA or that competitors will not disproportionately benefit or gain competitive advantages as a result of the implementation or interpretation of these laws. In addition, if our suppliers incorrectly interpret the requirements of the tax credits of IRA or the OBBBA and it is later determined that the tax credits were incorrectly claimed, we may be penalized. As a result, the final interpretation and implementation of the provisions in the IRA or OBBBA could have a material adverse impact on us.

Furthermore, future legislative enactments or administrative actions could limit, amend, repeal or terminate federal tax incentives that we currently do, or hope to, leverage. Any reduction, elimination, or discriminatory application or expiration of current and any future federal tax incentives may materially adversely affect our future operating results and liquidity.

Changes to tax laws and regulations that are applied adversely to us or our customers could materially adversely affect our business, financial condition, results of operations and prospects, including our ability to optimize the changes brought about by the passage of the IRA.

In addition, federal, state, local and foreign government bodies have implemented additional policies that are intended to promote or mandate renewable electricity generally or solar electricity in particular. For example, many U.S. states have adopted procurement requirements for renewable energy production and/or a renewable portfolio standard ("RPS") that requires regulated utilities to procure a specified percentage of total electricity delivered to customers in the state from eligible renewable energy sources, including utility-scale solar power generation facilities, by a specified date. There can be no assurances that RPSs or other policies supporting renewable energy will continue. Proposals to extend compliance deadlines, reduce renewable requirements or solar set-asides, or entirely repeal RPSs emerge from time to time in various jurisdictions. Reduction or elimination of RPSs, restrictions or prohibitions imposed on solar projects, as well as changes to other renewable-energy and solar-energy policies, could reduce the potential growth of the solar energy industry and materially and adversely affect our business.

Moreover, changes in policies of recent U.S. presidential administrations have created regulatory uncertainty in the renewable energy industry, including the solar energy industry, and have adversely affected and may continue to adversely affect our business. For example, in the span of less than six years, the United States joined, withdrew from, and then rejoined the 2015 Paris Agreement on climate change mitigation following changes in administration between U.S. Presidents Obama, Trump and Biden. To start his second term, U.S. President Trump signed numerous executive orders including for the U.S. to again withdraw from the Paris Climate Treaty, to expedite deregulated oil and gas drilling, and revoke executive orders and actions from the previous administration related to, among other things, the implementation of the energy and infrastructure provisions of the IRA. Additionally, the U.S. Department of the Interior and U.S. Department of Energy have recently taken several steps to prohibit, prevent or delay new renewable energy projects. For example, on July 15, 2025 the Department of Interior issued an

internal memo entitled “Departmental Review Procedures for Decisions, Actions, Consultations, and Other Undertakings Related to Wind and Solar Energy Facilities.” The memo mandates that 69 categories of previously routine permitting and review activities related to wind and solar projects be elevated to top levels within the Department of Interior, which may substantially slow approval timelines and reduce the number of projects permitted. These or similar actions could materially reduce the number of future solar projects and/or delay the timing of projects or result in cancellations of planned or in-process projects and could have a material adverse impact on our business, financial condition and results of operations.

In addition, the U.S. Supreme Court’s decision on June 30, 2022 in West Virginia v. EPA, holding that the U.S. Environmental Protection Agency (“EPA”) exceeded its authority in enacting a subsequently repealed rule that would have allowed electric utility generation facility owners to reduce emissions with “outside the fence measures,” may limit EPA’s ability to address greenhouse gas emissions comprehensively without specific authorization from Congress. It is difficult to predict what further actions will be taken that may impact our business including revisions to the federal incentives related to renewable energy.

International regulation of and incentives for solar projects vary by jurisdiction and may change or be eliminated.

The international markets in which we operate or may operate in the future may have or may put in place policies to promote renewable energy, including solar. These incentives and mechanisms vary from country to country. In seeking to achieve growth internationally, we may make investments that, to some extent, rely on governmental incentives and support in a new market.

There is no assurance that these governments will provide or continue to provide sufficient incentives and support to the solar industry or that the industry in any particular country will not suffer significant downturns in the future as the result of changes in public policies or government interest in renewable energy, any of which would adversely affect demand for our solar products.

Changes in the global trade environment, including the imposition of tariffs and import duties, as well as wide-ranging, reciprocal and retaliatory tariffs and trade restrictions, could adversely affect our business growth and the amount or timing of our revenues, results of operations or cash flows.

Escalating trade tensions, particularly between the United States and China, have led to increased tariffs and trade restrictions, including tariffs applicable to certain materials for and components of our products such as steel and low-power solar modules, electrical equipment, and for products used in solar energy projects more broadly, such as storage batteries and solar modules.

On April 2, 2025, President Trump announced a new reciprocal tariff regime intended to reciprocate other countries’ tariffs and trade barriers. The new U.S. regime consists of a baseline, universal 10% tariff rate on goods from almost all trading partners and higher country-specific reciprocal tariff rates on goods from 57 countries. For most countries, the country-specific elements of the reciprocal tariffs became effective on August 7, 2025.

As of October 1, 2025, there is a 30% tariff on imports of most China-origin products under the International Emergency Economic Powers Act (“IEEPA”) (a third of which represents the baseline reciprocal tariff imposed on most countries and two-thirds of which purportedly targets China's role and lack of action in the export of fentanyl to the United States), with limited exceptions. These tariffs generally are additive to other tariffs on various solar energy-related products. The IEEPA-based tariffs on Chinese goods are scheduled to increase on November 10, 2025, following the expiration of a temporary suspension which is currently in effect. As of October 1, 2025, goods from Thailand generally face an IEEPA-based reciprocal tariff of 19% and goods from India generally face an IEEPA-based reciprocal tariff of 50% (half of which was imposed purportedly as a penalty for India’s importation of Russian oil).

The legality of all IEEPA-based tariffs is under review by the U.S. Supreme Court, after such tariffs were found to be ultra vires by both the U.S. Court of International Trade (“CIT”) and the Court of Appeals for the Federal Circuit (the “Federal Circuit”). Should the U.S. Supreme Court affirm the lower courts’ rulings that the IEEPA-based tariffs are unlawful, the U.S. government would no longer have authority to collect such tariffs.

As of August 18, 2025, there are 50% import tariffs on all imports of steel and aluminum products (including certain so-called “derivative” products), with limited exceptions for products imported from Canada, Mexico and the United Kingdom, imposed under Section 232 of the Trade Expansion Act of 1962 (“Section 232”). These steel and aluminum tariffs are not additive to the reciprocal tariffs, but are additive to tariffs of 25% on many Chinese steel products currently imposed under Section 301 of the Trade Act of 1974. Among the products that are subject to the 50% Section 232 steel tariff as a result of an unprecedented

“tariff inclusion” process are various solar tracker components that we import. As a result, steel tariffs are significantly impacting our costs and our gross margins and could result in interruptions in the steel supply chain.

Imports of solar modules from most countries currently face a 14% tariff pursuant to Section 201 of the Trade Act of 1974. The Section 201 (“Section 201”) tariff on solar modules is scheduled to terminate on February 6, 2026. There also are tariffs on various items of solar equipment, including solar cells and modules, inverters and power optimizers, imported from China under Section 301 of the Trade Act of 1974 (“Section 301”). Section 301 tariffs on Chinese solar cells and modules are currently 50%, and Section 301 tariffs on parts of lead-acid storage batteries (including separators thereof) are currently 25%. Effective January 1, 2026, Section 301 tariffs on Chinese lithium-ion non-EV batteries are scheduled to increase to 25%. Nextracker products include proprietary crystalline solar photovoltaic (“CSPV”) modules that provide off-grid power to our controllers located either on each tracker row or on weather stations at the project site. Such CSPV modules are impacted by Section 201 tariffs on solar modules and, if sourced from China, could be impacted by Section 301 tariffs on solar modules. All tariffs on solar cells and modules also may indirectly affect us by increasing the costs of components of solar energy projects, thereby adversely impacting the financial viability of solar energy projects in which our products are used, which could lead to decreased demand for our products.

Under an August 2023 “circumvention” determination by the U.S. Department of Commerce (“Commerce”), CSPV cells and modules produced in Cambodia, Malaysia, Thailand and Vietnam using wafers and other key components made in China and entered into the United States on or after April 1, 2022 are subject to antidumping duty and countervailing duty (“AD/CVD”) orders on CSPV cells and modules from China that have been in place since 2012 (“Solar Circumvention Determination”). AD/CVD cash deposit rates for CSPV modules covered by the China AD/CVD orders vary significantly depending on the producer and exporter of the modules and may amount to over 250% of the entered value of the imported merchandise.

In September 2022, in response to Presidential Proclamation 10414, Commerce published a final rule that exempted CSPV modules subject to the Solar Circumvention Determination from AD/CVD cash deposits and duties if the CSPV modules entered the United States before June 6, 2024 and utilized by December 3, 2024, and if the importer of the modules complied with certain certification requirements(the “Solar Duty Waiver Regulation”). Commerce also implemented a separate certification mechanism for importers to demonstrate that imported CSPV modules are not subject to the Solar Circumvention Determination as a result of falling outside of the scope of the determination. CSPV modules imported from Cambodia, Malaysia, Thailand and Vietnam and not demonstrated via certifications to be either covered by the Solar Duty Waiver Regulation or outside the scope of the Solar Circumvention Determination are subject to AD/CVD cash deposits and possible final AD/CVD duty liability at varying rates depending on the producer and exporter of the modules.

On August 22, 2025, the CIT issued a decision declaring the Solar Duty Waiver Regulation unlawful and ordering the U.S. government to impose AD/CVD duties on merchandise that had benefitted from the Solar Duty Waiver Regulation. The CIT’s decision has been appealed to the Federal Circuit, and the CIT’s judgment has been stayed during the pendency of that appeal.

Since April 2022, Nextracker has imported CSPV smart modules from Malaysia and Thailand that provide off-grid power to our controllers. Nextracker submitted certifications for the modules to either take advantage of the Solar Duty Waiver Regulation or to demonstrate that the modules do not fall within the scope of the Solar Circumvention Determination, but Nextracker did not strictly follow all of the certification procedures for a number of these entries. If the Federal Circuit upholds the CIT’s decision in the litigation challenging the Solar Duty Waiver Regulation or Nextracker’s certifications are found to be invalid, Nextracker could be required to pay AD/CVD amounts with respect to the applicable entries of the modules.

In December 2024, in connection with the August 2023 Solar Circumvention Determination, U.S. Customs and Border Protection (“CBP”) instructed Nextracker to pay AD/CVD cash deposits totaling approximately $1 million, relating to a small number of our imports of CSPV modules from Malaysia and Thailand that entered the United States prior to June 6, 2024. CBP required the cash deposit payment based on the agency’s perception that certifications accompanying the imports were deficient. If CBP were to instruct us to make AD/CVD cash deposit payments relating to other past imports of our proprietary CSPV modules based on the Solar Circumvention Determination, which are much larger in volume than the number of imports related to the $1 million cash deposits, such additional cash deposits could be material and may not be ultimately refunded to us.

While Nextracker is attempting to mitigate duty risk, the potential AD/CVD duty liability with respect to the entries at risk because of the possible invalidation of the Solar Duty Waiver Regulation and/or the potential procedural certification deficiencies is unknown but estimated to be as much as approximately $120 million, plus compounded interest which could be significant, depending upon the specific scenarios.

To mitigate the AD/CVD duty risk, Nextracker has submitted a prior disclosure to CBP informing CBP of the potential procedural deficiencies with respect to the certifications submitted by Nextracker. Even if the Solar Duty Waiver Regulation is ultimately upheld on appeal, CBP may reject Nextracker's certifications and attempt to subject Nextracker's entries to the Solar Circumvention Determination and the AD/CVD orders on CSPV cells and modules from China.

To further mitigate the risk, Nextracker filed a request for a changed circumstances review with Commerce, seeking an exclusion for its off-grid smart CSPV modules from the AD/CVD orders on CSPV cells and modules from China, retroactive to January 1, 2022, which is before the effective date of the Solar Circumvention Determination. Commerce preliminarily granted the exclusion, but Commerce limited the retroactive period for the exclusion such that the exclusion would benefit only a small portion of Nextracker's past entries and eliminate only an insignificant amount of the potential historical duty liability. Nextracker is continuing to advocate for Commerce to extend the retroactive exclusion period to January 1, 2022 in Commerce's final changed circumstances review determination. As of October 29, 2025, the outcome of the litigation challenging the Solar Duty Waiver Regulation, CBP's treatment of Nextracker's certifications, and the changed circumstances review remain unclear.

In addition, in June 2025 Commerce issued AD/CVD orders covering most CSPV cells and modules produced in Cambodia, Malaysia, Thailand and Vietnam and not covered by China AD/CVD orders. Combined AD/CVD cash deposit requirements associated with these follow-on proceedings range from 15% to over 3,000%.

In August 2025, Commerce initiated AD/CVD investigations targeting CSPV cells and modules from India, Indonesia and Laos. If Commerce issues affirmative preliminary AD and CVD determinations in the investigations we likely will face CVD cash deposit requirements for any CSPV cells or modules we import from India, Indonesia and Laos after December 2025 and face AD cash deposit requirements for any CSPV cells and modules we import from India, Indonesia and Laos after February 2026. These dates may be delayed as a result of the U.S. federal government shutdown which began in October 2025. The levels of the CVD and AD cash deposits, if they come into effect, are not yet known.

AD/CVD cash deposits and duties collected on imports of CSPV cells and modules could adversely impact our business either by their applicability to our proprietary module providing power to our controllers as described above or by adversely impacting the projects more generally. Such impacts may include the timing and economics of customer project delays or cancellations caused by these duties.

On July 1, 2025, Commerce initiated a Section 232 investigation to determine the effects on U.S. national security of imports of polysilicon and its derivatives. Once completed, the investigation may result in President Trump imposing tariffs on imports into the United States of polysilicon and its derivatives. It is possible that such Section 232 tariffs could apply to CSPV cells and modules, which would negatively impact our business.

Imports of solar modules produced in China or incorporating cells or other materials (e.g., polysilicon) produced in whole or in part in China and imported from any other nation may be detained by CBP under the Uyghur Forced Labor Prevention Act (Public Law No. 117-78). To the extent that such detentions occur, solar modules may not reach project sites, which may result in significant delays in the development and entry into operation of solar energy projects.

The ultimate severity or duration of any solar panel supply chain disruption due to CBP detentions or otherwise and or its effects on our clients' solar project development and construction activities, and associated consequences on our business, is uncertain.

If an environment of significantly increased U.S. tariffs and trade restrictions continues or further escalates, the global economy could be adversely affected, including through higher costs, higher interest rates or lower demand for energy, any of which could materially affect our business, financial condition, results of operations, and prospects. In addition, we export products manufactured in the United States to projects outside of the United States, which exposes our business to retaliatory tariffs imposed by other countries. Such retaliatory tariffs, if applicable to our products, could adversely affect the demand for our products or make us less competitive in those countries.

Existing tariffs and duties, the possibility of additional or increased tariffs or duties in the future, and the detention by CBP of solar modules all have created uncertainty in the solar industry. If the price of solar systems increases, the use of solar systems could become less economically feasible and could reduce our gross margins or reduce the demand for solar systems, which in turn may decrease demand for our products.

Additionally, existing or future tariffs and CBP detentions of solar modules may negatively affect key customers and suppliers, and other supply chain partners. Such outcomes could adversely affect the amount or timing of our revenues, results of

operations or cash flows, and continuing uncertainty could cause sales volatility, price fluctuations or supply shortages or cause our customers to advance or delay their purchase of our products. It is difficult to predict what further trade-related actions governments may take, which may include additional or increased tariffs and trade restrictions, and we may be unable to quickly and effectively react to such actions. While we have taken actions with the intention of, among other things, mitigating the effect of steel tariffs on our business, we may not be able to do so broadly or on attractive terms.

Any of the foregoing risks could have a material adverse effect on our business, financial condition and results of operations.

We rely heavily on our suppliers and our operations could be disrupted if we encounter problems with our suppliers or if there are disruptions in our supply chain.

We purchase our components through arrangements with various suppliers located across the globe. We depend on our suppliers to source materials and manufacture critical components for our products. Our reliance on these suppliers makes us vulnerable to possible capacity constraints and reduced control over component availability, delivery schedules and costs which could disrupt our ability to procure these components in a timely and cost-efficient manner. Any shortages of components or raw materials for these products could affect our ability to timely deliver our products to our customers, which may result in liquidated damages or contractual disputes with our customers, harm our reputation and lead to a decrease in demand for our products.

For example, our products are manufactured from steel and, as a result, our business is significantly affected by the price of steel. When steel prices are higher, the prices that we charge customers for our products may increase, which may decrease demand for our products. Conversely, if steel prices decline, customers may demand lower prices and our competitors' responses to those demands could result in lower sale prices or lower sales volume and, consequently, negatively affect our profitability. A significant portion of the steel used to produce our products is derived directly or indirectly from steel mills located in China. At times, pricing and availability of steel can be volatile due to numerous factors beyond our control, including domestic and international economic conditions, global steel capacity, import levels, fluctuations in the costs of raw materials necessary to produce steel, sales levels, competition, consolidation of steel producers, labor costs, transportation costs, import duties, tariffs and foreign currency exchange rates. The volatility in the availability and cost of steel may impact our business. Imports of China-origin steel currently are subject to 145% reciprocal tariffs and 25% Section 301 tariffs, meaning that such imports ultimately are subject to 170% tariffs. Imports of steel and many steel derivative products from other countries are subject to a 25% tariff (with limited exceptions for Canadian and Mexican products). Accordingly, ongoing trade disputes, unpredictable tariff policies and uncertainty with respect to the potential for such policy changes may increase procurement costs or restrict access to necessary materials for our products, like steel, potentially leading to disruptions with our suppliers or in our supply chain. We continue to evaluate the potential impact of the imposition of the announced tariffs to our business and financial condition, but we expect that these tariffs will significantly increase our costs.

Further, if any of our suppliers were unable or unwilling to manufacture the components that we require for our products in sufficient volumes or at sufficiently high-quality levels or to renew existing terms under supply agreements, we would need to identify, qualify and select acceptable alternative suppliers. An alternative supplier may not be available to us when needed or may not be in a position to satisfy our quality or production requirements on commercially reasonable terms, including price. In addition, we may enter into exclusive arrangements which prohibit or limit our ability to use alternative suppliers. Any significant disruption to our ability to procure our components, and our suppliers' ability to procure materials to manufacture components for our products could increase the production cost of our products or reduce or delay our ability to perform under our contracts and could thereby adversely affect our business, financial condition and results of operations.

In addition, as noted above, the federal law provides incremental tax credits for U.S. solar projects satisfying domestic content requirements. While the impact of these requirements on us remains fluid and uncertain pending customer response and any future implementing regulations, if we are unable to provide our tracker products in a manner that satisfies applicable domestic content requirements, we might experience a decline in sales for U.S. projects, especially if our competitors are able to satisfy such domestic content requirements. In addition, compliance with these requirements may increase our production costs. In light of the foregoing, our U.S. sales, profitability and results of operations in the United States may be adversely affected by applicable domestic content requirements which must be satisfied in order for solar projects to be eligible for these incremental credits. Further, the sourcing of compliant materials under domestic content rules may become more complex due to evolving guidance, limited supplier availability, or capacity constraints.

Further, disruption in our supply chain and transportation channels, including changes by carriers and transportation companies relating to delivery schedules, shortages in available cargo capacity or labor availability, payment terms and frequency of

service and pricing as well as cargo ship, shipping channel disruptions or work stoppages or strikes could impact our ability to timely deliver our products to our customers or increase delivery costs. For example, many shipping companies have paused shipments through the Suez Canal and the Red Sea as a result of attacks against commercial vessels in the area, causing rerouting of commercial vessels. As a result, we may experience increased costs and delivery delays.

Economic, political and market conditions can adversely affect our business, financial condition and results of operations.

Macroeconomic developments, such as the global or regional economic effects resulting from the current Russia-Ukraine war and current Middle East instability, including the Israel-Hamas and Iran conflicts (including the disruption of transporting goods through the Suez Canal), further increases in inflation and related economic curtailment initiatives, evolving trade policies or the occurrence of similar events that lead to uncertainty or instability in economic, political or market conditions, could have a material adverse effect on our business, financial condition and results of operations. Local political issues and conflicts could have a material adverse effect on our results of operations and financial condition if they affect geographies in which we do business or obtain our components. Local conflicts, such as the Ukraine-Russian war or the Middle East conflicts, could also have a significant adverse impact on regional or global macroeconomic conditions, give rise to regional instability or result in heightened economic tariffs, sanctions and import-export restrictions in a manner that adversely affects us, including to the extent that any such actions cause material business interruptions or restrict our ability to conduct business with certain suppliers. Additionally, such conflicts or sanctions may significantly devalue various global currencies and have a negative impact on economies in geographies in which we do business. The financial markets and the global economy have also been, and may continue to be, adversely affected by the recent global escalation in tariffs and trade restrictions, including through higher costs, higher interest rates or lower global demand for energy, any of which could have a material adverse effect on our business, financial condition and results of operations. Furthermore, because the solar projects in which our products are used require substantial upfront capital investment which is expected to be recovered over a period of multiple years, uncertainty and perceived instability regarding future macroeconomic conditions may deter investment in, or financing of, these solar projects and in turn reduce demand for our products.

Adverse macroeconomic conditions, including slow growth or recession, high unemployment, labor shortages, ongoing or increasing inflation, tighter credit, higher interest rates and currency fluctuations, or the perception that adverse macroeconomic conditions may occur or persist, may cause current or potential customers to reduce or eliminate their budgets and spending, which could cause customers to delay, decrease or cancel projects with us.

If we do not maintain environmental, social and governance ("ESG") practices and disclosures that meet the expectations of customers, regulators, employees, and investors, our relationships with these stakeholders could suffer, which could adversely affect our business and financial results.

Many governments, customers, investors and employees have enhanced their focus on ESG practices and disclosures, and expectations in this area are rapidly evolving and in some cases may be inconsistent. Failure to adequately maintain ESG practices that meet diverse stakeholder expectations may result in an inability to attract customers, loss of business, diluted market valuation, and an inability to attract and retain top talent. In addition, standards, processes and governmental requirements for disclosing sustainability metrics have frequently changed in recent years, resulting in changes in the data that we must collect or disclose about our ESG practices, and could result in significant revisions to our sustainability commitments or our ability to achieve them. As governments impose greenhouse gas emission reporting requirements and other ESG-related laws, we are subject to at least some of these rules and concomitant regulatory risk exposure. ESG compliance and reporting could be costly, and we could be at a disadvantage compared to companies that do not have similar reporting requirements.

For example, rules adopted by the SEC in 2024 could require significantly expanded climate-related disclosures in our periodic reporting, which may require us to incur significant additional costs to comply, including the implementation of significant additional internal controls regarding matters that have not been subject to such controls in the past. Although the rule has been stayed by the SEC and the SEC recently announced that it has voted to end its legal defense of these enhanced climate-related disclosure rules, it is possible that these rules could be reinstated in the future.

In addition, although the SEC's 2024 rule requiring extensive climate-related disclosures has been voluntarily stayed, we are still subject to other laws regarding climate-related disclosures in other jurisdictions. For example, California recently enacted climate disclosure laws that may require companies such as ours to report on greenhouse gas emissions, climate-related financial risks, and the use of carbon offsets and emissions reduction claims. Similarly, we are subject to the requirements of the EU Corporate Sustainability Reporting Directive (and its implementing laws and regulations) and other EU and EU member

state regulations, or disclosure requirements on various sustainability topics. These requirements vary across jurisdictions, and may result in increased complexity and cost, for compliance. Furthermore, industry and market practices continue to evolve, and we may have to expend significant efforts and resources to keep up with market trends and stay competitive among our peers, which could result in higher associated compliance costs and penalties for failure to comply with applicable laws and regulations.

Our business and industry, including our customers and suppliers, are subject to risks of severe weather events, natural disasters, climate change and other catastrophic events.

Our headquarters and testing facilities, which conduct functional and reliability testing for our components and products, are located in the Bay Area of Northern California and our solar projects are located in the U.S. and around the world. A severe weather event or other catastrophe impacting our headquarters or testing facilities could cause significant damage and disruption to our business operations. In addition, a severe weather event or other catastrophe could significantly impact our supply chain by causing delays in the shipping and delivery of our materials, components and products which may, in turn, cause delays in our customers' solar projects. Our customers' ability to install solar energy systems is also affected by weather events, such as during the winter months, and other catastrophic events.

In addition, our operations and facilities and those of the third parties on which we rely are subject to the risk of interruption by fire, power shortages, nuclear power plant accidents and other industrial accidents, terrorist attacks and other hostile acts, cybersecurity attacks and other data security incidents, labor disputes, including labor shortages, public health issues, including pandemics such as the COVID-19 pandemic, and other events beyond our and their control. Any damage and disruption in any locations in which we have offices or in which our customers or suppliers operate, which are caused by severe weather events (such as extreme cold weather, hail, hurricanes, tornadoes and heavy snowfall), seismic activity, fires, tsunamis, floods and other natural disasters or catastrophic events could result in a delay or even a complete cessation of our worldwide or regional operations and could cause severe damage to our products and equipment used in our solar projects. Global climate change is increasing the frequency and intensity of certain types of severe weather events. Even if our tracker products are not damaged, severe weather, natural disasters and catastrophic events may cause damage to the solar panels that are mounted to our tracker products, which could result in decreased demand for our products, loss of customers and the withdrawal of coverage for solar panels and solar tracking systems by insurance companies. Any of these events would negatively impact our ability to deliver our products and services to our customers and could result in reduced demand for our products and services, and any damage to our products and equipment used for our solar projects could result in large warranty claims which could, individually or in the aggregate, exceed the amount of insurance available to us, all of which would have a material adverse effect on our business, financial condition and results of operations.

Our business, operating results and financial condition could be materially harmed by evolving regulatory uncertainty or obligations applicable to our products and services.

Changes in regulatory requirements applicable to the industries and sectors in which we operate, in the United States and in other countries, could materially affect the sales and use of our products and services. This includes emerging laws and regulations related to AI, cybersecurity, privacy and data protection, which may impose new compliance obligations on our operations. In particular, economic sanctions and changes to export and import control requirements may impact our ability to sell and support our products and services in certain jurisdictions. If we were to fail to comply with export controls laws and regulations, U.S. economic sanctions or other similar laws, including restrictions from the international community, or conflict mineral regulations, we could be subject to both civil and criminal penalties, including substantial fines, possible incarceration for employees and managers for willful violations and the possible loss of our export or import privileges.

Obtaining the necessary export license for a particular sale or transaction may not be possible, may be time-consuming and may result in the delay or loss of sales opportunities. Further, U.S. export control laws and economic sanctions prohibit the export of services to certain U.S. embargoed or sanctioned countries, governments and persons, as well as for prohibited end-uses. Even though we take precautions to ensure that we comply with all relevant export control laws and regulations, including restrictions from the international community, any failure to comply with such laws and regulations could have negative consequences for us, including reputational harm, government investigations and penalties.

We may not be able to convert our orders in backlog into revenue.

Backlog can be subject to large variations from quarter to quarter and comparisons of backlog from period to period are not necessarily indicative of future revenue. The contracts comprising our backlog may not result in actual revenue in any particular period or at all, and the actual revenue from such contracts may differ from our backlog estimates. The timing of receipt of revenue, if any, on projects included in backlog could change because many factors affect the scheduling of projects. Cancellation of or adjustments to contracts may occur.

The failure to realize all amounts in our backlog could adversely affect our future revenue and gross margins. As a result, our backlog as of any particular date may not be an accurate indicator of our future financial performance.

An increase in interest rates, or a reduction in the availability of tax equity or project debt financing, could make it difficult for project developers and owners to finance the cost of a solar energy system and could reduce the demand for our products.

Many solar project owners depend on financing to fund the initial capital expenditure required to construct a solar energy project. As a result, an increase in interest rates, or a reduction in the supply of project debt or tax equity financing, could reduce the number of solar projects that receive financing or otherwise make it difficult for project owners to secure the financing necessary to construct a solar energy project on favorable terms, or at all, and thus lower demand for our products which could limit our growth or reduce our sales. In addition, we believe that a significant percentage of project owners construct solar energy projects as an investment, funding a significant portion of the initial capital expenditure with financing from third parties. An increase in interest rates could lower an investor's return on investment on a solar energy project, increase equity requirements or make alternative investments more attractive relative to solar energy projects, and, in each case, could cause these project owners to seek alternative investments.

A loss of one or more of our significant customers, their inability to perform under their contracts, or their default in payment, could harm our business and negatively impact our revenue, results of operations and cash flows.

The loss of any one of our significant customers, their inability to perform under their contracts, or their default in payment, could have a substantial effect on our revenues and profits. Further, our trade accounts receivable and unbilled receivable ("contract assets") are from companies within the solar industry, and, as such, we are exposed to normal industry credit risks. As of March 31, 2025, the last day of our fiscal year, our largest customer constituted 11.5% of our total trade accounts receivable and contract assets balances. Accordingly, loss of a significant customer or a significant reduction in pricing or order volume from a significant customer could substantially reduce our revenue and could have a material adverse effect on our business, financial condition and results of operations.

Defects, performance problems or vulnerabilities in our products could result in loss of customers, reputational damage and decreased revenue, and we may face warranty, indemnity and product liability claims arising from our products.

Our products may contain undetected errors or defects, especially when first introduced or when new generations are released. Errors, defects, vulnerabilities or poor performance can arise due to design flaws, defects in raw materials or components or manufacturing difficulties, which can affect both the quality and the yield of the product. Any actual or perceived errors, defects, poor performance or vulnerabilities in our products could result in the replacement or recall of our products, shipment delays, rejection of our products, damage to our reputation, lost revenue, diversion of our engineering personnel from our product development efforts, increases in customer service and support costs, litigation from our customers and liability, all of which could have a material adverse effect on our business, financial condition and results of operations.

Furthermore, products with defects or vulnerabilities may give rise to warranty, indemnity or product liability claims against us that exceed any revenue or profit we receive from the affected products. Our limited warranties cover defects in materials and workmanship of our products under normal use and service conditions. As a result, we bear the risk of warranty claims long after we have sold products and recognized revenue. While we have accrued reserves for warranty claims, our estimated warranty costs for previously sold products may change to the extent the warranty claims profile of future products is not comparable with that of earlier generation products under warranty. Our warranty accruals are based on our assumptions and we do not have a long history of making such assumptions. As a result, these assumptions could prove to be materially different from the actual performance of our systems, causing us to incur substantial unanticipated expense to repair or replace products in the future or to compensate customers. Our failure to accurately predict future claims could result in unexpected volatility in, and have a material adverse effect on our business, financial condition and results of operations.

If one of our products were to cause injury to someone or cause property damage, including as a result of product malfunctions, defects or improper installation, then we could be exposed to product liability claims. If our customers or third parties experienced security breaches due to vulnerabilities in our products, then we could be exposed to product liability or other claims. Any such claim could cause us to incur significant costs and could divert management's attention and harm our reputation.

Cybersecurity or other data security incidents could materially impact our operations, financial performance, and reputation.

We rely on interconnected information systems, cloud services, and operational technology to support the development, delivery, and performance of our solar tracking systems and energy optimization solutions. These systems are essential to our manufacturing processes, field operations, customer platforms, and internal business functions, and they store or transmit sensitive data, including proprietary, confidential, operational, and personal information.

We, the third parties we rely on, and our customers, are subject to ongoing and increasingly sophisticated cybersecurity threats. These include, among other things, attempts to gain unauthorized access, disrupt business operations, steal data or intellectual property, and compromise system integrity. Threats may arise from criminal actors, nation-state groups, insiders, or through identified or unidentified firmware and software vulnerabilities, errors, defects or bugs, computer viruses, social engineering, denial-of-service or phishing attacks, fraud or malice on the part of our employees, contractors or service providers or human error, any of which may result in the unauthorized access to or release of sensitive, proprietary, confidential, operational and personal information. Such threats and techniques change frequently, are increasingly sophisticated in nature and may be difficult to detect for long periods of time. The use of artificial intelligence by malicious actors may increase the frequency, speed, scale, and impact of these threats. Further, cybersecurity risks may be heightened as a result of ongoing global conflicts such as the Russia-Ukraine war or the ongoing Israel-Hamas and Iran conflicts.

Given the critical role our systems play in powering field infrastructure and supporting global operations, a successful cybersecurity or other data security incident, whether involving Nextracker or a third-party, could result in delays in product delivery, reduced system performance, loss of intellectual property, unauthorized disclosure of sensitive data, reputational harm, regulatory investigations, and potential legal or contractual liabilities. The energy and manufacturing sectors remain high-value targets, and supply chain interdependencies may heighten our exposure.

We maintain a cybersecurity program that includes layered controls, continuous monitoring, incident response procedures, employee training, and third-party risk assessments. We regularly evaluate and strengthen our security posture, and have identified vulnerabilities in our products that we are addressing through implementation of mitigation measures. However, no program or measure can eliminate all risk. We may not detect or mitigate all threats or incidents in a timely manner.

While we generally perform cybersecurity diligence on our key service providers, we do not directly control our service providers and our ability to monitor their cybersecurity is limited, so we cannot ensure the cybersecurity measures they take will be sufficient to protect any information we share with them. We may be held responsible for cybersecurity or other data security incidents attributed to our service providers as they relate to the information we share with them.

We maintain cybersecurity insurance coverage; however, the scope of coverage may not be sufficient in all circumstances, and future availability or terms of such coverage may change.

Any actual or perceived cybersecurity or other data security incident could harm our reputation and impair our ability to attract and retain customers. We could be subject to demands, claims and litigation by private parties, and investigations, related actions and penalties by regulatory authorities, along with potential costs of notification to impacted individuals. Any of the foregoing could have a material adverse effect on our business, financial condition and results of operations.

Failure to comply with current or future federal, state, local and foreign laws, regulations, rules and industry standards relating to privacy and data protection could adversely affect our business, financial condition, results of operations and prospects.

We are or may become subject to a variety of laws, regulations, rules and industry standards in the U.S. and abroad that involve matters central to our business, including privacy and data protection. Many of these laws, regulations, rules and industry standards are in considerable flux and rapidly evolving, and it is possible that they may be interpreted and applied in a manner that is inconsistent with our current operating practices. Existing and proposed laws, regulations, rules and industry standards can be costly to comply with and can delay or impede the development of new products and services, significantly increase our

operating costs, require significant time and attention of management and technical personnel and subject us to inquiries or investigations, claims or other remedies, including fines or demands that we modify or cease existing business practices.

In addition to various privacy and data protection laws and regulations already in place, many jurisdictions are increasingly adopting laws and regulations imposing comprehensive privacy and data protection obligations, which may be more stringent, broader in scope, or offer greater individual rights with respect to personal information than existing laws and regulations, and such laws and regulations may differ from each other, which may complicate compliance efforts and increase compliance costs. See Item 1. "Business—Privacy and Data Protection Laws and Regulation" of our Annual Report on Form 10-K for the fiscal year ended March 31, 2025 for more information regarding applicable privacy and data protection laws and regulations.

Further, while we strive to publish and prominently display privacy policies that are accurate, comprehensive and compliant with local laws, regulations, rules and industry standards, we cannot ensure that our privacy policies and other statements regarding our practices will be sufficient to protect us from claims, proceedings, liability or adverse publicity relating to privacy and data protection. Although we endeavor to comply with our privacy policies, we may at times fail to do so or be alleged to have failed to do so. If our public statements about our use, collection, disclosure and other processing of personal information, whether made through our privacy policies, information provided on our website, press statements or otherwise, are alleged to be deceptive, unfair or misrepresentative of our actual practices, we may be subject to potential government or legal investigation or action, including by the Federal Trade Commission or applicable state attorneys general.

Any failure, or perceived failure, by us to comply with our posted privacy policies or with any applicable privacy and data protection standards or contractual obligations, or any compromise of security that results in unauthorized access to, or unauthorized loss, destruction, use, modification, acquisition, disclosure, release or transfer of personal information may result in claims, fines, sanctions, penalties, investigations, proceedings or actions against us by governmental entities, customers, suppliers or others or other liabilities or may require us to change our operations and/or cease using certain data. Any of the foregoing could harm our reputation, brand and business, force us to incur significant expenses in defense of such claims, proceedings, investigations or actions, distract our management, increase our costs of doing business, result in a loss of customers or suppliers and result in the imposition of monetary penalties. We may also be contractually required to indemnify and hold harmless third parties from the costs and consequences of non-compliance with any laws, regulations or other legal obligations relating to privacy and data protection or any inadvertent or unauthorized use or disclosure of data that we store, handle or otherwise process as part of operating our business. Any of the foregoing could have a material adverse effect on our business, financial condition, results of operations and prospects.

We may experience delays, disruptions or quality control problems in our product development operations.

Our product development and testing processes are complex and require significant technological expertise. Such processes involve a number of precise steps from design to production. Any change in our processes could cause one or more production errors, requiring a temporary suspension or delay in our suppliers' production lines until the errors can be researched, identified, and properly addressed and rectified. This may occur particularly as we introduce new products, modify our engineering techniques and/or expand our capacity. The commercialization of any new products may also fail to achieve market adoption or may experience downward pricing pressure, which would have a material impact on our gross margins and results of operations. Further, the installation of our products involves various risks and complications which may increase as our products evolve and develop, and any such increase in risks and complications may have a negative effect on our gross margins. In addition, our failure to maintain appropriate quality assurance processes could result in increased product failures, loss of customers, increased warranty reserve, increased production and logistics costs, and delays. Any of these developments could have a material adverse effect on our business, financial condition and results of operations.

Our continued expansion into new markets could subject us to additional business, financial, regulatory and competitive risks.

Part of our strategy is to continue to grow our revenues from international markets, including entering new geographic markets to expand our current international presence. Our products and services to be offered in these regions may differ from our current products and services in several ways, such as the consumption and utilization of local raw materials, components and logistics, the re-engineering of select components to meet region-specific requirements and region-specific customer training, site commissioning, warranty remediation and other technical services. Any of these differences or required changes to our products and services to meet the requirements of local laws and regulations may increase the cost of our products, reduce demand and result in a decrease in our gross margins. We may also face competition from lower cost providers in any new

markets we enter which could decrease the demand for our products or cause us to reduce the cost of our products in order to remain competitive.

Any new geographic market could have different characteristics from the markets in which we currently sell products, and our success in such markets will depend on our ability to adapt properly to these differences. These differences may include differing regulatory requirements, including local manufacturing content requirements, tax laws, trade laws, labor regulations, corporate formation laws and requirements, tariffs, export quotas, customs duties or other trade restrictions, limited or unfavorable intellectual property protection, international political or economic conditions, restrictions on the repatriation of earnings, longer sales cycles, warranty expectations, product return policies and cost, performance and compatibility requirements. In addition, expanding into new geographic markets will increase our exposure to existing risks, such as fluctuations in the value of foreign currencies, changing tariffs and trade restrictions, and difficulties and increased expenses in complying with U.S. and foreign laws, regulations and trade standards, including the U.S. Foreign Corrupt Practices Act of 1977, as amended (the "FCPA"), as well as relevant anti-money laundering laws.

Failure to develop new products successfully or to otherwise manage the risks and challenges associated with our continued expansion into new geographic markets could have a material adverse effect on our business, financial condition and results of operations.

Uncertainty in the development, adoption, integration, deployment and use of AI in our products and services, as well as our business more broadly, could adversely affect our business and reputation.

We use systems and tools that incorporate AI-based technologies, including generative AI, in connection with our business. As with many new and emerging technologies, AI presents numerous risks and challenges that could adversely affect our business. The development, adoption, integration, deployment and use of generative AI technology remains in early stages, and ineffective or inadequate AI governance, development, adoption, integration, deployment or use practices by us or third parties could result in unintended consequences. For example, AI algorithms that we use may be flawed or may be (or may be perceived to be) based on datasets that are biased or insufficient, which can create inaccurate, incomplete, or misleading content, unintended biases and other discriminatory or unexpected results, errors or inadequacies, any of which many not be easily detectable by us or any of our related service providers. In addition, any latency, disruption, or failure in our AI systems or infrastructure could result in delays or errors in our offerings. Inadequate governance, testing, or quality assurance processes could result in flawed deployments, producing erroneous or harmful outputs, which could damage our reputation and lead to legal liabilities. Thoroughly testing generative AI models is challenging due to their complexity and the unpredictability of their outputs. Developing, testing, and deploying resource-intensive AI systems may require additional investment and increase our costs. There also may be real or perceived social harm, unfairness, or other outcomes that undermine public confidence in the deployment and use of AI. Furthermore, third parties (including our competitors) may deploy AI technologies into their products more quickly or more successfully than us, which could reduce customer demand for our products and services and impair our ability to compete effectively. Any of the foregoing may result in decreased demand for our products and services or harm to our business, financial condition, results of operations, or reputation.

Additionally, if any of our employees, contractors, consultants, vendors or service providers use any third-party AI-based technologies in connection with our business or the services they provide to us, it may lead to the inadvertent disclosure or incorporation of our confidential information into publicly available training sets, which may impact our ability to realize the benefit of, or adequately maintain, protect and enforce our intellectual property or confidential information, harming our competitive position and business. For example, there may be uncertainty around the validity and enforceability of intellectual property rights related to our development, adoption, integration, deployment and use of AI. Any output created by us using AI systems and tools may not be subject to copyright protection, which may adversely affect our intellectual property rights in, or ability to commercialize or use, any such content. In the United States, a number of civil lawsuits have been initiated related to the foregoing and other concerns, any one of which may, among other things, require us to limit the ways in which our AI systems and tools are trained and may affect our ability to develop our AI-based products and services. To the extent that we do not have sufficient rights to use the data or other material or content used in or produced by the AI systems and tools used in our business, or if we experience cybersecurity or other data security incidents in connection with our use of AI, it could adversely affect our reputation and expose us to legal liability or regulatory risk, including with respect to third-party intellectual property, privacy, data protection and cybersecurity, publicity, contractual or other rights. Additionally, third parties that license AI technologies to us may impose unfavorable licensing terms or terminate the licenses altogether which would require us to seek licenses from alternative sources to avoid disruptions in feature delivery.

The legal and regulatory landscape surrounding AI technologies is rapidly evolving and uncertain, including in relation to the areas of intellectual property, cybersecurity, and privacy and data protection. It is possible that new laws and regulations will be adopted in the United States and in non-U.S. jurisdictions, or that existing laws and regulations may be interpreted, in ways that would affect the operation of our products and services and the way in which we use AI and similar technologies. For example, in Europe, the first set of provisions under the European Union's Artificial Intelligence Act (the "AI Act") became effective on February 2, 2025, with additional provisions becoming effective on later dates. The AI Act establishes, among other things, a risk-based governance framework for regulating AI systems operating in the European Union. This framework would categorize AI systems, based on the risks associated with such AI systems' intended purposes, as creating unacceptable or high risks, with all other AI systems being considered low risk. We may not be able to adequately anticipate or respond to these evolving laws and regulations, and we may need to expend additional resources to adjust our offerings in certain jurisdictions if applicable legal frameworks are inconsistent across jurisdictions. Moreover, because these technologies are themselves highly complex and rapidly developing, it is not possible to predict all of the legal or regulatory risks that may arise relating to our use of such technologies. Compliance with new or changing laws, regulations, or industry standards relating to AI may impose significant operational costs and may limit our ability to develop, adopt, integrate, deploy, or use AI technologies. Failure to appropriately respond to this evolving landscape may result in legal liability, regulatory action, or brand and reputational harm.

As the utilization of AI becomes more prevalent, we anticipate that it will continue to present new or unanticipated ethical, reputational, technical, operational, legal, competitive and regulatory issues, among others. We expect that our incorporation of AI in our business will require additional resources, including the incurrence of additional costs, to develop and maintain our products and services and features to minimize potentially harmful or unintended consequences, to comply with applicable and emerging laws and regulations, to maintain or extend our competitive position, and to address any ethical, reputational, technical, operational, legal, competitive or regulatory issues which may arise as a result of any of the foregoing. As a result, the challenges presented with our use of AI could adversely affect our business, financial condition and results of operations.

Electric utility industry policies and regulations may present technical, regulatory and economic barriers to the purchase and use of solar energy systems that could significantly reduce demand for our products or harm our ability to compete.

Federal, state, local, and foreign government policies and regulations concerning the broader electric utility industry, as well as internal policies and regulations promulgated by electric utilities and organized electric markets with respect to fees, practices and rate design, heavily influence the market for electricity generation products and services. These policies and regulations often affect electricity pricing and the interconnection of generation facilities and can be subject to frequent modifications by governments, regulatory bodies, utilities and market operators. For example, changes in fee structures, electricity pricing structures and system permitting, regional market rules, interconnection and operating requirements can deter purchases of renewable energy products, including solar energy systems, by reducing anticipated revenues or increasing costs or regulatory burdens for would-be system purchasers. The resulting reductions in demand for solar energy systems could harm our business, financial condition and results of operations.

A significant development in renewable-energy pricing policies in the United States occurred when the Federal Energy Regulatory Commission ("FERC") issued a final rule amending regulations that implement the Public Utility Regulatory Policies Act ("PURPA") on July 16, 2020, which FERC upheld on rehearing on November 19, 2020. Among other requirements, PURPA mandates that electric utilities buy the output of certain renewable generators, including qualifying solar energy facilities, below established capacity thresholds. PURPA also requires that such sales occur at a utility's "avoided cost" rate. FERC's PURPA reforms include modifications (1) to how regulators and electric utilities may establish avoided cost rates for new contracts, (2) that reduce from 20 MW to 5 MW the capacity threshold above which a renewable-energy qualifying facility is rebuttably presumed to have non-discriminatory market access, thereby removing the requirement for utilities to purchase its output, (3) that require regulators to establish criteria for determining when an electric utility incurs a legally enforceable obligation to purchase from a PURPA facility and (4) that reduce barriers for third parties to challenge PURPA eligibility. These new regulations took effect on February 16, 2021, but the net effect of these changes is uncertain, as they have only been effective for a short time, and some changes will not become fully effective until states and other jurisdictions implement the new authorities provided by FERC. In general, however, FERC's PURPA reforms have the potential to reduce prices for the output from certain new renewable generation projects while also narrowing the scope of PURPA eligibility for new projects. These effects could reduce opportunities and demand for PURPA-eligible solar energy systems, which could have a material adverse effect on our business, financial condition and results of operations.

FERC is also taking steps to encourage the integration of new forms of generation into the electric grid and remove barriers to grid access, which could have positive impacts on the solar energy industry. For example, on July 28, 2023 FERC issued a final

rule, designated as Order No. 2023, to reform procedures and agreements that electric transmission providers use to integrate new generating facilities into the existing transmission system.

Transmission providers are now implementing the reforms directed by FERC, which include moving from a serial interconnection queue that processed requests on a first-come, first-served basis to a first-ready, first-served basis. Under the revised interconnection procedures, generation developers must commit more funds and financial security to maintain their interconnection queue positions. In addition, generation developers must provide earlier evidence of site control. These reforms are intended to weed out speculative requests. The reforms also impose penalties if transmission providers delay in preparing and issuing interconnection studies. Ultimately, the reforms imposed by Order No. 2023 should reduce the backlog of interconnection requests across the county and streamline the process to reduce delays in obtaining interconnection agreements.

Changes in other federal, state and local current laws or regulations applicable to us or the imposition of new laws, regulations or policies in the jurisdictions in which we do business could have a material adverse effect on our business, financial condition and results of operations. Any changes to government, utility or electric market regulations or policies that favor non-solar generation or other market participants, remove or reduce renewable procurement standards and goals or that make construction or operation of new solar generation facilities more expensive or difficult, could reduce the competitiveness of solar energy systems and cause a significant reduction in demand for our products and services and adversely impact our growth. Moreover, there may be changes in regulations that impact access to supply chains related to cybersecurity threats to the electric grid that could have a disproportionate impact on solar energy system components. In addition, changes in export and import laws and implementing regulations may create delays in the introduction of new products in international markets, prevent our customers from deploying our products internationally or, in some cases, prevent the export or import of our products to certain countries altogether. Any such event could have a material adverse effect on our business, financial condition and results of operations.

A drop in the price of electricity sold may harm our business, financial condition and results of operations.

Decreases in the price of electricity, whether in organized electric markets or with contract counterparties, may negatively impact the owners of the solar energy projects, make the purchase of solar energy systems less economically attractive and would likely lower sales of our products. The price of electricity could decrease as a result of many factors, including but not limited to:

- construction of a significant number of new, lower-cost power generation plants;
- relief of transmission constraints that enable distant, lower-cost generation to transmit energy less expensively or in greater quantities;
- reductions in the price of natural gas or other fuels;
- utility rate adjustment and customer class cost reallocation;
- decreased electricity demand or a decrease in projected demand, including from energy conservation technologies, public initiatives to reduce electricity consumption, improvements in computing efficiency that reduces energy consumption by data centers, or a reduction in economic activity due to a localized or macroeconomic downturn;
- development of smart-grid technologies that lower the peak energy requirements;
- development of new or lower-cost customer-sited energy storage technologies that have the ability to reduce a customer's average cost of electricity by shifting load to off-peak times; and
- development of new energy generation technologies that provide less expensive energy.

Moreover, if the cost of electricity generated by solar energy installations incorporating our systems is high relative to the cost of electricity from other sources, it could have a material adverse effect on our business, financial condition and results of operations.

Technological advances in the solar components industry or developments in alternative technologies could render our systems uncompetitive or obsolete.

The solar industry is characterized by its rapid adoption and application of technological advances. Our competitors may develop technologies more advanced and cost-effective than ours, or broader solar panel design could change resulting in our products no longer being compatible. Additionally, significant developments in alternative technologies, such as advances in

other forms of solar tracking systems or foundations systems, could have a material adverse effect on our business, financial condition and results of operations. We will need to invest substantially in research and development to maintain our market position and effectively compete in the future.

Our failure to further refine or enhance our technologies, or adopt new or enhanced technologies or processes, could render our technologies uncompetitive or obsolete, which could reduce our market share and cause our revenues to decline.

In addition, we may invest in and implement newly developed, less-proven technologies in our project development or in maintaining or enhancing our existing projects. There is no guarantee that these new technologies will perform or generate customer demand as anticipated. The failure of our new technologies to perform as anticipated could have a material adverse effect on our business, financial condition and results of operations.

If we fail to, or incur significant costs in order to, obtain, maintain, protect, defend or enforce our intellectual property, our business and results of operations could be materially harmed.

Our success depends to a significant degree on our ability to protect our intellectual property. We rely on a combination of patent, trademark, copyright, trade secret and unfair competition laws, as well as confidentiality and license agreements and other contractual provisions, to establish and protect our intellectual property. Such means may afford only limited protection of our intellectual property and may not (i) prevent our competitors or manufacturing suppliers from duplicating our processes or technology; (ii) prevent our competitors or manufacturing suppliers from gaining access to our proprietary information or technology; or (iii) permit us to gain or maintain a competitive advantage.

We generally seek or apply for patent protection as and if we deem appropriate, based on then-current facts and circumstances. We cannot guarantee that any of our pending patent applications or other applications for intellectual property registrations will be issued or granted or that our existing or future intellectual property rights will be sufficiently broad to protect our proprietary technology. Even if we are to obtain issuance of further patents or registration of other intellectual property, such intellectual property could be subject to attacks on ownership, validity, enforceability or other legal attacks. Any such impairment or other failure to obtain sufficient intellectual property protection could impede our ability to market our products, negatively affect our competitive position and harm our business and operating results, including forcing us to, among other things, rebrand or re-design our affected products.

In addition to patent protection, we rely heavily on nondisclosure agreements to protect our proprietary information, know-how, technology and trade secrets. However, we cannot guarantee that we have entered into such agreements with each party that has or may have had access to our proprietary information, know-how, technology and trade secrets, including employees, contractors, third-party manufacturers, other suppliers, customers, other stakeholders involved in solar projects, or other business partners or prospective partners. Moreover, no assurance can be given that these agreements will be effective in controlling access to, distribution, use, misuse, misappropriation or disclosure of our proprietary information, know-how, technology and trade secrets. Similarly, while it is our policy to require our employees and contractors who may be involved in the conception or development of intellectual property to execute agreements assigning such intellectual property to us, we may be unsuccessful in executing such an agreement with each party who, in fact, conceives or develops intellectual property that we regard as our own, such agreements may be breached or may not be self-executing, we may not have adequate remedies for any such breach, and we may be subject to claims that such employees or contractors misappropriated relevant rights from their previous employers.

In countries where we have not applied for patent protection or trademark or other intellectual property registration or where effective patent, trademark, trade secret, and other intellectual property laws and judicial systems may not be available to the same extent as in the United States, we may be at greater risk that our proprietary rights will be circumvented, misappropriated, infringed or otherwise violated.

We have initiated, and may in the future need to initiate, infringement claims or litigation in order to try to protect or enforce our intellectual property rights, but such litigation can be expensive and time-consuming and may divert the efforts of our management and other personnel, may provoke third parties to assert counterclaims against us and may not result in favorable outcomes.

Any of the foregoing could have a material adverse effect on our business, financial condition and results of operations.

We use "open source" software, and any failure to comply with the terms of one or more open source licenses could adversely affect our business, financial condition and results of operations.

Our products and services use certain software licensed by its authors or other third parties under so-called "open source" licenses. Some of these open source licenses may contain requirements that we make available source code for modifications or derivative works that we create based upon the open source software, and that we license such modifications or derivative works under the terms of a particular open source license or other license granting third parties rights with respect to such software. In certain circumstances, if we combine our proprietary software with certain open source software, we could be required to release the source code for such proprietary software. Additionally, to the extent that we do not comply with the terms of the open source licenses to which we are subject, or such terms are interpreted by a court in a manner different than our own interpretation of such terms, then we may be required to disclose certain of our proprietary software or take other actions that could adversely impact our business. Further, the use of open source software can lead to vulnerabilities that may make our software susceptible to attack, and open source licenses generally do not provide warranties or controls on the origin of the software. While we attempt to utilize open source software in a manner that helps alleviate these risks, our attempts may not be successful. Any of the foregoing could have a material adverse effect on our business, financial condition and results of operations.

We invest significant time, resources and management attention to identifying and developing project leads that are subject to our sales and marketing focus and if we are unsuccessful in converting such project leads into binding purchase orders, our business, financial condition and results of operations could be materially adversely affected.

The commercial contracting and bidding process for solar project development is long and has multiple steps and uncertainties. We closely monitor the development of potential sales leads through this process. Project leads may fail to be converted into binding purchase orders at any stage of the bidding process because either (i) a competitors' product is selected to fulfill some or all of the order due to price, functionality or other reasons or (ii) the project does not progress to the stage involving the purchase of tracker systems. If we fail to convert a significant number of project leads that are subject to our sales and marketing focus into binding purchase orders, our business or results of operations could be materially adversely affected.

Our growth depends in part on the success of our strategic relationships with third parties on whom we rely for new projects and who provide us with valuable customer feedback that helps guide our innovation.

In order to continue to win business, we must maintain and enhance our long-term strategic relationships with leading EPCs, developers, owners and operators of solar projects. These relationships enable us to serve as strategic advisors to each of these stakeholders in a solar project, increasing the probability that our product will be selected by these stakeholders in future projects. These stakeholders also provide us with valuable customer feedback that allows us to innovate on our products to meet the demands of our customers.

Any loss of these relationships could result in the potential loss of new projects, and the potential loss of innovation guidance, which could have a material adverse effect on our business, financial condition and results of operations.

We may need to defend ourselves against third-party claims that we are infringing, misappropriating or otherwise violating others' intellectual property rights, which could divert management's attention, cause us to incur significant costs, and prevent us from selling or using the technology to which such rights relate.

Our competitors and other third parties hold numerous patents related to technology used in our industry, and may hold or obtain patents, copyrights, trademarks or other intellectual property rights that could prevent, limit, or interfere with our ability to make, use, develop, sell or market our products and services. From time to time we may be subject to claims of infringement, misappropriation or other violation of patents or other intellectual property rights and related litigation. Regardless of their merit, responding to such claims can be time consuming, can divert management's attention and resources, and may cause us to incur significant expenses in litigation or settlement and face negative publicity, and we cannot be certain that we would be successful in defending against any such claims in litigation or other proceedings. If we do not successfully defend or settle an intellectual property claim, we could be liable for significant monetary damages and could be prohibited from continuing to use certain technology, business methods, content or brands, and from making, selling or incorporating certain components or intellectual property into the products and services we offer. As a result, we could be forced to redesign our products and services, and/or to establish and maintain alternative branding for our products and services. To avoid litigation or being prohibited from marketing or selling the relevant products or services, we could seek a license from the applicable third party,

which could require us to pay significant royalties, licensing fees, or other payments, increasing our operating expenses. If a license is not available at all or not available on reasonable terms, we may be required to develop or license a non-violating alternative, either of which could be infeasible or require significant effort and expense. If we cannot license or develop a non-violating alternative, we would be forced to limit or stop sales of our offerings and may be unable to effectively compete. Moreover, there could be public announcements of the results of hearings, motions or other interim proceedings or developments and if securities analysts or investors perceive these results to be negative, it could have a substantial adverse effect on the price of our Class A common stock. Any of the foregoing could result in substantial costs, negative publicity and diversion of resources and management attention, any of which could have a material adverse effect on our business, financial condition and results of operations.

Failure by our manufacturers or our component or raw material suppliers to use ethical business practices and comply with applicable laws and regulations may adversely affect our business, financial condition and results of operations.

We do not control our manufacturers or suppliers or their business practices. Accordingly, we cannot guarantee that they follow ethical business practices such as fair wage practices and compliance with environmental, safety, labor and other laws. A lack of demonstrated compliance could lead us to seek alternative manufacturers or suppliers, which could increase our costs and result in delayed delivery of our products, product shortages or other disruptions of our operations. If our suppliers, manufacturers, or retail partners fail to comply with applicable laws, regulations, safety codes, employment practices, human rights standards, quality standards, environmental standards, production practices, or other obligations, norms, or ethical standards, our reputation and brand image could be harmed, and we could be exposed to litigation, investigations, enforcement actions, monetary liability and additional costs that could have a material adverse effect on our business, financial condition and results of operations.

We could be adversely affected by any violations of the FCPA and other foreign anti-bribery laws.

The FCPA generally prohibits companies and their intermediaries from making, promising, authorizing or offering improper payments or other things of value to foreign government officials for the purpose of obtaining or retaining business. The FCPA also requires that we keep accurate books and records and maintain internal controls and compliance procedures designed to prevent any such actions. Other countries in which we operate also have anti-bribery laws, some of which prohibit improper payments to government and non-government persons and entities. Our policies mandate compliance with these anti-bribery laws. However, we currently operate in and intend to further expand into many parts of the world that have experienced governmental corruption to some degree and, in certain circumstances, strict compliance with anti-bribery laws may conflict with local customs and practices. It is possible that our third-party manufacturers, other suppliers, employees, subcontractors, customers, agents or partners may take actions in violation of our policies or applicable anti-bribery laws. Any such violation, even if unauthorized and prohibited by our policies, could subject us to investigations, settlements, criminal or civil penalties or other sanctions, or negative media coverage and cause harm to our reputation, which could have a material adverse effect on our business, financial condition and results of operations.

We may incur obligations, liabilities or costs under environmental, health and safety laws, which could have an adverse impact on our business, financial condition and results of operations.

Our suppliers' operations involve the use, handling, generation, storage, discharge and disposal of hazardous substances, chemicals and wastes. As a result, our suppliers are required to comply with national, state and local laws and regulations regarding the protection of the environment and health and safety. We are also required to comply with general national, state, local and foreign health and safety laws and regulations in every location that we have operations, employees and workers. Adoption of more stringent laws and regulations in the future, including restriction or prohibition on the use of raw materials currently utilized by our suppliers to manufacture products, could cause our suppliers to incur additional costs, which could increase the cost we pay for their products. Moreover, new environmental laws requiring changes to our suppliers' use of raw materials could adversely impact the quality or performance of products we currently purchase. In addition, violations of, or liabilities under, these laws and regulations by our suppliers could result in our being subject to adverse publicity, reputational damage, substantial fines, penalties, criminal proceedings, third-party property damage or personal injury claims, cleanup costs or other costs. Further, the facilities of our suppliers, including suppliers who manufacture our products, components and materials, are located on properties with a history of use involving hazardous materials, chemicals and wastes and may be contaminated. We may become liable under certain environmental laws and regulations for costs to investigate or remediate contamination at such properties and under common law for bodily injury or property damage claims arising from the alleged

impact of such contamination. Liability under environmental laws and regulations for investigating and remediating contamination can be imposed on a joint and several basis and without regard to fault or the legality of the activities giving rise to the contamination conditions. In addition, future developments such as more aggressive enforcement policies from the U.S. federal government or relevant foreign authorities, or the discovery of presently unknown environmental conditions may require expenditures that could have a material adverse effect on our business, financial condition and results of operations.

Fluctuations in foreign currency exchange rates could increase our operating costs and impact our business.

The majority of our sales and cash are denominated in U.S. dollars, however we do have certain contracts with third parties that are denominated in, or otherwise affected by, other currencies. Therefore, fluctuations in exchange rates, particularly between the U.S. dollar and the Euro, Indian rupee and Brazilian real, may result in foreign exchange gains or losses for us. As a result, we are exposed to fluctuations in these currencies impacting our operating results.

Currency exchange rates fluctuate daily as a result of a number of factors, including changes in a country's political and economic policies. The primary impact of currency exchange fluctuations is on cash, payables and expenses related to transactions in currencies denominated in other than the U.S. dollar. As part of our currency hedging strategy, we may use financial instruments such as forward exchange, swap contracts and options to hedge our foreign currency exposure in order to reduce the short-term impact of foreign currency rate fluctuations on our operating results. If our hedging activities are not successful or if we change or reduce these hedging activities in the future, we may experience unexpected fluctuations in our operating results as a result of changes in exchange rates.

Furthermore, volatility in foreign exchange rates affects our ability to plan our pricing strategy. To the extent that we are unable to pass along increased costs and other financial effects resulting from exchange rate fluctuations to our customers, our profitability may be adversely impacted. As a result, fluctuations in non-U.S. dollar currencies and the U.S. dollar could have a material adverse effect on our business, financial condition and results of operations.

We are required to pay others for certain tax benefits that we are deemed to realize under the Tax Receivable Agreement, and the amounts we may pay could be significant.

We entered into a Tax Receivable Agreement with the LLC, Yuma, Inc. ("Yuma"), Yuma Subsidiary, Inc. ("Yuma Sub"), TPG Rise Flash, L.P. ("TPG Rise") and the following affiliates of TPG Rise: TPG Rise Climate Flash Cl BDH, L.P., TPG Rise Climate BDH, L.P. and The Rise Fund II BDH, L.P. (together, the "TPG Affiliates") in connection with our initial public offering ("IPO"). Prior to the Spin Transactions (as defined in Note 6 in the notes to the consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2025), Yuma and Yuma Sub assigned their respective rights under the Tax Receivable Agreement to an entity that remains an affiliate of Flex Ltd. ("Flex"). The Tax Receivable Agreement provides for the payment by us to Flex's affiliate, TPG and the TPG Affiliates (or certain permitted transferees thereof) of 85% of the tax benefits, if any, that we are deemed to realize under certain circumstances as a result of (i) our allocable share of existing tax basis in tangible and intangible assets resulting from exchanges or acquisitions of the LLC common units, including as part of the Transactions or under the Exchange Agreement (as defined in Note 6 in the notes to the consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2025), (ii) increases in tax basis resulting from exchanges or acquisitions of outstanding LLC common units and shares of Class B common stock (including as part of the Transactions, the subsequent follow-on offering or under the Exchange Agreement), (iii) certain pre-existing tax attributes of certain blocker corporations affiliated with TPG that each merged with a separate direct, wholly-owned subsidiary of us, as part of the Transactions, and (iv) certain other tax benefits related to our entering into the Tax Receivable Agreement, including tax benefits attributable to payments under the Tax Receivable Agreement.

There may be a material negative effect on our liquidity if, as a result of timing discrepancies or otherwise, the payments under the Tax Receivable Agreement exceed the actual benefits we realize in respect of the tax attributes subject to the Tax Receivable Agreement or distributions to us by the LLC are not sufficient to permit us to make payments under the Tax Receivable Agreement after we have paid taxes. Furthermore, our obligations to make payments under the Tax Receivable Agreement could make us a less attractive target for an acquisition, particularly in the case of an acquirer that cannot use some or all of the tax benefits that are deemed realized under the Tax Receivable Agreement.

In certain cases, our payments under the Tax Receivable Agreement to others may be accelerated and/or significantly exceed the actual benefits we realize in respect of the tax attributes subject to the Tax Receivable Agreement.

The Tax Receivable Agreement provides that upon certain circumstances we will be required to make an immediate payment equal to the present value of the anticipated future tax benefits, including upon certain mergers, asset sales, other forms of business combinations or other changes of control (with certain exceptions, such as the Spin Distribution and the Merger (as such terms are defined in Note 6 in the notes to the consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2025)), if we materially breach any of our material obligations under the Tax Receivable Agreement, or if, at any time, we elect an early termination of the Tax Receivable Agreement. The amount of any such payment would be based on certain assumptions, including that we (or our successor) would have sufficient taxable income to fully utilize the deductions arising from the increased tax deductions and tax basis and other benefits related to entering into the Tax Receivable Agreement. As a result, we could be required to make payments under the Tax Receivable Agreement that are greater than or less than the percentage specified in the Tax Receivable Agreement of the actual benefits that we realize in respect of the tax attributes that are subject to the Tax Receivable Agreement and the upfront payment may be made years in advance of the actual realization of such future benefits (if any). Under certain circumstances, including an early termination of the Tax Receivable Agreement, our obligations under the Tax Receivable Agreement could have a substantial negative impact on our liquidity, as well as our attractiveness as a target for an acquisition. In addition, we may not be able to finance our obligations under the Tax Receivable Agreement.

Payments under the Tax Receivable Agreement will generally be based on the tax reporting positions that we determine except with respect to the agreed tax treatment provided for in the Tax Receivable Agreement. The Tax Receivable Agreement and a related side letter (the "TRA Side Letter,"), which is treated as part of the Tax Receivable Agreement, provide that the parties will treat payments under the Tax Receivable Agreement and TRA Side Letter that are attributable to certain tax benefits from exchanges of LLC common units under the Exchange Agreement and from the purchase of LLC common units from Yuma and TPG (with the net proceeds of the IPO and follow-on) as upward purchase price adjustments to the extent permitted by law and other than amounts treated as interest under the Code. We will not be reimbursed for any payments previously made under the Tax Receivable Agreement, even if the tax benefits underlying such payment are disallowed (although future amounts otherwise payable under the Tax Receivable Agreement may be reduced as a result thereof). In addition, the actual state or local tax savings we realize may be different than the amount of such tax savings we are deemed to realize under the Tax Receivable Agreement, which will be based on an assumed combined state and local tax rate applied to our reduction in taxable income as determined for U.S. federal income tax purposes as a result of the Tax Receivable Agreement. As a result, in certain circumstances, payments could be made under the Tax Receivable Agreement in excess of the benefits that we actually realize in respect of the tax attributes subject to the Tax Receivable Agreement.

As a public company, we are subject to financial and other reporting and corporate governance requirements that may be difficult for us to satisfy, have resulted in increased costs and diverted resources and management attention from operating our business.

In February 2023, we became a public company and are now subject to various reporting and corporate governance requirements under the Exchange Act, the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"), the listing standards of Nasdaq and other applicable securities rules and regulations. These requirements continue to impose significant compliance obligations upon us and require us, among other things, to file with the SEC annual and quarterly information and other reports specified under the Exchange Act and SEC regulations, prepare and distribute periodic reports and stockholder communications under the applicable federal securities laws and Nasdaq rules and evaluate and maintain our system of internal control over financial reporting under the Sarbanes-Oxley Act.

Additionally, Section 404 of the Sarbanes-Oxley Act requires our management to certify financial and other information in our quarterly and annual reports and provide an annual management report on the effectiveness of our internal control over financial reporting. We are also required to have our independent registered public accounting firm attest to, and issue an opinion on, the effectiveness of our internal control over financial reporting. We are continuing to improve our internal controls over financial reporting; however, if we are unable to assert that our internal control over financial reporting is effective, or if, when required, our independent registered public accounting firm is unable to express an opinion on the effectiveness of our internal control over financial reporting, we could lose investor confidence in the accuracy and completeness of our financial reports, which would cause the price of our Class A common stock to decline.

We anticipate that the financial and corporate governance requirements that we are subject to as a public company will continue to require a significant commitment of resources and management oversight that has increased and may continue to increase our costs and might place a strain on our systems and resources. As a result, our management's attention might be diverted from other business concerns.

We are subject to risks relating to litigation and regulatory investigations and proceedings, which may have a material adverse effect on our business.

From time to time, we are involved in various claims, suits, investigations and legal proceedings. Such legal claims or regulatory matters could involve matters relating to commercial disputes, government regulatory and compliance, intellectual property, antitrust, tax, employment or shareholder issues, workplace safety, product liability claims and other issues on a global basis. If we receive an adverse judgment in any such matter, we could be required to pay substantial damages and cease certain practices or activities. Regardless of the merits of the claims, litigation and other proceedings may be both time-consuming and disruptive to our business. The defense and ultimate outcome of any lawsuits or other legal proceedings may result in higher operating expenses and a decrease in operating margin, which could have a material adverse effect on our business, financial condition or results of operations.

Any existing or future lawsuits could be time-consuming, result in significant expense and divert the attention and resources of our management and other key employees, as well as harm our reputation, business, financial condition or results of operations.

Risks Related to Our Indebtedness and Financing

Our indebtedness could adversely affect our financial flexibility, financial condition and our competitive position.

We have entered into the New Credit Agreement (as defined in Note 7 "Credit facilities" in the notes to the unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report). The obligations of the borrower and the LLC, under the New Credit Agreement and related loan documents are jointly and severally guaranteed by us and the LLC. To the extent that we incur indebtedness by drawing on our revolving credit facility, our level of indebtedness would increase the risk that we may be unable to generate cash sufficient to pay amounts due in respect of our indebtedness. Our indebtedness could have other important consequences to you and significant effects on our business. For example, it could:

- increase our vulnerability to adverse changes in general economic, industry and competitive conditions;
- require us to dedicate a substantial portion of our cash flow from operations to make payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures and other general corporate purposes;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- restrict us from exploiting business opportunities;
- make it more difficult to satisfy our financial obligations, including payments on our indebtedness;
- place us at a disadvantage compared to our competitors that have less debt; and
- limit our ability to borrow additional funds for working capital, capital expenditures, acquisitions, debt service requirements, execution of our business strategy or other general corporate purposes.

In addition, the New Credit Agreement contains, and the agreements evidencing or governing any other future indebtedness may contain, restrictive covenants that limit or will limit our ability to engage in activities that may be in our long-term best interests. Our failure to comply with those covenants could result in an event of default which, if not cured or waived, could result in the acceleration of all of our indebtedness. In addition, a default by us under the New Credit Agreement or an agreement governing any other future indebtedness may trigger cross-defaults under any other future agreements governing our indebtedness. Upon the occurrence of an event of default or cross-default under any of the present or future agreements governing our indebtedness, the lenders could elect to declare all amounts outstanding to be due and payable and exercise other remedies as set forth in the agreements. If any of our indebtedness were to be accelerated, there can be no assurance that our assets would be sufficient to repay this indebtedness in full, which could have a material adverse effect on our ability to continue to operate as a going concern.

The New Credit Agreement contains, and the agreements evidencing or governing any other future indebtedness may contain, financial restrictions on us and our subsidiaries, including restrictions on our or our subsidiaries' ability to, among other things:

- place liens on our or our subsidiaries' assets; and
- incur certain additional subsidiary indebtedness.

Our indebtedness could adversely affect our financial condition.

Our indebtedness could limit our ability to obtain additional financing for working capital, capital expenditures, acquisitions, debt service requirements, stock repurchases or other purposes. It may also increase our vulnerability to adverse economic, market and industry conditions, limit our flexibility in planning for, or reacting to, changes in our business operations or to our industry overall, and place us at a disadvantage in relation to our competitors that have lower debt levels. Any or all of the foregoing events and/or factors could have a material adverse effect on our business, financial condition and results of operations.

We may raise additional capital, which could have a dilutive effect on the existing holders of our common stock and adversely affect the market price of our common stock.

We periodically evaluate opportunities to access capital markets, taking into account our financial condition, regulatory capital ratios, business strategies, anticipated asset growth and other relevant considerations. It is possible that future acquisitions, organic growth or changes in regulatory capital requirements could require us to increase the amount or change the composition of our current capital, including our common equity. For all of these reasons and others, and always subject to market conditions, we may issue additional shares of common stock or other capital securities in public or private transactions.

The issuance of additional common stock, debt, or securities convertible into or exchangeable for our common stock or that represent the right to receive common stock, or the exercise of such securities, could be substantially dilutive to holders of our common stock. Holders of our common stock have no preemptive or other rights that would entitle them to purchase their pro rata share of any offering of shares of any class or series and, therefore, such sales or offerings could result in dilution of the ownership interests of our stockholders.

Because we do not intend to pay any cash dividends on our common stock in the near term, capital appreciation, if any, of our common stock will be your sole source of potential gain for the foreseeable future.

We do not intend to pay cash dividends on our common stock in the near term. We currently intend to retain all available funds and any future earnings for use in the operation and expansion of our future businesses and do not anticipate paying any cash dividends in the foreseeable future. Should we decide in the future to pay cash dividends on our common stock, as a holding company, our ability to pay dividends and meet other obligations depends upon the receipt of dividends or other payments from our subsidiaries. In addition, any future financing agreements may restrict our ability to pay dividends.

We may not have sufficient cash flow from our business to pay our debt.

The LLC's ability to make scheduled payments of the principal of, to pay interest on or to refinance our indebtedness, depends on our future performance, which is subject to economic, financial, competitive and other factors beyond our control. Our business may not continue to generate cash flow from operations in the future sufficient to service our debt and make necessary capital expenditures. If we are unable to generate such cash flow, we may be required to adopt one or more alternatives, such as selling assets, restructuring debt or obtaining additional equity capital on terms that may be onerous or highly dilutive. Our ability to refinance our indebtedness will depend on the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations.

We may still incur substantially more debt or take other actions which would intensify the risks discussed above.

We and our subsidiaries may be able to incur substantial additional debt in the future, subject to the restrictions contained in our debt instruments, some of which may be secured debt. Our New Credit Agreement restricts our ability to incur certain additional subsidiary indebtedness, but if the facility matures or is repaid, we may not be subject to such restrictions under the terms of any subsequent indebtedness.

Risks related to our Class A common stock

The price of our Class A common stock may continue to fluctuate substantially, and you could lose all or part of your investment.

The market price of our Class A common stock has since the IPO fluctuated substantially, is highly volatile and may continue to fluctuate substantially due to many factors, including those described in this "Risk Factors" section, many of which are beyond our control and may not be related to operating performance. These fluctuations could cause you to lose all or part of your investment in our Class A common stock. Factors that could cause fluctuations in trading price of our common stock include the following:

- volume and customer mix for our products;
- the introduction of new products by us or others in our industry;
- the impact of inflation, higher interest rates or tariffs;
- the reduction, elimination or expiration of government incentives for our products or the solar industry generally;
- disputes or other developments with respect to our or others' intellectual property rights;
- product liability claims or other litigation;
- quarterly variations in our results of operations or those of others in our industry;
- media exposure of our products or of those of others in our industry;
- changes in governmental regulations or in the status of our regulatory approvals or applications;
- changes in earnings estimates or recommendations by securities analysts;
- general market conditions and other factors, including factors unrelated to our operating performance or the operating performance of our competitors; and
- changes in our capital structure or dividend policy, including as a result of future issuances of securities, sales of large blocks of Class A common stock by our stockholders and our employees, or our incurrence of debt.

In recent years, the stock markets generally have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of those companies. Broad market and industry factors may significantly affect the market price of our Class A common stock, regardless of our actual operating performance.

In addition, in the past, class action litigation has often been instituted against companies whose securities have experienced periods of volatility in market price. For example, in December 2024, a class action lawsuit alleging violations of federal securities laws was filed by a purported stockholder, naming as defendants us and certain of our officers, for allegedly making false and misleading statements about our business, financial results and prospects, and in January 2025 and March 2025, derivative actions were filed against our directors and certain of our officers based on the same factual allegations. We may be the target of additional litigation of this type in the future as well. Securities litigation brought against us following volatility in our stock price, regardless of the merit or ultimate results of such litigation, could result in substantial costs, which would harm our financial condition and operating results and divert management's attention and resources from our business.

We cannot predict the effect our multi-class share structure may have on the market price of our Class A common stock.

We cannot predict whether our multi-class share structure will result in a lower or more volatile market price of our Class A common stock, adverse publicity or other adverse consequences. For example, certain index providers have announced restrictions on including companies with multi-class share structures in certain of their indices. Under such policies, the multi-class structure of our common stock would make us ineligible for inclusion in certain indices and, as a result, mutual funds, exchange-traded funds, and other investment vehicles that attempt to track those indices would not invest in our Class A common stock. It is unclear what effect, if any, these policies will have on the valuations of publicly traded companies excluded from such indices, but it is possible that they may depress valuations, as compared to similar companies that are included. Given the sustained flow of investment funds into passive strategies that seek to track certain indices, exclusion from certain stock indices would likely preclude investment by many of these funds and could make our Class A common stock less attractive to other investors. In addition, several stockholder advisory firms and large institutional investors oppose the use of

multi-class share structures. As a result, our multi-class share structure may cause stockholder advisory firms to publish negative commentary about our corporate governance practices or otherwise seek to cause us to change our capital structure, and may result in large institutional investors not purchasing shares of our Class A common stock. As a result of the foregoing factors, the market price and trading volume of our Class A common stock could be adversely affected.

Securities analysts may not publish favorable research or reports about our business or may publish no information at all, which could cause our stock price or trading volume to decline.

The trading market for our Class A common stock may be influenced to some extent by the research and reports that industry or financial analysts publish about us and our business. We do not control these analysts. If any of the analysts who cover us provide inaccurate or unfavorable research or issue an adverse opinion regarding our stock price, our stock price could decline. If one or more of these analysts cease coverage of us or fail to publish reports covering us regularly, we could lose visibility in the market, which in turn could cause our stock price or trading volume to decline.

If our estimates or judgments relating to our critical accounting policies are based on assumptions that change or prove to be incorrect, our operating results could fall below the expectations of securities analysts and investors, resulting in a decline in the market price of our Class A common stock.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in our consolidated financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets, liabilities, equity, revenue and expenses that are not readily apparent from other sources. It is possible that interpretation, industry practice and guidance may evolve over time. If our assumptions change or if actual circumstances differ from our assumptions, our operating results may be adversely affected and could fall below the expectations of securities analysts and investors, resulting in a decline in the market price of our Class A common stock.

Provisions in our corporate charter documents and under Delaware law could make an acquisition of us more difficult and may prevent attempts by our stockholders to replace or remove our current management.

Provisions in our amended and restated certificate of incorporation and our amended and restated bylaws may discourage, delay or prevent a merger, acquisition or other change in control of us that stockholders may consider favorable, including transactions in which stockholders might otherwise receive a premium for their shares. These provisions could also limit the price that investors might be willing to pay in the future for shares of our Class A common stock, thereby depressing the market price of our Class A common stock. In addition, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors. Because our board of directors is responsible for appointing the members of our management team, these provisions could in turn affect any attempt by our stockholders to replace current members of our management team.

Moreover, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the DGCL, which prohibits a person who owns in excess of 15% of our outstanding voting stock from merging or combining with us for a period of three years after the date of the transaction in which the person acquired in excess of 15% of our outstanding voting stock, unless the merger or combination is approved in a prescribed manner.

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware is the sole and exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.

Our amended and restated certificate of incorporation specifies that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, another state court in Delaware or the federal district court for the District of Delaware) will be the sole and exclusive forum for most legal actions involving actions brought against us by stockholders. Notwithstanding the foregoing, the exclusive forum provision will not apply to any claim to enforce any liability or duty created by the Exchange Act or any other claim for which the U.S. federal courts have exclusive jurisdiction. Our amended and restated certificate of incorporation provides that the federal district courts of the United States of America will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act. We believe this exclusive forum provision benefits us by providing increased

consistency in the application of Delaware law by chancellors particularly experienced in resolving corporate disputes, efficient administration of cases on a more expedited schedule relative to other forums and protection against the burdens of multi-forum litigation. However, such provisions may have the effect of discouraging lawsuits against our directors and officers. The enforceability of similar choice of forum provisions in other companies' certificates of incorporation has been challenged in legal proceedings, and it is possible that, in connection with any applicable action brought against us, a court could find the choice of forum provision contained in our amended and restated certificate of incorporation to be inapplicable or unenforceable in such action.

Claims for indemnification by our directors and officers may reduce our available funds to satisfy successful third-party claims against us and may reduce the amount of money available to us.

Our amended and restated certificate of incorporation provides that we will indemnify our directors and officers to the fullest extent permitted by Section 145 of the DGCL.

In addition, as permitted by the DGCL, our amended and restated certificate of incorporation and our indemnification agreements that we have entered into with our directors and officers provide that:

- we will indemnify our directors and officers for serving us in those capacities or for serving other business enterprises at our request, to the fullest extent permitted by applicable law. Such law provides that a corporation may indemnify such person if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to our best interests and, with respect to any criminal proceeding, had no reasonable cause to believe such person's conduct was unlawful;
- we may, in our discretion, indemnify employees and agents in those circumstances where indemnification is permitted by applicable law;
- we are required to advance expenses, as incurred, to our directors and officers in connection with defending a proceeding, except that such directors or officers shall undertake to repay such advances if it is ultimately determined that such person is not entitled to indemnification;
- the rights conferred in our amended and restated certificate of incorporation are not exclusive, and we are authorized to enter into indemnification agreements with our directors, officers, employees and agents and to obtain insurance to indemnify such persons; and
- we may not retroactively amend our amended and restated certificate of incorporation provisions to reduce our indemnification obligations to directors, officers, employees and agent.

Under the Tax Matters Agreement, Nextracker will be restricted from taking certain actions that could adversely affect the intended tax treatment of the Spin Distribution or the Merger, and such restrictions could significantly impair Nextracker's ability to implement strategic initiatives that otherwise would be beneficial.

The Tax Matters Agreement entered into by us, Yuma and Flex immediately prior to the Spin Distribution, which governs the rights, responsibilities and obligations of such parties with respect to taxes (including taxes arising in the ordinary course of business and taxes incurred as a result of the Tax Distributions, as defined in Note 6 in the notes to the consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2025 (the "Distributions"), and the Merger), tax attributes, tax returns, tax contests and certain other matters (the "Tax Matters Agreement"), generally restricts Nextracker from taking certain actions that could adversely affect the intended tax treatment of the Spin Distribution or the Merger, subject to certain exceptions. As a result of these restrictions, Nextracker's, ability to engage in certain transactions, such as the issuance or purchase of stock or certain business combinations, may be limited.

If we take any enumerated actions or omissions, or if certain events relating to us occur that would cause the Spin Distribution or the Merger to become taxable, we may be required to bear the cost of any resulting tax liability under the Tax Matters Agreement. Any such indemnification obligation likely would be substantial and likely would have a material adverse effect on us. These restrictions may reduce our ability to engage in certain business transactions that otherwise might be advantageous to us, which could adversely affect our business, result of operations or financial condition.

General risk factors

If we fail to manage our future growth effectively, we may be unable to execute our business plan, maintain high levels of customer service or adequately address competitive challenges.

We have experienced significant growth in recent periods. We intend to continue to expand our business significantly within existing and new markets. This growth has placed, and any future growth may place, a significant strain on our management, operational and financial infrastructure. In particular, we will be required to expand, train and manage our growing employee base and scale and improve our IT infrastructure in tandem with that headcount growth. Our management will also be required to maintain and expand our relationships with customers, suppliers and other third parties and attract new customers and suppliers, as well as manage multiple geographic locations.

Our current and planned operations, personnel, IT and other systems and procedures might be inadequate to support our future growth and may require us to make additional unanticipated investment in our infrastructure. Our success and ability to further scale our business will depend, in part, on our ability to manage these changes in a cost-effective and efficient manner. If we cannot manage our growth effectively, we may be unable to take advantage of market opportunities, execute our business strategies or respond to competitive pressures. This could also result in declines in quality or customer satisfaction, increased costs, difficulties in introducing new offerings or other operational difficulties. Any failure to effectively manage growth could adversely impact our reputation and could have a material adverse effect on our business, financial condition and results of operations.

If we fail to retain our key personnel or if we fail to attract additional qualified personnel, we may not be able to achieve our anticipated level of growth and our business could suffer.

Our future success and ability to implement our business strategy depends, in part, on our ability to attract and retain key personnel, and on the continued contributions of members of our senior management team and key technical personnel, each of whom would be difficult to replace. All of our employees, including our senior management, are free to terminate their employment relationships with us at any time.

Competition for highly skilled individuals with technical expertise is extremely intense, and we face challenges identifying, hiring and retaining qualified personnel in many areas of our business. Integrating new employees into our team could prove disruptive to our operations, require substantial resources and management attention and ultimately prove unsuccessful. An inability to retain our senior management and other key personnel or to attract additional qualified personnel could limit or delay our strategic efforts, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

Future acquisitions, strategic investments, partnerships, or alliances could be difficult to identify and integrate, divert the attention of key management personnel, disrupt our business, dilute stockholder value and adversely affect our business, financial condition and results of operations.

As part of our business strategy, we have, and in the future expect to continue to make, investments in and/or acquire complementary companies, services or technologies, such as our acquisitions of Ojjo, the foundations business of SPI, Bentek, and other recent acquisitions. Our ability as an organization to acquire and integrate other companies, services or technologies in a successful manner in the future is not guaranteed. We may not be able to find suitable acquisition candidates, and we may not be able to complete such acquisitions on favorable terms, if at all. When we complete acquisitions, we may not ultimately strengthen our competitive position or ability to achieve our business objectives, and any acquisitions we complete could be viewed negatively by our end-customers or investors. In addition, our due diligence may fail to identify all of the problems, liabilities or other shortcomings or challenges of an acquired business, product or technology, including issues related to intellectual property, product quality or product architecture, regulatory compliance practices, revenue recognition or other accounting practices or issues with employees or customers. If we are unsuccessful at integrating such acquisitions, or the technologies associated with such acquisitions, into our company, the revenue and results of operations of the combined company could be adversely affected. Any integration process may require significant time and resources, and we may not be able to manage the process successfully. We may not successfully evaluate or utilize the acquired technology or personnel, or accurately forecast the financial impact of an acquisition transaction, causing unanticipated write-offs or accounting charges. We may have to pay cash, incur debt or issue equity securities to pay for any such acquisition, each of which could adversely affect our business, financial condition and the market price of our Class A common stock. The sale of equity or issuance of

debt to finance any such acquisitions could result in dilution to our stockholders. The incurrence of indebtedness would result in increased fixed obligations and could also include covenants or other restrictions that would impede our ability to manage our operations.

ITEM 2. *UNREGISTERED SALE OF EQUITY SECURITIES AND USE OF PROCEEDS*

Recent Sales of Unregistered Securities; Purchases of Equity Securities by the Issuer or Affiliated Purchaser

Not applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Rule 10b5-1 and Non-Rule 10b5-1 Trading Arrangements

During the three-month period ended September 26, 2025, certain of our officers or directors listed below adopted or terminated trading arrangements for the purchase or sale of shares of our Class A common stock in amounts and prices determined in accordance with a formula set forth in each such plan:

Name and Title	Action	Date	Rule 10b5-1(1)	Non- Rule 10b5-1(2)	Aggregate Number of Securities/Total Dollar Value to be Purchased	Aggregate Number of Securities/Total Dollar Value to be Sold	Expiration
Dan Shugar, CEO	Adoption	August 19, 2025	X			Up to 486,206 shares(3)	March 12, 2027
Howard Wenger, President	Adoption	August 18, 2025	X			Up to 357,526 shares(3)	March 15, 2027
Dave Bennett, CAO	Adoption	September 12, 2025	X			Up to 33,725 shares(3)	March 20, 2026

(1) Intended to satisfy the affirmative defense conditions of Rule 10b5-1(c).

(2) Not intended to satisfy the affirmative defense conditions of Rule 10b5-1(c).

(3) Subject to minimum selling price thresholds established by the individual. Includes 398,571 options for Mr. Shugar and 247,619 options for Mr. Wenger, in each case the future vesting of which is contingent upon continuous service and achievement of certain Nextracker equity valuation growth rate conditions and which, if vesting occurs, must be exercised by March 15, 2027 or such options terminate.

ITEM 6. EXHIBITS

Exhibit No.	Description	Filed Herewith	Incorporated by reference			
			Form	File No.	Exhibit	Filing Date
3.1	Amended and Restated Certificate of Incorporation of Nextracker Inc.		10-Q	001-41617	3.1	March 9, 2023
3.2	Restated Bylaws of Nextracker Inc.		10-Q	001-41617	3.2	March 9, 2023
10.1	Credit Agreement, dated September 8, 2025, by and among Nextracker Inc., Nextracker LLC, as Borrower, and the other parties thereto.		8-K	001-41617	10.1	September 8, 2025
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				
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).	X				

** The certifications furnished in Exhibits 32.1 and 32.2 hereto are deemed to accompany this Form 10-Q and are not deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, nor shall they be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act.*

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.

Nextracker Inc.

Date: October 29, 2025

By: /s/ Charles Boynton

Charles Boynton
Chief Financial Officer
(Principal Financial Officer)

Exhibit 31.1

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

I, Daniel Shugar, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Nextracker 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)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer 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.

Dated: October 29, 2025

/s/ Daniel Shugar

Daniel Shugar

Chief Executive Officer and Director

(Principal Executive Officer)

Exhibit 31.2

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

I, Charles Boynton, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Nextracker 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)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer 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.

Dated: October 29, 2025

/s/ Charles Boynton

Charles Boynton
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

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

In connection with the Quarterly Report of Nextracker Inc. (the "Company") on Form 10-Q for the quarter ended September 26, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Daniel Shugar, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Dated: October 29, 2025

/s/ Daniel Shugar

Daniel Shugar
Chief Executive Officer and Director
(Principal Executive Officer)

Exhibit 32.2

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

In connection with the Quarterly Report of Nextracker Inc. (the "Company") on Form 10-Q for the quarter ended September 26, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Charles Boynton, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Dated: October 29, 2025

/s/ Charles Boynton

Charles Boynton
Chief Financial Officer
(Principal Financial Officer)