

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

FORM 8-K
CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): August 9, 2023

LanzaTech Global, Inc.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-40282 (Commission File Number)	92-2018969 (I.R.S. Employer Identification No.)
8045 Lamon Avenue, Suite 400 Skokie, Illinois (Address of principal executive offices)	(847) 324-2400 (Registrant's telephone number, including area code)	60077 (Zip Code)
	Not Applicable (Former name or former address, if changed since last report)	

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

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

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

Title of each class	Trading Symbols	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	LNZA	The Nasdaq Stock Market LLC
Redeemable Warrants, each whole warrant exercisable for one share of Common Stock at an exercise price of \$11.50	LNZAW	The Nasdaq Stock Market LLC

- Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
- If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition.

On August 9, 2023, LanzaTech Global, Inc. (Nasdaq: LNZA), issued a press release announcing its financial results for the second fiscal quarter ended June 30, 2023. In connection with issuing the press release, LanzaTech Global, Inc. will host a conference call on August 9, 2023 to discuss its financial results for its second fiscal quarter ended June 30, 2023. In connection therewith, LanzaTech Global, Inc. is providing an earnings presentation to stockholders, analysts, and any other parties participating on the call. Copies of the Company's press release and earnings presentation are attached as Exhibits 99.1 and 99.2 to this Form 8-K and incorporated herein by reference.

The information in Item 2.02 of this Current Report on Form 8-K, including Exhibit 99.1 and Exhibit 99.2 furnished herewith, is being furnished and shall not be deemed "filed" for any purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of such Section. The information in this Current Report on Form 8-K shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release dated August 9, 2023
99.2	LanzaTech Second Quarter 2023 Earnings Presentation
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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

Dated: August 9, 2023

LANZATECH GLOBAL, INC.

By: /s/ Joseph Blasko
Name: Joseph Blasko
Title: General Counsel and Corporate Secretary



LanzaTech Global, Inc. Announces Second Quarter 2023 Financial Results

Operating revenues of \$12.9 million for second quarter 2023, an increase of 31% over second quarter 2022

Current cash, restricted cash, and investments of \$161.1 million provides financial flexibility to execute business strategy through year-end 2024 without further need for additional capital resources

Reiterate outlook for achieving positive adjusted EBITDA by year-end 2024

Expanding geographic footprint in Europe and India with expected commercial plant startups in 2023

Updating full year 2023 revenue and adjusted EBITDA outlook due to improved project visibility and financial results to date

CHICAGO, Aug. 09, 2023 (GLOBE NEWSWIRE) -- LanzaTech Global, Inc. (Nasdaq: LNZA) ("LanzaTech" or the "Company"), a carbon recycling and leading Carbon Capture and Utilization ("CCU") company, today reported its financial and operating results for the second quarter of 2023.

Financial Results Summary

In the second quarter, revenue totaled \$12.9 million, an increase of 31% compared to \$9.9 million in the second quarter of 2022, and a quarter-over-quarter increase of 34%. Results reflect continued growth across the business, driven primarily by increases in engineering and other services revenue in the Company's biorefining segment as projects progressed through the development pipeline.

Cost of revenues in the second quarter increased 46% over the same period last year, reflecting 31% higher revenue year-over-year for the quarter and the significant costs of engineering and other services on our sustainable aviation fuel project in the UK.

Operating expenses totaled \$32.7 million in the second quarter, a 52% increase from the prior year, reflecting year-over-year overall headcount growth, expedited expansion of key teams including engineering and strategic projects to accelerate project development across the business and within our Brookfield project pipeline, innovation and process improvement in our gas fermentation platform, commercialization efforts for our isopropanol-producing microbe, and general public company costs. These costs support efforts critical to the Company's strategic growth objectives. Operating expenses in the second half 2023 are expected to be lower than in the first half as the Company experienced several one-time expenses in the first half, mainly attributable to professional services associated with the closing of the business combination.

Net loss totaled \$(26.8) million compared to net loss of \$(15.9) million in the second quarter of 2022. Adjusted EBITDA for the second quarter totaled \$(23.8) million, compared to \$(17.9) million in the second quarter of 2022. Adjusted EBITDA of \$(47.3) million for the first half includes the impact of several one-time expense add backs associated with the business combination completed earlier this year and initial securities registration. Adding back these one-time costs of approximately \$4 million, mostly related to professional services associated with LanzaTech's business combination transaction, is intended to provide a more accurate picture of the Company's operating performance.

Management Commentary

"During the second quarter we made meaningful progress toward each of the strategic objectives we've outlined for the year. We moved two commercial scale projects to the advanced engineering stage, continued to progress our projects with IndianOil in India and with ArcelorMittal in Belgium toward expected startup in the third and fourth quarters, respectively, and commenced startup of our fourth facility with our JV partner in China." said Jennifer Holmgren, Board Chair and Chief Executive Officer of LanzaTech. "We continue to illustrate the flexibility of our technology across a variety of waste feedstock sources and anticipate demonstrating the commercial viability of our isopropanol-producing microbe later this year. These important developments continue to validate that we have a gigaton scale carbon abatement solution many industries across the globe will need to rise to the current climate challenges."

Operational Highlights

- **Continued Progress Toward Three Full-Scale Commercial Startups in 2023:** The Company progressed three key projects toward commercial scale operations this quarter, broadening its global footprint. In India, progress over 2Q 2023 has led to expected start up at partner IndianOil Corporation's facility in 3Q 2023. In Belgium, commercial scale production at partner ArcelorMittal's facility is expected in 4Q 2023. In China, successful startup was achieved in 2Q 2023 at partner Shougang's facility and ramp up to full-scale production is underway.
 - **Demonstration of Isopropanol-Producing Microbe at Scale:** The Company is ahead of schedule in demonstrating production of its isopropanol-producing microbe at scale. Isopropanol can be used to make polypropylene, which had an estimated market size of \$120 billion in 2022. This progress is expected to enable partners to use the same LanzaTech biorefining hardware to produce more than one product, taking advantage of commodity price changes due to market fluctuations and demand cycles.
 - **SAF Market Opportunity Set Continues to Scale:** Recent announcements from LanzaJet including the planned completion of its 10 million gallon per year Freedom Pines Fuels facility, as well as from LanzaTech regarding its sustainable aviation fuel (SAF) project in the United Kingdom, continue to demonstrate the significant opportunity for the Company in supplying its waste-based ethanol to producers of SAF via LanzaJet's Alcohol to Jet technology. The ambitious production targets of SAF market participants are expected to drive a substantial opportunity for the Company due to the limitations of competing renewable feedstocks longer term.
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- PET Production Expands Potential End Markets: The recently announced production of PPKNatura—the world's first polyethylene terephthalate (PET) resin made from captured carbon emissions—with Plastipak Packaging, Inc. opens significant new end markets for the Company, including the food and pharmaceutical packaging markets where recycled PET cannot be used.

Balance Sheet and Liquidity

As of June 30, 2023, LanzaTech had \$161.1 million in total cash, restricted cash, and investments compared to \$194.9 million at the end of first quarter 2023. LanzaTech does not have any outstanding debt, other than the Brookfield SAFE and the Fixed Maturity Consideration associated with the Forward Purchase Agreement, as described in the Company's filing on Form 10-Q for the quarter ending June 30, 2023, which, for accounting purposes, are treated as debt instruments and are classified as liabilities on the Company's condensed consolidated balance sheet as of June 30, 2023. The Company believes that the current liquidity position will be sufficient to execute its business plan and achieve its growth objectives.

2023 Guidance

LanzaTech is updating its 2023 outlook for total revenue and adjusted EBITDA to reflect increased visibility into the progression of its current project pipeline while considering 2023 financial results to date. The Company expects total revenue for the full year 2023 of \$80 million to \$100 million. Adjusted EBITDA is forecasted to be \$(75) million to \$(65) million. The updated financial guidance reflects recent shifts in expected project milestone timing which push certain expected revenues from late 2023 into early 2024. As such, the Company reiterates its previous target of reaching positive adjusted EBITDA by the end of 2024.

Conference Call Information

LanzaTech will host a conference call today, August 9, 2023, at 8:30 A.M. EDT to review the Company's financial results, discuss recent events and conduct a question-and-answer session. The conference call may be accessed via a live webcast on a listen-only basis at <https://ir.lanzatech.com/news-events/events-presentations>.

To participate in the live teleconference:

Domestic callers: (844) 826-3035

International callers: (412) 317-5195

Conference ID: 10180656

A replay will be available shortly after the call and can be accessed by dialing:

Domestic callers: (844) 512-2921

International callers: (412) 317-6671

Conference ID: 10180656

The replay will be available until Wednesday, August 23, 2023. An archive of the webcast will be available shortly after the call on LanzaTech's website at <https://ir.lanzatech.com/> for twelve months following the call.

An archive of the webcast will be available shortly after the call on LanzaTech's website at <https://ir.lanzatech.com/> for twelve months following the call.

About LanzaTech Global Inc.

Headquartered in Skokie, IL, LanzaTech Global, Inc. (Nasdaq: LNZA) captures waste carbon and transforms it into materials such as sustainable fuels, fabrics, packaging, and other products. Using a variety of waste feedstocks, LanzaTech's technology platform is contributing to a future where consumers are not dependent on virgin fossil feedstocks for everything in their daily lives. LanzaTech's goal is to challenge and change the way the world uses carbon, enabling a new circular carbon economy where carbon is reused rather than wasted, skies and oceans are kept clean, and pollution becomes a thing of the past. For more information about LanzaTech visit <https://lanzatech.com>.

Forward Looking Statements

This press release includes forward-looking statements regarding, among other things, the plans, strategies and prospects, both business and financial, of LanzaTech. These statements are based on the beliefs and assumptions of LanzaTech's management. Although LanzaTech believes that its plans, intentions and expectations reflected in or suggested by these forward-looking statements are reasonable, LanzaTech cannot assure you that it will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions. Generally, statements that are not historical facts, including statements concerning possible or assumed future actions, business strategies, events or results of operations, are forward-looking statements. These statements may be preceded by, followed by or include the words "believes," "estimates," "expects," "projects," "forecasts," "may," "will," "should," "seeks," "plans," "scheduled," "anticipates," "intends" or similar expressions. The forward-looking statements are based on projections prepared by, and are the responsibility of, LanzaTech's management. These forward-looking statements are not guarantees of future performance, conditions or results, and involve a number of known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside LanzaTech's control, that could cause actual results or outcomes to differ materially from those discussed in the forward-looking statements. New risk factors that may affect actual results or outcomes emerge from time to time and it is not possible to predict all such risk factors, nor can LanzaTech assess the impact of all such risk factors on its business, or the

extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statements. Forward-looking statements are not guarantees of performance. You should not put undue reliance on these statements, which speak only as of the date hereof. All forward-looking statements attributable to LanzaTech or persons acting on its behalf are expressly qualified in their entirety by the foregoing cautionary statements. LanzaTech undertakes no obligations to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Non-GAAP Financial Measures

To supplement our financial statements presented in accordance with US GAAP and to provide investors with additional information regarding our financial results, we have presented adjusted EBITDA, a non-GAAP financial measure. Adjusted EBITDA is not based on any standardized methodology prescribed by US GAAP and is not necessarily comparable to similarly titled measures presented by other companies.

We define adjusted EBITDA as our net loss, excluding the impact of depreciation, interest income, net, stock-based compensation, change in fair value of warrant liabilities, change in fair value of SAFE liabilities, change in fair value of the prepaid forward contract derivative and Fixed Maturity Consideration, transaction costs on issuance of Forward Purchase Agreement, (gain) loss from equity method investees and other one-time costs related to the Business Combination and initial securities registration. We monitor and have presented in this Quarterly Report adjusted EBITDA because it is a key measure used by our management and the Board to understand and evaluate our operating performance, to establish budgets, and to develop operational goals for managing our business. We believe adjusted EBITDA helps identify underlying trends in our business that could otherwise be masked by the effect of certain expenses that we include in net loss. Accordingly, we believe adjusted EBITDA provides useful information to investors, analysts, and others in understanding and evaluating our operating results and enhancing the overall understanding of our past performance and future prospects.

Adjusted EBITDA is not prepared in accordance with US GAAP and should not be considered in isolation of, or as an alternative to, measures prepared in accordance with US GAAP. There are a number of limitations related to the use of adjusted EBITDA rather than net loss, which is the most directly comparable financial measure calculated and presented in accordance with US GAAP. For example, adjusted EBITDA: (i) excludes stock-based compensation expense because it is a significant non-cash expense that is not directly related to our operating performance; (ii) excludes depreciation expense and, although this is a non-cash expense, the assets being depreciated and amortized may have to be replaced in the future; (iii) excludes gain or losses on equity method investee; and (iv) excludes certain income or expense items that do not provide a comparable measure of our business performance. In addition, the expenses and other items that we exclude in our calculations of adjusted EBITDA may differ from the expenses and other items, if any, that other companies may exclude from adjusted EBITDA when they report their operating results. In addition, other companies may use other measures to evaluate their performance, all of which could reduce the usefulness of our non-GAAP financial measures as tools for comparison.

For the three months ended March 31, 2023, the Company did not exclude from Adjusted EBITDA certain one-time costs related to the Business Combination and initial securities registration that occurred during the period. This represents costs incurred related to the Business Combination that do not meet the direct and incremental criteria per SEC Staff Accounting Bulletin Topic 5.A to be charged against the gross proceeds of the transaction, but they are not expected to recur in the future, as well as costs incurred subsequent to deal close related to our initial securities registration. To conform with the adjusted EBITDA measure as described above, and provide a more useful view of the Company's operating performance, the Company determined that these costs should be excluded from the adjusted EBITDA measure for the period in which they occurred.

The Company does not provide a reconciliation of forward-looking non-GAAP financial measures to the most comparable U.S. GAAP financial measures on a forward-looking basis because the Company is unable to predict with reasonable certainty the ultimate outcome of pending litigation, unusual gains and losses, foreign currency exchange gains or losses and potential future asset impairments, as well as discrete taxable events, without unreasonable effort. These items are uncertain, depend on various factors, and could have a material impact on U.S. GAAP results for the guidance period.

LANZATECH GLOBAL INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands of U.S. dollars, except share and per share data)
(Unaudited)

	Period Ended	
	June 30, 2023	December 31, 2022
Assets		
Current assets:		
Cash and cash equivalents	\$ 110,719	\$ 83,045
Debt security investments	49,704	-
Trade and other receivables, net of allowance	7,766	11,695
Contract assets	21,776	18,000
Other current assets	18,952	11,157
Total current assets	<u>208,917</u>	<u>123,897</u>
Property, plant and equipment, net	22,280	19,689
Right-of-use assets	6,582	6,969
Equity method investment	10,164	10,561
Equity security investment	14,990	14,990
Other non-current assets	5,600	750
Prepaid forward contract derivative	33,804	-
Total assets	<u>\$ 302,337</u>	<u>\$ 176,856</u>

Liabilities, Contingently Redeemable Preferred Stock, and Shareholders' Deficit			
Current liabilities:			
Accounts payable	\$	11,153	\$ 7,455
Other accrued liabilities		3,639	4,502
AM SAFE liability		-	28,986
Warrants		8,422	4,108
Contract liabilities		2,952	3,101
Accrued salaries and wages		5,093	7,031
Current lease liabilities		1,356	798
Total current liabilities		32,615	55,981
Non-current lease liabilities		6,038	6,615
Non-current contract liabilities		9,480	10,760
Fixed Maturity Consideration		6,737	-
Brookfield SAFE liability		34,150	50,000
Other long-term liabilities		1,679	1,591
Total liabilities		90,699	124,947
Commitments and Contingencies (see note 14)			

Contingently Redeemable Preferred Stock

Redeemable convertible preferred stock, \$0.0001 par value; 20,000,000 and 130,133,670 shares authorized, — and 129,148,393 shares issued and outstanding as of June 30, 2023 and December 31, 2022, respectively

Shareholders' Deficit

Common stock, \$0.0001 par value; 400,000,000 and 158,918,093 shares authorized, 195,674,502 and 10,422,051 shares issued and outstanding as of June 30, 2023 and December 31, 2022, respectively		19	1
Additional paid-in capital		996,704	24,782
Accumulated other comprehensive income		2,787	2,740
Accumulated deficit		(787,872)	(456,245)
Total shareholders' equity (deficit)	\$	211,638	\$ (428,722)
Total liabilities, contingently redeemable preferred stock, and shareholders' equity	\$	302,337	\$ 176,856

LANZATECH GLOBAL INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands of U.S. dollars, except share and per share data)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Revenue:				
Revenue from contracts with customers - services	\$ 10,372	\$ 7,139	\$ 17,957	\$ 13,602
Revenue from contracts with customers - tangible products	1,007	982	1,007	1,722
Revenue from collaborative arrangements	462	973	1,550	973
Revenue from related party transactions	1,076	758	2,049	1,412
Total revenue	12,917	9,852	22,563	17,709
Cost and operating expenses:				
Cost of revenue from contracts with customers - services (exclusive of depreciation shown below)	(9,631)	(6,417)	(16,973)	(11,613)
Cost of revenue from contracts with customers - tangible products (exclusive of depreciation shown below)	(727)	(312)	(727)	(876)
Cost of revenue from collaborative arrangements (exclusive of depreciation shown below)	(419)	(471)	(826)	(471)
Cost of revenue from related party transactions (exclusive of depreciation shown below)	(50)	(227)	(91)	(296)
Research and development expense	(18,908)	(13,237)	(35,194)	(25,598)
Depreciation expense	(1,348)	(1,163)	(2,605)	(2,222)
Selling, general and administrative expense	(12,452)	(7,146)	(29,287)	(12,224)

Total cost and operating expenses	(43,535)	(28,973)	(85,703)	(53,300)
Loss from operations	(30,618)	(19,121)	(63,140)	(35,591)
Other income (expense):				
Interest income, net	1,701	(5)	1,915	(5)
Other expense, net	2,001	102	(28,395)	76
Total other income (expense), net	3,702	97	(26,480)	71
Loss before income taxes	(26,916)	(19,024)	(89,620)	(35,520)
Income tax expense	-	-	-	-
Gain (loss) from equity method investees, net	130	3,095	(478)	2,813
Net loss	<u>\$ (26,786)</u>	<u>\$ (15,929)</u>	<u>\$ (90,098)</u>	<u>\$ (32,707)</u>
Other comprehensive loss:				
Foreign currency translation adjustments	96	(355)	47	(383)
Comprehensive loss	<u>\$ (26,690)</u>	<u>\$ (16,284)</u>	<u>\$ (90,051)</u>	<u>\$ (33,090)</u>
Unpaid cumulative dividends on preferred stock	-	(9,654)	(4,117)	(19,177)
Net loss allocated to common shareholders	<u>\$ (26,786)</u>	<u>\$ (25,583)</u>	<u>\$ (94,215)</u>	<u>\$ (51,884)</u>
Net loss per common share - basic and diluted	\$ (0.14)	\$ (2.77)	\$ (0.60)	\$ (5.63)
Weighted-average number of common shares outstanding - basic and diluted	195,537,601	9,222,214	156,472,730	9,222,870

LANZATECH GLOBAL INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands of U.S. dollars)
(Unaudited)

	Six Months Ended June 30,	
	2023	2022
Cash Flows From Operating Activities:		
Net loss	\$ (90,098)	\$ (32,707)
Adjustments to reconcile net loss to net cash used in operating activities:		
Share-based compensation expense	8,715	1,414
Gain on change in fair value of SAFE and warrant liabilities	(4,663)	(766)
Loss on change in fair value of the prepaid forward contract and the Fixed Maturity Consideration	33,029	-
Provision for losses on trade and other receivables	800	-
Depreciation of property, plant and equipment	2,605	2,222
Amortization of discount on debt security investment	(508)	-
Non-cash lease expense	387	886
Non-cash recognition of licensing revenue	(1,136)	(1,080)
Loss (gain) from equity method investees, net	478	(2,813)
Net foreign exchange loss (gain)	194	(605)
Changes in operating assets and liabilities:		
Accounts receivable, net	3,129	(3,296)
Contract assets	(3,668)	(3,807)
Accrued interest on debt investment	(93)	-
Other assets	(8,942)	(4,638)
Accounts payable and accrued salaries and wages	1,881	4,077
Contract liabilities	(150)	(237)
Operating lease liabilities	(19)	(996)
Other liabilities	(1,057)	(159)
Net cash used in operating activities	<u>\$ (59,116)</u>	<u>\$ (42,505)</u>
Cash Flows From Investing Activities:		
Purchase of property, plant and equipment	(5,318)	(4,894)
Purchase of debt securities	(49,103)	-
Forward purchase option derivative purchase	(60,096)	-
Purchase of additional interest in equity method investment	(288)	-
Origination of related party loan	(5,212)	-
Net cash used in investing activities	<u>\$ (120,017)</u>	<u>\$ (4,894)</u>

Cash Flows From Financing Activities:			
Proceeds from issue of equity instruments of the Company	-		7
Proceeds from the Business Combination and PIPE, net of transaction expenses (Note 3)	213,381	-	
Proceeds from exercise of options	1,077	-	
Repurchase of equity instruments of the Company	(7,650)	-	
Net cash provided by financing activities	<u>\$ 206,808</u>	<u>\$ 7</u>	
Net increase (decrease) in cash, cash equivalents and restricted cash	27,675	(47,392)	
Cash, cash equivalents and restricted cash at beginning of period	83,710	128,732	
Effects of currency translation on cash, cash equivalents and restricted cash	4	(71)	
Cash, cash equivalents and restricted cash at end of period	<u>\$ 111,389</u>	<u>\$ 81,269</u>	
Supplemental disclosure of non-cash investing and financing activities:			
Acquisition of property, plant and equipment under accounts payable	125	713	
Reclassification of capitalized costs related to the business combination to equity	1,514	-	
Cashless conversion of warrants on preferred shares	5,890	-	
Recognition of public and private warrant liabilities in the Business Combination	4,624	-	
Reclassification of AM SAFE warrant to equity	1,800	-	
Conversion of AM SAFE liability into common stock	29,730	-	
Conversion of Legacy LanzaTech NZ, Inc. preferred stock and in-kind dividend into common stock	722,160	-	
Reclassification of Shortfall warrant to equity	3,063	-	

Reconciliation of GAAP Net Income to Adjusted EBITDA
(In thousands of U.S. dollars)

Reconciliation of Net Loss to Adjusted EBITDA

(In thousands)	Three Months Ended March 31,	
	2023	2022
Net Loss	\$ (63,312)	\$ (16,778)
Depreciation	1,257	1,059
Interest income	(214)	-
Income tax expense	-	-
Stock-based compensation expense and change in fair value of SAFE and warrant liabilities (1)	(17,474)	678
Change in fair value of the prepaid forward contract derivative and Fixed Maturity Consideration	51,109	-
Transaction costs on issuance of Forward Purchase Agreement	451	-
Loss from equity method investees, net	608	282
Adjusted EBITDA	<u>\$ (27,575)</u>	<u>\$ (14,759)</u>
One-time costs related to the Business Combination and initial securities registration (2)	4,062	-
Adjusted EBITDA (Recast)	<u>\$ (23,513)</u>	<u>\$ (14,759)</u>

(1) Stock-based compensation expense represents expense related to equity compensation plans

(2) Represents costs incurred related to the Business Combination that do not meet the direct and incremental criteria per SEC Staff Accounting Bulletin Topic 5.A to be charged against the gross proceeds of the transaction, but are not expected to recur in the future, as well as costs incurred subsequent to deal close related to our initial securities registration.

(In thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Net Loss	\$ (26,786)	\$ (15,929)	\$ (90,098)	\$ (32,707)
Depreciation	1,348	1,163	2,605	2,222
Interest income, net	(1,701)	5	(1,915)	5
Income tax expense	-	-	-	-

Stock-based compensation expense and change in fair value of SAFE and warrant liabilities (1)	21,526	(30)	4,052	648
Change in fair value of the prepaid forward contract derivative and Fixed Maturity Consideration	(18,080)	-	33,029	-
Transaction costs on issuance of Forward Purchase Agreement	-	-	451	-
(Gain) loss from equity method investees, net	(130)	(3,095)	478	(2,813)
One-time costs related to the Business Combination and initial securities registration(2)	-	-	4,062	-
Adjusted EBITDA	<u>\$ (23,823)</u>	<u>\$ (17,886)</u>	<u>\$ (47,336)</u>	<u>\$ (32,645)</u>

(1) Stock-based compensation expense represents expense related to equity compensation plans

(2) Represents costs incurred related to the Business Combination that do not meet the direct and incremental criteria per SEC Staff Accounting Bulletin Topic 5.A to be charged against the gross proceeds of the transaction, but are not expected to recur in the future, as well as costs incurred subsequent to deal close related to our initial securities registration.

Contacts:

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LanzaTech

Nasdaq: LNZA

A Carbon Recycling Company

2Q 2023 EARNINGS PRESENTATION
August 9, 2023



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DISCLAIMER

Forward Looking Statements

These slides and any accompanying oral presentation contain forward-looking statements. All statements, other than statements of historical fact, included in these slides and any accompanying oral presentation are forward-looking statements reflecting management's current beliefs and expectations. In some cases, you can identify forward-looking statements by terminology such as "will," "anticipate," "expect," "believe," "intend" and "should" or the negative of these terms or other comparable terminology. Forward-looking statements in these slides and any accompanying oral presentation include, but are not limited to, statements about estimates and forecasts of other financial and performance metrics and projections of market opportunity, expectations and timing related to the rollout of our business and timing of deployments, customer growth and other business milestones. These statements are based on various assumptions, whether or not identified in this presentation, and on the current expectations of our management and are not predictions of actual performance. These statements relate to future events or to our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by these forward-looking statements. The potential risks and uncertainties that could cause actual results to differ from the results predicted include, among others, those risks and uncertainties included under the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Form 10-Q filed with the Securities and Exchange Commission and subsequent annual reports, quarterly reports and other filings made with the Securities and Exchange Commission from time to time. Any forward-looking statements contained herein are based on assumptions that we believe to be reasonable as of the date hereof. Except as required by law, we assume no obligation to update these forward-looking statements, even if new information becomes available in the future.

This presentation includes data obtained from third-party studies and internal company surveys prepared for other purposes. The company has not independently verified the data obtained from these sources. Forward-looking information obtained from these sources is subject to the same qualification and the additional uncertainties regarding the other forward-looking statements in this presentation.

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Financial Information; Non-GAAP Financial Measures

To supplement our financial statements presented in accordance with US GAAP and to provide investors with additional information regarding our financial results, we have presented adjusted EBITDA, a non-GAAP financial measure. Adjusted EBITDA is not based on any standardized methodology prescribed by US GAAP and is not necessarily comparable to similarly titled measures presented by other companies.

We define adjusted EBITDA as our net loss, excluding the impact of depreciation, interest income, net, stockbased compensation, change in fair value of warrant liabilities, change in fair value of SAFE liabilities, change in fair value of the prepaid forward contract derivative and Fixed Maturity Consideration, transaction costs on issuance of Forward Purchase Agreement, (gain) loss from equity method investees and other one-time costs related to the Business Combination and initial securities registration. We monitor and have presented in this Quarterly Report adjusted EBITDA because it is a key measure used by our management and the Board to understand and evaluate our operating performance, to establish budgets, and to develop operational goals for managing our business. We believe adjusted EBITDA helps identify underlying trends in our business that could otherwise be masked by the effect of certain expenses that we include in net loss. Accordingly, we believe adjusted EBITDA provides useful information to investors, analysts, and others in understanding and evaluating our operating results and enhancing the overall understanding of our past performance and future prospects.

Adjusted EBITDA is not prepared in accordance with US GAAP and should not be considered in isolation of, or as an alternative to, measures prepared in accordance with US GAAP. There are a number of limitations related to the use of adjusted EBITDA rather than net loss, which is the most directly comparable financial measure calculated and presented in accordance with US GAAP. For example, adjusted EBITDA: (i) excludes stock-based compensation expense because it is a significant non-cash expense that is not directly related to our operating performance; (ii) excludes depreciation expense and, although this is a non-cash expense, the assets being depreciated and amortized may have to be replaced in the future; (iii) excludes gain or losses on equity method investee; and (iv) excludes certain income or expense items that do not provide a comparable measure of our business performance. In addition, the expenses and other items that we exclude in our calculations of adjusted EBITDA may differ from the expenses and other items, if any, that other companies may exclude from adjusted EBITDA when they report their operating results. In addition, other companies may use other measures to evaluate their performance, all of which could reduce the usefulness of our non-GAAP financial measures as tools for comparison.

For the three months ended March 31, 2023, the Company did not exclude from Adjusted EBITDA certain one-time costs related to the Business Combination and initial securities registration that occurred during the period. This represents costs incurred related to the Business Combination that do not meet the direct and incremental criteria per SEC Staff Accounting Bulletin Topic 5A to be charged against the gross proceeds of the transaction, but they are not expected to recur in the future, as well as costs incurred subsequent to deal close related to our initial securities registration. To conform with the adjusted EBITDA measure as described above, and provide a more useful view of the Company's operating performance, the Company determined that these costs should be excluded from the adjusted EBITDA measure for the period in which they occurred.

The Company does not provide a reconciliation of forward-looking non-GAAP financial measures to the most comparable U.S. GAAP financial measures on a forward-looking basis because the Company is unable to predict with reasonable certainty the ultimate outcome of pending litigation, unusual gains and losses, foreign currency exchange gains or losses and potential future asset impairments, as well as discrete taxable events, without unreasonable effort. These items are uncertain, depend on various factors, and could have a material impact on U.S. GAAP results for the guidance period.






AGENDA / TABLE OF CONTENTS

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• 2023 execution priorities.....	Jennifer Holmgren, CEO
• Global production update.....	Jennifer Holmgren, CEO
• Commercial growth.....	Jennifer Holmgren, CEO
• Overview of 2Q 2023 financial results.....	Geoff Trukenbrod, CFO
• Forecasting our business.....	Geoff Trukenbrod, CFO
• Appendix: Additional financial information	

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2023 EXECUTION PRIORITIES

Q2 2023 STATUS

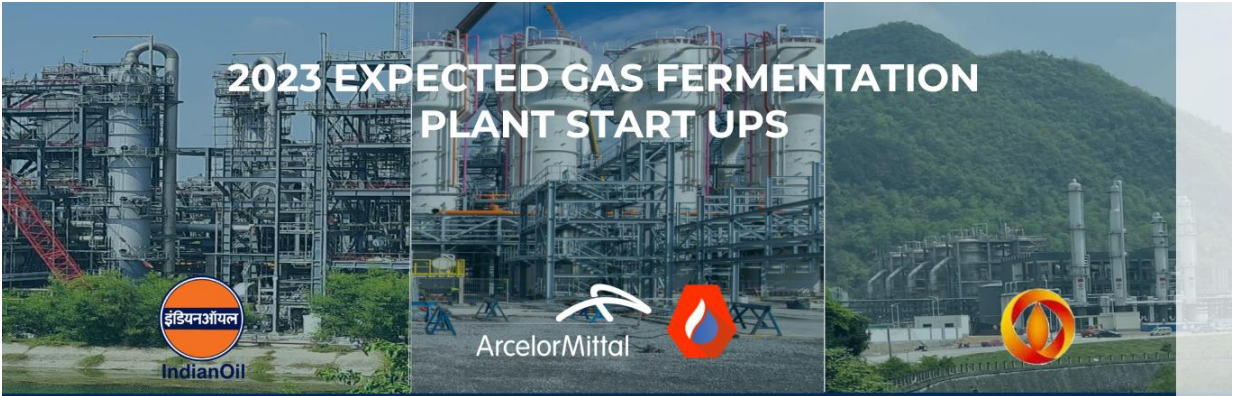
1	SAFETY FIRST Zero lost time injuries		
2	GLOBAL PRODUCTION Grow total installed nameplate capacity by ~100% to enable >300 KTA of waste-based ethanol Commercial operations across multiple feedstocks & geographies including China, Europe, and India		
3	COMMERCIAL GROWTH Meet revenue guidance of \$80M-\$120M		Tighten 2023 revenue range to \$80M-\$100M
4	ADJUSTED EBITDA Reduce 2023 adjusted EBITDA loss y/y by 10-20%; 2023E adjusted EBITDA guidance of \$(65)M-\$ (55)M Pathway to adjusted EBITDA positive by the end of 2024		Update 2023 adjusted EBITDA guidance to \$(75)M-\$ (65)M On track for positive adjusted EBITDA by end of 2024
5	PROCESS COMPETITIVENESS Ongoing optimization of profit/ton of CO ₂ abatement Demonstrate 1+ non-ethanol microbe at scale		

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GLOBAL PRODUCTION UPDATE

2023 EXPECTED GAS FERMENTATION PLANT START UPS



Project/Partner	Carbon Source	Actual or Anticipated Start Date	Ethanol Production Volume (tons/year)	CO ₂ Abated (tons/year)	Location
Shougang Steel JV	Ferroalloy Off Gas	2Q 2023	60,000	~120,000	China
IndianOil	Refinery Off Gas	3Q 2023	33,500	~60,000	India
ArcelorMittal	Steel Off Gas	4Q 2023	64,000	~125,000	Belgium
TOTAL			157,500		

Current installed nameplate capacity of 150,000 tons/year at 3 operating commercial facilities



2023 EXPECTED LANZAJET FREEDOM PINES FUELS PLANT COMPLETION

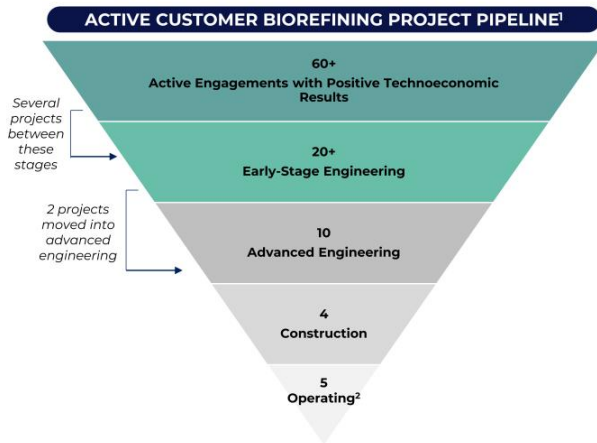
LanzaJet 

The 10MGPY Sustainable Aviation Fuel project – the LanzaJet Freedom Pines Fuels Project – remains on schedule to reach mechanical completion by end of 2023 and commence operations in early 2024

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COMMERCIAL GROWTH

STRONG PIPELINE THAT POSITIONS THE COMPANY FOR CONTINUED GROWTH AND SCALE



From TEA to Construction Completion: ~24-36 months
 Repeatability, modularization, and templating narrows the timeline, lowers costs, and allows for several opportunities to proceed concurrently

PROJECT DEVELOPMENT & PIPELINE STAGE GATES

Techno Economic Analysis (TEA)	<ul style="list-style-type: none"> Customer under NDA Detailed data provided by customer, informing key inputs for modeling, costing, and LCA analysis for the opportunity
Early-Stage Engineering	<ul style="list-style-type: none"> Customer advances to paid feasibility study Provides additional layer of project detail and scoping
Advanced Engineering	<ul style="list-style-type: none"> Basic engineering package purchased allowing for detailed engineering and FEED work LanzaTech works closely with EPC through detailed engineering process
Construction	<ul style="list-style-type: none"> Construction commences, with LanzaTech involved Customer purchases key proprietary componentry and equipment LanzaTech provides startup services and operational training during commissioning and startup
Operating	<ul style="list-style-type: none"> Project completes commissioning and enters full time operations LanzaTech receives recurring revenue streams associated with licensing royalties, sales of microbes & media, and sales of software services LanzaTech seeks to secure offtake from licensed plants for CarbonSmart™ supply

¹ Biorefining project pipeline as of August 1, 2023.² Includes 3 commercial scale operating plants in China, Suncor ERA in Canada, and Sekisui V10™ in Japan. Suncor ERA and Sekisui V10™ are demonstration-scale plants.

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OVERVIEW OF 2Q 2023
FINANCIAL RESULTS

OVERVIEW OF 2Q 2023 FINANCIAL RESULTS

Summary Financial Results¹

(in millions)	Three Months Ended June 30 th		Change 2023 vs. 2022
	2023	2022	
Total Revenue	\$12.9	\$9.9	\$3.1
Cost of Revenues	\$(10.8)	\$(7.4)	\$(3.4)
SG&A	\$(12.5)	\$(7.2)	\$(5.3)
Net Loss	\$(26.8)	\$(15.9)	\$(10.9)
Adjusted EBITDA	\$(23.8)	\$(17.9)	\$(5.9)
	June 2023	March 2023	Change
Total Cash and Investments	\$161.1	\$194.9	(\$33.8)

Commentary

Revenue:

- Revenue up 31% YoY in 2Q 2023, primarily from sales of engineering services from existing customers indicating progression of projects through the pipeline

Gross Profit:

- Gross margin of 16% in 2Q 2023. YoY decline due to impact of cost-share dynamics on Project Dragon, a UK government funded project

Net Loss

- Net Loss of \$(26.8) million driven by higher operating costs

Cash

- Total cash and investments of \$161.1 million. Quarterly cash burn impacted by \$5.5 million of LanzaJet loan disbursement

2Q 2023 Disaggregated Revenue²



- Biorefining: CCT Plants** revenue increased 64% YoY to \$9.7 million driven by increases in engineering and other services revenue
- CarbonSmart™** performance remained stable YoY at \$1 million. Anticipated planned campaigns in second half 2023 expected to drive full year CarbonSmart™ revenue
- Joint Development & Contract Research** revenue declined approximately \$1 million YoY to \$2.2 million, due to contract milestone timings

^{1,2}Numbers may not add up due to rounding

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FORECASTING OUR BUSINESS

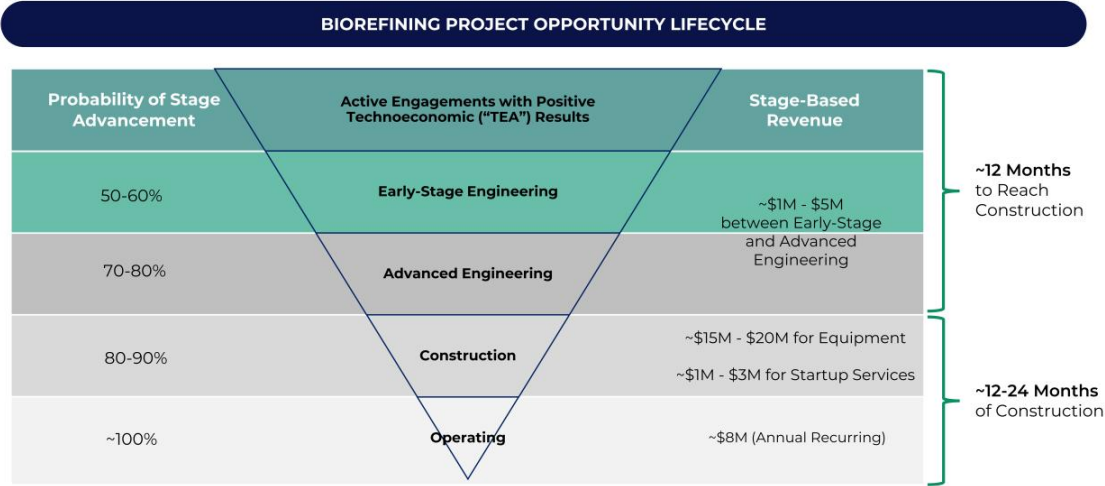
KEY FINANCIAL DRIVERS

Guiding principles to what drives our financials:

- Focus on years, not quarters – *project development timelines are lengthy and subject to fluctuation*
- Gross margin to grow over the medium and long term, particularly as revenue mix in Biorefining segment shifts to recurring revenue as more projects start up
- Consider our 3 business areas separately – Biorefining, CarbonSmart™, Joint Development & Contract Research

Biorefining	CarbonSmart™	Joint Development & Contract Research
<ul style="list-style-type: none">• Anchor on Basic Engineering Package (BEP) starts• Main stage gate prior to FID• Non-recurring revenues via project development stages (near-term)• Recurring revenues via project operating stage (outer years)	<ul style="list-style-type: none">• Expect significant growth as installed nameplate capacity grows• Forecast margin expansion over next several years as efficiencies are gained in the conversion processes	<ul style="list-style-type: none">• Expect continued, modest growth• Expect to maintain current margin profile• Smaller percentage of total mix over time due to faster growth in other business lines

BIOREFINING PROJECT STAGE GATES, PROBABILITIES, AND TIMELINE



Unit-level economics shown represent 50,000 ton/year production facility

PIPELINE DRIVES CONTINUED GROWTH INTO 2024 AND BEYOND

2023 BIOREFINING PIPELINE POSITIONS LANZATECH FOR ROBUST 2024 AND 2025 PERFORMANCE...

- There are currently +80 projects in early-stage development, which feed into the 2024 and 2025 BEP projections shown below

	2024	2025
Advanced Engineering - Basic Engineering Package "BEPs"	12-15	15-20

...AT ATTRACTIVE UNIT ECONOMICS.

- Plant economics shown are indicative of a single-unit, which size to be a plant producing ~50,000 tons per year of ethanol
- Non-recurring revenue is comprised of engineering services, sales of equipment, and startup services
- Recurring revenue is comprised of licensing royalties, microbes & media sales, sales of software and analytics services, as well as sales from CarbonSmart™ offtake volumes

(\$ millions)	Average Plant Unit Economics					20-yr. Life of Plant
	T-2	T-1	COD	T+1	Long-Term	
Assumed Plant Size (tpa)	50,000	50,000	50,000	50,000	50,000	50,000
Non-recurring Revenue	\$2	\$10	\$6	\$0	\$0	\$18
Recurring Revenue	0	0	4	8	8	164
Revenue	\$2	\$10	\$10	\$8	\$8	\$182
Non-recurring Gross Profit	\$1	\$2	\$1	\$0	\$0	\$4
Recurring Gross Profit	0	0	3	7	7	143
Gross Profit	\$1	\$2	\$4	\$7	\$7	\$147
% margin	50%	20%	40%	88%	88%	81%
Gross Margin NPV-10 / Avg. Plant	\$53					

APPENDIX:
ADDITIONAL FINANCIAL INFORMATION

RESULT OF OPERATIONS – THREE AND SIX MONTHS ENDED JUNE 30, 2023

	Three Months Ended June 30,		Change	
	2023	2022	2023 vs. 2022	
<i>(In thousands, except for per share amounts)</i>				
Total revenue	12,917	9,852	3,065	31 %
Cost of revenue	(10,827)	(7,427)	(3,400)	46 %
Gross Profit	\$ 2,090	\$ 2,425	\$ (335)	(14)%
Operating expenses:				
Research and development	(18,908)	(13,237)	(5,671)	43 %
Depreciation expense	(1,348)	(1,163)	(185)	16 %
Selling, general and administrative expense	(12,452)	(7,146)	(5,306)	74 %
Total operating expenses	\$ (32,708)	\$ (21,546)	\$ (11,162)	52 %
Loss from operations	(30,618)	(19,121)	(11,497)	60 %
Interest income, net	1,701	(5)	1,706	N/M
Other income (expense), net	2,001	102	1,899	N/M
Total other income (expense), net	3,702	97	3,605	N/M
Loss before income taxes	\$ (26,916)	\$ (19,024)	\$ (7,892)	41 %
Income tax benefit	—	—	—	N/M
Gain from equity method investees, net	130	3,095	(2,965)	(96)%
Net loss	\$ (26,786)	\$ (15,929)	\$ (10,857)	68 %
Other comprehensive loss:				
Foreign currency translation adjustments	96	(355)	451	127 %
Comprehensive loss	\$ (26,690)	\$ (16,284)	\$ (10,406)	64 %
Net loss per share - basic and diluted	(0.14)	(2.77)		
Weighted-average number of common shares outstanding - basic and diluted	195,537,601	9,222,214		

	Six Months Ended June 30,		Change	
	2023	2022	2023 vs. 2022	
<i>(In thousands, except for per share amounts)</i>				
Total revenue	22,563	17,709	4,854	27 %
Cost of revenues	(18,617)	(13,256)	(5,361)	40 %
Gross Profit	\$ 3,946	\$ 4,453	\$ (507)	(11)%
Operating expenses:				
Research and development	(35,194)	(25,598)	(9,596)	37 %
Depreciation expense	(2,605)	(2,222)	(383)	17 %
Selling, general and administrative expense	(29,287)	(12,224)	(17,063)	140 %
Total operating expenses	\$ (67,086)	\$ (40,044)	\$ (27,042)	68 %
Loss from operations	(63,140)	(35,591)	(27,549)	77 %
Interest income, net	1,915	(5)	1,920	N/M
Other income (expense), net	(28,395)	76	(28,471)	N/M
Total other income (expense), net	(26,480)	71	(26,551)	N/M
Loss before income taxes	\$ (89,620)	\$ (35,520)	\$ (54,100)	152 %
Income tax benefit	—	—	—	N/M
(Loss) gain from equity method investees, net	(478)	2,813	(3,291)	(117)%
Net loss	\$ (90,098)	\$ (32,707)	\$ (57,391)	175 %
Other comprehensive loss:				
Foreign currency translation adjustments	47	(383)	430	112 %
Comprehensive loss	\$ (90,051)	\$ (33,090)	\$ (56,961)	172 %
Net loss per share - basic and diluted	(0.60)	(5.63)		
Weighted-average number of common shares outstanding - basic and diluted	156,472,730	9,222,870		

RECONCILIATION OF NET LOSS TO ADJUSTED EBITDA

Reconciliation of Net Loss to Adjusted EBITDA

(In thousands)	Three Months Ended March 31,	
	2023	2022
Net Loss	\$ (63,312)	\$ (16,778)
Depreciation	1,257	1,059
Interest income	(214)	—
Stock-based compensation expense and change in fair value of SAFE and warrant liabilities ⁽¹⁾	(17,474)	678
Change in fair value of the prepaid forward contract derivative and Fixed Maturity Consideration	51,109	—
Transaction costs on issuance of Forward Purchase Agreement	451	—
Loss from equity method investees, net	608	282
Adjusted EBITDA	\$ (27,575)	\$ (14,759)
One-time costs related to the Business Combination and initial securities registration ⁽²⁾	\$ 4,062	\$ —
Adjusted EBITDA (Recast)	\$ (23,513)	\$ (14,759)

(1) Stock-based compensation expense represents expense related to equity compensation plans

(2) Represents costs incurred related to the Business Combination that do not meet the direct and incremental criteria per SEC Staff Accounting Bulletin Topic 5.A to be charged against the gross proceeds of the transaction, but are not expected to recur in the future, as well as costs incurred subsequent to deal close related to our initial securities registration.

Reconciliation of Net Loss to Adjusted EBITDA

(In thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Net Loss	\$ (27,996)	\$ (15,929)	\$ (91,308)	\$ (32,707)
Depreciation	1,348	1,163	2,605	2,222
Interest income, net	(1,701)	5	(1,915)	5
Stock-based compensation expense and change in fair value of SAFE and warrant liabilities ⁽¹⁾	21,526	(30)	4,052	648
Change in fair value of the prepaid forward contract derivative and Fixed Maturity Consideration	(16,870)	—	34,239	—
Transaction costs on issuance of Forward Purchase Agreement	—	—	451	—
(Gain) loss from equity method investees, net	(130)	(3,095)	478	(2,813)
One-time costs related to the Business Combination and initial securities registration ⁽²⁾	—	—	4,062	—
Adjusted EBITDA	(23,823)	(17,886)	(47,336)	(32,645)

(1) Stock-based compensation expense represents expense related to equity compensation plans

(2) Represents costs incurred related to the Business Combination that do not meet the direct and incremental criteria per SEC Staff Accounting Bulletin Topic 5.A to be charged against the gross proceeds of the transaction, but are not expected to recur in the future, as well as costs incurred subsequent to deal close related to our initial securities registration.

