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

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**FORM 10-Q**

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(Mark One)

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

For the quarterly period ended June 30, 2023

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: 001-39572

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**EVgo Inc.**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of incorporation or organization)

85-2326098  
(I.R.S. Employer Identification Number)

11835 West Olympic Boulevard, Suite 900E, Los Angeles, CA 90064  
(Address of Principal Executive Offices)

(877) 494-3833  
(Registrant's telephone number)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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

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

| <u>Title of Each Class</u>  | <u>Trading Symbol(s)</u> | <u>Name of Each Exchange on Which Registered</u> |
|---|--------------------------|--|
| Class A common stock, \$0.0001 par value per share  | EVGO                     | The Nasdaq Global Select Market                  |
| Redeemable warrants included as part of the units, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50 | EVGOW                    | The Nasdaq Global Select Market                  |

As of July 24, 2023, the Registrant had 103,387,368 shares of Class A common stock and 195,800,000 shares of Class B common stock outstanding.

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## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q (this “Quarterly Report”), including Management’s Discussion and Analysis of Financial Condition and Results of Operations in Part I, Item 2, 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”). All statements contained in this document other than statements of historical fact, including, without limitation, statements regarding future financial performance, business strategies, market size and opportunity, expansion plans, future results of operations, factors affecting EVgo’s performance, estimated revenues, losses, projected costs, prospects, plans and objectives of management, are forward-looking statements. Such statements can be identified by the fact that they do not relate strictly to historical or current facts. When used in this Quarterly Report, words such as “may,” “will,” “might,” “should,” “could,” “would,” “can,” “expect,” “plan,” “objective,” “seek,” “grow,” “possible,” “potential,” “outlook,” “forecast,” “target,” “if,” “predict,” “anticipate,” “intend,” “believe,” “estimate,” “continue,” “project” and the negative of such terms or other similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. These forward-looking statements are based on EVgo’s current expectations, estimates, projections and beliefs, as well as a number of assumptions concerning future events, and are not guarantees of performance. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including the risk factors described in EVgo’s filings with the Securities and Exchange Commission (the “SEC”). Moreover, EVgo operates in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for EVgo to predict all risks, nor can it assess the impact of all 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 EVgo may make. In light of these risks, uncertainties and assumptions, the future events and trends discussed in this document may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. Accordingly, you should not rely upon forward-looking statements as predictions of future events. Forward-looking statements in this Quarterly Report may include, without limitation, statements about:

- changes adversely affecting EVgo’s business;
- the risks associated with cyclical demand for EVgo’s services and vulnerability to industry downturns and regional or national downturns;
- fluctuations in EVgo’s revenue and operating results;
- unfavorable conditions or further disruptions in the capital and credit markets;
- EVgo’s ability to generate cash, service indebtedness and incur additional indebtedness;
- competition from existing and new competitors;
- EVgo’s ability to adapt its assets and infrastructure to changes in industry and regulatory standards for EV charging;
- the growth of the electric vehicle (“EV”) market;
- EVgo’s ability to expand into new service markets, grow its customer base and manage its operations;
- EVgo’s ability to develop new features and functionality that meet market needs and achieve market acceptance;
- EVgo’s ability to integrate any businesses it acquires;
- EVgo’s ability to recruit and retain experienced personnel;
- risks related to legal proceedings or claims, including liability claims;
- EVgo’s dependence on third-party contractors to provide various services and hardware;
- EVgo’s ability to obtain additional capital on commercially reasonable terms;
- supply chain disruptions, inflation and other increases in expenses;
- safety and environmental requirements or regulations that may subject EVgo to unanticipated liabilities or costs;
- any current, pending or future legislation, regulators or policies that could impact EVgo’s business, results of operations and financial condition, including regulations impacting the EV charging market and government programs designed to drive broader adoption of EVs;
- partnerships with commercial or public-entity property owners, landlords and/or tenants (collectively “Site Hosts”), original equipment manufacturers (“OEMs”), fleet operators and suppliers;
- EVgo’s ability to maintain, protect and enhance EVgo’s intellectual property;

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- general economic or political conditions, including the armed conflict in Ukraine, the impact of the COVID-19 pandemic and continued inflation and the associated changes in monetary policy; and
- other factors detailed under the section entitled “Risk Factors” in EVgo’s periodic filings with the SEC.

EVgo’s SEC filings are available publicly on the SEC’s website at [www.sec.gov](http://www.sec.gov). The forward-looking statements contained in this Quarterly Report are based on EVgo’s current expectations and beliefs concerning future developments and their potential effects on the Company. There can be no assurance that future developments affecting EVgo will be those that the Company has anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond EVgo’s control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. Should one or more of these risks or uncertainties materialize, or should any of EVgo’s assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. Forward-looking statements in this Quarterly Report and in any document incorporated herein by reference should not be relied upon as representing EVgo’s views as of any subsequent date and the Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

## FREQUENTLY USED TERMS

Unless the context indicates otherwise, the following terms have the following meanings when used in this Quarterly Report:

“*Board of Directors*” means the board of directors of EVgo Inc.

“*Business Combination Agreement*” means that business combination agreement entered into on January 21, 2021 by and among CRIS, Thunder Sub and the EVgo Parties, as may be amended from time to time.

“*Class A common stock*” means Class A common stock of EVgo Inc., par value \$0.0001 per share.

“*Class B common stock*” means Class B common stock of EVgo Inc., par value \$0.0001 per share.

“*Code*” means the U.S. Internal Revenue Code of 1986, as amended.

“*common stock*” means Class A common stock and Class B common stock.

“*Company*” means EVgo Inc. and its subsidiaries.

“*Company Group*” means EVgo Inc., Thunder Sub or any of their subsidiaries (other than EVgo OpCo and its subsidiaries).

“*CRIS*” means Climate Change Crisis Real Impact I Acquisition Corporation.

“*CRIS Business Combination*” means the transactions contemplated by the Business Combination Agreement.

“*CRIS Close Date*” means the closing of the CRIS Business Combination on July 1, 2021.

“*DCFC*” means direct current fast charging.

“*EV*” means electric vehicle.

“*EVgo*” means, prior to the CRIS Close Date, EVgo Holdings and its subsidiaries and, following the CRIS Close Date, EVgo Inc. and its subsidiaries.

“*EVgo Holdco*” means EVgo Holdco, LLC, a Delaware limited liability company.

“*EVgo Holdings*” means EVgo Holdings, LLC, a Delaware limited liability company.

“*EVgo Member Holdings*” means EVgo Members Holdings, LLC, a Delaware limited liability company.

“*EVgo OpCo*” means EVgo OpCo, LLC, a Delaware limited liability company.

“*EVgo OpCo A&R LLC Agreement*” means the amended and restated limited liability company agreement of EVgo OpCo entered into on July 1, 2021.

“*EVgo OpCo Units*” means the equity interests of EVgo OpCo.

“*EVgo Parties*” means EVgo OpCo, EVgo Holdco and EVgo Holdings.

“*EVgo Services*” means EVgo Services LLC, a Delaware limited liability company.

“*Exchange Act*” means the Securities Exchange Act of 1934, as amended.

“*GAAP*” means accounting principles generally accepted in the United States, consistently applied, as in effect from time to time.

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“*GWh*” means gigawatt hour, a unit of energy that represents one billion watt-hours and is equal to one million kilowatt-hours.

“*Initial Public Offering*” means CRIS’s initial public offering of units consummated on October 2, 2020.

“*JOBS Act*” means the Jumpstart Our Business Startups Act of 2012, as amended.

“*kWh*” means kilowatt-hour.

“*LS Power*” means LS Power Equity Partners IV, L.P. and its affiliates, unless the context otherwise requires.

“*OEM*” means original equipment manufacturer.

“*PlugShare*” means PlugShare LLC, a California limited liability company.

“*Private Placement Warrants*” means the 6,600,000 warrants purchased by the Sponsor in a private placement simultaneously with the closing of the Initial Public Offering, each of which is exercisable for one share of Class A common stock at \$11.50 per share, at a price of \$1.00 per warrant, generating gross proceeds of \$6,600,000.

“*Public Warrants*” means the 11,499,988 redeemable warrants sold as part of the units in the Initial Public Offering.

“*SEC*” means the U.S. Securities and Exchange Commission.

“*Sponsor*” means CRIS’s sponsor, Climate Change Crisis Real Impact I Acquisition Holdings, LLC, a Delaware limited liability company.

“*Tax Receivable Agreement*” means the tax receivable agreement, entered into on the CRIS Close Date, by and among CRIS, Thunder Sub, EVgo Holdings and LS Power Equity Advisors, LLC, as agent.

“*Thunder Sub*” means CRIS Thunder Merger LLC, a Delaware limited liability company and wholly owned subsidiary of EVgo Inc.

## **USE OF TRADEMARKS**

This Quarterly Report may include trademarks, trade names, and service marks owned by EVgo. EVgo’s trademarks include EVgo<sup>®</sup>, EVgo Advantage<sup>®</sup>, EVgo Basic<sup>™</sup>, EVgo eXtend<sup>™</sup>, EVgo Inside<sup>™</sup>, EVgo PlusMAX<sup>™</sup>, EVgo ReNew<sup>™</sup>, EVgo Reservations<sup>™</sup>, EVgo Rewards<sup>®</sup>, EVgo Optima<sup>™</sup>, PAY WITH PLUGSHARE<sup>™</sup>, PlugShare<sup>®</sup>, and PlugShare<sup>®</sup> Premium<sup>™</sup>. EVgo’s trademarks are either registered or have been used as common law trademarks by EVgo. This Quarterly Report may contain additional trademarks, trade names, and service marks of others, which are, to EVgo’s knowledge, the property of their respective owners. Solely for convenience, trademarks, trade names, and service marks referred to in this Quarterly Report appear without the ®, ™ or SM symbols, but such references are not intended to indicate, in any way, that EVgo will not assert, to the fullest extent under applicable law, its rights or the rights of the applicable licensor to these trademarks, trade names, and service marks. EVgo does not intend its use of other parties’ trademarks, trade names, or service marks to imply, and such use or display should not be construed to imply, a relationship with, or endorsement or sponsorship of EVgo by, such other parties.

## **AVAILABLE INFORMATION**

As soon as reasonably practicable after they are filed electronically with the SEC, EVgo’s annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports are available without charge on EVgo’s website, [investors.evgo.com](http://investors.evgo.com), which EVgo also uses to announce material information to the public. EVgo is providing the address to EVgo’s website solely for the information of investors. EVgo does not intend the address to be an active link or to otherwise incorporate the contents of the website into this Quarterly Report.

**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements.****EVgo Inc. and Subsidiaries****Condensed Consolidated Balance Sheets**

| <i>(in thousands)</i>  | <b>June 30,<br/>2023</b> | <b>December 31,<br/>2022</b> |
|--|--------------------------|------------------------------|
|  | <b>(unaudited)</b>       |                              |
| <b>Assets</b>  |                          |                              |
| Current assets   |                          |                              |
| Cash, cash equivalents and restricted cash   | \$ 257,126               | \$ 246,193                   |
| Accounts receivable, net of allowance of \$831 and \$687 as of June 30, 2023 and December 31, 2022, respectively | 22,497                   | 11,075                       |
| Accounts receivable, capital-build   | 11,203                   | 8,011                        |
| Prepaid expenses   | 2,783                    | 4,953                        |
| Other current assets   | 3,537                    | 5,252                        |
| Total current assets   | 297,146                  | 275,484                      |
| Property, equipment and software, net  | 383,822                  | 308,112                      |
| Operating lease right-of-use assets  | 53,895                   | 51,856                       |
| Restricted cash  | 300                      | 300                          |
| Other assets   | 2,115                    | 2,308                        |
| Intangible assets, net   | 54,805                   | 60,612                       |
| Goodwill   | 31,052                   | 31,052                       |
| Total assets   | <u>\$ 823,135</u>        | <u>\$ 729,724</u>            |
| <b>Liabilities, redeemable noncontrolling interest and stockholders' deficit</b>                                 |                          |                              |
| Current liabilities  |                          |                              |
| Accounts payable   | \$ 6,445                 | \$ 9,128                     |
| Accrued liabilities  | 40,831                   | 39,233                       |
| Operating lease liabilities, current   | 5,575                    | 4,958                        |
| Deferred revenue, current  | 16,701                   | 16,023                       |
| Customer deposits  | 11,386                   | 17,867                       |
| Other current liabilities  | 280                      | 136                          |
| Total current liabilities  | 81,218                   | 87,345                       |
| Operating lease liabilities, noncurrent  | 47,753                   | 45,689                       |
| Earnout liability, at fair value   | 1,297                    | 1,730                        |
| Asset retirement obligations   | 18,477                   | 15,473                       |
| Capital-build liability  | 30,345                   | 26,157                       |
| Deferred revenue, noncurrent   | 42,162                   | 23,900                       |
| Warrant liabilities, at fair value   | 11,293                   | 12,304                       |
| Total liabilities  | <u>\$ 232,545</u>        | <u>\$ 212,598</u>            |
| Commitments and contingencies (Note 9)   |                          |                              |

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

**EVgo Inc. and Subsidiaries****Condensed Consolidated Balance Sheets (continued)**

| <i>(in thousands, except share data)</i>   | <b>June 30,<br/>2023</b> | <b>December 31,<br/>2022</b> |
|--|--------------------------|------------------------------|
|  | <b>(unaudited)</b>       |                              |
| Redeemable noncontrolling interest   | <u>\$ 783,200</u>        | <u>\$ 875,226</u>            |
| <b>Stockholders' deficit</b>   |                          |                              |
| Preferred stock, \$0.0001 par value; 10,000,000 shares authorized as of June 30, 2023 and December 31, 2022; none issued and outstanding   | —                        | —                            |
| Class A common stock, \$0.0001 par value; 1,200,000,000 shares authorized as of June 30, 2023 and December 31, 2022; 102,593,985 and 70,247,726 shares outstanding (excluding 718,750 shares subject to possible forfeiture) as of June 30, 2023 and December 31, 2022, respectively | 10                       | 7                            |
| Class B common stock, \$0.0001 par value; 400,000,000 shares authorized as of June 30, 2023 and December 31, 2022; 195,800,000 shares issued and outstanding as of June 30, 2023 and December 31, 2022   | 20                       | 20                           |
| Additional paid-in capital   | —                        | 17,533                       |
| Accumulated deficit  | (192,640)                | (375,660)                    |
| Total stockholders' deficit  | <u>(192,610)</u>         | <u>(358,100)</u>             |
| Total liabilities, redeemable noncontrolling interest and stockholders' deficit  | <u>\$ 823,135</u>        | <u>\$ 729,724</u>            |

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



**EVgo Inc. and Subsidiaries**

**Condensed Consolidated Statements of Operations and Comprehensive Income (Loss)  
(unaudited)**

|  | Three Months Ended |                 | Six Months Ended   |                   |
|--|--------------------|-----------------|--------------------|-------------------|
|  | June 30,           |                 | June 30,           |                   |
| <i>(in thousands, except per share data)</i>   | <u>2023</u>        | <u>2022</u>     | <u>2023</u>        | <u>2022</u>       |
| Revenue  | \$ 50,552          | \$ 9,076        | \$ 75,852          | \$ 16,776         |
| Cost of revenue  | 37,740             | 5,719           | 56,657             | 10,565            |
| Depreciation, net of capital-build amortization                                      | 7,283              | 4,101           | 13,625             | 7,555             |
| Cost of sales  | <u>45,023</u>      | <u>9,820</u>    | <u>70,282</u>      | <u>18,120</u>     |
| Gross profit (loss)  | 5,529              | (744)           | 5,570              | (1,344)           |
| General and administrative expenses  | 34,333             | 32,178          | 72,222             | 57,606            |
| Depreciation, amortization and accretion   | 4,783              | 4,132           | 9,567              | 8,019             |
| Total operating expenses   | <u>39,116</u>      | <u>36,310</u>   | <u>81,789</u>      | <u>65,625</u>     |
| Operating loss   | (33,587)           | (37,054)        | (76,219)           | (66,969)          |
| Interest expense   | —                  | (13)            | —                  | (13)              |
| Interest income  | 2,199              | 636             | 4,197              | 691               |
| Other expense, net   | (1)                | (158)           | —                  | (422)             |
| Change in fair value of earnout liability  | 2,496              | 4,891           | 433                | 2,627             |
| Change in fair value of warrant liabilities  | 7,391              | 48,712          | 1,011              | 25,839            |
| Total other income, net  | <u>12,085</u>      | <u>54,068</u>   | <u>5,641</u>       | <u>28,722</u>     |
| (Loss) income before income tax expense  | (21,502)           | 17,014          | (70,578)           | (38,247)          |
| Income tax expense   | (37)               | (17)            | (42)               | (22)              |
| Net (loss) income  | <u>(21,539)</u>    | <u>16,997</u>   | <u>(70,620)</u>    | <u>(38,269)</u>   |
| Less: net (loss) income attributable to redeemable noncontrolling interest           | (14,513)           | 12,518          | (50,518)           | (28,349)          |
| Net (loss) income attributable to Class A common stockholders                        | <u>\$ (7,026)</u>  | <u>\$ 4,479</u> | <u>\$ (20,102)</u> | <u>\$ (9,920)</u> |
| Net (loss) income per share to Class A common stockholders, basic                    | <u>\$ (0.08)</u>   | <u>\$ 0.06</u>  | <u>\$ (0.25)</u>   | <u>\$ (0.14)</u>  |
| Net (loss) income per share to Class A common stockholders, diluted                  | <u>\$ (0.08)</u>   | <u>\$ 0.06</u>  | <u>\$ (0.25)</u>   | <u>\$ (0.14)</u>  |
| Net (loss) income  | \$ (21,539)        | \$ 16,997       | \$ (70,620)        | \$ (38,269)       |
| Other comprehensive loss, net of tax   |                    |                 |                    |                   |
| Net change in unrealized loss on available-for-sale securities                       | —                  | (47)            | —                  | (47)              |
| Comprehensive (loss) income  | <u>(21,539)</u>    | <u>16,950</u>   | <u>(70,620)</u>    | <u>(38,316)</u>   |
| Less: comprehensive (loss) income attributable to redeemable noncontrolling interest | (14,513)           | 12,483          | (50,518)           | (28,384)          |
| Comprehensive (loss) income attributable to Class A common stockholders              | <u>\$ (7,026)</u>  | <u>\$ 4,467</u> | <u>\$ (20,102)</u> | <u>\$ (9,932)</u> |

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

**EVgo Inc. and Subsidiaries**

**Condensed Consolidated Statements of Stockholders' Deficit  
For the Six Months Ended June 30, 2023  
(unaudited)**

| <i>(in thousands)</i>   | <u>Class A Common Stock</u> |               | <u>Class B Common Stock</u> |               | <u>Additional<br/>Paid-In<br/>Capital</u> | <u>Accumulated<br/>Deficit</u> | <u>Total<br/>Stockholders'<br/>Deficit</u> |
|---|-----------------------------|---------------|-----------------------------|---------------|---|--------------------------------|--|
|   | <u>Shares</u>               | <u>Amount</u> | <u>Shares</u>               | <u>Amount</u> |   |                                |  |
| <b>Balance, December 31, 2022</b>   | 70,248                      | \$ 7          | 195,800                     | \$ 20         | \$ 17,533                                 | \$ (375,660)                   | \$ (358,100)                               |
| Share-based compensation  | —                           | —             | —                           | —             | 5,797                                     | —                              | 5,797                                      |
| Issuance of Class A common stock under share-based compensation plans             | 1,156                       | 0             | —                           | —             | 0   | —                              | —  |
| Net loss <sup>1</sup>   | —                           | —             | —                           | —             | —   | (13,076)                       | (13,076)                                   |
| Redeemable noncontrolling interest adjustment to fair value                       | —                           | —             | —                           | —             | (23,330)                                  | (662,282)                      | (685,612)                                  |
| <b>Balance, March 31, 2023</b>  | 71,404                      | 7             | 195,800                     | 20            | —   | (1,051,018)                    | (1,050,991)                                |
| Share-based compensation  | —                           | —             | —                           | —             | 8,255                                     | —                              | 8,255                                      |
| Issuance of Class A common stock under the equity offering, net of issuance costs | 30,123                      | 3             | —                           | —             | 123,413                                   | —                              | 123,416                                    |
| Issuance of Class A common stock under the ATM, net of issuance costs             | 889                         | 0             | —                           | —             | 5,746                                     | —                              | 5,746                                      |
| Issuance of Class A common stock under share-based compensation plans             | 178                         | 0             | —                           | —             | 0   | —                              | —  |
| Net loss <sup>2</sup>   | —                           | —             | —                           | —             | —   | (7,026)                        | (7,026)                                    |
| Redeemable noncontrolling interest adjustment to fair value                       | —                           | —             | —                           | —             | (137,414)                                 | 865,404                        | 727,990                                    |
| <b>Balance, June 30, 2023</b>   | <u>102,594</u>              | <u>\$ 10</u>  | <u>195,800</u>              | <u>\$ 20</u>  | <u>\$ —</u>                               | <u>\$ (192,640)</u>            | <u>\$ (192,610)</u>                        |

<sup>1</sup> Excludes \$36.0 million of net loss attributable to redeemable noncontrolling interest.

<sup>2</sup> Excludes \$14.5 million of net loss attributable to redeemable noncontrolling interest.

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

**EVgo Inc. and Subsidiaries**

**Condensed Consolidated Statements of Stockholders' Deficit  
For the Six Months Ended June 30, 2022  
(unaudited)**

| <i>(in thousands)</i>   | <u>Class A Common Stock</u> |               | <u>Class B Common Stock</u> |               | <u>Additional<br/>Paid-In<br/>Capital</u> | <u>Accumulated<br/>Deficit</u> | <u>Accumulated<br/>Other<br/>Comprehensive<br/>Loss</u> | <u>Total<br/>Stockholders'<br/>Deficit</u> |
|---|-----------------------------|---------------|-----------------------------|---------------|---|--------------------------------|---|--|
|   | <u>Shares</u>               | <u>Amount</u> | <u>Shares</u>               | <u>Amount</u> |   |                                |   |  |
| <b>Balance, December 31, 2021</b>                                     | 68,021                      | \$ 7          | 195,800                     | \$ 20         | \$ —                                      | \$(1,358,358)                  | \$ —  | \$(1,358,331)                              |
| Share-based compensation  | —                           | —             | —                           | —             | 2,999                                     | —                              | —   | 2,999                                      |
| Warrants exercised and release of warrant liability                   | 0                           | 0             | —                           | —             | 2   | —                              | —   | 2  |
| Issuance of Class A common stock under share-based compensation plans | 248                         | 0             | —                           | —             | 0   | —                              | —   | —  |
| Net loss <sup>1</sup>   | —                           | —             | —                           | —             | —   | (14,399)                       | —   | (14,399)                                   |
| Redeemable noncontrolling interest adjustment to fair value           | —                           | —             | —                           | —             | (3,001)                                   | (609,095)                      | —   | (612,096)                                  |
| <b>Balance, March 31, 2022</b>  | 68,269                      | 7             | 195,800                     | 20            | —   | (1,981,852)                    | —   | (1,981,825)                                |
| Share-based compensation  | —                           | —             | —                           | —             | 6,582                                     | —                              | —   | 6,582                                      |
| Warrants exercised and release of warrant liability                   | 0                           | 0             | —                           | —             | 1   | —                              | —   | 1  |
| Issuance of Class A common stock under share-based compensation plans | 309                         | 0             | —                           | —             | 0   | —                              | —   | —  |
| Net unrealized loss on available-for-sale securities                  | —                           | —             | —                           | —             | —   | —                              | (47)  | (47)                                       |
| Net income <sup>2</sup>   | —                           | —             | —                           | —             | —   | 4,479                          | —   | 4,479                                      |
| Redeemable noncontrolling interest adjustment to fair value           | —                           | —             | —                           | —             | —   | 1,354,074                      | —   | 1,354,074                                  |
| <b>Balance, June 30, 2022</b>   | 68,578                      | \$ 7          | 195,800                     | \$ 20         | \$ 6,583                                  | \$(623,299)                    | \$ (47)   | \$(616,736)                                |

<sup>1</sup> Excludes \$40.9 million of net loss attributable to redeemable noncontrolling interest.

<sup>2</sup> Excludes \$12.5 million of net income attributable to redeemable noncontrolling interest.

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

**EVgo Inc. and Subsidiaries**

**Condensed Consolidated Statements of Cash Flows  
(unaudited)**

| <i>(in thousands)</i>  | Six Months Ended<br>June 30, |             |
|--|------------------------------|-------------|
|  | 2023                         | 2022        |
| <b>Cash flows from operating activities</b>  |                              |             |
| Net loss   | \$ (70,620)                  | \$ (38,269) |
| Adjustments to reconcile net loss to net cash used in operating activities           |                              |             |
| Depreciation, amortization and accretion   | 23,192                       | 15,574      |
| Net loss on disposal of property and equipment and impairment expense                | 6,008                        | 2,889       |
| Share-based compensation   | 14,922                       | 10,548      |
| Change in fair value of earnout liability  | (433)                        | (2,627)     |
| Change in fair value of warrant liabilities  | (1,011)                      | (25,839)    |
| Other  | (155)                        | 474         |
| Changes in operating assets and liabilities  |                              |             |
| Accounts receivable, net   | (11,422)                     | (2,302)     |
| Receivables from related parties   | —                            | 1,499       |
| Prepaid expenses and other current and noncurrent assets                             | 3,779                        | 3,735       |
| Operating lease assets and liabilities, net  | 642                          | (808)       |
| Accounts payable   | (2,872)                      | (76)        |
| Accrued liabilities  | 2,925                        | 358         |
| Deferred revenue   | 18,939                       | (572)       |
| Customer deposits  | (6,481)                      | (2,110)     |
| Other current and noncurrent liabilities   | 62                           | (844)       |
| Net cash used in operating activities  | (22,525)                     | (38,370)    |
| <b>Cash flows from investing activities</b>  |                              |             |
| Purchases of property, equipment and software  | (100,057)                    | (72,291)    |
| Proceeds from insurance for property losses  | 159                          | 202         |
| Purchases of investments   | —                            | (34,747)    |
| Net cash used in investing activities  | (99,898)                     | (106,836)   |
| <b>Cash flows from financing activities</b>  |                              |             |
| Proceeds from issuance of Class A common stock under the ATM                         | 5,828                        | —           |
| Proceeds from issuance of Class A common stock under the equity offering             | 128,023                      | —           |
| Proceeds from capital-build funding  | 4,256                        | 5,029       |
| Proceeds from exercise of warrants   | —                            | 3           |
| Payments of issuance costs   | (4,751)                      | —           |
| Net cash provided by financing activities  | 133,356                      | 5,032       |
| Net increase (decrease) in cash, cash equivalents and restricted cash                | 10,933                       | (140,174)   |
| <b>Cash, cash equivalents and restricted cash, beginning of period</b>               | 246,493                      | 485,181     |
| <b>Cash, cash equivalents and restricted cash, end of period</b>                     | \$ 257,426                   | \$ 345,007  |
| <b>Supplemental disclosure of noncash investing and financing activities</b>         |                              |             |
| Fair value adjustment to redeemable noncontrolling interest                          | \$ 42,378                    | \$ 741,978  |
| Purchases of property and equipment in accounts payable and accrued liabilities      | \$ 20,827                    | \$ 29,510   |
| Non-cash increase in accounts receivable, capital-build, and capital-build liability | \$ 7,448                     | \$ 4,330    |
| Non-cash increase in asset retirement obligations                                    | \$ 2,005                     | \$ 3,111    |
| Issuance costs in accounts payable and accrued liabilities                           | \$ 168                       | \$ —        |

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

**EVgo Inc. and Subsidiaries**

**Notes to Condensed Consolidated Financial Statements  
(unaudited)**

**Note 1 – Description of Business and Nature of Operations**

EVgo Inc. (“EVgo”) owns and operates a public direct current (“DC”) fast charging network for electric vehicles (“EVs”) in the United States (“U.S.”). EVgo’s network of charging stations provides EV charging infrastructure to consumers and businesses. Its network is capable of charging all EV models and charging standards currently available in the U.S. EVgo partners with automotive original equipment manufacturers (“OEMs”), fleet and rideshare operators, retail hosts such as grocery stores, shopping centers, gas stations, parking lot operators, governments and other organizations and property owners in order to locate and deploy its EV charging infrastructure.

EVgo Services LLC (“EVgo Services”) was formed in October 2010 as NRG EV Services, LLC, a Delaware limited liability company and wholly owned subsidiary of NRG Energy, Inc., an integrated power company based in Houston, Texas (“NRG”). On June 17, 2016, NRG sold a majority interest in EVgo Services to Vision Ridge Partners. On January 16, 2020 (the “Holdco Merger Date”), EVgo Holdco, LLC (“EVgo Holdco”), a Delaware limited liability company and a subsidiary of LS Power Equity Partners IV, L.P. (“LS Power”), completed an acquisition of EVgo Services, pursuant to the merger agreement (the “Holdco Merger Agreement”) among EVgo Services, its investors and EVgo Holdco, whereby EVgo Services became a wholly-owned subsidiary of EVgo Holdco, resulting in a change in control of EVgo Services (the “Holdco Merger”). EVgo Holdco had no operations prior to the Holdco Merger. The Company (as defined below) elected push-down accounting and all of the Company’s assets and liabilities related to LS Power were remeasured at fair value on the Holdco Merger Date. LS Power was considered to be the accounting acquirer and formed EVgo Holdings, LLC (“EVgo Holdings”) and EVgo Holdco as part of the transaction.

EVgo Inc. (the “Company,” or “EVgo”) was incorporated in Delaware on August 4, 2020 under the name Climate Change Crisis Real Impact I Acquisition Corporation (“CRIS”). The Company was formed for the purpose of entering into a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses (the “Initial Business Combination”). On October 2, 2020, the Company completed its initial public offering (the “Initial Public Offering”). Simultaneously with the closing of the Initial Public Offering, the Company completed the sale of 6,600,000 warrants (the “Private Placement Warrants”) at \$1.00 in a private placement to Climate Change Crisis Real Impact I Acquisition Holdings, LLC (the “Sponsor”), generating gross proceeds of \$6,600,000.

On July 1, 2021 (the “CRIS Close Date”), the Company consummated the business combination (the “CRIS Business Combination”) with CRIS, CRIS Thunder Merger LLC (“Thunder Sub”), EVgo Holdings, EVgo Holdco and EVgo OpCo, LLC (“EVgo OpCo” and together with EVgo Holdings and EVgo Holdco, the “EVgo Parties”) pursuant to the business combination agreement dated January 21, 2021 (the “Business Combination Agreement”). Following the CRIS Close Date, the combined company is organized in an “Up-C” structure in which the business of EVgo Holdco and its subsidiaries is held by EVgo OpCo and continues to operate through the subsidiaries of EVgo Holdco and in which the Company’s only direct assets consist of equity interests in Thunder Sub, which, in turn, holds only common units in EVgo OpCo (“EVgo OpCo Units”).

On May 22, 2023, in connection with an underwritten equity offering, EVgo Member Holdings, an affiliate of EVgo Holdings, the Company’s controlling shareholder, purchased 5,882,352 shares of the Company’s Class A common stock at the equity offering price of \$4.25 per share.

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As the sole managing member of EVgo OpCo, Thunder Sub operates and controls all of the business and affairs of EVgo OpCo and through EVgo OpCo and its subsidiaries, conducts its business. Accordingly, beginning on July 1, 2021 (the “CRIS Close Date”), the Company began consolidating the financial results of EVgo OpCo and recorded a redeemable noncontrolling interest in its consolidated financial statements to reflect the EVgo OpCo Units that are owned by EVgo Holdings after the CRIS Close Date. As of June 30, 2023, EVgo Holdings held 195,800,000 EVgo OpCo Units, representing 65.5% of the total outstanding EVgo OpCo Units and an equal number of shares of the Company’s Class B common stock. As of June 30, 2023, the shares of the Company’s Class B common stock held by EVgo Holdings and the shares of the Company’s Class A common stock held by EVgo Member Holdings collectively represented a 67.4% voting interest in the Company.

Each EVgo OpCo Unit, together with one share of Class B common stock, is redeemable, subject to certain conditions, for either one share of Class A common stock, or, at EVgo OpCo’s election, the cash equivalent to the market value of one share of Class A common stock, pursuant to the Amended and Restated LLC Agreement of EVgo OpCo dated July 1, 2021 (the “EVgo OpCo A&R LLC Agreement”).

### **Note 2 – Summary of Significant Accounting Policies**

#### ***Basis of Presentation and Consolidation***

The accompanying condensed consolidated financial statements are unaudited and are presented in accordance with GAAP for interim financial information, as set by the Financial Accounting Standards Board (“FASB”), and pursuant to the rules and regulations of the SEC. References to GAAP issued by the FASB in these notes to the condensed consolidated financial statements are to the FASB Accounting Standards Codification (“ASC”). The condensed consolidated financial statements include the accounts of the Company and its subsidiaries and all intercompany transactions have been eliminated in consolidation. These condensed consolidated financial statements include all adjustments considered necessary, in the opinion of management, for a fair presentation of the condensed consolidated balance sheets, condensed consolidated statements of operations, condensed consolidated statements of stockholders’ deficit and condensed consolidated statements of cash flows for the periods presented.

The results of operations for the three and six months ended June 30, 2023 are not necessarily indicative of the operating results for the full year ending December 31, 2023 or any other period. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and accompanying notes included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022 (the “Annual Report”).

GAAP defines subsequent events as events or transactions that occur after the balance sheet date but before financial statements are issued or are available to be issued. Based on their nature, magnitude and timing, certain subsequent events may be required to be reflected in the condensed consolidated financial statements at the balance sheet date and/or required to be disclosed in the notes to the condensed consolidated financial statements. The Company has evaluated subsequent events accordingly.

#### ***Use of Estimates***

The condensed consolidated financial statements have been prepared in accordance with GAAP. The preparation of EVgo’s condensed consolidated financial statements requires the Company to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and related disclosures of contingent assets and liabilities. Significant estimates made by management include, but are not limited to, variable consideration estimates and stand-alone selling prices for performance obligations for revenue, depreciable lives of property and equipment and intangible assets, costs associated with asset retirement obligations, the fair value of operating lease right-of-use assets and liabilities, reporting units used in goodwill impairment tests, share-based compensation, earnout liability, and warrant liabilities. Management bases these estimates on its historical experience and various other assumptions that it believes to be reasonable under the circumstances. Actual results experienced may vary materially and adversely from EVgo’s estimates. Revisions to estimates are recognized prospectively.

### ***Concentration of Business and Credit Risk***

The Company maintains its cash accounts in commercial banks. Cash balances held in a commercial bank are secured by the Federal Deposit Insurance Corporation up to \$250,000. At times, a portion of deposit balances may be in excess of federal insurance limits. The Company has not experienced any losses on such accounts and believes it is not exposed to any significant credit risk on its cash balances. The Company mitigates its risk with respect to cash by maintaining its deposits at high-quality financial institutions and monitoring the credit ratings of those institutions.

The Company had two customers that collectively comprised 39.9% of the Company's total net accounts receivable as of June 30, 2023. The Company had one customer that comprised 20.5% of the Company's total net accounts receivable as of December 31, 2022. For the three and six months ended June 30, 2023, one customer represented 65.7% and 57.3% of revenue, respectively. For the three months ended June 30, 2022, two customers collectively represented 34.7% of revenue. For the six months ended June 30, 2022, two customers collectively represented 31.9% of revenue.

For the three months ended June 30, 2023, two vendors provided collectively 84.7% of EVgo's total charging equipment. For the three months ended June 30, 2022, four vendors collectively provided 82.8% of EVgo's total charging equipment. For the six months ended June 30, 2023, two vendors collectively provided 85.2% of EVgo's total charging equipment. For the six months ended June 30, 2022, three vendors collectively provided 72.1% of EVgo's total charging equipment.

### ***Reclassifications***

The Company has made certain reclassifications to prior period amounts to conform to the current period presentation.

### ***Cash, Cash Equivalents and Restricted Cash***

Cash and restricted cash include cash held in cash depository accounts in major banks in the U.S. and are stated at cost. Cash equivalents are carried at fair value and are primarily invested in money market funds. Cash that is held by a financial institution and has restrictions on its availability to the Company is classified as restricted cash.

The Company had unused letters of credit, which were collateralized with cash, classified as restricted cash on the Company's condensed consolidated balance sheets, of \$0.7 million as of June 30, 2023 and December 31, 2022, associated with the construction of its charging stations and in connection with one of its operating leases.

### ***Accounts Receivable and Allowance for Doubtful Accounts***

Accounts receivable are amounts due from customers under normal trade terms. Payment terms for accounts receivable related to capital-build agreements are specified in the individual agreements and vary depending on the counterparty. Management reviews accounts receivable on a recurring basis to determine if any accounts receivable will potentially be uncollectible. The Company reserves for any accounts receivable balances that are determined to be uncollectible in the allowance for doubtful accounts. After all attempts to collect an account receivable have failed, the account receivable is written off against the allowance for doubtful accounts. Other accounts receivable of \$1.3 million were included in accounts receivable, net, on the condensed consolidated balance sheets as of June 30, 2023 and December 31, 2022.

***Newly Adopted Accounting Standards***

In October 2021, the FASB issued ASU 2021-08, *Business Combinations (Topic 805), Accounting for Contract Assets and Contract Liabilities from Contracts with Customers*, which requires contract assets and contract liabilities acquired in a business combination to be recognized and measured by the acquirer on the acquisition date in accordance with ASC Topic 606, *Revenue from Contracts with Customers* (“ASC 606”), as if it had originated the contracts. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2022. The adoption of the standard will impact future business combinations and require the Company to measure acquired contract assets and liabilities in accordance with ASC 606. The standard will not impact acquired contract assets or liabilities from business combinations occurring prior to the effective date of adoption. The Company adopted ASU 2021-08 prospectively on January 1, 2023. The adoption of this standard did not have any impact on the condensed consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* (“ASC 326”). The amendments in ASC 326 will provide more decision-useful information about the expected credit losses on financial instruments and other commitments to extend credit held by a reporting entity at each reporting date. Subsequent to the initial ASU, the FASB issued various related corrective and clarifying ASUs for this topic, all of which have been codified in ASC 326. For public companies that are considered “smaller reporting companies” as defined by the SEC, ASC 326 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2022. The Company adopted ASC 326 prospectively as of January 1, 2023. The adoption of this standard did not materially impact the Company’s condensed consolidated results of operations or financial position.

***Recently Issued Accounting Standards***

In March 2020, the FASB issued ASU 2020-04, *Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting* (“ASU 2020-04”), as amended in December 2022 by ASU 2022-06, *Reference Rate Reform (Topic 848): Deferral of the Sunset Date of Topic 848* (“ASU 2022-06”). ASU 2020-04 provides guidance to alleviate the burden in accounting for reference rate reform by allowing certain expedients and exceptions in applying GAAP to contracts, hedging relationships and other transactions impacted by reference rate reform. The provisions apply only to those transactions that reference LIBOR or another reference rate expected to be discontinued due to reference rate reform. Adoption of the provisions of ASU 2020-04 are optional and are effective from March 12, 2020 through December 31, 2024, as amended by ASU 2022-06. As of June 30, 2023, the Company has not adopted any expedients and exceptions under ASU 2020-04. The Company will continue to evaluate the impact of ASU 2020-04 on its condensed consolidated financial statements.

**Note 3 – Revenue Recognition**

The table below presents a disaggregation of EVgo’s revenue for the three and six months ended June 30, 2023 and 2022:

| <i>(in thousands)</i>        | <b>Three Months Ended<br/>June 30,</b> |                 | <b>Six Months Ended<br/>June 30,</b> |                  |
|------------------------------|--|-----------------|--------------------------------------|------------------|
|                              | <b>2023</b>                            | <b>2022</b>     | <b>2023</b>                          | <b>2022</b>      |
| Charging revenue, retail     | \$ 9,085                               | \$ 4,389        | \$ 15,700                            | \$ 7,891         |
| Charging revenue, commercial | 2,418                                  | 654             | 4,133                                | 1,363            |
| Charging revenue, OEM        | 986                                    | 189             | 1,538                                | 340              |
| Regulatory credit sales      | 1,613                                  | 2,128           | 2,828                                | 3,506            |
| Network revenue, OEM         | 742                                    | 887             | 3,441                                | 1,377            |
| eXtend revenue               | 33,281                                 | 131             | 43,573                               | 211              |
| Ancillary revenue            | 2,427                                  | 698             | 4,639                                | 2,088            |
| Total revenue                | <u>\$ 50,552</u>                       | <u>\$ 9,076</u> | <u>\$ 75,852</u>                     | <u>\$ 16,776</u> |



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The following table provides information about contract assets and liabilities from contracts with customers as of June 30, 2023 and December 31, 2022:

| <i>(dollars in thousands)</i> | June 30,  | December 31, | Change     |       |
|-------------------------------|-----------|--------------|------------|-------|
|                               | 2023      | 2022         | \$         | %     |
| Contract assets               | \$ 1,659  | \$ 2,861     | \$ (1,202) | (42)% |
| Contract liabilities          | \$ 70,249 | \$ 57,790    | \$ 12,459  | 22 %  |

As of June 30, 2023, there were \$1.7 million in contract assets compared to \$2.9 million as of December 31, 2022. The balance of contract assets is driven by the difference in timing of when revenue is recognized from performance obligations satisfied in the current reporting period and when amounts are invoiced to the customer. Contract liabilities as of June 30, 2023 increased \$12.5 million, or 22%, to \$70.2 million compared to \$57.8 million as of December 31, 2022. The balance of contract liabilities is driven by the difference in timing between when cash is received pursuant to a contract and when the Company's performance obligations under the contract are satisfied.

The following table presents the change in contract liabilities during the six months ended June 30, 2023:

| <i>(in thousands)</i>                          | Six Months Ended<br>June 30, 2023 |
|--|-----------------------------------|
| Balance as of December 31, 2022                | \$ 57,790                         |
| Additions                                      | 55,616                            |
| Recognized in revenue                          | (42,993)                          |
| Marketing activities recognized on a net basis | (164)                             |
| Balance as of June 30, 2023                    | \$ 70,249                         |

Revenues related to contract liabilities for the three and six months ended June 30, 2023 and 2022 included the following:

| <i>(in thousands)</i>   | Three Months Ended<br>June 30, |          | Six Months Ended<br>June 30, |          |
|---|--------------------------------|----------|------------------------------|----------|
|   | 2023                           | 2022     | 2023                         | 2022     |
| Amounts included in the beginning of period contract liabilities balance      | \$ 2,560                       | \$ 1,387 | \$ 6,560                     | \$ 2,589 |
| Amounts associated with performance obligations satisfied in previous periods | \$ —                           | \$ 70    | \$ 25                        | \$ 75    |

It is anticipated that deferred revenue as of June 30, 2023 will be recognized in the following periods ending December 31:

| <i>(in thousands)</i> |           |
|-----------------------|-----------|
| 2023                  | \$ 9,320  |
| 2024                  | 10,904    |
| 2025                  | 14,353    |
| 2026                  | 12,864    |
|                       | \$ 47,441 |

ASC 606 does not require disclosure of the transaction price to remaining performance obligations if the contract contains variable consideration allocated entirely to a wholly unsatisfied performance obligation. Under many customer contracts, each unit of product represents a separate performance obligation and therefore future volumes are wholly unsatisfied and thus disclosure of the transaction price allocated to a wholly unsatisfied performance obligation is not required. Under these contracts, variability arises as both volume and pricing are not known until the product is delivered. As of June 30, 2023 and December 31, 2022, there were \$11.4 million and \$8.7 million, respectively, in variable consideration for wholly unsatisfied performance obligations, which is included in deferred revenue on the condensed consolidated balance sheets.

**Note 4 – Lease Accounting**

***Lessee Accounting***

The Company has entered into agreements with Site Hosts, which allow the Company to operate charging stations on the Site Hosts' property. Additionally, the Company leases offices, off-site charging hubs, a warehouse and laboratory space under agreements with third-party landlords. The agreements with the Site Hosts and landlords are deemed to be operating leases. Original lease terms generally range from one to 15 years and generally leases contain renewal options that can extend the term for up to an additional five years. The Company has not entered into any finance leases.

The Company has estimated operating lease commitments of \$45.5 million for leases where the Company has not yet taken possession of the underlying asset as of June 30, 2023. As such, the related operating lease right-of-use assets and operating lease liabilities have not been recognized in the Company's condensed consolidated balance sheet as of June 30, 2023.

For the three and six months ended June 30, 2023 and 2022, the Company's lease costs consisted of the following:

| <i>(in thousands)</i>               | Three Months Ended |                 | Six Months Ended |                 |
|-------------------------------------|--------------------|-----------------|------------------|-----------------|
|                                     | June 30,           |                 | June 30,         |                 |
|                                     | 2023               | 2022            | 2023             | 2022            |
| Operating lease costs               |                    |                 |                  |                 |
| Cost of sales                       | \$ 1,472           | \$ 730          | \$ 2,791         | \$ 1,091        |
| General and administrative expenses | 1,221              | 607             | 2,440            | 1,280           |
| Variable lease costs                |                    |                 |                  |                 |
| Cost of sales                       | 778                | 97              | 817              | 187             |
| General and administrative expenses | 21                 | 15              | 57               | 36              |
| Short-term lease costs              | 26                 | 32              | 59               | 44              |
|                                     | <u>\$ 3,518</u>    | <u>\$ 1,481</u> | <u>\$ 6,164</u>  | <u>\$ 2,638</u> |

As of June 30, 2023, the maturities of operating lease liabilities for the periods ending December 31, were as follows:

| <i>(in thousands)</i>                        |                  |
|--|------------------|
| 2023   | \$ 4,944         |
| 2024   | 9,809            |
| 2025   | 8,967            |
| 2026   | 8,502            |
| 2027   | 7,863            |
| Thereafter                                   | 39,722           |
| Total undiscounted operating lease payments  | 79,807           |
| Less: imputed interest                       | (26,479)         |
| Total discounted operating lease liabilities | <u>\$ 53,328</u> |

Other supplemental and cash flow information for the six months ended June 30, 2023 and 2022, consisted of the following:

| <i>(dollars in thousands)</i>  | Six Months Ended |           |
|--|------------------|-----------|
|  | 2023             | 2022      |
| Weighted-average remaining lease term (in years)                             | 8.8              | 8.0       |
| Weighted-average discount rate   | 9.25 %           | 6.41 %    |
| Cash paid for amounts included in measurement of operating lease liabilities | \$ 2,246         | \$ 2,378  |
| Right-of-use assets obtained in exchange for new operating lease liabilities | \$ 4,107         | \$ 15,651 |

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**Lessor Accounting**

The Company leases charging equipment, charging stations and other technical installations and subleases properties leased from Site Hosts to third parties under operating leases where EVgo is the lessor. Initial lease terms are generally one to five years with renewal options. Since the leasing arrangements the Company enters into with lessees are operating leases, the underlying asset is carried at its carrying value as owned and operated systems within property, equipment and software, net, or included in operating lease right-of-use assets on the condensed consolidated balance sheets.

For the three and six months ended June 30, 2023 and 2022, the Company's lease income consisted of the following components:

| <i>(in thousands)</i>   | Three Months Ended<br>June 30, |               | Six Months Ended<br>June 30, |               |
|-------------------------|--------------------------------|---------------|------------------------------|---------------|
|                         | 2023                           | 2022          | 2023                         | 2022          |
| Operating lease income: |                                |               |                              |               |
| Fixed lease income      | \$ 534                         | \$ 203        | \$ 992                       | \$ 464        |
| Sublease income         | 267                            | 128           | 534                          | 298           |
| Total lease income      | <u>\$ 801</u>                  | <u>\$ 331</u> | <u>\$ 1,526</u>              | <u>\$ 762</u> |

As of June 30, 2023, future minimum rental payments due to the Company as lessor under operating leases (including subleases) for the periods ending December 31, were as follows:

| <i>(in thousands)</i> |                 |
|-----------------------|-----------------|
| 2023                  | \$ 1,322        |
| 2024                  | 2,285           |
| 2025                  | 1,330           |
| 2026                  | 910             |
|                       | <u>\$ 5,847</u> |

The components of charging equipment, charging stations, land, and subleased host sites leased to third parties under operating leases, which are included within the Company's property, equipment and software, net, and operating lease right-of-use-assets were as follows as of June 30, 2023 and December 31, 2022:

| <i>(in thousands)</i>                             | June 30,<br>2023 | December 31,<br>2022 |
|---|------------------|----------------------|
| Charging station equipment and construction costs | \$ 6,584         | \$ 3,557             |
| Land and building                                 | 10,507           | 10,507               |
| Less: accumulated depreciation                    | (1,212)          | (980)                |
| Property, equipment and software, net             | <u>\$ 15,879</u> | <u>\$ 13,084</u>     |
| Operating lease right-of-use assets               | \$ 6,379         | \$ 5,554             |

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**Note 5 – Property, Equipment and Software, Net**

Property, equipment and software, net, consisted of the following as of June 30, 2023 and December 31, 2022:

| <i>(in thousands)</i>                          | June 30,<br>2023  | December 31,<br>2022 |
|--|-------------------|----------------------|
| Charging station installation costs            | \$ 160,750        | \$ 121,820           |
| Construction in process                        | 116,883           | 104,395              |
| Charging station equipment                     | 105,642           | 79,031               |
| Charging equipment                             | 36,348            | 20,596               |
| Land and building                              | 15,932            | 15,932               |
| Software                                       | 14,776            | 14,289               |
| Office equipment, vehicles and other           | 1,866             | 1,647                |
| Total property, equipment and software         | 452,197           | 357,710              |
| Less accumulated depreciation and amortization | (68,375)          | (49,598)             |
| Property, equipment and software, net          | <u>\$ 383,822</u> | <u>\$ 308,112</u>    |

Depreciation, amortization, impairment expense and loss on disposal of property and equipment, net of insurance recoveries, consisted of the following for the three and six months ended June 30, 2023 and 2022:

| <i>(in thousands)</i>   | Three Months Ended<br>June 30, |                 | Six Months Ended<br>June 30, |                  |
|---|--------------------------------|-----------------|------------------------------|------------------|
|   | 2023                           | 2022            | 2023                         | 2022             |
| Cost of sales   |                                |                 |                              |                  |
| Depreciation of property and equipment                                  | \$ 8,915                       | \$ 5,367        | \$ 16,886                    | \$ 9,985         |
| Amortization of capital-build liability                                 | (1,632)                        | (1,266)         | (3,261)                      | (2,430)          |
| General and administrative expenses                                     |                                |                 |                              |                  |
| Depreciation of property and equipment                                  | 124                            | 69              | 250                          | 132              |
| Amortization of software  | 1,213                          | 660             | 2,428                        | 1,121            |
| Impairment expense  | 2,392                          | 1,460           | 5,825                        | 1,994            |
| Loss on disposal of property and equipment, net of insurance recoveries | (9)                            | 419             | 18                           | 693              |
|   | <u>\$ 11,003</u>               | <u>\$ 6,709</u> | <u>\$ 22,146</u>             | <u>\$ 11,495</u> |

**Note 6 – Intangible Assets, Net**

Intangible assets, net, consisted of the following as of June 30, 2023:

| <i>(in thousands)</i>   | June 30, 2023               |                             |                          | Remaining<br>Weighted<br>Average<br>Amortization<br>Period |
|-------------------------|-----------------------------|-----------------------------|--------------------------|--|
|                         | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Net<br>Carrying<br>Value |  |
| Site Host relationships | \$ 41,500                   | \$ (11,965)                 | \$ 29,535                | 8.6 years  |
| Customer relationships  | 19,000                      | (14,133)                    | 4,867                    | 1.3 years  |
| Developed technology    | 14,000                      | (3,156)                     | 10,844                   | 11.0 years   |
| User base               | 11,000                      | (5,433)                     | 5,567                    | 2.1 years  |
| Trade name              | 5,000                       | (1,008)                     | 3,992                    | 13.0 years   |
|                         | <u>\$ 90,500</u>            | <u>\$ (35,695)</u>          | <u>\$ 54,805</u>         |  |

Amortization of intangible assets was \$2.9 million for each of the three months ended June 30, 2023 and 2022. Amortization of intangible assets was \$5.8 million for each of the six months ended June 30, 2023 and 2022.

### Note 7 – Asset Retirement Obligations

Asset retirement obligations represent the present value of the estimated costs to remove the commercial charging stations and restore the sites to the condition prior to installation. The Company reviews estimates of removal costs on an ongoing basis. Asset retirement obligation activity for the six months ended June 30, 2023 was as follows:

*(in thousands)*

|                                 |    |               |
|---------------------------------|----|---------------|
| Balance as of December 31, 2022 | \$ | 15,473        |
| Liabilities incurred            |    | 2,019         |
| Accretion expense               |    | 1,081         |
| Change in estimate              |    | (14)          |
| Liabilities settled             |    | (82)          |
| Balance as of June 30, 2023     | \$ | <u>18,477</u> |

### Note 8 – Equity

#### *ATM Program*

On November 10, 2022, EVgo entered into a Distribution Agreement with J.P. Morgan Securities LLC, Evercore Group L.L.C. and Goldman Sachs & Co. LLC as sales agents, pursuant to which the Company may sell up to \$200.0 million of shares of Class A common stock in “at the market” transactions at prevailing market prices (the “ATM Program”). In April 2023, EVgo sold 889,340 shares of Class A common stock pursuant to the ATM Program, with aggregate gross proceeds of \$5.8 million. After deducting commissions of \$0.1 million, the Company received net proceeds of approximately \$5.7 million.

#### *Equity Offering*

During the three months ended June 30, 2023, the Company completed an underwritten equity offering of 30,123,129 shares of Class A common stock at an offering price of \$4.25 per share with aggregate gross proceeds of \$128.0 million. The Company received net proceeds of \$123.4 million, after deducting \$4.6 million in underwriting discounts and commissions and other offering costs.

#### *Issuance Costs*

In connection with the issuance of Class A common stock through the ATM Program and the equity offering, in addition to the discounts and commissions deducted from the gross proceeds, the Company incurred direct and incremental issuance costs, consisting primarily of legal, accounting, and other professional fees. Issuance costs directly attributable to the offering are recorded to additional paid-in capital as a reduction of proceeds. Deferred issuance costs will offset additional paid-in capital on a pro rata basis as the available shares on the shelf offering are issued. For the six months ended June 30, 2023, \$0.4 million of costs were recorded as additional paid-in capital as a reduction of proceeds. As of June 30, 2023 and December 31, 2022, \$0.8 million and \$1.0 million, respectively, of deferred issuance costs were included in other current assets.

### Note 9 – Commitments and Contingencies

#### *Pilot Infrastructure Agreement*

On July 5, 2022, EVgo entered into a charging infrastructure agreement (the “Pilot Infrastructure Agreement”) and an operations and maintenance agreement (the “Pilot O&M”) with Pilot Travel Centers LLC (the “Pilot Company”) and General Motors LLC (“GM”) to build, operate, and maintain up to 2,000 stalls served by DC chargers that the Pilot Company will own. The stalls will be located at the Pilot Company sites across the U.S.

Pursuant to the Pilot Infrastructure Agreement, EVgo is required to meet certain construction milestones measured by the number of sites commissioned, and the Pilot Company is required to make certain payments each month based on

completion of pre-engineering and development work, the progress of construction at each site and for each charger procured by EVgo. Subject to extensions of time for specified excusable events, if EVgo is unable to meet its commissioning obligations, the Pilot Company will be entitled to liquidated damages calculated per day, subject to a cap of \$30,000 at each site. The Pilot Infrastructure Agreement contains various provisions that may permit or cause early termination, including the Pilot Company's right to terminate after 1,000 stalls have been completed, the inability of EVgo to secure certain chargers and a material increase in the price of chargers due to a change in law. If the Pilot Company elects to terminate the Pilot Infrastructure Agreement after 1,000 stalls have been completed, the Pilot Company must pay EVgo a termination fee per stall for those not built; such fee varies based on the number of stalls already built. If EVgo is wholly or partially unable to perform its obligations under the Pilot Infrastructure Agreement due to certain circumstances outside its control, including delays by permitting authorities and utilities or certain force majeure events, such inability will not be considered a breach or default under the Pilot Infrastructure Agreement.

Under the Pilot O&M, EVgo is required to perform operations, maintenance and networking services on stalls built and commissioned under the Pilot Infrastructure Agreement in exchange for payment of a monthly fee by Pilot to EVgo. EVgo is subject to certain performance criteria under the Pilot O&M.

#### ***Delta Charger Supply Agreement and Purchase Order***

On July 12, 2022, EVgo entered into a General Terms and Conditions for Sale of EV Charger Products (the "Delta Charger Supply Agreement") with Delta Electronics, Inc. ("Delta"), including an initial purchase order (the "Purchase Order"), pursuant to which EVgo will purchase and Delta will sell EV chargers manufactured by Delta in specified quantities at certain delivery dates. EVgo expects to use a portion of the chargers purchased under the Purchase Order to meet the requirements of the Pilot Infrastructure Agreement. EVgo is required to purchase a minimum of 1,000 chargers from Delta under the Purchase Order and may, at EVgo's election, increase the number of chargers it purchases from Delta to 1,100.

#### ***General Motors Agreement***

On July 20, 2020, EVgo entered into a five-year contract with GM (as amended from time to time, the "GM Agreement") to build fast charger stalls that EVgo will own and operate as part of the Company's public network. The GM Agreement has been amended several times to expand the overall number of charger stalls to be installed from 2,750 to 3,250, adjust charger stall installation targets, extend the completion deadline to March 31, 2026, and provide for a payment of \$7,000,000 in December 2022 in exchange for EVgo's agreement to apply certain branding decals on the fast chargers funded by GM pursuant to the GM Agreement and maintain a specified uptime percentage (described below) over the term of the agreement. Pursuant to the GM Agreement, EVgo is required to meet certain quarterly milestones measured by the number of charger stalls installed, and GM is required to make certain payments based on charger stalls installed.

Under the GM Agreement, EVgo is required to install a total of 3,250 charger stalls by March 31, 2026, 44% of which are required to be installed by December 31, 2023. Meeting these milestones will require additional funds beyond the amounts committed by GM, and EVgo may face delays in construction, commissioning or aspects of installation of the charger stalls the Company is obligated to develop. EVgo is also required to maintain network availability (i.e., the percentage of time a charger is operational and available on the network) of at least 95% across the GM network. In addition to the capital-build program, EVgo is committed to providing GM EV customers with reservations and certain EVgo services at a discounted rate and branding on chargers. The contract is accounted for under ASC 606, which includes performance obligations related to reservations, memberships, and branding. The capital-build program is considered a set-up activity and not a performance obligation under ASC 606.

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The GM Agreement is subject to early termination in certain circumstances, including in the event EVgo fails to meet the quarterly charger stall-installation milestones or maintain the specified level of network availability. If GM opts to terminate the agreement, EVgo may not be entitled to receive continued payments from GM and instead may be required to pay liquidated damages to GM. In the event EVgo fails to meet a charger stall-installation milestone or maintain the required network availability in a calendar quarter, GM has the right to provide EVgo with a notice of such deficiency within 30 days of the end of the quarter. If the same deficiency still exists at the end of the quarter immediately following the quarter for which a deficiency notification was delivered, GM may immediately terminate the agreement and seek pre-agreed liquidated damages of up to \$15.0 million.

If EVgo does not meet its charger stall-installation milestone in any period, GM will have the right, if it so chooses, to send EVgo a charger stall count breach notice, which would trigger a cure period. It is possible that EVgo will not meet the charger stall-installation milestones under the GM Agreement in the future, particularly as a consequence of delays in permitting, commissioning and utility interconnection, and delays associated with industry and regulatory adaptation to the requirements of high-powered charger installation, including slower than expected third-party approvals of certain site acquisitions and site plans by utilities and landowners, and supply chain issues.

### *Nissan Agreements*

EVgo executed an agreement with Nissan North America, Inc. (“Nissan”) in June 2019 (the “Nissan Agreement”), that provides for joint marketing activities, charging credit programs for purchasers or lessees of Nissan EVs, and a capital-build program. The Nissan Agreement has been amended several times, including most recently in the fourth quarter of 2022 (the “Nissan Amendment”) to, among other things, adjust the allocation of the value of unused charging credits and to provide new offerings for purchasers or lessees of certain Nissan EV models. Under the joint-marketing activities provisions of the Nissan Agreement, EVgo is obligated to spend a specified amount annually on joint-marketing activities that are mutually agreed-upon with Nissan. Under the charging credit program provisions in the Nissan Agreement, credits for charging are allocated to purchasers or lessees of Nissan EVs, and such purchasers or lessees are permitted to charge their EV for 12 months at no charge to the participant, up to the amount of the charging credit allocated to such participant or on an unlimited basis, depending on the model of Nissan EV purchased or leased. In the event a participant does not use the entire amount of the allocated charging credit or if the annual charging credit pool is not exhausted within a specific period, a portion of the remaining dollar value of such credit rolls over to subsequent periods, and a portion is retained by the Company. For Nissan EV purchasers or lessees receiving unlimited charging, the Company receives an upfront activation fee for each purchaser or lessee as well as a usage-based fee. The capital-build program provided for in the Nissan Agreement requires the Company to install, operate and maintain public, high-power dual-standard chargers in specified markets pursuant to a schedule that outlines the build timelines for the chargers to be constructed (the “Build Schedule”). If the Company fails to meet its Build Schedule obligations, Nissan may invoke a penalty of up to \$70,000 per delayed site beyond a designated cure period, which could result in an adjustment to the consideration received by the Company under the Nissan Agreement. EVgo and Nissan previously agreed to amend the Nissan Agreement to extend the installation deadlines under the Build Schedule by up to 12 months, and Nissan has waived penalties for installation delays relating to program year one. The contract is accounted for under ASC 606, which includes performance obligations related to memberships, charging credits and joint marketing activities. The capital-build program is considered a set-up activity and not a performance obligation under ASC 606.

EVgo’s ability to meet its Build Schedule obligations may be impacted by delays in permitting, commissioning and utility interconnection, as well as industry and regulatory adaptation to the requirements of high-powered charger installation, including slower than expected third-party approvals of certain site acquisitions and site plans by utilities and landowners, and supply chain issues.

Nissan has the right to terminate the Nissan Agreement, without penalty or obligation of any kind, upon 30 days’ written notice if it is unable to secure funding to make payments required under the Nissan Agreement. Nissan receives budget approvals annually from Nissan Motor Company Limited. Nissan has fulfilled its annual payment obligations under the Nissan Agreement.

**Legal Proceedings**

In the ordinary course of the Company’s business, the Company may be subject to lawsuits, investigations, claims and proceedings, including, but not limited to, contractual disputes with vendors and customers and liabilities related to employment, health and safety matters. The Company accrues for losses that are both probable and reasonably estimable. Loss contingencies are subject to significant uncertainties and, therefore, determining the likelihood of a loss and/or the measurement of any loss can be complex and subject to change.

Contingent liabilities arising from ordinary course litigation are not expected to have a material adverse effect on the Company’s financial position. However, future events or circumstances, currently unknown to management, may potentially have a material effect on the Company’s financial position, liquidity or results of operations in any future reporting period.

**Purchase Commitments**

As of June 30, 2023, EVgo had \$56.1 million in outstanding purchase order commitments to EVgo’s contract manufacturers and component suppliers for charging equipment, all of which were short-term. In certain instances, EVgo is permitted to cancel, reschedule or adjust these orders. During the six months ended June 30, 2023, EVgo entered into \$12.2 million in material commitments to third parties.

**Note 10 – Fair Value Measurements**

The fair value of the Company’s financial assets and liabilities reflects management’s estimate of amounts that the Company would have received in connection with the sale of the assets or paid in connection with the transfer of the liabilities in an orderly transaction between market participants at the measurement date. In connection with measuring the fair value of its assets and liabilities, the Company seeks to maximize the use of observable inputs (market data obtained from independent sources) and to minimize the use of unobservable inputs (internal assumptions about how market participants would price assets and liabilities).

The following table presents information about the Company’s assets and liabilities that are measured at fair value on a recurring basis and indicates the level within the fair value hierarchy of the valuation inputs the Company utilized to determine such fair value as of June 30, 2023 and December 31, 2022:

| <i>(in thousands)</i>                          | June 30,<br>2023 |            | December 31,<br>2022 |            |
|--|------------------|------------|----------------------|------------|
|  | Level            | Balance    | Level                | Balance    |
| <b>Cash equivalents</b>                        |                  |            |                      |            |
| Money market funds                             | 1                | \$ 216,125 | 1                    | \$ 150,125 |
| <b>Liabilities</b>                             |                  |            |                      |            |
| Earnout liability                              | 3                | \$ 1,297   | 3                    | \$ 1,730   |
| Warrant liability – Public Warrants            | 1                | 9,328      | 1                    | 10,164     |
| Warrant liability – Private Placement Warrants | 2                | 1,965      | 2                    | 2,140      |
| Total liabilities                              |                  | \$ 12,590  |                      | \$ 14,034  |

The earnout liability was valued using a Monte Carlo simulation methodology. Assumptions used in the valuation of the earnout liability were as follows:

|                          | June 30,<br>2023 |
|--------------------------|------------------|
| Stock price              | \$ 4.00          |
| Risk-free interest rate  | 4.49 %           |
| Expected term (in years) | 2.8              |
| Expected volatility      | 85 %             |
| Dividend rate            | — %              |



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The warrants are accounted for as liabilities in accordance with ASC 815, Derivatives and Hedging, and are presented as warrant liabilities on the condensed consolidated balance sheets. The warrant liabilities are measured at fair value at inception and on a recurring basis, with changes in fair value presented within change in fair value of warrant liabilities in the condensed consolidated statements of operations. The closing price of the Public Warrants was used as its fair value as of each relevant date. As of June 30, 2023 and December 31, 2022, the Private Placement Warrants were measured by reference to the trading price of the Public Warrants, which is considered a Level 2 fair value measurement.

The following table presents a reconciliation for the earnout liability, which was the only liability measured and recognized at fair value on a recurring basis using significant unobservable inputs (Level 3) for the six months ended June 30, 2023:

| <i>(in thousands)</i>              | <b>Earnout<br/>Liability</b> |
|------------------------------------|------------------------------|
| Fair value as of December 31, 2022 | \$ 1,730                     |
| Change in fair value of liability  | (433)                        |
| Fair value as of June 30, 2023     | <u>\$ 1,297</u>              |

There were no transfers between levels of the fair value hierarchy during the six months ended June 30, 2023.

The carrying values of certain accounts such as cash, restricted cash, accounts receivable, other current assets, accounts payable and accrued expenses are deemed to approximate their fair values due to their short-term nature. The fair values of the Company's money market funds are based on quoted prices in active markets for identical assets. There were no assets measured on a recurring basis using significant unobservable inputs (Level 3) as of June 30, 2023 or December 31, 2022.

**Note 11 – Income Taxes**

The Company's provision for income taxes consists primarily of income taxes related to federal and state jurisdictions where business is conducted related to the Company's ownership in EVgo OpCo. All income (loss) before income taxes is generated in the U.S. For the three and six months ended June 30, 2023 and 2022, the Company's provision for income taxes and effective tax rates were de minimis primarily due to the Company's full valuation allowance on its deferred tax assets and a significant portion of income (loss) being allocated to a nontaxable partnership. Prior to July 1, 2021, the Company was not a taxable entity for U.S. federal income tax purposes or for any of the states in which the Company operated. On July 1, 2021, pursuant to the CRIS Business Combination, the Company became a taxable entity for U.S. federal income tax purposes and for all of the states in which the Company operates.

In assessing the realization of its deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. Valuation allowances are recorded to reduce deferred tax assets when it is more likely than not that a tax benefit will not be realized. Management considered all available material evidence, both positive and negative, in assessing the appropriateness of a valuation allowance for the Company's deferred tax assets, including the generation of future taxable income, the scheduled reversal of deferred tax liabilities and other available material evidence. After consideration of all of the information available, management believes that significant uncertainty exists with respect to future realization of the deferred tax assets and has therefore established a full valuation allowance against its net deferred tax assets as of June 30, 2023 and December 31, 2022.

The Company files income tax returns in the U.S. at the federal level and in various state and local jurisdictions and is subject to examination by the various taxing authorities for all periods since its inception. As of June 30, 2023 and

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December 31, 2022, there were no unrecognized tax benefits for uncertain tax positions, nor any amounts accrued for interest and penalties.

**Note 12 – Tax Receivable Agreement**

In connection with the CRIS Business Combination, EVgo entered into a tax receivable agreement (the “Tax Receivable Agreement”) with EVgo Holdings (along with permitted assigns, the “TRA Holders”) and LS Power Equity Advisors, LLC, as agent. The Tax Receivable Agreement generally provides for payment by the Company, Thunder Sub or any of their subsidiaries (other than EVgo OpCo and its subsidiaries) (the “Company Group”) to the TRA Holders of 85% of the net cash savings, if any, in U.S. federal, state and local income tax or franchise tax that the Company actually realizes or is deemed to realize in certain circumstances after the CRIS Business Combination as a result of (i) certain increases in tax basis that occur as a result of the Company Group’s acquisition (or deemed acquisition for U.S. federal income tax purposes) of all or a portion of the TRA Holders’ EVgo OpCo Units pursuant to the CRIS Business Combination or the exercise of the redemption or Call Rights set forth in the EVgo OpCo A&R LLC Agreement and (ii) imputed interest deemed to be paid by the Company Group as a result of, and additional tax basis arising from, any payments the Company Group makes under the Tax Receivable Agreement. The Company Group will retain the benefit of any remaining net cash savings. If the Company Group elects to terminate the Tax Receivable Agreement early (or it is terminated early due to the Company Group’s failure to honor a material obligation thereunder or due to certain mergers, asset sales, other forms of business combinations or other changes of control), the Company Group is required to make an immediate payment equal to the present value of the anticipated future payments to be made by it under the Tax Receivable Agreement (based upon certain assumptions and deemed events set forth in the Tax Receivable Agreement, including (i) that the Company Group has sufficient taxable income on a current basis to fully utilize the tax benefits covered by the Tax Receivable Agreement and (ii) that any EVgo OpCo Units (other than those held by the Company Group) outstanding on the termination date or change of control date, as applicable, are deemed to be redeemed on such date).

Amounts payable by the Company under the Tax Receivable Agreement are accrued through a charge to income when it is probable that a liability has been incurred and the amount is estimable. As of June 30, 2023, no transactions have occurred that would result in a cash tax savings benefit that would trigger the recording of a liability by the Company based on the terms of the Tax Receivable Agreement.

**Note 13 – Net (Loss) Income Per Share**

The following table sets forth the computation of basic and diluted net (loss) income per share for the three and six months ended June 30, 2023 and 2022:

|  | Three Months Ended<br>June 30, |           | Six Months Ended<br>June 30, |             |
|--|--------------------------------|-----------|------------------------------|-------------|
|  | 2023                           | 2022      | 2023                         | 2022        |
| <i>(in thousands, except per share data)</i>                                     |                                |           |                              |             |
| <b>Numerator</b>   |                                |           |                              |             |
| Net (loss) income  | \$ (21,539)                    | \$ 16,997 | \$ (70,620)                  | \$ (38,269) |
| Less: net (loss) income attributable to redeemable noncontrolling interest       | (14,513)                       | 12,518    | (50,518)                     | (28,349)    |
| Net (loss) income attributable to Class A common stockholders                    | (7,026)                        | 4,479     | (20,102)                     | (9,920)     |
| Less: net (loss) income attributable to participating securities                 | (59)                           | 46        | (183)                        | (103)       |
| Net (loss) income attributable to Class A common stockholders, basic and diluted | \$ (6,967)                     | \$ 4,433  | \$ (19,919)                  | \$ (9,817)  |
| <b>Denominator</b>   |                                |           |                              |             |
| Weighted average common stock outstanding  | 86,039                         | 69,264    | 78,915                       | 69,168      |
| Less: weighted average unvested Earnout Shares outstanding                       | (719)                          | (719)     | (719)                        | (719)       |
| Weighted average common stock outstanding, basic                                 | 85,320                         | 68,545    | 78,196                       | 68,449      |
| Dilutive effect of restricted stock units  | —                              | 777       | —                            | —           |
| Weighted average common stock outstanding, diluted                               | 85,320                         | 69,322    | 78,196                       | 68,449      |

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|  |    |        |    |      |    |        |    |        |
|--|----|--------|----|------|----|--------|----|--------|
| <b>Net (loss) income per share – basic</b>   | \$ | (0.08) | \$ | 0.06 | \$ | (0.25) | \$ | (0.14) |
| <b>Net (loss) income per share – diluted</b> | \$ | (0.08) | \$ | 0.06 | \$ | (0.25) | \$ | (0.14) |

The Company’s potentially dilutive securities consist of the Company’s Public Warrants, Private Placement Warrants, restricted stock units (“RSUs”), stock options and unvested Earnout Shares. For the periods in which net (loss) income per share is presented, the Company excluded the following potential shares, presented based on amounts outstanding at each period end, from the computation of diluted net (loss) income per share attributable to Class A common stockholders since their impact would have been antidilutive:

| <i>(in thousands)</i>      | Three Months Ended<br>June 30, |               | Six Months Ended<br>June 30, |               |
|----------------------------|--------------------------------|---------------|------------------------------|---------------|
|                            | 2023                           | 2022          | 2023                         | 2022          |
| Public Warrants            | 14,949                         | 14,949        | 14,949                       | 14,949        |
| Private Placement Warrants | 3,149                          | 3,149         | 3,149                        | 3,149         |
| RSUs                       | 7,050                          | 1,907         | 7,050                        | 3,343         |
| Stock options              | 1,380                          | 375           | 1,380                        | 375           |
|                            | <u>26,528</u>                  | <u>20,380</u> | <u>26,528</u>                | <u>21,816</u> |

Additionally, 718,750 unvested Earnout Shares were excluded from the computation of diluted net (loss) income per share because their vesting threshold (i.e., the \$15.00 triggering event) had not yet been met as of June 30, 2023 and 2022.

**Note 14 – Share-Based Compensation**

The following table sets forth the Company’s total share-based compensation expense included in the Company’s condensed consolidated statements of operations for the three and six months ended June 30, 2023 and 2022:

| <i>(in thousands)</i>                  | Three Months Ended<br>June 30, |                 | Six Months Ended<br>June 30, |                  |
|--|--------------------------------|-----------------|------------------------------|------------------|
|  | 2023                           | 2022            | 2023                         | 2022             |
| Cost of sales                          | \$ 41                          | \$ 26           | \$ 63                        | \$ 37            |
| General and administrative expenses    | 8,454                          | 7,016           | 14,859                       | 10,511           |
| Total share-based compensation expense | <u>\$ 8,495</u>                | <u>\$ 7,042</u> | <u>\$ 14,922</u>             | <u>\$ 10,548</u> |

**2021 Long Term Incentive Plan**

On July 1, 2021, concurrent with the closing of the CRIS Business Combination, stockholders approved the Board of Directors-approved 2021 Long Term Incentive Plan (the “2021 Incentive Plan”). The 2021 Incentive Plan reserves 33,918,000 shares of Class A common stock for issuance to employees, non-employee directors and other service providers. As of June 30, 2023, there were 23,509,809 shares of Class A common stock available for grant.

**Stock Options**

The following table summarizes stock option activity for the six months ended June 30, 2023:

| <i>(shares in thousands)</i>                    | Shares Underlying<br>Options | Weighted Average<br>Exercise Price | Weighted Average<br>Remaining<br>Contractual Life | Aggregate<br>Intrinsic Value |
|---|------------------------------|------------------------------------|---|------------------------------|
| Outstanding as of December 31, 2022             | 375                          | \$ 12.86                           | 9.2 years   | \$ —                         |
| Granted   | 1,005                        | \$ 7.63                            |   |                              |
| Outstanding as of June 30, 2023                 | <u>1,380</u>                 | \$ 9.05                            | 9.5 years   | \$ —                         |
| Outstanding and exercisable as of June 30, 2023 | <u>125</u>                   | \$ 12.86                           | 8.8 years   | \$ —                         |

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As of June 30, 2023, the Company's unrecognized share-based compensation expense related to stock options was approximately \$3.9 million, which is expected to be recognized over a weighted average period of 1.6 years. No stock options were exercised during the six months ended June 30, 2023. The fair values of stock options granted during the six months ended June 30, 2023 were computed using Black-Scholes or the Hull-White option-pricing models with the assumptions described below. Since the Company has limited historical volatility information available, the expected volatility was based on a weighted average between the actual volatility for comparable public companies and the actual volatility for the Company which was shorter than the expected term of the options. The expected life under the Black-Scholes model was estimated using the simplified method. The expected life under the Hull-White model was calculated as the average time to achieve the 2.8x strike exercise price in the simulation.

|                          |              |
|--------------------------|--------------|
| Risk-free interest rate  | 3.5 to 3.9 % |
| Dividend yield           | — %          |
| Expected volatility      | 79 %         |
| Expected life (in years) | 5.7 to 10.0  |

***Restricted Stock Units***

The table below represents the Company's RSU activity under the 2021 Incentive Plan during the six months ended June 30, 2023:

| <i>(shares in thousands)</i>                 | <b>Number of<br/>Shares</b> | <b>Weighted<br/>Average<br/>Grant Date<br/>Fair Value</b> |
|--|-----------------------------|---|
| Unvested as of December 31, 2022             | 3,930                       | \$ 10.85  |
| Granted                                      | 4,945                       | \$ 5.74   |
| Vested                                       | (1,334)                     | \$ 11.15  |
| Forfeited                                    | (491)                       | \$ 8.00   |
| Unvested and outstanding as of June 30, 2023 | <u>7,050</u>                | \$ 7.41   |

The total fair value of RSUs vested during the six months ended June 30, 2023 was \$7.7 million. As of June 30, 2023, the Company's unrecognized share-based compensation expense related to unvested RSUs was approximately \$31.5 million, which is expected to be recognized over a weighted average period of 1.5 years.

**EVgo Management Holdings, LLC Incentive Units**

Following the Holdco Merger and prior to the CRIS Business Combination, all employees of EVgo Services received share-based compensation in the form of units in EVgo Management Holdings, LLC (“EVgo Management”) that track incentive units issued by EVgo Holdings to EVgo Management (“Incentive Units”). Of each individual grant of Incentive Units, 65% of the grant was designated as time vesting (the “Time Vesting Incentive Units”) and the remaining portion (35% of the grant) was designated as sale vesting (the “Sale Vesting Incentive Units”). The Time Vesting Incentive Units vest annually and equally over a period of four years from the date of grant. Sale Vesting Incentive Units vest based upon the achievement of certain trigger events relating to the sale of EVgo Holdings. Presented below is a summary of the activity of the Company’s Incentive Units during the six months ended June 30, 2023:

| <i>(units in thousands)</i>                  | Units      | Weighted<br>Average<br>Grant Date<br>Fair Value |
|--|------------|---|
| Unvested as of December 31, 2022             | 471        | \$ 18.68  |
| Vested                                       | (108)      | \$ 17.26  |
| Forfeited                                    | (19)       | \$ 26.94  |
| Unvested and outstanding as of June 30, 2023 | <u>344</u> | \$ 18.66  |

As of June 30, 2023, the Company’s unrecognized share-based compensation expense related to unvested Incentive Units was approximately \$5.6 million, which is expected to be recognized over a weighted average period of 1.2 years.

**Note 15 – Redeemable Noncontrolling Interest**

As of June 30, 2023 and December 31, 2022, EVgo Holdings held 195,800,000 EVgo OpCo Units, representing a 65.6% and a 73.6% economic ownership interest, respectively, in EVgo OpCo (reflecting the exclusion of 718,750 shares of Class A common stock held by other entities that were subject to possible forfeiture) and that same number of shares of the Company’s Class B common stock, representing a 65.5% and a 73.4% voting interest, respectively, in the Company. EVgo Holdings is entitled to one vote per share of Class B common stock but is not entitled to receive dividends or any assets upon liquidation, dissolution, distribution or winding-up of the Company. Each EVgo OpCo Unit is redeemable, together with one share of Class B common stock, for either one share of Class A common stock or, at EVgo OpCo’s election, the cash equivalent market value of one share of Class A common stock in accordance with the terms of the EVgo OpCo A&R LLC Agreement (see Note 12).

The EVgo OpCo Units held by EVgo Holdings have been classified as a redeemable noncontrolling interest in the Company. The cash redemption feature of the EVgo OpCo Units, together with a corresponding number of shares of Class B common stock, at the option of EVgo OpCo, is considered outside of the control of the Company. Therefore, in accordance with ASC Topic 480, Distinguishing Liabilities from Equity, the EVgo OpCo Units are classified as temporary equity in the Company’s condensed consolidated balance sheets.

The redeemable noncontrolling interest held by EVgo Holdings in EVgo OpCo, through its ownership of EVgo OpCo Units, was initially measured at its carrying amount on the CRIS Close Date. Net income or loss and other comprehensive income or loss are attributed to the redeemable noncontrolling interest during each reporting period based on its ownership percentage, as appropriate. Subsequent to that, the redeemable noncontrolling interest is measured at its fair value (i.e., based on the Class A common stock price) at the end of each reporting period, with the remeasurement amount being no less than the initial carrying amount, as adjusted for the redeemable noncontrolling interest’s share of net income or loss and other comprehensive income or loss. The offset of any fair value adjustment is recorded to equity, with no impact to net income (loss).

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The following is a reconciliation of changes in redeemable noncontrolling interest for the six months ended June 30, 2023:

(in thousands)

|   |    |                |
|---|----|----------------|
| Balance as of December 31, 2022   | \$ | 875,226        |
| Net loss attributable to redeemable noncontrolling interest                                   |    | (50,518)       |
| Equity-based compensation attributable to redeemable noncontrolling interest                  |    | 870            |
| Adjustment to revise redeemable noncontrolling interest to its redemption value at period-end |    | (42,378)       |
| Balance as of June 30, 2023   | \$ | <u>783,200</u> |

**Note 16 – Subsequent Events**

In July 2023, the Company granted approximately 1,300,000 restricted stock units to employees under the EVgo Inc. 2021 Long Term Incentive Plan. The fair value of the restricted stock units awarded was \$5.2 million, which was estimated on the date of grant based on the fair value of the Company’s Class A common stock, using similar methods and assumptions as those previously disclosed by the Company. Each award will vest annually based on continued service, which is generally over a period of three years. The grant date fair value of the awards will be recognized as share-based compensation expense over the requisite service periods.

**Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion and analysis provides information that management believes is relevant to an assessment and understanding of EVgo’s consolidated results of operations and financial condition. The discussion should be read in conjunction with EVgo’s unaudited condensed consolidated financial statements and related notes thereto as of June 30, 2023 and December 31, 2022 and for the three and six months ended June 30, 2023 and 2022 included elsewhere in this Quarterly Report, and the audited consolidated financial statements and related notes thereto as of and for the years ended December 31, 2022 and 2021 contained in the Annual Report. In addition to historical information, this discussion contains forward-looking statements that involve numerous risks, uncertainties, and assumptions that could cause EVgo’s actual results to differ materially from management’s expectations due to a number of factors, including those discussed in the sections entitled “Risk Factors” and “Cautionary Statement Regarding Forward-Looking Statements” in this Quarterly Report. Factors which could cause such differences are discussed therein.

**Overview**

EVgo is a key leader in charging solutions, building and operating the infrastructure and tools to expedite the mass adoption of EVs for individual drivers, rideshare and commercial fleets, and businesses. Since 2019 EVgo has purchased renewable energy certificates to match the electricity that powers its network.

EVgo has a flexible business model that derives value through multiple revenue streams. The foundation of the Company’s business is the development and operation of EV charging sites through which it dispenses electricity to EVs driven by individuals, commercial drivers, and fleet operators. EVgo’s principal revenue stream is from the provision of charging services for EVs of all types on EVgo’s network. In addition, a variety of business-to-business commercial relationships provide EVgo with revenue or cash payments based on commitments to build new infrastructure, provide guaranteed access to charging, and offer marketing, data and software-driven services. EVgo also earns revenue from the sale of regulatory credits generated through sales of electricity and its operation and ownership of its DCFC network. EVgo believes this combination of revenue streams can drive long-term margin expansion and customer retention.

Specifically, revenue is earned through the following streams:

- *Charging Revenue, Retail:* EVgo sells electricity directly to drivers who access EVgo’s publicly available networked chargers. Various pricing plans exist for customers and drivers have the choice to charge as members (with monthly fees and reduced per-minute or kWh pricing) through a subscription service, or as non-members. Drivers can locate the chargers through EVgo’s mobile application, their vehicle’s in-dash navigation system or

third-party databases that license charger-location information from EVgo. EVgo generally installs its chargers in parking spaces owned or leased by commercial or public-entity Site Hosts that desire to provide EV charging services at their respective locations. Commercial Site Hosts include retail and grocery stores, hotels, offices, medical complexes, airports and convenience stores. EVgo believes its offerings are well aligned with the goals of Site Hosts, as many commercial businesses increasingly view EV charging capabilities as essential to attract tenants, employees, customers and visitors, and achieve sustainability goals. Site Hosts are generally able to obtain these benefits at no cost when partnering with EVgo through EVgo's owner and/or operator model, as EVgo is responsible for the installation and operation of chargers located on Site Hosts' properties. In many cases, Site Hosts will earn additional revenue from license payments made by the Company in exchange for use of the site. EVgo also incorporates flexible ownership models through EVgo eXtend, through which certain Site Hosts can invest in and build EV charging stations that the Site Host owns and EVgo operates.

- *Charging Revenue, Commercial:* High volume fleet customers, such as transportation network companies or delivery services, can access EVgo's charging infrastructure through EVgo's public network. Pricing for charging services is most often negotiated directly between EVgo and the fleet owner based on the business needs and usage patterns of the fleet. In these arrangements EVgo contracts with and bills, either the fleet owner directly or an individual fleet driver utilizing EVgo's chargers. Access to EVgo's public network allows fleet and rideshare operators to support mass adoption of transportation electrification and achieve sustainability goals without needing to directly invest capital in charging infrastructure or incur operating costs associated with charging equipment.
- *Charging Revenue, OEM:* EVgo is a key leader in OEM charging programs with revenue models to meet a wide variety of OEM objectives related to the availability of charging infrastructure and the provision of charging services for EV drivers. EVgo contracts directly with OEMs to provide charging services to drivers who have purchased or leased such OEMs' EVs and who access EVgo's public charger network, to expand EVgo's network of owned DCFCs and to provide other related services. Other related services currently provided to OEMs by EVgo include co-marketing, data services and digital application services. EVgo views its OEM relationships as a core customer acquisition channel.

In addition to offering access to its public network, EVgo offers dedicated charging solutions to fleets. As part of this offering, EVgo typically builds, owns and operates charging infrastructure for the exclusive use of a dedicated customer and is currently offering flexible ownership models, such as its charging as a service ("ChaaS") offering. EVgo's dedicated and ChaaS offerings provide a value proposition for fleets who might otherwise feel compelled to procure, install and manage their own electric vehicle supply equipment. EVgo offers a variety of pricing models for its dedicated charging solutions, including a mix of volumetric commitments and variable and fixed payments to EVgo for provision of its services. ChaaS and dedicated charging allow for tailored fleet charging solutions without requiring fleets to directly incur capital expenditures or operating and management costs related to charging EVs. Together, EVgo's dedicated charging solutions and public fleet charging services provide fleets with a more robust and flexible charging solution.

- *Regulatory Credit Sales:* As a charging station owner and operator, EVgo earns regulatory credits, such as Low Carbon Fuel Standard ("LCFS") credits and other regulatory credits, in states where such programs are enacted currently, including the Fast Charging Infrastructure ("FCI") program in California. These credits are generated through charging station operations based on the volume of kWh sold. EVgo earns additional revenue through the sale of these credits to buyers obligated to purchase the credits to comply with the program mandates.



- *Network Revenue, OEM:* This revenue stream represents revenue related to contracts that have significant charger infrastructure build programs, which represent set-up costs under Financial Accounting Standards Board Accounting Standards Codification (“ASC”) Topic 606, *Revenue from Contracts with Customers* (“ASC 606”). Proceeds from these contracts are allocated to performance obligations including marketing activities, memberships, reservations and the expiration of unused charging credits. Marketing activities are recognized at a point in time as the services are performed and measurement is based on amounts spent. For memberships and reservations, revenue is recognized over time and measured based on the charging activity of subscriber members at each measurement period. Any unused charging credits are recognized as breakage using the proportional method or, for programs where there is not enough information to determine the pattern of rights exercised by the customer, the remote method.
- *eXtend Revenue:* Through EVgo eXtend, EVgo provides hardware, design, and construction services for charging sites, as well as ongoing operations, maintenance and networking and software integration solutions, while EVgo’s customers purchase and retain ownership of the charging assets. For some eXtend customers, EVgo also provides grant application support and related services. In 2022, EVgo announced an eXtend deal with the Pilot Company to deploy up to 2,000 fast charging stalls that the Pilot Company will own and EVgo will build, network, operate and maintain.
- *Ancillary Revenue:* EVgo offers a variety of software-driven digital, development and operations services to its customers. EVgo has offerings that currently include customization of digital applications, charging data integration, micro-targeted advertising services, smart charging reservations, loyalty programs, access to chargers behind parking lot pay gates, and equipment procurement and operations services for customers operating dedicated networks. EVgo also continues to evaluate and engage on potential market opportunities beyond these business models.

### ***Recent Developments***

#### **Geopolitical and Macroeconomic Environment**

During the last several years, the global economy has experienced disruption and sustained volatility due to a number of factors. For example, the global outbreak of COVID-19 resulted in significant volatility in the global and domestic economies, changes in consumer and business behavior, market downturns and restrictions on business and individual activities, resulting in overall reduced economic activity.

The COVID-19 pandemic impacted EVgo’s operations through reduced network throughput, construction delays and supply chain and shipping constraints. EVgo also experienced delays in its Site Host negotiations as Site Hosts devoted more time to day-to-day operations and employee health and safety. Finally, for some contractual commitments, EVgo is required to adhere to a construction schedule over specified timeframes. Those timelines were impacted due to delays associated with COVID-19 and broader supply chain disruptions.

Russia’s military invasion of Ukraine and the subsequent sanctions imposed on Russia, Belarus, the so-called Donetsk People’s Republic and the so-called Luhansk People’s Republic have led to and will likely continue to lead to, geopolitical instability, market uncertainty and supply disruptions. Additionally, rising inflation has increased operating costs for many businesses and, together with slowing economic growth and fear of a recession, has led governments to change monetary policy in response. Finally, recent concerns regarding the stability of the U.S. and international financial systems has raised concerns regarding the ability of companies to access deposits; potential losses of uninsured deposits and other financial assets; the potential loss of access to working capital sources and access to favorable commercial financing terms (including terms related to interest rates and restrictive financial or operating covenants); and systemic limitations on access to credit and liquidity sources.

The current economic environment remains uncertain and the extent to which EVgo’s operating and financial results for future periods will be impacted by the ongoing conflict in Ukraine, increasing inflation, instability in the financial services sector, supply-chain disruptions, government efforts to reduce inflation and any recession will largely depend on future developments, which are highly uncertain and cannot be reasonably estimated at this time.



### ***Government EV Initiatives***

In order to encourage the use of EVs, the U.S. federal government and some state and local governments provide incentives to end users and purchasers of EVs and EV charging stations in the form of rebates, tax credits and other financial incentives that promote EV adoption and related EV charging infrastructure. EVgo believes the increase in promotion of EVs and the installation of related EV charging infrastructure will continue in part due to the ongoing implementation of the Infrastructure Investment and Jobs Act (the “Bipartisan Infrastructure Law”) and the Inflation Reduction Act of 2022 (the “Inflation Reduction Act”), which included extensions, expansions and revisions of various tax credits relating to EVs and EV charging infrastructure and may provide more flexibility and options in monetizing such credits. In particular, the Inflation Reduction Act (i) expanded and extended tax credits for EV charging infrastructure and new EVs while also imposing new limitations and requirements for such credits, (ii) introduced tax credits for used EVs and commercial EVs and (iii) introduced the concept of transferability for certain tax credits, providing an additional option to monetize such credits.

However, the impact of the Inflation Reduction Act and other government EV initiatives, including regulatory requirements and restrictions that may impact the ability of EVgo and its competitors to take advantage of such initiatives, cannot be known with any certainty at this time, and EVgo may not reap any or all of the expected benefits of the Inflation Reduction Act or the Bipartisan Infrastructure Law. For example, federal guidance on Buy America requirements (effective as of March 23, 2023) applicable to the National Electric Vehicle Infrastructure (“NEVI”) Program, which was established by the Bipartisan Infrastructure Law, requires immediate domestic assembly and U.S. steel requirements for chargers to qualify for funding under the NEVI program, with higher domestic content percentages required in 2024. EVgo’s suppliers may experience delays in bringing their U.S. facilities online, and EVgo may be unable to source Buy America-compliant chargers in time to take advantage of early NEVI funding opportunities or only at increased costs. EVgo may be at a disadvantage to competitors that have already implemented domestic assembly and content standards into their supply chain. EVgo’s customers may request delays or adjustments to their build-out plans in order to accommodate these added Buy America requirements, which could result in delays in receipt of revenue from customers. Similarly, regulations proposed by the U.S. Department of the Treasury on March 31, 2023, to implement domestic content and assembly eligibility requirements to qualify for EV tax credits passed in the Inflation Reduction Act, once finalized, may reduce incentives available to encourage the adoption of EVs, which could negatively affect the EV market and adversely impact EVgo’s business operations and expansion potential.

In addition to NEVI funding, which will be made available to every state department of transportation to administer grant programs to support the deployment of charging infrastructure, states including (but not limited to) California, Colorado, Delaware, Massachusetts, New Jersey and New York also offer various rebates, grants and tax credits to incentivize both EV and EVSE purchases. Additionally, in many states, utilities offer rebates or other incentive programs, typically called “make-ready” programs, to incent the development of EV charging infrastructure.

### ***Key Components of Results of Operations***

#### ***Revenue***

EVgo’s revenue is generated across various business lines. The majority of EVgo’s revenue is generated from the sale of charging services, which are comprised of retail, OEM and commercial business lines, and its eXtend offering. In addition, EVgo generates ancillary revenue through the sale of data services and consumer retail services. EVgo also offers network services to OEM customers, including memberships and marketing. Finally, as a result of owning and operating the EV charging stations, EVgo earns regulatory credits such as LCFS credits, which are sold to generate additional revenue.

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### **Cost of Sales**

*Cost of Revenue.* Cost of revenue consists primarily of energy usage fees, site operating and maintenance expenses, warranty and repair services, and site lease and rent expense associated with charging equipment.

*Depreciation, Net of Capital-Build Amortization.* Depreciation, net of capital-build amortization, consists of depreciation related to EVgo's property and equipment associated with charging equipment and installation and is partially offset by the amortization of EVgo's capital-build liabilities associated with third-party funding received for charging stations and other programs.

### **Gross Profit (Loss) and Gross Margin**

Gross profit (loss) consists of EVgo's revenue less its cost of revenue and depreciation, net of capital-build amortization. Gross margin is gross profit (loss) as a percentage of revenue.

### **Operating Expenses**

*General and Administrative Expenses.* General and administrative expenses primarily consist of payroll and related personnel expenses, IT and office services, customer service and network charges, office rent expense and professional services. EVgo expects its general and administrative expenses to increase in absolute dollars as it continues to grow its business. EVgo also expects to continue to incur additional expenses related to compliance and reporting obligations pursuant to the rules and regulations of the SEC, general insurance and directors' and officers' insurance, investor relations and other professional services.

*Depreciation, Amortization and Accretion.* Depreciation, amortization and accretion consists of depreciation related to EVgo's property, equipment and software not associated with charging equipment and, therefore, not included in the depreciation, net of capital-build amortization expenses recorded in cost of sales. This also includes amortization of EVgo's intangible assets and accretion related to EVgo's asset retirement obligations.

### **Operating Profit (Loss) and Operating Margin**

Operating profit (loss) consists of EVgo's gross profit or loss less general and administrative expenses and depreciation, amortization and accretion in operating expenses. Operating margin is operating profit (loss) as a percentage of revenue.

### **Interest Income**

Interest income consists primarily of interest earned on cash and cash equivalents and debt securities.

### **Other Income (Expense), Net**

Other income (expense), net, consists primarily of unrealized gains and losses on marketable securities.

### **Change in Fair Values of Warrant and Earnout Liabilities**

The change in the fair values of the warrant and earnout liabilities reflects the mark-to-market adjustments associated with warrants to purchase shares of the Company's common stock and earnout liabilities for each reporting period.

### **Income Taxes**

EVgo's provision for income taxes consists primarily of income taxes related to federal and state jurisdictions where business is conducted related to the Company's ownership in EVgo OpCo.

**Net (Loss) Income Attributable to Redeemable Noncontrolling Interest**

Net (loss) income attributable to redeemable noncontrolling interest represents the share of net income or loss that is attributable to EVgo's Class B common stock held by EVgo Holdings.

**Key Performance Indicators**

EVgo management uses several performance metrics to manage the business and evaluate financial and operating performance:

**Network Throughput**

Network throughput represents the total amount of GWh that was consumed by EVs using chargers and charging stations on EVgo's network. EVgo typically monitors GWh sales by three components: business line, customer and customer class. EVgo believes monitoring of component trends and contributions is the appropriate way to monitor and measure business-related health.

**Number of DC Stalls on EVgo's Network**

Number of DC stalls represents the total number of DC stalls that EVgo has operational on its network (energized, inspected and commissioned). One stall can charge one vehicle at a time. There are certain configurations of EVgo sites where one DC charger is capable of charging only one vehicle at a time; all chargers at such a site are counted as one stall per one charger. There are certain configurations of EVgo sites where one DC charger is capable of charging two vehicles simultaneously; all chargers at such a site are counted as two stalls per one charger. The following table represents network throughput and the number of DC stalls on EVgo's network:

|   | <b>June 30,</b> |             |
|---|-----------------|-------------|
|   | <b>2023</b>     | <b>2022</b> |
| Network throughput (GWh) for the three months ended | 24.9            | 10.1        |
| Network throughput (GWh) for the six months ended   | 42.8            | 18.1        |
| Number of DC stalls on EVgo network as of           | 2,518           | 1,937       |

**Receipts**

EVgo defines Receipts as total revenue plus change in deferred revenue over the same period. Pursuant to the term of certain OEM contracts, EVgo is paid well in advance of when revenue can be recognized according to ASC Topic 606; usually, the payment is tied to the number of stalls that commence operations under the applicable contract arrangement. EVgo believes that its Receipts metric provides investors valuable insight into cash that has been generated from EVgo's customers and EVgo's periodic performance. EVgo uses Receipts to monitor and measure EVgo's commercial performance, liquidity and growth as EVgo's OEM customers pay EVgo in advance for placing stalls in operation and then EVgo recognizes a portion of the related revenue over time.

The following table presents the calculation of Receipts for the three and six months ended June 30, 2023 and 2022:

| <i>(dollars in thousands)</i>                      | Three Months Ended<br>June 30, |                 | Six Months Ended<br>June 30, |                  |
|--|--------------------------------|-----------------|------------------------------|------------------|
|  | 2023                           | 2022            | 2023                         | 2022             |
| GAAP revenue <sup>1</sup>                          | \$ 50,552                      | \$ 9,076        | \$ 75,852                    | \$ 16,776        |
| GAAP changes in deferred revenue <sup>2</sup>      | (2,842)                        | (11)            | 18,939                       | (572)            |
| Total Receipts                                     | <u>\$ 47,710</u>               | <u>\$ 9,065</u> | <u>\$ 94,791</u>             | <u>\$ 16,204</u> |
| Year-over-year percentage change in total Receipts | 426%                           |                 | 485%                         |                  |

<sup>1</sup> As reflected in the condensed consolidated statements of operations.

<sup>2</sup> As reflected in the condensed consolidated statements of cash flows.

**Factors Affecting EVgo's Operating Results**

EVgo believes its performance and future success depend on a number of factors, including those discussed below and in "Part II, Item 1A., Risk Factors."

**EV Sales**

EVgo's revenue growth is directly tied to the adoption and continued acceptance and usage of passenger and commercial EVs, which it believes drives the demand for electricity, charging infrastructure and charging services. The market for EVs is still rapidly evolving and, although demand for EVs has grown in recent years, there is no guarantee of such future demand. Additionally, as demand increases, the supply must keep pace for adoption to continue to accelerate at a rapid pace. Factors impacting the adoption of EVs include perceptions about EV features, quality, safety, performance and cost; perceptions about the limited range over which EVs may be driven on a single battery charge; availability of services for EVs; consumers' perception about the convenience, speed, reliability and cost of EV charging; volatility in the price of gasoline and diesel; EV supply chain shortages and disruptions including, but not limited to, availability of certain components (e.g., semiconductors and critical raw materials necessary for the production of EVs and EV batteries), the ability of EV OEMs to ramp-up EV production and/or allocate sufficient quantities of EV models to the U.S. market; domestic content requirements or other policy constraints; availability of batteries and battery materials; availability, cost and desirability of other alternative fuel vehicles, including plug-in hybrid EVs and high fuel-economy gasoline and diesel-powered vehicles; increases in fuel efficiency; regulations applicable to vehicle emissions and fuel economy; and availability of federal and state credits for EV purchases. In addition, macroeconomic factors could impact demand for EVs, particularly since the sales price of EVs can be more expensive than traditional gasoline-powered vehicles. If the market for EVs does not develop as expected or if there is any slowdown or delay in overall adoption of EVs, EVgo's operating results may be adversely affected.

**Electrification of Fleets**

EVgo faces competition in the emerging fleet electrification segment, including from certain fleet customers who may opt to install and own charging equipment on their property; however, EVgo believes its unique set of offerings to fleets and its existing charging network position EVgo advantageously to win business from fleets. Fleet owners are generally

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more sensitive to the total cost of ownership of a vehicle than private-vehicle owners. As such, electrification of vehicle fleets may occur more slowly or more rapidly than management forecasts based on the cost to purchase, operate and maintain EVs and the general availability of such vehicles relative to those of internal combustion engine vehicles. The ability of EVgo and its competitors' to offer competitive charging services and value-added ancillary services may impact the pace at which fleets electrify and may impact EVgo's ability to capture market share in fleets. Additionally, federal, state and local government support and regulations directed at fleets (or lack thereof) may accelerate or delay fleet electrification and increase or reduce EVgo's business opportunity. EVgo's management is currently monitoring several key rules that may encourage fleet electrification, including California's Advanced Clean Truck rule and similar programs recently adopted by Massachusetts, New Jersey, New York, Oregon and Washington and the implementation of California's Clean Miles Standard, as well as similar proposals in other zero emission vehicle states and potential action at the federal level.

### **Competition**

The EV charging industry is increasingly competitive. The principal competitive factors in the industry include charger count, locations, accessibility and reliability; charger connectivity to EVs and ability to charge all standards; speed of charging relative to expected vehicle dwell times at the location; DCFC network reliability, scale and local density; software-enabled service offerings and overall customer experience; operator brand, track record and reputation; and access to equipment vendors and service providers; policy incentives; and pricing. Existing competitors may expand their product offerings and sales strategies, new competitors may enter the market and certain fleet customers may choose to install and operate their own charging infrastructure. If EVgo's market share decreases due to increased competition, its revenue and ability to generate profits in the future may be impacted.

### **Government Mandates, Incentives and Programs**

The U.S. federal government and some state and local governments provide incentives to end-users and purchasers of EVs and EV charging stations in the form of rebates, tax credits and other financial incentives, such as payments for regulatory credits. The EV market relies on these governmental rebates, tax credits and other financial incentives to significantly lower the effective price of EVs and EV charging stations. However, these incentives may expire on a particular date, end when the allocated funding is exhausted, or may be reduced or terminated as a matter of regulatory or legislative policy. In particular, EVgo has historically generated and carried forward, for future benefit, federal tax credits under Section 30C of the Code, which effectively subsidizes the cost of placing into service EVgo's charging stations. The Inflation Reduction Act revised the credit under Section 30C to extend the credit until December 31, 2032, introduce the concept of transferability of such tax credits, expand the credit such that it is capped at \$100,000 per item and increase eligibility requirements to require installation of EV charging stations in certain census tracts along with meeting prevailing wage and apprenticeship requirements, among other changes. There can be no assurance that the EV charging stations placed in service by EVgo will meet the revised requirements for the Section 30C credits, and compliance with such requirements could increase EVgo's labor and other costs.

Any reduction in rebates, tax credits or other financial incentives available to buyers or owners of EVs or EV charging stations could negatively affect the EV market and adversely impact EVgo's business operations and expansion potential. In addition, there can be no assurance that EVgo will have the necessary tax attributes to utilize any such credits that are available and may not be able to monetize such credits on favorable terms. Further, certain features of EVgo OpCo's ownership may limit the available tax credit that can be monetized or utilized. New tariffs and policies that could incentivize overbuilding of infrastructure may also have a negative impact on the economics of EVgo's stations. Furthermore, tariffs and policy incentives have been, and in the future could be, put in place that favor equipment manufactured by or assembled at American factories, which may put EVgo's fast charging equipment vendors at a competitive disadvantage, including by increasing the cost or delaying the availability of charging equipment, by challenging or eliminating EVgo's ability to apply or qualify for grants and other government incentives, or by disqualifying the Company from the ability to compete for certain charging infrastructure build-out solicitations and programs, including those initiated by federal government agencies.

Moreover, a variety of incentives and rebates offered by the U.S. federal government as well as state and local governments in order to encourage the use of EVs may be limited or reduced. In particular, the U.S. federal government offers a tax credit, the maximum amount of which is \$7,500, for qualified new plug-in EVs. The Inflation Reduction Act

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modified the tax credit for new plug-in EVs and added new tax credits for used and commercial EVs. The Inflation Reduction Act also removed the phase-out of tax credits for new plug-in EVs with respect to vehicle manufacturers that reached certain production levels beginning in 2023. However, the tax credit is subject to additional requirements and limitations, such as certain adjusted gross income limits for consumers claiming the credit, domestic content requirements for critical minerals and batteries and a requirement for final assembly to occur in North America. Such additional requirements and limitations for such tax credits may reduce incentives available to encourage the adoption of EVs, which could negatively affect the EV market and adversely impact EVgo's business operations and expansion potential.

### **Technology Risks**

EVgo relies on numerous internally developed and externally sourced hardware and software technologies to operate its network and generate earnings. EVgo engages a variety of third-party vendors for non-proprietary hardware and software components. The ability of EVgo to continue to integrate its technology stack with technological advances in the wider EV ecosystem including EV model characteristics, charging standards, charging hardware, software and battery chemistries and value-added customer services will determine EVgo's sustained competitiveness in offering charging services. There is a risk that some or all of the components of the EV technology ecosystem become obsolete and that EVgo will be required to make significant investments to continue to effectively operate its business. For example, in recent months, a number of OEMs, including Ford, GM, Rivian, Volvo and Mercedes, have announced plans to adopt the NACS standard in their future EVs, whereas EVgo's existing charging network is largely based around the CCS standard.

EVgo's management believes EVgo's business model is well-positioned to enable EVgo to remain technology-, vendor- and OEM-agnostic over time and allow the business to remain competitive regardless of long-term technological shifts in EVs, batteries or modes of charging. See "*Risk Factors – The current lack of industry standards may lead to uncertainty, additional competition and further unexpected costs.*"

### **Sales of Regulatory Credits**

EVgo derives revenue from selling regulatory credits earned for participating in LCFS programs, or other similar carbon or emissions trading schemes, in various jurisdictions in the U.S. EVgo currently sells these credits at market prices. These credits are exposed to various market and supply and demand dynamics which can drive price volatility and which are difficult to predict. Price fluctuations in credits may have a material effect on future results of operations. The availability of such credits depends on continued governmental support for these programs. If these programs are modified, reduced or eliminated, EVgo's ability to generate this revenue in the future would be adversely impacted. EVgo is currently engaged in a rulemaking process of the California Air Resources Board that could result in an amendment to, and perhaps strengthening of, the California LCFS program. In addition to current programs, EVgo is currently monitoring the implementation of Washington's program and additional proposals for new state clean fuels programs in varying stages of discussions in states including (but not limited to) New York, Massachusetts, Michigan, and Illinois.

**Results of Operations for the Three Months Ended June 30, 2023 and 2022**

The table below presents EVgo's results of operations for the three months ended June 30, 2023 and 2022:

| <i>(dollars in thousands)</i>  | <b>Three Months Ended June 30,</b> |             | <b>Change</b> |          |
|--|------------------------------------|-------------|---------------|----------|
|  | <b>2023</b>                        | <b>2022</b> | <b>\$</b>     | <b>%</b> |
| Revenue  | \$ 50,552                          | \$ 9,076    | \$ 41,476     | 457 %    |
| Cost of revenue  | 37,740                             | 5,719       | 32,021        | 560 %    |
| Depreciation, net of capital-build amortization                            | 7,283                              | 4,101       | 3,182         | 78 %     |
| Gross profit (loss)  | 5,529                              | (744)       | 6,273         | 843 %    |
| General and administrative expenses  | 34,333                             | 32,178      | 2,155         | 7 %      |
| Depreciation, amortization and accretion                                   | 4,783                              | 4,132       | 651           | 16 %     |
| Operating loss   | (33,587)                           | (37,054)    | 3,467         | 9 %      |
| Interest expense   | —                                  | (13)        | 13            | 100 %    |
| Interest income  | 2,199                              | 636         | 1,563         | 246 %    |
| Other expense, net   | (1)                                | (158)       | 157           | 99 %     |
| Change in fair value of earnout liability                                  | 2,496                              | 4,891       | (2,395)       | (49)%    |
| Change in fair value of warrant liabilities                                | 7,391                              | 48,712      | (41,321)      | (85)%    |
| (Loss) income before income tax expense                                    | (21,502)                           | 17,014      | (38,516)      | (226)%   |
| Income tax expense   | (37)                               | (17)        | (20)          | 118 %    |
| Net (loss) income  | (21,539)                           | 16,997      | (38,536)      | (227)%   |
| Less: net (loss) income attributable to redeemable noncontrolling interest | (14,513)                           | 12,518      | (27,031)      | (216)%   |
| Net (loss) income attributable to Class A common stockholders              | \$ (7,026)                         | \$ 4,479    | \$ (11,505)   | (257)%   |
| Gross margin   | 10.9 %                             | (8.2)%      |               |          |
| Operating margin   | (66.4)%                            | (408.3)%    |               |          |
| Network throughput (GWh)   | 24.9                               | 10.1        |               |          |
| Number of DC stalls  | 2,518                              | 1,937       |               |          |

**Revenue**

The table below presents a disaggregation of EVgo's revenue for the three months ended June 30, 2023 and 2022:

| <i>(dollars in thousands)</i> | <b>Three Months Ended June 30,</b> |             | <b>Change</b> |          |
|-------------------------------|------------------------------------|-------------|---------------|----------|
|                               | <b>2023</b>                        | <b>2022</b> | <b>\$</b>     | <b>%</b> |
| Charging revenue, retail      | \$ 9,085                           | \$ 4,389    | \$ 4,696      | 107 %    |
| Charging revenue, commercial  | 2,418                              | 654         | 1,764         | 270 %    |
| Charging revenue, OEM         | 986                                | 189         | 797           | 422 %    |
| Regulatory credit sales       | 1,613                              | 2,128       | (515)         | (24)%    |
| Network revenue, OEM          | 742                                | 887         | (145)         | (16)%    |
| eXtend revenue                | 33,281                             | 131         | 33,150        | *        |
| Ancillary revenue             | 2,427                              | 698         | 1,729         | 248 %    |
| Total revenue                 | \$ 50,552                          | \$ 9,076    | \$ 41,476     | 457 %    |

\*Percentage greater than 999%

Total revenue for the three months ended June 30, 2023 increased \$41.5 million, or 457%, to \$50.6 million compared to \$9.1 million for the three months ended June 30, 2022. As further discussed below, the increase in revenue was primarily due to a \$33.2 million increase in eXtend revenue, a \$4.7 million increase in retail charging revenue, a \$1.8 million increase in commercial charging revenue, and a \$1.7 million increase in ancillary revenue.

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*Charging Revenue, Retail.* Charging revenue, retail, for the three months ended June 30, 2023 increased \$4.7 million, or 107%, to \$9.1 million compared to \$4.4 million for the three months ended June 30, 2022. Period-over-period growth was primarily due to an overall increase in throughput driven primarily by increased charging volume and a growing number of customers.

*Charging Revenue, Commercial.* Charging revenue, commercial, for the three months ended June 30, 2023 increased \$1.8 million, or 270%, to \$2.4 million compared to \$0.7 million for the three months ended June 30, 2022. Period-over-period growth was primarily due to higher charging volumes by the Company's public fleet customers.

*Charging Revenue, OEM.* Charging revenue, OEM, for the three months ended June 30, 2023 increased \$0.8 million, or 422%, to \$1.0 million compared to \$0.2 million for the three months ended June 30, 2022. Period-over-period growth was primarily due to increased revenue from the Company's existing OEM partners.

*Regulatory Credit Sales.* Regulatory credit sales for the three months ended June 30, 2023 decreased \$0.5 million, or 24%, to \$1.6 million compared to \$2.1 million for the three months ended June 30, 2022. The period-over-period decrease was primarily due to the impact of lower market prices, partially offset by increased throughput compared to the three months ended June 30, 2022.

*Network Revenue, OEM.* Network revenue, OEM, for the three months ended June 30, 2023 decreased \$0.1 million, or 16%, to \$0.7 million compared to \$0.9 million for the three months ended June 30, 2022. The period-over-period decrease was due to a decrease in OEM membership revenue.

*eXtend Revenue.* eXtend revenue for the three months ended June 30, 2023 increased \$33.2 million to \$33.3 million compared to \$0.1 million for the three months ended June 30, 2022 primarily as a result of the new agreement that was executed in 2022 with the Pilot Company.

*Ancillary Revenue.* Ancillary revenue for the three months ended June 30, 2023 increased \$1.7 million, or 248%, to \$2.4 million compared to \$0.7 million for the three months ended June 30, 2022. The increase was primarily due to higher research and consulting revenue and increased equipment sales.

### Cost of Sales

*Cost of Revenue.* Cost of revenue for the three months ended June 30, 2023 increased \$32.0 million, or 560%, to \$37.7 million compared to \$5.7 million for the three months ended June 30, 2022. The increase in cost of revenue was primarily due to an increase of \$25.1 million in costs to support eXtend revenue, a \$4.6 million increase in energy and other variable costs resulting from increased throughput, and a \$0.9 million increase in maintenance expenses.

*Depreciation, Net of Capital-Build Amortization.* Depreciation, net of capital-build amortization, for the three months ended June 30, 2023 increased \$3.2 million, or 78%, to \$7.3 million compared to \$4.1 million for the three months ended June 30, 2022 due to growth in EVgo's fixed asset base.

### Gross Profit (Loss) and Gross Margin

Gross profit for the three months ended June 30, 2023 improved \$6.3 million, or 843%, to \$5.5 million compared to a gross loss of \$0.7 million for the three months ended June 30, 2022. Gross margin for the three months ended June 30, 2023 improved to 10.9% compared to negative 8.2% for the three months ended June 30, 2022 primarily due to improved leveraging of charging station costs and increased eXtend revenue, which generally has a higher gross margin, partially offset by the impact of lower LCFS prices.



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### Operating Expenses

*General and Administrative Expenses.* General and administrative expenses for the three months ended June 30, 2023 increased \$2.2 million, or 7%, to \$34.3 million compared to \$32.2 million for the three months ended June 30, 2022. The increase was primarily driven by a \$2.9 million increase in payroll expenses due to higher headcount and additional share-based compensation and a \$0.9 million increase in impairment expense, which were partially offset by a \$1.3 million decrease in legal service and professional service expenses.

*Depreciation, Amortization and Accretion.* Depreciation, amortization and accretion expenses for the three months ended June 30, 2023 increased \$0.7 million, or 16%, to \$4.8 million compared to \$4.1 million for the three months ended June 30, 2022. The increase was primarily due to higher amortization related to software.

### Operating Loss

During the three months ended June 30, 2023, EVgo had an operating loss of \$33.6 million, an improvement of \$3.5 million, or 9%, compared to \$37.1 million for the three months ended June 30, 2022. The decrease in operating loss was driven primarily by increased gross profits. Operating margin for the three months ended June 30, 2023 was negative 66.4% compared to negative 408.3% for the three months ended June 30, 2022.

### Interest Income

Interest income for the three months ended June 30, 2023 and 2022 was \$2.2 million and \$0.6 million, respectively. The increase was a result of higher interest earned on cash and cash equivalents held in a high interest rate account by the Company during the three months ended June 30, 2023 compared to the same prior year period.

### Other Expense, Net

Other expense, net, for the three months ended June 30, 2023 was de minimis compared to \$0.2 million for the three months ended June 30, 2022. The change was primarily due to a \$0.2 million decrease in unrealized losses on investments.

### Changes in Fair Values of Warrant and Earnout Liabilities

For the three months ended June 30, 2023, there was a \$9.9 million gain on change in fair values of warrant and earnout liabilities compared to a \$53.6 million gain for the three months ended June 30, 2022. The change between periods was primarily due to a lower decrease in the fair value of the warrant liabilities during the three months ended June 30, 2023 compared to the same prior year period. See “Part I, Item 1. Financial Statements – Note 10 – Fair Value Measurements” for more information.

### Income Taxes

For the three months ended June 30, 2023 and 2022, EVgo’s provision for income taxes and effective tax rates were de minimis. As of June 30, 2023 and 2022, EVgo maintained a full valuation allowance on EVgo’s net deferred tax assets.

### Net (Loss) Income

Net loss for the three months ended June 30, 2023 was \$21.5 million, compared to net income of \$17.0 million for the three months ended June 30, 2022. The change was primarily driven by the decreased gain from the change in fair values of the warrant liabilities, partially offset by an increase in gross profit.

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**Results of Operations for the Six Months Ended June 30, 2023 and 2022**

The table below presents EVgo's results of operations for the six months ended June 30, 2023 and 2022:

| <i>(dollars in thousands)</i>                                     | <b>Six Months Ended June 30,</b> |                   | <b>Change</b>      |          |
|---|----------------------------------|-------------------|--------------------|----------|
|   | <b>2023</b>                      | <b>2022</b>       | <b>\$</b>          | <b>%</b> |
| Revenue   | \$ 75,852                        | \$ 16,776         | \$ 59,076          | 352 %    |
| Cost of revenue   | 56,657                           | 10,565            | 46,092             | 436 %    |
| Depreciation, net of capital-build amortization                   | 13,625                           | 7,555             | 6,070              | 80 %     |
| Gross profit (loss)   | 5,570                            | (1,344)           | 6,914              | 514 %    |
| General and administrative expenses                               | 72,222                           | 57,606            | 14,616             | 25 %     |
| Depreciation, amortization and accretion                          | 9,567                            | 8,019             | 1,548              | 19 %     |
| Operating loss  | (76,219)                         | (66,969)          | (9,250)            | (14)%    |
| Interest expense  | —                                | (13)              | 13                 | 100 %    |
| Interest income   | 4,197                            | 691               | 3,506              | 507 %    |
| Other expense, net  | —                                | (422)             | 422                | 100 %    |
| Change in fair value of earnout liability                         | 433                              | 2,627             | (2,194)            | (84)%    |
| Change in fair value of warrant liabilities                       | 1,011                            | 25,839            | (24,828)           | (96)%    |
| Loss before income tax expense                                    | (70,578)                         | (38,247)          | (32,331)           | (85)%    |
| Income tax expense  | (42)                             | (22)              | (20)               | (91)%    |
| Net loss  | (70,620)                         | (38,269)          | (32,351)           | (85)%    |
| Less: net loss attributable to redeemable noncontrolling interest | (50,518)                         | (28,349)          | (22,169)           | (78)%    |
| Net loss attributable to Class A common stockholders              | <u>\$ (20,102)</u>               | <u>\$ (9,920)</u> | <u>\$ (10,182)</u> | (103)%   |
| Gross margin  | 7.3 %                            | (8.0)%            |                    |          |
| Operating margin  | (100.5)%                         | (399.2)%          |                    |          |
| Network throughput (GWh)  | 42.8                             | 18.1              |                    |          |
| Number of DC stalls   | 2,518                            | 1,937             |                    |          |

**Revenue**

The table below presents a disaggregation of EVgo's revenue for the six months ended June 30, 2023 and 2022:

| <i>(dollars in thousands)</i> | <b>Six Months Ended June 30,</b> |                  | <b>Change</b>    |          |
|-------------------------------|----------------------------------|------------------|------------------|----------|
|                               | <b>2023</b>                      | <b>2022</b>      | <b>\$</b>        | <b>%</b> |
| Charging revenue, retail      | \$ 15,700                        | \$ 7,891         | \$ 7,809         | 99 %     |
| Charging revenue, commercial  | 4,133                            | 1,363            | 2,770            | 203 %    |
| Charging revenue, OEM         | 1,538                            | 340              | 1,198            | 352 %    |
| Regulatory credit sales       | 2,828                            | 3,506            | (678)            | (19)%    |
| Network revenue, OEM          | 3,441                            | 1,377            | 2,064            | 150 %    |
| eXtend revenue                | 43,573                           | 211              | 43,362           | *        |
| Ancillary revenue             | 4,639                            | 2,088            | 2,551            | 122 %    |
| Total revenue                 | <u>\$ 75,852</u>                 | <u>\$ 16,776</u> | <u>\$ 59,076</u> | 352 %    |

\* Percentage greater than 999%

Total revenue for the six months ended June 30, 2023 increased \$59.1 million, or 352%, to \$75.9 million compared to \$16.8 million for the six months ended June 30, 2022. As further discussed below, the increase in revenue was primarily due to a \$43.4 million increase in eXtend revenue, a \$7.8 million increase in retail charging revenue, a \$2.8 million increase in commercial charging revenue, and a \$2.6 million increase in ancillary revenue.

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*Charging Revenue, Retail.* Charging revenue, retail, for the six months ended June 30, 2023 increased \$7.8 million, or 99%, to \$15.7 million compared to \$7.9 million for the six months ended June 30, 2022. Period-over-period growth was primarily due to an overall increase in throughput driven primarily by increased charging volume and a growing number of customers.

*Charging Revenue, Commercial.* Charging revenue, commercial, for the six months ended June 30, 2023 increased \$2.8 million, or 203%, to \$4.1 million compared to \$1.4 million for the six months ended June 30, 2022. Period-over-period growth was primarily due to higher charging volumes by the Company's public fleet customers.

*Charging Revenue, OEM.* Charging revenue, OEM, for the six months ended June 30, 2023 increased \$1.2 million, or 352%, to \$1.5 million compared to \$0.3 million for the six months ended June 30, 2022. Period-over-period growth was primarily due to the addition of a new OEM partner and higher enrollments through the Company's OEM partners.

*Regulatory Credit Sales.* Regulatory credit sales for the six months ended June 30, 2023 decreased \$0.7 million, or 19%, to \$2.8 million compared to \$3.5 million for the six months ended June 30, 2022. The period-over-period decrease was primarily due to the impact of lower market prices, partially offset by increased throughput compared to the six months ended June 30, 2022.

*Network Revenue, OEM.* Network revenue, OEM, for the six months ended June 30, 2023 increased \$2.1 million, or 150%, to \$3.4 million compared to \$1.4 million for the six months ended June 30, 2022. The period-over-period increase was due to increased breakage associated with prepaid charging credits and increased marketing activities.

*eXtend Revenue.* eXtend revenue for the six months ended June 30, 2023 increased \$43.4 million to \$43.6 million compared to \$0.2 million for the six months ended June 30, 2022 primarily as a result of the new agreement that was executed in 2022 with the Pilot Company.

*Ancillary Revenue.* Ancillary revenue for the six months ended June 30, 2023 increased \$2.6 million, or 122%, to \$4.6 million compared to \$2.1 million for the six months ended June 30, 2022. The increase was primarily due to increased equipment sales, rental income, and higher revenue from research and consulting services.

### Cost of Sales

*Cost of Revenue.* Cost of revenue for the six months ended June 30, 2023 increased \$46.1 million, or 436%, to \$56.7 million compared to \$10.6 million for the six months ended June 30, 2022. The increase in cost of revenue was primarily due to an increase of \$33.4 million in costs to support eXtend revenue, a \$7.5 million increase in energy and other variable costs resulting from increased throughput, a \$2.3 million increase in fixed charging station costs, and a \$2.1 million increase in maintenance expenses.

*Depreciation, Net of Capital-Build Amortization.* Depreciation, net of capital-build amortization, for the six months ended June 30, 2023 increased \$6.1 million, or 80%, to \$13.6 million compared to \$7.6 million for the six months ended June 30, 2022 due to growth in EVgo's fixed asset base.

### Gross Profit (Loss) and Gross Margin

Gross profit for the six months ended June 30, 2023 improved \$6.9 million, or 514%, to \$5.6 million compared to a gross loss of \$1.3 million for the six months ended June 30, 2022. Gross margin for the six months ended June 30, 2023 improved to 7.3% compared to negative 8.0% for the six months ended June 30, 2022 primarily due to improved leveraging of charging station costs and increased eXtend revenue, which generally has a higher gross margin, partially offset by the impact of lower LCFS prices.

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*Operating Expenses*

*General and Administrative Expenses.* General and administrative expenses for the six months ended June 30, 2023 increased \$14.6 million, or 25%, to \$72.2 million compared to \$57.6 million for the six months ended June 30, 2022. The increase was primarily driven by a \$10.7 million increase in payroll expenses due to higher headcount and additional share-based compensation and a \$3.8 million increase in impairment expense.

*Depreciation, Amortization and Accretion.* Depreciation, amortization and accretion expenses for the six months ended June 30, 2023 increased \$1.5 million, or 19%, to \$9.6 million compared to \$8.0 million for the six months ended June 30, 2022. The increase was primarily due to higher amortization related to software.

*Operating Loss*

During the six months ended June 30, 2023, EVgo had an operating loss of \$76.2 million, an increase of \$9.3 million, or 14%, compared to \$67.0 million for the six months ended June 30, 2022. The increase in operating loss was driven primarily by an increase in general and administrative expenses. Operating margin for the six months ended June 30, 2023 was negative 100.5% compared to negative 399.2% for the six months ended June 30, 2022.

*Interest Income*

Interest income for the six months ended June 30, 2023 and 2022 was \$4.2 million and \$0.7 million, respectively. The increase was a result of higher interest earned on cash and cash equivalents held in a high interest rate account by the Company during the six months ended June 30, 2023 compared to the same prior year period.

*Other Expense, Net*

Other expense, net, for the six months ended June 30, 2023 was de minimis compared to \$0.4 million for the six months ended June 30, 2022. The change was primarily due to a \$0.4 million decrease in unrealized losses on investments.

*Changes in Fair Values of Warrant and Earnout Liabilities*

For the six months ended June 30, 2023, there was a \$1.4 million gain on change in fair values of warrant and earnout liabilities compared to a gain of \$28.5 million for the six months ended June 30, 2022. The change between periods was primarily due to a lower decrease in the fair value of the warrant liabilities during the six months ended June 30, 2023 compared to the same prior year period. See “Part I, Item 1. Financial Statements – Note 10 – Fair Value Measurements” for more information.

*Income Taxes*

For the six months ended June 30, 2023 and 2022, EVgo’s provision for income taxes and effective tax rates were de minimis.

*Net (Loss) Income*

Net loss for the six months ended June 30, 2023 was \$70.6 million, compared to \$38.3 million for the six months ended June 30, 2022. The change was primarily driven by the decreased gain from the change in fair values of the warrant liabilities and increased general and administrative expenses incurred to support growth, partially offset by an increase in gross profit.

***Non-GAAP Financial Measures***

This Quarterly Report includes the following non-GAAP financial measures, in each case as defined below: “Adjusted Cost of Sales,” “Adjusted Cost of Sales as a Percentage of Revenue,” “Adjusted Gross Profit (Loss),” “Adjusted Gross Margin,” “Adjusted General and Administrative Expenses,” “Adjusted General and Administrative Expenses as a Percentage of Revenue,” “EBITDA,” “EBITDA Margin,” “Adjusted EBITDA” and “Adjusted EBITDA Margin.” EVgo believes these measures are useful to investors in evaluating EVgo’s performance. In addition, EVgo management uses these measures internally to establish forecasts, budgets and operational goals to manage and monitor its business. EVgo believes that these measures help to depict a more meaningful representation of the performance of the underlying business, enabling EVgo to evaluate and plan more effectively for the future.

Adjusted Cost of Sales, Adjusted Cost of Sales as a Percentage of Revenue, Adjusted Gross Profit (Loss), Adjusted Gross Margin, Adjusted General and Administrative Expenses, Adjusted General and Administrative Expenses as a Percentage of Revenue, EBITDA, EBITDA Margin, Adjusted EBITDA and Adjusted EBITDA Margin are not prepared in accordance with GAAP and may be different from non-GAAP financial measures used by other companies. These measures should not be considered as measures of financial performance under GAAP and the items excluded from or included in these metrics are significant components in understanding and assessing EVgo’s financial performance. These metrics should not be considered as alternatives to net income (loss) or any other performance measures derived in accordance with GAAP.

EVgo defines Adjusted Cost of Sales as cost of sales before: (i) depreciation, net of capital-build amortization, and (ii) share-based compensation. EVgo defines Adjusted Cost of Sales as a Percentage of Revenue as Adjusted Cost of Sales as a percentage of revenue. EVgo defines Adjusted Gross Profit (Loss) as revenue less Adjusted Cost of Sales. EVgo defines Adjusted Gross Margin as Adjusted Gross Profit (Loss) as a percentage of revenue. EVgo defines Adjusted General and Administrative Expenses as general and administrative expenses before (i) share-based compensation, (ii) loss on disposal of property and equipment, net of recoveries, and impairment expense, (iii) bad debt expense and (iv) certain other items that management believes are not indicative of EVgo’s ongoing performance. EVgo defines Adjusted General and Administrative Expenses as a Percentage of Revenue as Adjusted General and Administrative Expenses as a percentage of revenue. EVgo defines EBITDA as net income (loss) before (i) depreciation, net of capital-build amortization, (ii) amortization, (iii) accretion, (iv) interest income, (v) interest expense, and (vi) income tax expense. EVgo defines EBITDA Margin as EBITDA as a percentage of revenue. EVgo defines Adjusted EBITDA as EBITDA plus (i) share-based compensation, (ii) loss on disposal of property and equipment, net of recoveries, and impairment expense, (iii) (gain) loss on investments, (iv) bad debt expense, (v) change in fair value of earnout liability, (vi) change in fair value of warrant liabilities, and (vii) certain other items that management believes are not indicative of EVgo’s ongoing performance. EVgo defines Adjusted EBITDA Margin as Adjusted EBITDA as a percentage of revenue.

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The following unaudited table presents a reconciliation of Adjusted Cost of Sales, Adjusted Cost of Sales as a Percentage of Revenue, Adjusted Gross Profit (Loss) and Adjusted Gross Margin to the most directly comparable GAAP measures, in each case, for the three and six months ended June 30, 2023 and 2022:

| <i>(dollars in thousands)</i>                            | Three Months Ended<br>June 30, |          | Six Months Ended<br>June 30, |            |
|--|--------------------------------|----------|------------------------------|------------|
|  | 2023                           | 2022     | 2023                         | 2022       |
| GAAP revenue   | \$ 50,552                      | \$ 9,076 | \$ 75,852                    | \$ 16,776  |
| GAAP cost of sales                                       | 45,023                         | 9,820    | 70,282                       | 18,120     |
| GAAP gross profit (loss)                                 | \$ 5,529                       | \$ (744) | \$ 5,570                     | \$ (1,344) |
| <i>GAAP cost of sales as a percentage of revenue</i>     | 89.1%                          | 108.2%   | 92.7%                        | 108.0%     |
| <i>GAAP gross margin</i>                                 | 10.9%                          | (8.2%)   | 7.3%                         | (8.0%)     |
| <b>Adjustments:</b>                                      |                                |          |                              |            |
| Depreciation, net of capital-build amortization          | \$ 7,283                       | \$ 4,101 | \$ 13,625                    | \$ 7,555   |
| Share-based compensation                                 | 41                             | 26       | 63                           | 37         |
| Total adjustments  | 7,324                          | 4,127    | 13,688                       | 7,592      |
| Adjusted Cost of Sales                                   | \$ 37,699                      | \$ 5,693 | \$ 56,594                    | \$ 10,528  |
| <i>Adjusted Cost of Sales as a Percentage of Revenue</i> | 74.6%                          | 62.7%    | 74.6%                        | 62.8%      |
| Adjusted Gross Profit                                    | \$ 12,853                      | \$ 3,383 | \$ 19,258                    | \$ 6,248   |
| <i>Adjusted Gross Margin</i>                             | 25.4%                          | 37.3%    | 25.4%                        | 37.2%      |

The following unaudited table presents a reconciliation of Adjusted General and Administrative Expenses and Adjusted General and Administrative Expenses as a Percentage of Revenue to the most directly comparable GAAP measures for the three and six months ended June 30, 2023 and 2022:

| <i>(dollars in thousands)</i>  | Three Months Ended<br>June 30, |           | Six Months Ended<br>June 30, |           |
|--|--------------------------------|-----------|------------------------------|-----------|
|  | 2023                           | 2022      | 2023                         | 2022      |
| GAAP revenue   | \$ 50,552                      | \$ 9,076  | \$ 75,852                    | \$ 16,776 |
| GAAP general and administrative expenses   | \$ 34,333                      | \$ 32,178 | \$ 72,222                    | \$ 57,606 |
| <i>GAAP general and administrative expenses as a percentage of revenue</i>                         | 67.9%                          | 354.5%    | 95.2%                        | 343.4%    |
| <b>Adjustments:</b>  |                                |           |                              |           |
| Share-based compensation   | \$ 8,454                       | \$ 7,016  | \$ 14,859                    | \$ 10,511 |
| Loss on disposal of property and equipment, net of recoveries, and impairment expense <sup>1</sup> | 2,389                          | 1,879     | 5,849                        | 2,647     |
| Bad debt expense   | 56                             | 35        | 153                          | 151       |
| Other <sup>1,2</sup>   | 24                             | 36        | 1,479                        | 53        |
| Total adjustments  | 10,923                         | 8,966     | 22,340                       | 13,362    |
| Adjusted General and Administrative Expenses   | \$ 23,410                      | \$ 23,212 | \$ 49,882                    | \$ 44,244 |
| <i>Adjusted General and Administrative Expenses as a Percentage of Revenue</i>                     | 46.3%                          | 255.8%    | 65.8%                        | 263.7%    |

<sup>1</sup> In the second quarter of 2023, the Company reclassified insurance proceeds from property losses from "other" to "loss on disposal of property and equipment, net of recoveries, and impairment expense". Previously reported amounts have been updated to conform to the current period presentation.

<sup>2</sup> For the six months ended June 30, 2023, comprised primarily of costs related to the reorganization of Company resources previously announced by the Company on February 23, 2023 and the petition filed by EVgo in the Delaware Court of Chancery in February 2023 seeking validation of EVgo's charter and share structure (the "205 Petition"), which are not expected to recur.

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The following unaudited table presents a reconciliation of EBITDA, EBITDA Margin, Adjusted EBITDA, and Adjusted EBITDA Margin to the most directly comparable GAAP measure, in each case, for the three and six months ended June 30, 2023 and 2022:

| <i>(dollars in thousands)</i>  | Three Months Ended<br>June 30, |                 | Six Months Ended<br>June 30, |                 |
|--|--------------------------------|-----------------|------------------------------|-----------------|
|  | 2023                           | 2022            | 2023                         | 2022            |
| GAAP revenue   | \$ 50,552                      | \$ 9,076        | \$ 75,852                    | \$ 16,776       |
| GAAP net (loss) income   | \$ (21,539)                    | \$ 16,997       | \$ (70,620)                  | \$ (38,269)     |
| <i>GAAP net (loss) income margin</i>   | <i>(42.6%)</i>                 | <i>187.3%</i>   | <i>(93.1%)</i>               | <i>(228.1%)</i> |
| Adjustments:   |                                |                 |                              |                 |
| Depreciation, net of capital-build amortization  | 7,407                          | 4,170           | 13,875                       | 7,687           |
| Amortization   | 4,117                          | 3,564           | 8,236                        | 6,929           |
| Accretion  | 542                            | 499             | 1,081                        | 958             |
| Interest income  | (2,199)                        | (636)           | (4,197)                      | (691)           |
| Interest expense   | —                              | 13              | —                            | 13              |
| Income tax expense   | 37                             | 17              | 42                           | 22              |
| EBITDA   | \$ (11,635)                    | \$ 24,624       | \$ (51,583)                  | \$ (23,351)     |
| <i>EBITDA Margin</i>   | <i>(23.0%)</i>                 | <i>271.3%</i>   | <i>(68.0%)</i>               | <i>(139.2%)</i> |
| Adjustments:   |                                |                 |                              |                 |
| Share-based compensation   | 8,495                          | 7,042           | 14,922                       | 10,548          |
| Loss on disposal of property and equipment, net of recoveries, and impairment expense <sup>1</sup> | 2,389                          | 1,879           | 5,849                        | 2,647           |
| Loss on investments  | 5                              | 150             | 4                            | 405             |
| Bad debt expense   | 56                             | 35              | 153                          | 151             |
| Change in fair value of earnout liability  | (2,496)                        | (4,891)         | (433)                        | (2,627)         |
| Change in fair value of warrant liabilities  | (7,391)                        | (48,712)        | (1,011)                      | (25,839)        |
| Other <sup>1,2</sup>   | 24                             | 36              | 1,479                        | 53              |
| Adjusted EBITDA  | \$ (10,553)                    | \$ (19,837)     | \$ (30,620)                  | \$ (38,013)     |
| <i>Adjusted EBITDA Margin</i>  | <i>(20.9%)</i>                 | <i>(218.6%)</i> | <i>(40.4%)</i>               | <i>(226.6%)</i> |

<sup>1</sup> In the second quarter of 2023, the Company reclassified insurance proceeds from property losses from "other" to "loss on disposal of property and equipment, net of recoveries, and impairment expense". Previously reported amounts have been updated to conform to the current period presentation.

<sup>2</sup> For the six months ended June 30, 2023, comprised primarily of costs related to the reorganization of Company resources previously announced by the Company on February 23, 2023 and the petition filed by EVgo in the Delaware Court of Chancery in February 2023 seeking validation of EVgo's charter and share structure (the "205 Petition"), which are not expected to recur.

**Liquidity and Capital Resources**

EVgo has a history of operating losses and negative operating cash flows. As of June 30, 2023, EVgo had \$257.4 million of cash, cash equivalents and restricted cash and working capital of \$215.9 million. As of December 31, 2022, EVgo had \$246.5 million of cash, cash equivalents and restricted cash and working capital of \$188.1 million. The Company's net cash inflow for the six months ended June 30, 2023 was \$10.9 million. EVgo believes its cash and cash equivalents on hand as of June 30, 2023 are sufficient to meet EVgo's current working capital and capital expenditure requirements for a period of at least twelve months from the filing date of this Quarterly Report.

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To date, EVgo's primary sources of liquidity have been cash flows from the CRIS Business Combination, revenues from its various revenue streams, government grants, proceeds from sales of EVgo's Class A common stock, including under the ATM Program and an underwritten equity offering, and loans and equity contributions from its previous owners. EVgo's primary cash requirements include operating expenses, satisfaction of commitments to various counterparties and suppliers and capital expenditures (including property and equipment). EVgo's principal uses of cash in recent periods have been funding its operations and investing in capital expenditures, including the purchase of EV chargers for installation.

In July 2022, EVgo entered into the Delta Charger Supply Agreement and the Purchase Order with Delta, pursuant to which EVgo will purchase and Delta will sell EV chargers manufactured by Delta from time to time in specified quantities at certain delivery dates over a period of four years. EVgo is obligated to purchase at least 1,000 chargers (which will enable the construction of 2,000 stalls) pursuant to the Delta Charger Supply Agreement and the Purchase Order with the option, at EVgo's election, to increase the number of chargers purchased to 1,100. Under the terms of the Purchase Order, EVgo will receive delivery of 600 chargers in the 11 months following July 12, 2022 and is required to make full payment on such chargers within sixty (60) days of receipt. EVgo's obligations under the Purchase Order are take-or-pay obligations; however, EVgo's liability is capped at a maximum of the greater of \$30.0 million or 50% of the value of any outstanding firm orders. EVgo entered into the Delta Charger Supply Agreement and Purchase Order in order to meet its obligations under the Pilot Infrastructure Agreement, other potential contractual commitments and its own needs and intends to fund the capital expenditure required under the Delta Charger Supply Agreement and Purchase Order with proceeds from the Pilot Infrastructure Agreement as well as cash and cash equivalents on hand.

The term of the Tax Receivable Agreement commenced upon the completion of the CRIS Business Combination and will continue until all tax benefits that are subject to the Tax Receivable Agreement have been utilized or expired and all required payments are made, unless the Tax Receivable Agreement is terminated early (including upon a change of control). The actual timing and amount of any payments that may be made under the Tax Receivable Agreement are unknown at this time and will vary based on a number of factors. However, the Company Group expects that the payments that it will be required to make to TRA Holders in connection with the Tax Receivable Agreement will be substantial. Any payments made by the Company Group to TRA Holders under the Tax Receivable Agreement will generally reduce the amount of cash that might have otherwise been available to EVgo or EVgo OpCo. To the extent EVgo OpCo has available cash and subject to the terms of any current or future debt or other agreements, the EVgo OpCo A&R LLC Agreement will require EVgo OpCo to make pro rata cash distributions to holders of EVgo OpCo Units, including Thunder Sub, in an amount sufficient to allow the Company Group to pay its taxes and to make payments under the Tax Receivable Agreement. EVgo generally expects EVgo OpCo to fund such distributions out of available cash. However, except in cases where the Company Group elects to terminate the Tax Receivable Agreement early, the Tax Receivable Agreement is terminated early due to certain mergers or other changes of control, or the Company Group has available cash but fails to make payments when due, generally the Company Group may elect to defer payments due under the Tax Receivable Agreement if it does not have available cash to satisfy its payment obligations under the Tax Receivable Agreement or if its contractual obligations limit its ability to make these payments. Any such deferred payments under the Tax Receivable Agreement generally will accrue interest at the rate provided for in the Tax Receivable Agreement and such interest may significantly exceed the Company Group's other costs of capital. In certain circumstances (including an early termination of the Tax Receivable Agreement due to a change of control or otherwise), payments under the Tax Receivable Agreement may be accelerated and/or significantly exceed the actual benefits, if any, the Company Group realizes in respect of the tax attributes subject to the Tax Receivable Agreement. In the case of such an acceleration in connection with a change of control, where applicable, EVgo generally expects the accelerated payments due under the Tax Receivable Agreement to be funded out of the proceeds of the change of control transaction giving rise to such acceleration, which could have a significant impact on EVgo's ability to consummate a change of control or the proceeds received by EVgo's stockholders in connection with a change of control. However, the Company Group may be required to fund such payment from other sources and, as a result, any early termination of the Tax Receivable Agreement could have a substantial negative impact on EVgo's liquidity or financial condition.



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**Cash Flows**

The following table summarizes EVgo’s consolidated cash flows for the six months ended June 30, 2023 and 2022:

| <i>(in thousands)</i>   | <b>Six Months Ended June 30.</b> |                     |
|---|----------------------------------|---------------------|
|   | <b>2023</b>                      | <b>2022</b>         |
| Cash flows used in operating activities                               | \$ (22,525)                      | \$ (38,370)         |
| Cash flows used in investing activities                               | (99,898)                         | (106,836)           |
| Cash flows provided by financing activities                           | 133,356                          | 5,032               |
| Net increase (decrease) in cash, cash equivalents and restricted cash | <u>\$ 10,933</u>                 | <u>\$ (140,174)</u> |

*Operating Activities.* Cash used in operating activities for the six months ended June 30, 2023 was \$22.5 million compared to \$38.4 million for the six months ended June 30, 2022. The year-over-year change primarily reflected a \$19.5 million increase in cash flows from deferred revenue, a \$9.1 million increase in cash inflows from operating income, and a \$2.6 million increase in cash flows from accrued expenses, partially offset by a \$9.1 million decrease in cash flows from accounts receivable, a \$4.4 million decrease in cash flows from customer deposits, and a \$2.8 million decrease in cash flows from accounts payable.

*Investing Activities.* Cash used in investing activities for the six months ended June 30, 2023 was \$99.9 million, compared to \$106.8 million for the six months ended June 30, 2022. The decrease was primarily driven by a decrease in the purchases of debt securities, partially offset by an increase in purchases of property, equipment and software.

*Financing Activities.* Cash provided by financing activities for the six months ended June 30, 2023 was \$133.4 million compared to \$5.0 million for the six months ended June 30, 2022. The increase was driven primarily by the proceeds from the issuance of Class A common stock in the Company’s underwritten equity offering.

*Working Capital.* EVgo’s working capital as of June 30, 2023 was \$215.9 million, compared to \$188.1 million as of December 31, 2022. The increase was driven primarily by an \$11.4 million increase in the Company’s accounts receivable, net, a \$10.9 million increase in cash, cash equivalents and restricted cash, and a \$6.5 million decrease in customer deposits, partially offset by a \$2.2 million decrease in prepaid expenses, a \$1.7 million decrease in other current assets, and a \$1.6 million increase in accrued liabilities.

*Contractual Obligations and Commitments.* EVgo has material cash requirements for known contractual obligations and commitments in the form of operating leases, purchase commitments and certain other liabilities that are disclosed in “Part I, Item 1. Financial Statements – Note 9 – Commitments and Contingencies.” EVgo generally expects to fund these obligations through its existing cash and cash equivalents and future financing or cash flows from operations.

**Critical Accounting Policies and Estimates**

The discussion and analysis of EVgo’s financial condition and results of operations is based upon EVgo’s condensed consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of EVgo’s financial statements requires the Company to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and related disclosures of contingent assets and liabilities. Management bases these estimates on its historical experience and various other assumptions that it believes to be reasonable under the circumstances. Actual results experienced may vary materially and adversely from EVgo’s estimates. Revisions to estimates are recognized prospectively. See “Part I, Item 1. Financial Statements – Note 2 – Summary of Significant Accounting Policies” for additional detail regarding the significant accounting policies that have been followed in preparing EVgo’s condensed consolidated financial statements.

The accounting policies described below are those EVgo considers to be the most critical to an understanding of its financial condition and results of operations and that require the most complex and subjective management judgment. EVgo considers its critical accounting estimates to be those related to its revenue recognition, business combinations and warrant liabilities, which are described below.

### **Revenue Recognition**

EVgo recognizes revenue in accordance with ASC 606. Recording revenue requires judgment, including determining whether an arrangement includes multiple performance obligations, whether any of those obligations are distinct and cannot be combined and allocation of the transaction price to each performance obligation based on the relative standalone selling prices (“SSP”). Revenue for performance obligations can be recognized over time or at a point in time depending on the nature of the performance obligation. Changes to the elements in an arrangement or, in EVgo’s determination, to the relative SSP for these elements, could materially affect the amount of earned and unearned revenue reflected in its consolidated financial statements.

Understanding the complex terms of some of EVgo’s agreements and determining the appropriate time, amount and method under which the Company should recognize revenue for the related transactions requires significant judgment. The Company exercises judgment in determining which promises in a contract constitute performance obligations rather than set-up activities. The Company determines which activities under a contract transfer a good or service to a customer rather than activities that are required to fulfill a contract but do not transfer control of a good or service to the customer. Determining whether obligations in a contract are considered distinct performance obligations that should be accounted for separately or as a single performance obligation requires significant judgment. In reaching its conclusion, the Company assesses the nature of each individual service offering and how the services are provided in the context of the contract, including whether the services are significantly integrated which may require judgment based on the facts and circumstances of the contract. The Company does not disclose the transaction price allocated to remaining performance obligations for (i) contracts for which the Company recognizes revenue at the amount to which it has the right to invoice and (ii) contracts with variable consideration allocated entirely to a single performance obligation. The Company’s remaining performance obligations under these contracts include providing charging services, branding services, and maintenance services which will generally be recognized over the contract term. The Company’s customer contracts may include variable consideration such as that due to the unknown number of users that will receive charging credits or an unknown number of sites that will receive maintenance services. For such variable consideration, the Company has determined it is not necessary to estimate variable consideration as the uncertainty resolves itself monthly in accordance with the contracts’ revenue recognition pattern. The timing and amount of revenue recognition in a period could vary if different judgments were made. The Company may also estimate variable consideration under the expected value method or the most likely amount method.

Additionally, where there are multiple performance obligations, judgment is required to determine revenue for each distinct performance obligation. Determining the relative SSP for contracts that contain multiple performance obligations requires significant judgment to appropriately determine the suitable method for estimating the SSP. EVgo determines SSP using observable pricing when available, which takes into consideration market conditions and customer specific factors.

At contract inception, EVgo determines whether EVgo satisfies the performance obligation over time or at a point in time. Revenues from charging – OEM are primarily recognized ratably over time or as fee-bearing usage occurs. Revenues from charging – retail, charging – commercial and LCFS are usage-based services and recognized over time or at a point in time upon the delivery of the charging products or services. eXtend and ancillary revenues are recognized over time based on a time-based or cost-based approach or at a point in time as performance obligations are satisfied.

### **Warrant Liabilities**

EVgo accounts for warrants as either equity-classified or liability-classified instruments based on an assessment of the warrant’s specific terms and applicable authoritative guidance in ASC Topic 480, “*Distinguishing Liabilities from Equity*” (“ASC 480”) and ASC Topic 815, “*Derivatives and Hedging*” (“ASC 815”). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480 and whether the warrants meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to EVgo’s common stock and whether the warrant holders could potentially require “net cash settlement” in a circumstance outside of EVgo’s control, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end-date while the warrants are outstanding.

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For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of additional paid-in capital at the time of issuance. For issued or modified warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded as liabilities at their initial fair value on the date of issuance and remeasured to fair value at each balance sheet date thereafter. Changes in the estimated fair value of the warrants are recognized in “changes in fair value of warrant liabilities” in the consolidated statements of operations. The fair value of the private placement warrants on the date of issuance and on each measurement date is estimated using a Monte Carlo simulation methodology, which includes inputs such as EVgo’s stock price, the risk-free interest rate, the expected term, the expected volatility, the dividend rate, the exercise price and the number of private placement warrants outstanding. Assumptions used in the model are subjective and require significant judgment.

### ***Recent Accounting Pronouncements***

For a discussion of EVgo’s new or recently adopted accounting pronouncements, see “*Part I, Item 1. Financial Statements – Note 2 – Summary of Significant Accounting Policies*” as of and for the three and six months ended June 30, 2023 and 2022.

### ***JOBS Act***

On April 5, 2012, the JOBS Act was signed into law. The JOBS Act includes provisions that, among other things, relax certain reporting requirements for qualifying public companies. Following the CRIS Business Combination, EVgo has qualified as an “emerging growth company” (“EGC”) under the JOBS Act and, as a result, is permitted to comply with new or revised accounting pronouncements based on the effective date for private (i.e., not publicly traded) companies. EVgo elected to delay the adoption of new or revised accounting standards and as a result, EVgo may not comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for non-emerging growth companies. As a result, EVgo’s financial statements may not be comparable to companies that comply with new or revised accounting pronouncements as of public company effective dates.

As an EGC, EVgo is not required to, among other things, (a) provide an auditor’s attestation report on EVgo’s system of internal control over financial reporting, (b) provide all of the compensation disclosure that may be required of non-EGC public companies, (c) comply with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditor’s report providing additional information about the audit and the financial statements (auditor discussion and analysis) and (d) disclose comparisons of the chief executive officer’s compensation to median employee compensation. These exemptions will apply for a period of five years following the completion of the Initial Public Offering or until EVgo otherwise no longer qualifies as an EGC.

Additionally, following the CRIS Business Combination, EVgo has qualified as a “smaller reporting company” as defined under the Exchange Act. EVgo may continue to be a smaller reporting company so long as either (i) the market value of shares of its common stock held by non-affiliates is less than \$250 million or (ii) its annual revenue was less than \$100 million during the most recently completed fiscal year and the market value of shares of its common stock held by non-affiliates is less than \$700 million. If EVgo is a smaller reporting company at the time it ceases to be an EGC, EVgo may continue to rely on exemptions from certain disclosure requirements that are available to smaller reporting companies. Specifically, as a smaller reporting company, EVgo may choose to present only the two most recent fiscal years of audited financial statements in its Annual Report on Form 10-K and has reduced disclosure obligations regarding executive compensation and, similar to EGCs, if EVgo is a smaller reporting company under the requirements of (ii) above, EVgo would not be required to obtain an attestation report on internal control over financial reporting issued by its independent registered public accounting firm.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

EVgo is a “smaller reporting company” as defined in Item 10(f)(1) of Regulation S-K. As a result, pursuant to Item 305(e) of Regulation S-K, the Company is not required to provide the information required by this Item 7A.

## **Item 4. Controls and Procedures**

### **Management’s Evaluation of Disclosure Controls and Procedures**

Per Rules 13a-15(e) and 15d-15(e) under the Exchange Act, the term disclosure controls and procedures means controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer’s management, including its Chief Executive Officer and Chief Financial Officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Under the supervision of the Company’s Board of Directors and with the participation of management, including the Company’s Chief Executive Officer and Chief Financial Officer (the “certifying officers”), the Company conducted an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures (as defined in and pursuant to Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of June 30, 2023. The certifying officers concluded that, as a result of the material weaknesses in internal control over financial reporting described below in “Remediation Plan for Existing Material Weaknesses in Internal Control over Financial Reporting”, the Company’s disclosure controls and procedures were not effective as of June 30, 2023; accordingly, the Company is implementing additional policies and procedures to remediate these shortcomings as outlined below.

Notwithstanding the identified material weaknesses, the Company’s management believes the condensed consolidated financial statements included in this Quarterly Report present fairly, in all material respects, the Company’s financial position, results of operations and cash flows as of and for the periods presented, in accordance with U.S. GAAP.

### **Changes in Internal Control Over Financial Reporting**

Other than the remediation efforts discussed below in “Remediation Plan for Existing Material Weaknesses in Internal Control over Financial Reporting,” there were no changes in the Company’s internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) during the quarter ended June 30, 2023 that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

### **Remediation Plan for Existing Material Weaknesses in Internal Control over Financial Reporting**

The Company’s management previously identified material weaknesses in the Company’s internal control over financial reporting, as identified below and discussed further in “*Part II, Item 9A. Controls and Procedures*” in the Annual Report. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company’s annual or interim financial statements will not be prevented or detected on a timely basis.

The following material weaknesses in internal control over financial reporting were identified: as a result of the Company lacking a sufficient number of trained resources to fulfill internal control responsibilities, the Company did not have an effective risk assessment process that evaluated risks at a sufficient level of detail to identify all relevant risks of material misstatement across the entity and the Company did not have an effective information and communication process that identified and assessed the controls necessary to ensure the reliability of information used in financial reporting. As a consequence, the Company did not effectively design, implement and operate process-level controls and effective general information technology (“IT”) controls relevant to all of its financial reporting processes.

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In order to address the identified material weaknesses, the Company has established a remediation plan which includes the following measures:

- Evaluating skill set gaps and hiring additional accounting, financial reporting, and compliance personnel (including both internal and external resources), as needed, with public company experience to develop and implement additional policies, procedures and controls;
- Providing ongoing training for key personnel responsible for accounting, financial reporting and internal control over financial reporting;
- Designing and implementing a comprehensive and continuous risk assessment process that identifies and assesses risks of material misstatement across the entity and helps ensure that related internal controls are properly designed and in place to respond to those risks in the Company's financial reporting;
- Designing and implementing controls over the completeness and accuracy of information used in financial reporting; and
- Designing and implementing process-level controls and effective general IT controls relevant to all of the Company's financial reporting processes.

The Company is committed to remediating the material weaknesses and is making progress in that effort. The actions the Company is taking are subject to ongoing senior management review, as well as oversight from the Company's Board of Directors. When fully implemented and operational, the Company believes the measures described above will remediate the underlying causes of the control deficiencies that gave rise to the material weaknesses and strengthen the Company's internal control over financial reporting. However, remediation efforts may continue beyond the fiscal year ending December 31, 2023. The Company will not be able to fully remediate these material weaknesses until these steps have been completed and have been operating effectively for a sufficient period of time. The Company may also identify additional measures that may be required to remediate the material weaknesses in the Company's internal control over financial reporting, necessitating further action.

## PART II — OTHER INFORMATION

### Item 1. Legal Proceedings

From time to time, EVgo may be a party to legal proceedings or subject to claims arising in the ordinary course of business. EVgo is not currently a party to any material legal proceedings.

### Item 1A. Risk Factors

In the course of conducting its business operations, EVgo is exposed to a variety of risks, any of which have affected or could materially adversely affect EVgo's business, financial condition, and results of operations. The market price of EVgo's securities could decline, possibly significantly or permanently, if one or more of these risks and uncertainties occurs. Before you make a decision to buy EVgo's securities, in addition to the risks and uncertainties discussed above under "Cautionary Statement Regarding Forward-Looking Statements," you should carefully consider the specific risk factors set forth in the "Risk Factors" section in the Annual Report, as supplemented by the risk factors described below.

***The current lack of industry standards may lead to uncertainty, additional competition and further unexpected costs.***

The EV industry is new and evolving as are the standards governing EV charging which have not had the benefit of time-tested use cases. These immature industry standards could result in future incompatibilities and issues that could require significant resources and/or time to remedy. Utilities and other large market participants also mandate their own adoption of specifications that have not become widely adopted in the industry and may hinder innovation or slow new product or new feature introduction.

In addition, automobile manufacturers, such as Tesla, may choose to develop and promulgate their own proprietary charging standards and systems, which could lock out competition for EV charging stations, or to use their size and market position to influence the market, which could limit EVgo's market and reach to customers, negatively impacting EVgo's business.

Further, should regulatory bodies or large market participants later impose a standard that is not compatible with EVgo's infrastructure or products, EVgo may incur significant costs to adapt EVgo's business model to the new standard, which may require significant time and expense and, as a result, have a material adverse effect on EVgo's revenues or results of operations.

For example, Tesla's charging network is based on a proprietary connector and EV inlet, which Tesla has open sourced as the North American Charging Standard ("NACS") to supplant or replace competing connector and EV inlet standards such as the combined charging system ("CCS"). In recent months, a number of OEMs, including Ford, GM, Rivian, Volvo and Mercedes, have announced plans to adopt the NACS standard in their future EVs. SAE International, a standards-developing organization for automotive engineering professionals, is currently working on an initiative to adapt Tesla's specifications for NACS into an industry standard.

The rapid industry shift towards the NACS standard demonstrates the ongoing evolution of industry standards. With the recent OEM announcements, NACS is poised to potentially become the de facto charging standard for EVs in North America. However, widespread or universal adoption of NACS as the industry standard could take at least five years as OEMs develop new EVs and EVSE manufacturers develop new chargers based on the NACS standard. Additionally, because a change in industry standard requires updates to a range of charging equipment, including EV inlets and EVSE connectors, cables and cooling systems, charging network operators, including EVgo, may have to spend considerable time and resources to deploy the new chargers (or retrofit existing chargers) in a manner that supports migration of EVs in North America from the CCS1 standard to the NACS standard while ensuring that existing EVs featuring CCS1 charging equipment are able to charge effectively on the updated networks.

*EVgo currently faces competition from a number of companies and expects to face significant competition in the future as the market for EV charging develops.*

The EV charging market is relatively new, and EVgo currently faces competition from a number of companies. There are a number of established and emerging EV charging companies operating in the U.S. that pursue various business models that are constantly evolving, including Electrify America, Blink, ChargePoint, Shell Recharge Solutions (formerly Greenlots and Volta), Tesla, Tritium, IoTecha, Borg Warner (formerly Rhombus), BP, Voltera, TerraWatt and Flo as well as certain utilities and retailers. Additionally, in July 2023, a number of OEMs, including BMW, GM, Honda, Hyundai, Kia, Mercedes-Benz and Stellantis announced plans to form a joint venture to build a large EV charging network in North America.

EVgo competes (or, in the future, may compete) with some or all of these companies and other competitors across a number of industry segments, including retail and fleet. The principal competitive factors in the industry include charger count, locations, accessibility and reliability; charger connectivity to EVs and ability to charge all standards; speed of charging relative to expected vehicle dwell times at the location; DCFC network reliability, scale and local density; the software-enabled services offered and overall customer experience; operator brand, track record and reputation; access to equipment vendors, and service providers; and policy incentives and pricing. Competitors may be able to respond more quickly and effectively than EVgo to new or changing opportunities, technologies, standards or customer requirements and may be better equipped to initiate or withstand substantial price competition. Additionally, historically EVgo has generated a significant portion of its revenue from agreements with OEM partners, and the loss of one or more of these OEM partners as a result of such partners investing in their own EV charging networks (or another EV charging network in which they participate) could adversely affect EVgo's business and results of operations.

In addition, there are other means for charging EVs, which could affect the level of demand for charging at EVgo's DCFCs. For example, Tesla Inc. ("Tesla") continues to build out its supercharger network across the U.S. for Tesla vehicles and has announced plans to open up a portion of its supercharger network to non-Tesla EV vehicles. Also, other companies sell chargers designed for customers seeking to have on-premises EV charging capability as well as for home or workplace charging, which may reduce the demand for fast charging if EV owners find "slow" charging at a workplace, at home, or other parking locations to be sufficient. Municipalities may decide to convert street lighting poles and lampposts to public charging points for EV drivers who rent, have no access to home charging, or park their EVs on the street, potentially reducing EVgo's serviceable markets. Retailers, utilities or other Site Hosts or commercial, municipal and federal fleet businesses may opt to become owners and operators of public or private EV fast charging equipment and purchase that equipment and associated management software directly from vendors in the marketplace.

The EV charging business may become more competitive, pressuring demand for charging on EVgo's charging network and therefore EVgo's network utilization, revenue and margins. Competition is still developing and is expected to increase as the number of EVs sold increases. Barriers to entry in the EV charging market have eroded, and may continue to erode, as a result of government intervention and various support programs, leading to more competitors with a variety of profitability objectives.

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

Not applicable.

## **Item 3. Defaults Upon Senior Securities**

Not applicable.

## **Item 4. Mine Safety Disclosures**

Not applicable.

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**Item 5. Other Information**

None.

**Item 6. Exhibits**

See Exhibit Index.



**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 3.1                | <a href="#">Third Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on May 22, 2023).</a>   |
| 3.2                | <a href="#">Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 8, 2022).</a>   |
| 4.1                | <a href="#">Specimen Class A Common Stock Certificate (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-1 (Registration No. 333-248718), filed with the Securities and Exchange Commission on September 10, 2020).</a>                                  |
| 4.2                | <a href="#">Specimen Warrant Certificate (incorporated by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-1 (Registration No. 333-248718), filed with the Securities and Exchange Commission on September 10, 2020).</a>   |
| 4.3                | <a href="#">Warrant Agreement, dated September 29, 2020, between the Company and Continental Stock Transfer &amp; Trust Company (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 5, 2020).</a> |
| 31.1*              | <a href="#">Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>   |
| 31.2*              | <a href="#">Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>   |
| 32.1†              | <a href="#">Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>  |
| 101.INS            | XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document  |
| 101.SCH*           | XBRL Taxonomy Extension Schema Document   |
| 101.CAL*           | XBRL Taxonomy Extension Calculation Linkbase Document   |
| 101.DEF*           | XBRL Taxonomy Extension Definition Linkbase Document  |
| 101.LAB*           | XBRL Taxonomy Extension Label Linkbase Document   |
| 101.PRE*           | XBRL Taxonomy Extension Presentation Linkbase Document  |
| 104                | Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101)  |

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\* Filed herewith.

† Furnished herewith.

†† Indicates a management contract or compensatory plan, contract or arrangement.

**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.

**EVgo Inc.**

Date: August 2, 2023

By: /s/ Catherine Zoi  
Name: Catherine Zoi  
Title: Chief Executive Officer  
(Principal Executive Officer)

Date: August 2, 2023

By: /s/ Stephanie Lee  
Name: Stephanie Lee  
Title: Interim Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER**

I, Catherine Zoi, certify that:

1. I have reviewed this quarterly report on Form 10-Q of EVgo Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal controls 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.

Date: August 2, 2023

By: /s/ Catherine Zoi

Name: Catherine Zoi

Title: Chief Executive Officer

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**CERTIFICATION OF CHIEF FINANCIAL OFFICER**

I, Stephanie Lee, certify that:

1. I have reviewed this quarterly report on Form 10-Q of EVgo Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal controls 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.

Date: August 2, 2023

By: /s/ Stephanie Lee

Name: Stephanie Lee

Title: Interim Chief Financial Officer

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**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,**

**AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of EVgo Inc. (the “Company”) on Form 10-Q for the period ended June 30, 2023, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), each of the undersigned, in the capacities and on the date indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of their knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or Section 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 results of operations of the Company.

Date: August 2, 2023

By: /s/ Catherine Zoi

Name: Catherine Zoi

Title: Chief Executive Officer

Date: August 2, 2023

By: /s/ Stephanie Lee

Name: Stephanie Lee

Title: Interim Chief Financial Officer

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