



Earnings Supplement

Q1 FY2027

June 9, 2026

Cautionary Notes Regarding Forward Looking Statements

This document (and the presentation to which it relates) includes statements that are, or may be deemed to be, “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. For all such statements, we claim the protection of the safe harbor for forward-looking statements provided by such sections and the Private Securities Litigation Reform Act of 1995, where applicable. All statements, other than statements of historical facts, are forward-looking statements.

These forward-looking statements include, but are not limited to, statements that address activities, events or developments that we expect or anticipate may occur in the future, including statements with respect to our guidance and outlook, our product development and planning, our pipeline, future capital expenditures and capital allocation, future share repurchases, anticipated financial results, the impact of regulatory changes, our current and evolving business strategies and their anticipated impact, including with respect to our GK business, demand for our services, our competitive position, the benefits of new initiatives, growth of our business and operations, the effectiveness of our products, the outcomes of litigation proceedings and claims, the state and future of skilling in the workplace, our ability to successfully implement our plans, strategies, and objectives, our ability to regain and/or maintain compliance with New York Stock Exchange listing standards, and our expectations and intentions.

Forward-looking statements may, without limitation, be preceded by, followed by, or include words such as “may,” “will,” “would,” “anticipate,” “believe,” “estimate,” “expect,” “intend,” “plan,” “contemplate,” “continue,” “project,” “forecast,” “seek,” “outlook,” “target,” “goal,” “objective,” “potential,” “possible,” “probable,” or similar expressions, employ such future or conditional verbs as “may,” “might,” “will,” “could,” “should,” or “would,” or may otherwise be indicated as forward-looking statements by grammatical construction, phrasing or context. Such statements are based upon the current beliefs and expectations of Skillsoft’s management and are subject to significant risks and uncertainties. Actual results may differ materially from those set forth in the forward-looking statements. All forward-looking disclosures are speculative by their nature, and we caution you against unduly relying on these forward-looking statements.

Factors, many of which are beyond our control, that could cause or contribute to such differences include those described under “Part I - Item 1A. Risk Factors” and “Part II, Item 7 - Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”)” in our Annual Report on Form 10-K for the fiscal year ended January 31, 2026 (“2026 Form 10-K”), as well as “Part II - Item 1A. Risk Factors and Item 7. MD&A” in our Quarterly Report on Form 10-Q for the quarter ended April 30, 2026. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements included in the 2026 Form 10-K, 2027 Q1 Form 10-Q, in this document, and in our other filings with the Securities and Exchange Commission (“SEC”).

The forward-looking statements contained in this document represent our estimates only as of the date of this document and should not be relied upon as representing our estimates as of any subsequent date. While we may elect to update these forward-looking statements in the future, we specifically disclaim any obligation to do so, whether to reflect actual results, changes in assumptions, changes in other factors affecting such forward-looking statements, or otherwise, except as required by law. You are advised, however, to review any further factors and risks we describe in reports we file from time to time with the SEC after the date hereof.

Although we believe that the assumptions underlying our forward-looking statements are reasonable, any of these assumptions, and therefore also the forward-looking statements based on these assumptions, could themselves prove to be inaccurate. Given the significant uncertainties inherent in the forward-looking statements included in this document, our inclusion of this information is not a representation or guarantee by us that our objectives and plans will be achieved.

Annualized, pro forma, projected and estimated numbers are not guarantees or assurances of future performance and may not reflect (and may be materially different from) actual results. Additionally, statements as to market share, industry data and our market position are based on the most current data available to us and our estimates regarding market position or other industry statistics included in this document or otherwise discussed by us involve risks and uncertainties and are subject to change based on various factors, including as set forth above. All forward-looking statements contained herein are expressly qualified in their entirety by the foregoing cautionary statements.

Note Regarding Non-GAAP Financial Measures

This presentation includes non-GAAP financial measures. Non-GAAP financial measures do not have any standardized meanings prescribed by U.S. GAAP and may not be comparable to similar measures presented by other public companies. Non-GAAP financial measures are not measures of performance under U.S. GAAP and should not be considered in isolation or as a substitute for any U.S. GAAP financial measures. We do not provide reconciliations for forward-looking non-GAAP financial measures. Forward-looking non-GAAP financial measures may vary materially from the corresponding U.S. GAAP financial measures. See the Appendix for further detail.

Today's Call

1. Opening Remarks
2. Business Update
3. Q1 2027 Financial Highlights
4. Q&A
5. Closing Remarks

Webcast Details

Webcast Link: <https://event.choruscall.com/mediaframe/webcast.html?webcastid=pJJTnRCt>

Audio Dial-in: Toll-free (877) 407-3088 | International: (201) 389-0927

Today's Presenters



Ron Hovsepian

Executive Chairman &
Chief Executive Officer



Ron Kisling

Chief Financial Officer



Nick Teves

Investor Relations

“ We continued to make meaningful strategic and operational progress in the first quarter, highlighted by our execution of an agreement to divest our Global Knowledge business, which once consummated, will represent an important step in simplifying Skillsoft’s operations and focusing the Company on its core enterprise platform opportunity. As we move forward, Skillsoft will be centered on the business where we see the greatest opportunity to help organizations build workforce readiness, close critical skills gaps and connect learning activity to measurable business outcomes.

Ron Hovsepian

Executive Charman &
Chief Executive Officer

We are seeing encouraging signs across the business, including customer growth in the new AI-native Skillsoft platform, strong customer retention and continued engagement from enterprises that are preparing their workforces for an AI-driven future. AI is widening the skills gap faster than many organizations can address it, and customers are looking for trusted partners that can help them measure readiness, validate capability and build skills at scale. We believe Skillsoft is well positioned to meet that need through our AI-native skills management platform, and we remain focused on disciplined execution, improving free cash flow visibility and creating long-term value for our stakeholders.”

Ron Kisling

Chief Financial Officer

“ I am excited to have joined Skillsoft at such a strategic moment for the Company. While I am still early in my tenure, I have been impressed by the strength of the team, the clarity of the strategic priorities and the opportunity ahead as we continue to focus on execution, operational discipline and long-term value creation.”

Recent Business Highlights

- Global Knowledge segment classified as Discontinued Operations and Talent Development Solutions is the only remaining segment
- Results reflect Continuing Operations or “Skillsoft” and prior periods have been recast to conform presentation, except Free Cash Flow⁽¹⁾ which includes both continuing and discontinued operations
- In May 2026, Skillsoft announced an agreement to sell its GK business to an affiliate of Enduring Ventures
- Skillsoft grew new customer agreements for its next-generation Skillsoft Percipio® Platform by 67% quarter-over-quarter
- DRR⁽²⁾ of 105% in the first quarter of 2027, up significantly from 91% in the year ago period; LTM DRR⁽²⁾ of 98%, one percentage point lower than the year ago period


1 - Denotes a non-GAAP financial measure. See “Note Regarding Non-GAAP Financial Measures.” Also see the Appendix for the definition and uses of this non-GAAP financial measures and a reconciliation to the most directly comparable GAAP financial measure for specified periods.

2 - See Appendix for Key Performance Metric for the definition of DRR, how it is calculated, and the rationale for its use.

Q1 FY2027 Financial Highlights


Q1 FY27
Revenue

\$94.5M

 **5%**
vs. Prior Year

LTM Dollar Retention
Rate¹

98%

 **1%**
vs. Prior Year

Q1 FY27 Adjusted
EBITDA¹

% of Revenue¹

\$26.6M
28%

 **~110bps**
vs. Prior Year

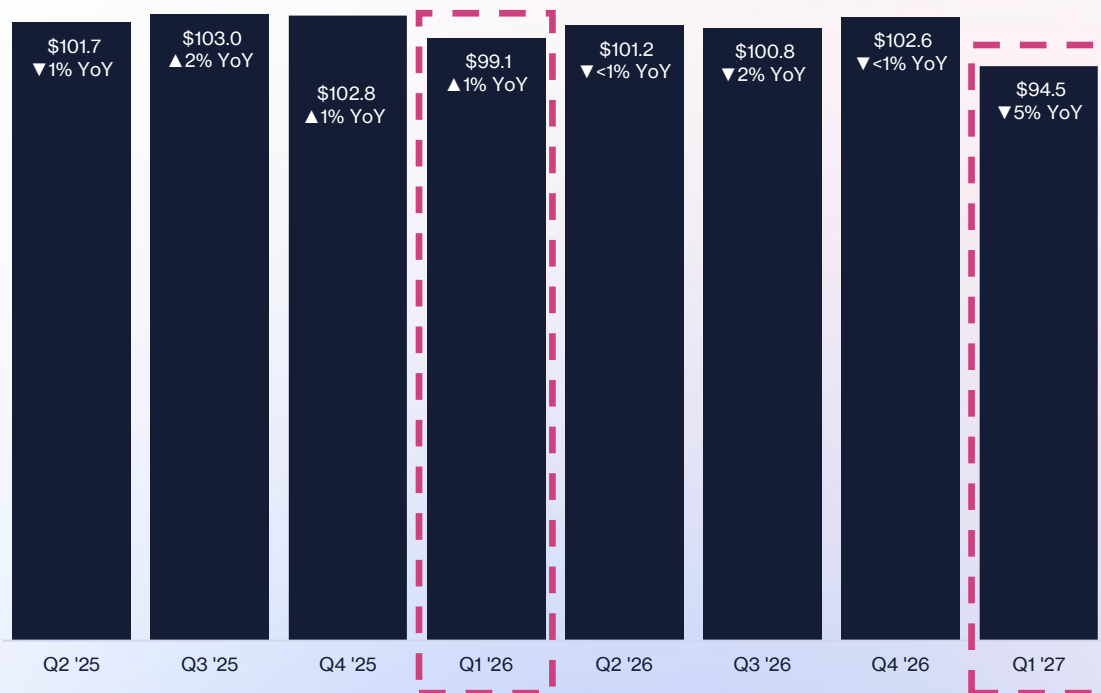
1 - Denotes a non-GAAP financial measure or key performance metric. See “Note Regarding Non-GAAP Financial Measures.” Also see the Appendix for the definition of key performance metrics, uses of non-GAAP financial measures, and a reconciliation to the most directly comparable GAAP financial measure for specified periods.

Revenue

(compared to Q1 '26)

- Total revenue declined 4.7% in Q1 '27
- Geographic mix: 75% United States, 15% EMEA, 10% rest of world for Q1 '27
- Expected declines in Consumer business reflected in YoY decline
- Underlying business performing in-line with expectations
- Higher YoY bookings, pipeline and average deal size

Impacts of government bookings weakness in Q1'26 and Q2'26 still being felt; ongoing declines in consumer business



Note: \$ in millions; totals may not match due to rounding.

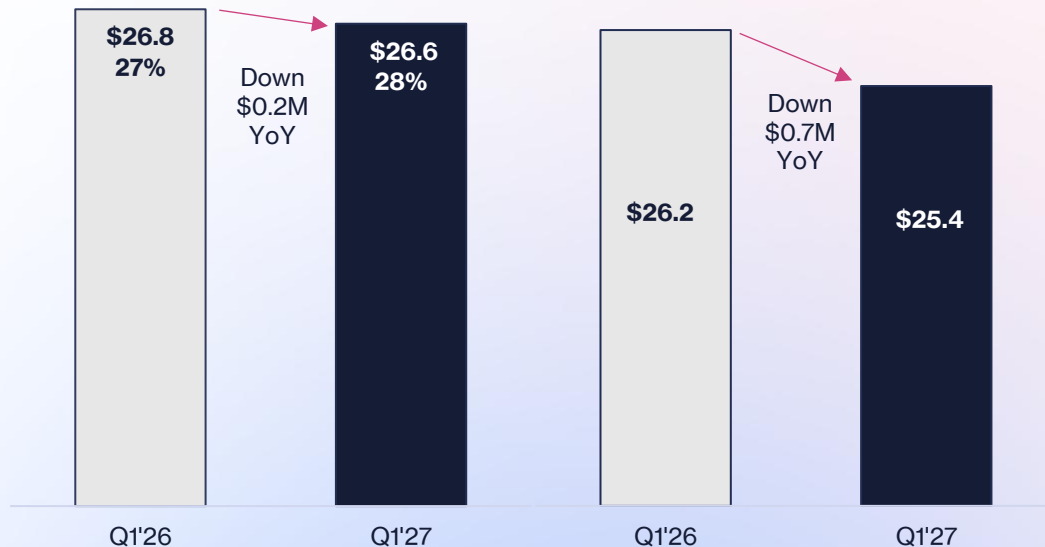
Adjusted EBITDA¹ & Free Cash Flow¹

- Q1 '27 Adjusted EBITDA¹ of \$26.6M, down \$0.2M YoY
- Q1 '27 Adjusted EBITDA margin¹ of 28%, up 110 basis points YoY
- Q1 '27 Free Cash Flow¹ of \$25.4M, down 2.8% YoY or down \$0.7M YoY
- Q1 '27 Adjusted Total Operating Expenses¹ of \$67.9M, favorably down 6.2% YoY or down \$4.5M YoY

Operating expense improvements drove Adjusted EBITDA margin¹ expansion, while Free Cash Flow¹ remained strong and full-year fiscal 2027 Free Cash Flow¹ guidance remains unchanged

Adjusted EBITDA¹ (\$Ms)

Free Cash Flow¹ (\$Ms)



Note: \$ in millions; totals may not match due to rounding.

1 - Denotes a non-GAAP financial measure. See "Note Regarding Non-GAAP Financial Measures." Also see the Appendix for the definition and uses of this non-GAAP financial measures and a reconciliation to the most directly comparable GAAP financial measure for specified periods.

Appendix



Reconciliation of Non-GAAP Financial Measures

In addition to disclosing detailed operating results in accordance with U.S. GAAP, Skillsoft provides supplementary non-GAAP financial measures to consider in evaluating our operating performance. We track the non-GAAP financial measures that we believe are key financial measures of our success. Non-GAAP measures are frequently used by securities analysts, investors, and other interested parties in their evaluation of companies comparable to us, many of which present non-GAAP measures when reporting their results. These measures can be useful in evaluating our performance against our peer companies because we believe the measures provide users with valuable insight into key components of U.S. GAAP financial disclosures. In addition, management uses these non-GAAP financial measures to assess operating performance, financial leverage and the effective use and allocation of resources; to provide more normalized period-to-period comparisons of operating results; to enhance investors' understanding of the core operating results of our business; and to set management incentive targets. We believe investors use both U.S. GAAP and non-GAAP financial measures to assess management's decisions associated with our priorities and capital allocation, as well as to analyze how our business operates in, or responds to, macroeconomic trends or other events that impact our core operations. We disclose the non-GAAP financial measures included in this press release because we believe that they provide meaningful supplemental information. However, non-GAAP financial measures have limitations as analytical tools. Because not all companies use identical calculations, our presentation of non-GAAP financial measures may not be comparable to other similarly titled measures of other companies. They are not presentations made in accordance with U.S. GAAP, are not measures of financial condition or liquidity, and should not be considered as an alternative to profit or loss for the period determined in accordance with U.S. GAAP or operating cash flows determined in accordance with U.S. GAAP. As a result, these non-GAAP financial measures should not be considered in isolation from, or as a substitute analysis for, results of operations as determined in accordance with U.S. GAAP.

Beginning in the first quarter of fiscal 2027, Skillsoft revised its calculation of adjusted net income (loss) and adjusted EBITDA to start with income (loss) from continuing operations rather than net income (loss). This change reflects the classification of the GK segment as discontinued operations and aligns Skillsoft's non-GAAP measures with the results of its ongoing business. Note that all financial measures included below (other than free cash flow and adjusted free cash flow (levered), which each include both continuing and discontinued operations, relate only to continuing operations. Prior-period amounts have been recast to conform to the current presentation. The non-GAAP financial measures included in this press release are: adjusted net income (loss); adjusted net income (loss) per share; adjusted net income (loss) margin % (i.e., adjusted net income (loss) as a percentage of revenue); adjusted EBITDA; adjusted EBITDA margin % (i.e., adjusted EBITDA as a percentage of revenue); adjusted total operating expenses; adjusted costs of revenues; adjusted content and software development expenses; adjusted selling and marketing expenses; adjusted general and administrative expenses; free cash flow, and adjusted free cash flow (levered).

We have provided at the back of this presentation reconciliations of these non-GAAP financial measures to the most directly comparable U.S. GAAP financial measures for the three month periods ended April 30, 2026 and 2025. We do not reconcile our forward-looking non-GAAP financial measures to the most directly comparable U.S. GAAP financial measures, due to variability and difficulty in making accurate forecasts and projections and/or certain information not being ascertainable or accessible; and because not all of the information necessary for a quantitative reconciliation of these forward-looking non-GAAP financial measures to the most directly comparable U.S. GAAP financial measures is available to us without unreasonable efforts. For the same reasons, we are unable to address the probable significance of the unavailable information. We provide non-GAAP financial measures that we believe will be achieved, however we cannot accurately predict all of the components of the adjusted calculations, and the U.S. GAAP financial measures may be materially different than the non-GAAP financial measures.

We disclose the following non-GAAP financial measures in our press release and/or this presentation because we believe these non-GAAP financial measures provide meaningful supplemental information.

- Adjusted net income (loss) - is defined as net income (loss) excluding non-cash items, discrete and event-specific costs that do not represent normal cash operating expenses necessary for our business operations, and certain accounting income and/or expenses. Management believes these exclusions enhance the comparability of our results from period to period, and as compared to peers, and are useful in assessing our operating performance, and consist of the following (including the related tax effects), when applicable to the periods presented:
 - Impairment charges – Non-cash goodwill and intangible asset impairment charges.
 - Amortization of acquired intangible assets – Non-cash amortization expense of finite-lived intangible assets recognized as a part of business combination accounting.
 - Acquisition and integration related costs – Costs incurred to effectuate an acquisition, including contingent compensation expenses, and integration -related costs.
 - Restructuring charges – Charges related to strategic cost saving initiatives, including severance costs, losses associated with the abandonment of right-of-use assets, and contract termination costs.
 - Transformation costs – Costs incurred to transform our operations through significant strategic non-ordinary course transactions.
 - Litigation and regulatory matter expenses – Charges associated with certain litigation, regulatory, compliance and investigative matters and related costs including legal settlements, fines, penalties, remediation costs, professional fees and other directly-attributable expenses arising from specific proceedings, inquiries, investigations, or notices, including those from regulatory bodies or listing authorities. These matters are evaluated periodically, and excluded where they are determined to be outside of the ordinary course of business and not reflective of ongoing operations, based on factors such as frequency, complexity, nature of relief sought, and counterparty.
 - Long-term incentive compensation expenses – Charges associated with long-term incentive compensation programs, including stock-based compensation, cash awards tied to stock performance, and awards granted in lieu of stock that are intended to be settled in cash.
 - Executive exit costs – Costs associated with the departure of executives.
 - Fair value adjustments – Mark-to-market adjustments of interest rate swap agreements.
 - Other (income) expense, net – Unrealized and realized gains or losses primarily resulting from fluctuations of U.S. dollar appreciating or depreciating against other currencies, and impairments associated with property and equipment and other tangible assets when their carrying values are not recoverable.



Reconciliation of Non-GAAP Financial Measures

- Adjusted net income (loss) per share is defined as adjusted net income (loss) divided by the number of diluted weighted average shares outstanding, and adjusted net income (loss) margin % is defined as adjusted net income (loss) as a percentage of revenue.
- Adjusted EBITDA is defined as net income (loss) excluding (when applicable to the periods presented) the same exclusions set forth above for the determination of adjusted net income (loss) plus the additional exclusions set forth below. Management believes these exclusions enhance the comparability of our results from period to period, and as compared to peers, and are useful in assessing our operating performance. The additional exclusions are:
 - Amortization of intangible assets and capitalized internally developed software – Non-cash amortization expense for finite-lived intangible assets other than those recognized as a part of business combination accounting.
 - Interest expense, net - Gross interest expense offset by interest income
 - Depreciation expense – Non-cash depreciation expense for property and equipment assets.
 - Provision for (benefit from) income taxes – Current and deferred federal, state and foreign income tax expense (benefit).
- Adjusted EBITDA margin % is defined as adjusted EBITDA as a percentage of revenue.
- Adjusted costs of revenues, adjusted content and software development expenses, adjusted selling and marketing expenses, and adjusted general and administrative expenses are defined as, respectively, costs of revenues, content and software development expenses, selling and marketing expenses, and general and administrative expenses, excluding in each case (where applicable): depreciation expense, long-term incentive compensation expense, transformation costs, litigation and regulatory expenses, and executive exit costs.
- Adjusted total operating expenses are defined as the sum of adjusted costs of revenues, adjusted content and software development expenses, adjusted selling and marketing expenses, and adjusted general and administrative expenses.
- Free cash flow is defined as net cash provided by (used in) operating activities less net purchases of property and equipment and internally developed software. Note that free cash flow does not represent residual cash flow available to Skillsoft for discretionary expenditures.
- Adjusted free cash flow (levered) is defined as free cash flow plus the cash impact of the charges excluded in the determination of adjusted EBITDA. Note that adjusted free cash flow (levered) does not represent residual cash flow available to Skillsoft for discretionary expenditures.

Key Performance Metric

- Dollar retention rate (“DRR”) - For existing customers at the beginning of a given period, DRR represents subscription renewals, upgrades, churn, and downgrades in such period divided by the beginning total renewable base for such customers for such period. Renewals reflect customers who renew their subscription, inclusive of auto-renewals for multi-year contracts, while churn reflects customers who choose to not renew their subscription. Upgrades include orders from customers that purchase additional licenses or content (e.g., a new Leadership and Business module), while downgrades reflect customers electing to decrease the number of licenses or reduce the size of their content package. Upgrades and downgrades also reflect changes in pricing. We use our DRR to measure the long-term value of customer contracts as well as our ability to retain and expand the revenue generated from our existing customers.



Reconciliation of Non-GAAP Financial Measures

SKILLSOFT CORP.
RECONCILIATION OF NON-GAAP FINANCIAL MEASURES
(in thousands, except percentages, number of shares and per share amounts, unaudited)

	Three Months Ended April 30,	
	2026	2025
Total revenues, as reported	\$ 94,498	\$ 99,148
Income (loss) from continuing operations	\$ (18,695)	\$ (29,627)
Amortization of acquired intangible assets (1)	26,093	27,290
Acquisition and integration related costs	—	523
Restructuring charges	1,341	1,016
Long-term incentive compensation expenses	2,950	4,539
Litigation and regulatory expenses	373	—
Transformation costs	371	1,602
Other (income) expense, net	(2,606)	917
Fair value adjustment of interest rate swaps	(1,245)	4,256
Tax impact of adjustments	1,613	(980)
Adjusted net income (loss)	10,195	9,536
Interest expense, net	13,203	13,928
Expense (benefit from) income taxes, excluding tax impacts above	(569)	239
Depreciation	343	320
Amortization of capitalized internally developed software (1)	3,468	2,816
Adjusted EBITDA	\$ 26,640	\$ 26,839
Weighted average common shares outstanding:		
Basic and diluted	8,811,277	8,324,864
Basic and diluted per share information:		
Income (loss) from continuing operations per share	\$ (2.12)	\$ (3.56)
Adjusted net income (loss) per share (2)	\$ 1.16	\$ 1.15
Income (loss) from continuing operations margin %	(19.8)%	(29.9)%
Amortization of acquired intangible assets (1)	27.6%	27.5%
Acquisition and integration related costs	0.0%	0.5%
Restructuring charges	1.4%	1.0%
Long-term incentive compensation expenses	3.1%	4.6%
Litigation and regulatory expenses	0.4%	0.0%
Executive exit costs	0.0%	0.0%
Transformation costs	0.4%	1.6%
Fair value adjustment of interest rate swaps	(2.8)%	0.9%
Other (income) expense, net	(1.2)%	4.4%
Tax impact of adjustments	1.7%	(1.0)%
Adjusted net income (loss) margin %	10.8%	9.6%
Interest expense, net	13.9%	14.2%
Expense (benefit from) income taxes, excluding tax impacts above	(0.6)%	0.2%
Depreciation	0.4%	0.3%
Amortization of capitalized internally developed software (1)	3.7%	2.8%
Adjusted EBITDA margin %	28.2%	27.1%

(1) All amortization (not only amortization pertaining to finite-lived intangible assets recognized as part of business combination accounting) is excluded in the determination of Adjusted EBITDA.

(2) Because the Company reported a GAAP net loss, diluted shares were anti-dilutive and therefore excluded from both "income (loss) from continuing operations" and "Adjusted net income (loss)" per share.

Reconciliation of Non-GAAP Financial Measures

SKILLSOFT CORP.
RECONCILIATION OF NON-GAAP FINANCIAL MEASURES - continued
(in thousands, unaudited)

	Three Months Ended April 30,	
	2026	2025
Operating expenses:		
GAAP costs of revenues	\$ 15,889	\$ 16,516
Depreciation	(59)	(66)
Long-term incentive compensation expenses	(91)	(179)
Adjusted costs of revenues	15,739	16,271
GAAP content and software development expenses	13,052	13,324
Depreciation	(90)	(81)
Long-term incentive compensation expenses	(288)	(1,146)
Adjusted content and software development expenses	12,674	12,097
GAAP selling and marketing expenses	26,960	29,748
Depreciation	(150)	(133)
Long-term incentive compensation expenses	(540)	(949)
Adjusted selling and marketing expenses	26,270	28,666
GAAP general and administrative expenses	15,994	19,182
Depreciation	(44)	(40)
Long-term incentive compensation expenses	(2,031)	(2,265)
Litigation and regulatory expenses	(373)	—
Transformation costs	(371)	(1,602)
Adjusted general and administrative expenses	13,175	15,275
Total GAAP operating expenses	71,895	78,770
Depreciation	(343)	(320)
Long-term incentive compensation expenses	(2,950)	(4,539)
Litigation and regulatory expenses	(373)	—
Transformation costs	(371)	(1,602)
Adjusted total operating expenses	<u>\$ 67,858</u>	<u>\$ 72,309</u>

SKILLSOFT CORP.
FREE CASH FLOW and ADJUSTED FREE CASH FLOW (LEVERED) RECONCILIATION
(in thousands, unaudited)

	Three Months Ended April 30,	
	2026	2025
Free cash flow reconciliation		
Net cash provided by (used in) operating activities	\$ 28,940	\$ 31,298
Purchase of property and equipment, net	(425)	(515)
Internally developed software - capitalized costs	(3,076)	(4,619)
Free cash flow	25,439	26,164
Cash impact for adjusted EBITDA excluded charges	7,226	4,980
Adjusted free cash flow (levered)	<u>\$ 32,665</u>	<u>\$ 31,144</u>