



Quarterly Report

(With Independent Auditors' Review Report Thereon)

Intelsat S.A. and Subsidiaries
June 30, 2024

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Independent Auditors' Review Report

Shareholders and Board of Directors
Intelsat S.A.:

Results of Review of Condensed Consolidated Interim Financial Information

We have reviewed the condensed consolidated financial statements of Intelsat S.A. and its subsidiaries (the Company), which comprise the condensed consolidated balance sheet as of June 30, 2024, and the related condensed consolidated statements of operations, comprehensive income (loss), and changes in shareholders' equity for the three and six month periods ended June 30, 2024 and 2023, and condensed consolidated statements of cash flows for the six month periods ended June 30, 2024 and 2023, and the related notes (collectively referred to as the condensed consolidated interim financial information).

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying condensed consolidated interim financial information for it to be in accordance with U.S. generally accepted accounting principles.

Basis for Review Results

We conducted our reviews in accordance with auditing standards generally accepted in the United States of America (GAAS) applicable to reviews of interim financial information. A review of condensed consolidated interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. A review of condensed consolidated interim financial information is substantially less in scope than an audit conducted in accordance with GAAS, the objective of which is an expression of an opinion regarding the financial information as a whole, and accordingly, we do not express such an opinion. We are required to be independent of the Company and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our reviews. We believe that the results of the review procedures provide a reasonable basis for our conclusion.

Responsibilities of Management for the Condensed Consolidated Interim Financial Information

Management is responsible for the preparation and fair presentation of the condensed consolidated interim financial information in accordance with U.S. generally accepted accounting principles and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of condensed consolidated interim financial information that is free from material misstatement, whether due to fraud or error.

Report on Condensed Consolidated Balance Sheet as of December 31, 2023

We have previously audited, in accordance with GAAS, the consolidated balance sheet as of December 31, 2023, and the related consolidated statements of operations, comprehensive income (loss), changes in shareholders' equity (deficit), and cash flows for the year then ended (not presented herein); and we expressed an unmodified audit opinion on those audited consolidated financial statements in our report dated March 15, 2024. In our opinion, the accompanying condensed consolidated balance sheet of the Company as



of December 31, 2023 is consistent, in all material respects, with the audited consolidated financial statements from which it has been derived.

KPMG LLP

McLean, Virginia
August 9, 2024

INTELSAT S.A. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share amounts)

	<u>December 31, 2023</u>	<u>June 30, 2024</u>
		(unaudited)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,259,291	\$ 1,350,780
Restricted cash	4,665	4,591
Receivables, net of allowances	289,407	280,941
Receivables relating to C-band	268,746	3,811
Contract assets, net of allowances	35,955	37,552
Inventory	181,543	180,168
Prepaid expenses and other current assets	86,627	114,683
Total current assets	<u>2,126,234</u>	<u>1,972,526</u>
Satellites and other property and equipment, net	4,776,162	4,701,456
Goodwill	1,074,620	783,928
Non-amortizable intangible assets	1,050,000	1,050,000
Amortizable intangible assets, net	128,713	123,438
Contract assets, net of current portion and allowances	48,282	52,136
Other assets	665,105	668,908
Total assets	<u>\$ 9,869,116</u>	<u>\$ 9,352,392</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 352,408	\$ 231,964
Taxes payable	17,972	18,039
Employee-related liabilities	103,606	55,115
Accrued interest payable	64,887	63,439
Contract liabilities	187,701	191,290
Finance lease liabilities	28,675	29,522
Deferred satellite performance incentives	16,379	16,546
Other current liabilities	81,845	83,255
Total current liabilities	<u>853,473</u>	<u>689,170</u>
Long-term debt, net of current portion	3,000,000	3,000,000
Contract liabilities, net of current portion	713,681	673,072
Finance lease liabilities, net of current portion	508,068	502,881
Deferred satellite performance incentives, net of current portion	90,727	81,624
Deferred income taxes	29,660	19,850
Accrued retirement benefits, net of current portion	58,483	47,540
Other long-term liabilities	306,742	268,549
Total liabilities	<u>5,560,834</u>	<u>5,282,686</u>

Commitments and contingencies

Shareholders' equity:

Common shares, \$0.01 par value	681	683
Paid-in capital	3,615,296	3,627,186
Retained earnings	666,932	418,072
Accumulated other comprehensive loss	(86)	(232)
Treasury shares, at cost	(6,545)	(6,545)
Total Intelsat S.A. shareholders' equity	<u>4,276,278</u>	<u>4,039,164</u>
Noncontrolling interest	32,004	30,542
Total liabilities and shareholders' equity	<u>\$ 9,869,116</u>	<u>\$ 9,352,392</u>

See accompanying notes to the unaudited condensed consolidated financial statements.

INTELSAT S.A. AND SUBSIDIARIES

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands)

	Three Months Ended June 30, 2023	Three Months Ended June 30, 2024	Six Months Ended June 30, 2023	Six Months Ended June 30, 2024
Revenue	\$ 524,044	\$ 499,618	\$ 1,032,144	\$ 1,005,265
Operating expenses:				
Direct costs of revenue (excluding depreciation and amortization)	196,328	208,453	379,400	410,482
Selling, general and administrative	115,408	127,860	238,489	246,794
Depreciation and amortization	131,968	149,809	264,283	300,081
Impairment of goodwill and other intangible assets	—	—	—	290,692
Other operating expense (income), net—C-band	26,530	1,928	48,606	(58,259)
Total operating expenses, net	470,234	488,050	930,778	1,189,790
Income (loss) from operations	53,810	11,568	101,366	(184,525)
Interest expense	(119,565)	(67,317)	(228,479)	(136,411)
Interest income	91,864	17,918	182,880	33,875
Other income (expense), net	2,977	2,996	(3,667)	5,166
Income (loss) before income taxes	29,086	(34,835)	52,100	(281,895)
Income tax benefit (expense)	(1,294)	(334)	(9,595)	31,573
Net income (loss)	27,792	(35,169)	42,505	(250,322)
Net loss (income) attributable to noncontrolling interest	252	593	(1,436)	1,462
Net income (loss) attributable to Intelsat S.A.	\$ 28,044	\$ (34,576)	\$ 41,069	\$ (248,860)

See accompanying notes to the unaudited condensed consolidated financial statements.

INTELSAT S.A. AND SUBSIDIARIES

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(in thousands)

	<u>Three Months Ended June 30, 2023</u>	<u>Three Months Ended June 30, 2024</u>	<u>Six Months Ended June 30, 2023</u>	<u>Six Months Ended June 30, 2024</u>
Net income (loss)	\$ 27,792	\$ (35,169)	\$ 42,505	\$ (250,322)
Other comprehensive loss, net of tax:				
Defined benefit retirement plans:				
Reclassification adjustment for amortization of unrecognized actuarial gain or loss, net of tax included in other income (expense), net	(297)	(73)	(593)	(146)
Other comprehensive loss	(297)	(73)	(593)	(146)
Comprehensive income (loss)	27,495	(35,242)	41,912	(250,468)
Comprehensive loss (income) attributable to noncontrolling interest	252	593	(1,436)	1,462
Comprehensive income (loss) attributable to Intelsat S.A.	<u>\$ 27,747</u>	<u>\$ (34,649)</u>	<u>\$ 40,476</u>	<u>\$ (249,006)</u>

See accompanying notes to the unaudited condensed consolidated financial statements.

INTELSAT S.A. AND SUBSIDIARIES

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(in thousands, except where otherwise noted)

	<u>Common Shares</u>		<u>Paid-in Capital</u>	<u>Retained Earnings (Accumulated Deficit)</u>	<u>Accumulated Other Comprehensive Income</u>	<u>Total Intelsat S.A. Shareholders' Equity</u>	<u>Noncontrolling Interest</u>
	<u>Number of Shares (in millions)</u>	<u>Amount</u>					
Balance at December 31, 2022	67.7	\$ 677	\$ 3,729,670	\$ (153,616)	\$ 12,884	\$ 3,589,615	\$ 31,929
Net income	—	—	—	13,025	—	13,025	1,688
Dividends paid to noncontrolling interests	—	—	—	—	—	—	(580)
Share-based compensation, net of tax	0.2	2	(334)	—	—	(332)	—
Postretirement/pension liability adjustment, net of tax	—	—	—	—	(296)	(296)	—
Balance at March 31, 2023	67.9	\$ 679	\$ 3,729,336	\$ (140,591)	\$ 12,588	\$ 3,602,012	\$ 33,037
Net income (loss)	—	—	—	28,044	—	28,044	(252)
Dividends paid to noncontrolling interests	—	—	—	—	—	—	(171)
Share-based compensation, net of tax	—	—	3,736	—	—	3,736	—
Postretirement/pension liability adjustment, net of tax	—	—	—	—	(297)	(297)	—
Balance at June 30, 2023	67.9	\$ 679	\$ 3,733,072	\$ (112,547)	\$ 12,291	\$ 3,633,495	\$ 32,614

	<u>Common Shares</u>		<u>Treasury Shares</u>		<u>Paid-in Capital</u>	<u>Retained Earnings</u>	<u>Accumulated Other Comprehensive Loss</u>	<u>Total Intelsat S.A. Shareholders' Equity</u>	<u>Noncontrolling Interest</u>
	<u>Number of Shares (in millions)</u>	<u>Amount</u>	<u>Number of Shares (in millions)</u>	<u>Amount</u>					
Balance at December 31, 2023	68.1	\$ 681	(0.2)	\$ (6,545)	\$ 3,615,296	\$ 666,932	\$ (86)	\$ 4,276,278	\$ 32,004
Net loss	—	—	—	—	—	(214,284)	—	(214,284)	(869)
Share-based compensation, net of tax	0.1	1	—	—	3,623	—	—	3,624	—
Postretirement/pension liability adjustment, net of tax	—	—	—	—	—	—	(73)	(73)	—
Balance at March 31, 2024	68.2	\$ 682	(0.2)	\$ (6,545)	\$ 3,618,919	\$ 452,648	\$ (159)	\$ 4,065,545	\$ 31,135
Net loss	—	—	—	—	—	(34,576)	—	(34,576)	(593)
Share-based compensation, net of tax	0.1	1	—	—	8,267	—	—	8,268	—
Postretirement/pension liability adjustment, net of tax	—	—	—	—	—	—	(73)	(73)	—
Balance at June 30, 2024	68.3	\$ 683	(0.2)	\$ (6,545)	\$ 3,627,186	\$ 418,072	\$ (232)	\$ 4,039,164	\$ 30,542

See accompanying notes to the unaudited condensed consolidated financial statements.

INTELSAT S.A. AND SUBSIDIARIES

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Six Months Ended June 30, 2023	Six Months Ended June 30, 2024
Cash flows from operating activities:		
Net income	\$ 42,505	\$ (250,322)
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	264,283	300,081
Provision for expected credit losses	6,735	4,901
Foreign currency transaction losses (gains)	(1,456)	2,361
Loss on disposal of assets	474	11
Impairment of goodwill and other intangible assets	—	290,692
Accelerated relocation payment rights	(170,334)	—
Share-based compensation	12,634	20,170
Deferred income taxes	4,286	(8,058)
Amortization of discount, premium, issuance costs and related costs	81	81
Amortization of actuarial gain and prior service credits for retirement benefits	(602)	(147)
Gains on investments and loans held-for-investment	(1,360)	(3,336)
Changes in operating assets and liabilities:		
Receivables	61,410	268,384
Prepaid expenses, contract and other assets	8,522	(27,466)
Accounts payable and accrued liabilities	85,112	(43,300)
Accrued interest payable	7,120	(1,177)
Contract liabilities	9,981	(37,101)
Accrued retirement benefits	(4,055)	(10,943)
Other long-term liabilities	(174,751)	(38,185)
Net cash provided by operating activities	<u>150,585</u>	<u>466,646</u>
Cash flows from investing activities:		
Capital expenditures (including capitalized interest)	(239,671)	(196,792)
Acquisition of loans held-for-investment	—	(15,000)
Capital contribution to unconsolidated affiliate	—	(1,900)
Purchases of investments, net	(147)	—
Proceeds from principal repayments on loans held-for-investment	—	125
Acquisition of intangible assets	(7,265)	(10,684)
Net cash used in investing activities	<u>(247,083)</u>	<u>(224,251)</u>
Cash flows from financing activities:		
Repayments of long-term debt	(141,883)	—
Principal payments on deferred satellite performance incentives	(6,131)	(6,816)
Principal payments on finance lease obligations	—	(13,728)
Dividends paid to noncontrolling interest	(751)	—
Share premium distribution to shareholders	—	(127,513)
Dividend equivalents paid to equity award holders	—	(1,178)
Payments for employee taxes withheld upon vesting of restricted stock units	—	(8,280)
Net cash used in financing activities	<u>(148,765)</u>	<u>(157,515)</u>
Effect of exchange rate changes on cash, cash equivalents and restricted cash	1,704	(1,676)
Net change in cash, cash equivalents and restricted cash	(243,559)	83,204
Cash, cash equivalents and restricted cash, beginning of period	862,209	1,279,931
Cash, cash equivalents and restricted cash, end of period	<u>\$ 618,650</u>	<u>\$ 1,363,135</u>

	<u>Six Months Ended</u> <u>June 30, 2023</u>	<u>Six Months Ended</u> <u>June 30, 2024</u>
Supplemental cash flow information:		
Cash paid for reorganization items included in cash flows from operating activities	\$ 1,195	\$ —
Interest paid, net of amounts capitalized	179,221	101,534
Income taxes paid (received), net of refunds	5,914	(11,914)
Supplemental disclosure of non-cash investing and financing activities:		
Change in accrued capital expenditures	\$ 52,109	\$ 34,795
Lease assets obtained in exchange for new operating lease liabilities	3,918	455
Lease assets obtained in exchange for new finance lease liabilities	1,851	7,870
Reclassification of inventory to satellites and other property and equipment	—	10,482
Change in deferred satellite performance incentives	22,255	(2,391)

See accompanying notes to the unaudited condensed consolidated financial statements.

INTELSAT S.A. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

June 30, 2024

Note 1—General

In this Quarterly Report, unless otherwise indicated or the context otherwise requires, (1) the terms “we,” “us,” “our,” “the Company” and “Intelsat” refer to Intelsat S.A. (formerly Intelsat Emergence S.A.) and its subsidiaries on a consolidated basis, (2) the term “Intelsat Holdings” refers to Intelsat Holdings S.á r.l., our direct wholly-owned subsidiary, (3) the term “Intelsat Investments” refers to Intelsat Investments S.á r.l., which was dissolved on December 31, 2023 and had been Intelsat Holdings’ direct wholly-owned subsidiary, (4) the term “Intelsat Luxembourg” refers to Intelsat (Luxembourg) S.á r.l., which was dissolved on December 31, 2023 and had been Intelsat Investments’ direct wholly-owned subsidiary, (5) the term “Intelsat Envision” refers to Intelsat Envision Holdings LLC, which was dissolved on September 30, 2023 and had been Intelsat Luxembourg’s direct wholly-owned subsidiary, (6) the term “Intelsat Connect” refers to Intelsat Connect Finance S.á r.l., which was dissolved on December 31, 2023 and had been Intelsat Envision’s direct wholly-owned subsidiary until Intelsat Envision’s dissolution on September 30, 2023, and after which was a wholly-owned subsidiary of Intelsat Luxembourg, (7) the term “Intelsat Jackson” refers to Intelsat Jackson Holdings S.A., which had been Intelsat Connect’s direct wholly-owned subsidiary until Intelsat Connect’s dissolution on December 31, 2023, and after which is a direct wholly-owned subsidiary of Intelsat Holdings, and (8) the term “Intelsat CA” refers to our commercial aviation business. In this Quarterly Report, unless the context otherwise requires, (a) all references to Intelsat S.A. refer to Intelsat S.A. (formerly Intelsat Emergence S.A.), and (b) all references to transponder capacity or demand refer to transponder capacity or demand in the C-band and Ku-band frequencies only.

Basis of Presentation

The accompanying condensed consolidated financial statements of Intelsat S.A. and its subsidiaries have not been audited and are prepared in accordance with United States generally accepted accounting principles (“U.S. GAAP”) for interim financial information. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. References to U.S. GAAP issued by the Financial Accounting Standards Board (“FASB”) in these footnotes are to the FASB Accounting Standards Codification (“ASC”). The unaudited condensed consolidated financial statements include all adjustments (consisting only of normal and recurring adjustments) that are, in the opinion of management, necessary for a fair presentation of these financial statements. The results of operations for the periods presented are not necessarily indicative of operating results for the full year or for any future period. These unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report for the year ended December 31, 2023 (the “2023 Annual Report”).

Use of Estimates

The preparation of these condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of these condensed consolidated financial statements, the reported amounts of revenues and expenses during the reporting periods, and the disclosures of contingent liabilities. Accordingly, ultimate results could differ from those estimates.

SES to Acquire Intelsat

On April 30, 2024, SES S.A. and Intelsat announced an agreement for SES S.A. to acquire Intelsat through the purchase of 100% of the equity of Intelsat Holdings for a cash consideration of \$3.1 billion and certain contingent value rights (the “SES Transaction”). The contingent value rights entitle the holders thereof to 42.5% of the net proceeds received by the combined company in respect of any monetization of the combined company’s usage rights for up to 100 MHz of the C-band spectrum within the 7.5 year period post-closing. The SES Transaction has been unanimously approved by the board of directors of both companies and Intelsat shareholders holding approximately 73% of the common shares have entered into customary support agreements requiring them to vote in favor of the transaction. The SES Transaction is subject to receiving relevant regulatory clearances and approval of Intelsat’s shareholders. Closing of the SES Transaction is expected to occur in the second half of 2025.

Share Premium Distributions

In September 2023, our board of directors authorized and approved, subject to shareholder approval, and in December 2023, the shareholders approved, the distribution of \$130.0 million out of the Company's share premium to the shareholders of the Company in proportion to their holdings of shares of the Company and the holders of restricted stock units pursuant to the terms of the relevant award agreements, on the relevant record date. On January 29, 2024, the Company paid \$1.873 per outstanding share to its common shareholders of record at the close of business on January 5, 2024. Payments will be made to holders of restricted stock units pursuant to the terms of the relevant award agreements upon vesting of the underlying restricted stock units.

In June 2024, our board of directors authorized and approved, subject to shareholder vote scheduled on September 5, 2024, the distribution of \$500.0 million out of the Company's share premium to shareholders of the Company in proportion to their holdings of shares of the Company and the holders of restricted stock units pursuant to the terms of the relevant award agreements, on the relevant record date.

Share-Based Compensation Modification

On March 6, 2024, the Company modified the performance obligation for certain performance-based restricted stock units ("PSUs") issued under the Intelsat S.A. 2022 Equity Incentive Plan. The PSUs will vest upon the satisfaction of prescribed service and performance obligations. The modifications were accounted for in accordance with ASC 718, *Compensation—Stock Based Compensation*, where the Company will recognize compensation cost for the PSUs equal to the unrecognized grant date fair value as of the modification date of the original awards plus any incremental fair value arising from the modification over the remaining requisite service period. The fair value of the awards was determined using a Monte Carlo simulation. As a result of the modification, the Company will recognize \$46.5 million of compensation costs over the next 3.0 years as of the modification date.

C-band Spectrum Clearing

On March 3, 2020, the U.S. Federal Communications Commission ("FCC") issued its final order in the C-band proceeding (the "FCC Final Order"). On August 14, 2020, Intelsat License LLC ("Intelsat License") filed its C-band spectrum transition plan with the FCC, with ongoing updates as requested by the FCC. The most recent amended and final transition plan was filed on July 11, 2023. Under the FCC Final Order, we are entitled to receive reimbursement payments for certain C-band spectrum clearing expenses incurred, subject to the satisfaction of certain conditions set forth in the FCC Final Order.

C-band clearing related expenditures are either (i) capitalized under ASC 360, *Property Plant and Equipment* or other applicable accounting principles, or (ii) expensed as fulfillment costs as incurred. Fulfillment costs include costs to pay personnel or third parties to assist with customer reconfiguration and relocation, installation of filters, and program management costs.

As of both December 31, 2023 and June 30, 2024, we incurred reimbursable costs associated with the FCC Final Order of \$1.8 billion. Amounts yet to be reimbursed were included within "Receivables relating to C-band" on our condensed consolidated balance sheets and are expected to be received throughout the coming twelve months. During the six months ended June 30, 2023 and 2024, we received \$90.7 million and \$364.5 million, respectively, of reimbursement for C-band clearing costs. An additional \$0.8 million was received in the third quarter of 2024, resulting in a total of \$1.5 billion in reimbursements received through the date of this Quarterly Report.

For the three and six months ended June 30, 2024, we recognized reimbursement income of \$2.8 million and \$67.7 million, respectively, which is included within "Other operating expense (income), net—C-band" on our condensed consolidated statements of operations, with no similar amounts recognized for the three and six months ended June 30, 2023.

For the three months ended June 30, 2023 and 2024, we expensed C-band clearing related expenditures of \$26.5 million and \$4.7 million, respectively, and for the six months ended June 30, 2023 and 2024, we expensed C-band clearing related expenditures of \$48.6 million and \$9.5 million, respectively, which are included within "Other operating expense (income), net—C-band" on our condensed consolidated statements of operations.

Cash, Cash Equivalents and Restricted Cash

Cash and cash equivalents consist of cash on hand and highly liquid investments with original maturities of three months or less, which are generally time deposits with banks and money market funds. The carrying amount of these investments approximates fair value. Restricted cash represents legally restricted amounts primarily held as a compensating balance for certain outstanding letters of credit.

The following table presents a reconciliation of cash, cash equivalents and restricted cash reported within our condensed consolidated balance sheets to the total sum of these amounts reported in our condensed consolidated statements of cash flows (in thousands):

	As of December 31, 2023	As of June 30, 2024
Cash and cash equivalents	\$ 1,259,291	\$ 1,350,780
Restricted cash	4,665	4,591
Restricted cash included in other assets	15,975	7,764
Cash, cash equivalents and restricted cash	<u>\$ 1,279,931</u>	<u>\$ 1,363,135</u>

Receivables and Allowance for Credit Losses

We provide satellite services and extend credit to numerous customers in the satellite communication, telecommunications and video markets, as well as the airline industry. We monitor our exposure to credit losses and maintain allowances for credit losses and anticipated losses. The Company's methodology to measure the provision for credit losses considers all relevant information, including, but not limited to, information about historical collectability, current economic and market conditions, and reasonable and supportable forecasts of future economic conditions. We believe we have adequate customer collateral and reserves to cover our exposure.

The following table presents a roll-forward of the allowance for credit losses related to accounts receivable and contract assets for the three months ended June 30, 2023 and 2024 reported within our condensed consolidated balance sheets (in thousands):

	Accounts Receivable				Contract Assets			
	Balance at Beginning of Period	Charged to Costs and Expenses	Recoveries (Deductions) ⁽¹⁾	Balance at End of Period	Balance at Beginning of Period	Charged to Costs and Expenses	Recoveries (Deductions) ⁽¹⁾	Balance at End of Period
Three Months Ended June 30, 2023	\$ 25,142	4,358	(23)	\$ 29,477	\$ 2,001	140	—	\$ 2,141
Three Months Ended June 30, 2024	\$ 32,762	1,045	(2,301)	\$ 31,506	\$ 1,634	(85)	—	\$ 1,549

The following table presents a roll-forward of the allowance for credit losses related to accounts receivable and contract assets for the six months ended June 30, 2023 and 2024 reported within our condensed consolidated balance sheets (in thousands):

	Accounts Receivable				Contract Assets			
	Balance at Beginning of Period	Charged to Costs and Expenses	Recoveries (Deductions) ⁽¹⁾	Balance at End of Period	Balance at Beginning of Period	Charged to Costs and Expenses	Recoveries (Deductions) ⁽¹⁾	Balance at End of Period
Six Months Ended June 30, 2023	\$ 21,743	7,715	19	\$ 29,477	\$ 3,121	(980)	—	\$ 2,141
Six Months Ended June 30, 2024	\$ 29,675	4,888	(3,057)	\$ 31,506	\$ 1,536	13	—	\$ 1,549

(1) Uncollectible accounts written off, net of recoveries.

Recently Adopted and Recently Issued Accounting Pronouncements

In March 2023, the FASB issued Accounting Standards Update (“ASU”) 2023-01, *Leases (Topic 842): Common Control Arrangements* (“ASU 2023-01”). The standard requires entities to amortize leasehold improvements associated with common control leases over the useful life to the common control group. We adopted ASU 2023-01 in the first quarter of 2024, on a prospective basis for all new arrangements. The adoption did not have a material impact on our condensed consolidated financial statements and associated disclosures.

In August 2023, the FASB issued ASU 2023-05, *Business Combinations—Joint Venture Formations (Subtopic 805-60): Recognition and Initial Measurement* (“ASU 2023-05”). The standard requires a joint venture to initially measure all contributions received upon its formation at fair value. We adopted ASU 2023-05 in the first quarter of 2024. The adoption did not have a material impact on our condensed consolidated financial statements and associated disclosures.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures* (“ASU 2023-09”), to address investor requests for more transparency about income tax information through improvements to income tax disclosures primarily related to the rate reconciliation and income taxes paid information. ASU 2023-09 will be effective for the Company for annual periods beginning after December 15, 2025, though early adoption is permitted. We are in the process of evaluating the impact that ASU 2023-09 will have on our condensed consolidated financial statements and associated disclosures.

Subsequent Events

The Company has evaluated subsequent events from the balance sheet date through August 9, 2024, the date at which the condensed consolidated financial statements were available to be issued.

Note 2—Revenue

(a) Contract Liabilities

For the three months ended June 30, 2023 and 2024, we recognized revenues of \$55.9 million and \$55.2 million, respectively, and for the six months ended June 30, 2023 and 2024, we recognized revenues of \$129.7 million and \$132.7 million, respectively, that were included in the contract liability balances as of the beginning of each respective year.

(b) Assets Recognized from the Costs to Obtain a Customer Contract

For the three months ended June 30, 2023 and 2024, we capitalized \$2.1 million and \$1.6 million for costs to obtain a contract, respectively, and amortized \$1.2 million and \$1.6 million, respectively. For the six months ended June 30, 2023 and 2024, we capitalized \$3.1 million and \$3.8 million for costs to obtain a contract, respectively, and amortized \$2.2 million and \$3.3 million, respectively. As of December 31, 2023 and June 30, 2024, capitalized costs to obtain a customer contract amounted to \$11.5 million and \$12.0 million, respectively, and are included within “Other assets” in our condensed consolidated balance sheets.

(c) Remaining Performance Obligation

Our remaining performance obligation is our expected future revenue under existing customer contracts and includes both cancelable and non-cancelable contracts. Our remaining performance obligation was approximately \$4.0 billion as of June 30, 2024. We assess the contract term of our cancelable contracts as the full stated term of the contract assuming each contract is not canceled since the termination penalty upon cancellation is substantive. As of June 30, 2024, the weighted average remaining customer contract life was approximately 2.8 years. Approximately 45%, 31%, and 24% of our total remaining performance obligation as of June 30, 2024 is expected to be recognized as revenue during 2024 and 2025, 2026 and 2027, and 2028 and thereafter, respectively. The amount included in the remaining performance obligation represents the full-service charge for the duration of the contract and does not include termination fees. The amount of the termination fees, which is not included in the remaining performance obligation amount, is generally calculated as a percentage of the remaining performance obligation associated with the contract. In certain cases of breach for non-payment or customer financial distress or bankruptcy, we may not be able to recover the full value of certain contracts or termination fees. Our remaining performance obligation includes 100% of the remaining performance obligation of our consolidated ownership interests, which is consistent with the accounting for our ownership interest in these entities.

(d) Business and Geographic Segment Information

We provide satellite and other communications services to our customers around the world. Our revenues are disaggregated by billing region, service type and customer set. Revenue by region is based on the locations of customers to which services are billed. Our satellites are in geosynchronous orbit, and consequently are not attributable to any geographic location. Of our remaining assets, substantially all are located in the United States. Intelsat CA revenues are allocated to the geographic location where the airline customer is domiciled.

The following table disaggregates revenue by billing region (in thousands, except percentages):

	Three Months Ended June 30, 2023		Three Months Ended June 30, 2024		Six Months Ended June 30, 2023		Six Months Ended June 30, 2024	
North America	\$ 284,490	54%	\$ 265,207	53%	\$ 564,680	55%	\$ 539,472	54%
Europe	63,112	12%	58,278	12%	118,662	11%	113,657	11%
Latin America and Caribbean	43,095	8%	48,428	10%	89,083	9%	92,820	9%
Africa and Middle East	60,372	12%	62,286	12%	121,279	12%	124,572	12%
Asia-Pacific	72,975	14%	65,419	13%	138,440	13%	134,744	14%
Total	<u>\$ 524,044</u>		<u>\$ 499,618</u>		<u>\$ 1,032,144</u>		<u>\$ 1,005,265</u>	

The following table disaggregates revenue by type of service (in thousands, except percentages):

	Three Months Ended June 30, 2023		Three Months Ended June 30, 2024		Six Months Ended June 30, 2023		Six Months Ended June 30, 2024	
On-Network Revenues								
Transponder services	\$ 288,626	55%	\$ 259,173	52%	\$ 584,325	56%	\$ 528,840	53%
Managed services	79,409	15%	83,556	17%	152,230	15%	173,614	17%
Total on-network revenues	368,035	70%	342,729	69%	736,555	71%	702,454	70%
Off-Network and Other Revenues								
Transponder, MSS and other off-network services	34,937	7%	46,959	9%	68,752	7%	83,318	8%
Satellite-related services	22,143	4%	12,405	2%	31,898	3%	25,665	3%
Total off-network and other revenues	57,080	11%	59,364	11%	100,650	10%	108,983	11%
In-Flight Services Revenues								
Services	80,472	15%	72,799	15%	151,162	15%	143,755	14%
Equipment	18,457	4%	24,726	5%	43,777	4%	50,073	5%
Total in-flight services revenues	98,929	19%	97,525	20%	194,939	19%	193,828	19%
Total	<u>\$ 524,044</u>		<u>\$ 499,618</u>		<u>\$ 1,032,144</u>		<u>\$ 1,005,265</u>	

The following table disaggregates revenue by type of customer application (in thousands, except percentages):

	Three Months Ended June 30, 2023		Three Months Ended June 30, 2024		Six Months Ended June 30, 2023		Six Months Ended June 30, 2024	
Network services	\$ 98,812	19%	\$ 92,866	19%	\$ 200,057	19%	\$ 198,083	20%
Mobility	160,476	30%	141,371	28%	318,283	31%	287,894	29%
Media	155,959	30%	151,099	30%	313,516	30%	307,188	30%
Government	89,761	17%	105,691	21%	174,275	17%	193,210	19%
Satellite-related services	19,036	4%	8,591	2%	26,013	3%	18,890	2%
Total	<u>\$ 524,044</u>		<u>\$ 499,618</u>		<u>\$ 1,032,144</u>		<u>\$ 1,005,265</u>	

Our largest customer for each period accounted for approximately 7% of our revenue during each of the three and six months ended June 30, 2023 and 2024. Our ten largest customers for each period accounted for approximately 35% and 34% of our revenue during the three months ended June 30, 2023 and 2024, respectively, and 36% and 34% of our revenue during the six months ended June 30, 2023 and 2024, respectively.

Note 3—Satellites and Other Property and Equipment

Satellites and other property and equipment, net were composed of the following (in thousands):

	As of December 31, 2023 ⁽¹⁾	As of June 30, 2024
Satellites and launch vehicles	\$ 4,075,888	\$ 4,193,723
Information systems and ground segment	762,622	848,534
Finance lease assets	589,404	589,054
Buildings and other	319,688	325,730
Total cost	5,747,602	5,957,041
Less: accumulated depreciation	(971,440)	(1,255,585)
Total	<u>\$ 4,776,162</u>	<u>\$ 4,701,456</u>

(1) Certain prior period amounts have been reclassified to conform with the current period presentation. The reclassification had no impact on the balance sheet.

Satellites and other property and equipment, net of accumulated depreciation as of December 31, 2023 and June 30, 2024, includes construction-in-progress of \$705.5 million and \$825.7 million, respectively. These amounts relate primarily to satellites under construction and related launch services. As of June 30, 2024, we have capitalized C-band clearing related expenditures totaling \$1.4 billion. Of this capitalized amount, \$1.4 billion and \$71.0 million were capitalized as “Satellites and other property and equipment, net” and “Other assets,” respectively, in the condensed consolidated balance sheets. An estimated \$1.4 billion of the capitalized costs is expected to be reimbursable under the FCC Final Order. We have received \$1.5 billion of reimbursements through the date of this Quarterly Report.

Interest costs of \$15.9 million and \$12.2 million were capitalized for the three months ended June 30, 2023 and 2024, respectively, and \$37.8 million and \$23.5 million were capitalized for the six months ended June 30, 2023 and 2024, respectively. Additionally, depreciation expense was \$139.0 million and \$142.0 million for the three months ended June 30, 2023 and 2024, respectively, and \$271.1 million and \$284.3 million for the six months ended June 30, 2023 and 2024, respectively.

We have entered into contracts for the launch of both specified and unspecified future satellites. Each of these launch contracts may be terminated at our option, subject to payment of a termination fee that increases as the applicable launch date approaches.

As of June 30, 2024, we executed an additional finance lease for an in-orbit, satellite servicing vehicle, which has not yet commenced, with payments totaling approximately \$33.0 million. The lease is expected to commence in 2026 with a lease term of approximately 4 years.

Note 4—Investments

We have an ownership interest in three entities that meet the criteria of a variable interest entity (“VIE”): Horizons Satellite Holdings LLC (“Horizons Holdings”), Horizons-3 Satellite LLC (“Horizons 3”) and Horizons-4 Satellite LLC (“Horizons 4”), which are discussed in further detail below, including our analyses of the primary beneficiary determination as required under ASC 810, *Consolidation* (“ASC 810”). We also own noncontrolling investments in debt and equity securities and loan receivables as discussed further below.

(a) Horizons Holdings

Horizons Holdings is a joint venture with JSAT International Inc. (“JSAT”) that consists of two investments: Horizons-1 Satellite LLC and Horizons-2 Satellite LLC. We have determined that this joint venture meets the criteria of a VIE under ASC 810, and we have concluded that we are the primary beneficiary because decisions relating to any future relocation of the Horizons 2 satellite, the most significant asset of the joint venture, are effectively controlled by us. In accordance with ASC 810, as the primary beneficiary, we consolidate Horizons Holdings within our condensed consolidated financial statements.

We have a revenue sharing agreement with JSAT related to services sold on the Horizons 1 and Horizons 2 satellites. We are responsible for billing and collection for such services, and remitting 50% of the revenue, subject to collections, less applicable fees and commissions, to JSAT. Amounts payable to JSAT related to the revenue sharing agreement, net of applicable fees and commissions, from the Horizons 1 and Horizons 2 satellites were \$2.4 million and \$1.1 million as of December 31, 2023 and June 30, 2024, respectively.

Total assets of Horizons Holdings included in our condensed consolidated balance sheets were \$10.6 million and \$10.0 million as of December 31, 2023 and June 30, 2024, respectively. Total liabilities included in our condensed consolidated balance sheets were \$1.7 million and \$2.8 million as of December 31, 2023 and June 30, 2024, respectively.

(b) Horizons 3 and Horizons 4

Horizons 3 and Horizons 4 are each 50% owned by each of Intelsat and JSAT, who in turn have a joint share of management authority and equal rights to profits and revenues from each joint venture. We have determined that both joint ventures meet the criteria of a VIE under ASC 810; however, we have concluded that we are not the primary beneficiary because we and JSAT equally share control over the operations of the joint ventures and also equally share exposure to risk of losses or gains, and therefore we do not consolidate Horizons 3 or Horizons 4 within our condensed consolidated financial statements. Our investments in Horizons 3 and Horizons 4 are included within “Other assets” in our condensed consolidated balance sheets and are accounted for using the equity method of accounting.

Similar to Horizons Holdings, we have a revenue sharing agreement with JSAT related to services sold on the Horizons 3e (Horizons 3) and Galaxy 37 (Horizons 4) satellites, wherein the initiating party contracting with a customer is responsible for engineering, billing and collection for such services, and remitting 50% of the revenue, subject to collections, less applicable fees and commissions, to the other party.

In connection with our investments in Horizons 3 and Horizons 4, we entered into capital contribution and subscription agreements, which require us to fund our 50% share of the amounts due in order to maintain our respective 50% interest in the joint ventures. On October 12, 2023, we made a contribution to Horizons 4 consisting of a contribution in kind of \$46.5 million for the Ku-band payload project costs and a \$5.0 million cash contribution for the amount equal to the price of the license for Horizons 4 to utilize power on the Galaxy 37 satellite for the next 18 years. JSAT subsequently reimbursed the Company in cash for 50% of the total contribution. We made a cash contribution of \$1.9 million to Horizons 3 during the three months ended June 30, 2024 with no other contributions made to or distributions received from either of the joint ventures during the three months ended June 30, 2023 or the six months ended June 30, 2023 and 2024.

The Company purchases satellite capacity and related services from the joint ventures, and then sells that capacity to its customers. Subsequently, we remit 50% of the revenue, less applicable fees and commissions, to JSAT. The Company recognizes net fees related to engineering, billing, licensing, and commissions. We also sell managed ground network services to the joint ventures and provide program management services for a fee.

The following tables summarizes the relevant supplemental information related to the Company’s investments in Horizons 3 and Horizons 4 (in thousands):

	Classification	As of December 31, 2023		As of June 30, 2024	
		Horizons 3	Horizons 4	Horizons 3	Horizons 4
Assets					
Investment balance	Other assets	\$ 108,496	\$ 25,497	\$ 110,077	\$ 25,730
Due from joint venture	Receivables, net of allowances	949	—	478	297
Liabilities					
Due to JSAT	Accounts payable and accrued liabilities	\$ 7,129	\$ 1,533	\$ 6,511	\$ 1,512
Due to joint venture	Accounts payable and accrued liabilities	1,640	147	1,560	180

	Classification	Three Months Ended June 30, 2023		Three Months Ended June 30, 2024	
		Horizons 3	Horizons 4	Horizons 3	Horizons 4
Income					
Customer revenues	Revenue	\$ 12,835	\$ —	\$ 11,910	4,754
Net fees and commissions	Other income (expense), net	1,067	—	1,329	367
Sales of ground network services and program management services	Offset to Direct costs of revenue (excluding depreciation and amortization)	1,731	—	1,731	297
Expenses					
JSAT revenue share ⁽¹⁾	Direct costs of revenue (excluding depreciation and amortization)	\$ 7,760	\$ —	\$ 7,855	\$ 2,281
Satellite capacity & related purchases	Direct costs of revenue (excluding depreciation and amortization)	4,975	—	4,746	571

	Classification	Six Months Ended June 30, 2023		Six Months Ended June 30, 2024	
		Horizons 3	Horizons 4	Horizons 3	Horizons 4
Income					
Customer revenues	Revenue	\$ 26,322	\$ —	\$ 24,749	\$ 9,272
Net fees and commissions	Other income (expense), net	2,091	—	2,369	759
Sales of ground network services and program management services	Offset to Direct costs of revenue (excluding depreciation and amortization)	3,461	—	3,461	470
Expenses					
JSAT revenue share ⁽¹⁾	Direct costs of revenue (excluding depreciation and amortization)	\$ 15,716	\$ —	\$ 16,089	\$ 4,709
Satellite capacity & related purchases	Direct costs of revenue (excluding depreciation and amortization)	10,021	—	9,584	1,018

(1) JSAT's portion of the revenue share agreement may or may not approximate 50% of customer revenues per period due to timing differences of revenue and cost recognition. Revenue is generally recognized on a fixed price accrual basis while costs are accrued when the customer is billed.

The investment balance exceeded our equity in the net assets of Horizons 3 by \$13.9 million and \$13.3 million as of December 31, 2023 and June 30, 2024, respectively. We recognize this basis difference as a reduction of our equity in earnings of Horizons 3 on a straight-line basis over the life of the satellite. We recognized a nominal amount of equity in earnings of Horizons 3 for each of the three and six months ended June 30, 2023 and 2024, and a nominal amount of equity in losses of Horizons 4 for each of the three and six months ended June 30, 2024, which were all recognized in "Other income (expense), net" in our condensed consolidated statements of operations.

(c) Investments in Debt Securities

On February 5, 2024, Intelsat Jackson entered into a note purchase agreement with a certain corporation, where the corporation issued us a convertible promissory note in the amount of \$15.0 million. The note bears interest at 5.0% annually and matures in February 2028. The principal and accrued interest shall be due and payable on or after the maturity date upon demand by the requisite note holders.

In accordance with ASC 320, *Investments—Debt Securities*, we classified the investment as available-for-sale and its cost approximated its fair value as of June 30, 2024. The investment was recorded in "Other assets" in our condensed consolidated balance sheets and had a total carrying value of \$15.3 million as of June 30, 2024.

(d) Investments in Equity Securities

The Company holds noncontrolling equity investments in certain separate privately held companies, including investments in equity securities without readily determinable fair values.

In accordance with ASC 321, *Investments—Equity Securities*, we use the measurement alternative to measure the fair value of our investments in equity securities without readily determinable fair values. Accordingly, these investments are measured at cost, less any impairment, and are adjusted for changes in fair value resulting from observable transactions for identical or similar investments of the same issuer. These investments were recorded in “Other assets” in our condensed consolidated balance sheets and had a total carrying value of \$50.2 million as of both December 31, 2023 and June 30, 2024.

(e) Loan Receivables

The Company had loan receivables of \$63.8 million and \$66.7 million as of December 31, 2023 and June 30, 2024, respectively, from certain separate privately and publicly held companies that it is holding for long-term investment, which are presented within “Other assets” on our condensed consolidated balance sheets at amortized cost, net of the allowance for credit losses. As of December 31, 2023 and June 30, 2024, \$1.3 million and \$1.5 million, respectively, of accrued interest related to our loan receivables was recorded in “Prepaid expenses and other current assets” in our condensed consolidated balance sheets. We recognized interest income related to our loan receivables of \$1.6 million and \$2.0 million during the three months ended June 30, 2023 and 2024, respectively, and \$2.9 million and \$3.9 million for the six months ended June 30, 2023 and 2024, respectively.

Note 5—Goodwill and Other Intangible Assets

We account for goodwill and other non-amortizable intangible assets in accordance with ASC 350, *Intangibles—Goodwill and Other*, and have deemed these assets to have indefinite lives. Therefore, these assets are not amortized but are tested on an annual basis for impairment during the fourth quarter, or whenever events or changes in circumstances indicate that the carrying amount may not be fully recoverable.

(a) Goodwill

Intelsat had two reporting units for purposes of the analysis of goodwill: Intelsat Legacy (which consists of Intelsat S.A. excluding Intelsat CA) and Intelsat CA. For both reporting units, we used a qualitative approach to identify and consider the significance of relevant key factors, events, and circumstances that affect the fair value of the reporting unit. We make our qualitative evaluation considering, among other things, general macroeconomic conditions, industry and market considerations, cost factors, overall financial performance and other relevant entity-specific events, each of which is considered a Level 3 input within the fair value hierarchy under ASC 820, *Fair Value Measurements and Disclosure* (“ASC 820”).

During the qualitative assessment of the Intelsat Legacy reporting unit in the first quarter of 2024, we identified that the SES Transaction indicated it was more likely than not that the fair value of the reporting unit was less than its carrying amount. Consequently, we performed a quantitative analysis to determine the fair value of the reporting unit. In estimating the fair value, we used an income approach utilizing a discounted cash flow model. Based on the results of the quantitative analysis, we determined that the fair value of the reporting unit was less than its carrying amount, resulting in the recognition of goodwill impairment of \$290.7 million in the first quarter of 2024, which is included within “Impairment of goodwill and other intangible assets” in our condensed consolidated statements of operations. We did not recognize any goodwill impairment for the three months ended June 30, 2024.

Determining the fair value of a reporting unit often involves the use of estimates and assumptions that require significant judgment, and that could have a substantial impact on whether or not an impairment charge is recognized and the magnitude of any such charge. Estimates of fair value are primarily determined using discounted cash flows and market transactions. These estimates involve making significant estimates and assumptions, including projected future cash flows (including timing), discount rates reflecting the risks inherent in future cash flows, perpetual growth rates, and the determination of appropriate market comparisons.

The carrying amounts of goodwill consisted of the following (in thousands):

	As of December 31, 2023	As of June 30, 2024
Goodwill	\$ 1,395,942	\$ 1,395,942
Accumulated impairment losses	(321,322)	(612,014)
Net carrying amount	<u>\$ 1,074,620</u>	<u>\$ 783,928</u>

(b) Other Intangible Assets

Orbital Locations and Trade Name. The carrying amounts of acquired intangible assets not subject to amortization consisted of the following (in thousands):

	As of December 31, 2023	As of June 30, 2024
Orbital slots	\$ 1,000,000	\$ 1,000,000
Trade name	50,000	50,000
Total non-amortizable intangible assets	<u>\$ 1,050,000</u>	<u>\$ 1,050,000</u>

Other Intangible Assets. The carrying amounts and accumulated amortization of acquired intangible assets subject to amortization consisted of the following (in thousands):

	As of December 31, 2023			As of June 30, 2024		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Backlog and other	\$ 70,008	\$ (27,183)	\$ 42,825	\$ 70,008	\$ (32,363)	\$ 37,645
Customer relationships	44,670	(9,129)	35,541	44,670	(11,397)	33,273
Software and supplemental type certificates	84,230	(33,883)	50,347	94,778	(42,258)	52,520
Total	<u>\$ 198,908</u>	<u>\$ (70,195)</u>	<u>\$ 128,713</u>	<u>\$ 209,456</u>	<u>\$ (86,018)</u>	<u>\$ 123,438</u>

Intangible assets are amortized based on the expected pattern of consumption. Amortization expense was \$9.0 million and \$7.8 million for the three months ended June 30, 2023 and 2024, respectively, and \$18.1 million and \$15.8 million for the six months ended June 30, 2023 and 2024, respectively.

Note 6—Debt

The carrying values and fair values of our notes payable and debt were as follows (in thousands):

	As of December 31, 2023		As of June 30, 2024	
	Carrying Value	Fair Value	Carrying Value	Fair Value
6.50% First Lien Secured Notes due March 2030	\$ 3,000,000	\$ 2,865,000	\$ 3,000,000	\$ 2,797,500
Total Intelsat debt	3,000,000	2,865,000	3,000,000	2,797,500
Less: current maturities of long-term debt	—	—	—	—
Total Intelsat long-term debt	<u>\$ 3,000,000</u>	<u>\$ 2,865,000</u>	<u>\$ 3,000,000</u>	<u>\$ 2,797,500</u>

The fair value for non-publicly traded instruments is based upon composite pricing from a variety of sources, including market leading data providers, market makers and leading brokerage firms. Substantially all of the inputs used to determine the fair value of our debt are classified as Level 2 inputs within the fair value hierarchy from ASC 820.

Intelsat Jackson 6.50% First Lien Secured Notes due 2030

On January 27, 2022, Intelsat Jackson completed an offering of \$3.0 billion aggregate principal amount of 6.50% First Lien Secured Notes due 2030 (the “2030 Jackson Secured Notes”). The 2030 Jackson Secured Notes bear interest at 6.50% annually and mature in March 2030. These notes are guaranteed by Intelsat S.A., other parent entities of Intelsat Jackson, and certain subsidiaries of Intelsat Jackson. Interest is payable on the 2030 Jackson Secured Notes semi-annually on March 15 and September 15, commencing on September 15, 2022. Intelsat Jackson may redeem some or all of the notes at the applicable redemption prices and criterion set forth in the indenture governing the 2030 Jackson Secured Notes. The 2030 Jackson Secured Notes are senior secured obligations of Intelsat Jackson.

On February 1, 2022, Intelsat Jackson entered into a secured credit agreement (the “2022 Intelsat Jackson Secured Credit Agreement”), which included a \$3.2 billion term loan facility and a \$500.0 million revolving credit facility, and borrowed the full \$3.2 billion under the term loan facility due February 2029 (the “2029 Term Loans”). On October 26, 2023, the 2029 Term Loans were paid in full. The maturity date of the revolving credit facility is February 1, 2027. The obligations under the 2022 Intelsat Jackson Secured Credit Agreement are guaranteed by Intelsat S.A., other parent entities of Intelsat Jackson, and certain subsidiaries of Intelsat Jackson. The 2029 Term Loans and the revolving loans under the revolving credit facility (the “Revolving Loans”) bear interest either (i) based on a 1-month, 3-month or 6-month (or if agreed to by each lender of a loan, 12-month) secured overnight financing rate (“SOFR”) plus a related spread or (ii) at the Base Rate (as defined in the 2022 Intelsat Jackson Secured Credit Agreement), in each case, plus an applicable margin. The applicable margin for the 2029 Term Loans is 4.25% for SOFR loans and 3.25% for Base Rate loans, and the applicable margin for Revolving Loans ranges from 2.25%–2.75% for SOFR loans and 1.25%–1.75% for Base Rate loans, in each case, depending on the leverage ratio of Intelsat Jackson. The 2029 Term Loans have a SOFR floor of 0.50% and a Base Rate floor of 1.50%, and the Revolving Loans have a SOFR floor of 0.00% and a Base Rate floor of 1.00%.

The 2022 Intelsat Jackson Secured Credit Agreement includes customary negative covenants for loan agreements of this type, including covenants limiting the ability of Intelsat Jackson and its subsidiaries to, among other things, incur additional indebtedness, create liens on assets, make investments, loans or advances, engage in mergers, consolidations, sales of assets and acquisitions, pay dividends and distributions and make payments in respect of subordinated indebtedness, in each case subject to customary exceptions for loan agreements of this type.

The 2022 Intelsat Jackson Secured Credit Agreement also includes certain customary representations and warranties, affirmative covenants and events of default, including, but not limited to, payment defaults, breaches of representations and warranties, covenant defaults, certain events under ERISA, and change of control.

The foregoing description of the 2022 Intelsat Jackson Secured Credit Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the 2022 Intelsat Jackson Secured Credit Agreement.

Intelsat Jackson made principal payments on the 2029 Term Loans of \$141.9 million for the six months ended June 30, 2023. No comparable payments were made for the six months ended June 30, 2024, as in October 2023, the total remaining balance of the 2029 Term Loans was paid in full.

Note 7—Leases

Lessor

We have certain operating and sales-type leases that have lease expiration dates ranging from 2025 to 2038, primarily related to managed service contracts and teleport usage.

In February 2022, the Company entered into a sales-type lease with an expiration date of February 14, 2027, with two one-year renewal options. We evaluated the lease and determined that it contains lease and non-lease components. No interest income will be recognized under the lease as consideration was received upfront. In 2022, the Company recorded revenue and direct costs of revenue of \$12.3 million and \$9.5 million, respectively, resulting in net income at commencement of the sales-type lease of approximately \$2.8 million. In September 2023, the Company entered into amendments to update the expiration date of the sales-type lease to January 31, 2024. In the first quarter of 2024, certain leased assets were returned to the Company following the lease termination, resulting in a \$5.9 million reduction in direct costs of revenue.

In September 2022, the Company entered into a sales-type lease with an expiration date of December 31, 2026, with two two-year renewal options. The lease was modified in the fourth quarter of 2023 with no changes to the expiration date or the two two-year renewal options. We evaluated the lease and determined that it contains lease and non-lease components. No net investment is recorded in the sales-type lease and no interest income will be recorded under the lease as consideration was received upfront. For the year ended December 31, 2023, the Company recorded revenue and direct costs of revenue of \$2.9 million and \$4.0 million, respectively, resulting in a net loss at commencement of the sales-type lease of approximately \$1.1 million. In the first quarter of 2024, the lease was subsequently modified and the Company recorded additional revenue and direct costs of revenue of \$0.9 million and \$2.4 million, respectively, resulting in an additional net loss of approximately \$1.5 million.

In March 2019, the Company entered into a sales-type lease with an expiration date of March 31, 2030, with an option to extend the term provided the extension is reasonably feasible from a regulatory and technical standpoint. We evaluated the lease and determined that it contains lease and non-lease components. In October 2023, the Company entered into a new sales-type lease commencing in March 2024 to account for the replacement of an asset required to provide services under the original lease. In the first quarter of 2024, the Company recorded revenue and direct costs of revenue of \$7.3 million and \$9.3 million, respectively, resulting in a net loss at commencement of the new sales-type lease of approximately \$2.0 million.

Note 8—Retirement Plans and Other Retiree Benefits

(a) Pension and Other Postretirement Benefits

We maintain a noncontributory defined benefit retirement plan covering substantially all of our employees hired prior to July 19, 2001. The cost of providing benefits to eligible participants under the defined benefit retirement plan is calculated using the plan's benefit formulas, which take into account the participants' remuneration, dates of hire, years of eligible service and certain actuarial assumptions. In addition, as part of the overall medical plan, we provide postretirement medical benefits to certain current retirees who meet the criteria under the medical plan for postretirement benefit eligibility. In 2015, we amended the defined benefit retirement plan to end the accrual of additional benefits for the remaining active participants.

The defined benefit retirement plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). We expect that our future contributions to the defined benefit retirement plan will be based on the minimum funding requirements of the Internal Revenue Code of 1986, as amended (the "IRC"), and on the plan's funded status. Any significant decline in the fair value of our defined benefit retirement plan assets or other adverse changes to the significant assumptions used to determine the plan's funded status would negatively impact its funded status and could result in increased funding in future years. The impact on the funded status is determined based upon market conditions in effect when we completed our annual valuation.

The following tables present the components of net periodic benefit income (in thousands). These amounts are recognized in "Other income (expense), net" in the condensed consolidated statements of operations.

	Pension Benefits			
	Three Months Ended June 30, 2023	Three Months Ended June 30, 2024	Six Months Ended June 30, 2023	Six Months Ended June 30, 2024
Interest cost	\$ 4,225	\$ 4,017	\$ 8,450	\$ 8,034
Expected return on plan assets	(5,031)	(4,882)	(10,061)	(9,763)
Amortization of unrecognized net gain	(273)	(6)	(547)	(12)
Net periodic benefit income	<u>\$ (1,079)</u>	<u>\$ (871)</u>	<u>\$ (2,158)</u>	<u>\$ (1,741)</u>

	Other Postretirement Benefits			
	Three Months Ended June 30, 2023	Three Months Ended June 30, 2024	Six Months Ended June 30, 2023	Six Months Ended June 30, 2024
Interest cost	\$ 327	\$ 265	\$ 654	\$ 530
Amortization of unrecognized net gain	(29)	(68)	(57)	(136)
Net periodic benefit expense	<u>\$ 298</u>	<u>\$ 197</u>	<u>\$ 597</u>	<u>\$ 394</u>

(b) Other Retirement Plans

We maintain a defined contribution retirement plan qualified under the provisions of Section 401(k) of the IRC for our employees in the United States. We recognized compensation expense for this plan of \$4.0 million for both the three months ended June 30, 2023 and 2024, and \$8.0 million and \$8.3 million for the six months ended June 30, 2023 and 2024, respectively. We also maintain other defined contribution retirement plans in several non-U.S. jurisdictions, but such plans are not material to our financial position or results of operations.

Note 9—Income Taxes

The Company measures deferred tax assets and liabilities using enacted tax rates that will apply in the years in which the temporary differences are expected to be recovered or paid.

In response to the novel coronavirus ("COVID-19") pandemic, on March 18, 2020, the Families First Coronavirus Response Act (the "FFCR Act") was enacted, and on March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") was enacted. The FFCR Act and the CARES Act contain numerous income tax provisions, such as increasing the 30 percent adjusted taxable income threshold to 50 percent for taxable years beginning in 2019 and 2020 for purposes of determining allowable business interest expense deductions. The CARES Act repeals the 80 percent limitation for taxable years beginning before January 1, 2021 (enacted by the U.S. Tax Cut and Jobs Act (the "Act")), and it further specifies that net operating losses arising in a taxable year beginning after December 31, 2017, and before January 1, 2021, are allowed as a carryback to each of the five taxable years preceding the taxable year of such losses. Modifications to the tax rules for the carryback of net operating losses and business interest limitations resulted in a federal tax refund of approximately \$53.5 million, on which \$5.8 million of interest has accrued as of June 30, 2024.

The majority of our operations are located in taxable jurisdictions, including Luxembourg, the U.S. and the United Kingdom (“UK”). Due to our cumulative losses in recent years, and the inherent uncertainty associated with the realization of taxable income in the foreseeable future, we recorded a full valuation allowance against the cumulative net operating losses generated in Luxembourg. The difference between “Income tax benefit (expense)” reported in the condensed consolidated statements of operations and tax computed at statutory rates is attributable to the valuation allowance on losses generated in Luxembourg, the provision for foreign taxes which were principally in the U.S., withholding taxes on revenue earned in certain foreign markets, adjustments related to activity in prior years and current year impairments, and the derecognition of uncertain tax benefits for which the statute of limitations has expired.

We intend to continue maintaining a full valuation allowance on our Luxembourg deferred tax assets until there is sufficient evidence to support the reversal of all or some portion of these allowances. Any future release of the valuation allowance would result in the recognition of certain deferred tax assets with a corresponding benefit being realized in the period the release is recorded. Approximately \$1.0 billion of our Luxembourg net operating losses do not expire or have ownership charge limitations. Our other Luxembourg deferred tax assets expire over 17 years, beginning in 2035 and extending to 2040.

As of December 31, 2023 and June 30, 2024, our gross unrecognized tax benefits were \$73.6 million and \$50.9 million, respectively (including interest and penalties), of which \$57.2 million and \$35.1 million, respectively, if recognized, would affect our effective tax rate. As of December 31, 2023 and June 30, 2024, we recorded reserves for interest and penalties in the amount of \$3.2 million and \$0.9 million, respectively. We continue to recognize interest and, to the extent applicable, penalties with respect to the unrecognized tax benefits as income tax expense. There was no change in the balance of unrecognized tax benefits related to current tax positions for both the six months ended June 30, 2023 and 2024, and there was an increase of \$0.8 million and a decrease of \$23.5 million related to prior tax positions for the six months ended June 30, 2023 and 2024, respectively. Of the total decrease related to prior tax positions in 2024, \$20.2 million relates to the derecognition of uncertain tax benefits for which the statute of limitations has expired and \$3.3 million relates to the corresponding interest thereof.

We operate in various taxable jurisdictions throughout the world, and our tax returns are subject to audit and review from time to time. We consider Luxembourg, the U.S., the UK and Brazil to be our significant tax jurisdictions. Our subsidiaries in these jurisdictions are subject to income tax examination for periods after December 31, 2019. We believe that there are no jurisdictions in which the outcome of unresolved tax issues or claims is likely to be material to our results of operations, financial position or cash flows within the next twelve months.

In accordance with the Final Plan, all of the Company’s debt that was outstanding as of December 31, 2021 has been repaid or settled and extinguished. The IRC provides that a debtor in a Chapter 11 bankruptcy case may exclude cancellation of debt income (“CODI”) from taxable income but must reduce certain of its tax attributes by the amount of any CODI realized as a result of the consummation of a plan of reorganization. The amount of CODI realized by a taxpayer is determined based on the fair market value of the consideration received by the creditors in settlement of outstanding indebtedness. Upon emergence from Chapter 11 bankruptcy proceedings, CODI may reduce some or all of the amount of prior U.S. tax attributes, which can include net operating losses, general business credits, capital losses, and tax basis in assets. Any reductions in tax attributes occurred as of December 31, 2022. The Company’s amount of remaining U.S. deferred tax assets, against which a partial valuation exists, will be limited under IRC Section 382 due to the change in control resulting from the Final Plan.

The Company has evaluated the impact of the reorganization, including the change in control, resulting from its emergence from bankruptcy. The post-Emergence Company was able to fully absorb the CODI realized by the pre-Emergence Company in connection with the reorganization as an offset to current year operating losses without impacting its net historical operating losses, general business credits, capital losses, and tax basis in assets. The tax attribute limitation rules under IRC Section 382 are subject to favorable modification by items such as recognized built-in gain (“RBIG”) income. During 2023, the Company recognized \$3.67 billion of accelerated relocation payments from the FCC which represent RBIG income. As a result of this RBIG income inclusion, a material portion of U.S. deferred tax assets consisting of net operating losses and IRC Section 163(j) interest expense was utilized in tax year 2023. For years beyond 2023, it is more likely than not that the Company will not fully realize future income tax benefits related to its remaining U.S. net deferred tax asset based on the IRC Section 382 limitation, historical results, and expected market conditions known on the date of measurement, and the Company has therefore maintained a partial valuation allowance against the remaining U.S. net deferred tax asset. This is periodically reassessed and could change in the future.

Pillar Two legislation has been enacted or substantively enacted in certain jurisdictions in which the Company operates. The legislation is effective for the Company’s financial year beginning January 1, 2024. The Company is in scope of the enacted or substantively enacted legislation and is in initial stages of assessing our potential exposure to Pillar Two income taxes. The assessment of the potential exposure to Pillar Two income taxes is based on the most recent tax filings, country-by-country reporting and financial statements for the constituent entities in the Company. Based on the assessment, the Pillar Two effective tax rates in most of the jurisdictions in which the Company operates are above 15%. However, there are a limited number of jurisdictions where the transitional safe harbor relief does not apply and the Pillar Two effective tax rate is close to 15%. The Company does not expect a material exposure to Pillar Two income taxes in those jurisdictions.

Note 10—Commitments and Contingencies

SES Claim

On July 14, 2020, SES Americom, Inc. (“SES”) filed a proof of claim in the Bankruptcy Court in the amount of \$1.8 billion against each of the Debtors. The SES claim asserted that the Debtors owe money (or would owe money) to SES pursuant to certain contractual and fiduciary obligations made in the context of the consortium agreement entered into in September of 2018 among Intelsat US LLC, SES, and other satellite operators (the “Consortium Agreement”). SES claimed that it was entitled to 50% of the combined payments that may eventually be payable to the Debtors and SES pursuant to the FCC Final Order, which provides for accelerated relocation payments (“ARPs”) subject to the satisfaction of certain deadlines and other conditions set forth therein. The proof of claim also alleged breach of fiduciary duties and unjust enrichment and sought monetary and punitive damages. Intelsat filed an objection to the proof of claim and has vigorously litigated our position. SES also filed an objection to the Debtors’ Plan in connection with the confirmation hearing. Intelsat settled SES’s Plan objection and as part of the settlement SES agreed to: (1) eliminate any punitive damage claims; (2) limit their breach of contract and unjust enrichment claims to three Debtor entities; and (3) limit damages under their “constructive trust” theory to a maximum of \$200.0 million, even if SES won.

A trial before the Bankruptcy Court was held in February of 2022, and on September 30, 2022, the Bankruptcy Court ruled in the Debtors’ favor on all relevant issues, awarding SES nothing. The Debtors had accrued an estimate of this liability in accordance with ASC 450, *Contingencies* as of December 31, 2021 for which we recognized a benefit during the three months ended September 30, 2022. SES filed a Notice of Appeal on October 14, 2022. The appeal was briefed and argued before the U.S. District Court for the Eastern District of Virginia (“District Court”).

On September 8, 2020, SES also filed a series of proofs of claim in the amount of approximately \$11.6 million for costs it contended were associated with the Agreement (the “Cost Claims”). In January 2023, the parties settled the Cost Claims and Intelsat’s motion to receive expense reimbursements related to the trial of the ARP claim. Intelsat and SES stipulated that (1) the Cost Claims are withdrawn with prejudice and will receive no recovery; and (2) Intelsat will be paid \$100,000 following the final judgement (and exhaustion of all appeals) if the Bankruptcy Court’s decision rejecting SES’s ARP claim is affirmed.

On June 22, 2023, the District Court issued its decision on appeal. The District Court agreed with the Bankruptcy Court that no unjust enrichment claim was available to SES as a matter of law. The District Court further rejected SES’ claim on appeal that the Bankruptcy Court judge did not exercise independent judgement. However, the District Court remanded the case for further consideration by the Bankruptcy Court. The District Court believed the Agreement was ambiguous and found that the Bankruptcy Court had not sufficiently explained its analysis of certain extrinsic evidence introduced by SES that SES believed supported its interpretation of the Agreement. In September of 2023, the Bankruptcy Court entered an order reopening the bankruptcy cases for Intelsat Jackson, Intelsat US LLC and Intelsat License as a result of the District Court’s remand. In light of the proposed SES Transaction, Intelsat and SES have petitioned the Bankruptcy Court to hold the case in abeyance and close the underlying Bankruptcy Cases without prejudice. The Bankruptcy Court agreed to hold the remand on the claim in abeyance and closed the remaining Bankruptcy Cases, subject to reopening them if the SES Transaction does not close. If the SES Transaction closes, SES has agreed to withdraw the claim.

\$250.0 Million Satellite Capacity Commitment

On April 18, 2024, Intelsat entered into a \$250.0 million commitment to purchase low-earth orbit satellite capacity over six years commencing on July 1, 2024. Intelsat has the option, but not the obligation, to increase its commitment for an additional \$250.0 million for a total of \$500.0 million over a total of seven years.

Note 11—Related Party Transactions

Indemnification Agreements

We have entered into agreements with our executive officers and directors to provide contractual indemnification in addition to the indemnification provided for in our articles of association.

Expense Reimbursement Agreement

We entered into an agreement with certain shareholders to provide reimbursement of up to \$250,000 for fees and expenses that the shareholders incurred in connection with SES Transaction. Approximately \$100,000 has been reimbursed to the shareholders through the date of this Quarterly Report.

SUPPLEMENTARY INFORMATION

Supplemental Consolidating Financial Information

The following presents our unaudited condensed consolidating balance sheet as of June 30, 2024 and unaudited condensed consolidating statements of operations for the three and six months ended June 30, 2024, and changes in shareholders' equity and cash flows for the six months ended June 30, 2024. Investments in subsidiaries in the following unaudited condensed consolidating financial information are accounted for under the equity method of accounting. Consolidating adjustments include eliminations of the following:

- investments in subsidiaries;
- intercompany accounts;
- intercompany sales and expenses; and
- intercompany equity balances.

INTELSAT S.A. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATING BALANCE SHEET
AS OF JUNE 30, 2024
(in thousands)

	Intelsat S.A. and Other Parent Companies	Intelsat Jackson and Subsidiaries	Consolidation and Eliminations	Consolidated
ASSETS				
Current assets:				
Cash and cash equivalents	\$ 283	\$ 1,350,497	\$ —	\$ 1,350,780
Restricted cash	—	4,591	—	4,591
Receivables, net of allowances	699	280,242	—	280,941
Receivables relating to C-band	—	3,811	—	3,811
Contract assets, net of allowances	—	37,552	—	37,552
Inventory	—	180,168	—	180,168
Prepaid expenses and other current assets	2,168	112,515	—	114,683
Intercompany receivables	22,482	1,828,694	(1,851,176)	—
Total current assets	<u>25,632</u>	<u>3,798,070</u>	<u>(1,851,176)</u>	<u>1,972,526</u>
Satellites and other property and equipment, net	—	4,701,456	—	4,701,456
Goodwill	—	783,928	—	783,928
Non-amortizable intangible assets	—	1,050,000	—	1,050,000
Amortizable intangible assets, net	—	123,438	—	123,438
Contract assets, net of current portion and allowances	—	52,136	—	52,136
Investment in affiliates	4,235,311	—	(4,235,311)	—
Other assets	—	668,908	—	668,908
Total assets	<u>\$ 4,260,943</u>	<u>\$ 11,177,936</u>	<u>\$ (6,086,487)</u>	<u>\$ 9,352,392</u>

	Intelsat S.A. and Other Parent Companies	Intelsat Jackson and Subsidiaries	Consolidation and Eliminations	Consolidated
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities:				
Accounts payable and accrued liabilities	\$ 12,295	\$ 219,669	\$ —	\$ 231,964
Taxes payable	—	18,039	—	18,039
Employee-related liabilities	(4)	55,119	—	55,115
Accrued interest payable	—	63,439	—	63,439
Contract liabilities	—	191,290	—	191,290
Finance lease liabilities	—	29,522	—	29,522
Deferred satellite performance incentives	—	16,546	—	16,546
Other current liabilities	—	83,255	—	83,255
Intercompany payables	177,894	1,673,282	(1,851,176)	—
Total current liabilities	190,185	2,350,161	(1,851,176)	689,170
Long-term debt, net of current portion	—	3,000,000	—	3,000,000
Contract liabilities, net of current portion	—	673,072	—	673,072
Finance lease liabilities, net of current portion	—	502,881	—	502,881
Deferred satellite performance incentives, net of current portion	—	81,624	—	81,624
Deferred income taxes	—	19,850	—	19,850
Accrued retirement benefits, net of current portion	—	47,540	—	47,540
Other long-term liabilities	1,052	267,497	—	268,549
Total liabilities	191,237	6,942,625	(1,851,176)	5,282,686
Shareholders' equity:				
Common shares	683	1,025	(1,025)	683
Other shareholders' equity	4,069,023	4,234,286	(4,234,286)	4,069,023
Total shareholders' equity	4,069,706	4,235,311	(4,235,311)	4,069,706
Total liabilities and shareholders' equity	\$ 4,260,943	\$ 11,177,936	\$ (6,086,487)	\$ 9,352,392

(Certain totals may not sum due to rounding)

INTELSAT S.A. AND SUBSIDIARIES

**UNAUDITED CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS
FOR THE THREE MONTHS ENDED JUNE 30, 2024
(in thousands)**

	Intelsat S.A. and Other Parent Companies	Intelsat Jackson and Subsidiaries	Consolidation and Eliminations	Consolidated
Revenue	\$ —	\$ 562,734	\$ (63,116)	\$ 499,618
Operating expenses:				
Direct costs of revenue (excluding depreciation and amortization)	—	271,477	(63,024)	208,453
Selling, general and administrative	11,013	116,939	(92)	127,860
Depreciation and amortization	—	149,809	—	149,809
Other operating expense, net—C-band	—	1,928	—	1,928
Total operating expenses, net	<u>11,013</u>	<u>540,153</u>	<u>(63,116)</u>	<u>488,050</u>
Income (loss) from operations	(11,013)	22,581	—	11,568
Interest expense	—	(67,317)	—	(67,317)
Interest income	2	17,916	—	17,918
Equity in losses of affiliates	(23,570)	—	23,570	—
Other income, net	5	2,991	—	2,996
Loss before income taxes	<u>(34,576)</u>	<u>(23,829)</u>	<u>23,570</u>	<u>(34,835)</u>
Income tax expense	—	(334)	—	(334)
Net loss	<u>(34,576)</u>	<u>(24,163)</u>	<u>23,570</u>	<u>(35,169)</u>
Net loss attributable to noncontrolling interest	—	593	—	593
Net loss attributable to Intelsat S.A.	<u>\$ (34,576)</u>	<u>\$ (23,570)</u>	<u>\$ 23,570</u>	<u>\$ (34,576)</u>

(Certain totals may not sum due to rounding)

INTELSAT S.A. AND SUBSIDIARIES

**UNAUDITED CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS
FOR THE SIX MONTHS ENDED JUNE 30, 2024
(in thousands)**

	Intelsat S.A. and Other Parent Companies	Intelsat Jackson and Subsidiaries	Consolidation and Eliminations	Consolidated
Revenue	\$ —	\$ 1,130,226	\$ (124,961)	\$ 1,005,265
Operating expenses:				
Direct costs of revenue (excluding depreciation and amortization)	—	535,258	(124,776)	410,482
Selling, general and administrative	12,117	234,862	(185)	246,794
Depreciation and amortization	—	300,081	—	300,081
Impairment of goodwill and other intangible assets	—	290,692	—	290,692
Other operating income, net—C-band	—	(58,259)	—	(58,259)
Total operating expenses, net	12,117	1,302,634	(124,961)	1,189,790
Loss from operations	(12,117)	(172,408)	—	(184,525)
Interest expense	—	(136,411)	—	(136,411)
Interest income	13	33,862	—	33,875
Equity in losses of affiliates	(236,748)	—	236,748	—
Other income (expense), net	(8)	5,174	—	5,166
Loss before income taxes	(248,860)	(269,783)	236,748	(281,895)
Income tax benefit	—	31,573	—	31,573
Net loss	(248,860)	(238,210)	236,748	(250,322)
Net loss attributable to noncontrolling interest	—	1,462	—	1,462
Net loss attributable to Intelsat S.A.	\$ (248,860)	\$ (236,748)	\$ 236,748	\$ (248,860)

(Certain totals may not sum due to rounding)

INTELSAT S.A. AND SUBSIDIARIES

UNAUDITED CONDENSED CONSOLIDATING STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(in thousands, except where otherwise noted)

	Entity	Common Shares		Other Shareholders' Equity	Total Shareholders' Equity
		Number of Shares (in millions)	Amount		
Balance at June 30, 2024	Intelsat S.A. & Subsidiaries	68.3	\$ 683	\$ 4,069,023	\$ 4,069,706
Common shares of other entities	All other entities ⁽¹⁾	(68.3)	(683)	—	(683)
Other shareholders' equity	All other entities ⁽¹⁾	—	—	(4,069,023)	(4,069,023)
Consolidation and eliminations	Eliminations	102.5	1,025	4,234,286	4,235,311
Balance at June 30, 2024	Intelsat Jackson & Subsidiaries	102.5	\$ 1,025	\$ 4,234,286	\$ 4,235,311

(1) Represents Intelsat S.A. and other parent companies.

(Certain totals may not sum due to rounding)

INTELSAT S.A. AND SUBSIDIARIES

**UNAUDITED CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
FOR THE SIX MONTHS ENDED JUNE 30, 2024
(in thousands)**

	Intelsat S.A. and Other Parent Companies	Intelsat Jackson and Subsidiaries	Consolidated
Net cash provided by operating activities	\$ 123,377	\$ 343,269	\$ 466,646
Cash flows from investing activities:			
Capital expenditures (including capitalized interest)	—	(196,792)	(196,792)
Acquisition of loans held-for-investment	—	(15,000)	(15,000)
Capital contribution to unconsolidated affiliate	—	(1,900)	(1,900)
Proceeds from principal repayments on loans held-for-investment	—	125	125
Acquisition of intangible assets	—	(10,684)	(10,684)
Net cash used in investing activities	—	(224,251)	(224,251)
Cash flows from financing activities:			
Principal payments on deferred satellite performance incentives	—	(6,816)	(6,816)
Principal payments on finance lease obligations	—	(13,728)	(13,728)
Share premium distribution to shareholders	(127,513)	—	(127,513)
Dividend equivalents paid to equity award holders	—	(1,178)	(1,178)
Payments for employee taxes withheld upon vesting of restricted stock units	—	(8,280)	(8,280)
Net cash used in financing activities	(127,513)	(30,002)	(157,515)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(8)	(1,668)	(1,676)
Net change in cash, cash equivalents and restricted cash	(4,144)	87,348	83,204
Cash, cash equivalents and restricted cash, beginning of period	4,427	1,275,504	1,279,931
Cash, cash equivalents and restricted cash, end of period	\$ 283	\$ 1,362,852	\$ 1,363,135

(Certain totals may not sum due to rounding)

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

The following discussion should be read in conjunction with our unaudited condensed consolidated financial statements and their notes included in Item 1—Financial Statements in this Quarterly Report, and with our audited consolidated financial statements and their notes included in our Annual Report for the year ended December 31, 2023 (the “2023 Annual Report”).

Special Note Regarding Forward-Looking Statements

This Management’s Discussion and Analysis of Financial Condition and Results of Operations includes statements that are, or may be deemed to be, “forward-looking statements.” These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes,” “estimates,” “anticipates,” “expects,” “intends,” “predicts,” “plans,” “project,” “may,” “will,” “could,” “should,” “future” or similar terms or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts, including but not limited to, our statements regarding the following: the risk that the conditions to the closing of the proposed transaction between Intelsat and SES (the “SES Transaction”) are not satisfied, including the risk that required approvals of the SES Transaction from the shareholders of Intelsat or from regulators are not obtained; litigation relating to the SES Transaction; uncertainties as to the timing of the consummation of the SES Transaction and the ability of each party to consummate the SES Transaction; risks that the SES Transaction disrupts the current plans or operations of Intelsat; the ability of Intelsat to retain and hire key personnel; competitive responses to the SES Transaction; unexpected costs, charges or expenses resulting from the SES Transaction; potential adverse reactions or changes to relationships with customers, suppliers, distributors and other business partners resulting from the announcement or completion of the SES Transaction; our belief that there is a growing worldwide demand for reliable broadband connectivity everywhere at all times; the trends that we believe will impact our revenue and operating expenses in the future; and our expected capital expenditures this year and during the next several years. These factors should not be construed as exhaustive and should be read in conjunction with any other forward-looking statements and any other cautionary statements in future annual and quarterly reports.

These forward-looking statements are based on management’s current expectations and beliefs about future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, any forward-looking statements speak only as of the date of such statements and are not guarantees of future performance or results and are subject to risks, uncertainties, and other factors, many of which are outside of our control. These factors could cause actual results or developments to differ materially from the expectations and beliefs expressed or implied in the forward-looking statements, and as such, readers are cautioned not to place undue reliance on such forward-looking statements in this Quarterly Report. We do not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Company Overview

We operate one of the world’s largest satellite communication services businesses, providing a critical layer in the global communications infrastructure.

We provide diversified communications services to the world’s leading media companies, fixed and wireless telecommunications operators, data networking service providers for enterprise and mobile applications in the air and on the seas, multinational corporations and internet service providers. We are also the leading provider of commercial satellite capacity to the U.S. government and other select military organizations and their contractors.

Our customers use our global network for a broad range of communication applications, from global distribution of content for media companies, to providing the transmission layer for commercial aeronautical consumer broadband connectivity and to enabling essential network backbones for telecommunications providers in high-growth emerging regions.

Our network solutions are a critical component of our customers’ infrastructures and business models. In recent years, mobility services providers have contracted for services on our fleet that support broadband connections for passengers on commercial flights and cruise ships, connectivity that in some cases is only available through our network. In addition, our satellite neighborhoods provide our media customers with efficient and reliable broadcast distribution that maximizes audience reach, a technical and economic benefit that is difficult for terrestrial services to match. In developing regions, our satellite solutions often provide higher reliability than is available from local terrestrial telecommunications services and allow our customers to reach geographies that they would otherwise be unable to serve.

Through our commercial aviation business (“Intelsat CA”), we are a global leader in providing in-flight connectivity solutions to the commercial aviation industry. In-flight services provided by our Intelsat CA business include passenger connectivity, which allows passengers to connect to the Internet from their personal Wi-Fi-enabled devices; passenger entertainment, which offers passengers the opportunity to enjoy a broad selection of in-flight entertainment options on their laptops and personal Wi-Fi-enabled devices; and Connected Aircraft Services (“CAS”), which offer airlines connectivity for various operations and currently include, among others, real-time credit card transaction processing, electronic flight bags and real-time weather information.

Recent Developments

SES to Acquire Intelsat

On April 30, 2024, SES S.A. and Intelsat announced an agreement for SES S.A. to acquire Intelsat through the purchase of 100% of the equity of Intelsat Holdings for a cash consideration of \$3.1 billion and certain contingent value rights (the “SES Transaction”). The contingent value rights entitle the holders thereof to 42.5% of the net proceeds received by the combined company in respect of any monetization of the combined company’s usage rights for up to 100 MHz of the C-band spectrum within the 7.5 year period post-closing. The SES Transaction has been unanimously approved by the board of directors of both companies and Intelsat shareholders holding approximately 73% of the common shares have entered into customary support agreements requiring them to vote in favor of the transaction. The SES Transaction is subject to receiving relevant regulatory clearances and approval of Intelsat’s shareholders. Closing of the SES Transaction is expected to occur in the second half of 2025.

C-band Spectrum Clearing

The accelerated clearing process of C-band spectrum set forth in the U.S. Federal Communications Commission’s (“FCC”) March 3, 2020, final order (the “FCC Final Order”) provides for monetary enticements for fixed satellite services (“FSS”) providers to clear a portion of the C-band spectrum on an accelerated basis (the “Accelerated Relocation Payments” or “ARPs”). Under the FCC Final Order, we are entitled to receive reimbursement payments for certain C-band spectrum clearing expenses incurred, subject to the satisfaction of certain conditions set forth in the FCC Final Order.

During the six months ended June 30, 2023 and 2024, we received \$90.7 million and \$364.5 million, respectively, of reimbursement for C-band clearing costs. An additional \$0.8 million was received in the third quarter of 2024, resulting in a total of \$1.5 billion in reimbursements received through the date of this Quarterly Report.

Furthermore, for the three and six months ended June 30, 2024, we recognized reimbursement income of \$2.8 million and \$67.7 million, respectively, which is included within “Other operating expense (income), net—C-band” on our condensed consolidated statements of operations, with no similar amounts recognized for the three and six months ended June 30, 2023.

Share Premium Distributions

In September 2023, our board of directors authorized and approved, subject to shareholder approval, and in December 2023, the shareholders approved, the distribution of \$130.0 million out of the Company’s share premium to the shareholders of the Company in proportion to their holdings of shares of the Company and the holders of restricted stock units pursuant to the terms of the relevant award agreements, on the relevant record date. On January 29, 2024, the Company paid \$1.873 per outstanding share to its common shareholders of record at the close of business on January 5, 2024. Payments will be made to holders of restricted stock units pursuant to the terms of the relevant award agreements upon vesting of the underlying restricted stock units.

In June 2024, our board of directors authorized and approved, subject to shareholder vote scheduled on September 5, 2024, the distribution of \$500.0 million out of the Company’s share premium to shareholders of the Company in proportion to their holdings of shares of the Company and the holders of restricted stock units pursuant to the terms of the relevant award agreements, on the relevant record date.

\$250.0 Million Satellite Capacity Commitment

On April 18, 2024, Intelsat entered into a \$250.0 million commitment to purchase low-earth orbit satellite capacity over six years commencing on July 1, 2024. Intelsat has the option, but not the obligation, to increase its commitment for an additional \$250.0 million for a total of \$500.0 million over a total of seven years.

Results of Operations

Three Months Ended June 30, 2023 and 2024

The following table sets forth our comparative statements of operations for the periods shown with the increase (decrease) and percentage changes, except those deemed not meaningful (“NM”), between the periods presented (in thousands, except percentages):

	Three Months Ended June 30, 2023	Three Months Ended June 30, 2024	Dollar Change	Percentage Change
Revenue	\$ 524,044	\$ 499,618	\$ (24,426)	(5%)
Operating expenses:				
Direct costs of revenue (excluding depreciation and amortization)	196,328	208,453	12,125	6%
Selling, general and administrative	115,408	127,860	12,452	11%
Depreciation and amortization	131,968	149,809	17,841	14%
Other operating expense, net—C-band	26,530	1,928	(24,602)	(93%)
Total operating expenses, net	470,234	488,050	17,816	4%
Income from operations	53,810	11,568	(42,242)	(79%)
Interest expense	(119,565)	(67,317)	52,248	(44%)
Interest income	91,864	17,918	(73,946)	(80%)
Other income, net	2,977	2,996	19	1%
Income (loss) before income taxes	29,086	(34,835)	(63,921)	NM
Income tax expense	(1,294)	(334)	960	(74%)
Net income (loss)	27,792	(35,169)	(62,961)	NM
Net loss attributable to noncontrolling interest	252	593	341	NM
Net income (loss) attributable to Intelsat S.A.	\$ 28,044	\$ (34,576)	\$ (62,620)	NM

Revenue Overview

We earn revenue primarily by providing services over satellite transponder capacity to our customers. Our customers generally obtain satellite capacity from us by placing an order pursuant to one of several master customer service agreements. The master customer agreements and related service orders under which we sell services specify, among other things, the amount of satellite capacity to be provided, whether service will be non-preemptible or preemptible and the service term. Most services are full time in nature, with service terms of up to 15 years. Occasional use services used for video applications can be for much shorter periods, including increments of one hour. Our master customer service agreements offer different service types, including transponder services, managed services, and channel, which are all services that are provided on, or used to provide access to, our global network. We refer to these services as on-network services. Our customer agreements also cover services that we procure from third parties and resell, which we refer to as off-network services. These services can include transponder services and other satellite-based transmission services sourced from other operators, often in frequencies not available on our network, and other operational fees related to satellite operations provided on behalf of third-party satellites.

Our Intelsat CA business generates two types of revenue: service revenue and equipment revenue. Service revenue is primarily derived from connectivity services and, to a lesser extent, from entertainment services, CAS and maintenance services. Connectivity is provided to our customers using both air-to-ground (“ATG”) and satellite technologies. Service revenue is earned by services paid for by passengers, airlines and third parties. Equipment revenue primarily consists of the sale of ATG and satellite connectivity equipment as well as the sale of entertainment equipment. Equipment revenue also includes revenue generated by our installation of connectivity and entertainment equipment on commercial aircraft.

The following table sets forth our comparative revenue by service type for the periods presented (in thousands, except percentages):

	Three Months Ended June 30, 2023	Three Months Ended June 30, 2024	Increase (Decrease)	Percentage Change
On-Network Revenues				
Transponder services	\$ 288,626	\$ 259,173	\$ (29,453)	(10%)
Managed services	79,409	83,556	4,147	5%
Total on-network revenues	368,035	342,729	(25,306)	(7%)
Off-Network and Other Revenues				
Transponder, MSS and other off-network services	34,937	46,959	12,022	34%
Satellite-related services	22,143	12,405	(9,738)	(44%)
Total off-network and other revenues	57,080	59,364	2,284	4%
In-Flight Services Revenues				
Services	80,472	72,799	(7,673)	(10%)
Equipment	18,457	24,726	6,269	34%
Total in-flight services revenues	98,929	97,525	(1,404)	(1%)
Total	<u>\$ 524,044</u>	<u>\$ 499,618</u>	<u>\$ (24,426)</u>	<u>(5%)</u>

Total revenue decreased by \$24.4 million, or 5%, to \$499.6 million for the three months ended June 30, 2024, as compared to \$524.0 million for the three months ended June 30, 2023. By service type, our revenues increased or decreased due to the following:

On-Network Revenues:

- *Transponder services*—an aggregate decrease of \$29.5 million, primarily due to a \$13.0 million net decrease from mobility customers, an \$11.2 million net decrease from network services customers, a \$3.5 million net decrease from government customers and a \$1.9 million net decrease from media customers. The decreases in revenues were primarily driven by non-renewals, competitive losses, price reductions, capacity downgrades, the termination of services and service transfers to managed services, partially offset by new services and service transfers from managed services.
- *Managed services*—an aggregate increase of \$4.1 million, primarily due to a \$5.3 million net increase from networks services customers and a \$4.6 million net increase from government customers, partially offset by a \$2.9 million net decrease from mobility customers and \$2.8 million net decrease from media customers. The increase in revenue from network services customers and government customers was primarily driven by new services, service capacity upgrades and service transfers from transponder services. The decrease in revenue from mobility customers and media customers was primarily driven by non-renewals, competitive losses, capacity downgrades, the termination of services and service transfers to transponder services, partially offset by new services and service transfers from transponder services.

Off-Network and Other Revenues:

- *Transponder, MSS and other off-network services*—an aggregate increase of \$12.0 million, primarily attributable to a \$14.2 million net increase from government customers mainly due to new services and an increase in equipment sales, partially offset by a \$1.9 million net decrease from mobility customers mainly due to non-renewals.
- *Satellite-related services*—an aggregate decrease of \$9.7 million, primarily related to the timing of teleport project support services.

In-flight Services Revenues:

- *Services*—an aggregate decrease of \$7.7 million, primarily due to continued aircraft de-installations from a previously disclosed customer termination, partially offset by increased service revenue across the remaining customer base due to higher in-service aircraft and increased passenger take rates.
- *Equipment*—an aggregate increase of \$6.3 million, primarily attributable to an increase in the number of 2Ku satellite units sold.

Operating Expenses

Direct Costs of Revenue (Excluding Depreciation and Amortization)

Direct costs of revenue increased by \$12.2 million, or 6%, to \$208.5 million for the three months ended June 30, 2024, as compared to \$196.3 million for the three months ended June 30, 2023, primarily due to the following:

- an increase of \$26.0 million in equipment costs primarily due to increases in airlines shipments and government equipment sales; partially offset by
- a decrease of \$12.5 million in third-party satellite related and capacity services.

Selling, General and Administrative

Selling, general and administrative expenses increased by \$12.5 million, or 11%, to \$127.9 million for the three months ended June 30, 2024, as compared to \$115.4 million for the three months ended June 30, 2023, primarily due to the following:

- an increase of \$11.9 million in professional fees; and
- an increase of \$8.9 million in staff-related expenses; partially offset by
- a decrease of \$3.9 million related to a decline in usage of third-party contractors; and
- a decrease of \$3.5 million in bad debt expense.

Depreciation and Amortization

Depreciation and amortization expense increased by \$17.8 million, or 14%, to \$149.8 million for the three months ended June 30, 2024, as compared to \$132.0 million for the three months ended June 30, 2023, primarily due to depreciation expense on finance leases that commenced during the third quarter of 2023 and new satellites and other property and equipment placed into service, partially offset by certain satellites and various building related and other assets becoming fully depreciated.

Other Operating Expense, Net—C-band

Other operating expense, net—C-band consists of reimbursable and non-reimbursable costs and offsetting income associated with our C-band spectrum relocation efforts. Other operating expense, net—C-band decreased by \$24.6 million to \$1.9 million for the three months ended June 30, 2024, as compared to \$26.5 million for the three months ended June 30, 2023, primarily due to a \$21.8 million decrease in expenditures as a result of the Company completing the C-band spectrum clearing project in 2023, and the recognition of reimbursement income of \$2.8 million during the three months ended June 30, 2024, with no similar income during the three months ended June 30, 2023. See Item 1, Note 1—General.

Interest Expense

Interest expense decreased by \$52.3 million, or 44%, to \$67.3 million for the three months ended June 30, 2024, as compared to \$119.6 million for the three months ended June 30, 2023, primarily due to the following:

- a decrease of \$63.2 million in interest expense on notes payable primarily resulting from the full repayment of the 2029 terms loans in October 2023; and
- a decrease of \$2.8 million in interest expense related to the significant financing component identified in customer contracts due to lower contract balances; partially offset by
- an increase of \$10.2 million related to interest costs on finance leases primarily resulting from leases that commenced during the second half of 2023; and
- an increase of \$3.7 million related to lower capitalized interest resulting from a decreased number of satellites and related assets under construction.

The non-cash portion of total interest expense was \$20.5 million and \$17.6 million for three months ended June 30, 2023 and 2024, respectively, primarily consisting of interest expense related to the significant financing component identified in customer contracts.

Interest Income

Interest income decreased by \$74.0 million to \$17.9 million for the three months ended June 30, 2024, as compared to \$91.9 million for the three months ended June 30, 2023, primarily due to the following:

- a decrease of \$86.0 million related to the 2023 accretion of interest income associated with the Company's expected receipt of ARPs under the FCC Final Order, with no similar activity in 2024; partially offset by
- an increase of \$11.5 million primarily due to higher invested funds and higher interest rates.

Other Income, Net

Other income, net remained relatively consistent at \$3.0 million for both the three months ended June 30, 2023 and 2024.

Income Tax Expense

Income tax expense decreased by \$1.0 million to \$0.3 million for the three months ended June 30, 2024, as compared to \$1.3 million for the three months ended June 30, 2023, primarily as a result of lower income from our U.S. subsidiaries.

Cash paid for income taxes, net of refunds, totaled \$2.3 million for the three months ended June 30, 2023, as compared to cash received for income taxes, net of payments, of \$19.9 million for the three months ended June 30, 2024.

Six Months Ended June 30, 2023 and 2024

The following table sets forth our comparative statements of operations for the periods shown with the increase (decrease) and percentage changes, except those deemed not meaningful ("NM"), between the periods presented (in thousands, except percentages):

	Six Months Ended June 30, 2023	Six Months Ended June 30, 2024	Dollar Change	Percentage Change
Revenue	\$ 1,032,144	\$ 1,005,265	\$ (26,879)	(3%)
Operating expenses:				
Direct costs of revenue (excluding depreciation and amortization)	379,400	410,482	31,082	8%
Selling, general and administrative	238,489	246,794	8,305	3%
Depreciation and amortization	264,283	300,081	35,798	14%
Impairment of goodwill and other intangible assets	—	290,692	290,692	NM
Other operating expense (income), net—C-band	48,606	(58,259)	(106,865)	NM
Total operating expenses, net	930,778	1,189,790	259,012	28%
Income (loss) from operations	101,366	(184,525)	(285,891)	NM
Interest expense	(228,479)	(136,411)	92,068	(40%)
Interest income	182,880	33,875	(149,005)	(81%)
Other income (expense), net	(3,667)	5,166	8,833	NM
Income (loss) before income taxes	52,100	(281,895)	(333,995)	NM
Income tax benefit (expense)	(9,595)	31,573	41,168	NM
Net income (loss)	42,505	(250,322)	(292,827)	NM
Net loss (income) attributable to noncontrolling interest	(1,436)	1,462	2,898	NM
Net income (loss) attributable to Intelsat S.A.	\$ 41,069	\$ (248,860)	\$ (289,929)	NM

Revenue

The following table sets forth our comparative revenue by service type for the periods presented (in thousands, except percentages):

	Six Months Ended June 30, 2023	Six Months Ended June 30, 2024	Increase (Decrease)	Percentage Change
On-Network Revenues				
Transponder services	\$ 584,325	\$ 528,840	\$ (55,485)	(9%)
Managed services	152,230	173,614	21,384	14%
Total on-network revenues	736,555	702,454	(34,101)	(5%)
Off-Network and Other Revenues				
Transponder, MSS and other off-network services	68,752	83,318	14,566	21%
Satellite-related services	31,898	25,665	(6,233)	(20%)
Total off-network and other revenues	100,650	108,983	8,333	8%
In-Flight Services Revenues				
Services	151,162	143,755	(7,407)	(5%)
Equipment	43,777	50,073	6,296	14%
Total in-flight services revenues	194,939	193,828	(1,111)	(1%)
Total	\$ 1,032,144	\$ 1,005,265	\$ (26,879)	(3%)

Total revenue decreased by \$26.9 million, or 3%, to \$1.0 billion for the six months ended June 30, 2024 as compared to \$1.0 billion for the six months ended June 30, 2023. By service type, our revenue increased or decreased due to the following:

On-Network Revenues:

- *Transponder services*—an aggregate decrease of \$55.5 million, primarily due to a \$22.3 million net decrease from mobility customers, a \$19.7 million net decrease from network service customers, a \$7.6 million net decrease from government customers and a \$5.9 million net decrease from media customers. The decreases in revenue were primarily driven by non-renewals, competitive losses, price reductions, capacity downgrades, the termination of services and service transfers to managed services, partially offset by new services.
- *Managed services*—an aggregate increase of \$21.4 million, primarily due to a \$17.4 million net increase from network service customers and a \$6.2 million net increase from government customers, partially offset by a \$2.1 million net decrease from mobility customers. The increase in revenue from network services customers was primarily driven by revenue recognized as a result of new or amended sales-type leases (see Item 1, Note 7—Leases), service transfers from transponder services and an increase in equipment sales. The increase in revenue from government customers was primarily due to an increase in equipment sales. The decrease in revenue from mobility customers was mainly driven by capacity downgrades and competitive losses, partially offset by new services.

Off-network and Other Revenues:

- *Transponder, MSS and other off-network services* —an aggregate increase of \$14.6 million primarily attributable to a \$19.7 million net increase from government customers mainly due to new services and an increase in equipment sales, partially offset by a \$4.9 million net decrease from mobility customers mainly due to non-renewals and competitive losses.
- *Satellite-related services* —an aggregate decrease of \$6.2 million, primarily related to the timing of teleport project support services.

In-flight Services Revenues:

- *Services*—an aggregate decrease of \$7.4 million, primarily due to continued aircraft de-installations from a previously disclosed customer termination, partially offset by increased service revenue across the remaining customer base due to higher in-service aircraft and increased passenger take rates.
- *Equipment*—an aggregate increase of \$6.3 million, primarily attributable to an increase in the number of 2Ku satellite units.

Operating Expenses

Direct Costs of Revenue (Excluding Depreciation and Amortization)

Direct costs of revenue increased by \$31.1 million, or 8%, to \$410.5 million for the six months ended June 30, 2024, as compared to \$379.4 million for the six months ended June 30, 2023, primarily due to the following:

- an increase of \$35.6 million in equipment costs primarily due to increases in airlines shipments and government equipment sales; and
- an increase of \$4.1 million related to earth station expenses and research and development costs; partially offset by
- a decrease of \$9.9 million in third-party satellite related and capacity services.

Selling, General and Administrative

Selling, general and administrative expenses increased by \$8.3 million, or 3%, to \$246.8 million for the six months ended June 30, 2024, as compared to \$238.5 million for the six months ended June 30, 2023, primarily due to the following:

- an increase of \$14.6 million in staff-related expenses; partially offset by
- a decrease of \$6.1 million related to a decline in usage of third-party contractors.

Depreciation and Amortization

Depreciation and amortization expense increased by \$35.8 million, or 14%, to \$300.1 million for the six months ended June 30, 2024, as compared to \$264.3 million for the six months ended June 30, 2023, primarily due to depreciation expense on finance leases that commenced during the third quarter of 2023 and new satellites and other property and equipment placed into service, partially offset by certain satellites and various building related and other assets becoming fully depreciated.

Impairment of Goodwill and Other Intangible Assets

We recognized an impairment charge of \$290.7 million for the six months ended June 30, 2024 related to goodwill, with no comparable amount for the six months ended June 30, 2023. See Item 1, Note 5—Goodwill and Other Intangible Assets.

Other Operating Expense (Income), Net—C-band

Other operating expense (income), net—C-band consists of reimbursable and non-reimbursable costs and offsetting income associated with our C-band spectrum relocation efforts. Other operating expense, net—C-band decreased by \$106.9 million to net income of \$58.3 million for the six months ended June 30, 2024, as compared to net expense of \$48.6 million for the six months ended June 30, 2023, primarily due to the recognition of reimbursement income of \$67.7 million during the six months ended June 30, 2024, with no similar income during the six months ended June 30, 2023, and a \$39.2 million decrease in expenditures as a result of the Company completing the C-band spectrum clearing project in 2023. See Item 1, Note 1—General.

Interest Expense

Interest expense decreased by \$92.1 million, or 40%, to \$136.4 million for the six months ended June 30, 2024, as compared to \$228.5 million for the six months ended June 30, 2023, primarily due to the following:

- a decrease of \$121.2 million in interest expense on notes payable primarily resulting from the full repayment of the 2029 terms loans in October 2023; and
- a decrease of \$5.6 million in interest expense related to the significant financing component identified in customer contracts due to lower contract balances; partially offset by
- an increase of \$20.5 million related to interest costs on finance leases primarily resulting from leases that commenced during the second half of 2023; and
- an increase of \$14.3 million related to lower capitalized interest resulting from a decreased number of satellites and related assets under construction.

The non-cash portion of total interest expense was \$41.6 million and \$36.0 million for the six months ended June 30, 2023 and 2024, respectively, primarily consisting of interest expense related to the significant financing component identified in customer contracts.

Interest Income

Interest income decreased by \$149.0 million to \$33.9 million for the six months ended June 30, 2024, as compared to \$182.9 million for the six months ended June 30, 2023, primarily due to the following:

- a decrease of \$170.3 million related to the 2023 accretion of interest income associated with the Company's expected receipt of ARPs under the FCC Final Order, with no similar activity in 2024; partially offset by
- an increase of \$20.0 million primarily due to higher invested funds and higher interest rates.

Other Income (Expense), Net

Other expense, net decreased by \$8.9 million to net other income of \$5.2 million for the six months ended June 30, 2024, as compared to net other expense of \$3.7 million for the six months ended June 30, 2023, primarily due to the following:

- a decrease of \$9.7 million due to expense recognized for the six months ended June 30, 2023 related to the change in the fair value of contingent value rights, with no similar activity for the six months ended June 30, 2024; partially offset by
- an increase of \$3.4 million related to net foreign currency losses for the six months ended June 30, 2024 as compared to net foreign currency gains for the six months ended June 30, 2023.

Income Tax Expense (Benefit)

Income tax expense decreased by \$41.2 million to income tax benefit of \$31.6 million for the six months ended June 30, 2024, as compared to income tax expense of \$9.6 million for the six months ended June 30, 2023, primarily as a result of lower income from our U.S. subsidiaries, prior year adjustments, current year impairments, and derecognition of uncertain tax benefits for which the statute of limitations has expired.

Cash paid for income taxes, net of refunds, totaled \$5.9 million for the six months ended June 30, 2023, as compared to cash received for income taxes, net of payments, of \$11.9 million for the six months ended June 30, 2024.

EBITDA

EBITDA consists of earnings before net interest, taxes and depreciation and amortization. EBITDA is a measure commonly used in the FSS sector, and we present EBITDA to enhance the understanding of our operating performance. We use EBITDA as one criterion for evaluating our performance relative to that of our peers. We believe that EBITDA is an operating performance measure, and not a liquidity measure, that provides investors and analysts with a measure of operating results unaffected by differences in capital structures, capital investment cycles and ages of related assets among otherwise comparable companies. However, EBITDA is not a measure of financial performance under U.S. GAAP, and our EBITDA may not be comparable to similarly titled measures of other companies. EBITDA should not be considered as an alternative to operating income (loss) or net income (loss) determined in accordance with U.S. GAAP, as an indicator of our operating performance, or as an alternative to cash flows from operating activities determined in accordance with U.S. GAAP, as an indicator of cash flows, or as a measure of liquidity.

A reconciliation of net income to EBITDA for the periods shown is as follows (in thousands):

	Three Months Ended June 30, 2023	Three Months Ended June 30, 2024	Six Months Ended June 30, 2023	Six Months Ended June 30, 2024
Net income (loss)	\$ 27,792	\$ (35,169)	\$ 42,505	\$ (250,322)
Add (Subtract):				
Interest expense	119,565	67,317	228,479	136,411
Interest income	(91,864)	(17,918)	(182,880)	(33,875)
Income tax expense (benefit)	1,294	334	9,595	(31,573)
Depreciation and amortization	131,968	149,809	264,283	300,081
EBITDA	<u>\$ 188,755</u>	<u>\$ 164,373</u>	<u>\$ 361,982</u>	<u>\$ 120,722</u>

Adjusted EBITDA

In addition to EBITDA, we calculate a measure called Adjusted EBITDA to assess the operating performance of the Company. Adjusted EBITDA consists of EBITDA as adjusted to exclude or include certain unusual items, certain other operating expense items and certain other adjustments as described in the table and related footnotes below. Our management believes that the presentation of Adjusted EBITDA provides useful information to investors, lenders and financial analysts regarding our financial condition and results of operations because it permits clearer comparability of our operating performance between periods. By excluding the potential volatility related to the timing and extent of non-operating activities, such as impairments of asset value and other non-recurring items, our management believes that Adjusted EBITDA provides a useful means of evaluating the success of our operating activities. We also use Adjusted EBITDA, together with other appropriate metrics, to set goals for and measure the operating performance of our business, and it is one of the principal measures we use to evaluate our management's performance in determining compensation under our incentive compensation plans. Adjusted EBITDA measures have been used historically by investors, lenders and financial analysts to estimate the value of a company, to make informed investment decisions and to evaluate performance. Our management believes that the inclusion of Adjusted EBITDA facilitates comparison of our results with those of companies having different capital structures.

Adjusted EBITDA is not a measure of financial performance under U.S. GAAP and may not be comparable to similarly titled measures of other companies. Adjusted EBITDA should not be considered as an alternative to operating income (loss) or net income (loss) determined in accordance with U.S. GAAP, as an indicator of our operating performance, as an alternative to cash flows from operating activities determined in accordance with U.S. GAAP, as an indicator of cash flows, or as a measure of liquidity.

A reconciliation of net income to EBITDA and EBITDA to Adjusted EBITDA for the periods shown is as follows (in thousands):

	Three Months Ended June 30, 2023	Three Months Ended June 30, 2024	Six Months Ended June 30, 2023	Six Months Ended June 30, 2024
Net income (loss)	\$ 27,792	\$ (35,169)	\$ 42,505	\$ (250,322)
Add (Subtract):				
Interest expense	119,565	67,317	228,479	136,411
Interest income	(91,864)	(17,918)	(182,880)	(33,875)
Income tax expense (benefit)	1,294	334	9,595	(31,573)
Depreciation and amortization	131,968	149,809	264,283	300,081
EBITDA	188,755	164,373	361,982	120,722
Add (Subtract):				
Compensation and benefits ⁽¹⁾	8,076	13,405	15,125	22,257
Non-recurring and non-cash items ⁽²⁾	35,521	28,105	77,577	(21,294)
Impairment of goodwill and other intangible assets ⁽³⁾	—	—	—	290,692
Proportionate share from unconsolidated joint venture ⁽⁴⁾ :				
Interest expense, net	1,135	918	2,338	1,927
Depreciation and amortization	2,814	3,135	5,629	6,271
Adjusted EBITDA ⁽⁵⁾	\$ 236,301	\$ 209,936	\$ 462,651	\$ 420,575

(1) Reflects non-cash expenses incurred relating to our equity compensation plans and our employee retention incentive plans.

(2) Reflects certain non-recurring expenses, gains and losses and non-cash items, including the following: costs and income associated with our C-band spectrum clearing efforts; severance, retention and relocation payments; certain foreign exchange gains and losses; certain research and development costs; costs related to merger and acquisition efforts; certain legal costs associated with our Chapter 11 restructuring; enterprise resource planning implementation costs; and other various non-recurring expenses. 2023 in addition includes the change in fair value of contingent value rights; (gains) losses on sales of certain investments; and legal settlement costs. 2024 in addition includes certain non-recurring sales-type lease net losses.

(3) Reflects non-cash impairment charges related to goodwill (see Item 1, Note 5—Goodwill and Other Intangible Assets).

(4) Reflects adjustments related to our interest in Horizons-3 Satellite LLC and Horizons-4 Satellite LLC (see Item 1, Note 4(b)—Investments—Horizons 3 and Horizons 4).

(5) Adjusted EBITDA includes \$27.0 million for both the three months ended June 30, 2023 and 2024, and \$54.0 million for both the six months ended June 30, 2023 and 2024, of revenue relating to the significant financing component identified in customer contracts in accordance with ASC 606, *Revenue from Contracts with Customers* ("ASC 606").

Liquidity and Capital Resources

Overview

Our contractual obligations, commitments and debt service requirements over the next several years are significant. As of June 30, 2024, the aggregate principal amount of our debt outstanding not held by affiliates was \$3.0 billion. Interest expense for the three and six months ended June 30, 2024 was \$67.3 million and \$136.4 million, respectively, which included \$17.6 million and \$36.0 million of non-cash interest expense, respectively. As of June 30, 2024, cash, cash equivalents and restricted cash were approximately \$1.4 billion.

In past years, our cash flows from operations and cash on hand have been sufficient to fund interest obligations of \$213.5 million and \$391.8 million for the years ended December 31, 2022 and 2023, respectively, and significant capital expenditures of \$618.0 million and \$584.3 million for the years ended December 31, 2022 and 2023, respectively.

In connection with the Company's participation in the FCC's process for accelerated clearing of the C-band spectrum, we incurred significant upfront expenses for clearing activities well in advance of receiving reimbursement payments. We have incurred total C-band clearing costs of \$1.9 billion as of June 30, 2024. We have received \$1.5 billion in reimbursements through the date of this Quarterly Report and expect total receipts of approximately \$1.8 billion through 2024.

Our primary source of liquidity is and is expected to continue to be cash generated from operations, as well as existing cash. We currently expect to use cash on hand and cash flows from operations to fund our most significant cash outlays, including debt service requirements and capital expenditures, in the next twelve months and beyond.

In September 2023, our board of directors authorized and approved, subject to shareholder approval, and in December 2023, the shareholders approved, the distribution of \$130.0 million out of the Company's share premium to the shareholders of the Company in proportion to their holding of shares of the Company and the holders of restricted stock units pursuant to the terms of the relevant award agreements, on the relevant record date. On January 29, 2024, the Company paid \$1.873 per outstanding share to its common shareholders of record at the close of business on January 5, 2024. Payments will be made to holders of restricted stock units pursuant to the terms of the relevant award agreements upon vesting of the underlying restricted stock units.

In June 2024, our board of directors authorized and approved, subject to shareholder vote scheduled on September 5, 2024, the distribution of \$500.0 million out of the Company's share premium to shareholders of the Company in proportion to their holdings of shares of the Company and the holders of restricted stock units pursuant to the terms of the relevant award agreements, on the relevant record date.

Cash Flow Items

Our cash flows consisted of the following for the periods shown (in thousands):

	Six Months Ended June 30, 2023	Six Months Ended June 30, 2024
Net cash provided by operating activities	\$ 150,585	\$ 466,646
Net cash used in investing activities	(247,083)	(224,251)
Net cash used in financing activities	(148,765)	(157,515)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	1,704	(1,676)
Net change in cash, cash equivalents and restricted cash	<u>\$ (243,559)</u>	<u>\$ 83,204</u>

Net Cash Provided by Operating Activities

Net cash provided by operating activities increased by \$316.0 million to \$466.6 million for the six months ended June 30, 2024, as compared to \$150.6 million for the six months ended June 30, 2023. The increase was due to a \$199.2 million increase in net income and non-cash items and a \$116.8 million increase from changes in operating assets and liabilities. The increase from changes in operating assets and liabilities was primarily due to higher inflows related to accounts receivable and lower outflows related to other long-term liabilities, partially offset by higher outflows related to accounts payable and accrued liabilities.

Net Cash Used in Investing Activities

Net cash used in investing activities decreased by \$22.8 million to \$224.3 million for the six months ended June 30, 2024, as compared to \$247.1 million for the six months ended June 30, 2023, primarily due to decreased capital expenditures as a result of the Company completing the satellite launches under the C-band spectrum clearing project in 2023, partially offset by a \$15.0 million acquisition of loans held-for-investment.

Net Cash Used in Financing Activities

Net cash used in financing activities increased by \$8.7 million to \$157.5 million for the six months ended June 30, 2024, as compared to \$148.8 million for the six months ended June 30, 2023, primarily due to \$127.5 million in share premium distribution to shareholders for the six months ended June 30, 2024 and increases in principal payments on finance lease obligations and payments for employee taxes withheld upon vesting of restricted stock units of \$13.7 million and \$8.3 million, respectively, partially offset by \$141.9 million in net payments on the 2029 Term Loans (as defined in “*Debt*” below) for the six months ended June 30, 2023.

Restricted Cash

As of June 30, 2024, \$12.4 million of cash was held in escrow primarily as a compensating balance for certain outstanding letters of credit.

Debt

Intelsat Jackson 6.50% First Lien Secured Notes due 2030

On January 27, 2022, Intelsat Jackson Holdings S.A. (“Intelsat Jackson”) completed an offering of \$3.0 billion aggregate principal amount of 6.50% First Lien Secured Notes due 2030 (the “2030 Jackson Secured Notes”). The 2030 Jackson Secured Notes bear interest at 6.50% annually and mature in March 2030. These notes are guaranteed by Intelsat S.A., other parent entities of Intelsat Jackson, and certain subsidiaries of Intelsat Jackson. Interest is payable on the 2030 Jackson Secured Notes semi-annually on March 15 and September 15, commencing on September 15, 2022. Intelsat Jackson may redeem some or all of the notes at the applicable redemption prices and criterion set forth in the indenture governing the 2030 Jackson Secured Notes. The 2030 Jackson Secured Notes are senior secured obligations of Intelsat Jackson.

2022 Intelsat Jackson Secured Credit Facilities due 2029

On February 1, 2022, Intelsat Jackson entered into a secured credit agreement (the “2022 Intelsat Jackson Secured Credit Agreement”), which included a \$3.2 billion term loan facility and a \$500.0 million revolving credit facility, and borrowed the full \$3.2 billion under the term loan facility due February 2029 (the “2029 Term Loans”). On October 26, 2023, the 2029 Term Loans were paid in full. The maturity date of the revolving credit facility is February 1, 2027. The obligations under the 2022 Intelsat Jackson Secured Credit Agreement are guaranteed by Intelsat S.A., other parent entities of Intelsat Jackson, and certain subsidiaries of Intelsat Jackson. The 2029 Term Loans and the revolving loans under the revolving credit facility (the “Revolving Loans”) bear interest either (i) based on a 1-month, 3-month or 6-month (or if agreed to by each lender of a loan, 12-month) secured overnight financing rate (“SOFR”) plus a related spread or (ii) at the Base Rate (as defined in the 2022 Intelsat Jackson Secured Credit Agreement), in each case, plus an applicable margin. The applicable margin for the 2029 Term Loans is 4.25% for SOFR loans and 3.25% for Base Rate loans, and the applicable margin for Revolving Loans ranges from 2.25%–2.75% for SOFR loans and 1.25%–1.75% for Base Rate loans, in each case, depending on the leverage ratio of Intelsat Jackson. The 2029 Term Loans have a SOFR floor of 0.50% and a Base Rate floor of 1.50%, and the Revolving Loans have a SOFR floor of 0.00% and a Base Rate floor of 1.00%.

The 2022 Intelsat Jackson Secured Credit Agreement includes customary negative covenants for loan agreements of this type, including covenants limiting the ability of Intelsat Jackson and its subsidiaries to, among other things, incur additional indebtedness, create liens on assets, make investments, loans or advances, engage in mergers, consolidations, sales of assets and acquisitions, pay dividends and distributions and make payments in respect of subordinated indebtedness, in each case subject to customary exceptions for loan agreements of this type.

The 2022 Intelsat Jackson Secured Credit Agreement also includes certain customary representations and warranties, affirmative covenants and events of default, including, but not limited to, payment defaults, breaches of representations and warranties, covenant defaults, certain events under the Employee Retirement Income Security Act of 1974, as amended, and change of control.

The foregoing description of the 2022 Intelsat Jackson Secured Credit Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the 2022 Intelsat Jackson Secured Credit Agreement.

Intelsat Jackson made principal payments on the 2029 Term Loans of \$141.9 million for the six months ended June 30, 2023. No comparable payments were made for the six months ended June 30, 2024, as in October 2023, the total remaining balance of the 2029 Term Loans was paid in full.

Contracted Backlog

We benefit from strong visibility of our future revenues. Our contracted backlog is our expected future revenue under existing customer contracts and includes both cancelable and non-cancelable contracts. As of June 30, 2024, our contracted backlog was approximately \$4.3 billion. The amount included in backlog represents the full service charge for the duration of the contract and does not include termination fees. The amount of the termination fees is generally calculated as a percentage of the remaining backlog associated with the contract. In certain cases of breach for non-payment or customer bankruptcy, we may not be able to recover the full value of certain contracts or termination fees. Our contracted backlog includes 100% of the backlog of our consolidated ownership interests, which is consistent with the accounting for our ownership interests in these entities. We believe this backlog and the resulting predictable cash flows in the FSS sector make our results less volatile than that of typical companies outside our industry.

Capital Expenditures

Our capital expenditures depend on our business strategies and reflect our commercial responses to opportunities and trends in our industry. Our actual capital expenditures may differ from our expected capital expenditures if, among other things, we enter into any currently unplanned strategic transactions. Levels of capital spending from one year to the next are also influenced by the nature of the satellite life cycle and by the capital-intensive nature of the satellite industry. For example, we incur significant capital expenditures during the years in which satellites are under construction. We typically procure a new satellite within a timeframe that would allow the satellite to be deployed at least one year prior to the end of the service life of the satellite to be replaced. As a result, we frequently experience significant variances in our capital expenditures from year to year. Payments for satellites and other property and equipment during the six months ended June 30, 2024 were \$196.8 million.

We intend to fund our capital expenditure requirements through cash on hand and cash provided by operating activities.

Off-Balance Sheet Arrangements

Other than disclosed in the 2023 Annual Report and elsewhere in this Quarterly Report, we have no material off-balance sheet arrangements that have or are reasonably likely to have a current or future effect or change on the Company's financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Contractual Obligations

Other than as disclosed elsewhere in this report, there have been no material changes outside the ordinary course of business to the information provided with respect to our contractual obligations as disclosed in the 2023 Annual Report.

Critical Accounting Policies and Estimates

The preparation of these condensed consolidated financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of these condensed consolidated financial statements, the reported amounts of revenues and expenses during the reporting periods, and the disclosures of contingent liabilities.

See our 2023 Annual Report for a discussion of our critical accounting policies and estimates. There have been no material changes to our critical accounting policies and estimates discussed in such report.