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

# FORM 10-Q

**(Mark One)**

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

**For the quarterly period ended September 30, 2021**

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

**For the transition period from _______ to _______**

**Commission File Number: 001-39568**

# Radius Global Infrastructure, Inc.

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| **Delaware** | **98-1524226** |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| **3 Bala Plaza East, Suite 502**<br>**Bala Cynwyd, Pennsylvania** | **19004** |
| (Address of principal executive offices) | (Zip Code) |

**(610) 660-4910**

(Registrant's telephone number, including area code)

**N/A**

(Former name, former address and former fiscal year, if changed since last report)

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

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|---|---|
| Class A Common Stock, par value $0.0001 per share | RADI | Nasdaq Global Market |

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | | | |
|---|---|---|---|
| Large accelerated filer | ☐ | Accelerated filer | ☐ |
| Non-accelerated filer | ☒ | Smaller reporting company | ☒ |
| | | Emerging growth company | ☒ |

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

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

As of November 8, 2021, there were 75,723,937 shares of Class A Common Stock outstanding.

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

We make forward-looking statements in this Quarterly Report on Form 10-Q (this "Quarterly Report") within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that are subject to risks and uncertainties. For these statements, we claim the protections of the safe harbor for forward-looking statements contained in such Sections. These forward-looking statements include information about possible or assumed future results of our business, financial condition, liquidity, results of operations, plans and objectives. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believe," "expect," "anticipate," "estimate," "plan," "continue," "intend," "should," "may" or similar expressions, their negative or other variations or comparable terminology.

Forward-looking statements are subject to significant risks and uncertainties and are based on beliefs, assumptions and expectations based upon our historical performance and on our current plans, estimates and expectations in light of information available to us. Any forward-looking statement speaks only as of the date on which it is made. Except as required by law, we are not obligated to, and do not intend to, update or revise any forward-looking statements after the date of this Quarterly Report, whether as a result of new information, future events or otherwise. Forward-looking statements are subject to various risks and uncertainties and assumptions relating to our operations, financial results, financial condition, business, prospects, growth strategy and liquidity. Actual results may differ materially from those set forth in the forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results.

Certain important factors that we think could cause our actual results to differ materially from expected results are summarized below, including the ongoing impact of the current outbreak of COVID-19 on the U.S., regional and global economies, the U.S. sustainable infrastructure market and the broader financial markets. The current outbreak of COVID-19 has also impacted, and is likely to continue to impact, directly or indirectly, many of the other important factors below and the risks described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2020 (the "Annual Report") and in our subsequent filings under the Exchange Act. Other factors besides those listed could also adversely affect us. We operate in a very competitive and rapidly changing environment. New risk factors emerge from time to time and it is not possible for management to predict all such risk factors. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. In particular, it is difficult to fully assess the impact of COVID-19 at this time due to, among other factors, uncertainty regarding the severity and duration of the outbreak domestically and internationally, uncertainty regarding the effectiveness of federal, state and local governments' efforts to contain the spread of COVID-19 and respond to its direct and indirect impact on the U.S. economy and economic activity, including the availability, distribution, acceptance and efficacy of vaccines (including boosters), and responses to new or mutated strains of COVID-19 (such as the delta variant) or a similar virus (including vaccine-resistant strains).

Other important factors that could cause our actual results to differ materially from those indicated in these statements include, but are not limited to:

- the extent that wireless carriers or tower companies consolidate their operations, exit the wireless communications business or share site infrastructure to a significant degree;
- the extent that new technologies reduce demand for wireless infrastructure;
- competition for assets;
- whether the Tenant Leases for the wireless communication tower or antennae located on our real property interests are renewed with similar rates or at all;
- the extent of unexpected lease cancellations, given that substantially all of the Tenant Leases associated with our assets may be terminated upon limited notice by the wireless carrier or tower company and unexpected lease cancellations could materially impact cash flow from operations;
- economic, political, cultural and other risks to our operations outside the U.S., including risks associated with fluctuations in foreign currency exchange rates and local inflation rates;
- the effect of foreign currency exchange rates;
- the effect of the Electronic Communications Code enacted in the United Kingdom, which may limit the amount of lease income we generate in the United Kingdom;

- the extent that we continue to grow at an accelerated rate, which may prevent us from achieving profitability or positive cash flow at a company level (as determined in accordance with GAAP) for the foreseeable future, particularly given the APW Group’s history of net losses and negative net cash flow;
- the fact that we have incurred a significant amount of debt and may in the future incur additional indebtedness;
- the extent that the terms of our debt agreements limit our flexibility in operating our business;
- the ongoing COVID-19 pandemic and the response thereto;
- the extent that unfavorable capital markets environments impair our growth strategy, which requires access to new capital;
- the adverse effect that increased market interest rates may have on our interest costs, the value of our assets and on the growth of our business;
- the adverse effect that perceived health risks from radio frequency energy may have on the demand for wireless communication services;
- our ability to protect and enforce our real property interests in, or contractual rights to, the revenue streams generated by leases on our communications sites;
- the loss, consolidation or financial instability of any of our limited number of customers;
- our ability to pay dividends, including dividends we may be required to pay on our Class A Common Stock, or satisfy our financial obligations;
- whether we are required to issue additional Class A Shares pursuant to the terms of the Series A Founder Preferred Stock or the APW OpCo LLC Agreement or upon the exercise of the Warrants or options to acquire Class A Shares, which would dilute the interests of holders of our Class A Common Stock;
- the possibility that securities or industry analysts do not publish or cease publishing research or reports about us, our business, or our market, or if they change their recommendations regarding our securities adversely; and
- the other risks and uncertainties described under “Risk Factors” in Part I, Item 1A. of the Annual Report.

These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included elsewhere in this Quarterly Report, in the “Risk Factors” section of the Annual Report, and in our other filings with the Securities and Exchange Commission. Other sections of this Quarterly Report describe additional factors that could adversely affect our business and financial performance.

References in this Quarterly Report to “Radius”, the “Company,” “we,” “our,” or “us” mean Radius Global Infrastructure, Inc. together with its subsidiaries except where the context otherwise requires. Any capitalized terms not otherwise defined above have been defined elsewhere in this Quarterly Report.

**RADIUS GLOBAL INFRASTRUCTURE, INC.**
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## PART I. FINANCIAL INFORMATION

## ITEM 1. UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### RADIUS GLOBAL INFRASTRUCTURE, INC. AND SUBSIDIARIES
### CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)

*(in thousands, except share and per share amounts)*

| | September 30, 2021 | December 31, 2020 |
|---|---|---|
| **Assets** | | |
| Current assets: | | |
| Cash and cash equivalents | $ 374,039 | $ 99,896 |
| Restricted cash | 1,926 | 1,614 |
| Trade receivables, net | 7,681 | 7,829 |
| Prepaid expenses and other current assets | 21,808 | 17,352 |
| Total current assets | 405,454 | 126,691 |
| Real property interests, net: | | |
| Right-of-use assets - finance leases, net | 279,455 | 237,862 |
| Telecom real property interests, net | 1,094,610 | 851,529 |
| Real property interests, net | 1,374,065 | 1,089,391 |
| Intangible assets, net | 7,447 | 5,880 |
| Property and equipment, net | 1,572 | 1,382 |
| Goodwill | 80,509 | 80,509 |
| Deferred tax asset | 310 | 1,173 |
| Restricted cash, long-term | 38,953 | 113,938 |
| Other long-term assets | 9,038 | 9,266 |
| Total assets | $ 1,917,348 | $ 1,428,230 |
| **Liabilities and Stockholders' Equity** | | |
| Current liabilities: | | |
| Accounts payable and accrued expenses | $ 33,969 | $ 30,854 |
| Rent received in advance | 23,511 | 19,587 |
| Finance lease liabilities, current | 10,465 | 9,920 |
| Telecom real property interest liabilities, current | 4,375 | 5,749 |
| Total current liabilities | 72,320 | 66,110 |
| Finance lease liabilities | 24,206 | 23,925 |
| Telecom real property interest liabilities | 13,066 | 11,813 |
| Long-term debt, net of debt discount and deferred financing costs | 1,123,134 | 728,473 |
| Deferred tax liability | 56,948 | 57,137 |
| Other long-term liabilities | 9,057 | 8,704 |
| Total liabilities | 1,298,731 | 896,162 |
| Commitments and contingencies | | |
| Stockholders' equity: | | |
| Series A Founder Preferred Stock, $0.0001 par value; 1,600,000 shares authorized; 1,600,000 shares issued and outstanding as of September 30, 2021 and December 31, 2020, respectively | — | — |
| Series B Founder Preferred Stock, $0.0001 par value; 1,386,033 shares authorized; 1,386,033 shares issued and outstanding as of September 30, 2021 and December 31, 2020, respectively | — | — |
| Class A Common Stock, $0.0001 par value; 1,590,000,000 shares authorized; 75,703,908 and 58,425,000 shares issued and outstanding as of September 30, 2021 and December 31, 2020, respectively | 8 | — |
| Class B Common Stock, $0.0001 par value; 200,000,000 shares authorized; 11,596,769 and 11,414,030 shares issued and outstanding as of September 30, 2021 and December 31, 2020, respectively | — | — |
| Additional paid-in capital | 846,078 | 673,955 |
| Accumulated other comprehensive income (loss) | (15,383) | 15,768 |
| Accumulated deficit | (263,795) | (213,237) |
| Total stockholders' equity attributable to Radius Global Infrastructure, Inc. | 566,908 | 476,486 |
| Noncontrolling interest | 51,709 | 55,582 |
| Total liabilities and stockholders' equity | $ 1,917,348 | $ 1,428,230 |

See accompanying notes to condensed consolidated financial statements.

**RADIUS GLOBAL INFRASTRUCTURE, INC. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)**
*(in thousands, except share and per share amounts)*

| | Successor | | | | Predecessor |
|---|---|---|---|---|---|
| | Three months ended September 30, 2021 | Nine months ended September 30, 2021 | Three months ended September 30, 2020 | Period from February 10, 2020 to September 30, 2020 | Period from January 1, 2020 to February 9, 2020 |
| Revenue | $ 27,464 | $ 74,609 | $ 17,861 | $ 42,797 | $ 6,836 |
| Cost of service | 549 | 1,357 | 200 | 375 | 34 |
| Gross profit | 26,915 | 73,252 | 17,661 | 42,422 | 6,802 |
| Operating expenses: | | | | | |
| Selling, general and administrative | 18,980 | 53,235 | 14,231 | 42,915 | 4,344 |
| Share-based compensation | 3,878 | 11,823 | 4,072 | 79,173 | — |
| Amortization and depreciation | 16,828 | 46,483 | 11,683 | 30,512 | 2,584 |
| Impairment - decommissions | 386 | 2,780 | 1,462 | 2,059 | 530 |
| Total operating expenses | 40,072 | 114,321 | 31,448 | 154,659 | 7,458 |
| Operating loss | (13,157) | (41,069) | (13,787) | (112,237) | (656) |
| Other income (expense): | | | | | |
| Realized and unrealized gain (loss) on foreign currency debt | 16,540 | 27,485 | (18,138) | (17,408) | 11,500 |
| Interest expense, net | (12,330) | (33,584) | (7,499) | (16,821) | (3,623) |
| Other income (expense), net | (54) | (1,933) | 987 | 1,362 | (277) |
| Gain on extinguishment of debt | — | — | — | 1,264 | — |
| Total other income (expense), net | 4,156 | (8,032) | (24,650) | (31,603) | 7,600 |
| Income (loss) before income tax expense | (9,001) | (49,101) | (38,437) | (143,840) | 6,944 |
| Income tax expense (benefit) | (92) | 5,330 | 3,455 | 4,884 | 767 |
| Net income (loss) | (8,909) | (54,431) | (41,892) | (148,724) | $ 6,177 |
| Net loss attributable to noncontrolling interest | (452) | (3,873) | (3,373) | (6,347) | |
| Net loss attributable to stockholders | (8,457) | (50,558) | (38,519) | (142,377) | |
| Stock dividend payment to holders of Series A Founders Preferred Stock | — | (31,391) | — | — | |
| Net loss attributable to common stockholders | $ (8,457) | $ (81,949) | $ (38,519) | $ (142,377) | |
| Loss per common share: | | | | | |
| Basic and diluted | $ (0.11) | $ (1.21) | $ (0.66) | $ (2.44) | |
| Weighted average common shares outstanding: | | | | | |
| Basic and diluted | 75,595,090 | 67,992,054 | 58,425,000 | 58,425,000 | |

See accompanying notes to condensed consolidated financial statements.

**RADIUS GLOBAL INFRASTRUCTURE, INC. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS (Unaudited)**
*(in thousands)*

| | Successor | | | | Predecessor |
|---|---|---|---|---|---|
| | Three months ended September 30, 2021 | Nine months ended September 30, 2021 | Three months ended September 30, 2020 | Period from February 10, 2020 to September 30, 2020 | Period from January 1, 2020 to February 9, 2020 |
| Net income (loss) | $ (8,909) | $ (54,431) | $ (41,892) | $ (148,724) | $ 6,177 |
| Other comprehensive income (loss): | | | | | |
| Foreign currency translation adjustment | (21,503) | (31,151) | 8,817 | (4,900) | (7,165) |
| Comprehensive loss | $ (30,412) | $ (85,582) | $ (33,075) | $ (153,624) | $ (988) |

See accompanying notes to condensed consolidated financial statements.

**RADIUS GLOBAL INFRASTRUCTURE, INC. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY/MEMBERS' DEFICIT (Unaudited)**
*(in thousands, except share and per share amounts)*

**Successor**

**Three months ended September 30, 2021**

| | Series A Founder Preferred Stock | | Series B Founder Preferred Stock | | Common Stock | | Class B Shares | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Shares | Amount | Shares | Amount | Shares | Amount | Shares | Amount | Additional paid-in capital | Accumulated other comprehensive income (loss) | Accumulated deficit | Noncontrolling interest | Total stockholders' equity |
| **Balance at June 30, 2021** | 1,600,000 | $ - | 1,386,033 | $ - | 75,684,862 | $ 8 | 11,611,769 | $ - | $ 875,373 | $ 6,120 | $ (255,338) | $ 52,161 | $ 678,324 |
| Purchase of capped call options | - | - | - | - | - | - | - | - | (33,221) | - | - | - | (33,221) |
| Exercise of warrants | - | - | - | - | 3,846 | - | - | - | 46 | - | - | - | 46 |
| Exercise of stock options | - | - | - | - | 200 | - | - | - | 2 | - | - | - | 2 |
| Share-based compensation | - | - | - | - | - | - | - | - | 3,878 | - | - | - | 3,878 |
| Issuance of shares upon redemption of Series A LTIP Units | - | - | - | - | 15,000 | - | (15,000) | - | - | - | - | - | — |
| Foreign currency translation adjustment | - | - | - | - | - | - | - | - | - | (21,503) | - | - | (21,503) |
| Net loss | - | - | - | - | - | - | - | - | - | - | (8,457) | (452) | (8,909) |
| **Balance at September 30, 2021** | 1,600,000 | $ - | 1,386,033 | $ - | 75,703,908 | $ 8 | 11,596,769 | $ - | $ 846,078 | $ (15,383) | $ (263,795) | $ 51,709 | $ 618,617 |

**Three months ended September 30, 2020**

| | Series A Shares | Series A Amount | Series B Shares | Series B Amount | Common Shares | Common Amount | Class B Shares | Class B Amount | Additional paid-in capital | Accumulated other comprehensive income (loss) | Accumulated deficit | Noncontrolling interest | Total stockholders' equity |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **Balance at June 30, 2020** | 1,600,000 | $ - | 1,386,033 | $ - | 58,425,000 | $ - | 11,414,030 | $ - | $ 665,635 | $ (13,717) | $ (135,004) | $ 61,219 | $ 578,133 |
| Share-based compensation | - | - | - | - | - | - | - | - | 4,072 | - | - | - | 4,072 |
| Foreign currency translation adjustment | - | - | - | - | - | - | - | - | - | 8,817 | - | - | 8,817 |
| Net loss | - | - | - | - | - | - | - | - | - | - | (38,519) | (3,373) | (41,892) |
| **Balance at September 30, 2020** | 1,600,000 | $ - | 1,386,033 | $ - | 58,425,000 | $ - | 11,414,030 | $ - | $ 669,707 | $ (4,900) | $ (173,523) | $ 57,846 | $ 549,130 |

See accompanying notes to condensed consolidated financial statements.

| | Successor | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Nine months ended September 30, 2021 | | | | | | | | | | | | |
| | Series A Founder Preferred Stock | | Series B Founder Preferred Stock | | Common Stock | | Class B Shares | | | | | | |
| | Shares | Amount | Shares | Amount | Shares | Amount | Shares | Amount | Additional paid-in capital | Accumulated other comprehensive income (loss) | Accumulated deficit | Noncontrolling interest | Total stockholders' equity |
| **Balance at January 1, 2021** | 1,600,000 | $ - | 1,386,033 | $ - | 58,425,000 | $ - | 11,414,030 | $ - | $ 673,955 | $ 15,768 | $ (213,237) | $ 55,582 | $ 532,068 |
| Issuance of shares as stock dividend to holders of Series A Founder Preferred Stock | - | - | - | - | 2,474,421 | - | 197,739 | - | - | - | - | - | - |
| Issuances of common shares | - | - | - | - | 14,457,588 | 8 | - | - | 201,873 | - | - | - | 201,881 |
| Equity issuance costs | - | - | - | - | - | - | - | - | (8,539) | - | - | - | (8,539) |
| Purchase of capped call options | - | - | - | - | - | - | - | - | (33,221) | - | - | - | (33,221) |
| Exercise of warrants | - | - | - | - | 4,778 | - | - | - | 55 | - | - | - | 55 |
| Exercise of stock options | - | - | - | - | 17,200 | - | - | - | 132 | - | - | - | 132 |
| Share-based compensation | - | - | - | - | 309,921 | - | - | - | 11,823 | - | - | - | 11,823 |
| Issuance of shares upon redemption of Series A LTIP Units | - | - | - | - | 15,000 | - | (15,000) | - | - | - | - | - | - |
| Foreign currency translation adjustment | - | - | - | - | - | - | - | - | - | (31,151) | - | - | (31,151) |
| Net loss | - | - | - | - | - | - | - | - | - | - | (50,558) | (3,873) | (54,431) |
| **Balance at September 30, 2021** | 1,600,000 | $ - | 1,386,033 | $ - | 75,703,908 | $ 8 | 11,596,769 | $ - | $ 846,078 | $ (15,383) | $ (263,795) | $ 51,709 | $ 618,617 |
| | For the period from February 10, 2020 to September 30, 2020 | | | | | | | | | | | | |
| **Balance at February 10, 2020** | 1,600,000 | $ - | - | $ - | 58,425,000 | $ - | - | $ - | $ 590,534 | $ - | $ (31,146) | $ - | $ 559,388 |
| Issuances of shares in APW Acquisition | - | - | - | - | - | - | 6,014,030 | - | - | - | - | 64,193 | 64,193 |
| Share-based compensation | - | - | 1,386,033 | - | - | - | 5,400,000 | - | 79,173 | - | - | - | 79,173 |
| Foreign currency translation adjustment | - | - | - | - | - | - | - | - | - | (4,900) | - | - | (4,900) |
| Net loss | - | - | - | - | - | - | - | - | - | - | (142,377) | (6,347) | (148,724) |
| **Balance at September 30, 2020** | 1,600,000 | $ - | 1,386,033 | $ - | 58,425,000 | $ - | 11,414,030 | $ - | $ 669,707 | $ (4,900) | $ (173,523) | $ 57,846 | $ 549,130 |

| | Predecessor | | | | | | |
|---|---|---|---|---|---|---|---|
| | For the period from January 1, 2020 to February 9, 2020 | | | | | | |
| | Class A units | | Common units | | | | |
| | Units | Amount | Units | Amount | Accumulated deficit | Accumulated other comprehensive loss | Members' deficit |
| **Balance at January 1, 2020** | 4,003,603 | $ 33,672 | 20,000,000 | $ 85,347 | $ (208,883) | $ (25,472) | $ (115,336) |
| Foreign currency translation adjustment | - | - | - | - | - | (7,165) | (7,165) |
| Net income | - | - | - | - | 6,177 | - | 6,177 |
| **Balance at February 9, 2020** | 4,003,603 | $ 33,672 | 20,000,000 | $ 85,347 | $ (202,706) | $ (32,637) | $ (116,324) |

See accompanying notes to condensed consolidated financial statements.

**RADIUS GLOBAL INFRASTRUCTURE, INC. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)**
*(in thousands, except share and per share amounts)*

| | Successor | | Predecessor |
|---|---|---|---|
| | Nine months ended September 30, 2021 | Period from February 10, 2020 to September 30, 2020 | Period from January 1, 2020 to February 9, 2020 |
| **Cash flows from operating activities:** | | | |
| Net income (loss) | $ (54,431) | $ (148,724) | $ 6,177 |
| Adjustments to reconcile net income (loss) to net cash used in operating activities: | | | |
| Amortization and depreciation | 46,483 | 30,512 | 2,584 |
| Amortization of finance lease and telecom real property interest liabilities discount | 1,019 | 1,157 | 213 |
| Impairment – decommissions | 2,780 | 2,059 | 530 |
| Realized and unrealized loss (gain) on foreign currency debt | (27,485) | 17,408 | (11,500) |
| Amortization of debt discount and deferred financing costs | 1,029 | 80 | 280 |
| Provision for bad debt expense | 265 | 238 | 26 |
| Share-based compensation | 11,823 | 79,173 | — |
| Deferred income taxes | 2,170 | 2,123 | 339 |
| Gain on extinguishment of debt | — | (1,264) | — |
| Change in assets and liabilities: | | | |
| Trade receivables, net | (768) | 2,463 | (682) |
| Prepaid expenses and other assets | (3,990) | (740) | 935 |
| Accounts payable, accrued expenses and other long-term liabilities | 3,903 | (16,199) | (4,605) |
| Rent received in advance | 4,897 | 922 | 2,251 |
| Net cash used in operating activities | (12,305) | (30,792) | (3,452) |
| **Cash flows from investing activities:** | | | |
| Cash paid in APW Acquisition, net of cash acquired | — | (277,065) | — |
| Investments in real property interests and related intangible assets | (354,008) | (72,823) | (5,064) |
| Advances on note receivable | — | (2,500) | (17,500) |
| Payment received on note receivable | — | 20,000 | — |
| Purchases of property and equipment | (582) | (296) | (40) |
| Net cash used in investing activities | (354,590) | (332,684) | (22,604) |
| **Cash flows from financing activities:** | | | |
| Borrowings under debt agreements | 433,440 | 160,475 | — |
| Repayments of term loans and other debt | (166) | (48,025) | (250) |
| Purchase of capped call options | (33,221) | — | — |
| Debt issuance costs | (12,986) | (3,692) | — |
| Proceeds from issuance of common stock, net of issuance costs | 191,461 | — | — |
| Proceeds from exercises of stock options and warrants | 187 | — | — |
| Repayments of finance lease and telecom real property interest liabilities | (11,862) | (9,003) | (3,149) |
| Net cash provided by (used in) financing activities | 566,853 | 99,755 | (3,399) |
| Net change in cash and cash equivalents and restricted cash | 199,958 | (263,721) | (29,455) |
| Effect of change in foreign currency exchange rates on cash, cash equivalents and restricted cash | (488) | (980) | (232) |
| Cash and cash equivalents and restricted cash at beginning of period | 215,448 | 588,628 | 78,046 |
| Cash and cash equivalents and restricted cash at end of period | $ 414,918 | $ 323,927 | $ 48,359 |
| *Supplemental disclosure of cash and non-cash transactions:* | | | |
| Cash paid for interest | $ 30,666 | $ 15,039 | $ 4,684 |
| Cash paid for income taxes | $ 1,884 | $ 2,222 | $ 1,112 |

See accompanying notes to condensed consolidated financial statements.

## 1. Organization

Radius Global Infrastructure, Inc. (together with its subsidiaries, "Radius" and/or the "Company"), formerly known as Landscape Acquisition Holdings Limited ("Landscape") and Digital Landscape Group, Inc., is a holding company that, as of September 30, 2021, owned approximately 93% of APW OpCo LLC ( "APW OpCo"), which is the parent of AP WIP Investments Holdings, LP ("AP Wireless"), one of the largest international aggregators of rental streams underlying wireless and other digital infrastructure sites through the acquisition of telecom real property interests and contractual rights. The Company typically purchases, primarily for a lump sum, the right to receive future rental payments generated pursuant to an existing lease (and any subsequent lease or extension or amendment thereof) between a property owner and an owner of a wireless tower or antennae, or other digital infrastructure (each such lease, a "Tenant Lease"). Typically, the Company acquires the rental stream by way of a purchase of a real property interest in the land underlying the wireless tower antennae or other digital infrastructure. These are most commonly easements, usufructs, leasehold and sub-leasehold interests, or fee simple interests, each of which provides the Company the right to receive the rents from the Tenant Lease. In addition, the Company purchases contractual interests, such as an assignment of rents, either in conjunction with the property interest or as a stand-alone right.

The Company was incorporated with limited liability under the laws of the British Virgin Islands under the BVI Business Companies Act, 2004, as amended, on November 1, 2017. The Company was originally formed to undertake an acquisition of a target company or business.

On February 10, 2020 (the "Closing Date"), the Company completed its acquisition by purchasing AP Wireless, a Delaware limited partnership and the direct parent of AP WIP Investments, LLC ("AP WIP Investments"), pursuant to a merger agreement entered into on November 19, 2019. The acquisition, together with the other transactions contemplated by the merger agreement are referred to herein as the "APW Acquisition". In connection with the closing of the APW Acquisition, Landscape changed its name to Digital Landscape Group, Inc.

Upon completion of the APW Acquisition, on the Closing Date, the Company acquired a controlling interest in APW OpCo, the indirect parent of AP WIP Investments. The APW Acquisition was completed through a merger of a newly created subsidiary of Landscape with and into APW OpCo, with APW OpCo surviving such merger as a majority owned subsidiary of Landscape. Following the APW Acquisition, the Company owned 91.8% of APW OpCo. The remaining interest in APW OpCo was owned by certain Radius executive officers and former partners of Associated Partners, L.P. ("Associated Partners"), the selling party in the APW Acquisition. Such partners of Associated Partners were members of APW OpCo immediately prior to the Closing Date and elected to roll over their investment in AP Wireless in connection with the APW Acquisition (collectively, the "Continuing OpCo Members"). As a result, the AP Wireless business was and continues to be 100% owned by the Company and the Continuing OpCo Members.

On October 2, 2020, the Company effected a discontinuance under Section 184 of the BVI Business Companies Act, 2004, as amended, and a domestication under Section 388 of the General Corporation Law of the State of Delaware, pursuant to which the Company's jurisdiction of incorporation was changed from the British Virgin Islands to the State of Delaware (the "Domestication"). Effective upon the Domestication, the Company was renamed "Radius Global Infrastructure, Inc."

On October 2, 2020, in connection with the Domestication, the Company delisted its ordinary shares (the "Ordinary Shares") and warrants (the "Warrants") from trading on the London Stock Exchange. The Ordinary Shares automatically converted by operation of law into shares ("Class A Shares") of the Company's Class A common stock, par value $0.0001 per share ("Class A Common Stock"), and on October 5, 2020, the Class A Common Stock began trading on the Nasdaq Global Market under the symbol "RADI". Accordingly, for disclosures of historical transactions involving the Company's common equity pertaining to periods prior to October 2, 2020 (the date of the Domestication), references are made in the notes to the condensed consolidated financial statements to "Ordinary Shares", the legal form of the Company's common equity prior to October 2, 2020.

## 2. Basis of Presentation and Summary of Significant Accounting Policies

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

Unless the context otherwise requires, the "Company" refers, for periods prior to the completion of the APW Acquisition, to AP WIP Investments and its subsidiaries and, for periods after the completion of the APW Acquisition, to Radius Global Infrastructure, Inc. and its subsidiaries, including AP WIP Investments and its subsidiaries.

As a result of the APW Acquisition, for accounting purposes, the Company was the acquirer and AP WIP Investments was the acquiree and accounting predecessor to Radius, as Landscape had no operations prior to the APW Acquisition. Accordingly, the financial statement presentation includes the condensed consolidated financial statements of AP WIP Investments as "Predecessor" for periods prior to the Closing Date and Radius as "Successor" for periods including and after the Closing Date, including the consolidation of AP WIP Investments and its subsidiaries. As more fully described in Note 3, the APW Acquisition was accounted for as a business combination under the scope of the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") Topic 805, *Business Combinations*, ("ASC 805").

The accompanying condensed consolidated financial statements include the accounts of the Company and its majority-owned or controlled subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. For the Successor period from February 10, 2020 to September 30, 2020 and all periods thereafter, Radius consolidated the financial position and results of operations of AP WIP Investments and its subsidiaries. For the Predecessor period, the condensed consolidated financial statements include the accounts of AP WIP Investments and its subsidiaries, as well as a variable interest entity.

The condensed consolidated financial statements included herein have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP") and the rules and regulations of Securities and Exchange Commission for interim reporting. The financial information included herein is unaudited. However, the Company believes that all adjustments, which are of a normal and recurring nature, considered necessary for a fair presentation of its financial position and results of operations for such periods have been included herein. The condensed consolidated financial statements and related notes should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2020 (the "Annual Report"). The results of operations for the three and nine months ended September 30, 2021 are not necessarily indicative of the results that may be expected for the entire year.

***Use of Estimates***

The preparation of the condensed consolidated financial statements, in conformity with GAAP, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

**Cash and Cash Equivalents**

Cash includes cash on hand and demand deposits. The Company maintains its deposits at high quality financial institutions and monitors the credit ratings of those institutions. The Company considers all highly liquid investments with an original maturity date of three months or less to be cash equivalents. While cash held by financial institutions may at times exceed federally insured limits, the Company believes that no material credit or market risk exposure exists due to the high quality of the institutions. The Company has not experienced any losses on such accounts.

***Restricted Cash***

The Company is required to maintain cash collateral at certain financial institutions. Additionally, amounts that are required to be held in an escrow account, which, subject to certain conditions, are available to the Company under certain of its loan agreements. Accordingly, these balances contain restrictions as to their availability and usage and are classified as restricted cash in the condensed consolidated balance sheets. The reconciliation of cash and cash equivalents and restricted cash reported within the applicable balance sheet that sum to the total of the same such amounts shown in the condensed consolidated statements of cash flows is as follows:

| | Successor | | Predecessor |
|---|---|---|---|
| | September 30, 2021 | December 31, 2020 | February 9, 2020 |
| Cash and cash equivalents | $ 374,039 | $ 99,896 | $ 33,333 |
| Restricted cash | 1,926 | 1,614 | 2,642 |
| Restricted cash, long term | 38,953 | 113,938 | 12,384 |
| Total cash and cash equivalents and restricted cash | $ 414,918 | $ 215,448 | $ 48,359 |

***Fair Value Measurements***

The Company applies ASC Topic 820, *Fair Value Measurement* ("ASC 820"), which establishes a framework for measuring fair value and clarifies the definition of fair value within that framework. ASC 820 defines fair value as an exit price, which is the price that would be received for an asset or paid to transfer a liability in the Company's principal or most advantageous market in an orderly transaction between market participants on the measurement date. The fair value hierarchy established in ASC 820 generally requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Observable inputs reflect the assumptions that market participants would use in pricing the asset or liability and are developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the entity's own assumptions based on market data and the entity's judgments about the assumptions that market participants would use in pricing the asset or liability and are to be developed based on the best information available in the circumstances.

The carrying amounts reflected in the condensed consolidated balance sheets for cash and cash equivalents, restricted cash, trade receivables, prepaid expenses and other current assets, accounts payable and accrued expenses, and rent received in advance approximated fair value due to their short-term nature. As of September 30, 2021 and December 31, 2020, the carrying amounts of the Company's debt and lease and other leasehold interest liabilities approximated their fair values, as these obligations bear interest at rates currently available for debt with similar maturities and collateral requirements. For each asset or liability being valued, the inputs to the valuation technique used to measure fair value are ranked by the Company according to their market price observability as being one of the following levels:

Level 1 — Assets and liabilities with unadjusted, quoted prices listed on active market exchanges. Inputs to the fair value measurement are observable inputs, such as quoted prices in active markets for identical assets or liabilities.

Level 2 — Inputs to the fair value measurement are determined using prices for recently traded assets and liabilities with similar underlying terms, as well as direct or indirect observable inputs, such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 — Inputs to the fair value measurement are unobservable inputs, such as estimates, assumptions, and valuation techniques when little or no market data exists for the assets or liabilities.

***Trade Receivables, Net***

Trade receivables are recorded at the invoiced amount and are generally unsecured as they are uncollateralized. The Company provides an allowance for doubtful accounts to reduce receivables to their estimated net realizable value. Judgement is exercised in establishing allowances and estimates are based on the tenant's payment history and liquidity. Any amounts that were previously recognized as revenue and subsequently determined to be uncollectible are charged to bad debt expense included in selling, general and administrative expense in the accompanying condensed consolidated statements of operations. The allowance for doubtful accounts was $1,046 and $837 at September 30, 2021 and December 31, 2020, respectively.

***Real Property Interests***

The Company's core business is to contract for the purchase of telecom real property interests and contractual rights, typically as leasehold interests or fee simple interests, either through an up-front payment or on an installment basis from property owners who have leased their property to companies that own digital telecommunications infrastructure assets. The costs of acquiring a real property interest are recorded either as a right-of-use asset, if the arrangement is determined to be a lease at the inception of the agreement under ASC Topic 842, *Leases* ("ASC 842"), or as an intangible asset in Telecom real property interests, net in the condensed consolidated balance sheet, if the acquisition meets the definition of an asset acquisition. Telecom real property interests are stated at cost less accumulated amortization, and amortization is computed using the straight-line method over the estimated useful lives of these real property interests, which is estimated as the lesser of the useful life of the underlying digital infrastructure asset or the term of the arrangement.

Under ASC 842, the Company determines if an arrangement, including leasehold interest arrangements, is a lease at the inception of the agreement. The Company considers an arrangement to be a lease if it conveys the right to control the use of the asset for a specific period of time in exchange for consideration. ASC 842 requires the Company to recognize a right-of-use asset and a lease liability arising from a lease arrangement, which also must be classified as either a financing or an operating lease. This classification determines whether the lease expense associated with future lease payments is recognized based on an effective interest method or on a straight-line basis over the term of the lease.

Lease liabilities are recorded at the present value of the arrangement's remaining contractually required payments and a right-of-use asset in the same amount plus any upfront payments made under the arrangement and any initial direct costs. Finance lease right-of-use assets are amortized over the lesser of the lease term or the estimated useful life of the underlying asset associated with the leasing arrangement, which is estimated to be twenty-five years, and the finance lease expense resulting from the amortization of the finance lease right-of-use assets is recognized in amortization and depreciation in the condensed consolidated statements of operations. To determine the lease term, the Company considers all renewal periods that are reasonably certain to be exercised, taking into consideration all economic factors, including the wireless or digital infrastructure asset's estimated economic life.

***Long-Lived Assets, Including Definite-Lived Intangible Assets***

The Company's primary long-lived assets include real property interests and intangible assets. Intangible assets recorded for in-place Tenant Leases are stated at cost less accumulated amortization and are amortized on a straight-line basis over the remaining lease term with the in-place tenant, including lease renewal periods. The carrying amount of any long-lived asset group is evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable through the estimated undiscounted future cash flows derived from such assets. If the carrying amount of the long-lived asset group is not recoverable on an undiscounted cash flow basis, an impairment is recognized to the extent that the carrying amount exceeds its fair value. The Company reviewed the portfolio of real property interests and intangible assets for impairment, in which the Company identified wireless communication sites for which impairment charges were recorded in Impairment – decommissions in the condensed consolidated statements of operations.

***Operating Leases***

Rights and obligations under operating leases are primarily for office space. At lease commencement, the Company records a liability and a corresponding right-of-use asset for each operating lease, measured at the present value of the unpaid lease payments, plus any initial direct costs incurred and less any lease incentives received. Leases with an initial term of twelve months or less are not recorded in the condensed consolidated balance sheet. The Company records lease expense for operating leases on a straight-line basis over the lease term.

***Goodwill***

Goodwill, which represents the excess of purchase price over the fair value of net assets acquired, is carried at cost in a transaction accounted for as a business combination in accordance with ASC 805. Goodwill is not amortized; rather, it is subject to a periodic assessment for impairment by applying a fair value based test. The Company is organized in one reporting unit and evaluates the goodwill for the Company as a whole. Goodwill is assessed for impairment on an annual basis as of November 30th of each year or more frequently if events or changes in circumstances indicate that the asset might be impaired. Under the authoritative guidance issued by the FASB, the Company has the option to first assess the qualitative factors to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform a quantitative goodwill impairment test. If the Company determines that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, then the goodwill impairment test is performed. The goodwill impairment test requires the Company to estimate the fair value of the reporting unit and to compare the fair value of the reporting unit with its carrying amount. If the fair value exceeds the carrying amount, then no impairment is recognized. If the carrying amount recorded exceeds the fair value calculated, then an impairment charge is recognized for the difference. There was no impairment of goodwill for the nine months ended September 30, 2021.

***Revenue Recognition***

The Company receives rental payments from in-place tenants of wireless communication sites under operating lease agreements, classified as operating leases under ASC 842. Revenue is recorded as earned over the period in which the lessee is given control over the use of the wireless communication sites and recorded over the term of the lease, not including renewal terms, since the operating lease arrangements typically are cancellable by the tenant.

Rent received in advance is recorded when the Company receives advance rental payments from the in-place tenants. Contractually owed lease prepayments are typically paid one month to one year in advance. At September 30, 2021 and December 31, 2020, the Company's rent received in advance was $23,511 and $19,587, respectively.

***Income Taxes***

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled.

The Company reduces the carrying amounts of deferred tax assets by a valuation allowance if, based on the available evidence, it is more likely than not that such assets will not be realized. The need to establish valuation allowances for deferred tax assets is assessed quarterly. In assessing the requirement for, and amount of, a valuation allowance in accordance with the more likely than not standard for all periods, the Company considers all positive and negative evidence related to the realization of the deferred tax assets. This assessment considers, among other matters, the nature and severity of current and cumulative losses, forecasts of future profitability, the duration of statutory carryforward periods, and tax planning alternatives. A history of cumulative losses is a significant piece of negative evidence used in the assessment. If a history of cumulative losses is incurred for a tax jurisdiction, forecasts of future profitability are not used as positive evidence related to the realization of the deferred tax assets in the assessment.

For periods after the consummation of the APW Acquisition, the Company is subject to U.S. federal and state income taxes. Additionally, AP WIP Investments files income tax returns in the various state and foreign jurisdictions in which it operates. AP WIP Investments' tax returns are subject to tax examinations by foreign tax authorities until the expiration of the respective statutes of limitation. AP WIP Investments currently has no tax years under examination.

The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Company records interest related to unrecognized tax benefit obligations and penalties as a component of income tax expense in the accompanying condensed consolidated statements of operations.

***Share-based compensation***

In accordance with ASC Topic 718, *Compensation – Stock Compensation*, the Company recognizes share-based compensation expense over the requisite service period of the awards (usually the vesting period) based on the grant date fair value of awards. For share-based compensation awards with performance-based milestones, the expense is recorded over the service period after the achievement of the milestone is probable or the performance condition is achieved. An offsetting increase to stockholders' equity is recognized equal to the amount of the recorded compensation expense. The Company recognizes forfeitures as they occur as a reduction of share-based compensation expense in the condensed consolidated statement of operations.

***Basic and Diluted Earnings (Loss) per Common Share***

Basic earnings (loss) per common share excludes dilution and is computed by dividing net income (loss) attributable to common shares by the weighted average number of common shares outstanding during the period. The Company has determined that its Series A Founder Preferred Stock (as defined in Note 11) are participating securities as the Series A Founder Preferred Stock participate in undistributed earnings on an as-if-converted basis. Accordingly, the Company uses the two-class method of computing earnings per share, for common shares and Series A Founder Preferred Stock according to participation rights in undistributed earnings. Under this method, net income applicable to holders of common shares is allocated on a pro rata basis to the holders of common shares and Series A Founder Preferred Stock to the extent that each class may share in the Company's income for the period; whereas undistributed net loss is allocated only to common shares because Series A Founder Preferred Stock are not contractually obligated to share in the Company's losses.

Diluted earnings per common share is calculated by dividing the net income allocable to common stockholders of Radius by the weighted average number of common shares outstanding, adjusted for the effects of potentially dilutive common stock, which are comprised of the participating preferred stock, the Warrants, stock options, LTIP Units (as defined in Note 12), restricted shares and the shares that could be issued upon conversion of the Company's convertible debt. The capped call options in connection with the issuance of the convertible notes are excluded from the calculation of diluted earnings per share as their impact is always anti-dilutive. For all periods presented with a net loss, the effects of any incremental potential common shares have been excluded from the calculation of loss per common share because their effect would be anti-dilutive. Therefore, the weighted-average shares outstanding used to calculate both basic and diluted loss per common share are the same for periods with a net loss attributable to common stockholders of Radius.

***Segment Reporting***

The Company operates in one reportable segment which focuses on aggregating rental streams underlying wireless and other digital infrastructure sites through the acquisition of telecom real property interests and contractual rights. The Company's business offerings have similar economic and other characteristics, including the types of customers, distribution methods and regulatory environment. The chief operating decision maker of the Company reviews investment specific data to make resource allocation decisions and assesses performance by review of profit and loss information on a consolidated basis. The condensed consolidated financial statements reflect the financial results of the Company's one reportable segment.

***Foreign Currency***

The Company's reporting currency is the U.S. dollar. Typically, the functional currency of each of the Company's foreign operating subsidiaries is the respective local currency. Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign currency assets and liabilities are translated into the reporting currency using the exchange rate prevailing at the balance sheet date, while revenue and expenses are translated at the average exchange rates during the period. Foreign exchange gains and losses arising from translation are included in accumulated other comprehensive income (loss) in the condensed consolidated balance sheet.

***Recent Accounting Pronouncements***

*Accounting Pronouncements Recently Adopted*

In December 2019, the FASB issued Accounting Standards Update ("ASU") 2019-12, *Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes*. ASU 2019-12 removes certain exceptions for recognizing deferred taxes for investments, performing intra-period allocation and calculating income taxes in interim periods. ASU 2019-12 also adds guidance to reduce complexity in certain areas, including recognizing deferred taxes for goodwill and allocating taxes to members of a consolidated group. Effective for annual reporting periods beginning after December 15, 2020, the Company adopted the new standard on January 1, 2021, and the adoption did not have an impact on its condensed consolidated financial statements.

In August 2020, the FASB issued ASU 2020-06, *Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity*. This standard simplifies the accounting for convertible debt instruments by removing the separation models for convertible debt with a cash conversion feature, as well as convertible instruments with a beneficial conversion feature. As a result, entities will account for a convertible debt instrument wholly as debt, unless certain other conditions are met. The elimination of these models will reduce non-cash interest expense for entities that have issued a convertible instrument that was within the scope of those models before the adoption of ASU 2020-06. ASU 2020-06 also removes certain settlement conditions that are required for equity-linked contracts to qualify for the derivative scope exception and simplifies the diluted earnings per share calculation in certain areas. The Company adopted the new standard on January 1, 2021, and the adoption did not have an impact on its condensed consolidated financial statements.

## 3. Business Combination

On February 10, 2020, the Company completed the APW Acquisition, acquiring AP Wireless in a business combination. The acquisition was completed through a merger of a newly created Landscape subsidiary with and into APW OpCo, with APW OpCo surviving the merger as a majority-owned subsidiary of Radius. Following completion of the APW Acquisition on the Closing Date, Radius owned 91.8% of APW OpCo, and the Continuing OpCo Members owned the remaining 8.2%. The APW Acquisition was accounted for as a business combination using the acquisition method with Radius as the accounting acquirer in accordance with ASC 805. The interest in APW OpCo not owned by the Company was recognized as a noncontrolling interest in the condensed consolidated financial statements.

The aggregate acquisition consideration transferred in the APW Acquisition was $390,857, which consisted of cash consideration of $325,424 and equity consideration of $65,433. The cash component of the consideration was funded through the liquidation of cash equivalents owned by Landscape. The equity component of the consideration represented the fair value of the limited liability company units in APW OpCo issued to the Continuing OpCo Members, and includes units designated as "Class B Common Units" (the "Class B Common Units") pursuant to the Second Amended and Restated Limited Liability Company Agreement of APW OpCo, dated as of July 31, 2020, by and between its

Members (as defined therein) and the Company (the “APW OpCo LLC Agreement”), the units designated as “Series A Rollover Profits Units” pursuant to the APW OpCo LLC Agreement (the “Series A Rollover Profits Units”) and the units designated as “Series B Rollover Profits Units” pursuant to the APW OpCo LLC Agreement (the “Series B Rollover Profits Units”) (collectively, the “Consideration Units”). The Company determined that the components of the Consideration Units were not freestanding instruments and the economic characteristics of the embedded features of the Consideration Units were considered clearly and closely related to the equity-like host of the Consideration Units, as the value of the embedded features fluctuate with the price of the underlying equity in the Consideration Units. Accordingly, the Consideration Units represented and were then accounted for as a single, hybrid financial instrument, classified as permanent equity and presented as noncontrolling interests in the condensed consolidated balance sheet of the Company. The estimated fair value of the Consideration Units was calculated using a Monte Carlo simulation model, which used the following weighted-average assumptions: 21.1% expected volatility, a risk-free interest rate of 1.5%, estimated term of 9.2 years and a fair value of the Ordinary Shares of $10.00 per share.

The Company recorded an allocation of the acquisition consideration to the acquiree’s identified tangible and identifiable intangible assets acquired and liabilities assumed based on their fair values as of the Closing Date. The excess of the acquisition consideration over the fair value of the assets acquired and liabilities assumed was recorded as goodwill. The following is a summary of the estimated fair values of the assets acquired and liabilities assumed:

| | | |
|---|---|---|
| Cash and restricted cash | $ | 48,359 |
| Trade receivables | | 8,077 |
| Prepaid expenses and other assets | | 34,970 |
| Real property interests | | 901,290 |
| Intangible assets | | 5,400 |
| Accounts payable and other liabilities | | (22,654) |
| Rent received in advance | | (15,837) |
| Real property interest liabilities | | (33,398) |
| Deferred income tax liability | | (45,100) |
| Long-term debt | | (570,759) |
| Net identifiable assets acquired | | 310,348 |
| Goodwill | | 80,509 |
| Total acquisition consideration | $ | 390,857 |

The fair value of the real property interests, which consisted of right-of-use assets under finance leases and telecom real property interests, was estimated under an income approach based upon management’s projections of monthly cash flows for the beneficial rights to the respective real property interests. With consideration given to the specified term of each real property interest arrangement, which ranged from 23 to 99 years as of the Closing Date, the monthly cash flow streams were discounted to present value using an appropriate pre-tax discount rate for the geographic region of each arrangement, with the discount rate for each region determined based on a base pre-tax discount rate for the United States with a premium to account for additional risk associated with the respective region. Discount rates used in the determination of the fair value of real property interests ranged from 8.2% to 18.5%.

The identified intangible assets included the in-place Tenant Leases. The fair value of the in-place lease intangible assets was estimated under a replacement cost method. This approach measures the value of an asset by the cost to reconstruct or replace it with another of like utility. The in-place lease intangible asset represents the avoided cost of originating the acquired lease with the in-place tenant. Based on industry experience, the Company estimated one month as a reasonable amount of time to allot for origination of a Tenant Lease. Accordingly, the fair value of the in-place lease intangible asset approximated the cash flows associated with one-month’s net cash flows for each in-place Tenant Lease.

The purchase price allocation also reflected the recognition of deferred income taxes related to the fair value of assets acquired and liabilities assumed of the AP Wireless foreign subsidiaries over their respective historical tax bases as of the Closing Date.

The following unaudited pro forma combined financial information presents the Company's results as though the APW Acquisition had occurred at January 1, 2019. The unaudited pro forma consolidated financial information has been prepared using the acquisition method of accounting in accordance with GAAP (unaudited):

| | Three Months Ended September 30, 2020 | Nine Months Ended September 30, 2020 |
|---|---|---|
| Revenue | $ 17,861 | $ 49,633 |
| Net loss | $ (39,437) | $ (74,384) |

## 4. Real Property Interests

Real property interests, net consisted of the following:

| | September 30, 2021 | December 31, 2020 |
|---|---|---|
| Right-of-use assets – finance leases (1) | $ 293,980 | $ 244,885 |
| Telecom real property interests (2) | 1,164,241 | 886,679 |
| | 1,458,221 | 1,131,564 |
| Less accumulated amortization: | | |
| Right-of-use assets - finance leases | (14,525) | (7,023) |
| Telecom real property interests | (69,631) | (35,150) |
| Real property interests, net | $ 1,374,065 | $ 1,089,391 |

(1) Effective with the adoption of ASC 842 on January 1, 2019, real property interests qualifying as leases are recorded as right-of-use assets.
(2) Includes telecom real property interests acquired prior to the adoption of ASC 842 and all real property interest arrangements not qualifying as leases.

The Company's real property interests primarily consist of leasehold interests, acquired either through an up-front payment or on an installment basis from property owners who have leased their property to companies that own telecommunications infrastructure assets. The agreements that provide for the leasehold interests typically are easement agreements or similar arrangements, which have stated terms up to 99 years and provide the Company with certain beneficial rights, but not obligations, with respect to the underlying Tenant Leases. The beneficial rights acquired include, principally, the right to receive the rental income related to the lease with the in-place tenant, and in certain circumstances, additional rents. In most cases, the stated term of the leasehold interest is longer than the remaining term of the lease with the in-place tenant, which provides the Company with the right and opportunity for renewals and extensions. In cases in which the Company acquires a leasehold interest, the Company is both a lessor and a lessee. Although the Company has the rights under the acquired leasehold interests over the duration of the entire term, typically, the underlying tenant can terminate their lease acquired by the Company within a short time frame (30- to 180-day notice) without penalty. Under certain circumstances, the Company acquires the fee simple interest ownership, rather than acquiring a leasehold interest. In the instance in which a fee simple interest in the land is acquired, the Company is also assigned the existing lease with the in-place tenant.

***Right-Of-Use Assets – Finance Leases and Related Liabilities***

For a real property interest arrangement determined to be a lease, the Company records a right-of-use asset and a lease liability. The weighted-average remaining lease term for leases classified as finance leases was 40.2 years and 38.2 years as of September 30, 2021 and December 31, 2020, respectively. The Company recorded finance lease expense and interest expense associated with finance lease liabilities in the condensed consolidated statements of operations as follows:

| | Successor | | | | Predecessor |
|---|---|---|---|---|---|
| | Three months ended September 30, 2021 | Nine months ended September 30, 2021 | Three months ended September 30, 2020 | Period from February 10, 2020 to September 30, 2020 | Period from January 1, 2020 to February 9, 2020 |
| Finance lease expense | $ 2,966 | $ 8,209 | $ 1,970 | $ 4,394 | $ 425 |
| Interest expense – lease liability | $ 228 | $ 652 | $ 152 | $ 430 | $ 95 |

The Company's lease agreements do not state an implicit borrowing rate; therefore, an internal incremental borrowing rate was determined based on information available at the lease commencement date for the purposes of determining the present value of lease payments. The incremental borrowing rate reflects the cost to borrow on a securitized basis in each geographical market. The weighted-average incremental borrowing rate was 3.9% and 2.8% as of September 30, 2021 and December 31, 2020, respectively.

Supplemental cash flow information related to finance leases for the respective periods was as follows:

| | Successor | | Predecessor |
|---|---|---|---|
| | Nine months ended September 30, 2021 | Period from February 10, 2020 to September 30, 2020 | Period from January 1, 2020 to February 9, 2020 |
| Cash paid for amounts included in the measurement of finance lease liabilities: | | | |
| Operating cash flows from finance leases | $ 245 | $ 99 | $ 37 |
| Financing cash flows from finance leases | $ 7,193 | $ 4,358 | $ 845 |
| Finance lease liabilities arising from obtaining right-of-use assets | $ 10,384 | $ 16,077 | $ 1,346 |

***Telecom Real Property Interests and Related Liabilities***

For real property interests that are not accounted for under ASC 842, the Company applies the acquisition method of accounting, recording an intangible asset in telecom real property interests, net in the condensed consolidated balance sheet. The recorded amount of the real property interest represents the allocation of purchase price to the contractual cash flows acquired from the in-place tenant, as well as the right and opportunity for renewals.

Under certain circumstances, the contractual payments for the acquired telecom real property interests are made to property owners on a noninterest-bearing basis over a specified period of time, generally ranging from two to seven years. The Company is contractually obligated to fulfill such payments. Included in telecom real property interest liabilities in the condensed consolidated balance sheets, the liabilities associated with telecom real property interests were initially measured at the present value of the unpaid payments.

For telecom real property interests, amortization expense was $13,544 and $36,959 for the three and nine months ended September 30, 2021, respectively, $9,310 for the three months ended September 30, 2020, $25,066 for the period from February 10 to September 30, 2020 (Successor), and $2,031 for the period from January 1 to February 9, 2020 (Predecessor). As of September 30, 2021, amortization expense to be recognized for each of the succeeding five years was as follows:

| | | |
|---|---|---|
| Remainder of 2021 | $ | 13,868 |
| 2022 | | 55,198 |
| 2023 | | 55,129 |
| 2024 | | 55,129 |
| 2025 | | 55,109 |
| 2026 | | 54,921 |
| Thereafter | | 805,256 |
| | $ | 1,094,610 |

Maturities of finance lease liabilities and telecom real property interest liabilities as of September 30, 2021 were as follows:

| | Finance Lease | Telecom Real Property Interest |
|---|---|---|
| Remainder of 2021 | $ 3,370 | $ 1,937 |
| 2022 | 9,648 | 3,234 |
| 2023 | 9,867 | 8,218 |
| 2024 | 5,324 | 3,797 |
| 2025 | 3,495 | 330 |
| 2026 | 2,463 | 294 |
| Thereafter | 2,878 | 422 |
| Total lease payments | 37,045 | 18,232 |
| Less amounts representing future interest | (2,374) | (791) |
| Total liability | 34,671 | 17,441 |
| Less current portion | (10,465) | (4,375) |
| Non-current liability | $ 24,206 | $ 13,066 |

As of September 30, 2021 and December 31, 2020, the weighted average remaining contractual payment term for finance leases was 3.2 years.

## 5. Tenant Lease Rental Payments

The Company receives rental payments from in-place tenants of wireless communication sites under operating lease agreements. Generally, the Company's leases with the in-place tenants provide for annual escalations and multiple renewal periods at the in-place tenant's option. As of September 30, 2021, the future minimum amounts due from tenants under leases, including cancellable leases in which the tenant is economically compelled to extend the lease term, were as follows:

| | | |
|---|---|---|
| Remainder of 2021 | $ | 27,464 |
| 2022 | | 98,194 |
| 2023 | | 92,882 |
| 2024 | | 89,624 |
| 2025 | | 85,799 |
| 2026 | | 82,178 |

## 6. Goodwill and Intangible Assets

Goodwill at September 30, 2021 was based on the purchase price allocation pursuant to the APW Acquisition, which was based on a valuation performed to determine the fair value of the acquired assets as of the acquisition date. Goodwill recorded in APW Acquisition was $80,509 and no changes in the carrying amount of goodwill were recognized in the three and nine months ended September 30, 2021.

Intangible assets subject to amortization consisted of the following:

| | September 30, 2021 | December 31, 2020 |
|---|---|---|
| **In-place lease intangible asset** | | |
| Gross carrying amount | $ 9,505 | $ 7,092 |
| Less accumulated amortization: | (2,058) | (1,212) |
| Intangible assets, net | $ 7,447 | $ 5,880 |

Amortization expense was $370 and $985 for the three and nine months ended September 30, 2021, respectively, $292 for the three months ended September 30, 2020, $767 for the period from February 10 to September 30, 2020 (Successor), and $77 for the period from January 1 to February 9, 2020 (Predecessor).

As of September 30, 2021, the intangible asset amortization expense to be recognized for each of the succeeding five years was as follows:

| | |
|---|---|
| Remainder of 2021 | $ 338 |
| 2022 | 1,145 |
| 2023 | 993 |
| 2024 | 855 |
| 2025 | 733 |
| 2026 | 638 |
| Thereafter | 2,745 |
| | $ 7,447 |

## 7. Operating Leases

The Company is a lessee under noncancelable lease agreements, primarily for office space, over periods ranging from one to ten years. In the normal course of business, it is expected that these leases will be renewed or replaced by leases on other properties and equipment. Amounts included in other long-term assets in the condensed consolidated balance sheets representing operating lease right-of-use assets as of September 30, 2021 and December 31, 2020 totaled $3,906 and $4,183, respectively. Cash paid for amounts included in the measurement of operating lease liabilities was $1,124 for the nine months ended September 30, 2021, $911 for the period from February 10 to September 30, 2020 (Successor), and $136 for the period from January 1 to February 9, 2020 (Predecessor).

Included in selling, general and administrative expenses in the condensed consolidated statements of operations were operating lease expenses associated with right-of-use assets under operating leases of $362 and $1,124 for the three and nine months ended September 30, 2021, respectively, $431 for the three months ended September 30, 2020, $1,074 for the period from February 10 to September 30, 2020 (Successor), and $107 for the period from January 1 to February 9, 2020 (Predecessor).

The current and noncurrent portions of operating lease liabilities are included in accounts payable and accrued liabilities and other long-term liabilities, respectively, in the condensed consolidated balance sheets. Maturities of operating lease liabilities as of September 30, 2021 were as follows:

| | Operating Leases |
|---|---|
| Remainder of 2021 | $ 329 |
| 2022 | 1,251 |
| 2023 | 1,265 |
| 2024 | 821 |
| 2025 | 595 |
| 2026 | 48 |
| Thereafter | 34 |
| Total lease payments | 4,343 |
| Less amounts representing future interest | (402) |
| Total liability | 3,941 |
| Less current portion | (1,079) |
| Non-current liability | $ 2,862 |

The weighted-average remaining lease term for operating leases was 3.6 years and 4.0 years and the weighted-average incremental borrowing rate was 5.4% as of September 30, 2021 and December 31, 2020.

## 8. Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses consisted of the following:

| | September 30, 2021 | December 31, 2020 |
|---|---|---|
| Interest payable | $ 7,007 | $ 4,887 |
| Accrued liabilities | 2,714 | 4,799 |
| Taxes payable | 10,415 | 7,799 |
| Payroll and related withholdings | 6,045 | 7,043 |
| Accounts payable | 2,646 | 718 |
| Professional fees accrued | 2,889 | 3,234 |
| Current portion of operating lease liabilities | 1,079 | 1,354 |
| Other | 1,174 | 1,020 |
| Total accounts payable and accrued expenses | $ 33,969 | $ 30,854 |

## 9. Debt

Long-term debt, net of unamortized debt discount and deferred financing costs, consisted of the following:

| | September 30, 2021 | December 31, 2020 |
|---|---|---|
| DWIP Loan Agreement | $ 102,600 | $ 102,600 |
| Facility Agreement | 528,888 | 547,677 |
| DWIP II Loan Agreement | 75,000 | — |
| Subscription Agreement | 171,281 | 85,112 |
| Convertible Notes | 264,500 | — |
| Other debt | 2,699 | 2,960 |
| Less: unamortized debt discount and financing fees | (21,834) | (9,876) |
| Debt, carrying amount | $ 1,123,134 | $ 728,473 |

***Convertible Notes***

In September 2021, the Company issued convertible notes (the "Convertible Notes") in an aggregate principal amount totaling $264,500. The Convertible Notes are fully and unconditionally guaranteed by APW OpCo and are senior, unsecured obligations of the Company and APW OpCo. The Company issued the Convertible Notes pursuant to an indenture, among the Company, APW OpCo and U.S. Bank National Association, as trustee (the "Indenture").

The Convertible Notes bear interest at a fixed rate of 2.5% per year, payable semi-annually in arrears on March 15 and September 15 of each year, beginning on March 15, 2022. The Convertible Notes are convertible into cash, shares of the Company's Class A common stock, or a combination thereof, at the Company's election, and may be settled as described below. The Convertible Notes will mature on September 15, 2026 (the "Maturity Date"), unless earlier repurchased, redeemed or converted in accordance with their terms.

Prior to the close of business on the business day immediately preceding March 15, 2026, the Convertible Notes will be convertible at the option of the holders only under certain conditions and during certain periods. On or after March 15, 2026, until the close of business on the second scheduled trading day immediately preceding the Maturity Date, holders may convert their Convertible Notes, at their option at the conversion rate then in effect, irrespective of these conditions.

Upon issuance, the conversion rate for the Convertible Notes initially was 44.2087 shares of Class A Common Stock per $1,000 principal amount of Convertible Notes (equivalent to an initial conversion price of approximately $22.62 per share of Class A Common Stock). The conversion rate and the corresponding conversion price will be subject to adjustment in some events but will not be adjusted for any accrued and unpaid interest. The Company may redeem for cash all or part of the Convertible Notes, at its option, on or after September 20, 2024 and on or before the 61st scheduled trading day immediately prior to the Maturity Date, if certain liquidity conditions are satisfied and the last reported sale price of the Company's Class A Common Stock has been at least 130% of the conversion price then in effect on (1) each of at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period ending on, and including, the trading day immediately preceding the date on which the Company provides notice of redemption and (2) the trading day immediately preceding the date the Company provides such notice, at a redemption price equal to 100% of the principal amount of the Convertible Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date (as defined in the Indenture).

If the Company undergoes a fundamental change (as defined in the Indenture), holders may require the Company to repurchase for cash all or part of their Convertible Notes at a repurchase price equal to 100% of the principal amount of the Convertible Notes to be purchased, plus accrued and unpaid interest to, but excluding, the fundamental change repurchase date (as defined in the Indenture). In addition, if certain fundamental changes occur, the Company may be required in certain circumstances to increase the conversion rate for any Convertible Notes converted in connection with such fundamental changes by a specified number of shares of its Class A Common Stock.

The Indenture provides for customary events of default, which include (subject in certain cases to grace and cure periods), among others: nonpayment of principal or interest; breach of covenants or other agreements in the Indenture; defaults with respect to certain other indebtedness; and certain events of bankruptcy, insolvency or reorganization. Generally, if an event of default occurs and is continuing under the Indenture, either the trustee or the holders of at least 25% in aggregate principal amount of the Convertible Notes then outstanding may declare the principal amount plus accrued and unpaid interest on such Convertible Notes to be immediately due and payable.

The Convertible Notes are the Company's and APW OpCo's respective senior unsecured obligations and rank senior in right of payment to any of the Company's and APW OpCo's respective indebtedness that is expressly subordinated in right of payment to the Convertible Notes; rank equal in right of payment to any of the Company's and APW OpCo's respective indebtedness that is not so subordinated; be effectively junior in right of payment to any of the Company's and APW OpCo's respective secured indebtedness to the extent of the value of the assets securing such indebtedness; and rank structurally junior to all indebtedness and other liabilities (including trade payables) of the Company's non-guarantor subsidiaries.

***Capped Call Transactions***

In connection with the issuance of the Convertible Notes, the Company entered into privately-negotiated capped call transactions (the "Capped Call Transactions"). Under the Capped Call Transactions, the Company purchased capped call options that in aggregate relate to 100% of the total number of shares of the Company's common stock underlying the Convertible Notes, with a strike price approximately equal to the conversion price of the Convertible Notes and with an initial cap price equal to $34.80 per share, subject to certain adjustments under the terms of the Capped Call Transactions. The aggregate purchase price paid in the Capped Call Transactions was $33,221 and was recorded as a reduction to additional paid-in-capital in accordance with ASC 815-40, *Contracts in Entity's Own Equity*.

Under the Capped Call Transactions, the capped call options allow the Company to receive shares of its common stock and/or cash from the option counterparties equal to the amounts of common stock and/or cash related to the excess of the market price per share of the common stock over the strike price of the capped call options during the relevant valuation period. Generally, the Capped Call Transactions are intended to reduce the potential dilution to the Company’s Class A Common Stock as a result of any conversion of the Notes and/or offset any cash payments the Company is required to make in excess of the principal amount of converted Notes, as the case may be, with such reduction and/or offset subject to a cap.

The Capped Call Transactions were separate transactions entered into by the Company with the option counterparties, are not part of the terms of the Convertible Notes and do not change the holders' rights under the Convertible Notes.

***DWIP Loan Agreement***

A subsidiary of the Company, AP WIP Holdings, LLC (“DWIP”), is the sole borrower under a loan agreement (the “DWIP Loan Agreement”) that provided funding for the Company’s U.S. operations in U.S. Dollars. The outstanding principal balance matures on October 16, 2023, though a portion or all of the principal balance can be repaid in an amount that also would include a prepayment premium of up to 2%. Borrowing under the DWIP Loan Agreement bear interest at a fixed rate of 4.25%. Under the DWIP Loan Agreement, escrow and collection account balances are required to be maintained and each are included in restricted cash in the condensed consolidated balance sheets.

***Facility Agreement (up to £1,000,000)***

In October 2017, a subsidiary of the Company, AP WIP International Holdings, LLC (“IWIP”), entered into a facility agreement (the “Facility Agreement”) for up to £1,000,000 with an initial 10-year term. The Facility Agreement is uncommitted and has the objective of issuing notes that may be denominated in U.S. Dollars, Pound Sterling, Euros, Australian Dollars, or Canadian Dollars.

Under the terms of the Facility Agreement, IWIP is the sole borrower. AP WIP Investments, which controls IWIP, is a guarantor of the loan and the loan is secured by the direct equity interests in IWIP. The loan is also secured by a debt service reserve account and escrow cash account of IWIP, which are included in restricted cash in the condensed consolidated balance sheets. The loan is senior in right of payment to all other debt of IWIP.

Through September 30, 2021, cumulative IWIP borrowings under the Facility Agreement consisted of €230,000 and £195,000, including borrowings of €75,000 and £55,000 made in August 2020 ($160,475 equivalent) that accrue interest at annual rates ranging from 2.97% to 3.74% and mature in August 2030. All other borrowings under the Facility Agreement were made in 2017 and 2018, accrue interest at annual rates ranging from 3.44% to 4.61% and mature in October 2027. Principal balances under the Facility Agreement may be prepaid in whole on any date, subject to the payment of any make-whole provision (as defined in the Facility Agreement).

***DWIP II Loan Agreement***

In 2015, AP WIP Domestic Investment II, LLC (“DWIP II”), a wholly owned subsidiary of AP WIP Investments, entered into a loan agreement, which was later amended and restated (the “A&R Mezzanine Loan Agreement”). In April 2020, APW OpCo acquired all of the rights to the loans and obligations under the A&R Mezzanine Loan Agreement from the lenders thereunder for $47,775, thereby settling this obligation and resulting in the recognition of a gain on the extinguishment of this obligation of $1,264 in the condensed consolidated statements of operations for the period from February 10 to September 30, 2020 (Successor).

In April 2021, APW OpCo and DWIP II amended and restated the A&R Mezzanine Loan Agreement (the “DWIP II Loan Agreement”) to increase the borrowings thereunder to $75,000 and to modify the interest rate and the maturity date. Contemporaneously with entering into the DWIP II Loan Agreement and additional borrowing, APW OpCo transferred all of the rights to the loans and obligations under the DWIP II Loan Agreement to unrelated third-party lenders for an aggregate consideration of $75,000. Borrowings under the DWIP II Loan Agreement bear interest at 6% and shall be repaid in April 2023.

***Subscription Agreement (up to £250,000)***

In November 2019, AP WIP Investments Borrower, LLC, a subsidiary of AP WIP Investments (“AP WIP Investments Borrower”), entered into a subscription agreement (the “Subscription Agreement”) to borrow funds for working capital and other corporate purposes. AP WIP Investments is the guarantor of the loan, which is secured by AP Wireless’s direct equity interests in AP WIP Investments. The loan is senior in right of payment to all other debt of AP WIP Investments Borrower. The Subscription Agreement provides for funding up to £250,000 in the form of nine-year term loans consisting of tranches available in Euros, Pound Sterling and U.S. dollars, and requires a portion of the funding to be held in a debt service reserve account, which is presented in restricted cash in the condensed consolidated balance sheets.

Through September 30, 2021, cumulative borrowings under the Subscription Agreement consisted of €145,000, including borrowings of €77,000 made in February 2021 ($94,000 equivalent) of interest-only notes that have a blended cash pay interest rate of 3.9% plus 1.75% payment-in-kind interest and mature in November 2028. All other borrowings under the Subscription Agreement were made in 2019, bear interest at 4.25% plus 2.0% payment-in-kind interest and mature in November 2028. Interest payable in cash is paid quarterly, whereas payment-in-kind interest accrues to the principal balance and is payable upon repayment of principal. Principal balances under the Subscription Agreement may be prepaid in whole on any date, subject to the payment of any applicable prepayment fee.

***Commitment Letter***

On May 4, 2021, the Company entered into a commitment letter (the "Commitment Letter") with Centerbridge Partners Real Estate Fund, LP., Centerbridge Partners Real Estate Fund SBS, LP. and Centerbridge Special Credit (collectively, the "Centerbridge Entities") pursuant to which the Centerbridge Entities agreed, subject to the negotiation and execution of definitive documentation and the terms of the Commitment Letter, to purchase from the Company up to $50,000 of senior unsecured convertible notes. As consideration for the commitment and the Centerbridge Entities' services in structuring the convertible notes, the Company agreed to pay the Centerbridge Entities a non-refundable fee of $1,500 payable upon the terms set forth in the Commitment Letter. The Commitment Letter did not obligate the Company to issue any convertible notes and automatically terminated on August 2, 2021, the end of the commitment period, with no convertible notes issued thereunder. For the three and nine months ended September 30, 2021, the commitment fee recorded in interest expense, net in the condensed consolidated statements of operations, totaled $550 and $1,500, respectively.

***Debt Discount and Financing Costs***

In connection with the borrowings made under the Subscription Agreement in February 2021, the DWIP II Loan Agreement in April 2021 and the Convertible Notes in September 2021, deferred financing fees were incurred, totaling $1,780, $2,072, and $9,134, respectively. Amortization of debt discount and deferred financing costs, included in interest expense, net in the condensed consolidated statements of operations, was $515 and $1,029 for the three and nine months ended September 30, 2021, respectively, $52 for the three months ended September 30, 2020, $80 for the period from February 10 to September 30, 2020 (Successor), and $281 for the period from January 1 to February 9, 2020 (Predecessor).

## 10. Income Taxes

Income tax expense (benefit) was a benefit of $92 and expense of $5,330 for the three and nine months ended September 30, 2021, respectively. Income tax expense was $3,455 for the three months ended September 30, 2020, $4,884 for the period from February 10 to September 30, 2020 (Successor), and $767 for the period from January 1 to February 9, 2020 (Predecessor). For the nine months ended September 30, 2021, the effective tax rate was (10.9)%, compared to (3.4)% for the period February 10 through September 30, 2020 (Successor) and 11.0% for the period January 1 through February 9, 2020 (Predecessor). The Company's recorded income tax expense in relation to its pre-tax income or loss was lower than an amount that would result from applying the applicable statutory tax rates to such income or loss in each period, primarily due to limitations on the recognition of tax benefits as a result of full valuation allowances maintained in several taxing jurisdictions.

As of December 31, 2020, the Company had federal net operating loss carryforwards of $43,365, which can be carried forward indefinitely, and foreign tax loss carryforwards of $58,170, of which $31,754 can be carried forward indefinitely, $333 will expire in 2021 and the remainder is scheduled to expire between 2022 and 2040.

## 11. Stockholders' Equity

***Founder Preferred Stock***

The "Founder Preferred Stock" consists of Series A Founder Preferred Stock and Series B Founder Preferred Stock.

*Series A Founder Preferred Stock*

In connection with Landscape raising approximately $500.0 million before expenses through its initial placement of Ordinary Shares and Warrants in November 2017, the Company issued a total of 1,600,000 shares of Series A Founder Preferred Stock, no par value, to certain founders of Landscape, which were converted into 1,600,000 shares of Series A Founder Preferred Stock, par value $0.0001 per share ("Series A Founder Preferred Stock") in connection with the Domestication. Each holder of Series A Founder Preferred Stock is entitled to a number of votes equal to the number of Class A Shares into which each share of Series A Founder Preferred Stock could then be converted, on all matters on which stockholders are generally entitled to vote. There is no restriction on the repurchase or redemption by the Company of the Series A Founder Preferred Stock. In the event of any liquidation, dissolution or winding up (either voluntary or involuntary) of the Company, the holders of the Series A Founder Preferred Stock shall have the right to a pro rata share (together with holders of Class A Common Stock) in the distribution of the surplus assets of the Company.

In addition to providing long-term capital, the Series A Founder Preferred Stock was issued to have the effect of incentivizing the holders to achieve the Company's objectives. As described below, they are structured to provide a return based on the future appreciation of the market value of the Class A Shares.

Upon the closing of the APW Acquisition and if the average price per Class A Share for any ten consecutive trading days is at least $11.50, a holder of Series A Founder Preferred Stock will be entitled to receive, when, as and if declared by the Company's Board of Directors (the "Board"), and payable in preference and priority to the declaration or payment of any dividends on the Class A Shares or any other junior stock, a cumulative annual dividend. Such dividend will be payable in Class A Shares or cash, in the sole discretion of the Board. In the first year in which such dividend becomes payable, such dividend will be equal in value to (i) 20% of the increase in the market value of one Class A Share, being the difference between $10.00 per share and the average price per share, multiplied by (ii) such number of outstanding Class A Shares immediately following the APW Acquisition, which totaled 58,425,000 shares ("Preferred Share Dividend Equivalent"). Thereafter, the dividend will become payable only if the average price during any subsequent year is greater than the highest average price in any preceding year in which a dividend was paid in respect of the Series A Founder Preferred Stock. Such dividend will be equal in value to 20% of the increase in the average price over the highest average price in any preceding year multiplied by the Preferred Share Dividend Equivalent. In addition, the Series A Founder Preferred Stock will also participate in any dividends on the Class A Shares on an as-converted to Class A Shares basis. In addition, commencing on and after the closing of the APW Acquisition, should the Company pay a dividend on its Class A Shares, the Series A Founder Preferred Stock will also receive an amount equal to 20% of the dividend which would be distributable on such number of Class A Shares equal to the Preferred Share Dividend Equivalent. All such dividends on the Series A Founder Preferred Stock will be paid contemporaneously with the dividends on the Class A Shares.

On the last day of the seventh full financial year of the Company after the closing of the APW Acquisition, the Series A Founder Preferred Stock will automatically convert into Class A Shares on a one-for-one basis. Prior to the automatic conversion, a holder of Series A Founder Preferred Stock may require some or all of such holder's Series A Founder Preferred Stock to be converted into an equal number of Class A Shares, as adjusted. Also, in connection with the APW Acquisition, the holders of Series A Founder Preferred Stock entered into the Shareholder Agreement (as defined below), pursuant to which they agreed, among other things, not to make or solicit any transfer of their Series A Founder Preferred Stock prior to December 31, 2027, subject to certain exceptions.

In accordance with ASC 718, the annual dividend amount, based on the market price of the Ordinary Shares, resulted in the dividend feature to be deemed compensatory to the Landscape founders receiving the shares and classified as a market condition award settled in shares. As the right to the annual dividend amount was triggered only upon an acquisition event, which was not considered probable until an acquisition had been consummated, the fair value of the annual dividend amount measured on the date of issuance of the Founder Preferred Stock was then recognized upon the consummation of the APW Acquisition. The fair value of the Series A Founder Preferred Stock, $85.5 million, was measured as of its issuance date using a Monte Carlo method which took into consideration different stock price paths. Of the $85.5 million fair value of the Series A Founder Preferred Stock, approximately $69.5 million was attributed to the fair value of the annual dividend amount, which represented the excess of the fair value of the Series A Founder Preferred Stock over the price paid by the founders for these shares and was recorded as share-based compensation expense in the accompanying condensed consolidated statement of operations in the Successor period.

The following assumptions were used when calculating the issuance date fair value:

| | | |
|---|---|---|
| Number of securities issued | | 1,600,000 |
| Ordinary Share price upon initial public offering | $ | 10.00 |
| Founder Preferred Share price | $ | 10.00 |
| Probability of winding-up | | 16.7% |
| Probability of an acquisition | | 83.3% |
| Time to an acquisition | | 1.5 years |
| Volatility (post-acquisition) | | 38.68% |
| Risk free interest rate | | 2.26% |

*Stock Dividend on Series A Founder Preferred Stock*

On February 1, 2021, the Board declared a stock dividend payment of 2,474,421 Class A Shares that was paid on February 4, 2021 to the sole holder of record of all the issued and outstanding shares of Series A Founder Preferred Stock as of the close of business on February 1, 2021. Pursuant to the terms of the Series A Founder Preferred Stock, the holders became entitled to receive an annual dividend upon the Board's declaration of such dividend and after the volume weighted average price of the Class A Common Stock was at or above $11.50 for ten consecutive trading days in 2020. The annual dividend amount, which totaled $31,391, was computed based on 20% of the increase in the market value of one Class A Share, being the difference between the average of the volume weighted average Class A Share prices of the last ten trading days of 2020 of approximately $12.69 and $10.00 per share, multiplied by the number of Class A Shares outstanding immediately following the APW Acquisition.

*Series B Founder Preferred Stock*

In connection with the APW Acquisition, the Company issued a total of 1,386,033 Series B Founder Preferred Stock, par value $0.0001 per share ("Series B Founder Preferred Stock"), to certain executive officers and were issued in tandem with LTIP Units (as defined in Note 12). Each holder of Series B Founder Preferred Stock is entitled to a number of votes equal to the number of Class A Shares and shares ("Class B Shares") of the Company's Class B common stock, par value $0.0001 per share ("Class B Common Stock"), respectively, into which each share of Series B Founder Preferred Stock could then be converted, on all matters on which stockholders are generally entitled to vote.

The Series B Founder Preferred Stock does not confer upon the holder thereof any right to dividends or distributions at any time, including upon the Company's liquidation.

On the last day of the seventh full financial year of the Company after the Closing Date, i.e., December 31, 2027 (or if any such date is not a trading day, the first trading day immediately following such date), the Series B Founder Preferred Stock will automatically convert into Class B Shares on a one-for-one basis, as adjusted. A holder of Series B Founder Preferred Stock may require some or all of his Series B Founder Preferred Stock to be converted into an equal number of Class B Shares, as adjusted.

*Founder Preferred Stock – Voting*

For so long as TOMS Acquisition II LLC and Imperial Landscape Sponsor LLC and William Berkman, their affiliates and their permitted transferees under a shareholder agreement entered into in connection with the APW Acquisition (the "Shareholder Agreement") in aggregate hold 20% or more of the issued and outstanding Series A Founder Preferred Stock and Series B Founder Preferred Stock, the holders of a majority in voting power of the outstanding Founder Preferred Stock, voting or consenting together as a single class, will be entitled, at any meeting of the holders of the outstanding Founder Preferred Stock held for the election of directors or by consent in lieu of a meeting of the holders of the outstanding Founder Preferred Stock, to:

- elect four members of the Board of Directors (the "Founder Directors");
- remove from office, with or without cause, any Founder Director; and
- fill any vacancy caused by the death, resignation, disqualification, removal or other cause of any Founder Director.

Pursuant to the Shareholder Agreement, two of the Founder Directors will be appointed by holders of the Series A Founder Preferred Stock and two of the Founder Directors will be appointed by holders of the Series B Founder Preferred Stock. Additionally, the holders of the Series B Founder Preferred Stock have the right to appoint the majority of the members of the nominating and governance committee of the Board.

***Class A Common Stock***

Each holder of Class A Common Stock is entitled to one vote per share on all matters before the holders of Class A Shares. Holders of Class A Shares are entitled to ratably receive dividends and other distributions in cash, stock or property of the Company when, as and if declared thereon by the Board from time to time out of assets or funds of the Company legally available. In the event of any liquidation, dissolution or winding up (either voluntary or involuntary) of the Company, the holders of Class A Shares will be entitled to receive the assets and funds of the Company available for distribution to stockholders of the Company, subject to applicable law and the rights, if any, of the holders of any outstanding series of preferred stock.

On May 11, 2021, the Company entered into an agreement to issue and sell an aggregate of 14,336,918 Class A Shares to certain institutional investors at a purchase price of $13.95 per Class A Share, for aggregate gross proceeds of $200.0 million. Total net offering proceeds to the Company were approximately $191.5 million after deducting placement agent fees and offering expenses. Additionally, the Company issued 120,670 Class A Shares on June 3, 2021 at a per share price of $15.59 in connection with an acquisition of a company, which had in-place Tenant Leases associated with owned wireless infrastructure assets that, upon their acquisition, were recorded in real property interests, net and intangible assets, net in the condensed consolidated balance sheet.

***Class B Common Stock***

The Class B Shares were issued to (i) the Continuing OpCo Members on the Closing Date pursuant to the APW Acquisition and (ii) certain officers of the Company pursuant to the Company's Long-Term Incentive Plan. Each holder is entitled to one vote per share together as a single class with Class A Common Stock. Class B Shares are deemed to be non-economic interests. The holders of Class B Common Stock will not be entitled to receive any dividends (including cash, stock or property) in respect of their Class B Shares. In the event of any liquidation, dissolution or winding up (either voluntary or involuntary) of the Company, the holders of Class B Common Stock will not be entitled to receive any assets or funds of the Company available for distribution to stockholders of the Company, subject to applicable law and the rights, if any, of the holders of any outstanding series of Founder Preferred Stock (or other series or class of Preferred Stock of the Company that may be outstanding at such time). Class B Shares are not convertible or exchangeable for any other class of series of shares of the Company.

Concurrently with the Company's declaration and payment of the stock dividend to the sole holder of record of all the issued and outstanding shares of Series A Founder Preferred Stock in February 2021, a rollover distribution of 197,739 Class B Common Units (described below), which are held in tandem with Class B Shares, was made to the holders of the Series A Rollover Profits Units (described below). Accordingly, the stock dividend resulted in the issuance of 197,739 shares of Class B Common Stock to these holders concurrently with the stock dividend on Series A Founder Preferred Stock.

***Warrants***

In connection with Landscape's initial placement of Ordinary Shares, the Company issued 50,025,000 Warrants to the purchasers of both Ordinary Shares and Founder Preferred Stock (including the 25,000 Warrants that were issued to non-founder directors of Landscape for their fees). Each Warrant has a term of 3 years following the APW Acquisition and now entitles a holder of a Warrant to purchase for cash one-third of a Class A Share upon exercise. Warrants are exercisable in multiples of three for one Class A Share at a price of $11.50 per whole Class A Share. The Warrants are mandatorily redeemable by the Company at a price of $0.01 should the average market price of a Class A Share exceed $18.00 for 10 consecutive trading days (subject to any prior adjustment in accordance with the terms of the Warrant). The Company considers the mandatory redemption provision of the Warrant to be a cancellation of the instrument given the nominal value to be paid out upon redemption. As of September 30, 2021, the total number of Warrants outstanding was 50,010,664 in respect of 16,670,221 Class A Shares.

***Noncontrolling Interest***

Noncontrolling interests consist of limited liability company units of APW OpCo not owned by Radius and includes the following units issued by APW OpCo and further described below: Class B Common Units, Series A Rollover Profits Units and Series B Rollover Profits Units. As of September 30, 2021, the portion of APW OpCo not owned by Radius was approximately 6.7%, representing the noncontrolling interest.

*Class B Common Units*

The Class B Common Units are held in tandem with Class B Shares. A member of APW OpCo may redeem the Class B Common Units for cash or Class A Shares, at the option of the Company, subject to certain terms and conditions, including the surrender (for no consideration) by the redeeming holder of the Class B Shares held in tandem with the Class B Common Units being redeemed.

*Series A Rollover Profits Units*

The Series A Rollover Profits Units serve to provide anti-dilution protection to Class B Common Units from dividends issued to holders of Series A Founder Preferred Stock. Concurrently with any dividend to holders of Series A Founder Preferred Stock, APW OpCo is required to distribute to holders of Series A Rollover Profits Units corresponding distributions, which shall be made in either cash or Class B Common Units to the same extent as the distribution was made to the holders of the Series A Founder Preferred Stock. The Series A Rollover Profits Units are forfeited, subject to certain exceptions and limitations, upon the earlier of (i) the date of the conversion of all of the Series A Founder Preferred Stock into Class A Shares, and (ii) the date on which there are no Series A Founder Preferred Stock outstanding. The Company's payment of the stock dividend on the Series A Founder Preferred Stock in February 2021 resulted in a rollover distribution of 197,739 Class B Common Units to the holders of the Series A Rollover Profits Units.

*Series B Rollover Profits Units*

Series B Rollover Profits Units became equitized when such holders' capital accounts maintained for federal income tax purposes exceeded a predetermined threshold. Once equitized, a Series B Rollover Profits Unit is treated for all purposes as one Class B Common Unit, subject to meeting vesting conditions.

## 12. Share-Based Compensation

The Company's 2020 Equity Incentive Plan (the "Equity Plan") is administered by the Compensation Committee of the Board (the "Compensation Committee"). Awards granted under the Equity Plan as noted herein are subject to ASC 718. Under the Equity Plan, the Compensation Committee is authorized to grant stock options, stock appreciation rights, restricted stock, stock units, other equity-based awards and cash incentive awards. Awards may be subject to a combination of time and performance-based vesting conditions, as may be determined by the Compensation Committee. Except for certain limited situations, all awards granted under the Equity Plan are subject to a minimum vesting period of one year.

Subject to adjustment, the maximum number of shares of Company stock (either Class A Common Stock, Class B Common Stock, or Series B Founder Preferred Stock) that may be issued or paid under or with respect to all awards granted under the Equity Plan is 13,500,000, in the aggregate. Generally, awards will deliver Class A Shares, Class B Shares or Series B Founder Preferred Stock. Each Class B Share available under the Equity Plan may be granted only in tandem with units designated as "Series A LTIP Units" pursuant to the APW OpCo LLC Agreement or upon conversion of the Series B Founder Preferred Stock, and each share of Series B Founder Preferred Stock available under the Equity Plan may be granted only in tandem with units designated as "Series B LTIP Units" pursuant to the APW OpCo LLC Agreement. As of September 30, 2021, there were approximately 2,893,146 share-based awards collectively available for grant under the Equity Plan.

The Equity Plan will remain in effect until February 10, 2030, unless terminated earlier by the Board, and is subject to amendments as the Compensation Committee considers appropriate, subject to the consent of participants if such changes adversely affect the participant's outstanding rights. Shareholder approval is required to increase the permitted dilution limits and change eligibility requirements.

***Long-Term Incentive Plan***

On February 10, 2020, the Company granted each executive officer of the Company an initial award (each, an "Initial Award") of Series A LTIP Units and/or Series B LTIP Units (the "LTIP Units") and, in tandem with LTIP Units, an equal number of Class B Shares and/or shares of Series B Founder Preferred Stock (collectively, the "Tandem Shares"), subject to the terms and conditions of the Equity Plan.

The Initial Awards consisted of (i) 3,376,076 time-vesting Series A LTIP Units that either vest over a three-year or five-year service period following the grant date, (ii) 2,023,924 performance-based Series A LTIP Units that are subject to both time and performance vesting conditions, the latter condition based on the attainment of certain common share price hurdles over seven years, and (iii) 1,386,033 Series B LTIP Units that contain only a performance-based vesting condition based on the attainment of certain common share price hurdles over nine years. The Tandem Shares are subject to the same vesting and forfeiture condition as the related LTIP Units.

A summary of the changes in the LTIP Units for the three months ended September 30, 2021 is presented below:

| | Series A LTIP Units | Series B LTIP Units |
|---|---|---|
| Outstanding at December 31, 2020 | 5,400,000 | 1,386,033 |
| Granted | — | — |
| Exercised | (15,000) | — |
| Outstanding at September 30, 2021 | 5,385,000 | 1,386,033 |
| Exercisable at September 30, 2021 | 840,504 | 372,358 |

The fair value of each LTIP Unit was measured as of its grant date using a Monte Carlo method which took into consideration different stock price paths. The weighted-average grant date fair values for each LTIP unit and the assumptions used in the determinations thereof were as follows:

| | Series A LTIP Units | Series B LTIP Units |
|---|---|---|
| Weighted-average grant date fair value | $ 8.32 | $ 6.17 |
| Expected term | 7.9 years | 9.9 years |
| Expected volatility | 18.4% | 19.7% |
| Risk-free interest rate | 1.5% | 1.6% |

For the three and nine months ended September 30, 2021, for the three months ended September 30, 2020, and for the period from February 10 to September 30, 2020 (Successor), the Company recognized share-based compensation expense of $3,313, $9,939, $3,313 and $8,090, respectively, for LTIP Units. As of September 30, 2021, there was $32,147 of total unrecognized compensation cost related to the LTIP Units granted, which is expected to be recognized over a weighted-average period of 2.9 years.

***Restricted Stock***

The Equity Plan permits the Compensation Committee to grant restricted stock awards to eligible recipients as detailed in the Equity Plan. Restricted stock awards are subject to the conditions in the Equity Plan as well as an individual award agreement further detailing the conditions of each award.

Restricted stock awards granted under the Equity Plan generally are non-transferable until vesting of each award is complete. Each restricted stock award granted under the Equity Plan grants the recipient one Class A Share at no cost to the recipient, subject to the terms and conditions of the Equity Plan and associated award agreement. Generally, vesting of restricted stock awards granted under the Equity Plan is contingent upon the recipient’s completion of service, which ranges from one to five years beginning on the grant date.

A summary of the changes in the Company’s nonvested restricted stock awards for the nine months ended September 30, 2021 is presented below:

| | Shares | Weighted-Average Grant-Date Fair Value |
|---|---|---|
| Nonvested at December 31, 2020 | 261,429 | $ 8.92 |
| Granted | 48,492 | $ 13.92 |
| Vested | (214,629) | $ (9.16) |
| Forfeited | — | — |
| Nonvested at September 30, 2021 | 95,292 | $ 10.93 |

For the three and nine months ended September 30, 2021, for the three months ended September 30, 2020, and for the period from February 10 to September 30, 2020 (Successor), the Company recognized share-based compensation expense of $198, $890, $560 and $965, respectively, for restricted stock awards. As of September 30, 2021, there was $541 of total unrecognized compensation cost related to restricted stock awards granted as of September 30, 2021. The total cost is expected to be recognized over a weighted-average period of 1.7 years.

***Stock Options***

In November 2017, Landscape issued its non-founder directors 125,000 stock options, which have an exercise price of $11.50 per share and expire on the fifth anniversary following the APW Acquisition. The fair value of each stock option was estimated at $2.90 on the grant date using the Black-Scholes option pricing model, which used the following assumptions: expected term – 5 years; expected volatility – 34.8%; and risk-free interest rate – 2.1%. As vesting was contingent upon the consummation of an acquisition transaction, the fair value of the awards, totaling $363, was recognized in share-based compensation expense in the Successor's condensed consolidated statement of operations and as an increase of additional paid-in capital upon consummation of the APW Acquisition.

During the nine months ended September 30, 2021, 904,000 stock options were granted to employees of the Company at a weighted-average exercise price of $14.49 per share. Expiring on the tenth anniversary following the grant date, each employee option award vests upon the completion of five years of service. The weighted-average fair value of the stock options granted was $4.14 on the grant date using the Black-Scholes option pricing model, which used the following weighted-average assumptions: expected term – 6.5 years; expected volatility – 26.2%; and risk-free interest rate – 1.0%.

For the three and nine months ended September 30, 2021, for the three months ended September 30, 2020 and for the period from February 10 to September 30, 2020 (Successor), the Company recognized share-based compensation expense of $367, $994, $198 and $268, respectively, for stock options granted to employees. As of September 30, 2021, there was $6,387 of total unrecognized compensation cost, which is expected to be recognized over a weighted-average period of 4.1 years.

The following table summarizes the changes in the number of common shares underlying options for the nine months ended September 30, 2021:

| | Shares | Weighted-Average Exercise Price |
|---|---|---|
| Outstanding at December 31, 2020 | 2,813,000 | $ 7.84 |
| Granted | 904,000 | $ 14.49 |
| Exercised | (17,200) | $ 7.63 |
| Forfeited | (81,100) | $ 8.76 |
| Outstanding at September 30, 2021 | 3,618,700 | $ 9.49 |
| Exercisable at September 30, 2021 | 625,400 | $ 8.41 |

## 13. Basic and Diluted Income (Loss) per Common Share

The following table sets forth the computation of basic and diluted net loss per common share using the two-class method:

| | Successor | | | |
|---|---|---|---|---|
| | Three months ended September 30, 2021 | Nine months ended September 30, 2021 | Three months ended September 30, 2020 | Period from February 10, 2020 to September 30, 2020 |
| Numerator: | | | | |
| Net loss attributable to stockholders | $ (8,457) | $ (50,558) | $ (38,519) | $ (142,377) |
| Stock dividend payment to holders of Series A Founder Preferred Stock | — | (31,391) | — | — |
| Net loss attributable to common stockholders | $ (8,457) | $ (81,949) | $ (38,519) | $ (142,377) |
| Denominator: | | | | |
| Weighted average common shares outstanding - basic and diluted | 75,595,090 | 67,992,054 | 58,425,000 | 58,425,000 |
| | | | | |
| **Basic and diluted loss per common share** | $ (0.11) | $ (1.21) | $ (0.66) | $ (2.44) |

The following potentially dilutive securities have been excluded from the computation of diluted weighted average shares outstanding as they would be anti-dilutive:

| | Successor | | | |
|---|---|---|---|---|
| | Three months ended September 30, 2021 | Nine months ended September 30, 2021 | Three months ended September 30, 2020 | Period from February 10, 2020 to September 30, 2020 |
| Shares of Series A Founder Preferred Stock | 1,600,000 | 1,600,000 | 1,600,000 | 1,600,000 |
| Warrants | 16,670,221 | 16,670,221 | 16,675,000 | 16,675,000 |
| Stock options | 3,618,700 | 3,618,700 | 2,752,000 | 2,752,000 |
| Restricted stock | 95,292 | 95,292 | 257,579 | 257,579 |
| LTIP Units | 6,771,033 | 6,771,033 | 6,786,033 | 6,786,033 |
| Convertible notes | 11,693,192 | 11,693,192 | — | — |

## 14. Commitments and Contingencies

The Company periodically becomes involved in various claims, lawsuits and proceedings that are incidental to its business. In the opinion of management, after consultation with counsel, the ultimate disposition of these matters, both asserted and unasserted, will not have a material adverse impact on the Company's condensed consolidated financial position, results of operations or liquidity.

## 15. COVID-19 Pandemic

The outbreak of COVID-19 has spread to many countries throughout the world, including each of the jurisdictions in which the Company operates, has had a negative impact on economic conditions globally and there are concerns for a prolonged deterioration of global financial conditions. Beginning in March 2020, the Company took measures to mitigate the broader public health risks associated with COVID-19 to its business and employees, including through office closures and self-isolation of employees where possible in line with the recommendations of relevant health authorities; however, the full extent of the COVID-19 outbreak and the adverse impact this may have on the Company's workforce and operations is unknown. In addition, as a result of the COVID-19 outbreak, there have been and may continue to be short-term impacts on the Company's ability to acquire new rental streams. For example, leasing transactions in certain civil law jurisdictions, such as Brazil, Chile and Colombia, often require the notarization of legal documents in person as part of the closing procedure. Government-imposed restrictions on the opening of offices and/or self-isolation measures, particularly in Latin American countries, have had and may continue to have an adverse impact on the availability of notaries or other legal service providers from time to time. Accordingly, there can be no assurances that there will not be a material adverse effect on the Company's results of operations and financial condition.

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

*The following management's discussion and analysis of financial condition and results of operations describes the principal factors affecting the results of our operations, financial condition, and changes in financial condition for the three and nine months ended September 30, 2021. This discussion should be read in conjunction with the accompanying Unaudited Condensed Consolidated Financial Statements, and the notes thereto set forth in Part I, Item 1 of this Quarterly Report on Form 10-Q (this "Quarterly Report") and our Annual Report on Form 10-K for the year ended December 31, 2020, filed with the Securities and Exchange Commission (the "SEC") on March 30, 2021 (the "Annual Report").*

### Overview

We are a holding company with no material assets other than our limited liability company interests in APW OpCo LLC ("APW OpCo"), the indirect parent of AP WIP Investments, LLC ("AP WIP Investments") and its consolidated subsidiaries (the "APW Group"). We were incorporated as Landscape Acquisition Holdings Limited ("Landscape") under the laws of the British Virgin Islands on November 1, 2017 and were formed to undertake an acquisition of a target company or business. On November 20, 2017, Landscape raised approximately $500 million before expenses and its ordinary shares ("Ordinary Shares") and warrants ("Warrants") were listed on the London Stock Exchange ("LSE").

On February 10, 2020 (the "Closing Date"), Landscape completed the acquisition of AP WIP Investments Holdings, LP ("AP Wireless"), the direct parent of AP WIP Investments, from Associated Partners, L.P. ("Associated Partners"), pursuant to a merger agreement entered into on November 19, 2019. Effective as of the Closing Date, we changed our name to Digital Landscape Group, Inc. The acquisition, together with the other transactions contemplated by the merger agreement, are referred to as the "APW Acquisition." Except as the context otherwise requires, for all dates and periods ending on or before the Closing Date, the historical financial results discussed below with respect to such periods reflect the results of the APW Group, which is considered to be our predecessor for financial reporting purposes ("Predecessor"). We did not own the APW Group during any such periods, and such historical financial results may not be indicative of the results we would expect to recognize for periods after the Closing Date, or that we would have recognized had we owned the APW Group during such periods.

Upon completion of the APW Acquisition on the Closing Date, we acquired a 91.8% interest in APW OpCo, the parent of AP Wireless and the indirect parent of the APW Group, through a merger of one of Landscape's subsidiaries with and into APW OpCo, with APW OpCo surviving such merger as a majority owned subsidiary of ours. Following the APW Acquisition, we owned 91.8% of APW OpCo, with certain Radius executive officers and former partners of Associated Partners who were members of APW OpCo immediately prior to the Closing Date and who elected to roll over their investment in APW OpCo in connection with the APW Acquisition (collectively, the "Continuing OpCo Members") owning the remaining 8.2% interest in APW OpCo. As a result, the AP Wireless business was and continues to be 100% owned by Radius and the Continuing OpCo Members. Certain securities of APW OpCo issued and outstanding upon completion of the APW Acquisition are subject to time and performance vesting conditions. In addition, all securities of APW OpCo held by persons other than the Company are exchangeable for shares ("Class A Shares") of our Class A common stock, par value $0.0001 per share ("Class A Common Stock"). If all APW OpCo securities have vested and no securities have been exchanged for Class A Common Stock, we will own approximately 85.6% of APW OpCo as of September 30, 2021.

On October 2, 2020, we effected a discontinuance under Section 184 of the BVI Business Companies Act, 2004, as amended, and a domestication under Section 388 of the General Corporation Law of the State of Delaware, pursuant to which our jurisdiction of incorporation was changed from the British Virgin Islands to the State of Delaware (the "Domestication"). Effective upon the Domestication, we were renamed "Radius Global Infrastructure, Inc."

On October 2, 2020, in connection with the Domestication, we delisted the Ordinary Shares and Warrants from trading on the LSE and on October 5, 2020, our Class A Common Stock began trading on the Nasdaq Global Market under the symbol "RADI".

Except as the context otherwise requires, references in the following discussion to the "Company", "Radius", "we", "our" or "us" with respect to periods prior to the Closing Date are to our Predecessor and its operations prior to the Closing Date; such references with respect to periods after the Closing Date are to our successor, Radius and its subsidiaries (including the APW Group) ("Successor"), and their operations after the Closing Date. AP Wireless and its subsidiaries (including AP WIP Investments) continue to exist as separate subsidiaries of Radius and those entities are separately financed, with each having debt obligations that are not obligations of Radius. For a discussion of our material debt obligations, see "—Contractual Obligations and Material Cash Requirements" below.

**The APW Group**

The APW Group is one of the largest international aggregators of rental streams underlying wireless and other digital infrastructure sites through the acquisition of telecom real property interests and contractual rights. The APW Group typically purchases, primarily for a lump sum, the right to receive future rental payments generated pursuant to an existing lease (and any subsequent lease or extension or amendment thereof) between a property owner and an owner of a wireless tower or antennae or other digital infrastructure (each such lease, a "Tenant Lease"). Typically, the APW Group acquires the rental stream by way of a purchase of a real property interest in the land underlying the wireless tower or antennae or other digital infrastructure, most commonly easements, usufructs, leasehold and sub-leasehold interests, or fee simple interests, each of which provides the APW Group the right to receive the rents from the Tenant Lease. In addition, the APW Group purchases contractual interests, such as an assignment of rents, either in conjunction with the property interest or as a stand-alone right. As of September 30, 2021 and December 31, 2020, we had interests, respectively, in 7,970 and 7,189 leases that generate rents for us. These leases related to properties that were situated, respectively, on 6,029 and 5,427 different communications sites, throughout the United States and 20 other countries. Revenue was $74.6 million for the nine months ended September 30, 2021 and $62.9 million and $6.8 million for the Successor period from February 10 to December 31, 2020 and the Predecessor period from January 1 to February 9, 2020, respectively. As of September 30, 2021 and December 31, 2020, annualized in-place rents were approximately $110.4 million and $84.1 million, respectively. For a definition of annualized in-place rents and a comparison to revenue, the most directly comparable financial measure recorded in accordance with generally accepted accounting principles in the U.S. ("GAAP"), see "—Non-GAAP Financial Measures" below.

The APW Group's primary objectives are continuously to acquire, aggregate and hold underlying real property interests and revenue streams critical for wireless and other digital communications. The APW Group purchases the right to receive future rental payments generated pursuant to an existing Tenant Lease between a property owner and an owner of a wireless tower or antennae, or other digital infrastructure assets either through an up-front payment or on an installment basis from landowners who have leased their property to companies that own telecommunications infrastructure assets. The real property interests (other than fee simple interests which are perpetual) typically have stated terms of 30 to 99 years, although some are shorter, and provide the APW Group with the right to receive the future income from the future Tenant Lease rental payments over a specified duration. In most cases, the stated term of the real property interest is longer than the remaining term of the Tenant Lease, which provides the APW Group with the right and opportunity for renewals and extensions. In addition to real property rights, the APW Group acquires contractual rights by way of an assignment of rents. The rent assignment is a contractual obligation pursuant to which the property owner assigns to the APW Group its right to receive all communications rents relating to the property, including rents arising under the Tenant Lease. A rent assignment relates only to an existing Tenant Lease and therefore would not provide the APW Group the ability automatically to benefit from lease renewals beyond those provided for in the existing Tenant Lease. However, in these cases, the APW Group either limits the purchase price of the asset to the term of the current Tenant Lease or obtains the ability to negotiate future leases and a contractual obligation from the property owner to assign rental streams from future Tenant Lease renewals.

The APW Group's primary long-term objective is to continue to grow its business organically, through annual rent escalators, the addition of new tenants and/or lease modifications, and acquisitively, as it has done in recent years, and fully take advantage of the established asset management platform it has created.

**Impact of the COVID-19 Global Pandemic**

The outbreak of COVID-19 and the response thereto has had an impact in each of the jurisdictions in which we operate and has had a negative impact on economic conditions globally. We continue to monitor developments related to the pandemic, and our decisions will continue to be driven by the health and well-being of our employees, business partners and communities. Our offices globally were largely shut down beginning in the middle of March 2020, although in all cases our operations have continued with employees working remotely from their homes. In addition, as a result of the COVID-19 outbreak, there have been and may continue to be short-term impacts on our ability to acquire new rental streams. Government-imposed restrictions on the opening of offices and/or self-isolation measures, particularly in Latin American countries, have had and may continue to have an adverse impact on the availability of notaries or other legal service providers from time to time. Further, global macro-economic conditions resulted in declines in foreign currency exchange rates and heightened volatility in foreign currency exchange rates across multiple currencies.

Our revenue and results of operations more generally have not been significantly impacted by the COVID-19 pandemic. To date, COVID-19 has had a limited impact on our underlying assets and revenue streams. We attribute this in part to the gaining importance of telecom and digital infrastructure usage while stay at home orders have been in place. We also experienced no material interruption in rent payment and collections and no material changes in the rate of lease terminations or non-renewals as a result of the effects of COVID-19 on our tenants and business partners. In addition, we believe the fact that substantially all of our essential cash functions are processed electronically has helped to minimize the incidence of operational disruptions due to lock-downs. However, there can be no assurance that we will not experience disruptions or negative impacts to our revenues and results of operations as the pandemic continues.

We believe we have sufficient liquidity to operate our business and that we have the ability to continue investing in our business and acquiring assets during the current phase of the pandemic. As of September 30, 2021, we had $414.9 million in total cash and cash equivalents and restricted cash.

Nevertheless, the extent to which COVID-19 will ultimately impact our results of operations and financial condition as well as the financial condition of our tenants will depend on numerous evolving factors that we cannot predict, including the duration and scope of the pandemic; governmental, business and individuals' actions that have been and continue to be taken in response to the outbreak; the availability, distribution, acceptance and efficacy of vaccines; new or mutated strains of COVID-19 (such as the delta variant) or a similar virus (including vaccine-resistant strains); the impact of the outbreak on global economic activity and financial markets, including the possibility of a continued global economic downturn and volatility in the global capital markets which, among other things, may increase the cost of capital and adversely impact our access to capital. These impacts, individually or collectively, could have a material adverse impact on our results of operations and financial condition as the pandemic continues.

**Basis of Presentation**

As a result of the APW Acquisition, for accounting purposes, Radius was the acquirer and the APW Group was the acquiree and, effective as of the Closing Date, the accounting Predecessor to Radius, as Radius had no operations prior to the APW Acquisition. Accordingly, the financial statement presentation set forth herein includes the financial statements of the APW Group as "Predecessor" for periods prior to the Closing Date and Radius as "Successor" for periods on and after the Closing Date, including the consolidation of the APW Group. The APW Acquisition was accounted for as a business combination under the scope of the Financial Accounting Standards Board's Accounting Standards Codification Topic 805, *Business Combinations*.

Except as the context otherwise requires, for all dates and periods ending on or before the Closing Date, the historical financial results discussed below with respect to such periods reflect the results of our Predecessor, the APW Group. We did not own the APW Group during any such periods, and such historical financial results may not be indicative of the results we would expect to recognize for periods after the Closing Date, or that we would have recognized had we owned the APW Group during such periods. For the Successor period from February 10, 2020 through September 30, 2020 and all subsequent periods, Radius consolidated the financial position and results of operations of AP WIP Investments and its subsidiaries.

**Key Factors Affecting Financial Condition and Results of Operations**

We operate in a complex environment with several factors affecting our operations in addition to those described above. The following discussion describes key factors and events that may affect our financial condition and results of operations.

***Foreign Currency Translation***

Our business operates in eleven different functional currencies. Our reporting currency is the U.S. dollar. Our results are affected by fluctuations in currency exchange rates that give rise to translational exchange rate risks. The extent of such fluctuations is determined in part by global economic conditions and macro-economic trends.

Movement in exchange rates have a direct impact on our reported revenues. Generally, the impact on operating income or loss associated with exchange rate changes on reported revenues is partially offset from exchange rate impacts on operating expenses denominated in the same functional currencies.

Additionally, we have debt facilities denominated in Euro and Pound Sterling. Movement to the exchange rates for the Euro and Pound Sterling will impact the amount of our reported interest expense.

***Interest Rate Fluctuations***

Changes in global interest rates may have an impact on the acquisition price of real property interests. Changes to the acquisition price can impact our ability to deploy capital at company targeted returns. Historically, we have limited interest rate risk on debt instruments through long term debt with fixed interest rates.

*Competition*

We face varying levels of competition in the acquisition of assets in each operating country. Some competitors are larger and include public companies with greater access to capital and scale of operations than we do. Competition can drive up the acquisition price of real property interests, which would have an impact on the amount of revenue acquired on an annual basis.

*Network Consolidation*

Virtually all cell site Tenant Leases associated with our acquired assets permit the tenant to cancel the lease at any time with limited prior notices. Generally, such lease terminations are permitted with only 30 to 180 days' notice from the tenant. The risk of termination is greater upon a network consolidation and merger between two wireless carriers.

**Key Statement of Operations Items**

*Revenue*

We generate revenue by acquiring the right to receive future rental payments at operating wireless and other digital infrastructure communications sites generated pursuant to existing Tenant Leases between a property owner and companies that own and operate cellular communication towers and other telecommunications infrastructure. Revenue is generated on in-place existing Tenant Leases, amendments and extensions on in-place existing Tenant Leases, and additional Tenant Leases at the operating wireless communications site.

Revenue is recorded as earned over the period in which the lessee is given control over the use of the communication site and recorded over the term of the lease, not including renewal terms, since the lease arrangements typically are cancellable by both parties. Rent received in advance is recorded when we receive advance rental payments from the in-place tenants. Contractually owed lease prepayments are typically paid one month to one year in advance.

*Selling, general and administrative expense*

Selling, general and administrative expense predominantly relates to activities associated with the acquisition of wireless communications assets and consists primarily of sales and related compensation expense, marketing expense, data accumulation cost, underwriting costs, legal and professional fees, travel and facilities costs.

*Share-based compensation expense*

Share-based compensation expense is recorded for equity awards granted to employees and nonemployees over the requisite service period associated with the award, based on the grant-date fair value of the award.

*Realized and unrealized gain (loss) on foreign currency debt*

Our debt facilities are denominated in Euros, Pound Sterling and U.S. dollars, with U.S. dollars being our functional currency. The borrowings under the Facility Agreement (as defined in Note 9 to the condensed consolidated financial statements) are denominated in Euros and Pound Sterling and the borrowings under the Subscription Agreement (as defined in Note 9 to the condensed consolidated financial statements) are denominated in Euros. The obligation balances of both agreements are translated to U.S. dollars in the balance sheet date and any resulting translation adjustments are reported in our statement of operations as a gain (loss) on foreign currency debt.

*Interest expense, net*

Interest expense primarily includes interest due under our debt agreements and amortization of deferred financing costs and debt discounts, net of interest earned on invested cash.

**Key Performance Indicators**

*Leases*

Leases is an operating metric that represents each lease we acquire. Each site purchased by us consists of at least one revenue producing lease stream, and many of these sites contain multiple lease streams. We had 7,970 and 7,189 leases as of September 30, 2021 and December 31, 2020, respectively.

### *Sites*

Sites is an operating metric that represents each individual physical location where we have acquired a real property interest or a contractual right that generates revenue. We had 6,029 and 5,427 sites as of September 30, 2021 and December 31, 2020, respectively.

### Non-GAAP Financial Measures

We identify certain additional financial measures not defined by GAAP that provide supplemental information we believe is useful to analysts and investors to evaluate our financial performance and ongoing results of operations, when considered alongside other GAAP measures such as net income, operating income, gross profit and net cash provided by operating activities. These non-GAAP measures exclude the financial impact of items management does not consider in assessing our ongoing operating performance, and thereby facilitate review of our operating performance on a period-to-period basis.

### *EBITDA and Adjusted EBITDA*

EBITDA and Adjusted EBITDA are non-GAAP measures. EBITDA is defined as net income (loss) before net interest expense, income tax expense, and depreciation and amortization. Adjusted EBITDA is calculated by taking EBITDA and further adjusting for non-cash impairment—decommissions expense, realized and unrealized gains and losses on foreign currency debt, realized and unrealized foreign exchange gains/losses associated with non-debt transactions and balances denominated in a currency other than the functional currency, share-based compensation expense, nonrecurring expenses incurred in connection with the Domestication, transaction-related costs recorded in selling, general and administrative expenses incurred for incremental business acquisition pursuit (successful and unsuccessful) and related financing and integration activities, and nonrecurring severance costs included in selling, general and administrative expenses. Management believes the presentation of EBITDA and Adjusted EBITDA provides valuable additional information for users of the financial statements in assessing our financial condition and results of operations. Each of EBITDA and Adjusted EBITDA has important limitations as analytical tools because they exclude some, but not all, items that affect net income, therefore the calculation of these financial measures may be different from the calculations used by other companies and comparability may therefore be limited. You should not consider EBITDA, Adjusted EBITDA or any of our other non-GAAP financial measures as an alternative or substitute for our results.

The following are reconciliations of EBITDA and Adjusted EBITDA to net income (loss), the most comparable GAAP measure:

| | Successor | | | | Predecessor |
|---|---|---|---|---|---|
| (in thousands) | Three months ended September 30, 2021 | Nine months ended September 30, 2021 | Three months ended September 30, 2020 | Period from February 10, 2020 to September 30, 2020 | Period from January 1, 2020 to February 9, 2020 |
| **(unaudited)** | | | | | |
| Net income (loss) | $ (8,909) | $ (54,431) | $ (41,892) | $ (148,724) | $ 6,177 |
| Amortization and depreciation | 16,828 | 46,483 | 11,683 | 30,512 | 2,584 |
| Interest expense, net | 12,330 | 33,584 | 7,499 | 16,821 | 3,623 |
| Income tax expense (benefit) | (92) | 5,330 | 3,455 | 4,884 | 767 |
| EBITDA | 20,157 | 30,966 | (19,255) | (96,507) | 13,151 |
| Impairment—decommissions | 386 | 2,780 | 1,462 | 2,059 | 530 |
| Realized and unrealized loss (gain) on foreign currency debt | (16,540) | (27,485) | 18,138 | 17,408 | (11,500) |
| Share-based compensation expense | 3,878 | 11,823 | 4,072 | 79,173 | — |
| Realized and unrealized foreign currency loss (gain) - other | 403 | 2,406 | (140) | 750 | 523 |
| Nonrecurring Domestication and public company registration expenses | — | — | 2,737 | 7,848 | — |
| Transaction-related costs | 112 | 1,836 | — | — | — |
| Adjusted EBITDA | $ 8,396 | $ 22,326 | $ 7,014 | $ 10,731 | $ 2,704 |

### *Acquisition Capex*

Acquisition Capex is a non-GAAP financial measure. Our payments for acquisitions of real property interests consist of either a one-time payment upon the acquisition or up-front payments with contractually committed payments made over a period of time, pursuant to each real property interest agreement. In all cases, we contractually acquire all rights associated with the underlying revenue-producing assets upon entering into the agreement to purchase the real property interest and records the related assets in the period of acquisition. Acquisition Capex therefore represents the total cash spent and committed to be spent for the acquisitions of revenue-producing assets during the period measured. Management believes the presentation of Acquisition Capex provides valuable additional information for users of the financial statements in assessing our financial performance and growth, as it is a comprehensive measure of our investments in the revenue-producing assets that we acquire in a given period. Acquisition Capex has important limitations as an analytical tool, because it excludes certain fixed and variable costs related to our selling, marketing and underwriting activities included in selling, general and administrative expenses in the condensed consolidated statements of operations, including corporate overhead expenses. Further, this financial measure may be different from calculations used by other companies and comparability may therefore be limited. You should not consider Acquisition Capex or any of the other non-GAAP measures we utilize as an alternative or substitute for our results.

The following is a reconciliation of Acquisition Capex to the amounts included as an investing cash flow in the condensed consolidated statements of cash flows for investments in real property interests and related intangible assets, the most comparable GAAP measure, which generally represents up-front payments made in connection the acquisition of these assets during the period. The primary adjustment to the comparable GAAP measure is "committed contractual payments for investments in real property interests and intangible assets", which represents the total amount of future payments that we were contractually committed to make in connection with our acquisitions of real property interests and intangible assets that occurred during the period. Additionally, foreign exchange translation adjustments impact the determination of Acquisition Capex.

| | Successor | | Predecessor |
|---|---|---|---|
| **(in thousands)** | **Nine months ended September 30, 2021** | **Period from February 10, 2020 to September 30, 2020** | **Period from January 1, 2020 to February 9, 2020** |
| **(unaudited)** | | | |
| Investments in real property interests and related intangible assets | $ 354,008 | $ 72,823 | $ 5,064 |
| Committed contractual payments for investments in real property interests and intangible assets | 15,602 | 21,950 | 1,533 |
| Foreign exchange translation impacts and other | (9,952) | 1,220 | (262) |
| Acquisition Capex | $ 359,658 | $ 95,993 | $ 6,335 |

***Annualized In-Place Rents***

Annualized in-place rents is a non-GAAP measure that measures performance based on annualized contractual revenue from the rents expected to be collected on leases owned and acquired ("in place") as of the measurement date. Annualized in-place rents is calculated using the implied monthly revenue from all revenue producing leases that are in place as of the measurement date multiplied by twelve. Implied monthly revenue for each lease is calculated based on the most recent rental payment under such lease. Management believes the presentation of annualized in-place rents provides valuable additional information for users of the financial statements in assessing our financial performance and growth. In particular, management believes the presentation of annualized in-place rents provides a measurement at the applicable point of time as opposed to revenue, which is recorded in the applicable period on revenue-producing assets in place as they are acquired. Annualized in-place rents has important limitations as an analytical tool because it is calculated at a particular moment in time, the measurement date, but implies an annualized amount of contractual revenue. As a result, following the measurement date, among other things, the underlying leases used in calculating the annualized in-place rents financial measure may be terminated, new leases may be acquired, or the contractual rents payable under such leases may not be collected. In these respects, among others, annualized in-place rents differs from "revenue", which is the closest comparable GAAP measure and which represents all revenues (contractual or otherwise) earned over the applicable period. Revenue is recorded as earned over the period in which the lessee is given control over the use of the wireless communication sites and recorded over the term of the lease. You should not consider annualized in-place rents or any of the other non-GAAP measures we utilize as an alternative or substitute for our results. The following is a comparison of annualized in-place rents to revenue, the most comparable GAAP measure:

| (in thousands) | Successor<br>Nine months ended September 30, 2021 | Successor<br>Period from February 10, 2020 to December 31, 2020 | Predecessor<br>Period from January 1, 2020 to February 9, 2020 |
|---|---|---|---|
| Revenue for year ended December 31 | | $ 62,923 | $ 6,836 |
| Annualized in-place rents as of December 31 | | $ 84,071 | |
| Annualized in-place rents as of September 30 | $ 110,353 | | |

***Comparison of the results of operations for the three months ended September 30, 2021 and September 30, 2020***

Our selected financial information for the three months ended September 30, 2021 and 2020 set out below has been extracted without material adjustment from the unaudited condensed consolidated financial information of the Company included elsewhere in this Quarterly Report.

| (in thousands) | Successor<br>Three months ended September 30, 2021 | Successor<br>Three months ended September 30, 2020 |
|---|---|---|
| **Condensed Consolidated Statements of Operations Data** | | |
| **Revenue** | $ 27,464 | $ 17,861 |
| Cost of service | 549 | 200 |
| **Gross profit** | 26,915 | 17,661 |
| Selling, general and administrative | 18,980 | 14,231 |
| Share-based compensation | 3,878 | 4,072 |
| Amortization and depreciation | 16,828 | 11,683 |
| Impairment—decommissions | 386 | 1,462 |
| **Operating loss** | (13,157) | (13,787) |
| Realized and unrealized gain (loss) on foreign currency debt | 16,540 | (18,138) |
| Interest expense, net | (12,330) | (7,499) |
| Other income (expense), net | (54) | 987 |
| **Loss before income taxes** | (9,001) | (38,437) |
| Income tax expense (benefit) | (92) | 3,455 |
| **Net loss** | $ (8,909) | $ (41,892) |

*Revenue*

Revenue was $27.5 million for the three months ended September 30, 2021, compared to $17.9 million for the three months ended September 30, 2020. The increase in revenue was primarily attributable to the additional revenue streams from investments in real property interests, as incremental revenue of $8.4 million was generated in the three months ended September 30, 2021 from Acquisition Capex incurred during the twelve-month period subsequent to September 30, 2020. The remaining $1.2 million increase was due primarily to favorable foreign exchange rate effects on revenue and impacts of rent escalations in our Tenant Leases.

*Cost of service*

Cost of service was $0.5 million for the three months ended September 30, 2021, compared to $0.2 million for the three months ended September 30, 2020. The increase in cost of service was driven primarily by recurring expenses associated with fee simple interests acquired during the twelve-month period subsequent to September 30, 2020.

*Selling, general and administrative expense*

Selling, general and administrative expense was $19.0 million for the three months ended September 30, 2021, compared to $14.2 million for the three months ended September 30, 2020. General and administrative expenses associated with servicing our real property interest assets was $2.2 million and $1.5 million for the three months ended September 30, 2021 and 2020, respectively. Included in selling, general and administrative expense in the three months ended September 30, 2020 were expenses for nonrecurring domestication and public company registration activities totaling $2.7 million. The remaining increase in selling, general and administrative expenses was primarily due to legal and professional fees and other expenses primarily associated with enforcing and protecting our rights under our real property interest arrangements of approximately $2.9 million and expenses related to being a U.S. public company of approximately $1.6 million. The remainder of the increase in selling, general and administrative expenses was due primarily to higher compensation expenses associated with AP Wireless primarily as a result of an increase in headcount associated with the growth of our investments in real property interests.

*Share-based compensation*

Share-based compensation expense was $3.9 million for the three months ended September 30, 2021, compared to $4.1 million for the three months ended September 30, 2020. The decrease in share-based compensation expense was due primarily to fewer nonvested restricted stock awards in the three months ended September 30, 2021 as compared to the three months ended September 30, 2020.

*Amortization and depreciation*

Amortization and depreciation expense was $16.8 million for the three months ended September 30, 2021, compared to $11.7 million for the three months ended September 30, 2020. The increase was primarily due to amortization of the real property interests acquired during the twelve months subsequent to September 30, 2020.

*Impairment—decommissions*

Impairment-decommissions was $0.4 million for the three months ended September 30, 2021, compared to $1.5 million for the three months ended September 30, 2020. The decrease is due to a lower number of decommissioned sites in the three months ended September 30, 2021 as compared to the same period in 2020 and, to a lesser extent, tenant decommissions of wireless communications sites in 2020 including higher carrying amounts in the aggregate than those for sites decommissioned in the same period in 2021, as a result of the fair value adjustments made in the accounting for the APW Acquisition.

*Realized and unrealized gain (loss) on foreign currency debt*

Realized and unrealized gain (loss) on foreign currency debt was a gain of $16.5 million for the three months ended September 30, 2021, compared to a loss of $18.1 million in the three months ended September 30, 2020. In the three months ended September 30, 2021, the unrealized gain resulted from weakening of the Euro and Pound Sterling relative to the U.S. dollar, whereas both currencies increased relative to the U.S. dollar in the same period in 2020.

*Interest expense, net*

Interest expense, net was $12.3 million for the three months ended September 30, 2021, compared to $7.5 million for the three months ended September 30, 2020. The increase in interest expense, net was due primarily to additional interest expense incurred as a result of the additional borrowings and the related incremental deferred financing costs incurred during the twelve months subsequent to September 30, 2020.

*Other income (expense), net*

Other income (expense), net was expense of $0.1 million for the three months ended September 30, 2021, compared to income of $1.0 million in the three months ended September 30, 2020. The change in other income (expense), net was due primarily to lower income in the three months ended September 30, 2021 related to receipts from tenants of incremental lease charges owed for periods prior to our acquisitions of the related real property interests for which we are contractually entitled to recover, as compared to receipts recorded in other income (expense), net in the same period in 2020.

*Income tax expense (benefit)*

Income tax expense (benefit) was a benefit of $0.1 million for the three months ended September 30, 2021, compared to income tax expense of $3.5 million for the three months ended September 30, 2020. During the third quarter of 2020, an increase in the income tax rate in the United Kingdom resulted in the recognition of deferred income tax expense of $2.8 million.

***Comparison of the results of operations for the nine months ended September 30, 2021 and September 30, 2020***

Our selected financial information for the nine months ended September 30, 2021 and periods from and including February 10, 2020 to September 30, 2020 (Successor) and from and including January 1, 2020 to February 9, 2020 (Predecessor) set out below has been extracted without material adjustment from the unaudited condensed consolidated financial information included elsewhere in this Quarterly Report.

| | Successor | | Predecessor |
|---|---|---|---|
| (in thousands) | Nine months ended September 30, 2021 | Period from February 10, 2020 to September 30, 2020 | Period from January 1, 2020 to February 9, 2020 |
| **Condensed Consolidated Statements of Operations Data** | | | |
| **Revenue** | $ 74,609 | $ 42,797 | $ 6,836 |
| Cost of service | 1,357 | 375 | 34 |
| **Gross profit** | 73,252 | 42,422 | 6,802 |
| Selling, general and administrative | 53,235 | 42,915 | 4,344 |
| Share-based compensation | 11,823 | 79,173 | — |
| Amortization and depreciation | 46,483 | 30,512 | 2,584 |
| Impairment—decommissions | 2,780 | 2,059 | 530 |
| **Operating loss** | (41,069) | (112,237) | (656) |
| Realized and unrealized gain (loss) on foreign currency debt | 27,485 | (17,408) | 11,500 |
| Interest expense, net | (33,584) | (16,821) | (3,623) |
| Other income (expense), net | (1,933) | 1,362 | (277) |
| Gain on extinguishment of debt | — | 1,264 | — |
| **Income (loss) before income taxes** | (49,101) | (143,840) | 6,944 |
| Income tax expense | 5,330 | 4,884 | 767 |
| **Net income (loss)** | $ (54,431) | $ (148,724) | $ 6,177 |

*Revenue*

Revenue was $74.6 million for the nine months ended September 30, 2021, compared to $42.8 million and $6.8 million for the Successor period from February 10 to September 30, 2020 and the Predecessor period from January 1 to February 9, 2020, respectively. The increase in revenue was primarily attributable to the additional revenue streams from investments in real property interests, as incremental revenue of $19.3 million was generated in the nine months ended September 30, 2021 from Acquisition Capex incurred during the twelve-month period subsequent to September 30, 2020. The remaining $5.7 million increase was due primarily to favorable foreign exchange rate effects on revenue and, to a lesser extent, impacts of rent escalations in our Tenant Leases.

*Cost of service*

Cost of service was $1.4 million for the nine months ended September 30, 2021, compared to $0.4 million and $34 thousand for the Successor period from February 10 to September 30, 2020 and the Predecessor period from January 1 to February 9, 2020, respectively. The increase in cost of service was driven primarily by recurring expenses associated with fee simple interests acquired during the twelve-month period subsequent to September 30, 2020.

*Selling, general and administrative expense*

Selling, general and administrative expense was $53.2 million for the nine months ended September 30, 2021, compared to $42.9 million and $4.3 million for the Successor period from February 10 to September 30, 2020 and the Predecessor period from January 1 to February 9, 2020, respectively. General and administrative expenses associated with servicing our real property interest assets was $5.8 million for the nine months ended September 30, 2021, compared to $3.8 million and $0.6 million for the Successor period from February 10 to September 30, 2020 and the Predecessor period from January 1 to February 9, 2020, respectively. Selling, general and administrative expense for the Successor period from February 10 to September 30, 2020 included expenses for nonrecurring domestication and public company registration activities totaling $7.8 million, transfer taxes resulting from the APW Acquisition of $1.8 million and compensation expense recorded for one-time compensation payments for the benefit of certain AP Wireless employees totaling $3.2 million. Significant factors associated with the remaining increase in selling, general and administrative expenses were increases in transaction-related costs of $1.8 million, legal and professional fees and other expenses primarily associated with enforcing and protecting our rights under our real property interest arrangements of approximately $5.6 million, expenses related to being a U.S. public company of approximately $4.5 million and higher compensation expenses associated with AP Wireless of approximately $2.7 million primarily as a result of an increase in headcount associated with the growth of our investments in real property interests. The remainder of the increase in selling, general and administrative expenses was due to incremental expenses associated with increasing staff and other resources necessary for being a U.S. public company and the inclusion of compensation and facilities-related costs associated with the Radius management team and staff for a full nine months in the nine months ended September 30, 2021, whereas such costs included in the comparable 2020 period only were incurred for the period from February 10 to September 30, 2020.

*Share-based compensation*

Share-based compensation expense was $11.8 million for the nine months ended September 30, 2021, compared to $79.2 million for the Successor period from February 10 to September 30, 2020. Our February 2020 grant of awards of LTIP Units to each of our executive officers under the 2020 Equity Incentive Plan (the "Equity Plan") resulted in share-based compensation expense of $9.9 million and $8.1 million for the nine months ended September 30, 2021 and for the Successor period from February 10 to September 30, 2020, respectively. Share-based compensation expense recognized in the nine months ended September 30, 2021 and in the Successor period from February 10 to September 30, 2020 for the restricted stock and stock option awards was approximately $1.9 million and $1.2 million, respectively.

In the Successor period from February 10 to September 30, 2020, expense for two share-based compensation awards, totaling $69.9 million, was recognized upon the consummation of the APW Acquisition.

*Amortization and depreciation*

Amortization and depreciation expense was $46.5 million for the nine months ended September 30, 2021, compared to $30.5 million and $2.6 million for the Successor period from February 10 to September 30, 2020 and the Predecessor period from January 1 to February 9, 2020, respectively. The increase in amortization and depreciation was due primarily to amortization on the real property interests acquired during the twelve months subsequent to September 30, 2020.

*Impairment—decommissions*

Impairment-decommissions was $2.8 million for the nine months ended September 30, 2021, compared to $2.1 million and $0.5 million for the Successor period from February 10 to September 30, 2020 and the Predecessor period from January 1 to February 9, 2020, respectively. Tenant decommissions of wireless communications sites in 2021 included higher carrying amounts that in the aggregate were higher than those for sites decommissioned in the same period in 2020.

*Realized and unrealized gain (loss) on foreign currency debt*

Realized and unrealized gain (loss) on foreign currency debt was a gain of $27.5 million for the nine months ended September 30, 2021, compared to a loss of $17.4 million and a gain of $11.5 million for the Successor period from February 10 to September 30, 2020 and the Predecessor period from January 1 to February 9, 2020, respectively. In the nine months ended September 30, 2021, the unrealized gain resulted from Euro and Pound Sterling weakening relative to the U.S. dollar. In the period from February 10 to September 30, 2020, the Euro increased significantly relative to the U.S. dollar. In the Predecessor period from January 1 to February 9, 2020, the Pound Sterling decreased significantly relative to the U.S. dollar.

*Interest expense, net*

Interest expense, net was $33.6 million for the nine months ended September 30, 2021, compared to $16.8 million and $3.6 million for the Successor period from February 10 to September 30, 2020 and the Predecessor period from January 1 to February 9, 2020, respectively. The increase in interest expense, net was due primarily to additional interest expense incurred as a result of the additional borrowings and the related incremental deferred financing costs incurred during the twelve months subsequent to September 30, 2020.

*Other income (expense), net*

Other income (expense), net was expense of $1.9 million for the nine months ended September 30, 2021, compared to income of $1.4 million and expense of $0.3 million for the Successor period from February 10 to September 30, 2020 and the Predecessor period from January 1 to February 9, 2020, respectively. Foreign exchange losses recorded in other income (expense), net were $2.4 million for the nine months ended September 30, 2021, compared to losses of $0.8 million and $0.5 million for the Successor period from February 10 to September 30, 2020 and the Predecessor period from January 1 to February 9, 2020, respectively. The remaining change in other income (expense), net was due primarily to lower income in the nine months ended September 30, 2021 related to receipts from tenants of incremental lease charges owed for periods prior to our acquisitions of the related real property interests for which we are contractually entitled to recover, as compared to receipts recorded in other income (expense), net in the Successor period from February 10 to September 30, 2020 and the Predecessor period from January 1 to February 9, 2020, respectively.

*Income tax expense*

Income tax expense was $5.3 million for the nine months ended September 30, 2021, compared to income tax expense of $4.9 million and $0.8 million for the Successor period from February 10 to September 30, 2020 and the Predecessor period from January 1 to February 9, 2020, respectively.

**Liquidity and Capital Resources**

Our future liquidity will depend primarily on: (i) the operating cash flows of the APW Group, (ii) our management of available cash, (iii) cash distributions on sale of existing assets and (iv) the use of borrowings, if any, to fund short-term liquidity needs.

We primarily require cash to pay our operating expenses, service the cash requirements associated with our contractual obligations and acquire additional real property interests and rental streams underlying wireless and other digital infrastructure sites. Our principal sources of liquidity, both short-term and long-term, include revenue generated from our Tenant Leases, our cash and cash equivalents, restricted cash and borrowings available under our credit arrangements. As of September 30, 2021, we had working capital of approximately $333.1 million, including $374.0 million in unrestricted cash and cash equivalents. Additionally, as of September 30, 2021, we had $1.9 million and $39.0 million, including $23.5 million available to use in acquiring international assets, in short-term and long-term restricted cash, respectively.

In September 2021, we issued convertible notes (the "Convertible Notes") in an aggregate principal amount totaling $264,500. The Convertible Notes bear interest at a fixed rate of 2.5% per year, payable semi-annually in arrears on March 15 and September 15 of each year, beginning on March 15, 2022. The Convertible Notes are convertible into cash, shares of our Class A common stock, or a combination thereof, at our election, and may be settled as described in Note 9 to the condensed consolidated financial statements. The Convertible Notes will mature on September 15, 2026, unless earlier repurchased, redeemed or converted in accordance with their terms.

In May 2021, we entered into an agreement to issue and sell an aggregate of 14,336,918 Class A Shares to certain institutional investors at a purchase price of $13.95 per Class A Share (representing a 5-day volume weighted average price per share of $14.68, less a 5% discount) for aggregate gross proceeds of $200.0 million. Total net offering proceeds to us were approximately $191.5 million after deducting placement agent fees and offering expenses.

In February 2021, a new tranche of debt was issued under the Subscription Agreement. We added approximately $94 million of USD equivalents (€77 million) of new interest-only secured notes under the existing debt facility. In April 2021, APW OpCo and AP WIP Domestic Investment II, LLC ("DWIP II"), a wholly owned subsidiary of AP WIP Investments, amended and restated the A&R Mezzanine Loan Agreement (as defined in "Contractual Obligations and Material Cash Requirements" below) (the "DWIP II Loan Agreement") to increase the borrowings thereunder to $75.0 million and to modify the interest rate and the maturity date. Contemporaneously with entering into the DWIP II Loan Agreement and additional borrowing, APW OpCo transferred all of the rights to the loans and obligations under the DWIP II Loan Agreement to unrelated third-party lenders for an aggregate consideration of $75.0 million. In addition to the available uncommitted borrowing capacity under our Facility Agreement of $821.7 million and Subscription Agreement of $167.3 million, we expect to have access to the worldwide credit and capital markets, subject to market conditions, in order to issue additional debt or equity if needed or desired.

Although we believe that our cash on hand, available restricted cash, and future cash from operations of the APW Group, together with our access to and the credit and capital markets, will provide adequate resources to provide both short-term and long-term liquidity, our access to, and the availability of, financing on acceptable terms in the future will be affected by many factors, including: (i) the performance of the APW Group and/or its operating subsidiaries, as applicable; (ii) our credit rating or absence of a credit rating and/or the credit rating of our operating subsidiaries, as applicable; (iii) the provisions of any relevant credit agreements and similar or associated documents; (iv) the liquidity of the overall credit and capital markets; and (v) the current state of the economy. There can be no assurances that we will continue to have access to the credit and capital markets on acceptable terms.

*Cash Flows*

The tables below summarize our cash flows from operating, investing and financing activities for the periods indicated and the cash and cash equivalents and restricted cash as of the applicable period end.

| | Successor | | Predecessor |
|---|---|---|---|
| **(in thousands)** | **Nine months ended September 30, 2021** | **Period from February 10, 2020 to September 30, 2020** | **Period from January 1, 2020 to February 9, 2020** |
| Net cash used in operating activities | $ (12,305) | $ (30,792) | $ (3,452) |
| Net cash used in investing activities | (354,590) | (332,684) | (22,604) |
| Net cash provided by (used in) financing activities | 566,853 | 99,755 | (3,399) |

| **(in thousands)** | **September 30, 2021** | **December 31, 2020** |
|---|---|---|
| Cash and cash equivalents | $ 374,039 | $ 99,896 |
| Restricted cash | 40,879 | 115,552 |

*Cash used in operating activities*

Net cash used in operating activities for the nine months ended September 30, 2021 was $12.3 million, compared to net cash used in operating activities of $30.8 million and $3.5 million for the Successor period from February 10 to September 30, 2020 and the Predecessor period from January 1 to February 9, 2020, respectively. Cash used in the Successor period from February 10 to September 30, 2020 included payments made for accrued expenses of Landscape for professional fees and other costs incurred prior to the Successor period from February 10 to September 30, 2020 of approximately $34.6 million, primarily associated with the APW Acquisition.

*Cash used in investing activities*

Net cash used in investing activities for the nine months ended September 30, 2021 was $354.6 million, compared to $332.7 million and $22.6 million for the Successor period from February 10 to September 30, 2020 and the Predecessor period from January 1 to February 9, 2020, respectively. Cash paid in the APW Acquisition net of the cash acquired in the Successor period from February 10 to September 30, 2020 was $277.1 million. Payments to acquire real property interests were $354.0 million in the nine months ended September 30, 2021, as compared to $72.8 million in the Successor period from February 10 to September 30, 2020 and $5.1 million in the Predecessor period from January 1 to February 9, 2020, respectively.

*Cash provided by (used in) financing activities*

Net cash provided by financing activities for the nine months ended September 30, 2021 was $566.9 million, compared to net cash provided by in financing activities of $99.8 million and net cash used in financing activities of $3.4 million for the Successor period from February 10 to September 30, 2020 and the Predecessor period from January 1 to February 9, 2020, respectively. In September 2021, proceeds from the issuances of convertible notes totaled $264.5 million. In May 2021, we completed an offering of Class A Shares, the issuance of which resulted in the receipt of proceeds, net of equity issuance costs, of $191.5 million. In February 2021 and April 2021, we made borrowings under our Subscription Agreement and DWIP II Loan Agreement totaling approximately $93.9 million and $75.0 million, respectively.

**Contractual Obligations and Material Cash Requirements**

Except as discussed below, there have been no material changes to our contractual obligations since December 31, 2020. For a summary of our contractual obligations and material cash requirements, see Part II, Item 7 of the Annual Report.

*Convertible Notes 2021*

In September 2021, we issued the Convertible Notes in an aggregate principal amount totaling $264,500. The Convertible Notes are fully and unconditionally guaranteed by APW OpCo LLC and are senior, unsecured obligations of the Company and APW OpCo.

The Convertible Notes bear interest at a fixed rate of 2.5% per year, payable semi-annually in arrears on March 15 and

September 15 of each year, beginning on March 15, 2022. The Convertible Notes are convertible into cash, shares of the Company's Class A common stock, or a combination thereof, at the Company's election, and may be settled as described in Note 9 to the condensed consolidated financial statements. The Convertible Notes will mature on September 15, 2026, unless earlier repurchased, redeemed or converted in accordance with their terms.

The Convertible Notes are the Company's and APW OpCo's respective senior unsecured obligations and will rank senior in right of payment to any of the Company's and APW OpCo's respective indebtedness that is expressly subordinated in right of payment to the Convertible Notes; rank equal in right of payment to any of the Company's and APW OpCo's respective indebtedness that is not so subordinated; be effectively junior in right of payment to any of the Company's and APW OpCo's respective secured indebtedness to the extent of the value of the assets securing such indebtedness; and rank structurally junior to all indebtedness and other liabilities (including trade payables) of the our non-guarantor subsidiaries.

***Subscription Agreement***

In February 2021, a new tranche of debt was issued under the Subscription Agreement. We added approximately $94 million of USD equivalents (€77 million) of new interest-only secured notes under the existing debt facility. The notes mature on November 8, 2028, with a blended current cash interest rate of 3.9% plus 1.75% payment-in-kind interest.

***A&R Mezzanine Loan and Security Agreement***

In 2015, DWIP II entered into a loan agreement, which was later amended and restated (the "A&R Mezzanine Loan Agreement"). In April 2021, APW OpCo and DWIP II amended and restated the A&R Mezzanine Loan Agreement through the "DWIP II Loan Agreement to increase the borrowings thereunder to $75.0 million and to modify the interest rate and the maturity date. Contemporaneously with entering into the DWIP II Loan Agreement and additional borrowing, APW OpCo transferred all of the rights to the loans and obligations under the DWIP II Loan Agreement to unrelated third-party lenders for an aggregate consideration of $75.0 million.

***Covenants under Borrowing Agreements***

We are subject to certain financial condition and testing covenants (e.g., interest coverage, leverage limits) under each of our borrowing arrangements, which are disclosed in Note 9 to the condensed consolidated financial statements. Limitations on the amount of leverage we may maintain as of any testing period end are included in each of our borrowing arrangements. Summarized in the table below are the leverage limitations for each debt agreement, expressed as multiple of the borrowing in relation to the then current annual rents in place or revenue of the borrower as defined under the applicable borrowing arrangement and excludes any other adjustments required or allowable under the borrowing agreement:

| | Leverage Limitation of Applicable Rent or Revenue |
|---|---|
| DWIP Loan Agreement | 7.75x |
| Facility Agreement | 9.0x |
| Subscription Agreement | 12.0x |
| DWIP II Loan Agreement | 13.0x |

***Lease and Installment Obligations***

As disclosed in Note 4 to the condensed consolidated financial statements, under certain circumstances, we are committed to make future payments under our real property interest arrangements, either as payments under unsecured arrangements determined to be finance leases or as noninterest bearing installments for arrangements that do not qualify as leases. As of September 30, 2021, the aggregate committed contractual obligation under these arrangements was $55.3 million, of which $36.3 million is due during the period beginning on October 1, 2021 and ending December 31, 2023. As disclosed in Note 7 to the condensed consolidated financial statements, we are lessees under operating leases, primarily for the use of office space. As of September 30, 2021, we are contractually committed to make future payments of $4.3 million under operating lease arrangements.

**Critical Accounting Estimates**

The condensed consolidated financial statements are prepared in conformity with GAAP, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates. Our critical accounting estimates have not changed materially since December 31, 2020. For a discussion of our critical accounting estimates, see Part II, Item 7 of the Annual Report.

**Accounting Pronouncements Update**

For a discussion of recent accounting pronouncements, see Note 2 to the condensed consolidated financial statements included in this Quarterly Report.

**JOBS Act**

We qualify as an "emerging growth company" as defined in the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"). As such, we may take advantage of certain exemptions from various reporting requirements applicable to other public companies that are not emerging growth companies. In particular, Section 107 of the JOBS Act provides that an emerging growth company can take advantage of the exemption from complying with new or revised accounting standards provided in Section 7(a)(2)(B) of the Securities Act. An emerging growth company can therefore delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. The JOBS Act provides, however, that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies, but any such election to opt out is irrevocable. We have elected to opt out of such extended transition period. As a result, we will adopt new or revised accounting standards on the same timeline as other public companies.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

As a smaller reporting company, we are not required to provide the information requested by this Item.

## ITEM 4. CONTROLS AND PROCEDURES.

**Disclosure Controls and Procedures**

We have established disclosure controls and procedures designed to ensure that material information relating to us, including our consolidated subsidiaries, is made known to the officers who certify our financial reports and to other members of senior management and the Board.

Our management, with the participation of our principal executive officer and principal financial officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of the end of the period covered by this Quarterly Report. Based on this evaluation, our principal executive officer and principal financial officer concluded that these disclosure controls and procedures were effective as of September 30, 2021 and designed to ensure that the information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the requisite time periods specified in the applicable rules and forms, and that it is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

**Changes in Internal Control over Financial Reporting**

There have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter ended September 30, 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II—OTHER INFORMATION

**Item 1. Legal Proceedings**.

We periodically become involved in various claims and lawsuits that are incidental to our business. In the opinion of management, after consultation with counsel, there are no matters currently pending that would, in the event of an adverse outcome, have a material impact on our consolidated financial position, results of operations or liquidity.

**Item 1A. Risk Factors.**

There were no material changes to the risk factors disclosed in Part I, Item 1A of the Annual Report.

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

Other than as set forth below, we did not make any repurchases of Class A Shares or unregistered sales of our equity securities during the three months ended September 30, 2021 that were not previously reported in a Current Report on Form 8-K.

From July 1, 2021 to September 30, 2021, we granted to our directors, officers, employees, consultants and other service providers options to purchase an aggregate of 257,500 Class A Shares at a weighted-average exercise price of $16.71 per share subject to the terms and conditions of the Equity Plan. These options were granted in reliance on Section 4(a)(2) of the Securities Act, Regulation S thereunder, and/or Rule 701 thereunder.

**Item 5. Other Information.**

None.

**Item 6. Exhibits.**

***Exhibit Index***

| Number | Description |
|---|---|
| 3.1 | Restated Certificate of Incorporation of Radius Global Infrastructure, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K, filed on March 30, 2021). |
| 3.2 | Bylaws of Radius Global Infrastructure, Inc. (incorporated by reference to Exhibit 3.3 to the Company's Post-Effective Amendment to the Registration Statement on Form S-4 (File 333-240173), filed on October 21, 2020). |
| 4.1 | Indenture, dated as of September 13, 2021, between Radius Global Infrastructure, Inc. and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Form 8-K filed on September 13, 2021). |
| 4.2 | Form of 2.50% Convertible Senior Notes due 2026 (included in Exhibit 4.1). |
| 10.1 | Form of Capped Call Confirmation (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on September 13, 2021). |
| 31.1* | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2* | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32** | Certifications filed pursuant to 18 U.S.C. Section 1350 |
| 101.INS | Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document |
| 101.SCH | Inline XBRL Taxonomy Extension Schema Document |
| 101.CAL | Inline XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB | Inline XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document |
| 104 | Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101) |

* Filed herewith.

** Furnished herewith.

## SIGNATURES

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

**RADIUS GLOBAL INFRASTRUCTURE, INC.**

| | |
|---|---|
| November 10, 2021 | /s/ Glenn Breisinger |
| | Glenn Breisinger<br>Chief Financial Officer and Treasurer<br>(Principal Financial Officer) |
| November 10, 2021 | /s/ Gary Tomeo |
| | Gary Tomeo<br>Chief Accounting Officer<br>(Principal Accounting Officer) |

**Exhibit 31.1**

**CERTIFICATIONS**

I, William H. Berkman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Radius Global Infrastructure, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e)) for the registrant and have:
   - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   - (b) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   - (c) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
   - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
   - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: November 10, 2021

/s/William H. Berkman
William H. Berkman
Chief Executive Officer

**Exhibit 31.2**

**CERTIFICATIONS**

I, Glenn J. Breisinger, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Radius Global Infrastructure, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 10, 2021

/s/Glenn J. Breisinger

Glenn J. Breisinger
Chief Financial Officer and Treasurer

**Exhibit 32**

**WRITTEN STATEMENT**
**OF**
**CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER**

The undersigned hereby certify that the Quarterly Report on Form 10-Q for the quarter ended September 30, 2021 filed by Radius Global Infrastructure, Inc. with the Securities and Exchange Commission fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the issuer.

| | |
|---|---|
| November 10, 2021 | /s/William H. Berkman |
| | William H. Berkman |
| | Chief Executive Officer |
| November 10, 2021 | /s/Glenn J. Breisinger |
| | Glenn J. Breisinger |
| | Chief Financial Officer and Treasurer |