

**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 June 30, 2022

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to .
Commission File Number 001-33155



IPG PHOTONICS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction of
incorporation or organization)*

04-3444218

*(I.R.S. Employer
Identification Number)*

50 Old Webster Road, Oxford, Massachusetts

(Address of principal executive offices)

01540

(Zip code)

Registrant's telephone number, including area code: **(508) 373-1100**

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

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.0001 per share	IPGP	The Nasdaq Stock Market LLC

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, 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 August 2, 2022, there were 50,207,950 shares of the registrant's common stock outstanding.

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PART I—FINANCIAL INFORMATION
ITEM 1. UNAUDITED INTERIM FINANCIAL STATEMENTS

IPG PHOTONICS CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS

	June 30, 2022	December 31, 2021
(In thousands, except share and per share data)		
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 771,788	\$ 709,105
Short-term investments	462,865	805,400
Accounts receivable, net	246,877	262,121
Inventories	556,747	460,747
Prepaid income taxes	52,912	36,990
Prepaid expenses and other current assets	79,662	73,320
Total current assets	2,170,851	2,347,683
Deferred income taxes, net	60,563	47,761
Goodwill	39,285	38,609
Intangible assets, net	46,866	52,678
Property, plant and equipment, net	680,321	635,302
Other assets	50,883	48,507
Total assets	\$ 3,048,769	\$ 3,170,540
LIABILITIES AND EQUITY		
Current liabilities:		
Current portion of long-term debt	\$ 32,225	\$ 18,126
Accounts payable	57,276	55,839
Accrued expenses and other current liabilities	210,813	230,826
Income taxes payable	15,588	8,642
Total current liabilities	315,902	313,433
Other long-term liabilities and deferred income taxes	92,516	93,855
Long-term debt, net of current portion	—	16,031
Total liabilities	408,418	423,319
Commitments and contingencies (Note 11)		
IPG Photonics Corporation equity:		
Common stock, \$0.0001 par value, 175,000,000 shares authorized; 55,967,254 and 50,206,255 shares issued and outstanding, respectively, at June 30, 2022; 55,788,246 and 53,010,265 shares issued and outstanding, respectively, at December 31, 2021.	6	6
Treasury stock, at cost, 5,760,999 and 2,777,981 shares held at June 30, 2022 and December 31, 2021, respectively.	(750,109)	(438,503)
Additional paid-in capital	930,950	908,423
Retained earnings	2,593,147	2,466,607
Accumulated other comprehensive loss	(134,778)	(189,951)
Total IPG Photonics Corporation equity	2,639,216	2,746,582
Non-controlling interests	1,135	639
Total equity	2,640,351	2,747,221
Total liabilities and equity	\$ 3,048,769	\$ 3,170,540

See notes to condensed consolidated financial statements.

IPG PHOTONICS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
(In thousands, except per share data)				
Net sales	\$ 377,023	\$ 371,658	\$ 747,002	\$ 717,243
Cost of sales	204,679	191,130	402,837	372,724
Gross profit	172,344	180,528	344,165	344,519
Operating expenses:				
Sales and marketing	19,010	19,193	39,384	38,076
Research and development	30,608	35,191	64,058	68,530
General and administrative	33,411	31,066	64,075	61,158
Loss (gain) on foreign exchange	17,640	2,826	11,830	(4,339)
Total operating expenses	100,669	88,276	179,347	163,425
Operating income	71,675	92,252	164,818	181,094
Other income (expense), net:				
Interest income (expense), net	1,177	(407)	1,107	(902)
Other income, net	618	28	382	281
Total other income (expense)	1,795	(379)	1,489	(621)
Income before provision for income taxes	73,470	91,873	166,307	180,473
Provision for income taxes	16,139	22,196	39,348	42,574
Net income	57,331	69,677	126,959	137,899
Less: net income (loss) attributable to non-controlling interests	363	(123)	419	(28)
Net income attributable to IPG Photonics Corporation common stockholders	\$ 56,968	\$ 69,800	\$ 126,540	\$ 137,927
Net income attributable to IPG Photonics Corporation per common share:				
Basic	\$ 1.10	\$ 1.31	\$ 2.42	\$ 2.58
Diluted	\$ 1.10	\$ 1.29	\$ 2.41	\$ 2.55
Weighted average common shares outstanding:				
Basic	51,687	53,472	52,111	53,548
Diluted	51,795	53,999	52,311	54,145

See notes to condensed consolidated financial statements.

IPG PHOTONICS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
	(In thousands)			
Net income	\$ 57,331	\$ 69,677	\$ 126,959	\$ 137,899
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustments and other	94,244	19,116	54,918	(13,363)
Unrealized gain on derivatives	119	51	332	119
Total other comprehensive income (loss)	94,363	19,167	55,250	(13,244)
Comprehensive income	151,694	88,844	182,209	124,655
Less: comprehensive income attributable to non-controlling interests	135	194	496	70
Comprehensive income attributable to IPG Photonics Corporation	\$ 151,559	\$ 88,650	\$ 181,713	\$ 124,585

See notes to condensed consolidated financial statements.

IPG PHOTONICS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six Months Ended June 30,	
	2022	2021
	(In thousands)	
Cash flows from operating activities:		
Net income	\$ 126,959	\$ 137,899
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	47,104	47,976
Deferred income taxes	(11,204)	(1,856)
Stock-based compensation	20,439	18,678
Unrealized loss (gain) on foreign currency transactions	12,584	(1,728)
Other	3,760	3,571
Provisions for inventory, warranty and bad debt	38,644	32,654
Changes in assets and liabilities that provided (used) cash, net of acquisitions:		
Accounts receivable	1,560	12,525
Inventories	(99,233)	(61,220)
Prepaid expenses and other assets	4,922	(2,187)
Accounts payable	3,131	24,879
Accrued expenses and other liabilities	(35,842)	595
Income and other taxes payable	(17,663)	(8,596)
Net cash provided by operating activities	95,161	203,190
Cash flows from investing activities:		
Purchases of and deposits on property, plant and equipment	(59,903)	(54,344)
Proceeds from sales of property, plant and equipment	645	258
Purchases of short-term investments	(583,828)	(1,014,033)
Proceeds from short-term investments	925,657	785,023
Acquisitions of businesses, net of cash acquired	(2,000)	—
Other	(350)	(547)
Net cash provided by (used in) investing activities	280,221	(283,643)
Cash flows from financing activities:		
Principal payments on long-term borrowings	(1,932)	(1,896)
Proceeds from issuance of common stock under employee stock option and purchase plans less payments for taxes related to net share settlement of equity awards	2,088	10,567
Purchase of treasury stock, at cost	(311,606)	(41,731)
Payment of purchase price holdback from business combination	—	(2,624)
Net cash used in financing activities	(311,450)	(35,684)
Effect of changes in exchange rates on cash, cash equivalents and restricted cash	(1,249)	(8,217)
Net increase (decrease) in cash, cash equivalents and restricted cash	62,683	(124,354)
Cash, cash equivalents and restricted cash — Beginning of period	709,105	878,553
Cash and cash equivalents — End of period	\$ 771,788	\$ 754,199
Supplemental disclosure of cash flow information:		
Cash paid for interest	\$ 1,600	\$ 1,388
Cash paid for income taxes	\$ 61,715	\$ 41,809
Non-cash transactions:		
Demonstration units transferred from inventory to other assets	\$ 2,204	\$ 2,704
Inventory transferred to machinery and equipment	\$ 1,764	\$ 1,353
Changes in accounts payable related to property, plant and equipment	\$ 92	\$ 416
Leased assets obtained in exchange for new operating lease liabilities	\$ 5,697	\$ 1,258

See Note 3 for reconciliation of cash, cash equivalents and restricted cash between the condensed consolidated balance sheets and condensed consolidated statements of cash flows.

See notes to condensed consolidated financial statements.

IPG PHOTONICS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY

Three Months Ended June 30,

(In thousands, except share data)	Common Stock		Treasury Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Non- controlling Interest	Total Stockholders' Equity
	Shares	Amount	Shares	Amount					
Balance, April 1, 2022	52,542,466	\$ 6	(3,379,096)	\$ (517,260)	\$ 917,693	\$ 2,536,179	\$ (229,369)	\$ 1,000	\$ 2,708,249
Exercise of stock options and vesting of RSUs and PSUs	16,515	—	—	—	478	—	—	—	478
Common stock issued under employee stock purchase plan	29,177	—	—	—	2,334	—	—	—	2,334
Purchased common stock	(2,381,903)	—	(2,381,903)	(232,849)	—	—	—	—	(232,849)
Stock-based compensation	—	—	—	—	10,445	—	—	—	10,445
Net income	—	—	—	—	—	56,968	—	363	57,331
Foreign currency translation adjustments and other	—	—	—	—	—	—	94,472	(228)	94,244
Unrealized gain on derivatives, net of tax	—	—	—	—	—	—	119	—	119
Balance, June 30, 2022	<u>50,206,255</u>	<u>\$ 6</u>	<u>(5,760,999)</u>	<u>\$ (750,109)</u>	<u>\$ 930,950</u>	<u>\$ 2,593,147</u>	<u>\$ (134,778)</u>	<u>\$ 1,135</u>	<u>\$ 2,640,351</u>
Balance, April 1, 2021	53,623,865	\$ 6	(2,048,918)	\$ (306,662)	\$ 868,097	\$ 2,256,318	\$ (178,257)	\$ 1,168	\$ 2,640,670
Exercise of stock options and vesting of RSUs and PSUs	37,824	—	—	—	2,886	—	—	—	2,886
Common stock issued under employee stock purchase plan	15,071	—	—	—	2,700	—	—	—	2,700
Purchased common stock	(184,871)	—	(184,871)	(38,683)	—	—	—	—	(38,683)
Stock-based compensation	—	—	—	—	9,863	—	—	—	9,863
Net income	—	—	—	—	—	69,800	—	(123)	69,677
Foreign currency translation adjustments and other	—	—	—	—	—	—	18,799	317	19,116
Unrealized gain on derivatives, net of tax	—	—	—	—	—	—	51	—	51
Balance, June 30, 2021	<u>53,491,889</u>	<u>\$ 6</u>	<u>(2,233,789)</u>	<u>\$ (345,345)</u>	<u>\$ 883,546</u>	<u>\$ 2,326,118</u>	<u>\$ (159,407)</u>	<u>\$ 1,362</u>	<u>\$ 2,706,280</u>

Six Months Ended June 30,

(In thousands, except share data)	Common Stock		Treasury Stock		Additional Paid In Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Non- controlling Interest	Total Stockholders' Equity
	Shares	Amount	Shares	Amount					
Balance, January 1, 2022	53,010,265	\$ 6	(2,777,981)	\$ (438,503)	\$ 908,423	\$ 2,466,607	\$ (189,951)	\$ 639	\$ 2,747,221
Exercise of stock options and vesting of RSUs and PSUs	149,831	—	—	—	(246)	—	—	—	(246)
Common stock issued under employee stock purchase plan	29,177	—	—	—	2,334	—	—	—	2,334
Purchased common stock	(2,983,018)	—	(2,983,018)	(311,606)	—	—	—	—	(311,606)
Stock-based compensation	—	—	—	—	20,439	—	—	—	20,439
Net income	—	—	—	—	—	126,540	—	419	126,959
Foreign currency translation adjustments and other	—	—	—	—	—	—	54,841	77	54,918
Unrealized gain on derivatives, net of tax	—	—	—	—	—	—	332	—	332
Balance, June 30, 2022	<u>50,206,255</u>	<u>\$ 6</u>	<u>(5,760,999)</u>	<u>\$ (750,109)</u>	<u>\$ 930,950</u>	<u>\$ 2,593,147</u>	<u>\$ (134,778)</u>	<u>\$ 1,135</u>	<u>\$ 2,640,351</u>
Balance, January 1, 2021	53,427,234	\$ 6	(2,034,012)	\$ (303,614)	\$ 854,301	\$ 2,188,191	\$ (146,065)	\$ 1,292	\$ 2,594,111
Exercise of stock options and vesting of RSUs and PSUs	249,361	—	—	—	7,867	—	—	—	7,867
Common stock issued under employee stock purchase plan	15,071	—	—	—	2,700	—	—	—	2,700
Purchased common stock	(199,777)	—	(199,777)	(41,731)	—	—	—	—	(41,731)
Stock-based compensation	—	—	—	—	18,678	—	—	—	18,678
Net income	—	—	—	—	—	137,927	—	(28)	137,899
Foreign currency translation adjustments and other	—	—	—	—	—	—	(13,461)	98	(13,363)
Unrealized gain on derivatives, net of tax	—	—	—	—	—	—	119	—	119
Balance, June 30, 2021	<u>53,491,889</u>	<u>\$ 6</u>	<u>(2,233,789)</u>	<u>\$ (345,345)</u>	<u>\$ 883,546</u>	<u>\$ 2,326,118</u>	<u>\$ (159,407)</u>	<u>\$ 1,362</u>	<u>\$ 2,706,280</u>

See notes to condensed consolidated financial statements.

IPG PHOTONICS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands, except share and per share data)

1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation — The accompanying unaudited condensed consolidated financial statements have been prepared by IPG Photonics Corporation, or "IPG", "its" or the "Company". Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The condensed consolidated financial statements include the Company's accounts and those of its subsidiaries. All intercompany balances have been eliminated in consolidation. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto in the Company's Annual Report on Form 10-K for the year ended December 31, 2021.

In the opinion of the Company's management, the financial information for the interim periods presented reflects all adjustments necessary for a fair presentation of the Company's financial position, results of operations and cash flows. The results reported in these condensed consolidated financial statements are not necessarily indicative of results that may be expected for the entire year.

Accounts Receivable and Allowance for Doubtful Accounts — The Company maintains an allowance for doubtful accounts to provide for the estimated amount of accounts receivable that will not be collected. The allowance is based upon an estimate of expected credit losses over the life of outstanding receivables. The estimate involves an assessment of customer creditworthiness, historical payment experience, an assumption of future expected credit losses, and the age of outstanding receivables.

Activity related to the allowance for doubtful accounts was as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Balance, beginning of period	\$ 1,937	\$ 2,307	\$ 2,108	\$ 2,156
Provision for bad debts, net of (recoveries)	(15)	(47)	(161)	141
Uncollectable accounts written off	(78)	(59)	(79)	(59)
Foreign currency translation	28	50	4	13
Balance, end of period	<u>\$ 1,872</u>	<u>\$ 2,251</u>	<u>\$ 1,872</u>	<u>\$ 2,251</u>

Comprehensive Income — Comprehensive income includes charges and credits to equity that are not the result of transactions with stockholders. Included within comprehensive income is the cumulative foreign currency translation adjustment and unrealized gains or losses on derivatives. These adjustments are accumulated within the consolidated statements of comprehensive income.

IPG PHOTONICS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
(In thousands, except share and per share data)

Total components of accumulated other comprehensive loss were as follows:

	Foreign currency translation adjustments	Unrealized gain (loss) on derivatives, net of tax	Total
Balance, April 1, 2022	\$ (229,398)	\$ 29	\$ (229,369)
Other comprehensive income (loss), net of tax:			
Foreign currency translation adjustments and other	94,472	—	94,472
Unrealized gain on derivatives, net of tax expense of \$37	—	119	119
Total other comprehensive income (loss)	94,472	119	94,591
Balance, June 30, 2022	\$ (134,926)	\$ 148	\$ (134,778)
Balance, April 1, 2021	\$ (177,863)	\$ (394)	\$ (178,257)
Other comprehensive income (loss), net of tax:			
Foreign currency translation adjustments and other	18,799	—	18,799
Unrealized gain on derivatives, net of tax expense of \$15	—	51	51
Total other comprehensive income (loss)	18,799	51	18,850
Balance, June 30, 2021	\$ (159,064)	\$ (343)	\$ (159,407)
	Foreign currency translation adjustments	Unrealized gain (loss) on derivatives, net of tax	Total
Balance, January 1, 2022	\$ (189,767)	\$ (184)	\$ (189,951)
Other comprehensive income (loss), net of tax:			
Foreign currency translation adjustments and other	54,841	—	54,841
Unrealized gain on derivatives, net of tax expense of \$103	—	332	332
Total other comprehensive (loss) income	54,841	332	55,173
Balance, June 30, 2022	\$ (134,926)	\$ 148	\$ (134,778)
Balance, January 1, 2021	\$ (145,603)	\$ (462)	\$ (146,065)
Other comprehensive income (loss), net of tax:			
Foreign currency translation adjustments and other	(13,461)	—	(13,461)
Unrealized gain on derivatives, net of tax expense of \$36	—	119	119
Total other comprehensive (loss) income	(13,461)	119	(13,342)
Balance, June 30, 2021	\$ (159,064)	\$ (343)	\$ (159,407)

2. REVENUE FROM CONTRACTS WITH CUSTOMERS

Sales are derived from products for different applications: fiber lasers, diode lasers, systems and accessories for materials processing; fiber lasers, diodes and amplifiers for advanced applications; fiber amplifiers and transceivers for communications applications; and fiber lasers, systems and fibers for medical applications.

IPG PHOTONICS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
(In thousands, except share and per share data)

The following tables represent a disaggregation of revenue from contracts with customers:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
<u>Sales by Application</u>				
Materials processing	\$ 343,357	\$ 345,653	\$ 682,320	\$ 662,894
Other applications	33,666	26,005	64,682	54,349
Total	<u>\$ 377,023</u>	<u>\$ 371,658</u>	<u>\$ 747,002</u>	<u>\$ 717,243</u>

<u>Sales by Product</u>				
High Power Continuous Wave ("CW") Lasers	\$ 162,997	\$ 189,744	\$ 330,688	\$ 360,226
Medium Power CW Lasers	18,923	18,177	42,591	34,059
Pulsed Lasers	69,852	61,773	136,784	117,168
Quasi-Continuous Wave ("QCW") Lasers	14,079	15,525	26,859	29,191
Laser and Non-Laser Systems	38,443	29,597	73,040	56,713
Other Revenue including Amplifiers, Service, Parts, Accessories and Change in Deferred Revenue	72,729	56,842	137,040	119,886
Total	<u>\$ 377,023</u>	<u>\$ 371,658</u>	<u>\$ 747,002</u>	<u>\$ 717,243</u>

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
<u>Sales by Geography</u>				
North America	\$ 88,151	\$ 66,134	\$ 165,376	\$ 139,518
Europe:				
Germany	22,792	21,748	50,209	48,008
Other including Eastern Europe/CIS	75,407	74,339	155,407	132,932
Asia and Australia:				
China	137,380	159,075	267,128	298,908
Japan	14,741	10,322	27,627	21,199
Other	33,695	37,654	72,370	70,764
Rest of World	4,857	2,386	8,885	5,914
Total	<u>\$ 377,023</u>	<u>\$ 371,658</u>	<u>\$ 747,002</u>	<u>\$ 717,243</u>

<u>Timing of Revenue Recognition</u>				
Goods and services transferred at a point in time	\$ 363,255	\$ 357,345	\$ 718,670	\$ 689,877
Goods and services transferred over time	13,768	14,313	28,332	27,366
Total	<u>\$ 377,023</u>	<u>\$ 371,658</u>	<u>\$ 747,002</u>	<u>\$ 717,243</u>

One of the Company's customers accounted for 24% and 22% of the Company's net accounts receivable as of June 30, 2022 and December 31, 2021, respectively.

The Company enters into contracts to sell lasers and spare parts, for which revenue is generally recognized upon shipment or delivery, depending on the terms of the contract. The Company also provides installation services and extended warranties. The Company frequently receives consideration from a customer prior to transferring goods to the customer under the terms of a sales contract. The Company records customer deposits related to these prepayments, which represent a contract liability. The Company also records deferred revenue related to installation services when consideration is received before the services have been performed. The standalone selling price for installation services is determined based on the estimated number of days of service technician time required for installation at standard service rates. The Company recognizes customer deposits and deferred revenue as net sales after control of the goods or services has been transferred to the customer and all revenue recognition criteria are met. The Company bills customers for extended warranties upon entering into the agreement with the customer, resulting in deferred revenue that is recognized over the period of the extended warranty contract. The Company

IPG PHOTONICS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
(In thousands, except share and per share data)

recognizes revenue over time on contracts for the sale of large scale materials processing systems. The timing of customer payments on these contracts generally differs from the timing of revenue recognized. If revenue recognized exceeds customer payments, a contract asset is recorded and if customer payments exceed revenue recognized, a contract liability is recorded. Contract assets are included within prepaid expense and other current assets on the condensed consolidated balance sheets. Contract liabilities are included within accrued expenses and other current liabilities on the condensed consolidated balance sheets. Certain deferred revenues related to extended warranties in excess one year from the balance sheet date are included within other long-term liabilities and deferred income taxes on the condensed consolidated balance sheets.

The following table reflects the changes in the Company's contract assets and liabilities for the six months ended June 30, 2022 and 2021:

	June 30, 2022	December 31, 2021	Change	June 30, 2021	December 31, 2020	Change
Contract assets						
Contract assets	\$ 10,896	\$ 9,345	\$ 1,551	\$ 7,044	\$ 8,999	\$ (1,955)
Contract liabilities						
Contract liabilities - current	87,155	89,659	(2,504)	80,366	71,246	9,120
Contract liabilities - long-term	2,728	2,691	37	2,856	2,189	667

During the three months ended June 30, 2022 and 2021 the Company recognized revenue of \$13,507 and \$17,519, respectively, that was included in contract liabilities at the beginning of each period. During the six months ended June 30, 2022 and 2021 the Company recognized revenue of \$34,531 and \$47,897 respectively, that was included in contract liabilities at the beginning of each period.

The following table represents the Company's remaining performance obligations from contracts that are recognized over time as of June 30, 2022:

	Remaining Performance Obligations						Total
	2022 ^(a)	2023	2024	2025	2026	Thereafter	
Revenue expected to be recognized for extended warranty agreements	\$ 2,570	\$ 2,206	\$ 1,022	\$ 695	\$ 306	\$ 56	\$ 6,855
Revenue to be earned over time from contracts to sell large scale materials processing systems	16,593	7,341	5,196	—	—	—	29,130
Total	<u>\$ 19,163</u>	<u>\$ 9,547</u>	<u>\$ 6,218</u>	<u>\$ 695</u>	<u>\$ 306</u>	<u>\$ 56</u>	<u>\$ 35,985</u>

^(a) For the six-month period beginning July 1, 2022.

3. RESTRICTED CASH

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the condensed consolidated balance sheets to the total of the same amounts shown in the condensed consolidated statements of cash flows.

	June 30, 2022	June 30, 2021	December 31, 2021	December 31, 2020
Cash and cash equivalents	\$ 771,788	\$ 754,199	\$ 709,105	\$ 876,231
Restricted cash included in prepaid expenses and other current assets	—	—	—	2,322
Cash, cash equivalents and restricted cash in the condensed consolidated statements of cash flows	<u>\$ 771,788</u>	<u>\$ 754,199</u>	<u>\$ 709,105</u>	<u>\$ 878,553</u>

During the first quarter of 2021, the Company released \$2,127 of restricted cash held back related to the Company's acquisition of the submarine networks division (SND) of Padtec SA, for indemnities provided by the seller.

4. FAIR VALUE MEASUREMENTS

The Company's financial instruments consist of cash equivalents, short-term investments, accounts receivable, accounts payable, drawings on revolving lines of credit, long-term debt, interest rate swaps and contingent purchase consideration.

IPG PHOTONICS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
(In thousands, except share and per share data)

The valuation techniques used to measure fair value are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect internal market assumptions. These two types of inputs create the following fair value hierarchy: Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs for which little or no market data exists, therefore requiring an entity to develop its own assumptions. The Company classifies its financial instruments according to the prescribed criteria.

The carrying amounts of money market fund deposits, term deposits, accounts receivable, accounts payable and drawings on revolving lines of credit are considered reasonable estimates of their fair market value due to the short maturity of most of these instruments or as a result of the competitive market interest rates, which have been negotiated. The fair value of the Company's bond securities is based upon quoted prices for instruments with identical terms in active markets. The Company's commercial paper securities reported at fair value are based upon model-driven valuations in which all significant inputs are observable or can be derived from or corroborated by observable market data for substantially the full term of the asset or liability, and are therefore classified as Level 2.

The following table presents fair value information related to the Company's assets and liabilities measured at amortized cost on the condensed consolidated balance sheets with the exception of the interest rate swap and contingent purchase consideration, which are measured at fair value:

	Fair Value Measurements at June 30, 2022			
	Total	Level 1	Level 2	Level 3
Assets				
Cash equivalents:				
Money market fund deposits and term deposits	\$ 439,816	\$ 439,816	\$ —	\$ —
Commercial paper	14,986	—	14,986	—
Short-term investments:				
Commercial paper	305,371	—	305,371	—
Corporate bonds	75,259	—	75,259	—
U.S. Treasury and agency obligations	67,991	—	67,991	—
Municipal bonds	10,694	—	10,694	—
Certificates of deposit	3,004	—	3,004	—
Other assets:				
Interest rate swap	193	—	193	—
Total	\$ 917,314	\$ 439,816	\$ 477,498	\$ —
Liabilities				
Term notes	\$ 32,210	\$ —	\$ 32,210	\$ —
Contingent purchase consideration	1,460	—	—	1,460
Total	\$ 33,670	\$ —	\$ 32,210	\$ 1,460

IPG PHOTONICS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
(In thousands, except share and per share data)

	Fair Value Measurements at December 31, 2021			
	Total	Level 1	Level 2	Level 3
Assets				
Cash equivalents:				
Money market fund deposits and term deposits	\$ 279,066	\$ 279,066	\$ —	\$ —
Commercial paper	117,663	—	117,663	—
Corporate bonds	11,459	—	11,459	—
Municipal bonds	3,220	—	3,220	—
Short-term investments:				
Commercial paper	557,955	—	557,955	—
Corporate bonds	215,754	—	215,754	—
U.S. Treasury and agency obligations	21,980	—	21,980	—
Municipal bonds	4,546	—	4,546	—
Certificate of deposit	3,000	—	3,000	—
Foreign government bonds	2,015	—	2,015	—
Total	<u>\$ 1,216,658</u>	<u>\$ 279,066</u>	<u>\$ 937,592</u>	<u>\$ —</u>
Liabilities				
Term notes	\$ 34,226	\$ —	\$ 34,226	\$ —
Contingent purchase consideration	1,371	—	—	1,371
Interest rate swap	242	—	242	—
Total	<u>\$ 35,839</u>	<u>\$ —</u>	<u>\$ 34,468</u>	<u>\$ 1,371</u>

Short-term investments consist of liquid investments with original maturities of greater than three months but less than one year and are recorded at amortized cost. There were no impairments for the investments considered held-to-maturity during the quarters ended June 30, 2022 and 2021. There were no current expected credit loss allowances for the investments considered held-to-maturity at June 30, 2022 and 2021. The Company holds highly-rated held-to-maturity instruments that are within one year of maturity.

The following table presents the effective maturity dates of debt investments, which are held-to-maturity:

	June 30, 2022		December 31, 2021	
	Book Value	Fair Value	Book Value	Fair Value
Investment maturity				
Less than 1 year	<u>\$ 462,865</u>	<u>\$ 462,319</u>	<u>\$ 805,400</u>	<u>\$ 805,250</u>

The Company entered into an interest rate swap that is designated as a cash flow hedge associated with a long-term note issued during the second quarter of 2016 that will terminate with the long-term note in May 2023. The fair value at June 30, 2022 for the interest rate swap considered pricing models whose inputs are observable for the securities held by the Company.

At June 30, 2022 and December 31, 2021, the Company's long-term notes consisted of a variable rate note and a fixed rate note, and are reported at amortized cost on the condensed consolidated balance sheets. For disclosure purposes, the fair value of the long-term notes was estimated using a discounted cash flow model using observable market interest rates and is classified as Level 2. Based on the discounted cash flow model, the fair values of the long-term notes, including the current portion, at June 30, 2022 and December 31, 2021 were \$32,210 and \$34,226 respectively, as compared to the book value of \$32,225 and \$34,157, respectively.

The fair values of contingent purchase consideration at June 30, 2022 and December 31, 2021 were determined using an income approach at the respective business combination date and at the reporting date. The approach is based on significant inputs that are not observable in the market and include key assumptions such as assessing the probability of meeting certain milestones required to earn the contingent purchase consideration.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
(In thousands, except share and per share data)

The following table presents information about the Company's movement in Level 3 assets and liabilities measured at fair value:

	Six Months Ended June 30,	
	2022	2021
Contingent purchase consideration		
Balance, beginning of period	\$ 1,371	\$ 1,963
Cash payments	—	(466)
Foreign exchange adjustment	89	32
Balance, end of period	<u>\$ 1,460</u>	<u>\$ 1,529</u>

5. INVENTORIES

Inventories consist of the following:

	June 30, 2022	December 31, 2021
Components and raw materials	\$ 350,015	\$ 270,146
Work-in-process	43,780	32,506
Finished goods	162,952	158,095
Total	<u>\$ 556,747</u>	<u>\$ 460,747</u>

The Company recorded inventory provisions totaling \$14,700 and \$7,620 for the three months ended June 30, 2022 and 2021, respectively, and \$25,480 and \$15,647 for the six months ended June 30, 2022 and 2021. These provisions relate to the recoverability of the value of inventories due to technological changes and excess quantities. These provisions are reported as a reduction to components and raw materials, work-in-process and finished goods.

6. GOODWILL AND INTANGIBLES

The following table sets forth the changes in the carrying amount of goodwill:

	Six Months Ended June 30,	
	2022	2021
Balance, beginning of period	\$ 38,609	\$ 41,366
Goodwill arising from business combinations	1,000	—
Adjustment to goodwill during measurement period	—	(2,205)
Foreign exchange adjustment	(324)	(161)
Balance, end of period	<u>\$ 39,285</u>	<u>\$ 39,000</u>

Intangible assets, subject to amortization, consisted of the following:

	June 30, 2022				December 31, 2021			
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted- Average Lives	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted- Average Lives
Customer relationships	\$ 59,726	\$ (26,395)	\$ 33,331	10 years	\$ 59,729	\$ (23,556)	\$ 36,173	10 years
Technology, trademark and trade name	40,545	(28,763)	11,782	7 years	40,536	(26,269)	14,267	7 years
Production know-how	10,339	(8,940)	1,399	7 years	10,384	(8,723)	1,661	7 years
Patents	8,036	(7,682)	354	8 years	8,036	(7,459)	577	8 years
Total	<u>\$ 118,646</u>	<u>\$ (71,780)</u>	<u>\$ 46,866</u>		<u>\$ 118,685</u>	<u>\$ (66,007)</u>	<u>\$ 52,678</u>	

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
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Amortization expense for the three months ended June 30, 2022 and 2021 was \$2,909 and \$3,079, respectively. Amortization expense for the six months ended June 30, 2022 and 2021 was \$5,930 and \$6,336, respectively. The estimated future amortization expense for intangibles for the remainder of 2022 and subsequent years is as follows:

2022 ^(a)	2023	2024	2025	2026	Thereafter	Total
\$ 5,544	\$ 10,576	\$ 8,046	\$ 6,522	\$ 4,702	\$ 11,476	\$ 46,866

(a) For the six-month period beginning July 1, 2022.

7. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Accrued expenses and other current liabilities consist of the following:

	June 30, 2022	December 31, 2021
Contract liabilities	\$ 87,155	\$ 89,659
Accrued compensation	75,212	94,857
Current portion of accrued warranty	27,331	26,204
Short-term lease liabilities	6,420	5,454
Other	14,695	14,652
Total	<u>\$ 210,813</u>	<u>\$ 230,826</u>

8. PRODUCT WARRANTIES

The Company typically provides one to five years parts and service warranties on lasers, laser and non-laser systems, and amplifiers. Most of the Company's sales offices provide support to customers in their respective geographic areas. Warranty reserves have generally been sufficient to cover product warranty repair and replacement costs.

Activity related to the warranty accrual was as follows:

	Six Months Ended June 30,	
	2022	2021
Balance, beginning of period	\$ 49,864	\$ 45,669
Provision for warranty accrual	12,179	16,706
Warranty claims	(8,971)	(13,764)
Foreign currency translation	(1,822)	(954)
Balance, end of period	<u>\$ 51,250</u>	<u>\$ 47,657</u>

Accrued warranty reported in the accompanying condensed consolidated financial statements as of June 30, 2022 and December 31, 2021 consisted of \$27,331 and \$26,204 in accrued expenses and other current liabilities, respectively, and \$23,919 and \$23,660 in other long-term liabilities and deferred income taxes, respectively.

IPG PHOTONICS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
(In thousands, except share and per share data)

9. FINANCING ARRANGEMENTS

The Company's borrowings under existing financing arrangements consist of the following:

	June 30, 2022	December 31, 2021
Total debt	\$ 32,225	\$ 34,157
Less: current portion	(32,225)	(18,126)
Long-term debt, net of current portion	\$ —	\$ 16,031

Term Debt:

At June 30, 2022, the Company has an unsecured long-term note with an outstanding principal balance of \$16,625, all of which is current. The interest on this unsecured long-term note is variable at 1.20% above LIBOR and is fixed using an interest rate swap at 2.85% per annum. The unsecured long-term note matures in May 2023, at which time the outstanding principal balance will be \$15,438. Also at June 30, 2022, the Company has another long-term note that is secured by its corporate aircraft with an outstanding principal balance of \$15,600, all of which is current. The interest on this collateralized long-term note is fixed at 2.74% per annum. The collateralized long-term note matured in July 2022, at which time the outstanding principal balance was \$15,375.

The future principal payments for the Company's Notes as of June 30, 2022 are as follows:

2022 ^(a)	\$ 16,194
2023	16,031
Total	\$ 32,225

^(a) For the six-month period beginning July 1, 2022.

Revolving Line of Credit Facilities:

The Company maintains a \$75,000 U.S. revolving line of credit and a €50,000 (\$52,247) line-of-credit in Germany, both of which are available to certain foreign subsidiaries and allow for borrowings in the local currencies of those subsidiaries. The Company also maintains a €1,500 (\$1,567) Italian overdraft facility. At June 30, 2022 and December 31, 2021, there were no amounts drawn on the U.S. line-of-credit, and there were \$2,532 and \$2,478, respectively, of guarantees issued against the facility, which reduce the amount of the facility available to draw. At June 30, 2022 and December 31, 2021, there were no amounts drawn on the Euro line-of-credit, and there were \$2,050 and \$2,161, respectively, of guarantees issued against those facilities, which reduce the amount available to draw. At June 30, 2022 and December 31, 2021, there were no amounts drawn on the Euro overdraft facility. After providing for the guarantees used, the total unused lines-of-credit and overdraft facilities are \$124,232 at June 30, 2022.

10. DERIVATIVE FINANCIAL INSTRUMENTS

The Company's only outstanding derivative financial instrument is an interest rate swap that is classified as a cash flow hedge of its variable rate debt. The fair value amounts in the condensed consolidated balance sheets were:

	June 30, 2022	December 31, 2021
Notional amounts ⁽¹⁾	\$ 16,625	\$ 17,219
Fair values:		
Other assets	\$ 193	\$ —
Other long-term liabilities and deferred income taxes	—	242

⁽¹⁾ Notional amounts represent the gross contract/notional amount of the derivatives outstanding.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
(In thousands, except share and per share data)

The derivative gains and losses in the condensed consolidated financial statements related to the Company's current and previous interest rate swap contracts were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Effective portion recognized in other comprehensive income, pretax:				
Interest rate swap	\$ 156	\$ 66	\$ 435	\$ 155

11. COMMITMENTS AND CONTINGENCIES

From time to time, the Company may be involved in legal disputes and other proceedings in the ordinary course of its business. These matters may include allegations of infringement of intellectual property, commercial disputes and employment matters. As of June 30, 2022 and through the filing date of these condensed consolidated financial statements, the Company is aware of no ongoing legal proceedings that management estimates could have a material effect on the Company's Consolidated Financial Statements.

The Company has submitted a number of voluntary self-disclosures regarding compliance with export control laws and regulations and the U.S. Department of Justice is conducting an investigation into certain shipments of equipment. At this time, the Company is not able to estimate the amount or probability of any monetary penalties or other expenses that the Company may incur as a result of this investigation.

12. INCOME TAXES

The effective tax rates were 22.0% and 24.2% for the three months ended June 30, 2022 and 2021, respectively, and 23.7% and 23.6% for the six months ended June 30, 2022 and 2021, respectively. There were net discrete tax benefits of \$2,909 and \$137 for the three months ended June 30, 2022 and 2021, respectively, and \$3,162 and \$4,425 for the six months ended June 30, 2022 and 2021, respectively, which were related in part to the tax deductions for equity-based compensation that were less than the compensation expense recognized for books in 2022 and exceeded compensation expense recognized for books in 2021. In 2022, the detriment for equity based compensation was more than offset by reductions in taxes related to foreign incentives for capital investments in prior years and to changes in tax position agreed to with tax authorities for prior year audits.

The Company accounts for its uncertain tax positions in accordance with the accounting standards for income taxes. The Company classifies interest and penalties related to unrecognized tax benefits as a component of the provision for income taxes. The following is a summary of the activity of the Company's unrecognized tax benefits for the six months ended June 30, 2022 and 2021:

	Six Months Ended June 30,	
	2022	2021
Balance, beginning of period	\$ 19,209	\$ 14,706
Change in prior period positions	(603)	—
Additions for tax positions in current period	500	2,000
Foreign currency translation	1,876	155
Balance, end of period	\$ 20,982	\$ 16,861

The liability for uncertain tax benefits is included in other long-term liabilities and deferred income taxes at June 30, 2022 and December 31, 2021. Substantially all of the liability for uncertain tax benefits related to various federal, state and foreign income tax matters would benefit the Company's effective tax rate, if recognized.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
(In thousands, except share and per share data)

13. NET INCOME ATTRIBUTABLE TO IPG PHOTONICS CORPORATION PER COMMON SHARE

The following table sets forth the computation of diluted net income attributable to IPG Photonics Corporation per common share following the treasury stock method:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Net income attributable to IPG Photonics Corporation common stockholders	\$ 56,968	\$ 69,800	\$ 126,540	\$ 137,927
Basic weighted average common shares	51,687,494	53,471,512	52,111,167	53,547,757
Dilutive effect of common stock equivalents	107,454	527,470	199,374	597,488
Diluted weighted average common shares	51,794,948	53,998,982	52,310,541	54,145,245
Basic net income attributable to IPG Photonics Corporation per common share	\$ 1.10	\$ 1.31	\$ 2.42	\$ 2.58
Diluted net income attributable to IPG Photonics Corporation per common share	\$ 1.10	\$ 1.29	\$ 2.41	\$ 2.55

The computation of diluted weighted average common shares excludes common stock equivalents including non-qualified stock options, performance stock units ("PSUs"), restricted stock units ("RSUs") and employee stock purchase plan ("ESPP") because the effect of including them would be anti-dilutive. The weighted average anti-dilutive shares outstanding for the three and six months ended June 30, 2022 and 2021 were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Non-qualified stock options	609,132	202,000	611,034	202,700
Restricted stock units	429,455	124,200	367,900	90,200
Performance stock units	95,562	30,100	76,697	22,000
Total weighed average anti-dilutive shares outstanding	1,134,149	356,300	1,055,631	314,900

On February 15, 2022, the Company announced that its Board of Directors has authorized the purchase of up to \$200,000 of IPG common stock. This authorization is in addition to the Company's stock repurchase program authorized in May 2020.

For the three months ended June 30, 2022, the Company repurchased 2,381,903 shares of common stock under the May 2020 authorization and February 2022 authorization with an average price of \$97.73 per share in the open market. For the six months ended June 30, 2022, the Company repurchased 2,983,018 shares of common stock under the May 2020 authorization and February 2022 authorization with an average price of \$104.43 per share in the open market. The impact on the reduction of weighted average shares for the three and six months ended June 30, 2022 was 1,130,055 shares and 1,000,972 shares, respectively. As of June 30, 2022, the Company completed all of the repurchases under the May 2020 authorization and February 2022 authorization.

14. SUBSEQUENT EVENTS

On August 2, 2022, the Company announced that its Board of Directors has authorized the purchase of up to \$300,000 of IPG common stock. Share repurchases may be made periodically in open-market transactions, and are subject to market conditions, legal requirements and other factors. The share repurchase program authorization does not obligate the Company to repurchase any dollar amount or number of its shares, and repurchases may be commenced or suspended from time to time without prior notice.

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

You should read the following discussion in conjunction with our condensed consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q. This discussion contains forward looking statements that are based on management's current expectations, estimates and projections about our business and operations. Our actual results may differ materially from those currently anticipated and expressed in such forward-looking statements. See "Cautionary Statement Regarding Forward-Looking Statements."

Overview

We develop, manufacture and sell high-performance fiber lasers, fiber amplifiers and diode lasers that are used for diverse applications, primarily in materials processing. We also manufacture and sell complementary products used with our lasers including optical delivery cables, fiber couplers, beam switches, optical processing heads, in-line sensors and chillers. In addition, we offer laser-based and non-laser based systems for certain markets and applications. Our portfolio of laser solutions is used in materials processing, communications, medical and advanced applications. We sell our products globally to original equipment manufacturers ("OEMs"), system integrators and end users. We market our products internationally, primarily through our direct sales force. Our major manufacturing facilities are located in the United States, Germany, Russia and Belarus. We have sales service offices and applications laboratories worldwide.

We are vertically integrated such that we design and manufacture most of the key components used in our finished products, from semiconductor diodes to optical fiber preforms, finished fiber lasers, amplifiers and complementary products. Our vertically integrated operations allow us to reduce manufacturing costs, control quality, rapidly develop and integrate advanced products and protect our proprietary technology.

Factors and Trends That Affect Our Operations and Financial Results

In reading our financial statements, you should be aware of the following factors and trends that our management believes are important in understanding our financial performance.

Recent Events. The Russia-Ukraine conflict and the sanctions imposed in response to this crisis have increased the levels of uncertainty and risks facing the Company. While sales to third-parties in Russia were approximately 2% of our revenue in the first half of 2022, we rely on our facility in Russia to manufacture certain components that are used in our other manufacturing facilities and for certain finished product sold to the Chinese market, which amounted to approximately \$100 million in 2021. We also have a factory in Belarus that supplies certain components to our other manufacturing facilities. In the first half of 2022, we managed to navigate the complex and evolving regulations, including sanctions, without material disruption to our ability to meet customer demand. We have increased inventory levels in Russia and Belarus in order to build safety stock. In addition, certain sanctions increased the cost of operating in Russia and Belarus as a result of shipping limitations, logistics challenges and changes in tariffs. The U.S. increased tariffs on Russian and Belarus goods late in the first quarter of 2022, resulting in a greater impact going forward than reflected in our first half of 2022 results.

In response to the risks from the Russia-Ukraine conflict, we initiated plans to reduce our reliance on our Russia and Belarus operations by adding capacity in other countries, increasing inventories in the U.S. and Europe and qualifying third-party suppliers. In the first half of 2022, we began hiring additional employees, allocating workspace for increased production, and running second shifts in the U.S., and Germany. These plans also include additional investments in facilities in the near term as well as additional ongoing operating costs, primarily associated with the higher cost of labor outside of Russia and Belarus. While we have sufficient financial resources to make these investments and expenditures, our gross margins and other financial results will be adversely impacted by increased operating costs associated with these transitions. Over time, we intend to mitigate some of these increases with cost reductions, higher productivity from automation, improved yields and product specifications.

Our Board of Directors has been monitoring and continues to assess and monitor risks to our business associated with the Russia-Ukraine conflict through management reports and discussions with management at quarterly and special meetings since the conflict began. Although we continue to operate in Russia and Belarus while we execute on plans to reduce reliance, if current conditions change such that we are no longer able to operate in or must significantly curtail operations in Russia or Belarus, we would then need to assess the net realizable value of our working capital and whether our long lived assets are impaired. For additional information regarding the risks and potential impacts of the Russia-Ukraine conflict, see "*Risk Factors – The ongoing conflict between Russia and Ukraine may adversely affect our business and results of operations*" in Item 1A of Part II of Form 10-Q for the quarter ended March 31, 2022.

COVID-19. Global demand trends have been impacted by the ongoing COVID-19 pandemic and therefore remain uncertain at this time. While business conditions generally improved from the severe contraction experienced in 2020, it is difficult to predict whether conditions could change if there are additional restrictions imposed as a result of a resurgence in COVID-19 infections. To date, we have been able to accommodate these changes to our business operations and continue to meet customer demand. If guidelines or mandates from relevant authorities becomes more restrictive due to a resurgence of COVID-19 in a particular region, the effect on our operations could be more significant. This uncertainty continues to make forecasting our business challenging in the near to medium-term.

Supply Chain. We and our customers are experiencing increased lead times and costs for certain components purchased from third party suppliers; particularly electronic components. We, our customers and our suppliers continue to face constraints related to supply chain and logistics, including availability of capacity, materials, air cargo space, sea containers and higher freight rates. Supply chain and logistics constraints are expected to continue for the foreseeable future and could impact our ability to supply products and our customers' demand for our product or readiness to accept deliveries. Supply chain constraints have not significantly affected our business but they have moderately increased our freight costs, caused us to carry higher levels of safety stock for certain inventory items, increased the cost of certain electronic components, pushed out customer deliveries and caused delays in recognizing revenue for certain custom processing systems in our Genesis business due to delays in receiving robots. Notwithstanding these effects, we believe we have the ability to meet the near-term demand for our products, but the situation is fluid and subject to change.

Net sales. Our net sales have historically fluctuated from quarter to quarter. The increase or decrease in sales from a prior quarter can be affected by the timing of orders received from customers, the timing of shipments, the mix of OEM orders and one-time orders for products with large purchase prices, competitive pressures, acquisitions, economic and political conditions in a certain country or region and seasonal factors such as the purchasing patterns and levels of activity throughout the year in the regions where we operate. Net sales can be affected by the time taken to qualify our products for use in new applications in the end markets that we serve. Our sales cycle varies substantially, ranging from a period of a few weeks to as long as one year or more, but is typically several months. The adoption of our products by a new customer or qualification in a new application can lead to an increase in net sales for a period, which may then slow until we penetrate new markets or obtain new customers. Foreign exchange rates also affect our net sales, due to changes in the U.S. Dollar value of sales made in foreign currencies.

Our business depends substantially upon capital expenditures by end users, particularly by manufacturers using our products for materials processing, which includes general manufacturing, automotive including electric vehicles ("EV"), other transportation, aerospace, heavy industry, consumer, semiconductor and electronics. Approximately 91% of our revenues for both the first half of 2022 and the full 2021 fiscal year were from customers using our products for materials processing. Although applications within materials processing are broad, the capital equipment market in general is cyclical and historically has experienced sudden and severe downturns. For the foreseeable future, our operations will continue to depend upon capital expenditures by end users of materials processing equipment and will be subject to the broader fluctuations of capital equipment spending.

In response to inflation, some global central banks are adopting less accommodative monetary policy and have or expect to increase benchmark interest rates. An increase in interest rates could impact global demand and/or could lead to a recession that may reduce the demand for our products. In addition, an increase in interest rates would increase the cost of equipment financed with leases or debt.

In recent years, our net sales and margins have been negatively impacted by tariffs and trade policy. New tariffs and other changes in U.S. trade policy could trigger retaliatory actions by affected countries, and certain foreign governments.

We are also susceptible to global or regional disruptions such as political instability, geopolitical conflicts, acts of terrorism, significant fluctuations in currency values, natural disasters, macroeconomic concerns and the impact of the COVID-19 outbreak that affect the level of capital expenditures or global commerce. With respect to the COVID-19 outbreak specifically, while our net sales for the six months ended June 30, 2022 improved as compared to net sales achieved for the six months ended June 30, 2021, the possible affect over the longer term remains uncertain and dependent on future developments that cannot be accurately predicted at this time, such as the severity and transmission rate of COVID-19 or new variants, the extent and effectiveness of containment actions taken, the approval, effectiveness, timing and widespread vaccination of the global population, and the impact of these and other factors on our customer base and general commercial activity.

The average selling prices of our products generally decrease as the products mature. These decreases result from factors such as increased competition, decreased manufacturing costs and increased unit volumes. We may also reduce selling prices in order to penetrate new markets and applications. Furthermore, we may negotiate discounted selling prices from time to time with certain customers that place high unit-volume orders.

The secular shift to fiber laser technology in large materials processing applications, such as cutting applications, had a positive effect on our sales trends in the past such that our sales trends were often better than other capital equipment manufacturers in both positive and negative economic cycles. As the secular shift to fiber laser technology matures in such applications, our sales trends are more susceptible to economic cycles which affect other capital equipment manufacturers broadly and the machine tool and industrial laser industries more specifically.

Gross margin. Our total gross margin in any period can be significantly affected by a number of factors, including net sales, production volumes, competitive factors, product mix, and by other factors such as changes in foreign exchange rates relative to the U.S. Dollar, tariffs and shipping costs. Many of these factors are not under our control. The following are examples of factors affecting gross margin:

- As our products mature, we can experience additional competition which tends to decrease average selling prices and affects gross margin;
- Our gross margin can be significantly affected by product mix. Within each of our product categories, the gross margin is generally higher for devices with greater average power. These higher power products often have better performance, more difficult specifications to attain and fewer competing products in the marketplace;
- Higher power lasers also use a greater number of optical components, improving absorption of fixed overhead costs and enabling economies of scale in manufacturing;
- The gross margin for certain specialty products may be higher because there are fewer or sometimes no equivalent competing products;
- Customers that purchase devices in greater unit volumes generally are provided lower prices per device than customers that purchase fewer units. In general, lower selling prices to high unit volume customers reduce gross margin although this may be partially offset by improved absorption of fixed overhead costs associated with larger product volumes, which drive economies of scale;
- Gross margin on systems and communication components can be lower than gross margin for our laser and amplifier sources, depending on the configuration, volume and competitive forces, among other factors; and finally,
- Persistent inflation leading to increases in average manufacturing salaries as well as an increase in the purchase price of components including, but not limited to, electronic components and metal parts could negatively impact gross margin if we are not able to pass those increases on to customers by increasing the selling price of our products.

We expect that some new technologies, products and systems will have returns above our cost of capital but may have gross margins below our corporate average. If we are able to develop opportunities that are significant in size, competitively advantageous or leverage our existing technology base and leadership, our current gross margin levels may not be maintained. Instead, we aim to deliver industry-leading levels of gross margins by growing sales, by taking market share in existing markets, or by developing new applications and markets we address, by reducing the cost of our products and by optimizing the efficiency of our manufacturing operations.

A high proportion of our costs is fixed so costs are generally difficult to adjust or may take time to adjust in response to changes in demand. In addition, our fixed costs increase as we expand our capacity. If we expand capacity faster than is required by sales growth, gross margins could be negatively affected. Gross margins generally decline if production volumes are lower as a result of a decrease in sales or a reduction in inventory because the absorption of fixed manufacturing costs will be reduced. Gross margins generally improve when the opposite occurs. If both sales and inventory decrease in the same period, the decline in gross margin may be greater if we cannot reduce fixed costs or choose not to reduce fixed costs to match the decrease in the level of production. If we experience a decline in sales that reduces absorption of our fixed costs, or if we have production issues, our gross margins will be negatively affected.

We also regularly review our inventory for items that are slow-moving, have been rendered obsolete or are determined to be excess. Any provision for such slow-moving, obsolete or excess inventory affects our gross margins. For example, we recorded provisions for slow-moving, obsolete or excess inventory totaling \$14.7 million and \$7.6 million for the three months ended June 30, 2022 and 2021, respectively, and \$25.5 million and \$15.6 million for the six months ended June 30, 2022 and 2021, respectively.

Selling and general and administrative expenses. In the past, we invested in selling and general and administrative costs in order to support continued growth in the Company. As the secular shift to fiber laser technology matures, our sales growth becomes more susceptible to the cyclical trends typical of capital equipment manufacturers. Accordingly, our future

management of and investments in selling and general and administrative expenses will also be influenced by these trends, although we may still invest in selling or general and administrative functions to support certain initiatives even in economic down cycles. Certain general and administrative expenses are not related to the level of sales and may vary quarter to quarter based primarily upon the level of acquisitions and litigation.

Research and development expenses. We plan to continue to invest in research and development to improve our existing components and products and develop new components, products, systems and applications technology. We believe that these investments will sustain our position as a leader in the fiber laser industry and will support development of new products that can address new markets and growth opportunities. The amount of research and development expense we incur may vary from period to period.

Foreign exchange. Because we are a U.S.-based company doing business globally, we have both translational and transactional exposure to fluctuations in foreign currency exchange rates. Changes in the relative exchange rate between the U.S. Dollar and the foreign currencies in which our subsidiaries operate directly affects our sales, costs and earnings. Differences in the relative exchange rates between where we sell our products and where we incur manufacturing and other operating costs (primarily in the U.S., Germany, Russia and Belarus) also affects our costs and earnings. Certain currencies experiencing significant exchange rate fluctuations like the Euro, the Russian Ruble, the Chinese Yuan and the Japanese Yen have had and could have an additional significant impact on our sales, costs and earnings. For the quarter ended June 30, 2022, the appreciation of the Russian Ruble and depreciation of the Chinese Yuan created a foreign exchange loss, partially offset by the foreign exchange gain created by the depreciation of the Euro, as compared to the U.S. Dollar. This is because our European and Russian subsidiaries have certain net assets denominated in U.S. Dollars, and Chinese subsidiary has certain net liabilities denominated in U.S. Dollars. Our ability to adjust the foreign currency selling prices of products in response to changes in exchange rates is limited and may not offset the impact of the changes in exchange rates on the translated value of sales or costs. In addition, if we increase the selling price of our products in local currencies, this could have a negative impact on the demand for our products.

Major customers. While we have historically depended on a few customers for a large percentage of our annual net sales, the composition of this group can change from period to period. Net sales derived from our five largest customers as a percentage of our net sales was 19% for the six months ended June 30, 2022 and 19%, and 24% for the full years 2021 and 2020, respectively. One of our customers accounted for 24% and 22% of our net accounts receivable at June 30, 2022 and December 31, 2021, respectively. We seek to add new customers and to expand our relationships with existing customers. We anticipate that the composition of our significant customers will continue to change. We generally do not enter into agreements with our customers obligating them to purchase a fixed number or large volume of our products. If any of our significant customers substantially reduced their purchases from us, our results would be adversely affected.

Results of Operations for the Three Months Ended June 30, 2022 Compared to the Three Months Ended June 30, 2021

Net sales. Net sales increased by \$5.3 million, or 1.4%, to \$377.0 million for the three months ended June 30, 2022 from \$371.7 million for the three months ended June 30, 2021.

The table below sets forth sales by application:

	Three Months Ended June 30,						
	2022			2021			Change
	(In thousands, except for percentages)						
<u>Sales by Application</u>		% of Total			% of Total		
Materials processing	\$	343,357	91.1 %	\$	345,653	93.0 %	\$ (2,296) (0.7)%
Other applications		33,666	8.9 %		26,005	7.0 %	7,661 29.5 %
Total	\$	377,023	100.0 %	\$	371,658	100.0 %	\$ 5,365 1.4 %

The table below sets forth sales by type of product and other revenue:

Sales by Product	Three Months Ended June 30,						Change
	2022			2021			
	(In thousands, except for percentages)						
	% of Total			% of Total			
High Power Continuous Wave ("CW") Lasers	\$	162,997	43.2 %	\$	189,744	51.1 %	\$ (26,747) (14.1)%
Medium Power CW Lasers		18,923	5.0 %		18,177	4.9 %	746 4.1 %
Pulsed Lasers		69,852	18.5 %		61,773	16.6 %	8,079 13.1 %
Quasi-Continuous Wave ("QCW") Lasers		14,079	3.8 %		15,525	4.2 %	(1,446) (9.3)%
Laser and Non-Laser Systems		38,443	10.2 %		29,597	8.0 %	8,846 29.9 %
Other Revenue including Amplifiers, Service, Parts, Accessories and Change in Deferred Revenue		72,729	19.3 %		56,842	15.2 %	15,887 27.9 %
Total	\$	377,023	100.0 %	\$	371,658	100.0 %	\$ 5,365 1.4 %

Materials processing

Sales for materials processing applications decreased due to lower sales of high power CW lasers and QCW lasers, partially offset by higher sales of laser and non-laser systems, pulsed lasers, other laser products and service and medium power CW lasers.

- High power CW laser sales decreased due to lower sales for cutting applications partially offset by an increase in sales for welding applications. Within cutting applications, the decrease in sales was attributable to softer demand and increased competition in China. The increase in sales of high power CW lasers used in welding applications was driven by higher sales supporting E-mobility including electric vehicles, battery manufacturing and electric motors.
- Pulsed laser sales, including high power pulsed lasers, increased due to growth in sales for foil cutting for EV battery processing applications, and cleaning and stripping applications, partially offset by a decrease in demand for green pulsed lasers used for solar cell manufacturing applications.
- QCW laser sales decreased due to lower demand in fine processing for consumer electronics applications.
- The increase of revenue in laser and non-laser systems was attributable to higher demand for laser systems and LightWELD.
- Other revenue for materials processing increased due to higher sales of options and accessories.

Other Applications

Sales from other applications increased due to increased demand for lasers used in medical procedures and advanced applications, partially offset by decreased demand for telecommunications products.

Cost of sales and gross margin. Cost of sales increased by \$13.6 million, or 7.1%, to \$204.7 million for the three months ended June 30, 2022 from \$191.1 million for the three months ended June 30, 2021. Our gross margin decreased to 45.7% for the three months ended June 30, 2022 from 48.6% for the three months ended June 30, 2021. The decrease in gross margin was driven by an increase in inventory provisions, shipping costs, tariffs, and manufacturing expenses as a percentage of sales, partially offset by a reduction in cost of products sold from inventory as a percentage of sales due to sales mix.

Sales and marketing expense. Sales and marketing expense decreased by \$0.2 million, or 1.0%, to \$19.0 million for the three months ended June 30, 2022 compared with \$19.2 million for the three months ended June 30, 2021. The decrease is due to personnel and related costs, partial offset by increase in trade fairs and exhibits costs. As a percentage of sales, sales and marketing expense decreased to 5.0% and 5.2% for the three months ended June 30, 2022 and 2021, respectively.

Research and development expense. Research and development expense decreased by \$4.6 million, or 13.1%, to \$30.6 million for the three months ended June 30, 2022, compared to \$35.2 million for the three months ended June 30, 2021. This change was primarily a result of decreases in personnel costs and expense for materials used for research and development projects. As a percentage of sales, research and development expense decreased to 8.1% for the three months ended June 30, 2022 from 9.5% for the three months ended June 30, 2021.

General and administrative expense. General and administrative expense increased by \$2.3 million, or 7.4%, to \$33.4 million for the three months ended June 30, 2022 from \$31.1 million for the three months ended June 30, 2021. This change was primarily a result of increases in consultant costs and information systems costs. As a percentage of sales, general and administrative expense increased to 8.9% from 8.4% for the three months ended June 30, 2022 and 2021, respectively.

Effect of exchange rates on net sales, gross profit and operating expenses. We estimate that, if exchange rates relative to the U.S. Dollar had been the same as one year ago, net sales would have been \$18.4 million higher, gross margin would have been \$10.1 million higher and total operating expenses would have been \$0.2 million higher for the three months ended June 30, 2022. These estimates assume constant exchange rates between fiscal year 2022 and fiscal year 2021 and are calculated using the average exchange rates for the three-month period ended June 30, 2021 for the respective currencies, which were US\$1=Euro 0.83, US\$1=Russian Ruble 74, US\$1=Japanese Yen 109 and US\$1=Chinese Yuan 6.46.

Loss on foreign exchange. We incurred a foreign exchange transaction loss of \$17.6 million for the three months ended June 30, 2022 as compared to a \$2.8 million loss for the three months ended June 30, 2021. Our European and Russian subsidiaries have certain net assets denominated in U.S. Dollars, and our Chinese subsidiary has certain net liabilities denominated in U.S. Dollars. The foreign exchange loss for the three months ended June 30, 2022 was primarily attributable to appreciation of the Russian Ruble and depreciation of the Chinese Yuan, partially offset by depreciation of the Euro, as compared to the U.S. Dollar.

Provision for income taxes. Provision for income taxes was \$16.1 million for the three months ended June 30, 2022 compared to \$22.2 million for the three months ended June 30, 2021, representing an effective tax rate of 22.0% and 24.2% for the three months ended June 30, 2022 and 2021, respectively. The decrease in tax expense in 2022 is primarily due to reduced book income before taxes and to an increase in the benefit from discrete items. The discrete items included a detriment related to equity based compensation deductions for tax in 2022 whereas there was a benefit for this discrete item in 2021. The 2022 equity compensation detriment was more than offset by reductions in taxes as a result of foreign tax incentives for capital investments in prior years and to a benefit related to agreements with tax authorities related to prior year audits.

Net income attributable to IPG Photonics Corporation. Net income attributable to IPG Photonics Corporation decreased by \$12.8 million to \$57.0 million for the three months ended June 30, 2022 compared to \$69.8 million for the three months ended June 30, 2021. Net income attributable to IPG Photonics Corporation as a percentage of our net sales decreased by 3.7 percentage points to 15.1% for the three months ended June 30, 2022 from 18.8% for the three months ended June 30, 2021 due to the factors described above.

Results of Operations for the Six Months Ended June 30, 2022 Compared to the Six Months Ended June 30, 2021

Net sales. Net sales increased by \$29.8 million, or 4.1%, to \$747.0 million for the six months ended June 30, 2022 from \$717.2 million for the six months ended June 30, 2021.

The table below sets forth sales by application:

Sales by Application	Six Months Ended June 30,						Change		
	2022		2021						
	(In thousands, except for percentages)								
	% of Total		% of Total						
Materials processing	\$	682,320	91.3 %	\$	662,894	92.4 %	\$	19,426	2.9 %
Other applications		64,682	8.7 %		54,349	7.6 %		10,333	19.0 %
Total	\$	747,002	100.0 %	\$	717,243	100.0 %	\$	29,759	4.1 %

The table below sets forth sales by type of product and other revenue:

	Six Months Ended June 30,				Change	
	2022		2021			
	(In thousands, except for percentages)					
Sales by Product		% of Total		% of Total		
High Power CW Lasers	\$ 330,688	44.2 %	\$ 360,226	50.2 %	\$ (29,538)	(8.2)%
Medium Power CW Lasers	42,591	5.7 %	34,059	4.8 %	8,532	25.1 %
Pulsed Lasers	136,784	18.3 %	117,168	16.3 %	19,616	16.7 %
QCW Lasers	26,859	3.6 %	29,191	4.1 %	(2,332)	(8.0)%
Laser and Non-Laser Systems	73,040	9.8 %	56,713	7.9 %	16,327	28.8 %
Other Revenue including Amplifiers, Service, Parts, Accessories and Change in Deferred Revenue	137,040	18.4 %	119,886	16.7 %	17,154	14.3 %
Total	\$ 747,002	100.0 %	\$ 717,243	100.0 %	\$ 29,759	4.1 %

Materials processing

Sales for materials processing applications increased due to higher sales of laser and non-laser systems, pulsed lasers, other laser products and service and medium power CW lasers, partially offset by decreases in sales of high power CW lasers and QCW lasers.

- High power CW laser sales decreased due to lower sales for cutting applications partially offset by an increase in sales for welding applications. Within cutting applications, the decrease in sales was attributable to softer demand and increased competition in China. The increase in sales of high power CW lasers used in welding applications was driven by higher sales supporting E-mobility including electric vehicles, battery manufacturing and electric motors.
- The increase in medium power CW sales related to an increase in demand for welding and additive manufacturing applications.
- Pulsed laser sales, including high power pulsed lasers, increased due to growth in sales for foil cutting for EV battery processing applications, cleaning and stripping applications and marking and engraving applications for general manufacturing, partially offset by a decrease in demand for green pulsed lasers used for solar cell manufacturing applications.
- QCW laser sales decreased due to lower demand in fine processing for consumer electronics applications.
- The increase of revenue in laser and non-laser systems was attributable to higher demand for laser systems and LightWELD.
- Other revenue for materials processing increased due to higher sales of options and accessories.

Other Applications

Sales from other applications increased due to increased demand for lasers used in medical procedures, partially offset by decreased demand for lasers used in and advanced applications and telecommunication products.

Cost of sales and gross margin. Cost of sales increased by \$30.1 million, or 8.1%, to \$402.8 million for the six months ended June 30, 2022 from \$372.7 million for the six months ended June 30, 2021. Our gross margin decreased to 46.1% for the six months ended June 30, 2022 from 48.0% for the six months ended June 30, 2021. Gross margin decreased mainly due to an increase in inventory provisions, shipping costs, and manufacturing expenses as a percentage of sales, partially offset by a reduction in cost of products sold from inventory as a percentage of sales due to sales mix.

Sales and marketing expense. Sales and marketing expense increased by \$1.3 million, or 3.4%, to \$39.4 million for the six months ended June 30, 2022 from \$38.1 million for the six months ended June 30, 2021, primarily as a result of increases in trade fairs and exhibits costs. As a percentage of sales, sales and marketing expense maintained at 5.3% of sales for both the six months ended June 30, 2022 and 2021.

Research and development expense. Research and development expense decreased by \$4.4 million, or 6.4%, to \$64.1 million for the six months ended June 30, 2022, compared to \$68.5 million for the six months ended June 30, 2021, primarily as

a result of a decrease in expenses related to materials used for research and development projects. As a percentage of sales, research and development expense decreased to 8.6% for the six months ended June 30, 2022 from 9.6% for the six months ended June 30, 2021.

General and administrative expense. General and administrative expense increased by \$2.9 million, or 4.7%, to \$64.1 million for the six months ended June 30, 2022 from \$61.2 million for the six months ended June 30, 2021, primarily as a result of increases in consultant costs, personnel costs, and information systems costs, partially offset by an increase in bad debt recoveries. As a percentage of sales, general and administrative expense increased to 8.6% for the six months ended June 30, 2022 from 8.5% for the six months ended June 30, 2021.

Effect of exchange rates on net sales, gross profit and operating expenses. We estimate that, if exchange rates relative to the U.S. Dollar had been the same as one year ago, which were on average Euro 0.83, Russian Ruble 74, Japanese Yen 108 and Chinese Yuan 6.47, respectively, we would have expected net sales for the six months ended June 30, 2022 to be \$28.1 million higher, gross profit to be \$14.4 million higher and total operating expenses would have been \$2.8 million higher.

Loss on foreign exchange. We incurred a foreign exchange transaction loss of \$11.8 million for the six months ended June 30, 2022 as compared to a gain of \$4.3 million for the six months ended June 30, 2021. Our European and Russian subsidiaries have certain net assets denominated in U.S. Dollars, and our Chinese subsidiary has certain net liabilities denominated in U.S. Dollars. The loss for the six months ended June 30, 2022 was primarily attributable to appreciation of the Russian Ruble and depreciation of the Chinese Yuan, partially offset by depreciation of the Euro, as compared to the U.S. Dollar.

Provision for income taxes. Provision for income taxes was \$39.3 million for the six months ended June 30, 2022 compared to \$42.6 million for the six months ended June 30, 2021, representing an effective tax rate of 23.7% and 23.6% for the six months ended June 30, 2022 and 2021, respectively. The decrease in expense is primarily related to a decrease in income. For the six months ended June 30, 2022 and 2021, the net discrete tax benefits were \$3.2 million and \$4.4 million, respectively. The discrete items related in part to the tax deductions for equity-based compensation that were less than the compensation expense recognized for books in 2022 and exceeded compensation expense recognized for books in 2021. In 2022, the detriment for equity based compensation was more than offset by reductions in taxes as a result of foreign tax incentives for capital investments in prior years and to changes in tax position agreed to with tax authorities for prior year audits.

Net income attributable to IPG Photonics Corporation. Net income attributable to IPG Photonics Corporation decreased by \$11.4 million to \$126.5 million for the six months ended June 30, 2022 compared to \$137.9 million for the six months ended June 30, 2021. Net income attributable to IPG Photonics Corporation as a percentage of our net sales decreased by 2.3 percentage points to 16.9% for the six months ended June 30, 2022 from 19.2% for the six months ended June 30, 2021 due to the factors described above.

Liquidity and Capital Resources

We believe that our existing cash and cash equivalents, short-term investments, our cash flows from operations and our existing lines of credit provide us with the financial flexibility to meet our liquidity and capital needs. We expect to continue making investments in capital expenditures, to assess acquisition opportunities and to repurchase shares of our stock in accordance with our repurchase program. The extent and timing of such expenditures may vary from period to period. Our future long-term capital requirements will depend on many factors including investments in European and North American manufacturing capacity in order to execute plans to reduce reliance on Russia for manufacturing capacity, our level of sales, the impact of the economic environment on our growth including any ongoing impact of the COVID-19 pandemic on certain global or regional economies, global or regional recessions, the timing and extent of spending to support development efforts, expansion of global sales and marketing activities, government regulation including trade sanctions, the timing and introductions of new products, the need to ensure access to adequate manufacturing capacity and the continuing market acceptance of our products.

With respect to the current geopolitical situation involving Ukraine and Russia, the imposition of capital controls by the Russian government restricts our ability to access company cash in Russia, but would not materially disrupt our liquidity as a whole. The current balance of cash and cash equivalents in Russia is approximately 3% of total current cash and cash equivalents and short term investments. The Russian operations are self-funding. We attempt to keep only amounts that are needed for working capital in Russia and approximately 11% of our consolidated working capital including cash, cash equivalents and short term investments is located in Russia. We are making no new investments in Russia.

The following table presents our principal sources of liquidity:

	June 30, 2022	December 31, 2021
	(In thousands)	
Cash and cash equivalents	\$ 771,788	\$ 709,105
Short-term investments	462,865	805,400
Unused credit lines and overdraft facilities	124,232	128,772
Working capital (excluding cash, cash equivalents and short-term investments)	620,296	519,745

Short-term investments at June 30, 2022 consist of liquid investments including commercial paper, corporate bonds, municipal bonds, certificates of deposit, and U.S. Treasury and agency obligations with original maturities of greater than three months but less than one year. See Note 4, "Fair Value Measurements" in the notes to the condensed consolidated financial statements for further information about our short-term investments.

The following table details our line-of-credit facilities and long-term notes as of June 30, 2022:

Description	Total Facility/ Note	Interest Rate	Maturity	Security
U.S. Revolving Line of Credit ⁽¹⁾	\$75.0 million	BSBY plus 0.8% to 1.2%, depending on our performance	April 2025	Unsecured
Euro Credit Facility (Germany) ⁽²⁾	Euro 50.0 million (\$52.2 million)	ESTR plus 0.8% or Euribor plus 0.65%	July 2023	Unsecured, guaranteed by parent company and German subsidiary
Other Euro Facility ⁽³⁾	Euro 1.5 million (\$1.6 million)	1.48% as of June 30, 2022 and 2.03% starting July 1, 2022	March 2023	Common pool of assets of Italian subsidiary
Long-term Secured Note ⁽⁴⁾	\$15.6 million	Fixed at 2.74%	July 2022	Secured by the corporate aircraft
Long-term Unsecured Note ⁽⁵⁾	\$16.6 million	1.20% above LIBOR, fixed using an interest rate swap at 2.85% per annum	May 2023	Unsecured

⁽¹⁾ This facility is available to certain foreign subsidiaries in their respective local currencies. At June 30, 2022, there were no amounts drawn on this line; however, there were \$2.5 million of guarantees issued against the line which reduces total availability.

⁽²⁾ This facility is also available to certain foreign subsidiaries in their respective local currencies. At June 30, 2022, there were no drawings on this facility; however, there were \$2.1 million of guarantees issued against the line which reduces total availability.

⁽³⁾ At June 30, 2022, there were no drawings. This facility renews annually.

⁽⁴⁾ At maturity, the outstanding note balance was \$15.4 million, which was paid in July 2022.

⁽⁵⁾ At maturity, the outstanding note balance will be \$15.4 million.

Our largest committed credit lines are with Bank of America N.A. and Deutsche Bank AG in the amounts of \$75.0 million and \$52.2 million (or 50.0 million Euro as described above), respectively, and neither of them is syndicated. The banks have made amendments of our credit agreements to modify LIBOR and EONIA reference rates as these rates are phased out as borrowing rates. We do not plan to amend our long-term unsecured note as it matures prior to the final phase-out of LIBOR.

We are required to meet certain financial covenants associated with our U.S. revolving line of credit and long-term debt facility. These covenants, tested quarterly, include an interest coverage ratio and a funded debt to earnings before interest, taxes, depreciation and amortization ("EBITDA") ratio. The interest coverage covenant requires that we maintain a trailing twelve-month ratio of EBITDA to interest on all obligations that is at least 3.0:1.0. The funded debt to EBITDA covenant requires that the sum of all indebtedness for borrowed money on a consolidated basis be less than three times our trailing twelve months EBITDA. Funded debt is decreased by our cash and available marketable securities not classified as long-term investments in the U.S.A. in excess of \$50 million up to a maximum of \$500 million. We were in compliance with all such financial covenants as of and for the three months ended June 30, 2022.

The financial covenants in our loan documents may cause us to not make or to delay investments and actions that we might otherwise undertake because of limits on capital expenditures and amounts that we can borrow or lease. In the event that we do not comply with any one of these covenants, we would be in default under the loan agreement or loan agreements, which may result in acceleration of the debt, cross-defaults on other debt or a reduction in available liquidity, any of which could harm our results of operations and financial condition.

See Note 9, "Financing Arrangements" in the notes to the condensed consolidated financial statements for further information about our facilities and term debt.

The following table presents cash flow activities:

	Six Months Ended June 30,	
	2022	2021
	(In thousands)	
Cash provided by operating activities	\$ 95,161	\$ 203,190
Cash provided by (used in) investing activities	280,221	(283,643)
Cash used in financing activities	(311,450)	(35,684)

Operating activities. Net cash provided by operating activities decreased by \$108.0 million to \$95.2 million for the six months ended June 30, 2022 from \$203.2 million for the six months ended June 30, 2021, primarily due to an increase in cash used by working capital. Our largest working capital items typically are inventory and accounts receivable. Items such as accounts payable to third parties, prepaid expenses and other current assets and accrued expenses and other liabilities are not as significant as our working capital investment in accounts receivable and inventory because of the amount of value added within IPG due to our vertically integrated structure. Accruals and payables for personnel costs including bonuses and income and other taxes payable are largely dependent on the timing of payments for those items. The decrease in cash flow from operating activities in 2022 primarily resulted from:

- an increase in cash used by inventory, including an increase in days inventory on hand as the company builds safety stocks for supply chain disruptions related to third party electronic parts and components internally manufactured by our factory in Russia,
- an increase in cash used by accrued expenses due to higher bonus payments and lower bonus accruals,
- a decrease in cash provided by accounts payable due to timing of payments,
- a decrease in cash provided by accounts receivable due to increased sales,
- an increase in cash used by income and other taxes payable; partially offset by,
- an increase in cash provided by prepaid expenses and other assets.

Investing activities. Net cash provided by investing activities was \$280.2 million for the six months ended June 30, 2022 as compared to cash used in investing activities of \$283.6 million in 2021. The cash provided by investing activities in 2022 related to \$341.8 million of net proceeds from short-term investments, partially offset by \$59.9 million of cash used for capital expenditures. The cash used in investing activities in 2021 related to \$229.0 million of net purchases of short-term investments and \$54.3 million of capital expenditures.

In 2022, we expect to incur between \$130 million to \$140 million in capital expenditures, excluding acquisitions. Capital expenditures include investments in property, facilities and equipment to add capacity worldwide to support anticipated revenue growth, increase vertical integration, increase redundant manufacturing capacity for critical components and enhance research and development capabilities. The timing and extent of any capital expenditures in and between periods can have a significant effect on our cash flow. If we obtain financing for certain projects, our cash expenditures would be reduced in the year of expenditure. Many of the capital expenditure projects that we undertake have long lead times and are difficult to cancel or defer to a later period once a project has been started.

Financing activities. Net cash used in financing activities was \$311.5 million for the six months ended June 30, 2022 as compared to net cash used of \$35.7 million in 2021. The cash used in financing activities in 2022 primarily related to the purchase of treasury stock of \$311.6 million, \$1.9 million of principal payments on our long-term borrowings; partially offset by, proceeds of \$2.1 million from the issuance of common stock under the employee stock purchase plan and the exercise of stock options net of amounts disbursed in relation to shares withheld to cover employee income taxes due upon the vesting and release of restricted stock units. The cash used in financing activities in 2021 related to the purchase of treasury stock of \$41.7 million, \$2.6 million of payments of purchase price holdbacks from business combinations and \$1.9 million of principal payments on our long-term borrowings; partially offset by, proceeds of \$10.6 million from the exercise of stock options net of

amounts disbursed in relation to shares withheld to cover employee income taxes due upon the vesting and release of restricted stock units.

Cautionary Statement Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, and we intend that such forward-looking statements be subject to the safe harbors created thereby. For this purpose, any statements contained in this Quarterly Report on Form 10-Q except for historical information are forward-looking statements. Without limiting the generality of the foregoing, words such as "may," "will," "expect," "believe," "anticipate," "intend," "could," "estimate," or "continue" or the negative or other variations thereof or comparable terminology are intended to identify forward-looking statements. In addition, any statements that refer to projections of our future financial performance, trends in our businesses, or other characterizations of future events or circumstances are forward-looking statements.

The forward-looking statements included herein are based on current expectations of our management based on available information and involve a number of risks and uncertainties, all of which are difficult or impossible to accurately predict and many of which are beyond our control. As such, our actual results may differ significantly from those expressed in any forward-looking statements. Factors that may cause or contribute to such differences include, but are not limited to, those discussed in more detail in Item 1, "Business" and Item 1A, "Risk Factors" of Part I of the Form 10-K filed with the SEC for the year ended December 31, 2021 (the "Annual Report"), and in Part II Item 1A of Form 10-Q filed with the SEC for the quarter ended March 31, 2022. Readers should carefully review these risks, as well as the additional risks described in other documents we file from time to time with the Securities and Exchange Commission. In light of the significant risks and uncertainties inherent in the forward-looking information included herein, the inclusion of such information should not be regarded as a representation by us or any other person that such results will be achieved, and readers are cautioned not to rely on such forward-looking information. We undertake no obligation to revise the forward-looking statements contained herein to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Recent Accounting Pronouncements

None.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk in the ordinary course of business, which consists primarily of interest rate risk associated with our cash and cash equivalents and our debt and foreign exchange rate risk.

Interest rate risk. Certain interest rates are variable and fluctuate with current market conditions. Our investments have limited exposure to market risk. We maintain a portfolio of cash, cash equivalents and short-term investments consisting primarily of bank deposits, money market funds, certificates of deposit, commercial paper, corporate bonds and municipal bonds. None of these investments have a maturity date in excess of one year. Because of the short-term nature of these instruments, a sudden change in market interest rates would not be expected to have a material impact on our financial condition or results of operations.

We are also exposed to market risk as a result of increases or decreases in the amount of interest expense we must pay on our bank debt and borrowings on our bank credit facilities. Our interest obligations on our long-term debt are fixed either by the underlying agreement or by means of an interest rate swap agreement. Although our U.S. revolving line of credit and our Euro credit facility have variable rates, we do not believe that a 10% change in market interest rates would have a material impact on our financial position or results of operations.

Exchange rates. Due to our international operations, a significant portion of our net sales, cost of sales and operating expenses are denominated in currencies other than the U.S. Dollar, principally the Euro, the Russian Ruble, the Chinese Yuan and the Japanese Yen. Changes in the exchange rate of the U.S. Dollar versus the functional currencies of our subsidiaries affect the translated value and relative level of sales and net income that we report from one period to the next. In addition, our subsidiaries may have assets or liabilities denominated in a currency other than their functional currency which results in foreign exchange transaction gains and losses due to changes in the value of the functional currency versus the currency the assets and liabilities are denominated in. The loss on foreign exchange transactions totaled \$17.6 million for the three months ended June 30, 2022 compared to a loss of \$2.8 million for the three months ended June 30, 2021. Management attempts to minimize these exposures by partially or fully off-setting foreign currency denominated assets and liabilities at our subsidiaries that operate in different functional currencies. The effectiveness of this strategy can be limited by the volume of underlying transactions at various subsidiaries and by our ability to accelerate or delay inter-company cash settlements. As a result, we are

unable to create a perfect offset of the foreign currency denominated assets and liabilities. At June 30, 2022, our material foreign currency exposure is net U.S. Dollar denominated assets at subsidiaries where the Euro or the Russian Ruble is the functional currency and U.S. Dollar denominated liabilities where the Chinese Yuan is the functional currency. The U.S. Dollar denominated assets are comprised of cash, third party receivables and inter-company receivables. The U.S. Dollar denominated liabilities are comprised of inter-company payables. A 5% change in the relative exchange rate of the U.S. Dollar to the Euro as of June 30, 2022 applied to the net U.S. Dollar asset balances, would result in a foreign exchange gain of \$3.8 million if the U.S. Dollar appreciated and a \$4.0 million foreign exchange loss if the U.S. Dollar depreciated. A 5% change in the relative exchange rate of the U.S. Dollar to the Russian Ruble as of June 30, 2022 applied to the net U.S. Dollar asset balances, would result in a foreign exchange gain of \$1.8 million if the U.S. Dollar appreciated and a \$1.9 million foreign exchange loss if the U.S. Dollar depreciated. A 5% change in the relative exchange rate of the U.S. Dollar to the Chinese Yuan as of June 30, 2022 applied to the net U.S. Dollar liabilities balances, would result in a foreign exchange loss of \$4.5 million if the U.S. Dollar appreciated and a \$4.7 million foreign exchange gain if the U.S. Dollar depreciated. Volatility between the U.S. Dollar and the currencies to which we are exposed may be increased by the COVID-19 pandemic, sanctions on the Russian government and changes in central bank policy.

In addition, we are exposed to foreign currency translation risk for those subsidiaries whose functional currency is not the U.S. Dollar as changes in the value of their functional currency relative to the U.S. Dollar affect the translated amounts of our assets and liabilities. Changes in the translated value of assets and liabilities due to changes in functional currency exchange rates relative to the U.S. Dollar result in foreign currency translation adjustments that are a component of other comprehensive income or loss.

Foreign currency derivative instruments can also be used to hedge exposures and reduce the risks of certain foreign currency transactions; however, these instruments provide only limited protection and can carry significant cost. We have no foreign currency derivative instruments as of June 30, 2022. We will continue to analyze our exposure to currency exchange rate fluctuations and may engage in financial hedging techniques in the future to attempt to minimize the effect of these potential fluctuations. Exchange rate fluctuations may adversely affect our financial results in the future.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision of our chief executive officer and our chief financial officer, our management has 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) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of the end of the period covered by this Quarterly Report on Form 10-Q (the "Evaluation Date"). Based upon that evaluation, our chief executive officer and our chief financial officer have concluded that, as of the Evaluation Date, our disclosure controls and procedures are effective.

Changes in Internal Controls

There was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act) that occurred during the last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. We are continually monitoring and assessing the changes to business processes resulting from COVID-19 to ensure the design and operating effectiveness of our controls are adequate.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Information with respect to this item may be found in Note 11, "Commitments and Contingencies" in the Notes to Condensed Consolidated Financial Statements in Part I, Item 1 of this Quarterly Report and is incorporated herein by reference.

ITEM 1A. RISK FACTORS

In addition to the other information in this Quarterly Report on Form 10-Q, you should carefully consider the factors discussed in Item 1A of Part I of our Annual Report on Form 10-K for the year ended December 31, 2021, and in Item 1A of Part II of our Quarterly Report on Form 10-Q for the quarter ended March 31, 2022, which could materially and adversely affect our financial condition, results of operations or cash flows, or cause our actual results to differ materially from those projected in any forward-looking statements. We may also face other risks and uncertainties that are not presently known, are not currently believed to be material, or are not identified in our Annual Report or this Quarterly Report because they are common to all businesses.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Recent Sales of Unregistered Securities; Use of Proceeds from Registered Securities

There have been no sales of unregistered securities for the three months ended June 30, 2022.

Issuer Purchases of Equity Securities

The following table reflects issuer purchases of equity securities for the three months ended June 30, 2022:

	Total Number of Shares (or Units) Purchased		Average Price Paid per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
April 1, 2022 — April 30, 2022	675,000	(2)	\$ 97.49	675,000	\$ 166,971
May 1, 2022 — May 31, 2022	927,681	(1), (2)	99.58	926,563	74,703
June 1, 2022 — June 30, 2022	780,340	(2)	95.73	780,340	—
Total	2,383,021		\$ 97.73	2,381,903	\$ —

(1) In 2012, our Board of Directors approved "withhold to cover" as a tax payment method for vesting of restricted stock awards for certain employees. Pursuant to the "withhold to cover" method, we withheld from such employees the shares noted in the table above to cover tax withholding related to the vesting of their awards. For the three months ended June 30, 2022 a total of 1,118 shares were withheld at an average price of \$101.68.

(2) On May 5, 2020, we announced that our Board of Directors authorized the purchase of up to \$200 million of IPG common stock (the "May 2020 authorization"), exclusive of any fees, commissions or other expenses.

On February 15, 2022, we announced that our Board of Directors authorized the purchase of up to \$200 million of IPG common stock (the "February 2022 authorization"). This new authorization was in addition to the Company's May 2020 authorization.

Share repurchases under both purchase authorizations were made periodically in open-market transactions using the Company's working capital, and were subject to market conditions, legal requirements and other factors. The share purchase program authorizations did not obligate us to repurchase any dollar amount or number of our shares, and repurchases could be commenced or suspended from time to time without prior notice.

We repurchased 2,381,903 shares in the second quarter of 2022 under the May 2020 authorization and February 2022 authorization. As of June 30, 2022, we completed all of the repurchases under both authorizations.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

(a) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 1350
101.INS	Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

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.

IPG PHOTONICS CORPORATION

Date: August 3, 2022

By: /s/ Eugene A. Scherbakov

Eugene A. Scherbakov
Chief Executive Officer
(Principal Executive Officer)

Date: August 3, 2022

By: /s/ Timothy P.V. Mammen

Timothy P.V. Mammen
Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

Certification of Chief Executive Officer

Pursuant to Rule 13a – 14(a) or Rule 15d – 14(a) of the Securities Exchange Act of 1934

I, Eugene A. Scherbakov, certify that:

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

Date: August 3, 2022

By:

/s/ Eugene A. Scherbakov

Eugene A. Scherbakov
Chief Executive Officer (Principal Executive Officer)

Certification of Chief Financial Officer

Pursuant to Rule 13a – 14(a) or Rule 15d – 14(a) of the Securities Exchange Act of 1934

I, Timothy P.V. Mammen, certify that:

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

Date: August 3, 2022

By:

/s/ Timothy P.V. Mammen

Timothy P.V. Mammen

Senior Vice President and Chief Financial Officer (Principal Financial Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the filing of the Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2022 (the "Report") by IPG Photonics Corporation (the "Company"), Eugene A. Scherbakov, as the Chief Executive Officer of the Company, and Timothy P.V. Mammen, as the Chief Financial Officer of the Company, each hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

- 1 the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and
- 2 the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 3, 2022

/s/ Eugene A. Scherbakov

Eugene A. Scherbakov
Chief Executive Officer

/s/ Timothy P.V. Mammen

Timothy P.V. Mammen
Senior Vice President and Chief Financial Officer

A signed original of this written statement required by 18 U.S.C. Section 1350 has been provided to IPG Photonics Corporation and will be retained by IPG Photonics Corporation and furnished to the Securities and Exchange Commission or its staff upon request.