

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

FORM 10-K

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

For the fiscal year ended March 31, 2022

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: 000-55832



Transphorm, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

75 Castilian Drive

Goleta, California

(Address of principal executive offices)

82-1858829

(I.R.S. Employer
Identification No.)

93117

(Zip Code)

(805) 456-1300

(Registrant's telephone number, including area code)

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, par value \$0.0001 per share	TGAN	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. Yes No

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

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

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

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

The aggregate market value of the registrant's common stock held by non-affiliates, as of September 30, 2021, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$91,838,504, based on the closing price on such date as reported on the OTC Market. Shares of the registrant's common stock held by each executive officer and director and by beneficial owners of ten percent or more of the registrant's common stock have been excluded from this computation. This calculation does not reflect a determination that certain persons are affiliates of the registrant for any other purpose.

As of June 21, 2022, 56,588,042 shares of the registrant's common stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

None.

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Glossary of Terms and Abbreviations

The following is a glossary of technical terms used in this Annual Report on Form 10-K (this "Report"):

AC – alternating current

AEC-Q101 – Automotive Electronic Council's electronic components stress qualification standard

AFSW – Aizu Fujitsu Semiconductor Wafer Solution Limited, the wafer fabrication facility located in Aizu Wakamatsu, Japan that is owned by our joint venture

BJT – bipolar junction transistor, a semiconductor device

Bus voltage – voltage into, out of or within connections of a power electronic system

CMOS – complementary MOS (metal oxide semiconductor), widely used semiconductor transistor architecture

D2Pak – a surface mountable version of the TO220 package

DC – direct current

Die/Chip – an individual semiconductor device on the wafer, prior to packaging

EAR – Export Administration Regulation

Epi/Epiwafer/Epimaterials – GaN device layers grown on a substrate, from which active GaN-based devices are subsequently manufactured in a wafer fabrication facility

Fab – fabrication, generally referring to a semiconductor wafer fabrication facility

FET – field effect transistor, a type of switching transistor

Figure of Merit - a quantity used to characterize the performance of a device, system or method, relative to its alternatives

FIT – failure in time, referring to the expected number of device failures per billion hours of operation

GaN – gallium nitride

HEMT – high electron mobility transistor, a type of switching transistor with superior electronic properties

IGBT – insulated-gate bipolar transistor, a three-terminal power semiconductor device primarily used as an electronic switch

JEDEC – Joint Electron Device Engineering Council, an independent semiconductor engineering trade organization and standardization body that represents all areas of the electronics industry

LIDAR – light detection and ranging, a remote sensing method that uses light in the form of a pulsed laser to measure distance

Lossy – in the context of switching devices, subject to loss of power due to switching inefficiencies and other factors

MOCVD – metal organic chemical vapor deposition, a technique for layering GaN layers onto substrates such as a silicon substrate and making the starting GaN semiconductor material (i.e., an epiwafer)

Moore's law – the observation that the number of transistors in a dense integrated circuit doubles about every two years

MOSFET – metal-oxide-semiconductor field-effect transistor, a type of transistor

Power converters / Inverters – electronic systems used to convert electricity from AC to DC (such as a charger), DC-AC (such as an inverter) or in some cases AC-AC or DC-DC within the systems converting from one voltage level to another

PQFN – power quad flat no lead package, a compact surface mountable package used in power semiconductors

RF – radio frequency

SCR – silicon controlled rectifier, an early semiconductor switching device

Si – silicon

SiC – silicon carbide

TO – transistor outline leaded packages commonly used in power semiconductors (such as TO220, TO247)

Risk Factor Summary

Our business is subject to significant risks and uncertainties that make an investment in us speculative and risky. Below we summarize what we believe are the principal risk factors but these risks are not the only ones we face, and you should carefully review and consider the full discussion of our risk factors in the section titled "Risk Factors," together with the other information in this Report. If any of the following risks actually occurs (or if any of those listed elsewhere in this Report occur), our business, reputation, financial condition, results of operations, revenue, and future prospects could be seriously harmed. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that adversely affect our business.

- We have a history of losses, anticipate increasing our operating expenses and capital expenditures in the future, and may not be able to achieve or maintain profitability.
- We expect we will need to raise additional capital in the future to support our business, and this capital may be unavailable on attractive terms, if at all, and could dilute your investment.
- Our quarterly results of operations are likely to vary from period to period, which could cause the market price of our common stock to fluctuate or decline.
- Our business could be adversely affected by the effects of health epidemics or pandemics, including the ongoing COVID-19 global pandemic.
- We may not be able to develop new technologies and products to satisfy changes in customer demand or industry standards, and our competitors could develop products that decrease the demand for our products.
- We must commit resources to development, design and production prior to receipt of purchase commitments and could lose some or all of the associated investment.
- We compete in highly competitive markets, and competitive pressures from existing and new companies may adversely impact our business and operating results.
- We rely on third-party channel partners to sell our products. If our partners fail to perform, our ability to sell our products and services could be limited, and if we fail to optimize our channel partner model going forward, our operating results could be harmed.
- We rely on limited sources of wafer fabrication, packaged products fabrication and product testing, the loss of which could delay and limit our product shipments.
- Because we depend on third-party manufacturers to build portions of our products, we are susceptible to manufacturing delays and pricing fluctuations that could prevent us from shipping customer orders on time, if at all, or on a cost-effective basis, which may result in the loss of sales, income and customers.
- Our sales cycles can be long and unpredictable, and our sales efforts require considerable time and expense.
- Our current operations are concentrated in one location and in the event of an earthquake, terrorist attack or other disaster affecting this location or those of our major suppliers, our operations may be interrupted and our business may be harmed.
- The loss of one or more key employees or our inability to attract and retain qualified personnel could harm our business.

- If we fail to effectively manage our growth, our business, financial condition and results of operations would be harmed.
- We are subject to a number of risks associated with international sales and operations.
- Investments in us may be subject to U.S. foreign investment regulations which may impose conditions on or limit certain investors' ability to purchase or hold our common stock, potentially limiting our ability to enter into or maintain strategic relationships and making our common stock less attractive to investors.
- We are subject to government regulation, including import, export and economic sanctions laws and regulations that may expose us to liability and increase our costs.
- Our sales to government customers subject us to uncertainties regarding fiscal funding approvals, renegotiations or terminations at the discretion of the government, as well as audits and investigations, which could result in litigation, penalties and sanctions including early termination, suspension and debarment.
- Any failure by us to protect our proprietary technologies or maintain the right to use certain technologies may negatively affect our ability to compete.
- If we fail to comply with our obligations under any license, collaboration or other agreements, we may be required to pay damages and could lose certain intellectual property rights.
- Any failure to maintain effective internal controls over our financial reporting could materially and adversely affect us.
- We have identified a material weakness in our internal control over financial reporting that, if not properly remediated, could result in material misstatements in our consolidated financial statements in future periods.
- Sales of substantial amounts of our common stock in the public markets, or the perception that such sales might occur, could cause the market price of our common stock to decline significantly, even if our business is doing well.
- We may be subject to certain liquidated damages pursuant to the registration rights agreements we entered into with certain holders of our securities.
- Our principal stockholders and management have substantial control over us and could delay or prevent a change in corporate control.
- Anti-takeover provisions in our charter documents could make an acquisition of us more difficult and may prevent attempts by our stockholders to replace or remove our management.

Note Regarding Forward-Looking Statements

This Report, including the sections titled “Business,” “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” contains express or implied forward-looking statements that are based on our management’s belief and assumptions and on information currently available to our management. All statements other than statements of historical fact contained in this Report are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as “may,” “could,” “will,” “would,” “should,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “intend,” “predict,” “seek,” “contemplate,” “project,” “continue,” “potential,” “ongoing” or the negative of these terms or other comparable terminology. These forward-looking statements include, but are not limited to, statements about:

- the implementation of our business model and strategic plans for our business, technologies and products;
- our costs in meeting our contractual obligations, including the cash flow impact of operating our joint venture wafer fabrication facility located in Aizu Wakamatsu, Japan, and our ability to maintain our contracts for their expected durations;
- the impact of the ongoing COVID-19 pandemic on our industry and our business, operations and financial condition, as well as on the global economy;
- the rate and degree of market acceptance of any of our products or GaN technology in general, including changes due to the impact of (i) new GaN fabrication sources, (ii) the performance of GaN technology, whether perceived or actual, relative to competing semiconductor materials, and (iii) the performance of our products, whether perceived or actual, compared to competing GaN-based, silicon-based and other products;
- the timing and success of product releases by us and our customers;
- our ability to develop new products and technologies;
- our future financial performance, including our expectations regarding our revenue, expenses, ongoing losses, and capital requirements;
- our needs for additional financing, ability to obtain additional funds for our operations and our intended use of any such funds;
- our receipt and timing of any royalties or other payments under any current or future collaboration, license or other agreements or arrangements, including the credit risks of our customers;
- our ability to obtain, maintain, enforce, defend and enhance our intellectual property rights;
- the strength and marketability of our intellectual property portfolio;
- our dependence on current and future collaborators for developing, manufacturing or otherwise bringing our products to market;
- the ability of our third party supply and manufacturing partners to meet our current and future business needs;
- the throughput of our fabrication facilities and third party foundries, as well as the ability of such facilities and foundries to ramp up production;

- our expectations regarding our classification as a “smaller reporting company,” as defined under the Securities Exchange Act of 1934 (the “Exchange Act”) and an “emerging growth company” under the JOBS Act in future periods;
- the total addressable market and growth rates of the markets in which we compete;
- the competitive landscape of our industry; and
- the impact of government regulation and developments relating to us, our competitors or our industry.

We caution you that the foregoing list may not contain all of the forward-looking statements made in this Report.

You should not rely upon forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this Report primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, results of operations, and prospects. The outcome of the events described in these forward-looking statements is subject to significant risks, uncertainties, and other factors, including those described in the section titled “Risk Factors” and elsewhere in this Report. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Report. We cannot assure you that the results, events, and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results, events, or circumstances could differ materially from those described in the forward-looking statements.

Neither we nor any other person assumes responsibility for the accuracy and completeness of any of these forward-looking statements. Moreover, the forward-looking statements made in this Report relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this Report to reflect events or circumstances after the date of this Report or to reflect new information or the occurrence of unanticipated events, except as required by law. We may not actually achieve the plans, intentions, or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures, or investments we may make.

In addition, statements that “we believe” and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this Report, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements.

PART I

Item 1. Business.

Unless otherwise stated or the context otherwise indicates, references to “Transphorm,” the “Company,” “we,” “our,” “us,” or similar terms refer to Transphorm, Inc. and its subsidiaries.

Overview

We are a global semiconductor company founded in 2007. We are a pioneer, and a market and technology leader, in the wide-bandgap GaN power electronics field for high voltage power conversion applications. We deliver high quality and reliable GaN devices with high performance, while providing application design support to a growing customer base. Our GaN devices allow customers to design smaller, lighter and cooler power systems creating increased functional value in end products including smartphone power adapters/fast-chargers, power supplies for datacenter servers/communication, industrial power converters and chargers/converters/inverters for electric vehicles, among other applications. We deploy our unique vertically integrated innovation model that leverages one of the industry’s most experienced GaN engineering teams (with over 300 years of combined experience) at every development stage: device design, materials growth, device fabrication, packaging, circuits and application support. This approach, backed by one of the GaN power industry’s largest intellectual property portfolios with access to over 1,000 world-wide patents, has yielded the industry’s first automotive-grade AEC-Q101 and JEDEC qualified high voltage GaN FETs. Our innovations are designed to move power electronics beyond the limitations of silicon and provide our customers with higher efficiency or lower loss (e.g., titanium-class performance in power supplies), higher power density (e.g., compact size or improved form factor) and, in many designs, an overall lower system cost.

Recent Developments

On April 20, 2021, we changed our fiscal year from the period beginning on January 1 and ending on December 31 to the period beginning on April 1 and ending on March 31 of each year, effective for the fiscal year ended March 31, 2021. On June 24, 2021, we filed a transition report on Form 10-K for the transition period from December 31, 2020 to March 31, 2021.

Our Technology

Driving “Moore’s law of Power” with GaN: At the core of any power converter or inverter widely utilized in converting electrical energy from one form to another (for example, AC to DC), are semiconductor-based electronic switches, traditionally made with silicon-based devices. While silicon and silicon-based switching transistors like MOSFETs and IGBTs are reaching their technological limits, GaN FETs have significant potential for performance to further the roadmap for power conversion systems that require ever increasing power density (ability to pack power in a small volume), analogous to Moore’s law for digital semiconductors. In this case, the “Moore’s law” analogy is the increasing power density over time, which has been achieved via improvements in switching devices, starting with SCRs, then BJTs, followed by IGBTs and MOSFETs, all of which are silicon-based devices. Relative to silicon-based devices, GaN devices offer advantages including higher switching speeds, higher breakdown voltages and lower resistance. Today, wide-bandgap semiconductors like SiC and GaN are driving the innovation in power electronics.

Our GaN FETs: Our proprietary GaN on silicon material growth (or epiwafer technology) knowhow via MOCVD allows us to build our GaN devices on inexpensive silicon substrates, thereby leveraging the cost structure of well-established silicon-based manufacturing. Our proprietary GaN epiwafer designs also allow us to achieve devices capable of sustaining high voltages well in excess of the 650 Volts required for typical power switching applications, with ultra-low losses. At the core of our GaN FET device is a two-chip, normally-off 650 Volt GaN platform, integrating a low voltage Si FET input/drive stage with a high voltage GaN output stage to deliver a normally-off, packaged power device to the end user. Compared to other approaches by which a normally-off, high voltage GaN switching device can be made, our approach is more robust than other alternatives (so-called junction

gated or p-GaN type devices) that typically offer low safety margins. A typical standard Si-MOSFET consists of a normally-off input portion (gate control) with a normally-on output portion (high voltage drift region), that are integrated in one device. We have integrated two separate die in one package in a chip-on-chip configuration to achieve the best of both worlds - high robustness and high performance. The result is a normally-off power device package with a combination of reliability, robustness, design margin and performance. We believe the adoption of this approach by other GaN manufacturers makes our strong intellectual property even more important going forward. Our GaN FETs stand out in the industry due to their capability to withstand much higher voltages than those required for device ratings (for instance, our standard 650 Volt products have a destructive breakdown voltage in excess of 1,000 Volts, which we believe is high in comparison to the typical range for our competitors' GaN devices of 650 Volts to 1,000 Volts), contributing to our safety margins in operation.

Continued Innovation: We have a strong innovation track record as evidenced by a series of firsts in the GaN high voltage arena, including the first automotive-grade AEC-Q101 and JEDEC qualified high voltage GaN FETs. We have also released multiple generations of products beginning with Gen-1 and Gen-2 prior to 2016, Gen-3 in 2018, Gen-4 in 2020 and Gen-5 in 2021. Each product platform seeks to improve key industry metrics (or figures of merit) designed to result in both improved performance (lower losses in power converters/inverters for our customers) and lower cost by enabling lower die size and simpler packages.

Epiwafer Products: We also monetize our strong core expertise in GaN epiwafer technology by providing GaN epiwafer products for the RF/microwave/millimeter wave market, as well as for certain strategic customers in the power device market. In 2018 and 2019, we were awarded the base portion and option portion, respectively, of an \$18.5 million contract by the U.S. Navy, which we believe is validation of our technology, intellectual property and capability in this area. We believe this program will establish ourselves as a U.S.-based supplier for advanced GaN epiwafer products for both the U.S. Department of Defense and commercial applications. In 2021, we were independently awarded a separate and standalone \$1.4 million contract by the Defense Advanced Research Projects Agency (DARPA) – this is an R&D activity that could in the long term develop GaN technology.

Our Solution and Business Model

Our GaN product offerings are based on innovation across the value chain, starting from GaN material and epiwafers to GaN device design, and from wafer fabrication to packaging, as well as application-based reference designs that help our customers extract the most value from GaN. This vertically integrated control of the value chain has resulted in rapid innovation, manufacturing control, and the high quality, high reliability (Q+RTM) brand of high voltage GaN offerings that we offer.

Target Power Market Focus: Our GaN on silicon FET products start with a 650 Volt rating and currently go up to 900 Volts, and we have demonstrated products that will go up to 1,200 Volts. 650 Volt products represent a large portion of the power conversion market because the world-wide line voltage into which these converters have to plug in ranges from 110 Volts to 240 Volts, resulting in in-system voltages of 400 Volts to 500 Volts that necessitate a 650 Volt power device. Similarly, higher bus voltage applications such as those running off an 800 Volt electric vehicle battery for an inverter require higher voltage ratings from power devices. As the voltage requirement gets higher, a silicon-based power device switch becomes increasingly lossy and the differentiation in performance offered by a GaN device increases.

Products: Our products currently address power conversion applications ranging from approximately 30 watts to approximately 30 kilowatts in multi-phase applications. Our GaN FETs are offered in various packages, addressing our customers' needs from very robust to compact packages. In addition to the appropriate device, a robust and easy-to-use package is key for a power product because the heat dissipated in the device ultimately is removed via the package and then the system heat sink. TO packages have historically served a significant role in the power semiconductor industry. We have designed our GaN products in these TO packages to deliver kilowatt class power that takes advantage of GaN's high efficiency and low loss switching capability along with a solid thermal interface offered by the TO package. We also offer surface mount equivalents of the TO packages such as the D2Pak, where surface mount capability is a must. On the other hand, for fast switching compact power adapters (typically sub-300 watt), the compact PQFN package is our standard offering. Our packaged products also

incorporate simple but powerful high frequency and high speed switching design philosophies, resulting in GaN solutions with stable operation at multi kilowatts, at high-speed and high frequency (multi-100 kHz to MHz), all while maintaining high quality and reliability.

Markets: Our GaN products switch much faster than equivalent silicon products and increase a system's power density, producing greater efficiency while enabling system size reduction. With their proven reliability and ability to reduce size and save energy, 650 Volt GaN FETs have now been adopted in the market. GaN provides cost-competitive, easy-to-embed solutions that reduce energy loss and system size by as much as 40 percent, while enabling system cost reduction, to simplify converter and inverter design and manufacturing.

Our products today address power conversion applications including:

- low power applications (approximately 30 watt to 300 watt) such as smartphone power adapters/fast chargers and laptop and appliance power supplies;
- medium power applications (approximately several hundred watts to 3 kilowatts) such as power supplies for gaming, appliances, datacenter servers, communications infrastructure, and industrial servo drives for motors and robotics; and
- high power applications (approximately 3 kilowatts to over 5 kilowatts) such as blockchain applications, higher power datacenter servers, uninterruptible power supply/energy applications, onboard chargers, converters and inverters for electric vehicles, and power supplies for industrial applications.

We believe power conversion with high voltage semiconductor devices (e.g., 650 Volt devices) is a large market opportunity. Based on reports from various third party research firms, we estimate the total addressable market for GaN to be approximately \$1.6 billion. Market research firm Yole Développement predicts growth for the GaN power device market with GaN power semiconductor-related revenues as high as \$400 million by 2023.

In addition to the power semiconductor market, we have started supplying GaN epiwafers on various substrates, including silicon carbide, sapphire and silicon, ranging from 4 to 6 inches in diameter, for RF/microwave/millimeter wave device markets, and we believe we are in a position to target the growing 5G RF market in the future. We believe the existing market for GaN RF transistors for wireless infrastructure and 5G exceeds \$800 million, and we can service a portion of this market attributed to epiwafers. For these areas, we also have the advantage of being a pure-play epiwafer foundry as we do not make RF device products.

Our History

Overview: Our company was launched in 2007 by founders Professor Umesh Mishra and Dr. Primit Parikh, with more than 30 years of GaN technology and business experience between them at the time, with the goal of commercializing GaN technology for the large power semiconductor market while making a global impact on electrical energy savings and simplifying power conversion for end users. We have been a key player in the area of high voltage GaN power devices from our early days with several industry firsts, including the first GaN on silicon device to the first 600 Volt GaN device JEDEC qualification, the first high voltage GaN automotive qualified product under the stringent AEC-Q101 standard, the first high temperature (175C) rated GaN offering, and the first comprehensive field reliability data, now including over 40 billion hours of operation with a statistical failure rate of <0.3 FIT (0.3 per billion hours of operation).

Blue Chip Partnerships: Throughout our history, we have established blue chip partnerships with strong investors, manufacturing and channel partners, key customers, and strategic investors and partners. For the year ended March 31, 2022, Nexperia B.V. ("Nexperia"), the U.S. government and one other overseas customer each accounted for more than ten percent of our revenues. For the year ended March 31, 2022, such customers together accounted for 78.1% of our revenues. For the three months ended March 31, 2021 and the year ended December 31, 2020, Nexperia and the U.S. government each accounted for more than ten percent of our revenues. For the three

months ended March 31, 2021 and the year ended December 31, 2020, such customers together accounted for 58.5% and 88.8% of our revenues respectively.

In 2014, we established a business integration, IP acquisition/licensing and channel partnership agreement with Fujitsu Limited (“Fujitsu”) and Fujitsu Semiconductor Limited (“FSL”), pursuant to which we established Transphorm Japan as a wholly owned subsidiary, with a leading manufacturing and quality team from FSL. In connection with this agreement, we entered into a manufacturing partnership for AFSW, FSL’s high quality 6-inch silicon wafer fabrication plant in Aizu Wakamatsu, Japan, which allowed us to bring silicon-like manufacturing excellence to GaN products. We also acquired a patent portfolio from FSL and a license to a separate portfolio from Fujitsu. This relationship further led to the establishment in 2017 of a joint venture with FSL for AFSW, in which we were a noncontrolling partner with a 49% interest. In August 2021, GaNovation Pte. Ltd. (“GaNovation”), a Singapore-based joint venture entity between us and JCP Capital Management, LLC Limited, acquired all of our and FSL’s interests in AFSW. We currently hold a 25% interest in GaNovation. For the year ended March 31, 2022, GaNovation’s primary business activity related to the businesses of AFSW.

In 2015, KKR Phorm Investors L.P. (“Phorm”), an affiliate of Kohlberg Kravis Roberts & Co. L.P., made an investment of \$70 million in us with the goal of enabling us to get our GaN products that had completed concept, engineering, manufacturing, reliability and quality testing to mass market. As of the filing of this Report, Phorm remains our largest stockholder.

In 2017, we entered into a partnership with Yaskawa Electric Corporation of Japan (“Yaskawa”), a global leader in motion control and a pioneer in the adoption of new semiconductor technology for the field of servo motors, robotics and renewables. In October 2017, Yaskawa loaned us \$15.0 million pursuant to a convertible promissory note, and in October 2021, Yaskawa converted the note into 3,120,000 shares of our common stock. Yaskawa seeks to enable smaller, faster and more efficient power electronics servo drives in applications such as robotics, which use servo motors to enable movement along various axes of motion in a robot, to improve robot functions.

In December 2020, we entered into a cooperation and development agreement with Yaskawa, pursuant to which Yaskawa agreed to provide \$4.0 million over approximately three years to fund development activities related to industrial power conversion applications, with an initial focus on us developing customized versions of our GaN devices for servo motor drive applications. As of March 31, 2022, Yaskawa has provided \$1.8 million of this commitment.

In 2018, we established a five-year multi-element cooperation agreement with Nexperia, a leader in silicon-based power semiconductors for automotive products, with the goal of establishing a second source of our GaN products and better positioning to penetrate the automotive market with our GaN products in the long term. Through a combination of equity ownership, a loan agreement, technology development projects, and licensing of our wafer-fabrication process and certain products, we secured significant funding from Nexperia. We believe this agreement is indicative of our strong intellectual property portfolio as well as our ability to create revenue streams by monetizing our intellectual property. In May 2021, we amended the cooperation agreement with a view towards a longer term supply relationship with Nexperia. See the section titled “—Nexperia Cooperation Agreement” below.

In 2020, we established a relationship with Marelli, a leading automotive Tier-1 supplier (headquartered in Japan and with a world-wide footprint) for long term development of our automotive converter and inverter products. As of March 31, 2022, Marelli has made equity investments in us totaling \$5.0 million.

In December 2020, we entered into a joint venture agreement with JCP Capital Management, LLC Limited (controlling party with 75% ownership as of March 31, 2022) to create GaNovation, a joint venture company in Singapore, to engage in the business of distribution, development and supply of GaN products and any business relating to the businesses of AFSW. In connection with the establishment of GaNovation, we appointed GaNovation (including one of its affiliates) as our exclusive distributor in Greater China, with rights to procure processed GaN wafers and other components from us, rebrand and resell packaged products purchased from us, and customize and develop mutually-agreed-upon products.

Customer Partnerships: Beginning in 2018, we have empowered our customers' success and have seen numerous customers introduce their end power conversion products such as power supplies, battery chargers and fast charging adapters into the market. For example, Corsair, a leading supplier of high-performance gaming equipment, successfully introduced its AX1600i series of GaN-based power supplies. We estimate that the GaN products estimated to be operating now for several years have resulted in at least forty billion hours of combined field operations. As mentioned above, Yaskawa has partnered with us with a view of enabling GaN devices for servo drives in robotics applications. We have also developed partnerships with companies based in both Asia and the United States for GaN-based adaptor products. Recently we announced our partnership with Boco Electronics, which uses our GaN FETs for higher power blockchain computing power supplies. Lastly, in 2018 and 2019, the U.S. Navy awarded us the base portion and option portion, respectively, of an \$18.5 million three-year contract to create a U.S.-based source of advanced GaN epiwafer materials for the U.S. Department of Defense, which we believe exemplifies the recognition of our strong GaN MOCVD epiwafer platform, intellectual property and manufacturing scale and creates an opportunity for us to sell into the broader GaN RF epiwafer market. This has helped us in developing a second vertical - our GaN epiwafer business - to supplement our primary business of GaN power products. In this area, we have started to sell epiwafers, targeting both customers within the U.S. Department of Defense (including those resulting from the impact of the U.S. Navy program as well as others) and commercial RF and power device customers.

We are dependent on revenues from certain key customers such as Nexperia and the U.S. government, and distributors who sell to Corsair, Bel Power Systems, Digikey, GaNext, Mouser and Xentris, as well as on revenues from sales of our epiwafer products to various customers engaged in research and development for the U.S. Department of Defense utilizing our GaN epiwafer products.

Commercialization

Current GaN Power Products: We have qualified and released to manufacturing a number of products based on our 650 Volt GaN FET technology. Our current product portfolio in the market is based on our 650 Volt Gen-1 to Gen-5 GaN FET platforms. Our products are offered in the industry standard TO packages (TO247 and TO220) or the 8x8 PQFN surface mount packages. The TO packages offer the most robust thermal performance and result in higher power per device, ranging from 1 kilowatt to over 5 kilowatt, and the PQFN packages offer the most compact and higher speed switching performance, typically for sub 2-kilowatt applications, including adapter applications. We also have a 900 Volt GaN FET product in the market and believe that we are the only company to have qualified a 900 Volt GaN device to date. The key markets that are currently addressed by our products include:

- Power adapters and chargers and gaming power supplies
- Data center, infrastructure power supplies, crypto mining and blockchain computing applications
- Industrial and energy applications - power supplies, uninterruptable power supply/battery chargers, servo drives

Additionally, we hope to enter the automotive products market in the mid-term, via DC-DC converters, on board chargers, and AC inverters for off-grid power, for which we are actively working with customers, and in the longer term, via EV power-train and high speed chargers after our development of larger current, higher power GaN devices.

Application Resources: We develop reference designs and evaluation boards that help our customers incorporate our GaN devices into the design of their power conversion products. We also make our applications kits available on distribution sites such as Digikey and Mouser.

Gen-4 Products: Our Gen-4 platform further improves the industry metric of resistance per unit die area and enables simpler packaging. A summary of our released Gen-4 products is below:

- 650 Volt/Gen-4/240 mohm class GaN FET for 45 watt to 100 watt class adapters;

- 650 Volt/Gen-4/150 mohm class GaN FET for 100 watt to 500+ watt class adapters and power supplies;
- 650 Volt/Gen-4/480 mohm class GaN FET for 24 watt to 50 watt class adapters; and
- 650 Volt/Gen-4/35 mohm class GaN FET for kilowatt class general power conversion applications including data-centers, blockchain computing, industrial and automotive electric vehicle converters and chargers.

We have successfully commercialized Gen-4 products in 30 watt to 150 watt adapters and have the capability to provide reference design-based solutions for these power adapters. Our continued relationship with multiple design partners, as well as the expansion of our own application engineering team, is important for our success in the adapter market. Further, the success of our design-in with end customers is critical to us continuing to grow adapter revenues.

Higher Voltage, 900 Volt FETs: We believe we are the only company to have qualified 900 Volt GaN FETs. These products are used for power conversion applications that involve higher in-circuit voltages in excess of 600 Volts to 700 Volts or applications that run off a higher voltage battery. We released our Gen-3 JEDEC qualified commercial 900 Volt product in August 2020.

Automotive Products and Partners: Our GaN products are capable of being qualified for automotive applications following the AEC-Q101 standard. We have already AEC-Q101-qualified our Gen-2, Gen-3 and Gen-4 based products. Our revenues from automotive applications are dependent on our activities with certain Japanese automotive partners, including Marelli, as well as our non-contractual relationship with Nexperia, which plans to offer their automotive products both through licensing our technology and relying, in part, on us for epiwafer procurement. Success with Japanese automotive partners and Nexperia's success in their automotive outreach would influence both the timing and ramp-up of our automotive revenues.

Epiwafer Business: We view our epiwafer business as a vertical that supplements our primary GaN power device business. In 2018 and 2019, we secured the base portion and option portion, respectively, of an \$18.5 million three-year contract from the U.S. Navy for commercialization of GaN-based epiwafers on various substrates including silicon carbide, silicon and sapphire. This is a cost plus fee type contract with various milestones to be achieved by us. We began generating revenues from the sale of GaN epiwafers for the RF GaN market to the U.S. Department of Defense in 2020. We believe this contract with the U.S. Navy provides a strong base for our epiwafer business, though such business is not limited to defense customers as we will also be targeting commercial RF GaN epiwafer sales for the RF GaN market.

Research and Development (“R&D”)

Our innovation is targeted at maintaining a leadership position in the GaN power device market. We completed development of our first Gen-5 products and will continue to develop more products based on customer needs. Further, we have also started working on our next improvement in figure of merit (a quality of semiconductor devices impacting performance limits) through our next-generation-based platform.

We are also exploring development of 1,200 Volt GaN devices, which is partly funded by a research sub-contract from the U.S. Department of Energy ARPA-E (Advanced Research Project Agency-Energy) agency, and recently demonstrated this technology. The research sub-contract ended on May 31, 2022.

Intellectual Property

Proprietary Protection: Our commercial success depends in part on our ability to continuously obtain and maintain proprietary protection for our GaN products, associated solutions and other know-how, to operate without

infringing the proprietary rights of others, and to prevent others from infringing on our proprietary rights. We have been building and are continuing to build our intellectual property portfolio relating to our GaN products, including GaN products that can be used in the power conversion industry. Our policy is to seek to protect our proprietary position by, among other methods, filing and licensing U.S. and certain foreign patent applications related to our proprietary technology, inventions and improvements that are important to the development and implementation of our business. We also rely on trade secrets, know-how, and technological innovation to develop and maintain our proprietary position. We cannot be sure that patents will be granted with respect to any of our owned or licensed pending patent applications or with respect to any patent applications filed or licensed by us in the future, nor can we be sure that any of our existing owned or licensed patents or any patents that may be granted or licensed to us in the future will be commercially useful in protecting our technology.

IP Leadership: We are a world leader in GaN power semiconductor based intellectual property, with a patent portfolio that has access to over 1,000 patents comprising our directly owned patents, exclusive, sole or nonexclusive licenses of key portfolios from The University of California, Santa Barbara (“UCSB”), Furukawa Electric Co., Ltd. (“Furukawa”) and Fujitsu, as well as a nonexclusive license from Cree, Inc. (“Cree”) for the field of GaN power devices. The strength of our portfolio lies in the fact that our intellectual property covers all aspects of the GaN value chain, ranging from GaN epitaxial materials to device design to wafer fabrication processes to packages as well as GaN-based circuits and applications.

Portfolio: Our patent portfolio includes pending patent applications and issued patents in the United States and in foreign countries. As of March 31, 2022, our owned and licensed patent portfolio consisted of over 850 issued patents and over 200 pending patent applications around the world. Our over 330 directly owned patents are complemented by 150 patents from Furukawa’s sole licensed intellectual property and 171 patents from Fujitsu’s nonexclusively licensed intellectual property in the power semiconductor area. The 26 patents exclusively licensed from UCSB include some fundamental early intellectual property on growth of GaN on silicon substrates and unique intellectual property on nitrogen polar GaN, which was pivotal to us being awarded the contract from the U.S. Navy. Additionally, we hold a nonexclusive license from Cree to over 300 GaN material/device patents. Our licenses for the UCSB, Furukawa and Cree patents are royalty-bearing, and we pay royalties based on total revenues. The license for the Fujitsu patents is not royalty-bearing. We have also sub-licensed the UCSB and Furukawa patents to Nexperia on a royalty-bearing basis, which helps us defray the cost of maintaining these intellectual property portfolios.

Patent life determination depends on the date of filing of the application and other factors under the patent laws. In most countries, including the United States, the patent term is generally 20 years from the earliest claimed filing date of a non-provisional patent application in the applicable country.

UCSB license agreement

We entered into a license agreement with UCSB in 2007. As of March 31, 2022, we had in-licensed 26 patents or patent applications under this agreement. The UCSB license agreement requires us to use commercially reasonable efforts, consistent with demand in the marketplace and industry conditions and development timelines, to research, develop, market and manufacture products that are licensed under the agreement. We have the right to sublicense these rights to third parties. The UCSB license is subject to the rights of the U.S. government under any and all applicable laws including substantially manufacturing all licensed products in the United States, unless such requirement is waived by the U.S. government. In addition, we have the obligation to pay UCSB’s patent prosecution and maintenance costs, as well as royalties at a low single-digit percentage of any net revenue generated by our sale of any licensed product. In the event we grant a sublicense under the licensed patent rights, we also have the obligation to pay UCSB a certain portion of the sublicense royalties equal to at least as much as would have been due from us to UCSB under the parent license. We have one sublicense in place for which we receive a certain portion of our maintenance fees and certain royalties, which will be passed on to UCSB. We may terminate this license agreement at any time by providing 90 days’ written notice to UCSB.

Furukawa license agreement

We entered into a license agreement with Furukawa in 2014. As of March 31, 2022, we had in-licensed 150 issued patents in the U.S. and foreign countries under this agreement. We have the right to sublicense these rights to third parties. We share in the maintenance costs for the licensed patents by paying a fixed annual maintenance fee of \$200,000, as well as royalties at a low single-digit percentage of any net revenue generated by our sale of any licensed product. In the event we grant a sublicense under the licensed patent rights, we also have the obligation to pay Furukawa a certain portion of the sublicense royalties. We have one sublicense in place for which we receive a certain portion of our maintenance fees and certain royalties, which will be passed on to Furukawa. Either party may terminate or renew this license agreement after ten years from entry into the agreement.

Fujitsu license agreement

We entered into a license agreement with Fujitsu in 2013. As of March 31, 2022, we had in-licensed 171 issued and pending patents in the U.S. and foreign countries under this agreement. We do not have the right to sublicense these rights to third parties. Under the terms of this license agreement, Fujitsu has no obligation to sue or enforce the patent rights against third party infringers. Our license from Fujitsu is fully paid up and royalty free worldwide, with nonexclusive rights for power electronics. This agreement is non-terminable.

Cree license agreement

We entered into a license agreement with Cree in 2013. As of March 31, 2022, we had in-licensed over 420 issued and pending patents in the U.S. and foreign countries under this agreement. We do not have the right to sublicense these rights to third parties. Under the terms of this license agreement, Cree has no obligation to sue or enforce the patent rights against third party infringers. We have the obligation to pay royalties at a low single-digit percentage of any net revenue generated by our sale of any licensed product. Either party may terminate or review this license agreement every three years.

Our Technology Licenses and Assignments

Our strategy for the protection of our proprietary technology is to seek worldwide patent protection with a focus on jurisdictions that represent significant global power semiconductor markets. However, we assess on a case-by-case basis whether it is strategically more favorable to maintain trade secret protection for our inventions and “know-how” rather than pursue patent protection. Generally, patents have a term of twenty years from the earliest priority date, assuming that all maintenance fees are paid, no portion of the patent has been terminally disclaimed and the patent has not been invalidated. In certain jurisdictions, and in certain circumstances, patent terms can be extended or shortened.

Although our current GaN products are based on the 2-chip, normally-off configuration, our intellectual property also includes patents on multiple approaches for the 1-chip, normally-off or the e-mode GaN device technology, including patents on the so called “p type” gated GaN device approaches.

As the GaN power semiconductor business grows, we expect to be in a strong position to demonstrate the strength of our intellectual property position to customers and to continue to monetize our intellectual property.

Trademarks and Trade Secrets: Trademarks form an important part of branding our products, the philosophy behind those products and the Company itself. Some of our key trademarks are the Transphorm logo (with the globe), Q+R (our Quality and Reliability brand) and SuperGaN (our highest performance new generation of GaN products). We also rely on trade-secret protection for our confidential and proprietary information, and we typically use non-disclosure agreements when commencing a relationship with a customer or partner, particularly when we believe we will share proprietary information. We have an internal program to document our trade-secrets for each major area of our technology and operations. We cannot be sure that we can meaningfully protect our trade secrets on a continuing basis. Others may independently develop substantially equivalent confidential and proprietary information or otherwise gain access to our trade secrets.

Licensing to Nexperia: As part of our long-term cooperation agreement with Nexperia and in exchange for Nexperia's original investment in us, we agreed to transfer certain technologies to Nexperia and have provided Nexperia with licenses to manufacture and sell products using such technologies (in each case, excluding our epi process technology) as follows:

- Exclusive license (i.e., exclusive of us) for the automotive field in all regions except Japan, with the exception that we may develop, manufacture or directly sell any products in the automotive field to certain specified customers anywhere in the world (including Japan).
- "Sole" license for all other areas of application (i.e., we may not grant similar licenses to any other parties but we are not restricted from using or exploiting our technology in such other areas of application).
- The above licenses become nonexclusive on the earliest to occur of (i) April 4, 2023 and (ii) one year after a change of control of us.
- These licenses are ultimately contingent upon Nexperia fulfilling the appropriate licensing payment requirements, which in turn are contingent upon the execution of certain milestones by us. As of March 2022, the licenses were secured by Nexperia upon payment of the applicable licensing consideration by Nexperia and execution of milestones by us.

Competition

Overview: Our solutions compete with other power semiconductor solutions for power conversion including other GaN products, SiC products and silicon super-junction and IGBT products. Both GaN and SiC belong to the wide-bandgap semiconductor materials category, which offer high power switching performance due to their inherent capability to switch with lower losses at high voltages. Our GaN products are targeted at the 600 Volt to 650 Volt and the 900 Volt markets today, addressing power levels from 30 watts to over 30 kilowatts.

Competition in our markets is based on a variety of factors, including cost, size, power consumption, performance, reliability, product line depth and breadth, and ability to supply in sufficient quantities. We believe we can, or will be able to, compete effectively based on these factors.

Our GaN solutions compete with silicon-based products from companies such as Infineon, ST Microelectronics, Toshiba, ON Semiconductor and others, as well as with SiC based offerings from Rohm, Infineon, Wolfspeed, and others. SiC devices benefit from the fact that they are vertical devices while today's high performance GaN devices are lateral devices. Vertical devices tend to offer smaller total chip area for similarly rated devices. However, GaN devices can make up for this size difference, at least in part, by being manufactured on a very low cost silicon substrate. We also compete with other high-voltage GaN product providers including Power Integrations, Infineon, Panasonic, GaN Systems, Navitas, Texas Instruments, Innoscience and others.

Many of our existing competitors have, and some of our potential competitors could have, substantial competitive advantages such as greater name recognition, longer operating histories, broader and deeper product portfolios, larger customer bases, substantially greater financial and other resources, and larger scale manufacturing operations. However, we believe our products have the potential to compete, and do compete, with many of our competitors' offerings through product quality, product reliability and satisfaction of customer qualifications and standards.

Some companies as well as academic institutions are engaged in research and development of vertical GaN devices fabricated on bulk GaN substrates. While these could be promising in the future, much remains to be proven as to the ultimate quality and cost of these GaN substrates as well as the actual performance benefit of a vertical GaN device on a GaN substrate vs. high performance GaN HEMT-based products made on silicon substrates.

Competition With Silicon: We aim to capture applications that are traditionally addressed by silicon but for which silicon no longer offers sufficient performance. However, although the overall system cost may be lower with GaN due to compact size and reduction of other components in the system, the cost of certain GaN devices is higher than the cost of the comparable silicon devices at present (approximately twice the cost as such silicon devices). Therefore, in applications where silicon performance is acceptable, it may be difficult to compete with GaN products until the cost of the GaN devices is reasonably close to comparable silicon devices at a per device level. Typically, GaN devices face competition from silicon superjunction devices or silicon IGBT devices in such scenarios.

Competition With Silicon Carbide: Although SiC products have been around for a much longer time than GaN devices, we believe that GaN has better figures of merit with respect to certain power switching applications and the potential to deliver lower losses for such power switching applications. GaN is also made on standard silicon wafer substrates, lending it the cost structure of silicon-based wafer fabrication versus the more expensive SiC substrates on which SiC devices are manufactured. However, although the performance of SiC devices today at 600 Volts to 650 Volts is distinctly lower than GaN, SiC devices are more competitive at higher voltages such as 1,200 Volt nodes, where SiC is currently growing in use. This is due, at least in part, to SiC devices such as MOSFETs typically having a low mobility of electron charge under the gate region (such as approximately 50 cm²/Volt-second), versus GaN HEMTs which have much higher electron mobility in the gate region as well as the total conducting (or drift) region. For example, our GaN HEMTs have typical channel mobility of approximately 2,000 cm²/Volt-second. The lower gate mobility of the SiC MOSFET results in higher resistance (and thus higher loss) under the gate region. At lower voltages, the overall conduction (or drift) region is smaller and the gate region represents a higher portion of the total device. At higher voltages, such as 1,200 Volts, the gate region represents a smaller portion of the overall device and thus is not too detrimental for overall device loss. Thus, as the voltage requirement of a device is lowered, SiC devices generally tend to fall in relative performance versus GaN devices.

Competition With Other GaN Offerings: Finally, our GaN devices compete with offerings from other GaN manufacturers. While the presence of multiple GaN manufacturers is required for the overall acceptance of GaN technology, we strive to differentiate ourselves through quality, reliability, and easy to use GaN devices in thermally robust packages, while still offering a high level of performance (low loss and high efficiency) at reasonable price points.

Our Growth Strategy

Our growth strategies include (i) addressing growth in the power conversion markets through innovative GaN products with high quality and reliability that are easy to use, (ii) establishing an aggressive product and technology roadmap to improve product performance and decrease our costs, (iii) maintaining strong partnerships in what we believe are important product areas, and (iv) maintaining strong connections with suppliers, manufacturing partners, solutions partners and distribution partners.

In the near term, we aim to continue to incorporate our products into power supplies by supporting product opportunities ranging from sub-100 watt compact smartphone fast-charging adapters to over 3 kilowatt power supplies for datacenter servers and blockchain applications with our GaN products. We continue to develop reference designs for various adapter solutions such as 65 watt to over 200 watt USB Type-C and other related fast chargers to provide customers a complete solution with our easy-to-use, high reliability GaN products. Adapters for fast chargers, which are prevalent with the increased power consumption of 5G mobile phones, represents a strong opportunity to market our GaN solutions. We aim to continue our partnerships with customers who have already introduced high-efficiency, compact, GaN-based power supplies in the market recently and to expand with more customers in this area.

In addition, we are addressing industrial markets such as industrial power supplies, servo motor drives for robotics, uninterruptible power supplies, and inverters and chargers for off-grid and backup power solutions, among other products. Our products come in standard packages that are thermally robust and capable of efficiently delivering 1 kilowatt to 5 kilowatts of power in a single package, which we believe are well suited for these types of products. We also develop reference designs for the applicable subsystems of power converters and inverters to ease

product integration and help our customers derive additional benefit with GaN solutions. We have developed significant partnerships in this area, such as with Yaskawa in the area of servo motor drives.

The number of electric vehicles worldwide is expected to continue to grow from just over 3 million to over 30 million over the next decade. We believe that power conversion opportunities on board the automobile, such as on board battery charger and DC-DC converters for powering auxiliary systems, as well as the powertrain inverters, represent a strong market opportunity for GaN solutions. GaN-based devices can provide improvements in efficiency over traditional silicon devices, enabling compact systems for efficient charging and ultimately enabling higher driving range. In the mid term, our focus will be having customers design around our products in the areas of DC-DC converters (e.g., 3 kilowatt power) and onboard chargers (e.g., 6.6 kilowatt to 11 kilowatt power); we currently have products available to address these product areas. In the long term, we aim to address powertrain inverters with higher power ratings (e.g., 50 kilowatts to over 200 kilowatts) using innovative solutions such as combining multiple GaN devices and developing devices rated for higher power output. For example, we believe we are the only company to date to qualify and release a 900 Volt-rated GaN power device. We also have 1200 Volt rated devices at a demonstration stage.

We intend to continue to innovate in the GaN technology space to maintain our reputation in product quality, reliability and performance and to continue to improve the costs of our GaN products over time. We plan to offer these products in both robust, industry-standard packages as well as compact, surface-mount packages based on the power level and customer requirements.

As a result of our contract with the U.S. Navy, we are also positioning ourselves to be a supplier for high quality GaN epiwafers on various substrates such as silicon, silicon carbide and sapphire, in wafer diameters ranging from 4-inch and 6-inch now to 8-inch in the next few years. We aim to become a strong U.S.-based epiwafer supplier for GaN RF electronics for both the U.S. Department of Defense and commercial RF applications such as GaN RF transistors for wireless infrastructure and 5G. For these areas, we also have the advantage of being a pure-play epiwafer foundry as we do not make RF device products. We will also target providing GaN epiwafers for power semiconductor applications to select strategic partners and for select development opportunities.

Government Regulation and Product Approval

Our primary set of products that include GaN power semiconductor FETs fall into the ECCN EAR-99 category of the export regulations from the U.S. Department of Commerce and as such are not currently subject to restrictions. We are required to conform to other guidelines and restrictions of the Department of Commerce and other government regulations that may be in place from time to time concerning shipping products to specific companies or countries. Our GaN epiwafers are classified under the ECCN 3C001 (GaN on silicon) and ECCN 3C006 (GaN on silicon carbide) category of export regulations, while our GaN on silicon epiwafer production and development technology falls under ECCN 3E001 of the regulations, and may require a license for export, re-export or transfer to a number of countries pursuant to EAR. We have systems in place to ensure our compliance with these guidelines and procedures and U.S. laws and regulations. Any exports of our technology for development or production of our epiwafers (under ECCN 3E001) to our own subsidiary in Japan and to AFSW, which is wholly owned by our joint venture GaNovation, is under the license exception TSR (technology and software under restriction).

To the extent our products are or become subject to U.S. export controls and regulations, these regulations may limit the export of our products and technology, and provision of our services outside of the United States, or may require export authorizations, including by license, a license exception, or other appropriate government authorizations and conditions, including annual or semi-annual reporting. Export control and economic sanctions laws may also include prohibitions on the sale or supply of certain of our products to embargoed or sanctioned countries, regions, governments, persons, and entities. In addition, various countries regulate the importation of certain products, through import permitting and licensing requirements, and have enacted laws that could limit our ability to distribute our products. The exportation, re-exportation, and importation of our products and technology and the provision of services, including by our partners, must comply with these laws or else we may be adversely affected, through reputational harm, government investigations, penalties, and a denial or curtailment of our ability

to export our products and technology. Complying with export control and sanctions laws may be time-consuming and may result in the delay or loss of sales opportunities. Although we take precautions to prevent our products and technology from being provided in violation of such laws, our products and technology may have previously been, and could in the future be, provided inadvertently in violation of such laws, despite the precautions we take. If we are found to be in violation of U.S. sanctions or export control laws, it could result in substantial fines and penalties for us and for the individuals working for us. Export or import laws or sanctions policies are subject to rapid change and have been the subject of recent U.S. and non-U.S. government actions. Changes in export or import laws or sanctions policies, may adversely impact our operations, delay the introduction and sale of our products in international markets, or, in some cases, prevent the export or import of our products and technology to certain countries, regions, governments, persons, or entities altogether, which could adversely affect our business, financial condition and results of operations.

Our subsidiary in Japan, Transphorm Japan, also adheres to export control regulations under Japanese law, which generally mirror U.S. export control laws. Transphorm Japan has obtained licenses for the export of epiwafer materials to the extent required.

We are also generally subject to other industry and environmental regulations for electronic and semiconductor products such as the Restriction of Hazardous Substances Directive 2002/95/EC.

Manufacturing and Supply

Supply Chain and Epi Materials: We believe we have strong manufacturing and supply chain operations in comparison to our competitors, from GaN epiwafers to wafer fabrication to packaging and testing. We control our core MOCVD GaN epiwafer manufacturing and development, with multiple MOCVD reactors at both our Goleta, California headquarters and our joint venture wafer fab in Aizu Wakamatsu, Japan. Each location has multiple 6-inch production scale reactors, including some with 8-inch capability that we may require in the future. We believe these reactors, with the ability to grow high quality, high uniformity GaN epi materials on silicon, silicon carbide and sapphire substrates, provide sufficient capacity for epitaxial wafers both for our GaN power device business as well as our epiwafer sales vertical.

Wafer Fabrication and Joint Venture: Our wafer manufacturing as well as most of our engineering development is accomplished in our joint venture wafer fab in Aizu Wakamatsu, Japan. AFSW has a fully depreciated 6-inch production fabrication facility, originally running silicon CMOS and bipolar processes and, since 2012, also running GaN processes while continuing some silicon-based wafer foundry activity. In November 2013, we entered into a process technology and development and services agreement with FSL to integrate our GaN power device manufacturing processes with FSL's manufacturing processes to enable our GaN wafer manufacturing at what is now the AFSW fabrication facility. Since that time, we have gained full access to the facility for development and manufacturing of various generations of our GaN products. For example, we worked with FSL to qualify a complete manufacturing process for GaN wafers in the AFSW fabrication facility, which resulted in our products being commercially released in 2015 under our Gen-2 platform. Subsequently all our production supply of fabrication wafers has been sourced from the AFSW fabrication facility.

In 2017, we entered into a joint venture agreement with FSL to gain further control of our GaN manufacturing, share ownership and operating costs of the AFSW entity, and refine certain other aspects of our commercial relationship. Originally, we held a 49% interest, and FSL held a 51% interest, in this joint venture. On April 1, 2020, FSL exercised its put option under the joint venture agreement and notified us that FSL intended to exit the joint venture by selling its 51% interest in AFSW to us. In December 2020, we created GaNovation with JCP Capital Management, LLC Limited (the controlling party, with a 75% interest in GaNovation) to become a partner in AFSW. In August 2021, GaNovation acquired all of our and FSL's interests in AFSW. We currently hold a 25% interest in GaNovation. For the year ended March 31, 2022, GaNovation's primary business activity related to the businesses of AFSW. We have agreed to use our best efforts to maintain and continue the operations of AFSW until at least August 1, 2022, which we believe is synergistic with our own business for securing wafers for our products. For as long as we have had an ownership interest in AFSW, it has operated at a loss. If AFSW continues to operate at a loss (which we currently expect to be the case), our cash flows will be negatively impacted.

The AFSW facility, which has a capacity of 14,000 CMOS process equivalent wafers per month, is capable of producing sufficient GaN wafers for our needs in 2022. We believe the AFSW facility can be scaled on demand in the mid-term, and is scalable to address our demand in the long-term over 5 years with increased investment in various standard semiconductor wafer fab equipment, typically acquired from used markets.

Backside Wafer Processing, Packaging and Testing: We contract with two third-party vendors to perform standard functions of back-side grinding and metallization in external facilities in Asia to complete the full wafer process. After these processes, the finished GaN wafers are transported to one of our packaging sub-contracting partners depending on the type of final package, where they are diced and finished into the final product. We have multiple sites in production for our PQFN packages and at present one site in production for our TO247, TO220 and D2Pak package. The final test portion of the supply chain is also in Asia, in many cases residing within our packaging sub-contractors.

Production Control: Our production planning and control process is centralized from our headquarters and integrated with our enterprise resource planning tools including NetSuite and manufacturing execution systems including WIPtrac. The entire process from forecasting and planning to order entry, then to build execution and inventory management, and finally to shipping, resides in the production control function.

Sales

Our revenue consists of (i) perpetual licensing revenue, (ii) government revenue from our contract with the U.S. Navy and (iii) revenue from product sales. Products are sold to distributors and end-users in various sectors such as, but not limited to, the automotive, gaming, industrial, IT, consumer and RF (for our epiwafer products) industries.

GaN Products - Sales Process and Distributors: Our sales activity is primarily carried out in four broad based geographical regions (with significant focus in Asia) including key focus areas of (i) Mainland China, Hong Kong and Taiwan, (ii) the United States, (iii) Japan and, to a lesser extent, (iv) South Korea and Europe. We have offices in Hong Kong, China, Taiwan, Japan and the United States that include both sales and application engineering/customer support personnel. The field sales and applications effort is also supported by our senior factory applications engineering team from our California headquarters.

We partner with several regional distributors and sales representatives. In Asia, Avnet, Fujitsu Electronics (now part of Kaga Electronics), Common Power, Sino-American Silicon Products, Inc. and GaNovation are our current distributors, with GaNovation as the exclusive primary distributor for new accounts. In Japan, OSE, Kaga-FEI and Asahi Tech are our current distributors. In North America, Fujitsu Electronics is our current distributor, and in Europe, we have partnered with Hyline. Additionally, our products are available worldwide through Digikey and Mouser. We employ multiple regional representatives, primarily in the United States, on an as-needed basis. We also work with select design and development partners who make reference designs and system level solutions with our GaN products and are a part of our extended applications-oriented effort.

Markets and Design Cycles: For the year ended March 31, 2022, the three months ended March 31, 2021 and the year ended December 31, 2020, our product and service revenue of approximately \$12.2 million, \$1.7 million and \$3.1 million, respectively, was comprised of sales into gaming power supplies, data center power supplies and infrastructure, power adapters, miscellaneous industrial applications and sampling revenue to automotive customers, including through our distributor Nexperia, and epiwafer sales. We expect revenue from product sales will increase in fiscal 2023, as compared to the year ended March 31, 2022.

Design cycles for our products can be long and range from 6 to 18 months for the adapter/consumer market to 18 to 30 months for the datacenter and communication infrastructure market as well as industrial markets, to 3 to 5 years for the automotive market. Our sales funnel also classifies various opportunities in stages in the lifecycle at our customers including the stages of investigation, evaluation, dedicated board design, design-in, prototype and pilot production, before commencing full production.

Epiwafer Sales: Epiwafer sales are to U.S. Department of Defense customers for GaN on 4-inch and 6-inch wafers, for RF GaN on silicon carbide and sapphire substrates. Sales for GaN on silicon epiwafers for power devices to Nexperia under our long-term cooperation agreement are also included in this vertical. The epiwafer sales are carried out directly by us from our GaN MOCVD epiwafer department.

Marketing

Our target application markets for our GaN power products are power adapters and computing, datacenters and infrastructure, industrial and automotive. Our worldwide marketing efforts are coordinated out of our headquarters in Goleta, California and our offices in Campbell, California, Taiwan and Hong Kong. Key elements of our marketing efforts include:

- Participation and promotion in major power electronic tradeshow, conferences and events such as the Applied Power Electronics Conference in North America, PCIM Europe and PCIM Asia;
- Our website, which contains our product information, application notes and resources, evaluation boards, publications, events and various technical papers/white papers on wide-ranging topics such as quality and reliability, conferences, and presentations or papers;
- Electronic and print trade media and outlet advertising;
- Utilization of social media platforms such as LinkedIn, Facebook and Instagram;
- Advertising on Digikey and Mouser, with analytical monitoring and search analytics; and
- Regular press releases and announcements.

Nexperia Cooperation Agreement

In 2018, we entered into a five-year cooperation agreement with Nexperia, a stand-alone power semiconductor business spun out from NXP Semiconductors N.V., to secure funding for us and create a second source of supply for our GaN products or equivalent products, which certain customers may require to be available in the market for broader adoption of our products, and to enable a stronger long term outreach for the automotive market than possible with our own resources. Nexperia has begun promotion of their GaN products in the market, which is positive for the overall adoption of GaN solutions as well as for our business in particular, as Nexperia currently purchases epiwafers from us and has contracted to purchase epi material from us in the future when they produce their own epiwafers, as further described below. In connection with purchasing approximately \$16.0 million of our Series 3 convertible preferred stock in April 2018, Nexperia entered into a set of cooperation agreements with us including a development and license agreement (“DLA”), loan and security agreement (“LSA”) and supply agreement. On May 18, 2021, we entered into two new agreements (a strategic cooperation agreement and an option agreement) with Nexperia, as well as amendments to the LSA, DLA, and supply agreement.

Development and License Agreement

On April 4, 2018, we entered into the DLA with Nexperia, pursuant to which we agreed to develop and transfer to Nexperia certain manufacturing process technologies (excluding our epi process technology) to enable Nexperia to manufacture GaN-based products at Nexperia’s facilities. Nexperia also agreed to provide funding for the development of such technologies in return for limited exclusivities in automotive and other fields. Key components of the DLA include:

- Foundry Transfer: The DLA required transfer of our existing Gen-3 wafer fabrication process to Nexperia’s wafer fabrication facility in Hamburg, Germany. We received \$9.0 million of funds from Nexperia in relation to the transfer activity, associated intellectual property and projects completed to date. This transfer also creates a second source for GaN wafer fabrication, which we expect will

facilitate broader adoption of GaN technology, as certain customers require multiple sources for risk mitigation.

- Technology Projects for “Pre-funded” Technology Loans and Licensing: Additionally, technology projects pertaining to our products and related activities were pre-funded by loans from Nexperia after we demonstrated that we had reached certain milestones (which have been completed). Such loans have been deemed paid off as the target milestones identified in the Statement of Work (SoW) of the DLA are complete. As the milestones have been completed and the loans deemed paid off, Nexperia has secured a license to the technology developed pursuant to the DLA.

On May 18, 2021, we entered into an amended and restated development and license agreement (the “Amended DLA”) with Nexperia, pursuant to which granted Nexperia rights to sell products in the automotive field in Japan. Our rights to sell products in the automotive field in Japan remain in place under the Amended DLA. As per the original agreement, after April 2023, Nexperia’s exclusive rights for sale of products in the automotive field outside of Japan terminate. In addition, the parties have clarified the ability of Nexperia’s customers to use products developed by Nexperia through exercise of its rights under this agreement.

Loan and Security Agreement

The LSA, originally entered into on April 4, 2018, comprises term loans in an aggregate principal amount of \$15.0 million, separated into tranches for pre-funded projects and subject to the satisfaction of specified conditions, and a \$10.0 million revolving loan, each of which bears 6% annual interest. A number of amendments have since been made to the LSA. The current terms and status of the loans governed by this agreement are as follows:

- The term loans under the amended LSA include a \$5.0 million Tranche A loan intended to pre-fund our Gen-4 technology development and a \$8.0 million development loan intended to pre-fund our Gen-5 and 900 volts technology development. As of March 31, 2022, these loans were paid off.
- The \$12.0 million revolving loan under the LSA, all of which was outstanding as of March 31, 2022, is secured against our U.S. non-MOCVD patents and is scheduled to mature at the earlier of (i) April 4, 2023 and (ii) the date a Change of Control (as defined in the LSA) occurs. Interest on the outstanding principal amount of the loans accrues at a rate of 6% per annum.

Supply Agreement

Simultaneously with the DLA and LSA, we entered into a supply agreement with Nexperia, which was amended and restated on May 18, 2021. The supply agreement sets forth the terms under which Nexperia may purchase epiwafers and processed wafers from us, and we may purchase processed wafers from Nexperia. The agreement specifies that Nexperia is our priority customer with respect to epiwafers manufactured by Transphorm Japan Epi, Inc. and, accordingly, has preferred utilization of extra capacity, and further specifies procedures to address expansion of our epiwafer manufacturing capacity and Nexperia’s obligations with respect thereto. The term of the supply agreement is through December 31, 2025, with automatic one year renewals thereafter, and we may not terminate the supply agreement while the option agreement (described below) is in effect.

Strategic Cooperation Agreement

The strategic cooperation agreement serves as a framework agreement that describes the numerous agreements between the parties and provides Nexperia with information rights and inspection rights with respect to our business.

Option Agreement

The option agreement establishes the parameters pursuant to which Nexperia, in certain limited instances, is permitted to exercise an option (the “Option”) to acquire Transphorm Japan Epi, Inc. (“TJE”), a Japanese subsidiary of ours through which we are engaged in the development, manufacturing and sales of Ga-N based epiwafer products. In general, the Option is exercisable upon (i) certain acquisitions of securities or assets of us or our subsidiaries by a Competitor (as defined in the option agreement) that results in us, directly or indirectly, owning less than a majority of TJE, which acquisition is followed by any material breach (that is not cured within a specified time period) by us or a subsidiary of our obligations with respect to epiwafer supply to Nexperia under our supply agreement with Nexperia, or (ii) the unilateral termination by us of the supply agreement. The option agreement also establishes the material terms, including price and timing, for the exercise of the Option by Nexperia. The Option terminates (i) if the Option is not exercised by Nexperia prior to the date on which the option agreement terminates, or (ii) on the first to occur of (a) the termination of the option agreement upon written agreement of the parties, (b) the mutual termination or expiration of the supply agreement, or (c) the first to occur of (1) two years following the date on which we notify Nexperia of epiwafer qualification of a second source and (2) April 1, 2028.

In connection with the option agreement, we also amended and restated our existing intracompany license agreement with TJE to clarify Nexperia’s rights upon exercise of the Option.

Employees and Human Capital

As of March 31, 2022, we had a total of 108 employees, of which approximately 88 are U.S.-based. We value and support hiring exceptional talent to develop our core technology and drive our business growth. None of our U.S. employees is represented by a labor union or covered by a collective bargaining agreement with respect to their employment with us. We have not experienced any work stoppages, and we consider our relations with our employees to be good.

Our human capital resources objectives include, as applicable, identifying, recruiting, retaining, incentivizing and integrating our existing and new employees, advisors and consultants. The principal purposes of our equity incentive plans are to attract, retain and reward personnel through the granting of stock-based compensation awards, in order to increase stockholder value and the success of our company by motivating such individuals to perform to the best of their abilities and achieve our objectives.

Corporate Information

We were originally incorporated as Peninsula Acquisition Corporation in the State of Delaware in May 2017. Prior to our acquisition of Transphorm Technology, Inc. in February 2020, we were a “shell company” registered under the Exchange Act, with no specific business plan or purpose. In accordance with “reverse merger” accounting treatment, our historical financial statements as of period ends, and for periods ended, prior to our acquisition of Transphorm Technology were replaced with the historical financial statements of Transphorm Technology in our SEC filings made after the acquisition.

Our principal executive offices are located at 75 Castilian Dr., Goleta, California 93117. Our telephone number is (805) 456-1300.

Available Information

We are subject to the informational requirements of the Exchange Act, and, accordingly, file Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, with the Securities and Exchange Commission (the “SEC”).

We maintain a website at www.transphormusa.com, to which we regularly post copies of our press releases as well as additional information about us. Our filings with the SEC are available free of charge through our website

as soon as reasonably practicable after being electronically filed with or furnished to the SEC. The SEC also maintains a website (<http://www.sec.gov>) that contains our SEC filings. Information contained in our website is not a part of, nor incorporated by reference into, this Report or our other filings with the SEC, and should not be relied upon.

Item 1A. Risk Factors.

An investment in our securities is highly speculative and involves a high degree of risk. We face a variety of risks that may affect our operations or financial results and many of those risks are driven by factors that we cannot control or predict. Investors should carefully consider the risks described below and all of the other information set forth in this Report, before deciding to invest in our common stock. If any of the risks described below occur, our business, financial condition, results of operations and prospects could be materially adversely affected. In that case, the market price of our common stock would likely decline and investors could lose all or a part of their investment. Only those investors who can bear the risk of loss of their entire investment should consider an investment in our securities. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our operations.

Risks Related to Our Business and the Industry in Which We Operate

We have a history of losses, anticipate increasing our operating expenses in the future, and may not be able to achieve or maintain profitability. If we cannot achieve or maintain profitability, stockholders could lose all or part of their investment.

Since our inception in 2007, we have generated minimal revenue and substantial net losses as we have devoted our resources to the development of our technology, and our business model has not been proven. As of March 31, 2022, we had an accumulated deficit of \$178.6 million. For the year ended March 31, 2022, the three months ended March 31, 2021, and the year ended December 31, 2020, our net loss was \$10.2 million, \$6.6 million and \$17.9 million, respectively. We expect our operating expenses to increase in the future as we expand our sales and marketing efforts and continue to invest in our infrastructure and research and development of our technologies. These efforts may be more costly than we expect, and we may not be able to increase our revenue to offset our increased operating expenses. Our revenue growth may be slower than anticipated or our revenue may decline for a number of other reasons, including slower growth of, or reduced demand for, GaN power management solutions, increased competition, or any failure to capitalize on growth opportunities. If we are unable to generate sufficient revenue, we may never become profitable or be able to maintain any future profitability. If this were to occur, our stockholders could lose all or part of their investment.

We expect we will need to raise additional capital in the future to support our business, and this capital may be unavailable on attractive terms, if at all, and could dilute your investment.

We currently incur and historically have incurred losses from operations and expect to do so in the foreseeable future. We have sustained recurring losses and negative cash flows from operations which previously raised substantial doubt about our ability to continue as a going concern. Our independent registered public accounting firm issued their audit report on the transition period of three months ended March 31, 2021, and the years ended December 31, 2020 and 2019, which included an explanatory paragraph as to our ability to continue as a going concern. During the year ended March 31, 2022, we raised gross proceeds of \$50.9 million from private placements and, as of March 31, 2022, we had \$33.4 million in cash and cash equivalents. While we believe that our existing cash and cash equivalents will be sufficient to fund our current operating plans for at least the next twelve months, we have based these estimates on assumptions that may prove to be wrong, and we could spend our available financial resources much faster than we currently expect and need to raise additional funds sooner than we anticipate. Our future ability to continue as a going concern will depend on us being able to raise significant additional capital to fund our operations and achieve our business objectives, as we do not expect to achieve profitability in the short-term.

We have outstanding a \$12.0 million revolving loan with Nexperia that bears 6% annual interest and matures on the earlier of April 4, 2023 and the occurrence of specified change of control events. We are also party to

a joint venture agreement with a third party for the ownership and operations of GaNovation, which wholly owns AFSW, a wafer fabrication facility located in Aizu Wakamatsu, Japan. While we had a direct ownership interest in AFSW of 49% prior to August 2021, we now have an indirect ownership interest in AFSW of 25% through our ownership of GaNovation. For as long as we have had an ownership interest in AFSW, it has operated at a loss. Our share of the operating losses incurred by AFSW over the year ended March 31, 2022, the three months ended March 31, 2021 and the year ended December 31, 2020 was approximately \$4.0 million, \$1.5 million and \$6.8 million, respectively. We have agreed to use our best efforts to maintain and continue the operations of AFSW until at least August 1, 2022, which will continue to negatively affect our cash flow. In addition, the ongoing COVID-19 pandemic may negatively impact or slow down any efforts by us to secure additional business for AFSW.

The future impact of the COVID-19 pandemic cannot be predicted with certainty and may make it more difficult or preclude us from raising additional capital, increase our costs of capital and otherwise adversely affect our business, results of operations, financial condition and liquidity. We will be required to engage in equity or debt financings to secure additional funds. If we close one or more additional equity or convertible debt financings, our stockholders may experience significant dilution of their ownership interests, the rights given to new equityholders may be superior to those of our common stockholders and the per share value of our common stock could decline. Furthermore, if we engage in debt financing, the holders of debt would have priority over the holders of our common stock, and we may be required to accept terms that restrict our ability to run our business or incur additional indebtedness. The debt financing could also contain restrictive covenants that may impact how we run our business and could result in the loan being paid back in full immediately if we are in non-compliance. In addition, if we are unable to raise additional capital when needed or on acceptable terms, we may not be able to, among other things:

- continue our business and operations;
- develop or enhance our products;
- continue to expand our sales and marketing and research and development organizations;
- acquire complementary technologies, products or businesses;
- expand operations, in the United States or internationally;
- hire, train and retain employees; or
- respond to competitive pressures or unanticipated working capital requirements.

Our failure to do any of these things could harm our business, financial condition and results of operations or affect our ability to continue as a going concern.

Our quarterly results of operations are likely to vary from period to period, which could cause the market price of our common stock to fluctuate or decline.

Our results of operations have varied from period to period, and we expect that our quarterly results of operations will continue to vary as a result of a number of factors, many of which are outside of our control and may be difficult to predict, including:

- our ability to attract new and retain existing customers, including due to our perceived or actual financial condition;
- the budgeting cycles and purchasing practices of customers;
- the timing and length of our sales cycles, including the ability of our customers to design-in successfully with GaN power solutions;

- changes in customer requirements or market needs, including market acceptance of GaN technology;
- the timing and impact of new product introductions by us or our competitors or any other change in the competitive landscape of the semiconductor industry, including consolidation among our customers or competitors;
- deferral of orders from customers in anticipation of new products or product enhancements announced by us or our competitors;
- our ability to execute on our growth strategy and operating plans;
- our ability to successfully expand our business domestically and internationally;
- our ability to successfully compete with other companies in our market;
- changes in our pricing policies or those of our competitors;
- any disruption in, or termination of, our relationship with channel partners;
- insolvency or credit difficulties confronting our customers, affecting their ability to purchase or pay for our products, or confronting our key suppliers, which could disrupt our supply chain;
- the cost and potential outcomes of potential future litigation;
- general economic conditions, both domestic and in our foreign markets; and
- the amount and timing of operating costs and capital expenditures related to the expansion of our business.

Any of the above factors, individually or in the aggregate, may result in significant fluctuations in our quarterly operating results. As a result of this variability, our historical results of operations should not be relied upon as an indication of future performance. Moreover, this variability and unpredictability could result in our failure to follow through on our operating plans or meet the expectations of investors for any period. If we fail to follow through on our operating plans or meet such expectations for these or other reasons, the market price of our common stock could fall substantially.

Our business could be adversely affected by the effects of health epidemics or pandemics, including the ongoing COVID-19 global pandemic, in regions where we or third parties on which we rely have manufacturing or other business operations.

The effects of health epidemics or pandemics could materially affect our operations globally, including at our headquarters in California and at our subsidiaries in Japan. For example, the COVID-19 pandemic has resulted in government authorities implementing numerous measures to try to contain the virus, such as travel bans and restrictions, quarantines, shelter-in-place or stay-at-home orders, and business shutdowns. The COVID-19 pandemic continues to impact our business and has adversely disrupted and will further disrupt the operations at certain of our customers, partners, suppliers and other third-party providers for an uncertain period of time, including as a result of travel restrictions, adverse effects on budget planning processes, business deterioration, and/or business shutdowns, all of which has impacted our business and results of operations. Some of our customers have experienced delays in their internal development programs and design cycles with our GaN products due to the effects of the COVID-19 pandemic, which have led to postponements of their orders of our products and postponements of determinations that our products will be used in their designs for new products under development with corresponding delays in their market introduction and our achievement of revenues. Our billings under our contract with the U.S. Navy have

been lower than originally expected as a result of the pandemic. The pandemic has also led to delays for certain milestones in our development projects that are due in June 2022.

We have taken precautionary measures intended to minimize the risk of the virus to our employees, our customers, and the communities in which we operate. For example, we have at times during the COVID-19 pandemic required our employees to work remotely unless they could not perform their essential functions remotely and suspended all non-essential travel. Although we continue to monitor the situation and may adjust our current policies as more information and public health guidance becomes available, temporarily suspending travel and restricting the ability to do business in person has impacted our customer success efforts, sales and marketing efforts, and may challenge our ability to enter into customer contracts or maintain or enter into new partnerships in a timely manner, slow down our recruiting efforts, or create operational or other challenges, any of which could harm our business, financial condition and results of operations. Furthermore, if a natural disaster, power outage, connectivity issue, or other event occurred that impacted our employees' ability to work remotely, it may be difficult or, in certain cases, not possible, for us to continue our business for a substantial period of time.

There are no comparable recent events which may provide guidance as to the effect of the spread of COVID-19, and, as a result, the ultimate impact of the COVID-19 pandemic or a similar health epidemic is highly uncertain and will depend on developments, including the duration and spread of the virus and its variants, its impact on our employees, customers, partners, suppliers and other third-party providers, and actions that may be taken by governmental authorities. Some of our suppliers of certain materials used in the production of our products are located in areas impacted by the COVID-19 pandemic, which could limit our ability to obtain sufficient materials for our products. Furthermore, the pandemic may negatively impact our ability to secure additional business for AFSW. The pandemic has and will continue to adversely affect global economies and financial markets, resulting in an economic downturn that could affect demand for our products and impact our operating results. Even after the COVID-19 pandemic has subsided, we may continue to experience an adverse impact to our business as a result of the continued global economic impact of the pandemic. Any of the foregoing could significantly harm our business, and we cannot anticipate all of the ways in which health epidemics such as COVID-19 could adversely impact our business.

We may not be able to develop new technologies and products to satisfy changes in customer demand or industry standards, and our competitors could develop products that decrease the demand for our products.

Rapidly changing technologies and industry standards, along with frequent new product introductions, characterize the industries of many of our customers and potential customers. Our financial performance depends, in part, on our ability to design, develop, manufacture, assemble, test, market and support new products and enhancements on a timely and cost-effective basis.

Our products have not been proven commercially on the scale of conventional power semiconductor products. The principal focus of our research and development activities has been to improve processes and support our ongoing development of GaN power management solutions. These projects are subject to various risks and uncertainties we are not able to control, including changes in customer demand or industry standards and the introduction of new or superior technologies by others. Moreover, any failure by us in the future to develop new technologies or timely react to changes in existing technologies could materially delay our development of new products, which could result in product obsolescence, decreased revenues and a loss of our market share to our competitors. In addition, products or technologies developed by others may render our products or technologies obsolete or non-competitive. Further, if our products are not in compliance with prevailing industry standards, such non-compliance could materially and adversely affect our financial condition, cash flows and results of operations.

We must commit resources to development, design and production prior to receipt of purchase commitments and could lose some or all of the associated investment.

Our sales are typically made pursuant to individual purchase orders, rather than pursuant to long-term supply contracts. Many of these purchase orders may be revised or canceled without penalty. As a result, we typically must commit resources to the design, development, and production of products without any advance

purchase commitments from customers. Any inability to sell a product after we devote resources to it could materially and adversely affect our financial condition, cash flows and results of operations.

We compete in highly competitive markets, and competitive pressures from existing and new companies may adversely impact our business and operating results.

The markets in which we compete are highly competitive. We expect competition to intensify in the future as existing competitors and new market entrants introduce new products into our markets. This competition could result in increased pricing pressure, reduced profit margins, increased sales and marketing expenses, and the loss of market share, any of which could seriously harm our business, financial condition and results of operations. If we do not keep pace with product and technology advances and otherwise keep our product offerings competitive, there could be a material and adverse effect on our competitive position, revenue and prospects for growth. Many of our existing competitors, such as silicon-based product providers (e.g., Infineon, ST Microelectronics, Toshiba and ON Semiconductor), silicon carbide-based product providers (e.g., Rohm, Infineon and Wolfspeed) and other high-voltage GaN product providers (e.g., Power Integrations, Infineon, Panasonic, GaN Systems, Navitas, Texas Instruments and Innoscience), have, and some of our potential competitors could have, substantial competitive advantages such as:

- greater name recognition, longer operating histories and larger customer bases;
- larger sales and marketing budgets and resources;
- broader distribution and established relationships with channel partners and customers;
- broader and deeper product lines;
- greater customer support resources;
- greater resources to make acquisitions;
- lower labor and research and development costs;
- substantially greater financial and other resources; and
- larger scale manufacturing operations.

In addition, some of our larger competitors have substantially broader product offerings and may be able to leverage their relationships with channel partners and customers based on other products to gain business in a manner that discourages users from purchasing our products, including by selling at zero or negative margins or product bundling. Potential customers may also prefer to purchase from their existing suppliers rather than a new supplier regardless of product performance or features. As a result, even if the features of our products are superior, customers may not purchase our products. In addition, innovative start-up companies, and larger companies that are making significant investments in research and development, may invent similar or superior products and technologies that compete with our products. Our current and potential competitors may also establish cooperative relationships among themselves or with third parties that may further enhance their resources. If we are unable to compete successfully, or if competing successfully requires us to take costly actions in response to the actions of our competitors, our business, financial condition and results of operations could be adversely affected.

We rely on third-party channel partners to sell our products. If our partners fail to perform, our ability to sell our products and services could be limited, and if we fail to optimize our channel partner model going forward, our operating results could be harmed.

A portion of our revenue is generated through sales by our channel partners, which include distributors and resellers. To the extent our channel partners are unsuccessful in selling our products, we are unable to enter into

arrangements with, and retain, a sufficient number of effective channel partners in each of the regions in which we sell products or we are unable to keep our channel partners motivated to sell our products, our ability to sell our products and our operating results could be harmed. The termination of our relationship with any significant channel partner may adversely impact our sales and operating results.

We rely on limited sources of wafer fabrication, packaged products fabrication and product testing, the loss of which could delay and limit our product shipments.

AFSW currently satisfies all of our GaN fab-wafer requirements (i.e., when a GaN epiwafer undergoes various processes at a wafer fabrication facility). While we believe AFSW has sufficient capacity for our near-term business needs and is reasonably scalable as our demand for throughput increases, any disruption in the AFSW fabrication facilities may severely impact our supply. In the event we are unable to continuously sustain the AFSW fabrication facility, securing supply from another source and adapting our process at such source would lead to a significant set of challenges, additional costs and delays.

We also utilize relatively standard back-side wafer processing services such as wafer-thinning and wafer back-side metalization from foundries in Asia. These suppliers also offer such services to other companies, which may lead to us not having access to adequate capacity for our needs and our customers' needs. We may have less control over delivery schedules and overall support versus other customers and users of those facilities. If the wafer foundries we use are unable or unwilling to manufacture our products in our required volumes, or at specified times, we may have to identify and qualify acceptable additional or alternative foundries. This qualification process could typically take three to six months and we may not find sufficient capacity in a timely manner or at an acceptable cost to satisfy our production requirements.

We additionally use outsourced assembly and test providers ("OSATs") for packaging and testing of our products. We utilize multiple OSATs for various package types and a single OSAT for each type of package. These OSATs may take time, or may be unable, to respond if our throughput demands increase, particularly if we expect a rapid increase in production and could harm our ability to meet unexpected rises in demand in an acceptable time frame. If the OSATs we use are unable or unwilling to package and test our products in our required volumes, or at specified times, we may have to identify and qualify acceptable additional or alternative OSATs. This qualification process would typically take three to nine months and we may not find sufficient capacity in a timely manner or at an acceptable cost to satisfy our production requirements.

Some companies that supply products to our customers are similarly dependent on a limited number of suppliers. These other companies' products may represent important components of power adapters, inverters and other products into which our products are designed. If these companies are unable to produce the volumes demanded by our customers, our customers may be forced to slow down or halt production on the equipment for which our products are designed, which could materially impact our order levels.

Because we depend on third-party manufacturers to build portions of our products, we are susceptible to manufacturing delays and pricing fluctuations that could prevent us from shipping customer orders on time, if at all, or on a cost-effective basis, which may result in the loss of sales, income and customers.

We depend on third-party manufacturers to build several stages of our products. Our reliance on these third-party manufacturers reduces our control over the manufacturing process and exposes us to risks, including reduced control over quality assurance, product costs, and product supply and timing. Any manufacturing disruption by these third-party manufacturers could severely impair our ability to fulfill orders. Our reliance on third-party manufacturers also creates the potential for infringement or misappropriation of our intellectual property. If we are unable to manage our relationships with third-party manufacturers effectively, or if our third-party manufacturers experience delays or disruptions for any reason, increased manufacturing lead-times, capacity constraints or quality control problems in their manufacturing operations, or if they otherwise fail to meet our future requirements for timely delivery, our ability to ship products to our customers would be severely impaired, and our business and results of operations would be seriously harmed.

Our sales cycles can be long and unpredictable, and our sales efforts require considerable time and expense. As a result, our revenue is difficult to predict and may vary substantially from period to period, which may cause our results of operations to fluctuate significantly.

Our results of operations may fluctuate, in part, because of the resource intensive nature of our sales efforts, the length and variability of our sales cycle and the short-term difficulty in adjusting our operating expenses. To the extent our competitors develop products that our prospective customers view as equivalent or superior to ours, the average duration of our sales cycles may increase, and our sales efforts may be less successful. Because the length of time required to close a sale varies substantially from customer to customer, it is difficult to predict exactly when, or even if, we will make a sale with a potential customer. As a result, individual sales have, in some cases, occurred in quarters subsequent to or in advance of those we anticipated, or have not occurred at all, which makes it difficult for us to forecast our revenue accurately in any quarter. Because a substantial portion of our expenses are relatively fixed in the short term, our results of operations will suffer if our revenue falls below expectations in a particular quarter, which could cause the market price of our common stock to decline.

Our current operations are concentrated in one location and in the event of an earthquake, terrorist attack or other disaster affecting this location or those of our major suppliers, our operations may be interrupted and our business may be harmed.

Our principal executive offices and primary epiwafer operating facilities are situated near Santa Barbara, California, and most of our major suppliers, which are wafer foundries and assembly houses, are located in areas that have been subject to severe earthquakes and are susceptible to other disasters such as tropical storms, typhoons or tsunamis. In the event of a disaster, such as an earthquake and tsunami in Japan, we or one or more of our major suppliers may be temporarily unable to continue operations and may suffer significant property damage. Any interruption in our ability, or that of our major suppliers, to continue operations could delay the development and shipment of our products and have a substantial negative impact on our financial results. As part of our risk management policy, we maintain insurance coverage at levels that we believe are appropriate for our business. However, in the event of an accident or incident at these facilities, we cannot assure you that the amounts or coverage of insurance will be sufficient to satisfy any damages and losses.

We rely on our management team and other key employees and will need additional personnel to grow our business. The loss of one or more key employees or our inability to attract and retain qualified personnel could harm our business.

Our future success is substantially dependent on our ability to attract, retain and motivate the members of our management team and other key employees throughout our organization. The loss of one or more members of our management team or other key employees could materially impact our sales or our research and development programs and materially harm our business, financial condition, results of operations and prospects. We do not maintain key person life insurance policies on any of our management team members or key employees. Competition for highly skilled personnel is intense. We may not be successful in attracting or retaining qualified personnel to fulfill our current or future needs. For positions in our offices near Santa Barbara, California in particular, we may experience challenges hiring new and mid-level employees in part due to the high local housing costs. Our competitors may be successful in recruiting and hiring members of our management team or other key employees, and it may be difficult for us to find suitable replacements on a timely basis, on competitive terms, or at all.

If we fail to effectively manage our growth, our business, financial condition and results of operations would be harmed.

We are a development stage company with 108 employees as of March 31, 2022 and are subject to the strains of ongoing development and growth, which has placed significant demands on our management and our operational and financial infrastructure. To manage any growth effectively, we must continue to improve our operational, financial and management systems and controls by, among other things:

- effectively attracting, training and integrating new employees, particularly members of our sales, applications and research and development teams;
- further improving our key business applications, processes and IT infrastructure to support our business needs;
- enhancing our information and communication systems to ensure that our employees and offices around the world are well coordinated and can effectively communicate with each other and our channel partners and customers; and
- appropriately documenting and testing our IT systems and business processes.

These and other improvements in our systems and controls will require significant capital expenditures and the allocation of valuable management and employee resources. If we fail to implement these improvements effectively, our ability to manage growth and ensure ongoing operation of key business systems would be impaired, and our business, financial condition and results of operations would be harmed.

We are subject to a number of risks associated with international sales and operations.

We have small teams that are engaged in marketing, selling and supporting our products internationally. As a result, we must hire and train experienced personnel to staff and manage our foreign operations. To the extent that we experience difficulties in recruiting, training, managing and retaining international employees, particularly managers and other members of our international sales team, we may experience difficulties in sales productivity in, or market penetration of, foreign markets. We also enter into strategic distributor and reseller relationships with companies in certain international markets where we do not have a local presence. If we are not able to maintain successful strategic distributor and reseller relationships with our international channel partners or recruit additional channel partners, our future success in these international markets could be limited.

Investments in us may be subject to U.S. foreign investment regulations which may impose conditions on or limit certain investors' ability to purchase or hold our common stock, potentially limiting our ability to enter into or maintain strategic relationships and making our common stock less attractive to investors.

Under section 721 of the U.S. Defense Production Act of 1950, as amended (the "DPA"), the U.S. President has the power to disrupt or block certain foreign investments in U.S. businesses if the President determines that such a transaction threatens U.S. national security. The Committee on Foreign Investment in the United States ("CFIUS") has the authority to conduct national security reviews of certain foreign investments. CFIUS may clear a transaction, negotiate or impose mitigation measures as a prerequisite to granting clearance of a transaction, or recommend that the President impose conditions or block the transaction or force divestment if the transaction has closed. The Foreign Investment Risk Review Modernization Act ("FIRREA"), enacted in 2018, amended the DPA to, among other things, expand CFIUS's jurisdiction beyond acquisitions of control of U.S. businesses. Now, CFIUS also has jurisdiction over certain foreign non-controlling investments in U.S. businesses that involve critical technology or critical infrastructure, or that collect and maintain sensitive personal data of U.S. citizens ("TID U.S. Businesses"). We are a TID U.S. Business because we develop and design technologies that would be considered critical technologies. Certain foreign investments in TID U.S. Businesses are subject to mandatory filing with CFIUS. We have received and may continue to receive foreign investments, some of which may be subject to CFIUS jurisdiction. The enhanced scrutiny and potential restrictions on the ability of foreign persons to invest in us could limit our ability to engage in strategic transactions that could benefit our stockholders, including a change of control, and could also affect the price that an investor may be willing to pay for our common stock.

We are subject to government regulation, including import, export and economic sanctions laws and regulations that may expose us to liability and increase our costs.

Our products and technology are subject to U.S. export controls, including the U.S. Department of Commerce's Export Administration Regulations and economic and trade sanctions regulations administered by the

U.S. Treasury Department's Office of Foreign Assets Controls. These regulations may limit the export of our products and technology, and provision of our services outside of the United States, or may require export authorizations, including by license, a license exception, or other appropriate government authorizations and conditions, including annual or semi-annual reporting. Export control and economic sanctions laws may also include prohibitions on the sale or supply of certain of our products to embargoed or sanctioned countries, regions, governments, persons, and entities. In addition, various countries regulate the importation of certain products, through import permitting and licensing requirements, and have enacted laws that could limit our ability to distribute our products. The exportation, re-exportation, and importation of our products and technology and the provision of services, including by our partners, must comply with these laws or else we may be adversely affected, through reputational harm, government investigations, penalties, and a denial or curtailment of our ability to export our products and technology. Complying with export control and sanctions laws may be time-consuming and may result in the delay or loss of sales opportunities. Although we take precautions to prevent our products and technology from being provided in violation of such laws, our products and technology may have previously been, and could in the future be, provided inadvertently in violation of such laws, despite the precautions we take. If we are found to be in violation of U.S. sanctions or export control laws, it could result in substantial fines and penalties for us and for the individuals working for us. Export or import laws or sanctions policies are subject to rapid change and have been the subject of recent U.S. and non-U.S. government actions. Changes in export or import laws or sanctions policies, may adversely impact our operations, delay the introduction and sale of our products in international markets, or, in some cases, prevent the export or import of our products and technology to certain countries, regions, governments, persons, or entities altogether, which could adversely affect our business, financial condition and results of operations.

Our sales to government customers subject us to uncertainties regarding fiscal funding approvals, renegotiations or terminations at the discretion of the government, as well as audits and investigations, which could result in litigation, penalties and sanctions including early termination, suspension and debarment.

Our multi-year contracts signed with agencies and departments of the U.S. government are generally subject to annual fiscal funding approval and may be renegotiated or terminated at the discretion of the government. Termination, renegotiation or the lack of funding approval for a contract could adversely affect our sales, revenue and reputation. Additionally, our government contracts are generally subject to requirements that are not typically present in commercial contracts, such as various Federal Acquisition Regulation or Defense Federal Acquisition Regulation clauses. These clauses place certain requirements upon us such as compliance with equal opportunity employment, safeguarding of contractor information systems, executive compensation restrictions and reporting of certain lobbying activities. Government contracts are also subject to audits and investigations. Failure to meet contractual requirements could result in various civil and criminal actions and penalties, and administrative sanctions, including termination of contracts, refund of a portion of fees received, forfeiture of profits, suspension of payments, fines and suspensions or debarment from doing business with the government, any of which could materially adversely affect our business, financial condition and results of operations.

Failure to comply with anti-bribery, anti-corruption and anti-money laundering laws could subject us to penalties and other adverse consequences.

We are subject to the U.S. Foreign Corrupt Practices Act ("FCPA") and other anti-corruption, anti-bribery, and anti-money laundering laws in the jurisdictions in which we do business, both domestic and abroad. These laws generally prohibit us and our employees from improperly influencing government officials or commercial parties in order to obtain or retain business, direct business to any person or gain any improper advantage. The FCPA and similar applicable anti-bribery and anti-corruption laws also prohibit our third-party business partners, representatives and agents from engaging in corruption and bribery. We and our third-party business partners, representatives and agents may have direct or indirect interactions with officials and employees of government agencies or state-owned or affiliated entities. We may be held liable for the corrupt or other illegal activities of these third-party business partners and intermediaries, our employees, representatives, contractors, channel partners and agents, even if we do not explicitly authorize such activities. These laws also require that we keep accurate books and records and maintain internal controls and compliance procedures designed to prevent any such actions. Any violation of the FCPA or other applicable anti-bribery, anti-corruption laws and anti-money laundering laws could

result in whistleblower complaints, adverse media coverage, investigations, imposition of significant legal fees, loss of export privileges, severe criminal or civil sanctions or suspension or debarment from U.S. government contracts, substantial diversion of management's attention, drop in stock price or overall adverse consequences to our business, all of which may have an adverse effect on our reputation, business, financial condition, and results of operations.

Our business may be affected by litigation and government investigations.

We may from time to time receive inquiries and subpoenas and other types of information requests from government authorities and others and we may become subject to claims and other actions related to our business activities. While the ultimate outcome of investigations, inquiries, information requests and legal proceedings is difficult to predict, defense of litigation claims can be expensive, time-consuming and distracting, and adverse resolutions or settlements of those matters may result in, among other things, modification of our business practices, costs and significant payments, any of which could have a material adverse effect on our business, financial condition, results of operations and prospects.

Risks Related to Our Intellectual Property

Any failure by us to protect our proprietary technologies or maintain the right to use certain technologies may negatively affect our ability to compete.

To compete effectively, we must protect our intellectual property. We rely on a combination of patents, trademarks, copyrights, trade secret laws, confidentiality procedures and licensing arrangements to protect our intellectual property rights. We hold numerous patents and have a number of pending patent applications. However, our portfolio of patents evolves as new patents are issued and older patents expire and the expiration of patents could have a negative effect on our ability to prevent competitors from duplicating certain or all of our products.

We might not succeed in obtaining patents from any of our pending applications. Even if we are awarded patents, they may not provide any meaningful protection or commercial advantage to us, as they may not be of sufficient scope or strength, or may not be issued in all countries where our products can be sold. In addition, our competitors may be able to design around our patents.

There can be no assurance that an issued patent will remain valid and enforceable in a court of law through the entire patent term. Should the validity of a patent be challenged, the legal process associated with defending the patent can be costly and time consuming. Issued patents can be subject to oppositions, interferences and other third party challenges that can result in the revocation of the patent or limit patent claims such that patent coverage lacks sufficient breadth to protect subject matter that is commercially relevant. Competitors may be able to circumvent our patents. In cases where market ramp of our products may encounter delays it is possible that some patents or licensed patents covering the product has expired or will be in force for only a short period of time following such market ramp. We cannot predict with any certainty if any third party U.S. or foreign patent rights, or other proprietary rights, will be deemed infringed by the use of our technology. Nor can we predict with certainty which, if any, of these rights will or may be asserted against us by third parties.

To protect our product technology, documentation and other proprietary information, we enter into confidentiality agreements with our employees, customers, consultants and strategic partners. We require our employees to acknowledge their obligation to maintain confidentiality with respect to our products. Despite these efforts, we cannot guarantee that these parties will maintain the confidentiality of our proprietary information in the course of future employment or working with other business partners. We develop, manufacture and sell our products in Asia and other countries that may not protect our intellectual property rights to the same extent as the laws of the United States. This makes piracy of our technology and products more likely. Steps we take to protect our proprietary information may not be adequate to prevent theft of our technology. We may not be able to prevent our competitors from independently developing technologies and products that are similar to or better than ours.

Vigorous protection and pursuit of intellectual property rights or positions characterize the semiconductor industry. This often results in expensive and lengthy litigation. We, and our customers or suppliers, may be accused

of infringing patents or other intellectual property rights owned by third parties in the future. An adverse result in any litigation against us or a customer or supplier could force us to pay substantial damages, stop manufacturing, using and selling the infringing products, spend significant resources to develop non-infringing technology, discontinue using certain processes or obtain licenses to use the infringing technology. In addition, we may not be able to develop non-infringing technology or find appropriate licenses on reasonable terms or at all.

Patent disputes in the semiconductor industry between industry participants are often settled through cross-licensing arrangements. Our portfolio of patents may not have the breadth to enable us to settle an alleged patent infringement claim through a cross-licensing arrangement, especially for patent disputes brought by non-practicing entities (patent holders who do not manufacture products but only seek to monetize patent rights) that cannot be settled through cross-licensing and cannot be avoided through cross-licensing with industry practitioners. We may therefore be more exposed to third-party claims than some of our larger competitors and customers.

Customers may make claims against us in connection with infringement claims made against them that are alleged to relate to our products or components included in our products, even where we obtain the components from a supplier. In such cases, we may incur monetary losses due to cost of defense, settlement or damage award and non-monetary losses as a result of diverting valuable internal resources to litigation support. To the extent that claims against us or our customers relate to third-party intellectual property integrated into our products, there is no assurance that we will be fully or even partially indemnified by our suppliers against any losses.

Furthermore, we may initiate claims or litigation against third parties for infringing our proprietary rights or to establish the validity of our proprietary rights. This could consume significant resources and divert the efforts of our technical and management personnel, regardless of the litigation's outcome.

If we fail to comply with our obligations under any license, collaboration or other agreements, we may be required to pay damages and could lose certain intellectual property rights.

Our current licenses impose, and any future licenses we enter into are likely to impose, various development, commercialization, funding, milestone, royalty, diligence, sublicensing, insurance, patent prosecution and enforcement and other obligations on us. If we breach any of these obligations, or use the intellectual property licensed to us in an unauthorized manner, we may be required to pay damages and the licensor may have the right to terminate the license, which could result in us being unable to develop, manufacture and sell products that are covered by the licensed technology or could enable a competitor to gain access to the licensed technology. Moreover, our licensors may own or control intellectual property that has not been licensed to us and, as a result, we may be subject to claims, regardless of their merit, that we are infringing or otherwise violating the licensor's rights in such unlicensed intellectual property. The amount of our future royalty obligations will depend on the technology and intellectual property we use in products that we successfully develop, manufacture and commercialize, if any. Therefore, even if we successfully develop and commercialize products, we may be unable to achieve or maintain profitability.

For example, our cooperation agreement with Nexperia, which is key to our business, contains certain terms that, if triggered, could have a material adverse effect on our business, financial condition, results of operations and prospects. For instance, the LSA contains customary events of default including, among others, payment defaults, breaches of covenants defaults, the occurrence of a material adverse change, bankruptcy and insolvency defaults, cross defaults with certain material indebtedness, judgment defaults, and the occurrence of a change of control. In addition, an event of default will occur if the DLA is terminated under certain circumstances or we fail to timely deliver reports related to statements of work under the DLA. Upon the occurrence and during the continuance an event of default, Nexperia may declare all or a portion of our outstanding obligations to be immediately due and payable and exercise other rights and remedies provided for under the LSA. If specified events of default occur and remain continuing for more than 30 consecutive days, we are required to assign a portion of our patent portfolio constituting collateral to Nexperia in satisfaction of our obligations under the LSA. During the existence of an event of default, interest on the obligations could be increased to 3.0% above the otherwise applicable interest rate. Additionally, pursuant to an intracompany license agreement with our wholly owned subsidiary, Transphorm Japan Epi ("TJE"), if certain events (some of which may be beyond our control) occur, we

could be forced to sell TJE at fair market value to a third party that is approved by us and Nexperia. While TJE's epiwafer capacity currently is not required for production of our products, if such a "forced sale" event were to happen in the future, we could be required to purchase a portion of our epiwafer requirements from the third party that purchases TJE. This could impact our epiwafer costs, reduce any overall profits, or cause us to lose a portion of our capacity, requiring us to generate more epiwafer capacity earlier than planned. This would result in greater capital expenditure than anticipated, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

Risks Related to Our Financial Control Environment

Being a public company can be administratively burdensome and expensive.

As a public reporting company, we are subject to the information and reporting requirements of the Securities Act, the Exchange Act and other federal securities laws, rules and regulations related thereto, including compliance with the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"), and the Dodd-Frank Wall Street Reform and Consumer Protection Act. In addition, we are subject to the listing standards of the Nasdaq Capital Market. Our management and other personnel will need to devote a substantial amount of time to these compliance initiatives. Among other things, we are required to:

- maintain and evaluate a system of internal controls over financial reporting in compliance with the requirements of Section 404 of the Sarbanes-Oxley Act and the related rules and regulations of the SEC and the Public Company Accounting Oversight Board;
- maintain policies relating to disclosure controls and procedures;
- prepare and distribute periodic reports in compliance with our obligations under federal securities laws;
- institute a more comprehensive compliance function, including with respect to corporate governance; and
- involve, to a greater degree, our outside legal counsel and accountants in the above activities.

The costs of preparing and filing annual and quarterly reports, proxy statements and other information with the SEC and furnishing audited reports to stockholders is expensive and compliance with these rules and regulations will require us to hire additional financial reporting, internal controls and other finance personnel, and will involve a material increase in regulatory, legal and accounting expenses and the attention of our board of directors and management. In addition, being a public company makes it more expensive for us to obtain director and officer liability insurance. In the future, we may be required to accept reduced coverage or incur substantially higher costs to obtain this coverage. These factors could also make it more difficult for us to attract and retain qualified executives and members of our board of directors.

Any failure to maintain effective internal controls over our financial reporting could materially and adversely affect us.

Section 404 of the Sarbanes-Oxley Act requires us to include in our annual reports on Form 10-K an assessment by management of the effectiveness of our internal controls over financial reporting. However, while we remain an emerging growth company, we will not be required to include an attestation report on internal control over financial reporting issued by our independent registered public accounting firm.

We are continuing to develop and refine our disclosure controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we will file with the SEC is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms and that information required to be disclosed in reports under the Exchange Act is accumulated and communicated to our principal executive and financial officers. We are also continuing to improve our internal control over financial reporting. We

have expended, and anticipate that we will continue to expend, significant resources in order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting. Despite our efforts, there is a risk that we will not be able to conclude that our internal control over financial reporting is effective as required by Section 404. For example, in connection with the audit of our consolidated financial statements for the year ended March 31, 2022, the three month transition period ended March 31, 2021 and the year ended December 31, 2020, we identified material weaknesses in our internal control over financial reporting. We cannot predict the outcome of our testing in future periods. If we identify additional material weaknesses in the future or are unable to remediate the material weakness we currently have, our financial statements may be inaccurate and investors could lose confidence in the reliability of our financial statements, which in turn could negatively affect the market price of our common stock. In addition, if we are unable to continue to meet these requirements, we may not be able to remain listed on the Nasdaq Capital Market.

We have identified a material weakness in our internal control over financial reporting that, if not properly remediated, could result in material misstatements in our consolidated financial statements in future periods.

We have limited accounting and financial reporting personnel and other resources with which to address our internal controls and related procedures. As disclosed in Item 9A of this Report, in connection with the audit of our consolidated financial statements for the year ended March 31, 2022, we identified one material weakness in our internal control over financial reporting related to insufficient personnel with technical accounting knowledge and financial reporting experience and inadequate performance of review controls with respect to certain areas of the financial statements. Accordingly, we were not able to assert that our internal control over financial reporting was effective as of March 31, 2022. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis.

Remediation of the material weakness will require management attention and cause us to incur additional expenses. If we fail to remediate the material weakness, or if we are unable to maintain effective controls and procedures in the future, our ability to record, process, summarize and report financial information accurately and within the time periods specified in SEC rules and forms could be adversely affected. This failure could negatively affect the market price and trading liquidity of our common stock, cause investors to lose confidence in our reported financial information, subject us to civil and criminal investigations and penalties, and generally materially and adversely impact our business and financial condition.

If our estimates or judgments relating to our critical accounting policies are based on assumptions that change or prove to be incorrect, our results of operations could fall below the expectations of investors, resulting in a decline in the market price of our common stock.

The preparation of financial statements in conformity with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect the amounts reported in our financial statements. Significant assumptions and estimates used in preparing our financial statements include those related to assets, liabilities, revenue, expenses and related disclosures. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets, liabilities, equity, revenue and expenses that are not readily apparent from other sources. Our results of operations may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our results of operations to fall below the expectations of investors, resulting in a decline in the market price of our common stock.

Changes in accounting rules and regulations, or interpretations thereof, could result in unfavorable accounting charges or require us to change our compensation policies.

Accounting methods and policies for companies such as ours, including policies governing revenue recognition, leases, research and development and related expenses, and accounting for stock-based compensation,

are subject to review, interpretation and guidance from our auditors and relevant accounting authorities, including the SEC. Changes to accounting methods or policies, or interpretations thereof, may require us to reclassify, restate or otherwise change or revise our historical financial statements, including those contained in this Report.

Our ability to use our net operating loss carryforwards and certain other tax attributes may be limited.

We have incurred substantial losses during our history, do not expect to become profitable in the near future and may never achieve profitability. To the extent that we continue to generate taxable losses, unused losses will carry forward to offset future taxable income, if any, until such unused losses expire. Under Sections 382 and 383 of the Internal Revenue Code of 1986, as amended, if a corporation undergoes an “ownership change,” generally defined as a greater than 50% change (by value) in its equity ownership over a three-year period, the corporation’s ability to use its pre-change net operating loss carryforwards (“NOLs”), and other pre-change tax attributes (such as research tax credits) to offset its post-change income or taxes may be limited. The Merger, our prior equity offerings and other changes in our stock ownership may have resulted in ownership changes. In addition, we may experience ownership changes in the future as a result of subsequent shifts in our stock ownership, some of which are outside of our control. As a result, if we earn net taxable income, our ability to use our pre-change NOLs to offset U.S. federal taxable income may be subject to limitations, which could potentially result in increased future tax liability to us. In addition, at the state level, there may be periods during which the use of NOLs is suspended or otherwise limited, which could accelerate or permanently increase state taxes owed. For example, California’s 2020 Budget Act temporarily suspended the use of NOLs and limited the utilization of the research credit to \$5 million annually for 2020, 2021 and 2022.

Risks Related to Ownership of Our Common Stock

We are an “emerging growth company” and we cannot be certain if the reduced reporting requirements applicable to emerging growth companies will make our common stock less attractive to investors.

We are an “emerging growth company” as defined in the JOBS Act. For as long as we continue to be an emerging growth company, we may take advantage of exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies, including (1) not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, (2) reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and (3) exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. We could be an emerging growth company until the last day of our fiscal year ending March 31, 2026, although circumstances could cause us to lose that status earlier.

Under the JOBS Act, emerging growth companies can also delay adopting new or revised accounting standards until such time as those standards apply to private companies. We have elected to use the extended transition period under the JOBS Act until the earlier of the date we (i) are no longer an emerging growth company or (ii) affirmatively and irrevocably opt out of the extended transition period provided in the JOBS Act. As a result, our financial statements may not be comparable to companies that comply with new or revised accounting pronouncements as of public company effective dates.

Even after we no longer qualify as an emerging growth company, we may still qualify as a “smaller reporting company” which would allow us to take advantage of many of the same exemptions from disclosure requirements including not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act and reduced disclosure obligations regarding executive compensation. If we rely on these exemptions, investors may find our common stock less attractive, which could result in a less active trading market, if any, for our common stock and more volatility or a decline in our stock price.

We are a smaller reporting company, and we cannot be certain if the reduced disclosure requirements applicable to smaller reporting companies will make our common stock less attractive to investors.

We are currently a “smaller reporting company,” meaning that we are not an investment company, an asset-backed issuer, or a majority-owned subsidiary of a parent company that is not a smaller reporting company and the market value of our stock held by non-affiliates, or our public float, is less than \$250 million. In the event our public float increases, we will remain a smaller reporting company if we continue to have annual revenues of less than \$100 million during our most recently completed fiscal year and our public float is less than \$700 million. If we are still considered a smaller reporting company at such time as we cease being an “emerging growth company,” we will be required to provide additional disclosure in our SEC filings. However, similar to emerging growth companies, smaller reporting companies are able to provide simplified executive compensation disclosures in their filings; are exempt from the provisions of Section 404(b) of the Sarbanes-Oxley Act requiring that independent registered public accounting firms provide an attestation report on the effectiveness of internal control over financial reporting; and have certain other decreased disclosure obligations in their SEC filings, including, among other things, only being required to provide two years of audited financial statements in annual reports. Decreased disclosures in our SEC filings due to our status as a smaller reporting company may make it harder for investors to analyze our results of operations and financial prospects, and may cause some investors not to invest in or hold our stock.

Our principal stockholders and management have substantial control over us and could delay or prevent a change in corporate control.

As of June 15, 2022, KKR Phorm Investors L.P. (“Phorm”) beneficially owned approximately 40.4% of our outstanding common stock, and our executive officers and directors, together with holders of ten percent or more of our outstanding common stock and their respective affiliates, beneficially owned approximately 42.2% of our outstanding common stock. As a result, these stockholders, acting together, or Phorm individually, have the ability to significantly impact the outcome of matters submitted to our stockholders for approval, including the election of directors and any merger, consolidation, or sale of all or substantially all of our assets. In addition, these stockholders, acting together or Phorm individually, have the ability to significantly impact the management and affairs of our company. Pursuant to the terms of a stockholders agreement with Phorm (the “Phorm Stockholders Agreement”), Phorm has the right to nominate (i) a majority of the board so long as it beneficially owns at least 40% of our then-outstanding shares of common stock, (ii) 33% of the directors (rounded up to the nearest whole number) so long as it beneficially owns at least 20% but less than 40% of our then-outstanding shares of common stock, and (iii) 10% of the directors (rounded up to the nearest whole number) so long as it beneficially owns at least 10% but less than 20% of our then-outstanding shares of common stock. Further, pursuant to the Phorm Stockholders Agreement, so long as Phorm beneficially owns 20% or more of the outstanding shares of our common stock, we will take all necessary action to cause a director nominated by Phorm to serve as chair of our board of directors.

The interests of these stockholders may not be the same as or may even conflict with your interests. The concentration of ownership and Phorm’s rights under the Phorm Stockholders Agreement might decrease the market price of our common stock by:

- delaying, deferring, or preventing a change in control of the company, which could deprive our stockholders of an opportunity to receive a premium for their common stock as part of a sale of our company or our assets and might affect the prevailing market price of our common stock;
- impeding a merger, consolidation, takeover, or other business combination involving us; or
- discouraging a potential acquirer from making a tender offer or otherwise attempting to obtain control of the company.

The significant concentration of stock ownership may also adversely affect the trading price of our common stock due to investors’ perception that conflicts of interest may exist or arise.

Sales of substantial amounts of our common stock in the public markets, or the perception that such sales might occur, could cause the market price of our common stock to decline significantly, even if our business is doing well.

Sales of a substantial number of shares of our common stock into the public market, particularly sales by our directors, executive officers and principal stockholders, or the perception that these sales might occur in large quantities, could cause the market price of our common stock to decline. If our stockholders sell, or the market perceives that our stockholders intend to sell, a substantial amount of our common stock in the public market, the market price of our common stock could decline significantly.

We may be subject to certain liquidated damages pursuant to the registration rights agreement we entered into with certain holders of our securities.

Pursuant to registration statements that were declared effective by the SEC on June 19, 2020, January 27, 2021, December 1, 2021 and December 27, 2021 (the “Resale Registration Statements”), we registered shares of our common stock for resale by the stockholders named therein. Pursuant to the registration rights agreements we entered into with certain holders of our securities, subject to certain exceptions, if (i) the Resale Registration Statements cease to remain continuously effective or such holders are otherwise not permitted to utilize the Resale Registration Statements to resell their registrable securities for a period of more than 15 consecutive trading days, or (ii) trading of our common stock is suspended or halted for more than three full, consecutive trading days, we may be subject to certain liquidated damages up to a maximum amount equal to the aggregate purchase price paid by the holders for their registrable securities.

If securities or industry analysts do not publish research or reports about our business, or if they issue an adverse or misleading opinion regarding our stock, our stock price and trading volume could decline.

The trading market for our common stock will be influenced by the research and reports that industry or securities analysts publish about us or our business. We cannot assure you that brokerage firms will provide analyst coverage of our company in the future, or continue such coverage if started. In addition, investment banks may be less likely to agree to underwrite secondary offerings on our behalf than they might if we became a public reporting company by means of an underwritten initial public offering, because they may be less familiar with our company as a result of more limited coverage by analysts and the media, which could harm our ability to raise additional funding in the future. The failure to receive research coverage or support in the market for our shares will have an adverse effect on our ability to develop a liquid market for our common stock, which will negatively impact the trading price of our common stock.

If any of the analysts who cover us issue an adverse or misleading opinion regarding us or if our operating results fail to meet the expectations of analysts, our stock price would likely decline. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline.

Anti-takeover provisions in our charter documents could make an acquisition of us more difficult and may prevent attempts by our stockholders to replace or remove our management.

Provisions in our amended and restated certificate of incorporation and in our amended and restated bylaws may delay or prevent an acquisition of us or a change in our management. These provisions include a classified board of directors, a prohibition on actions by written consent of our stockholders, supermajority voting requirements to amend certain provisions of our certificate of incorporation and bylaws, and the ability of our board of directors to issue preferred stock without stockholder approval. Although we believe these provisions collectively will provide for an opportunity to receive higher bids by requiring potential acquirers to negotiate with our board of directors, they would apply even if the offer may be considered beneficial by some stockholders. In addition, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove then-current management by making it more difficult for stockholders to replace members of the board of directors, which is responsible for appointing the members of management. In addition, we have opted out of the provisions of Section 203 of the Delaware General Corporation Law (“DGCL”), which generally prohibit a Delaware corporation from engaging in any of a broad range of business combinations with any interested stockholder for a period of three years following the date on which the stockholder became an interested stockholder. However, our amended and restated certificate of incorporation provides substantially the same limitations as are set forth in Section 203 but also provides that

Phorm and its affiliates and any of their direct or indirect transferees and any group as to which such persons are a party do not constitute interested stockholders for purposes of this provision.

Our bylaws designate the Court of Chancery of the State of Delaware as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, and also provide that the federal district courts will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act, each of which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers, employees or agents.

Our bylaws provide that, unless we consent in writing to an alternative forum, the Court of Chancery of the State of Delaware, or if the Court of Chancery does not have jurisdiction, the federal district court for the District of Delaware, will be the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, stockholders, officers or other employees to us or our stockholders, (iii) any action asserting a claim arising pursuant to any provision of the DGCL or our certificate of incorporation or bylaws (as either may be amended from time to time) or (iv) any action asserting a claim that is governed by the internal affairs doctrine, in each case subject to the Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein and the claim not being one which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery or for which the Court of Chancery does not have subject matter jurisdiction. Our bylaws also provide that, unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States will be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act.

Any person or entity purchasing or otherwise acquiring any interest in any of our securities shall be deemed to have notice of and to have consented to these provisions of our bylaws. These exclusive-forum provisions may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers, employees or agents, which may discourage such lawsuits against us and our directors, officers, employees and agents even though an action, if successful, might benefit our stockholders. Stockholders who do bring a claim in the Court of Chancery could face additional litigation costs in pursuing any such claim, particularly if they do not reside in or near Delaware. The Court of Chancery or a federal district court may also reach different judgments or results than would other courts, including courts where a stockholder considering an action may be located or would otherwise choose to bring the action, and such judgments or results may be more favorable to us than to our stockholders. Alternatively, if a court were to find either of these provisions of our bylaws inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions, which could have a material adverse effect on our business, financial condition or results of operations.

We do not intend to pay dividends for the foreseeable future so any returns will be limited to changes in the value of our common stock.

We have never declared nor paid cash dividends on our capital stock. We currently intend to retain any future earnings to finance the operation and expansion of our business, and we do not expect to declare or pay any dividends in the foreseeable future. Any future determination about the payment of dividends will be made at the discretion of our board of directors and will depend upon our results of operations, cash flows and financial condition, operating and capital requirements, contractual restrictions, including any loan or debt financing agreements, and such other factors as our board of directors deems relevant. As a result, stockholders must rely on sales of their common stock after price appreciation as the only way to realize any future gains on their investment, which may never occur.

Item 1B. Unresolved Staff Comments.

Not applicable

Item 2. Properties.

Our headquarters are located in Goleta, California, where we lease approximately 27,800 square feet of commercial space for research and development, engineering, testing and corporate offices. We also lease additional offices in the United States and internationally in Japan, China, Hong Kong, Taiwan and the Philippines. We believe that our facilities are suitable to meet our current needs.

Item 3. Legal Proceedings.

From time to time, we may become involved in litigation or other legal proceedings. We are not currently a party to any litigation or legal proceedings that, in the opinion of our management, are likely to have a material adverse effect on our business. Regardless of outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

On April 5, 2022, Joel Newman, an alleged holder of our common stock, filed a complaint in the Delaware Court of Chancery derivatively against our directors and KKR Phorm Investors L.P. (“Phorm”). The complaint alleges that the directors and Phorm breached their fiduciary duties, and the directors committed waste, because the terms of the November 5, 2021 private placement in which Phorm participated were unfairly favorable to Phorm. The directors have the right to advancement from us of expenses incurred defending the claims. The defendants filed motions to dismiss on May 26, 2022. We are unable to estimate the potential loss or range of loss, if any, associated with this lawsuit.

Item 4. Mine Safety Disclosures.

Not applicable

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matter and Issuer Purchases of Equity Securities.

Market Information for Common Stock

Our common stock, par value \$0.0001 per share, began trading on the Nasdaq Capital Market on February 22, 2022 under the symbol "TGAN". Prior to that date, our common stock traded on the OTC Market Group's quotation system under the symbol "TGAN" from July 29, 2020 to February 21, 2022.

Holders of Record

As of June 21, 2022, there were 37 holders of record of our common stock. This figure does not reflect the beneficial ownership of shares held in street name.

Dividend Policy

We have not declared or paid any cash dividends on our capital stock since our inception. We intend to retain future earnings, if any, to finance the operation and expansion of our business and do not anticipate paying any cash dividends in the foreseeable future. Payment of future cash dividends, if any, will be at the discretion of our board of directors after taking into account various factors, including our financial condition, operating results, current and anticipated cash needs, the requirements and contractual restrictions of then-existing debt instruments, and other factors that our board of directors deems relevant.

Securities Authorized for Issuance under Equity Compensation Plans

Information about our equity compensation plans is incorporated herein by reference to Part III, Item 12 of this Report.

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

All unregistered sales of equity securities during the year ended March 31, 2022 were previously disclosed in our Quarterly Reports on Form 10-Q or our Current Reports on Form 8-K, except for the following:

On January 5, 2022 and January 10, 2022, we issued 13,028 shares and 82,500 shares, respectively, of our common stock to former placement agents upon their exercise in full of warrants that we had issued to them in December 2020. These securities were issued in reliance upon the exemptions from registration under the Securities Act provided by Section 4(a)(2) and/or Rule 506 of Regulation D promulgated thereunder as transactions not involving a public offering. The purchasers are "accredited investors" as that term is defined in Rule 501 of Regulation D and represented their intentions to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof. The offer and sale of the securities were made without any general solicitation or advertising.

On February 10, 2022, we issued warrants to purchase an aggregate of 20,233 shares of our common stock to two individuals in exchange for services rendered. The warrants have an exercise price of \$8.48 per share, provide for a cashless exercise feature, and are exercisable until December 10, 2025. These securities were issued in reliance upon the exemptions from registration under the Securities Act provided by Section 4(a)(2) and/or Rule 506 of Regulation D promulgated thereunder as transactions not involving a public offering. The warrant holders are "accredited investors" as that term is defined in Rule 501 of Regulation D and represented their intentions to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof. The offer and sale of the securities were made without any general solicitation or advertising.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

We did not purchase any shares of our common stock or other securities during the quarter ended March 31, 2022.

Performance Graph

As a smaller reporting company, we are not required to provide a stock performance graph.

Item 6. [Reserved]

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our historical financial statements and the related notes thereto contained in this Report. Some of the information contained in this discussion and analysis or set forth elsewhere in this Report, including information with respect to our plans and strategy for our business, includes forward-looking statements that involve risks and uncertainties. You should review the sections titled "Note Regarding Forward-Looking Statements" and "Risk Factors" for a discussion of forward-looking statements and important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Overview

We are a pioneer, and a market and technology leader, in the wide-bandgap GaN power electronics field for high voltage power conversion applications. We deliver high quality and reliable GaN devices with high performance, while providing application design support to a growing customer base. Our GaN devices allow customers to design smaller, lighter and cooler power systems that create increased functional value in end products including smartphone power adapters, smartphone chargers, power supplies for datacenter servers and automotive electric vehicles, among other applications. We deploy our unique vertically integrated innovation model that leverages one of the industry's most experienced GaN engineering teams (with over 300 years of combined experience) at every development stage: device design, materials growth, device fabrication, packaging, circuits and application support. This approach, backed by one of the GaN power industry's largest IP portfolios with access to over 1,000 world-wide patents, has yielded the industry's first automotive-grade AEC-Q101 and JEDEC qualified high voltage GaN FETs. Our innovations are designed to move power electronics beyond the limitations of silicon and provide our customers with the potential to achieve higher efficiency (e.g., titanium-class performance in power supplies), higher power density and, in some designs, an overall lower system cost.

We received our first product order "in volume" (e.g., greater than ten thousand units) for our Gen-2-based TO247 products in January 2018. We introduced our Gen-3 products in June 2018. Also in 2018, we were awarded a contract from the U.S. Navy to become a supplier for GaN epiwafer products for use by the U.S. Department of Defense. In the year ended December 31, 2020, we recognized \$5.0 million of perpetual licensing revenue from Nexperia related to Gen-4 technology development. In the year ended March 31, 2022, we recognized \$8.0 million of perpetual licensing revenue from Nexperia related to Gen-5 and 900V technology development.

Since our inception we have devoted substantial resources to the research and development of GaN power devices and the protection and enhancement of our intellectual property and have incurred significant operating losses. Our net loss was \$10.2 million for the year ended March 31, 2022, \$6.6 million for the three months ended March 31, 2021 and \$17.9 million for the year ended December 31, 2020. As of March 31, 2022, our accumulated deficit was \$178.6 million. Substantially all of our operating losses have resulted from expenses incurred in connection with research and development activities and from general and administrative costs associated with our operations.

Our revenue for the year ended March 31, 2022 was \$24.1 million, of which \$11.6 million was from related parties. Our revenue for the three months ended March 31, 2021 was \$2.4 million, of which \$673 thousand was from related parties. Our revenue for the year ended December 31, 2020 was \$11.4 million, of which \$7.1 million was from related parties and \$505 thousand was retroactive application since inception due to new government authorized rates. For the year ended March 31, 2022, Nexperia, the U.S. government and one other overseas customer each accounted for more than ten percent of our revenues and together accounted for 78.1% of our revenues. For the three months ended March 31, 2021 and the year ended December 31, 2020, Nexperia and the U.S. government each accounted for more than ten percent of our revenues. For the three months ended March 31, 2021 and the year ended December 31, 2020, such customers together accounted for 58.5% and 88.8% of our revenues, respectively.

We expect to continue to incur significant expenses and operating losses for the foreseeable future. We expect our expenses will increase in connection with our ongoing activities as we:

- add sales and field applications personnel and incur related expenses to support operational growth;
- increase activity directly related to promoting our products to increase revenue;
- acquire additional MOCVD reactor capacity; and
- add financial accounting and management systems and select personnel and incur additional legal and accounting expense as we operate as a public company.

Reverse Merger

On February 12, 2020, our wholly-owned subsidiary, Peninsula Acquisition Sub, Inc., a corporation formed in the State of Delaware (“Acquisition Sub”), merged with and into Transphorm Technology (formerly known as Transphorm, Inc.), the corporate existence of Acquisition Sub ceased, and Transphorm Technology became our wholly-owned subsidiary (such transaction, the “Merger”). As a result of the Merger, we acquired the business of Transphorm Technology. The Merger was effective as of February 12, 2020, upon the filing of a certificate of merger with the Secretary of State of the State of Delaware. Immediately after completion of the Merger, we adopted Transphorm Technology’s former company name, “Transphorm, Inc.”, as our company name.

The Merger was treated as a recapitalization and reverse acquisition for us for financial reporting purposes, and Transphorm Technology is considered the acquirer for accounting purposes.

As a result of the Merger and the change in our business and operations, a discussion of the past financial results of Peninsula Acquisition Corporation is not pertinent, and under applicable accounting principles, the historical financial results of Transphorm Technology, the accounting acquirer, prior to the Merger are considered our historical financial results.

At the effective time of the Merger, (i) each share of Transphorm Technology’s common stock issued and outstanding immediately prior to the closing of the Merger was converted into the right to receive (a) 0.08289152527 shares of our common stock (in the case of shares held by accredited investors) or (b) \$4.00 multiplied by 0.08289152527 (in the case of shares held by unaccredited investors), with the actual number of shares of our common stock issued to the former holders of Transphorm Technology’s common stock equal to 4,171,571, (ii) 51,680,254 shares of Transphorm Technology’s Series 1 preferred stock issued and outstanding immediately prior to the closing of the Merger were converted into 12,433,953 shares of our common stock, (iii) 38,760,190 shares of Transphorm Technology’s Series 2 preferred stock issued and outstanding immediately prior to the closing of the Merger were converted into 7,499,996 shares of our common stock, and (iv) 31,850,304 shares of Transphorm Technology’s Series 3 preferred stock issued and outstanding immediately prior to the closing of the Merger were converted into 4,000,000 shares of our common stock. As a result, 28,105,520 shares of our common stock were issued to the former holders of Transphorm Technology’s issued and outstanding capital stock after adjustments due to rounding for fractional shares. Immediately prior to the effective time of the Merger, an aggregate of 682,699

shares of our common stock, owned by the stockholders of Peninsula Acquisition Corporation prior to the Merger, were forfeited and cancelled.

In addition, (i) options to purchase 29,703,285 shares of Transphorm Technology's common stock issued and outstanding immediately prior to the closing of the Merger under Transphorm Technology's 2007 Stock Plan and 2015 Equity Incentive Plan were assumed and converted into options to purchase 2,461,923 shares of our common stock, (ii) warrants to purchase 186,535 shares of Transphorm Technology's common stock issued and outstanding immediately prior to the closing of the Merger were assumed, amended and converted into warrants to purchase 15,461 shares of our common stock, and (iii) Transphorm Technology's outstanding convertible promissory note was amended to be convertible, at the option of the holder, into shares of our common stock at a conversion price of \$5.12 per share. On October 4, 2021, the promissory note of \$15.6 million, consisting of an outstanding principal amount of \$15.0 million plus accrued but unpaid interest of \$600 thousand, was further amended to reduce the conversion price from \$5.12 per share to \$5.00 per share and converted into an aggregate of 3,120,000 shares of our common stock.

All per share and share amounts for all periods presented have been retroactively adjusted to reflect the effect of the Merger.

Private Placements

In February 2020, we sold 5,380,000 shares of common stock in a private placement at a purchase price of \$4.00 per share, with aggregate gross proceeds of \$21.5 million (before deducting placement agent fees and other offering expenses, which were an aggregate of \$1.8 million).

In December 2020, we sold 5,000,000 shares of common stock in a private placement at a purchase price of \$3.00 per share, with aggregate gross proceeds of \$15.0 million (before deducting placement agent fees and other offering expenses, which were an aggregate of \$1.4 million excluding warrant cost of \$223 thousand).

In March 2021, we sold 250,000 shares of common stock in a private placement at a purchase price of \$4.00 per share, with aggregate gross proceeds of \$1.0 million (before deducting placement agent fees, financial advisor fees and other offering expenses, which were an aggregate of \$50 thousand).

In August 2021, we sold 1,000,000 shares of common stock in a private placement at a purchase price of \$5.00 per share, with aggregate gross proceeds of \$5.0 million (before deducting legal cost of \$22 thousand).

In November 2021, we sold an aggregate of 6,600,000 shares of common stock in a private placement at a purchase price of \$5.00 per share, with aggregate gross proceeds of \$33.0 million (before deducting placement agent fees and other offering expenses which were an aggregate of \$840 thousand). Pursuant to the purchase agreements entered into with the investors in this offering, each investor had the right (but not the obligation), subject to the satisfaction of customary closing conditions, to purchase and acquire from us (i) additional shares of common stock at a purchase price of \$5.00 per share and (ii) additional warrants to purchase shares of common stock. On June 2, 2022, in connection with the investors' exercise of such purchase rights, we sold 3,199,999 shares of common stock in a private placement for aggregate gross proceeds of \$16.0 million (before deducting placement agent fees and other offering expenses, which were an aggregate of \$280 thousand) and issued warrants to purchase 666,668 shares of common stock.

In December 2021, we sold an aggregate of 1,673,152 shares of common stock in a private placement offering at a purchase price of \$7.71 per share, with aggregate gross proceeds of \$12.9 million (before deducting a finder's fee and other offering expenses, which were an aggregate of \$286 thousand).

Key Factors Affecting Our Performance

There are a number of industry factors that affect our business which include, among others:

Overall Demand for Products and Applications Using GaN Devices. Our potential for growth depends significantly on the adoption of GaN materials and devices in the power markets and GaN epiwafer material products in the RF markets, the expansion of the use of GaN devices in infrastructure, IT, datacenter, industrial, automotive and consumer applications such as fast charger/adaptor and gaming power supplies, and our ability to win new designs for these applications. Demand also fluctuates based on various market cycles, continuously evolving industry supply chains, trade and tariff terms, as well as evolving competitive dynamics in each of the respective markets. These uncertainties make demand difficult to forecast for us and our customers. The COVID-19 pandemic has adversely disrupted and will further disrupt the operations at certain of our customers, partners, suppliers and other third-party providers for an uncertain period of time, including as a result of travel restrictions, adverse effects on budget planning processes, business deterioration, and/or business shutdowns, all of which has impacted our business and results of operations. Some of our customers have experienced delays in their internal development programs and design cycles with our GaN products due to the effects of the COVID-19 pandemic, which have led to postponements of their orders of our products and postponements of determinations that our products will be used in their designs for new products under development with corresponding delays in their market introduction and potentially our revenues. Our billings under our contract with the U.S. Navy have been lower than originally expected as a result of the pandemic.

Intense and Constantly Evolving Competitive Environment. Competition in the industries we serve is intense. Many companies have made significant investments in product development and production equipment. To remain competitive, market participants must continuously increase product performance, reduce costs and develop improved ways to serve their customers. To address these competitive pressures, we have invested in research and development activities to support new product development, lower product costs and deliver higher levels of performance to differentiate our products in the market.

Governmental Trade and Regulatory Conditions. Our potential for growth, as with most multinational companies, depends on a balanced and stable trade, political, economic and regulatory environment among the countries where we do business. Changes in trade policy such as the imposition of tariffs or export bans to specific customers or countries could reduce or limit demand for our products in certain markets.

Technological Innovation and Advancement. Innovations and advancements in materials and power technologies continue to expand the potential commercial application for our products. However, new technologies or standards could emerge or improvements could be made in existing technologies that could reduce or limit the demand for our products in certain markets.

Intellectual Property Issues. We rely on patented and non-patented proprietary information relating to product development, manufacturing capabilities and other core competencies of our business. Protection of intellectual property is critical. Therefore, steps such as additional patent applications, confidentiality and non-disclosure agreements, as well as other security measures are important. While we have a strong patent portfolio comprising access to over 1,000 worldwide patents (directly owned or licensed) and there is no actual or, to our knowledge, threatened litigation against us for patent-related matters, litigation or threatened litigation is a common method to effectively enforce or protect intellectual property rights. Such action may be initiated by or against us and would require significant management time and expenses.

Components of Results of Operations

Revenue

Our revenue currently consists of (1) perpetual licensing revenue, (2) revenue from our contract with the U.S. Navy and (3) revenue from product sales. Products are sold to distributors and end-users in various sectors such as, but not limited to, automotive, gaming, industrial, IT, and consumer product industries.

Cost of goods sold

Cost of goods sold consists of (1) direct product costs incurred for the raw materials and manufacturing services for our products, (2) fixed product costs primarily relating to production, manufacturing and personnel and (3) depreciation and amortization expenses consisting primarily of expenses related to our fixed assets together with amortization of our intangible assets. We expect our cost of goods sold attributable to direct product costs to increase proportionately with increases in revenue, and our cost of goods sold attributable to fixed product costs to remain substantially flat or moderately increase in connection with increases in revenue.

Operating Expenses

Research and Development. Research and development expenses consist primarily of compensation and related costs for personnel, including stock-based compensation and employee benefits as well as costs associated with design, fabrication, packaging and testing of GaN devices. In addition, research and development expenses include depreciation expenses related to our fixed assets. We expense research and development expenses as incurred. As we continue to invest in developing our technology for new products, we expect research and development expenses to remain flat or moderately increase in absolute dollars but to decline as a percentage of revenue.

Sales and Marketing. Sales and marketing expenses consist primarily of compensation and related costs for personnel, including stock-based compensation and employee benefits, and associated travel costs. Sales and marketing expenses also include costs associated with our support of business development efforts with distributors in Europe and Asia, and costs related to trade shows and marketing programs. We expense sales and marketing expenses as incurred. We expect sales and marketing expenses to increase in absolute dollars in future periods as we increase our sales and expand our sales force and our marketing organization.

General and Administrative. General and administrative expenses consist primarily of compensation and related costs for personnel, including stock-based compensation, employee benefits and travel. In addition, general and administrative expenses include third-party consulting, legal, audit, accounting services, allocations of overhead costs, such as rent, facilities and information technology, and amortization of our intangible assets. We expect general and administrative expenses to increase in absolute dollars in future periods due to additional legal, accounting, insurance, investor relations and other costs associated with being a public company, as well as other costs associated with growing our business.

Interest Expense

Interest expense consists primarily of interest and amortization of related costs associated with our debts with Nexperia and Yaskawa, respectively.

Equity Loss in Joint Venture

Equity loss in joint venture consists of expenditures to cover the losses associated with our 25% share ownership of GaNovation starting August 2021 and former 49% share ownership of AFSW. The potential magnitude of this loss may increase or decrease in the future based upon changes in our shareholding percentage in GaNovation and the level of operating expenses incurred by GaNovation, which wholly owns AFSW.

Changes in Fair Value of Promissory Note

Changes in the fair value of promissory note reflect valuation changes in the notes held by the Company.

Other Income, Net

Other income, net of other expenses, consists primarily of income generated from subleasing a portion of our research and development facility located in California.

Tax Expense

Tax expense consists primarily of income taxes in certain foreign and state jurisdictions in which we conduct business.

Results of Operations

This section of Management's Discussion and Analysis generally discusses year-to-year comparisons between the year ended March 31, 2022 and the comparative year ended March 31, 2021. Due to our recent change in fiscal year end from December 31st to March 31st, the comparative year ended March 31, 2021 was unaudited. Discussions of comparisons between (1) the transition period for the three months ended March 31, 2021 (audited) and the comparative period of the three months ended March 31, 2020 (unaudited) and (2) the years ended December 31, 2020 and 2019 (audited) that are not included in this Annual Report on Form 10-K can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7 of Part II of our Transition Report on Form 10-K for the transition period ended March 31, 2021, filed with the SEC on June 24, 2021.

Comparison of the Years Ended March 31, 2022 (audited) and March 31, 2021 (unaudited)

The following table sets forth our consolidated statements of operations data for the periods indicated (*in thousands, except percentages*):

	Year Ended March 31,		Change	
	2022	2021 (unaudited)	Amount	Percentage
Revenue, net	\$ 24,050	\$ 12,696	\$ 11,354	89.4 %
Cost of goods sold	12,530	7,015	5,515	78.6 %
Gross profit	11,520	5,681	5,839	102.8 %
Operating expenses:				
Research and development	6,655	5,898	757	12.8 %
Sales and marketing	3,535	2,319	1,216	52.4 %
General and administrative	11,226	9,969	1,257	12.6 %
Total operating expenses	21,416	18,186	3,230	17.8 %
Loss from operations	(9,896)	(12,505)	2,609	(20.9) %
Interest expense	792	758	34	4.5 %
Loss in joint venture	3,971	6,885	(2,914)	(42.3) %
Changes in fair value of promissory note	(605)	2,093	(2,698)	(128.9) %
Other income, net	(3,819)	(1,940)	(1,879)	96.9 %
Loss before tax expense	(10,235)	(20,301)	10,066	(49.6) %
Tax expense	—	—	—	
Net loss	\$ (10,235)	\$ (20,301)	\$ 10,066	(49.6)%

Revenue increased \$11.4 million, or 89.4 percent, to \$24.1 million for the year ended March 31, 2022 from \$12.7 million for the same period in 2021. The increase is due primarily to a (i) \$7.5 million increase in product revenue and (ii) \$3.6 million increase in licensing and service revenue.

Cost of goods sold increased \$5.5 million, or 78.6%, to \$12.5 million for the year ended March 31, 2022 from \$7.0 million for the same period in 2021, due primarily to costs directly associated with increased sales.

Gross profit increased \$5.8 million, or 102.8%, to \$11.5 million for the year ended March 31, 2022 from \$5.7 million for the same period in 2021. Gross profit margin increased 3.2% to 47.9% for the year ended March 31, 2022 from 44.7% for the same period in 2021. The increase was due primarily to an increase in perpetual licensing revenue.

Operating expenses increased \$3.2 million, or 17.8 percent, to \$21.4 million for the year ended March 31, 2022 from \$18.2 million for the same period in 2021, due primarily to a (i) \$1.3 million increase in general and administrative expense and (ii) \$1.2 million increase in sales and marketing expense.

Research and development expense increased \$757 thousand, or 12.8 percent, to \$6.7 million for the year ended March 31, 2022 from \$5.9 million for the same period in 2021, due primarily to a (i) \$315 thousand increase in lab and testing costs, (ii) \$286 thousand increase in costs related to salaries and stock-based compensation expenses and (iii) \$119 thousand increase in facility expense.

Sales and marketing expense increased \$1.2 million, or 52.4 percent, to \$3.5 million for the year ended March 31, 2022 from \$2.3 million for the same period in 2021, due primarily to a (i) \$812 thousand increase in costs related to salaries and stock-based compensation expenses and (ii) \$268 thousand increase in consulting expense.

General and administrative expense increased \$1.3 million, or 12.6 percent, to \$11.2 million for the year ended March 31, 2022 from \$10.0 million for the same period in 2021, due primarily to a (i) \$1.0 million increase in costs related to salaries and stock-based compensation expenses, (ii) \$173 thousand increase in consulting expense and (iii) \$140 thousand increase in insurance cost.

Interest expense of \$792 thousand for the year ended March 31, 2022 consists of \$715 thousand for our revolving credit facility with Nexperia and \$77 thousand for our note payable to Yaskawa. Interest expense of \$758 thousand for the same period in 2021 consists of \$608 thousand for our revolving credit facility with Nexperia and \$150 thousand for our note payable to Yaskawa.

Loss in joint venture was \$4.0 million for the year ended March 31, 2022, compared with \$6.9 million for the same period in 2021 due to reduced responsibility for operating AFSW.

Changes in the fair value of promissory note were \$605 thousand gain and \$2.1 million loss for the years ended March 31, 2022 and 2021, respectively.

Other income, net of other expenses, increased \$1.9 million, or 96.9 percent, to \$3.8 million for the year ended March 31, 2022 from \$1.9 million for the same period in 2021, due primarily to recognition of a (i) \$1.5 million gain upon termination of our joint venture with FSL and (ii) \$1.2 million gain on promissory note conversion, offset primarily by a \$756 thousand decrease in subleasing a portion of our research and development facility.

Net loss decreased \$10.1 million, or 49.6%, to \$10.2 million for the year ended March 31, 2022 from \$20.3 million for the same period in 2021. The decrease was attributable primarily to a (i) \$11.4 million increase in product revenue, (ii) \$2.9 million decrease from loss in joint venture, (iii) \$2.7 million positive change in fair value of promissory note and (iv) \$1.9 million increase in other income, offset by a (i) \$5.5 million increase in cost of goods sold, (ii) \$1.3 million increase in general and administrative expense and (iii) \$1.2 million increase in sales and marketing expense.

Liquidity and Capital Resources

As of March 31, 2022, we had cash and cash equivalents of \$33.4 million, other current assets of \$10.9 million and current liabilities of \$5.3 million, resulting in working capital of \$39.5 million.

Future Funding Requirements

Our ability to sustain operations is dependent mainly on our ability to successfully market and sell our products and our ability to raise capital through additional financings until we are able to achieve profitability with positive cash flows. We currently incur and historically have incurred losses from operations and expect to do so in the foreseeable future. During the year ended March 31, 2022, we used \$19.7 million of cash in operations and raised gross proceeds of \$50.9 million from the sale of common stock in private placements. We believe that our

existing cash and cash equivalents will be sufficient to meet our working capital and capital expenditure requirements for a period of at least twelve months from the date of this Report. We will continue to evaluate our projected expenditures relative to our available cash and evaluate financing alternatives in order to satisfy our working capital and other cash requirements.

Our material capital requirements, including commitment of capital expenditures, are primarily directed toward manufacturing equipment, lease commitments and investments in the joint venture. In 2022, we paid approximately \$6.3 million, consisting of investment in the joint venture of \$4.5 million, capital expenditures of \$595 thousand and lease commitment of \$918 thousand, and expect to incur in 2023 approximately \$8.7 million, consisting of capital expenditures of \$4.0 million, investment in the joint venture of \$4.0 million and lease commitment of \$681 thousand.

Our future capital requirements will depend on many factors including our revenue growth rate, billing frequency, the impact of the COVID-19 pandemic, the timing and extent of spending to support further sales and marketing and research and development efforts, and our obligations in connection with AFSW (through GaNovation). The future impact of the COVID-19 pandemic cannot be predicted with certainty and may make it more difficult or preclude us from raising additional capital, increase our costs of capital and otherwise adversely affect our business, results of operations, financial condition and liquidity. We may in the future enter into arrangements to acquire or invest in complementary businesses, services and technologies, including intellectual property rights. We will require additional equity or debt financing, which we may not be able to raise on terms acceptable to us or at all. If we are unable to raise additional capital when required, our business, results of operations and financial condition would be materially and adversely affected, or we may need to cease operations altogether.

Cash Flows

The following table shows a summary of our cash flows for the periods presented (*in thousands*):

	Year Ended March 31,		Change
	2022	2021 (unaudited)	
Net cash (used in) provided by:			
Operating activities	\$ (19,736)	\$ (12,897)	\$ (6,839)
Investing activities	(5,121)	(6,990)	1,869
Financing activities	49,498	14,616	34,882
Increase (decrease) in cash and cash equivalents excluding effect of foreign exchange rate changes	\$ 24,641	\$ (5,271)	\$ 29,912

Operating Activities

Net cash used in operating activities was \$19.7 million and \$12.9 million for the years ended March 31, 2022 and 2021, respectively. The increase of \$6.8 million was attributable primarily to a \$4.4 million decrease in loss in joint venture, a \$3.0 million decrease in non-cash perpetual licensing revenue from a related party, a \$2.7 million positive change in fair value of promissory note, \$1.2 million gain on promissory note conversion, and a \$5.6 million decrease in operating asset and liabilities, offset primarily by a \$10.1 million decrease in net loss.

Investing Activities

Net cash used in investing activities was \$5.1 million and \$7.0 million for the years ended March 31, 2022 and 2021, respectively. The decrease of \$1.9 million was attributable primarily to a \$2.2 million decrease in investment in joint venture, offset by a \$373 thousand increase in purchases of property and equipment.

Financing Activities

Net cash provided by financing activities was \$49.5 million and \$14.6 million for the years ended March 31, 2022 and 2021, respectively. Net cash provided by financing activities during the years ended March 31, 2022, and 2021 relates to net proceeds of \$49.8 million and \$14.6 million, respectively, from the sale of our common stock in private placements.

Critical Accounting Policies and Estimates

The accompanying discussion and analysis of our financial condition and results of operations is based upon our audited consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. We believe certain of our accounting policies are critical to understanding our financial position and results of operations. We utilize the following critical accounting policies in the preparation of our financial statements.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Management bases its estimates and assumptions on historical experience, knowledge of current conditions, and its belief of what could occur in the future, given available information. Actual results could differ from those estimates, and such differences could be material to the consolidated financial statements. Estimates are used for, but not limited to, the determinations of fair value of stock awards and promissory notes, accrual of expenses, revenue recognition, allowance for doubtful accounts, inventory reserve, and useful lives for property and equipment.

Inventory

Inventory is stated at the lower of cost (first-in, first-out method) or net realizable value. The Company periodically reviews the value of items in inventory and records write-downs or write-offs based on its assessment of slow moving or obsolete inventory. The Company maintains an inventory reserve for obsolete inventory and generally makes inventory value adjustments against the inventory reserve.

Revenue Recognition

The Company derives its revenues from sales of high-powered GaN-based products manufactured utilizing the Company's proprietary and patented epiwafer technology and wafer fabrication and other assembly processes, sales of GaN epiwafers for the radio frequency ("RF") and power markets, and sales of licenses to use such patented proprietary technology, as well as enabling EPI wafer growth services and products to our strategic partners. Revenues are recognized when control of these products or licenses are transferred to the Company's customers in an amount that reflects the consideration it expects to be entitled to in exchange for those products and licenses. Sales and other taxes the Company collects concurrent with revenue-producing activities are excluded from revenue. Incidental items that are immaterial in the context of the contract are recognized as expense. The Company does not have any significant financing components associated with its revenue contracts, as payment is received at or shortly after the point of sale.

Disaggregation of Revenue from Contracts with Customers

Revenue consists of perpetual licensing revenue, government contract revenue from our contract with the U.S. Navy and product sales, with applicable performance obligations satisfied at a point in time. Products are sold to distributors and end-users in various sectors such as, but not limited to, the automotive, gaming, industrial, IT, and consumer products industries.

As part of the multi-element commercial arrangement executed with Nexperia on April 4, 2018 (see Note 3 - Nexperia Arrangement), the Company agreed to grant Nexperia the perpetual exclusive right to use the Company's existing Gen-3 manufacturing process technology. License fees are received upon satisfaction of contractual milestones and recognized upon delivery of the perpetual license or transferred technology without any remaining performance obligations. The Company recognized \$8.0 million of perpetual licensing revenue for the year ended March 31, 2022. No licensing revenue was recognized for the three months ended March 31, 2021. The Company recognized \$5.0 million of perpetual licensing revenue for the year ended December 31, 2020.

In December 2020, the Company entered into a cooperation and development agreement with Yaskawa Electric Corporation ("Yaskawa"), pursuant to which Yaskawa agreed to provide \$4.0 million over approximately three years to fund development activities related to industrial power conversion applications, with an initial focus on servo motor drive applications. Yaskawa provided payments of \$1.0 million and \$750 thousand of this \$4.0 million commitment in December 2020 and July 2021, respectively. The Company evaluated and concluded that the deliverables are the same and nature of the services to be provided to Yaskawa will be consistent over the period of approximately three years. Accordingly, with respect to the \$1.8 million payment, the Company recognized \$1.1 million as revenue for the year ended March 31, 2022, \$333 thousand as revenue for the three months ended March 31, 2021 and \$333 thousand as revenue for the year ended December 31, 2020. The Company also recorded \$375 thousand as revenue for services rendered but not billed for the year ended March 31, 2022.

Government contract revenues are principally generated under research and development contracts. Contract revenues are derived primarily from research contracts with agencies of the U.S. government. We believe credit risk related to accounts receivable arising from such contracts is minimal. These contracts may include cost-plus fixed fee and fixed price terms. All payments to us for work performed on contracts with agencies of the U.S. government are subject to adjustment upon audit by the Defense Contract Audit Agency. The contract's expiration dates were initially March and June 2022, but such dates were subsequently extended to June and December 2022, respectively. The Company received new government authorized rates for billing purposes which allowed for retroactive application since inception. The cumulative impact of this rate change as of March 31, 2022 was \$423 thousand, of which \$(83) thousand and \$505 thousand were recorded in the three months ended March 31, 2021 and year ended December 31, 2021, respectively. On February 1, 2022, the Company received new government authorized rates which allowed for retroactive application of \$232 thousand for the year ended December 31, 2020. The Company will use the new approved rates on a go-forward basis.

Performance Obligations

For performance obligations related to the sale of products, control transfers to the customer at a point in time. The Company's principal terms of sale are free on board shipping or destination and the Company transfers control and records revenue for product sales upon shipment or delivery to the customer, respectively. For performance obligations related to the licensing of patented technology in perpetuity, control also transfers to the customer at a point in time. The Company transfers control and records revenue for licensing fees once the Company has (i) provided or otherwise makes available the patented technology to the customer and (ii) the customer is able to use and benefit from the patented technology.

Variable Consideration

The nature of the Company's arrangement with Nexperia gives rise to variable consideration in the form of milestone and royalty payments. The royalties qualify for the sales and usage-based royalty exception, as the license of intellectual property is the predominant item to which the royalty relates and are recognized upon the subsequent

sale occurring. The variable amounts are received upon satisfaction of contractually agreed upon development targets and sales volume.

Research and Development

The Company is a party to research grant contracts with the U.S. government for which the Company is reimbursed for specified costs incurred for its research projects. These projects include energy saving initiatives for which the U.S. government offers reimbursement funds. Such reimbursements are recorded as an offset to research and development expenses when the related qualified research and development expenses are incurred. Reimbursable costs are recognized in the same period the costs are incurred up to the limit of approved funding amounts on qualified expenses. Grant reimbursement of \$345 thousand, \$42 thousand and \$426 thousand was recorded as an offset to research and development expense for the year ended March 31, 2022, the three month ended March 31, 2021 and the year ended December 31, 2020, respectively.

Stock-Based Compensation

All share-based payments, including grants of stock options, restricted stock awards (“RSAs”) and restricted stock units (“RSUs”), are measured at the fair value of the share-based awards on the grant date and recognized over their respective vesting periods, which is generally one to four years. The estimated fair value of stock options at the grant date is determined using the Black-Scholes-Merton pricing model, and the RSAs and RSUs are measured using the fair market value of the stock price at grant date. The Company recognizes the fair value of share-based payments as compensation expense for all expected-to-vest stock-based awards over the vesting period of the award using the straight-line attribution or graded vesting method provided that the amount of compensation cost recognized at any date is no less than the portion of the grant-date fair value of the award that is vested at that date.

The Black-Scholes-Merton option pricing model requires inputs such as the fair value of common stock on date of grant, expected term, expected volatility, dividend yield, and risk-free interest rate. Further, the forfeiture rate also affects the amount of aggregate compensation expense. These inputs are subjective and generally require significant analysis and judgment to develop. Volatility data is obtained from a study of publicly traded industry peer companies. The forfeiture rate is derived primarily from the Company’s historical data, and the risk-free interest rate is based on the yield available on U.S. Treasury zero-coupon issues commensurate with the expected term. Management generally uses the simplified method to calculate the expected term for employee grants as the Company has limited historical exercise data or alternative information to reasonably estimate an expected term assumption. The simplified method assumes that all options will be exercised midway between the weighted average vesting date and the contractual term of the option.

Stock-based compensation expense recognized in the Company’s consolidated financial statements is based on awards that are expected to vest. These expense amounts have been reduced by using an estimated forfeiture rate. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The Company evaluates the assumptions used to estimate forfeitures annually in connection with the recognition of stock-based compensation expense.

JOBS Act Accounting Election

We are an emerging growth company, as defined in the JOBS Act. The JOBS Act provides that an emerging growth company can take advantage of an extended transition period for complying with new or revised accounting standards. This provision allows an emerging growth company to either early adopt or delay the adoption of some accounting standards until those standards would otherwise apply to private companies. We have elected to use the extended transition period under the JOBS Act until the earlier of the date we (i) are no longer an emerging growth company or (ii) affirmatively and irrevocably opt out of the extended transition period provided in the JOBS Act. As a result, our financial statements may not be comparable to companies that comply with new or revised accounting pronouncements as of public company effective dates.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

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

Item 8. Financial Statements and Supplementary Data.

Transphorm, Inc.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Transphorm, Inc.

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Transphorm, Inc. (the "Company") as of March 31, 2022 and March 31, 2021, the related consolidated statements of operations, comprehensive loss, stockholders' equity (deficit) and cash flows for the year ended March 31, 2022, three months ended March 31, 2021 and the year ended December 31, 2020, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2022 and March 31, 2021, and the results of its operations and its cash flows for the year ended March 31, 2022, three months ended March 31, 2021 and the year ended December 31, 2020, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Marcum LLP

We have served as the Company's auditor since 2019.

Chicago, IL
June 28, 2022

Transphorm, Inc.
Consolidated Balance Sheets
(in thousands except share and per share data)

	March 31, 2022	March 31, 2021
Assets		
Current assets:		
Cash and cash equivalents	\$ 33,435	\$ 9,500
Restricted cash	500	—
Accounts receivable, net, including \$1.2 million and \$507 thousand from related parties as of March 31, 2022 and March 31, 2021, respectively	2,558	1,618
Inventory	6,330	2,223
Prepaid expenses and other current assets	1,971	953
Total current assets	44,794	14,294
Property and equipment, net	1,649	1,360
Goodwill	1,180	1,302
Intangible assets, net	617	914
Investment in joint venture	143	—
Other assets	263	274
Total assets	\$ 48,646	\$ 18,144
Liabilities and stockholders' equity (deficit)		
Current liabilities:		
Accounts payable and accrued expenses	\$ 3,588	\$ 3,140
Deferred revenue	346	505
Development loan	—	10,000
Revolving credit facility, including accrued interest	180	10,150
Unfunded commitment to joint venture	—	1,866
Accrued payroll and benefits	1,171	1,410
Total current liabilities	5,285	27,071
Revolving credit facility	12,000	—
Promissory note	—	16,128
Total liabilities	17,285	43,199
Commitments and contingencies (Note 10)		
Stockholders' equity (deficit):		
Common stock, \$0.0001 par value; 750,000,000 shares authorized as of March 31, 2022 and March 31, 2021, and 53,379,307 and 40,531,996 shares issued and outstanding as of March 31, 2022 and March 31, 2021, respectively	5	4
Additional paid-in capital	211,190	144,201
Accumulated deficit	(178,638)	(168,403)
Accumulated other comprehensive loss	(1,196)	(857)
Total stockholders' equity (deficit)	31,361	(25,055)
Total liabilities and stockholders' equity (deficit)	\$ 48,646	\$ 18,144

See accompanying notes to consolidated financial statements

Transphorm, Inc.
Consolidated Statements of Operations
(in thousands except share and per share data)

	Year Ended March 31, 2022	Three Month Transition Period Ended March 31, 2021	Year Ended December 31, 2020
Revenue, net, including related parties (Note 16)	\$ 24,050	\$ 2,425	\$ 11,371
Cost of goods sold	12,530	1,788	6,682
Gross profit	11,520	637	4,689
Operating expenses:			
Research and development	6,655	1,780	5,584
Sales and marketing	3,535	663	2,174
General and administrative	11,226	2,733	10,328
Total operating expenses	21,416	5,176	18,086
Loss from operations	(9,896)	(4,539)	(13,397)
Interest expense	792	187	760
Loss in joint venture	3,971	1,468	6,836
Changes in fair value of promissory note	(605)	699	(927)
Other income, net	(3,819)	(314)	(2,157)
Loss before tax expense	(10,235)	(6,579)	(17,909)
Tax expense	—	—	—
Net loss	\$ (10,235)	\$ (6,579)	\$ (17,909)
Net loss per share - basic and diluted	\$ (0.22)	\$ (0.16)	\$ (0.56)
Weighted average common shares outstanding - basic and diluted	46,056,331	40,274,660	31,739,801

See accompanying notes to consolidated financial statements

Transphorm, Inc.
Consolidated Statements of Comprehensive Loss
(in thousands)

	Year Ended March 31, 2022	Three Month Transition Period Ended March 31, 2021	Year Ended December 31, 2020
Net loss	\$ (10,235)	\$ (6,579)	\$ (17,909)
Other comprehensive loss, net of tax:			
Foreign currency translation adjustments	(339)	(85)	(30)
Other comprehensive loss, net of tax	(339)	(85)	(30)
Comprehensive loss	\$ (10,574)	\$ (6,664)	\$ (17,939)

See accompanying notes to consolidated financial statements

Transphorm, Inc.
Consolidated Statements of Changes in Stockholders' Equity (Deficit)
Period from January 1, 2020 through March 31, 2022
(in thousands except share data)

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity (Deficit)
	Number of Shares	Amount				
Balance at January 1, 2020	4,220,998	\$ —	\$ 22,404	\$ (143,915)	\$ (742)	\$ (122,253)
Stock options exercised	6,821	—	27	—	—	27
Conversion of preferred shares in connection with the Reverse Merger	23,933,949	3	85,655	—	—	85,658
Shares redeemed in connection with the Reverse Merger	(52,773)	—	(211)	—	—	(211)
Shares issued in connection with the Reverse Merger	1,650,000	—	(50)	—	—	(50)
Issuance of common stock, net of \$3.1 million of offering cost excluding warrant cost of \$223 thousand	10,380,000	1	33,386	—	—	33,387
Restricted stock awards issued	139,501	—	—	—	—	—
Stock-based compensation	—	—	1,525	—	—	1,525
Other comprehensive loss	—	—	—	—	(30)	(30)
Net loss	—	—	—	(17,909)	—	(17,909)
Balance at December 31, 2020	40,278,496	\$ 4	\$ 142,736	\$ (161,824)	\$ (772)	\$ (19,856)
Stock options exercised	500	—	2	—	—	2
Restricted stock units vested	3,000	—	—	—	—	—
Issuance of common stock	250,000	—	950	—	—	950
Stock-based compensation	—	—	513	—	—	513
Other comprehensive loss	—	—	—	—	(85)	(85)
Net loss	—	—	—	(6,579)	—	(6,579)
Balance at March 31, 2021	40,531,996	\$ 4	\$ 144,201	\$ (168,403)	\$ (857)	\$ (25,055)
Stock options exercised	52,799	—	221	—	—	221
Restricted stock units vested	305,982	—	—	—	—	—
Restricted stock units surrendered due to net share settlement to satisfy employee tax liability	(97,249)	—	(768)	—	—	(768)
Stock warrants exercised	95,528	—	272	—	—	272
Issuance of common stock (Note 11)	9,370,251	1	50,272	—	—	50,273

Conversion of promissory note (Note 11)	3,120,000	—	14,378	—	—	14,378
Stock-based compensation	—	—	2,614	—	—	2,614
Other comprehensive loss	—	—	—	—	(339)	(339)
Net loss	—	—	—	(10,235)	—	(10,235)
Balance at March 31, 2022	<u>53,379,307</u>	<u>\$ 5</u>	<u>\$ 211,190</u>	<u>\$ (178,638)</u>	<u>\$ (1,196)</u>	<u>\$ 31,361</u>

See accompanying notes to consolidated financial statements

Transphorm, Inc.
Consolidated Statements of Cash Flows
(in thousands)

	Year Ended March 31, 2022	Three Month Transition Period Ended March 31, 2021	Year Ended December 31, 2020
Cash flows from operating activities:			
Net loss	\$ (10,235)	\$ (6,579)	\$ (17,909)
Adjustments to reconcile net loss to net cash used in operating activities:			
Inventory write-off	196	7	435
Depreciation and amortization	843	197	835
Provision for doubtful accounts	—	(48)	110
Perpetual licensing revenue from a related party	(8,000)	—	(5,000)
Stock-based compensation	2,614	513	1,525
Interest cost	107	187	760
Gain on promissory note conversion	(1,222)	—	—
Gain on sale of equipment	—	(40)	—
Loss in joint venture	2,516	1,468	6,836
Changes in fair value of promissory note	(605)	699	(927)
Changes in operating assets and liabilities:			
Accounts receivable	(940)	(690)	(245)
Inventory	(4,303)	(603)	(1,072)
Prepaid expenses and other current assets	(518)	108	(283)
Other assets	11	17	206
Accounts payable and accrued expenses	198	(195)	(116)
Deferred revenue	(159)	(169)	674
Accrued payroll and benefits	(239)	195	56
Net cash used in operating activities	(19,736)	(4,933)	(14,115)
Cash flows from investing activities:			
Purchases of property and equipment	(595)	(164)	(58)
Investment in joint venture	(4,526)	(968)	(7,348)
Net cash used in investing activities	(5,121)	(1,132)	(7,406)
Cash flows from financing activities:			
Proceeds from sale of equipment	—	4	—
Proceeds from stock option exercise	221	2	32
Proceeds from issuance of common stock	50,900	1,000	36,520
Cost associated with issuance of common stock	(1,127)	(50)	(3,133)
Proceeds from exercise of warrants	272	—	—
Payment for repurchase of common stock	—	—	(211)
Payment for taxes related to net share settlement of restricted stock units	(768)	—	—
Loan repayment	—	—	(50)
Net cash provided by financing activities	49,498	956	33,158
Effect of foreign exchange rate changes on cash, cash equivalents and restricted cash	(206)	(85)	182
Net increase (decrease) in cash, cash equivalents and restricted cash	24,435	(5,194)	11,819
Cash, cash equivalents and restricted cash at beginning of period	9,500	14,694	2,875
Cash, cash equivalents and restricted cash at end of period	\$ 33,935	\$ 9,500	\$ 14,694

Supplemental disclosures of cash flow information:

Interest expense paid	\$	685	\$	153	\$	915
Supplemental non-cash investing activity:						
Equipment purchases	\$	250	\$	—	\$	—
Supplemental non-cash financing activity:						
Issuance of shares in connection with a service contract	\$	500	\$	—	\$	—
Development loan reduction related to perpetual licensing revenue	\$	8,000	\$	—	\$	5,000
Conversion of promissory note	\$	15,600	\$	—	\$	—
Conversion of preferred stock to common stock in connection with the Reverse Merger	\$	—	\$	—	\$	85,658
Private placement offering cost	\$	—	\$	—	\$	223

See accompanying notes to consolidated financial statements

Transphorm, Inc.
Notes to Consolidated Financial Statements

Note 1 - Business and Basis of Presentation

Transphorm, Inc. (“Parent”) develops gallium nitride (“GaN”) semiconductor components used in power conversion and is headquartered in Goleta, California. Parent’s wholly owned-subsiidiary, Transphorm Technology, Inc. (“Transphorm Technology”), was incorporated in the State of Delaware on February 22, 2007. Throughout these notes, “the Company,” “Transphorm,” “we,” “us” and “our” refer to Parent and its direct and indirect wholly-owned subsidiaries. Transphorm Technology and its subsidiaries hold all material assets and conduct all business activities and operations of the Company. Transphorm Technology’s activities to date have been primarily performing research and development, establishing manufacturing infrastructure, market sampling, product launch, hiring personnel, and raising capital to support and expand these activities. Transphorm Japan, Inc. was established in Japan in February 2014 to secure Transphorm’s production capacity and establish a direct presence in Asian markets. Transphorm Aizu, Inc. was established in Japan to manage the financial transactions around Aizu Fujitsu Semiconductor Wafer Solution Limited, Transphorm’s non-controlling joint venture wafer fabrication facility located in Aizu Wakamatsu, Japan (“Aizu”). Transphorm Japan Epi, Inc. was established in Japan in 2019 to enable the operational capacity of the reactors held in Aizu.

Change in Fiscal Year End

On April 20, 2021, we changed our fiscal year from the period beginning on January 1 and ending on December 31 to the period beginning on April 1 and ending on March 31 of each year, effective immediately. Accordingly, we filed a Transition Report on Form 10-K on June 24, 2021 to include audited consolidated financial information for the transition period from January 1, 2021 through March 31, 2021.

Reverse Merger

On February 12, 2020, our wholly-owned subsidiary, Peninsula Acquisition Sub, Inc., a corporation formed in the State of Delaware (“Acquisition Sub”), merged with and into Transphorm Technology (formerly known as Transphorm, Inc.), the corporate existence of Acquisition Sub ceased, and Transphorm Technology became our wholly-owned subsidiary (such transaction, the “Merger”). As a result of the Merger, we acquired the business of Transphorm Technology. The Merger was effective as of February 12, 2020, upon the filing of a certificate of merger with the Secretary of State of the State of Delaware. Immediately after completion of the Merger, we adopted Transphorm Technology’s former company name, “Transphorm, Inc.,” as our company name.

The Merger was treated as a recapitalization and reverse acquisition for financial reporting purposes, and Transphorm Technology is considered the acquirer for accounting purposes.

As a result of the Merger and the change in our business and operations, a discussion of the past financial results of our predecessor, Peninsula Acquisition Corporation, is not pertinent, and under applicable accounting principles, the historical financial results of Transphorm Technology, the accounting acquirer, prior to the Merger are considered our historical financial results.

At the effective time of the Merger, (i) each share of Transphorm Technology’s common stock issued and outstanding immediately prior to the closing of the Merger was converted into the right to receive (a) 0.08289152527 shares of our common stock (in the case of shares held by accredited investors) or (b) \$4.00 multiplied by 0.08289152527 (in the case of shares held by unaccredited investors), with the actual number of shares of our common stock issued to the former holders of Transphorm Technology’s common stock equal to 4,171,571, (ii) 51,680,254 shares of Transphorm Technology’s Series 1 preferred stock issued and outstanding immediately prior to the closing of the Merger were converted into 12,433,953 shares of our common stock, (iii) 38,760,190 shares of Transphorm Technology’s Series 2 preferred stock issued and outstanding immediately prior to the closing of the Merger were converted into 7,499,996 shares of our common stock, and (iv) 31,850,304 shares of Transphorm Technology’s Series 3 preferred stock issued and outstanding immediately prior to the closing of the Merger were

converted into 4,000,000 shares of our common stock. As a result, 28,105,520 shares of our common stock were issued to the former holders of Transphorm Technology's issued and outstanding capital stock after adjustments due to rounding for fractional shares. Immediately prior to the effective time of the Merger, an aggregate of 682,699 shares of our common stock, owned by the stockholders of Peninsula Acquisition Corporation prior to the Merger, were forfeited and cancelled.

In addition, pursuant to the Merger Agreement, (i) options to purchase 29,703,285 shares of Transphorm Technology's common stock issued and outstanding immediately prior to the closing of the Merger under Transphorm Technology's 2007 Stock Plan (the "2007 Plan") and 2015 Equity Incentive Plan (the "2015 Plan") were assumed and converted into options to purchase 2,461,923 shares of our common stock, (ii) warrants to purchase 186,535 shares of Transphorm Technology's common stock issued and outstanding immediately prior to the closing of the Merger were assumed, amended and converted into warrants to purchase 15,461 shares of our common stock, and (iii) Transphorm Technology's outstanding convertible promissory note was amended to be convertible at the option of the holder, into shares of our common stock at a conversion price of \$5.12 per share. On October 4, 2021, the promissory note of \$15.6 million, consisting of an outstanding principal amount of \$15.0 million plus accrued but unpaid interest of \$600 thousand, was further amended to reduce the conversion price from \$5.12 per share to \$5.00 per share and converted into an aggregate of 3,120,000 shares of our common stock. See Note 13 - Fair Value Measurements, Note 9 - Debts and Note 11 - Stockholders' Equity (Deficit).

All per share and share amounts for all periods presented have been retroactively adjusted to reflect the effect of the Merger.

Liquidity and Capital Resources

The Company's ability to sustain operations is dependent mainly on its ability to successfully market and sell its products and its ability to raise capital through additional financings until it is able to achieve profitability with positive cash flows. The Company currently incurs and historically has incurred losses from operations and expects to do so in the foreseeable future. During the year ended March 31, 2022, the Company used \$19.7 million of cash in operations. Although the Company expects to continue to incur losses and sustain negative cash flows from operating activities, during the year ended March 31, 2022, the Company raised gross proceeds of \$50.9 million from private placements. Consequently, the Company has sufficient resources to fund its operations for the next twelve months from the date of this filing. The Company may need to continue to raise additional capital to finance its losses and negative cash flows from operations beyond the next twelve months and may continue to be dependent on additional capital raises.

Impact of COVID-19 on Our Business

The COVID-19 pandemic has adversely disrupted and will further disrupt the operations at certain of our customers, partners, suppliers and other third-party providers for an uncertain period of time, including as a result of travel restrictions, adverse effects on budget planning processes, business deterioration, and/or business shutdowns, all of which has impacted our business and results of operations. Some of our customers have experienced delays in their internal development programs and design cycles with our GaN products due to the effects of COVID-19, which have led to postponements of their orders of our products and postponements of determinations that our products will be used in their designs for new products under development with corresponding delays in their market introduction and our revenues. While the impact of COVID-19 on our business and results of operations has not been significant to date, and we do not expect to see any significant impact in the near term, any future impact of COVID-19 cannot be predicted with certainty and may make it more difficult or preclude us from raising additional capital, increase our costs of capital and otherwise adversely affect our business, results of operations, financial condition and liquidity.

Note 2 - Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of the Parent and its wholly-owned subsidiaries, Transphorm Technology, Transphorm Japan, Inc., Transphorm Japan Epi, Inc. and Transphorm Aizu, Inc. Upon consolidation, all significant intercompany accounts and transactions have been eliminated.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Management bases its estimates and assumptions on historical experience, knowledge of current conditions, and its belief of what could occur in the future, given available information. Actual results could differ from those estimates, and such differences could be material to the consolidated financial statements. Estimates are used for, but not limited to, the determinations of fair value of stock awards and promissory notes, accrual of expenses, revenue recognition, allowance for doubtful accounts, inventory reserve, and useful lives for property and equipment.

Cash, Cash Equivalents and Restricted Cash

The Company considers all highly-liquid investments with original maturities of 90 days or less at the date of purchase to be cash equivalents. Cash and cash equivalents consist principally of bank deposits and money market funds. Restricted cash of \$575 thousand as of March 31, 2022 consists of \$500 thousand of cash in current asset and \$75 thousand of long-term deposit in other assets. Restricted cash of \$75 thousand as of March 31, 2022 and 2021 consists of long-term deposit in other assets.

Foreign Currency Risk

The Company is exposed to foreign currency risk due to its operations in Japan (Yen). Assets and liabilities of the operations are re-measured into U.S. currency at exchange rates in effect at the balance sheet dates through the consolidated statements of comprehensive income. Gains or losses resulting from foreign currency transactions are re-measured using the rates on the dates on which those elements are recognized during the period and are included in other income or expense in the consolidated statements of operations. Changes in the value of our cash balance due to fluctuations in foreign exchange rate are presented on the consolidated statements of cash flows as effect of foreign exchange rate changes on cash, cash equivalents and restricted cash. As of March 31, 2022 and March 31, 2021, the Company had foreign cash and cash equivalents of \$66 thousand and \$444 thousand, respectively, which represented 0.2 percent and 4.7 percent, respectively, of total cash and cash equivalents.

Concentrations of Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents. The Company is exposed to credit risk in the event of default by the financial institution holding its cash. The Company's investment policy restricts investments to high-quality investments and limits the amounts invested with any one issuer, industry or geographic area. Risks associated with cash holdings in excess of insured limits are mitigated by banking with high-quality institutions. To date, the Company has not experienced any significant losses on its cash and cash equivalents. The Company periodically evaluates the relative credit standing of these financial institutions.

The Company is subject to risks common in the power conversion components industry, including, but not limited to, technological obsolescence, dependence on key personnel, market acceptance of its products, the successful protection of its proprietary technologies, compliance with government regulations, and the possibility of not being able to obtain additional financing when needed.

Comprehensive Loss

Comprehensive loss is comprised of net loss and other comprehensive loss. Other comprehensive loss includes the impact of foreign currency translation adjustments.

Accounts Receivable

Accounts receivable are analyzed and allowances for uncollectible accounts are recorded, as required. Provisions for uncollectible accounts, if any, are recorded as bad debt expense and included in general and administrative expenses in the accompanying consolidated statements of operations. The process for determining the appropriate level of allowances for doubtful accounts involves judgment, and the Company considers such factors as the age of the underlying receivables, historical and projected collection trends, the composition of outstanding receivables, current economic conditions and regulatory changes. An account is fully reserved when reasonable collection efforts have been unsuccessful and it is probable that the receivable will not be recovered. No provision for doubtful accounts was recorded for the year ended March 31, 2022 as substantially all of the accounts receivables were collected subsequently. Recovery from doubtful accounts amounted to \$48 thousand for the three months ended March 31, 2021. Provision for doubtful accounts amounted to \$110 thousand for the year ended December 31, 2020.

Inventory

Inventory is stated at the lower of cost (first-in, first-out method) or net realizable value. The Company periodically reviews the value of items in inventory and records write-downs or write-offs based on its assessment of slow moving or obsolete inventory. The Company maintains an inventory reserve for obsolete inventory and generally makes inventory value adjustments against the inventory reserve.

Property and Equipment

Property and equipment are stated at cost, net of accumulated depreciation and amortization. Depreciation is determined using the straight-line method over the estimated useful lives of the respective assets, generally ranging from three to seven years. Leasehold improvements are amortized on a straight-line basis over the shorter of their estimated useful lives or the related lease term. Depreciation for equipment commences once it is placed in service, and depreciation for buildings and leasehold improvements commences once they are ready for their intended use. The Company expenses maintenance and repair costs that do not extend the life of the asset as they are incurred.

The Company evaluates the carrying amount of its property and equipment whenever events or changes in circumstances indicate that the assets may not be recoverable. An impairment loss would be recognized when estimated future cash flows expected to result from the use of an asset or asset group and its eventual disposition are less than the carrying amount of the asset or asset group. To date, there have been no such impairment losses.

Goodwill

Goodwill arose for the acquisition of a business in February 2014 based in Japan and was accounted for as the purchase of a business. Goodwill generated from business combinations and deemed to have indefinite lives are not subject to amortization and instead are tested for impairment at least annually in December unless certain events occur or circumstances change. Goodwill represents the excess of the purchase price over the fair value of the net assets and other identifiable intangible assets acquired. We test for goodwill impairment annually, on March 31, or earlier if events or changes in circumstances indicate goodwill might possibly be impaired. Impairment exists when the carrying value of the goodwill exceeds its implied fair value. An impairment loss would be recognized in an amount equal to that excess as a charge to operations in the consolidated statements of operations. For the year ended March 31, 2022, the three months ended March 31, 2021, and the year ended December 31, 2020, no impairment charge was recorded related to goodwill.

Intangible Assets

Intangible assets that are not considered to have an indefinite useful life are amortized over their estimated useful lives, which generally range from three to ten years. Each reporting period, the Company evaluates the

estimated remaining useful lives of intangible assets and whether events or changes in circumstances warrant a revision to the remaining periods of amortization.

If it is determined that the carrying values might not be recoverable based upon the existence of one or more indicators of impairment, the Company performs a test for recoverability using various methodologies, such as the income approach or cost approach, to determine the fair value of intangible assets depending upon the nature of the assets. If assets are considered to be impaired, the impairment to be recognized is measured as the amount by which the carrying amount of the assets exceeds their respective fair values. For the year ended March 31, 2022, the three months ended March 31, 2021 and the year ended December 31, 2020, no impairment charges were recorded related to intangible assets.

Revenue Recognition

The Company derives its revenues from sales of high-powered GaN-based products manufactured utilizing the Company's proprietary and patented epiwafer technology and wafer fabrication and other assembly processes, sales of GaN epiwafers for the radio frequency ("RF") and power markets, and sales of licenses to use such patented proprietary technology, as well as enabling EPI wafer growth services and products to our strategic partners. Revenues are recognized when control of these products or licenses are transferred to the Company's customers in an amount that reflects the consideration it expects to be entitled to in exchange for those products and licenses. Sales and other taxes the Company collects concurrent with revenue-producing activities are excluded from revenue. Incidental items that are immaterial in the context of the contract are recognized as expense. The Company does not have any significant financing components associated with its revenue contracts, as payment is received at or shortly after the point of sale.

Disaggregation of Revenue from Contracts with Customers

Revenue consists of perpetual licensing revenue, government contract revenue from our contract with the U.S. Navy and product sales, with applicable performance obligations satisfied at a point in time. Products are sold to distributors and end-users in various sectors such as, but not limited to, the automotive, gaming, industrial, IT, and consumer products industries.

As part of the multi-element commercial arrangement executed with Nexperia on April 4, 2018 (see Note 3 - Nexperia Arrangement), the Company agreed to grant Nexperia the perpetual exclusive right to use the Company's existing Gen-3 manufacturing process technology. License fees are received upon satisfaction of contractual milestones and recognized upon delivery of the perpetual license or transferred technology without any remaining performance obligations. The Company recognized \$8.0 million of perpetual licensing revenue for the year ended March 31, 2022. No perpetual licensing revenue was recognized for the three months ended March 31, 2021. The Company recognized \$5.0 million of perpetual licensing revenue for the year ended December 31, 2020.

In December 2020, the Company entered into a cooperation and development agreement with Yaskawa Electric Corporation ("Yaskawa"), pursuant to which Yaskawa agreed to provide \$4.0 million over approximately three years to fund development activities related to industrial power conversion applications, with an initial focus on servo motor drive applications. Yaskawa provided payments of \$1.0 million and \$750 thousand of this \$4.0 million commitment in December 2020 and July 2021, respectively. The Company evaluated and concluded that the deliverables are the same and nature of the services to be provided to Yaskawa will be consistent over the period of approximately three years. Accordingly, with respect to the \$1.8 million payment, the Company recognized \$1.1 million as revenue for the year ended March 31, 2022, \$333 thousand as revenue for the three months ended March 31, 2021 and \$333 thousand as revenue for the year ended December 31, 2020. The Company also recorded \$375 thousand as revenue for services rendered but not billed for the year ended March 31, 2022.

Government contract revenues are principally generated under research and development contracts. Contract revenues are derived primarily from research contracts with agencies of the U.S. government. We believe credit risk related to accounts receivable arising from such contracts is minimal. These contracts may include cost-plus fixed fee and fixed price terms. All payments to us for work performed on contracts with agencies of the U.S.

government are subject to adjustment upon audit by the Defense Contract Audit Agency. The contract's expiration dates were initially March and June 2022, but such dates were subsequently extended to June and December 2022, respectively. The Company received new government authorized rates for billing purposes which allowed for retroactive application since inception. The cumulative impact of this rate change as of March 31, 2022 was \$423 thousand, of which \$(83) thousand and \$505 thousand were recorded in the three months ended March 31, 2021 and year ended December 31, 2021, respectively. On February 1, 2022, the Company received new government authorized rates which allowed for retroactive application effective for the year ended December 31, 2020. The Company will use the new approved rates on a go-forward basis.

Performance Obligations

For performance obligations related to the sale of products, control transfers to the customer at a point in time. The Company's principal terms of sale are free on board shipping or destination and the Company transfers control and records revenue for product sales upon shipment or delivery to the customer, respectively. For performance obligations related to the licensing of patented technology in perpetuity, control also transfers to the customer at a point in time. The Company transfers control and records revenue for licensing fees once the Company has (i) provided or otherwise makes available the patented technology to the customer and (ii) the customer is able to use and benefit from the patented technology.

Variable Consideration

The nature of the Company's arrangement with Nexperia gives rise to variable consideration in the form of milestone and royalty payments. The royalties qualify for the sales and usage-based royalty exception, as the license of intellectual property is the predominant item to which the royalty relates and are recognized upon the subsequent sale occurring. The variable amounts are received upon satisfaction of contractually agreed upon development targets and sales volume.

Research and Development

The Company is a party to research grant contracts with the U.S. government for which the Company is reimbursed for specified costs incurred for its research projects. These projects include energy saving initiatives for which the U.S. government offers reimbursement funds. Such reimbursements are recorded as an offset to research and development expenses when the related qualified research and development expenses are incurred. Reimbursable costs are recognized in the same period the costs are incurred up to the limit of approved funding amounts on qualified expenses. Grant reimbursement of \$345 thousand, \$42 thousand and \$426 thousand was recorded as an offset to research and development expense for the year ended March 31, 2022, the three months ended March 31, 2021 and the year ended December 31, 2020.

Stock-Based Compensation

All share-based payments, including grants of stock options, restricted stock awards ("RSAs") and restricted stock units ("RSUs"), are measured at the fair value of the share-based awards on the grant date and recognized over their respective vesting periods, which is generally one to four years. The estimated fair value of stock options at the grant date is determined using the Black-Scholes-Merton pricing model, and the RSAs and RSUs are measured using the fair market value of the stock price at grant date. The Company recognizes the fair value of share-based payments as compensation expense for all expected-to-vest stock-based awards over the vesting period of the award using the straight-line attribution or graded vesting method provided that the amount of compensation cost recognized at any date is no less than the portion of the grant-date fair value of the award that is vested at that date.

The Black-Scholes-Merton option pricing model requires inputs such as the fair value of common stock on date of grant, expected term, expected volatility, dividend yield, and risk-free interest rate. Further, the forfeiture rate also affects the amount of aggregate compensation expense. These inputs are subjective and generally require significant analysis and judgment to develop. Volatility data is obtained from a study of publicly traded industry peer companies. The forfeiture rate is derived primarily from the Company's historical data, and the risk-free

interest rate is based on the yield available on U.S. Treasury zero-coupon issues commensurate with the expected term. Management generally uses the simplified method to calculate the expected term for employee grants as the Company has limited historical exercise data or alternative information to reasonably estimate an expected term assumption. The simplified method assumes that all options will be exercised midway between the weighted average vesting date and the contractual term of the option.

Stock-based compensation expense recognized in the Company's consolidated financial statements is based on awards that are expected to vest. These expense amounts have been reduced by using an estimated forfeiture rate. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The Company evaluates the assumptions used to estimate forfeitures annually in connection with the recognition of stock-based compensation expense.

Income (Loss) Per Share

Basic income (loss) per share is calculated by dividing net income (loss) applicable to common stockholders by the weighted average number of common shares outstanding during the period. Diluted income (loss) per share is calculated by dividing the net loss attributable to common stockholders by the sum of the weighted average number of common shares outstanding plus potential dilutive common shares outstanding during the period. Potential dilutive securities, comprised of stock warrants, restricted stock units and stock options, are not reflected in diluted income (loss) per share because such shares are anti-dilutive. Dilutive impact of potential common shares resulting from common stock equivalents is determined by applying the treasury stock method.

For the year ended March 31, 2022, there were 6,491,081 shares, consisting of 2,879,008 stock options, 954,775 restricted stock units and 2,657,298 stock warrants, that were not included in the computation of diluted loss per share because their effect would be anti-dilutive. For the three months ended March 31, 2021, there were 3,637,937 shares, consisting of 2,543,125 stock options, 935,397 restricted stock units and 159,415 stock warrants, that were not included in the computation of diluted loss per share because their effect would be anti-dilutive. For the year ended December 31, 2020, there were 3,285,058 shares, consisting of 2,320,318 stock options, 805,325 restricted stock units and 159,415 stock warrants, that were not included in the computation of diluted loss per share because their effect would be anti-dilutive.

Fair Value Measurement

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The carrying values of the Company's financial instruments such as cash equivalents, accounts receivable, revolving credit facility, accounts payable and accrued liabilities approximate fair values due to the short-term nature of these items.

Income Taxes

The Company accounts for income taxes in accordance with Accounting Standards Codification ("ASC") 740, *Income Taxes* ("ASC 740"). ASC 740 prescribes the use of the liability method. Deferred tax assets and liabilities are determined based on the difference between the financial statement carrying amounts and the tax basis of assets and liabilities and are measured using the enacted statutory tax rates in effect at the balance sheet date. The Company records a valuation allowance to reduce its deferred tax assets when uncertainty regarding their realizability exists.

Equity Method Investments

The Company uses the equity method to account for investments in entities that it does not control, but in which it has the ability to exercise significant influence over operating and financial policies. The Company's proportionate share of the net income or loss of these companies is included in consolidated net loss. Judgments regarding the level of influence over each equity method investment include consideration of key factors such as the Company's ownership interest, representation on the board of directors or other management body and participation in policy-making decisions.

Segment Reporting

The Company's operations and its financial performance is evaluated on a consolidated basis by the chief operating decision maker. The Company's chief operating decision maker is the Parent's Chief Executive Officer. Accordingly, the Company considers all of its operations to be aggregated in one reportable operating segment. For the year ended March 31, 2022, total revenue was \$24.1 million, of which \$23.4 million was from U.S. operations and \$698 thousand was from Japan operations. For the three months ended March 31, 2021, total revenue was \$2.4 million, of which \$2.0 million was from U.S. operations and \$449 thousand was from Japan operations. For the year ended December 31, 2020, total revenue was \$11.4 million, of which \$10.7 million was from U.S. operations and \$713 thousand was from Japan operations.

Recently Issued Accounting Standards under Evaluation

Debt - In August 2020, the FASB issued ASU 2020-06, *Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40)*: Accounting for Convertible Instruments and Contracts in an Entity's Own Equity, to address the complexity in accounting for certain financial instruments with characteristics of liabilities and equity. Amongst other provisions, the amendments in this ASU significantly change the guidance on the issuer's accounting for convertible instruments and the guidance on the derivative scope exception for contracts in an entity's own equity such that fewer conversion features will require separate recognition, and fewer freestanding instruments, like warrants, will require liability treatment. Refer to our white paper, *Accounting simplifications for convertible instruments and warrants*, for additional information. ASU 2020-06 is effective for fiscal years beginning after December 15, 2021. The Company is currently evaluating the impact of this new standard on its consolidated financial statements and the adoption is not expected to have a significant impact on the consolidated financial statements.

Leases - In June 2020, the FASB issued ASU 2020-05, which amends the effective dates of the FASB's standards on leasing (ASC 842) to give immediate relief to certain entities as a result of the widespread adverse economic effects and business disruptions caused by the COVID-19 pandemic. In February 2016, the FASB issued ASU 2016-02, *Leases*, which, for operating leases, requires the lessee to recognize a right-of-use asset and a lease liability, initially measured at the present value of the lease payments, on its balance sheet. The guidance also requires a lessee to recognize single lease costs, calculated so that the cost of the lease is allocated over the lease term, on a generally straight-line basis. The leasing standard's effective dates were the fiscal year beginning after December 15, 2019 as originally issued (ASU 2016-02) and the fiscal year beginning after December 15, 2020 as amended by ASU 2019-10. As amended by ASU 2020-05, the leasing standard's effective date is now the fiscal year beginning after December 15, 2021. The Company is currently evaluating the impact of this new standard on its consolidated financial statements and the adoption is not expected to have a significant impact on the consolidated financial statements.

Financial Instruments - FASB ASU 2020-03, *Codification Improvements to Financial Instruments*, makes clear the determination of the contractual life of a net investment in leases in estimating expected credit losses under ASC 326, *Financial Instruments – Credit Losses*. In June 2016, the FASB issued ASU 2016-13, *Financial Instruments - Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments* ("ASU 2016-13"). The standard changes the methodology for measuring credit losses on financial instruments and the timing of when such losses are recorded. ASU 2016-13 is effective for the Company in 2023. Early adoption is permitted. The

Company is currently evaluating the impact of this new standard on its consolidated financial statements and the adoption is not expected to have a significant impact on the consolidated financial statements.

Income Tax - In December 2019, the FASB issued ASU 2019-12, which modifies ASC 740 to simplify the accounting for income taxes. The ASU's amendments are based on changes that were suggested by stakeholders as part of the FASB's simplification initiative (i.e., the FASB's effort to reduce the complexity of accounting standards while maintaining or enhancing the helpfulness of information provided to financial statement users). ASU 2019-12 is effective for fiscal years beginning after December 15, 2022. The Company is currently evaluating the impact of this new standard on its consolidated financial statements and the adoption is not expected to have a significant impact on the consolidated financial statements.

Note 3 - Nexperia Arrangement

Nexperia Transaction

On April 4, 2018, the Company entered into a multi-element commercial arrangement with Nexperia B.V. ("Nexperia") to obtain financing in exchange for the sale of equity instruments and performing certain technology and product development activities for Nexperia (collectively, the "Collaboration Arrangement"). Nexperia specializes in designing, manufacturing and selling a broad range of small discrete semiconductor devices that utilize components such as those manufactured by the Company. Financing under the Collaboration Arrangement is comprised of the following elements:

- \$16 million Series 3 preferred stock issuance
- \$9 million license fee for transfer of the Gen-3 manufacturing process
- \$5 million development loan, originally maturing March 31, 2020 and subsequently extended to June 30, 2020 intended to pre-fund the Gen-4 (Tranche A) technology development (the "Tranche A Loan")
- \$10 million development loan maturing March 31, 2021 intended to pre-fund the Gen-5 and 900V technology development (the "Tranche B Loan")
- \$10 million revolving loan (the "Tranche C Loan")

By entering into this Collaboration Arrangement, Nexperia gained access to technology that allows for the production of high power semiconductors for use in electric vehicles.

Further, Nexperia obtained an exclusive license and market access to automotive customers outside of Japan and a sole license (non-exclusive of the Company), as well as market access to customers in other parts of the power market. Nexperia has a lien on certain of the Company's U.S. patents not relating to metal organic chemical vapor deposition ("MOCVD") or epiwafer technology, per the agreement.

On March 31, 2019, the Company executed Amendment No. 1 to the Loan and Security Agreement (the "LSA"), pursuant to which the Tranche B Loan was bifurcated into the following two separate sub-tranches:

- \$8 million development loan intended to pre-fund the Gen-5 and 900V (Tranche B) technology development (the "Tranche B Loan")
- \$2 million development loan intended to pre-fund the 1200V technology development (the "Tranche B-1 Loan" and, together with the Tranche B Loan, the "Tranche B Loans")

On February 7, 2020, Amendment No. 2 to the LSA was executed to acknowledge the then-pending Merger, reaffirm the terms of the loans and confirm the waiver for the late delivery of the Company's 2018 audited financial statements. On April 8, 2020, Amendment No. 3 to the LSA was executed to extend the maturity of the

Tranche A Loan to April 30, 2020. On April 28, 2020, Amendment No. 4 to the LSA was executed to further extend the maturity of the Tranche A Loan to June 30, 2020. All other terms set forth under the original LSA remained unchanged following the amendments.

The Tranche A and Tranche B Loans represent pre-funding for Gen-4 (Tranche A), Gen-5 (Tranche B), and 900V (Tranche B-1) technology development for Nexperia. The specific development activities and associated performance milestones are contained within a Statement of Work (“SoW”) between the Company and Nexperia. The SoW may be modified from time to time based upon mutual business interests. This promise to perform the technology development is a good/service provided to a customer in exchange for consideration in the form of the technology development license fees that offset the Tranche A and Tranche B Loans outstanding. The Development Loans are recognized as a liability equal to the cash proceeds received.

In relation to the license fee for the transfer of the Company’s Gen-3 manufacturing process to Nexperia, the Company received \$3 million (the first of three tranches) in October 2018, \$3 million (the second of three tranches) in April 2019, and \$3 million (the third of three tranches) in October 2019. The Company recognized \$9.0 million as perpetual licensing revenue during 2019 upon the completion of the transfer of the Company’s Gen-3 manufacturing process technology and mutual sign off between Nexperia and the Company.

In January 2019, the Company received the \$5 million Tranche A Loan. In June 2020, Nexperia agreed that the \$5 million Tranche A Loan was permanently satisfied in full in connection with the Company transferring its Gen-4 technology development to Nexperia, at which point the Company recognized \$5 million as perpetual licensing revenue. In June and July 2019, the Company received the \$8 million Tranche B Loan. In December 2019, the Company received the \$2 million Tranche B-1 Loan.

The Company received the full \$10 million Tranche C Loan under the credit facility during the year ended December 31, 2018. See Note 9 - Debts.

On March 1, 2021, Amendment No. 5 to the LSA was executed to extend the maturity of the Tranche B loans of \$10 million and the Tranche C Loan of \$10 million to June 30, 2021 and May 18, 2021, respectively.

On May 18, 2021, Amendment No. 6 to the LSA was executed to (1) extend the maturity date for the Tranche C Loans to the earlier of April 4, 2023 and the occurrence of specified change of control events, (2) add Parent as a guarantor of Transphorm Technology’s obligations under the Loan Agreement, and (3) convert the outstanding \$2 million Tranche B-1 Loan into a Tranche C-1 Loan, which Tranche C-1 Loan has the same terms and conditions as the existing Tranche C Loan.

On May 18, 2021, in addition to Amendment No. 6 to the LSA, the Company entered into a series of agreements with Nexperia, as described below.

Strategic Cooperation Agreement

The strategic cooperation agreement serves as a framework agreement that describes the numerous agreements between the parties and provides Nexperia with information rights and inspection rights with respect to the Company’s business.

Option Agreement

The option agreement establishes the parameters pursuant to which Nexperia, in certain limited instances, is permitted to exercise an option (the “Option”) to acquire Transphorm Japan Epi, Inc. (“TJE”), a Japanese subsidiary of the Company through which the Company is engaged in the development, manufacturing and sales of gallium nitride (“GaN”) based epitaxial wafer products. In general, the Option is exercisable upon (1) certain acquisitions of securities or assets of the Company or its subsidiaries by a Competitor (as defined in the option agreement) that results in the Company, directly or indirectly, owning less than a majority of TJE, which acquisition is followed by any material breach (that is not cured within a specified time period) by the Company or a subsidiary of its obligations with respect to epiwafer supply to Nexperia under the Company’s amended and restated supply agreement (the “Supply Agreement”) with Nexperia, or (2) the unilateral termination by the Company of the Supply Agreement. The option agreement also establishes the material terms, including price and timing, for the exercise of the Option by Nexperia. The Option terminates (1) if the Option is not exercised by Nexperia prior to the date on which the option agreement terminates, or (2) on the first to occur of (a) the termination of the option agreement upon written agreement of the parties, (b) the mutual termination or expiration of the Supply Agreement, or (c) the first to occur of (i) two years following the date on which the Company notifies Nexperia of epiwafer qualification of a second source and (ii) April 1, 2028.

In connection with the option agreement, the Company has also amended and restated its existing intracompany license agreement with TJE to clarify Nexperia’s rights upon exercise of the Option.

Amended and Restated Development and License Agreement

The Company entered into an amended and restated development and license agreement (the “DLA”) with Nexperia, pursuant to which the Company agreed to develop and transfer to Nexperia certain manufacturing process technologies to enable Nexperia to manufacture GaN-based products at Nexperia’s facilities. These technologies to be transferred included the Company’s Gen-3, Gen-4 (Tranche A), and Gen-5 and 900V (Tranche B) process technologies, but do not include the Company’s Epi Process Technology (as defined in the DLA). Nexperia also agreed to provide funding for the development of such technologies in return for limited exclusivities in automotive and other fields. Nexperia’s rights now include sale of products in the automotive field in Japan along with Transphorm’s rights for sale of products in the automotive field in Japan which remain in place. As per the original agreement, after April 2023, Nexperia’s exclusive rights for sale of products in the automotive field outside of Japan terminate. In addition, the parties have clarified the ability of Nexperia’s customers to use products developed by Nexperia through exercise of its rights under this agreement.

Amended and Restated Supply Agreement

The Company entered into the Supply Agreement with Nexperia, which sets forth the terms under which Nexperia may purchase epiwafers and processed wafers from the Company, and the Company may purchase processed wafers from Nexperia. The agreement specifies that Nexperia is the Company’s priority customer with respect to epiwafers manufactured by TJE and, accordingly, has preferred utilization of extra capacity, and further specifies procedures to address expansion of the Company’s epiwafer manufacturing capacity and Nexperia’s obligations with respect thereto. The term of the Supply Agreement was extended until December 31, 2025, with automatic one year renewals thereafter, and the Company may not terminate the Supply Agreement while the Option Agreement is in effect.

On June 30, 2021, Amendment No. 7 to the LSA was executed to extend the maturity of the Tranche B loans of \$8 million to July 16, 2021.

On July 16, 2021, Nexperia agreed that the \$8 million Tranche B Loan was satisfied in full in connection with the Company transferring its Gen-5 and 900V technology developments to Nexperia, at which point the Company recognized \$8 million as perpetual licensing revenue.

Note 4 - Concentration of Credit Risk and Significant Customers

The Company manages its credit risk associated with exposure to distributors and direct customers on outstanding accounts receivable through the application of credit approvals and other monitoring procedures. Credit sales, which are mainly on credit terms of 30 to 60 days, are only made to customers who meet the Company's credit standards, while sales to new customers or customers with low credit ratings are usually made on an advance payment basis. The Company closely monitors the aging of accounts receivable from its distributors and direct customers, and regularly reviews their financial positions, where available.

Significant customers are those that represent 10% or more of revenue or accounts receivable.

Total revenues, by percentage, from individual customers representing 10% or more of total revenues in the respective periods were as follows:

	<u>For the Year Ended March 31, 2022</u>	<u>For the Three Month Transition Period Ended March 31, 2021</u>	<u>For the Year Ended December 31, 2020</u>
Customer A	42.4%	27.3%	59.6%
Customer B	16.1%	31.2%	29.2%
Customer C	19.6%	*	*
Customer D	*	*	*

* Less than 10% of total

Accounts receivable, by percentage, from individual customers representing 10% or more of accounts receivable are set forth in the following table:

	<u>As of March 31,</u>	
	<u>2022</u>	<u>2021</u>
Customer A	20.1%	31.1%
Customer B	19.4%	33.9%
Customer C	38.8%	*
Customer D	*	10.0%

* Less than 10% of total

Customer A is a related party and Customer B is a government agency. JCP Capital Management, LLC Limited is a majority stockholder of Customer C. See Note 8 - Investment in Joint Venture and Note 16 - Related Party Transactions.

Note 5 - Inventory

Inventory consists of the following as of the dates presented (*in thousands*):

	<u>March 31, 2022</u>		<u>March 31, 2021</u>	
Raw materials	\$	2,412	\$	626
Work in process		1,865		1,054
Finished goods		2,053		543
Total	\$	6,330	\$	2,223

The Company recorded inventory write-off of \$196 thousand for the year ended March 31, 2022, \$7 thousand for the three months ended March 31, 2021 and \$435 thousand for the year ended December 31, 2020.

Note 6 - Property and Equipment

Property and equipment as of the dates presented consists of the following *(in thousands except years)*:

	March 31, 2022	March 31, 2021	Estimated Useful Life (in years)
Machinery and equipment	\$ 15,255	\$ 14,748	5
Computer equipment and software	872	836	3
Furniture and fixtures	179	185	7
Leasehold improvements (1)	4,950	4,959	7
Construction in progress	384	137	
Property and equipment, gross	21,640	20,865	
Less: accumulated depreciation and amortization	(19,991)	(19,505)	
Property and equipment, net	\$ 1,649	\$ 1,360	

(1) Leasehold improvements are amortized on a straight-line basis over the shorter of their estimated useful lives or the related remaining lease term.

The Company recorded depreciation and amortization expense related to property and equipment of \$546 thousand for the year ended March 31, 2022, \$123 thousand for the three months ended March 31, 2021 and \$509 thousand for the year ended December 31, 2020.

The Company recognized \$40 thousand as gain on sale of equipment in general and administrative expense for the three months ended March 31, 2021.

Note 7 - Intangible Assets

The carrying values of intangible assets as of the dates presented, respectively, consists of the following *(in thousands except years)*:

March 31, 2022						
	Gross	Accumulated Amortization	Foreign Exchange Rate Changes	Net	Estimated Useful Life (in years)	
Patents	\$ 2,963	\$ (2,346)	\$ —	\$ 617	10	
Developed technology - 150V	560	(517)	(43)	—	6	
Developed technology - 600V	1,701	(1,570)	(131)	—	6	
Total	\$ 5,224	\$ (4,433)	\$ (174)	\$ 617		

March 31, 2021						
	Gross	Accumulated Amortization	Foreign Exchange Rate Changes	Net	Estimated Useful Life (in years)	
Patents	\$ 2,963	\$ (2,049)	\$ —	\$ 914	10	
Developed technology - 150V	560	(517)	(43)	—	6	
Developed technology - 600V	1,701	(1,570)	(131)	—	6	
Total	\$ 5,224	\$ (4,136)	\$ (174)	\$ 914		

The Company recorded amortization expenses related to intangible assets of \$297 thousand for the year ended March 31, 2022, \$74 thousand for the three months ended March 31, 2021 and \$326 thousand for the year ended December 31, 2020.

Estimated future amortization expenses related to intangible assets as of March 31, 2022 were as follows *(in thousands)*:

Year Ending March 31,

2023	\$	296
2024		296
2025		25
Total	\$	617

Note 8 - Investment in Joint Venture

Through July 31, 2021, the Company was party to a joint venture agreement (the “JVA”), by and among Aizu Fujitsu Semiconductor Limited, Fujitsu Semiconductor Limited (“FSL”), the Company and Transphorm Aizu, Inc. (“Transphorm Aizu”) for the ownership and operations of Aizu Fujitsu Semiconductor Wafer Solution Limited (“AFSW”). Through July 31, 2021, the Company held a 49% interest in AFSW through Transphorm Aizu, the Company’s wholly-owned subsidiary established in Japan to manage the financial transactions around AFSW. Transphorm Aizu and FSL funded AFSW based on a mutually agreed funding schedule. Any outstanding balances were reviewed upon the conclusion of the JVA effective July 31, 2021 to assess unfunded commitment to joint venture liability. During the year ended March 31, 2022, the Company recognized a \$1.5 million gain, in other income, upon termination of the JVA and settlement of its obligation.

On April 1, 2020, FSL exercised its put option under the JVA and notified the Company that FSL intended to exit the joint venture by selling its 51% interest in AFSW to the Company. In December 2020, the Company entered into a joint venture agreement with JCP Capital Management, LLC Limited (controlling party with 75%

ownership) to create GaNovation, a joint venture company in Singapore, to engage in the business of distribution, development and supply of GaN products and, upon approval of the regulatory authorities in Japan, to purchase FSL's and Transphorm's interests in AFSW. In July 2021, regulatory authorities in Japan approved GaNovation's purchase of 100% of the interests in AFSW from Transphorm and FSL. On July 20, 2021, Transphorm Aizu entered into a Share Purchase Agreement (the "Purchase Agreement") with GaNovation, pursuant to which GaNovation agreed to acquire Transphorm's 49% interest in AFSW from Transphorm Aizu for 1 Japanese Yen. The closing of the Purchase Agreement occurred on August 1, 2021. Following the closing of the Purchase Agreement and other concurrent transactions between GaNovation and FSL, GaNovation owns 100% of AFSW and Transphorm now holds a 25% interest in GaNovation. For the year ended March 31, 2022, GaNovation's primary business activity related to the businesses of AFSW. The Company and JCP Capital Management, LLC Limited ("JCP") have agreed to use their best efforts to maintain the operations of AFSW until at least August 1, 2022.

GaNovation (through AFSW) manufactures semiconductor products exclusively for its owners under manufacturing agreements at prices estimated to cover the cost of production. GaNovation was determined to be a variable interest entity as the equity at risk was not believed to be sufficient. GaNovation depends on its owners for any additional cash. The Company extended \$2.0 million and \$2.5 million to GaNovation and AFSW to fund operations of GaNovation and AFSW, respectively, for the year ended March 31, 2022, and \$968 thousand and \$7.3 million to AFSW to fund AFSW's operations for the three months ended March 31, 2021 and the year ended December 31, 2020, respectively. The Company's known maximum exposure to loss approximated the carrying value of its investment balance, which included the financing. Potential future losses could be higher than the carrying amount of the Company's investment, as the Company is liable for other future operating costs or obligations of GaNovation. In addition, because Transphorm is currently committed to purchasing GaN wafers and production-related services from AFSW at pre-agreed pricing based upon the Company's second generation products, the Company may be required to purchase products at a higher cost for its newer generation products. Investment in GaNovation was \$143 thousand as of March 31, 2022, and unfunded commitment to GaNovation was \$1.9 million and \$1.5 million as of March 31, 2021 and December 31, 2020, respectively.

JCP is responsible for 75% of the funding obligations and losses of AFSW, while Transphorm is responsible for 25% of the funding obligations and losses of AFSW for the period from April 1, 2022 through March 31, 2023 and JCP is responsible for 67.5% of the funding obligations and losses of AFSW, while Transphorm is responsible for 32.5% of the funding obligations and losses of AFSW for the period from April 1, 2023 and thereafter, except that JCP's total funding obligations or investments shall not exceed \$35 million and Transphorm's total funding obligations or investment shall not exceed \$12 million for the three year period starting from August 1, 2021.

The Company's investment activities in GaNovation and AFSW for the periods presented are summarized below *(in thousands)*:

AFSW (Joint Venture Between the Company and FSL)	
January 1, 2020	\$ (1,688)
Investment	7,348
Loss	(6,836)
Effect of exchange rate change	(290)
December 31, 2020	(1,466)
Investment	968
Loss	(1,468)
Effect of exchange rate change	100
March 31, 2021	(1,866)
Investment	2,490
Loss	(2,078)
Gain	1,455
Effect of exchange rate change	(1)
July 31, 2021	\$ —
GaNovation (Joint Venture Between the Company and JCP)	
August 1, 2021	\$ —
Investment	2,036
Loss	(1,893)
Effect of exchange rate change	—
March 31, 2022	\$ 143

Summarized unaudited financial information of GaNovation and AFSW for the periods indicated are as follows *(in thousands)*:

	GaNovation	AFSW
	March 31, 2022	March 31, 2021
Current assets	4,259	\$ 932
Long-term assets	3,690	\$ 5,330
Other current liabilities	3,799	\$ 2,200
Due to controlling owner	(1)	\$ 22,354
Due to Transphorm	—	\$ 13,179
Net surplus (deficit)	4,151	\$ (31,471)

	GaNovation		AFSW	
	For the Eight Months Ended March 31, 2022	For the Four Months Ended July 31, 2021	For the Three Month Transition Period Ended March 31, 2021	For the Year Ended December 31, 2020
Sales	\$ 6,933	\$ 2,176	\$ 842	\$ 2,976
Gross loss	\$ (6,168)	\$ (3,191)	\$ (2,425)	\$ (11,411)
Net loss	\$ (7,707)	\$ (4,260)	\$ (2,995)	\$ (13,952)

Note 9 - Debts

Development Loans

On April 4, 2018, the Company entered into a Loan and Security Agreement (“LSA”) and Development and License Agreement (“DLA”) with Nexperia. The LSA provided for term loans in an aggregate principal amount of up to \$15.0 million, which term loans were available in tranches (Tranche A, Tranche B and Tranche B-1) and subject to the satisfaction of specified conditions. The Tranche A Loan of \$5.0 million initially was scheduled to mature on the earlier of the date a specified report is required to be delivered under the DLA or March 31, 2020. On April 8, 2020, the maturity of the Tranche A loan was extended to April 30, 2020 and, on April 28, 2020, the maturity of the Tranche A Loan was further extended to June 30, 2020. On June 29, 2020, the Tranche A Loan of \$5.0 million was satisfied in full when the Company transferred its Gen-4 technology development to Nexperia. The Tranche B Loan of \$8.0 million and Tranche B-1 Loan of \$2.0 million mature on the earlier of the date a specified report is required to be delivered under the DLA or March 31, 2021, subject to extension as provided in the LSA. On March 1, 2021, the maturity of the Tranche B Loan of \$8.0 million and Tranche B-1 Loan of \$2.0 million was extended to June 30, 2021. On May 18, 2021, Tranche B-1 Loan of \$2.0 million was converted into a Tranche C-1 Loan, which Tranche C-1 Loan has the same terms and conditions as the existing Tranche C Loan. On June 30, 2021, the maturity of the Tranche B Loan was extended to July 16, 2021. On July 16, 2021, the Tranche B Loan of \$8.0 million was satisfied in full when the Company transferred its Gen-5 and 900V technology developments to Nexperia. See Note 3 - Nexperia Arrangement.

As of March 31, 2022, March 31, 2021 and December 31, 2020, aggregate principal amount of term loans outstanding under the LSA were \$0, \$10.0 million and \$10.0 million, respectively.

Revolving Credit Facility

The LSA also provided a \$10.0 million revolving loan (Tranche C Loan) that was scheduled to mature at the earlier of (i) April 3, 2021, and (ii) the date a Change of Control (as defined in the LSA) of the Company occurs. Interest payable by the Company accrues on the outstanding principal amount of the loans during such period at a rate of 6% per annum. The credit facility is secured against certain of our U.S. patents not relating to MOCVD or epiwafer technology. On March 1, 2021, the maturity of the Tranche C Loan of \$10.0 million was extended to May 18, 2021. On May 18, 2021, the maturity of the Tranche C Loan was extended to the earlier of April 4, 2023 and the occurrence of specified change of control events, and \$2.0 million Tranche B-1 Loan converted into a Tranche C-1 Loan (the “Tranche C Loans” together with the Tranche C Loan) with the same terms and conditions as the existing Tranche C Loan. See Note 3 - Nexperia Arrangement.

The Tranche C Loans are recorded based on principal in the amount of \$12.0 million and accrued interest (6% interest per annum). The Company recorded interest expense of \$715 thousand for the year ended March 31, 2022, \$150 thousand for the three months ended March 31, 2021 and \$610 thousand for the year ended December 31, 2020. The Company paid interest expense of \$685 thousand for the year ended March 31, 2022, \$153 thousand for the three months ended March 31, 2021 and \$915 thousand for the year ended December 31, 2020.

Promissory Note

The Company’s stated value of promissory note obligation as of the dates presented consists of the following (*in thousands*):

	Interest Rate	Due Date	March 31, 2022	March 31, 2021
Yaskawa Note	1.00%	September 2022	\$ —	\$ 15,523

Pursuant to ASC 825-10-15-4, the Company elected to apply the fair value option for the promissory note. As of the dates presented, the Company determined the fair value for the note, as compared to the face value, including accrued interest, as follows (*in thousands*):

	March 31, 2022	March 31, 2021
Yaskawa Note	\$ —	\$ 16,128

Fair value of promissory note decreased \$605 thousand for the year ended March 31, 2022, increased \$699 thousand for the three months ended March 31, 2021 and decreased \$927 thousand for the year ended December 31, 2020.

In October 2017, the Company issued an unsecured subordinated convertible promissory note to Yaskawa (the “Yaskawa Note”) for \$15.0 million. The stated interest rate of the Yaskawa Note was 1.0%, and principal plus interest was due on the earlier of September 30, 2022, or the date of the occurrence of an Event of Default, Change of Control or an Initial Public Offering (all terms as defined in the Yaskawa Note). In connection with the Merger, the Yaskawa Note was amended to be convertible at the option of the holder into a maximum of 3,076,171 shares of our common stock at a conversion price of \$5.12 per share.

On October 4, 2021, the Company entered into a Note Amendment and Conversion Agreement with Yaskawa to (i) reduce the conversion price of the Yaskawa Note from \$5.12 per share to \$5.00 per share and (ii) remove the limitation on the maximum number of shares of the Company’s stock that could be issued upon conversion of the Yaskawa Note. Yaskawa simultaneously elected to convert the outstanding principal amount (plus accrued but unpaid interest) under the Yaskawa Note, which as of the effective date of the conversion totaled \$15.6 million, into an aggregate of 3,120,000 shares of our common stock. The Company also issued to Yaskawa a warrant to purchase up to 650,000 shares of common stock at an exercise price of \$6.00 per share with a term of three years. During the year ended March 31, 2022, the Company recognized \$1.2 million gain, in other income, upon the conversion of the Yaskawa Note.

In connection with its promissory note obligation, the Company recorded interest expense of \$77 thousand for the year ended March 31, 2022, \$37 thousand for the three months ended March 31, 2021 and \$150 thousand for the year ended December 31, 2020. In accordance with the terms of the promissory note, interest is added to the principal balance and is reflected in the carrying value on the consolidated balance sheet. As of March 31, 2022, March 31, 2021 and December 31, 2020, accrued interest on the promissory note was \$0, \$523 thousand and \$486 thousand, respectively.

In December 2020, the Company entered into a cooperation and development agreement with Yaskawa, pursuant to which Yaskawa agreed to provide \$4.0 million over approximately three years to fund development activities related to industrial power conversion applications, with an initial focus on servo motor drive applications. Yaskawa provided payments of \$1.0 million and \$750 thousand of this \$4.0 million commitment in December 2020 and July 2021, respectively. Accordingly, with respect to the \$1.8 million payment, the Company recognized \$1.1 million as revenue for the year ended March 31, 2022, \$333 thousand as revenue for the three months ended March 31, 2021 and \$333 thousand as revenue for the year ended December 31, 2020. The Company also recorded \$375 thousand as revenue for services rendered but not billed for the year ended March 31, 2022.

As of March 31, 2022, the scheduled maturity, including accrued interest, of the Company’s borrowings under the Tranche C Loans was as follows (*in thousands*):

Year Ending March 31,		
2023	\$	180
2024		12,000
Total	\$	12,180

Note 10 - Commitments and Contingencies

Commitment with a Government Agency

In connection with a contract with a government agency, the Company entered into a commitment to acquire equipment and services from vendors totaling \$7.4 million, all of which is reimbursable. The contract's expiration date was March and June 2022 but such dates were subsequently extended to June and December 2022, respectively. The Company has made total purchases of \$7.3 million cumulatively as of March 31, 2022, of which \$7.2 million was reimbursed by the government agency as of March 31, 2022. During the year ended March 31, 2022, the Company made purchases of \$369 thousand and the remaining accounts payable to the vendors was \$131 thousand as of March 31, 2022.

In September 2021, the Company was awarded a \$0.9 million contract with a \$0.5 million option by a government agency for delivering epiwafer technology. The Company billed and received \$211 thousand for the year ended March 31, 2022.

Operating Leases

The Company leases office and fabrication space in Goleta, California, and office space in Campbell, California and in Japan, China, Hong Kong, Taiwan and the Philippines under noncancelable operating lease agreements. The terms of certain leases provide for escalating rental payments through the term of the lease. The Company recognizes rent expense on a straight-line basis over the lease term and accrues for rent expense incurred but not paid.

As of March 31, 2022, future minimum operating lease commitments were as follows (*in thousands*):

Year Ending March 31,		
2023	\$	681
2024		647
2025		156
Total	\$	1,484

The Company recorded rent expense, net of rental income, which includes common area maintenance fees in addition to the base rent, of \$918 thousand for the year ended March 31, 2022, \$212 thousand for the three months ended March 31, 2021 and \$892 thousand for the year ended December 31, 2020. Rental income from a noncancelable sublease was \$0 for the year ended March 31, 2022, \$30 thousand for the three months ended March 31, 2021 and \$182 thousand for the year ended December 31, 2020. As of March 31, 2022, there are no future minimum rental payments to be received under the noncancelable sublease.

Contingencies

During the ordinary course of business, the Company may become a party to legal proceedings incidental to its business. The Company accrues contingent liabilities when it is probable that future expenditures will be made and such expenditures can be reasonably estimated. Legal cost is expensed as incurred.

On April 5, 2022, Joel Newman, an alleged holder of the Company's common stock, filed a complaint in the Delaware Court of Chancery derivatively against the Company's directors and KKR Phorm Investors L.P. ("Phorm"). The complaint alleges that the directors and Phorm breached their fiduciary duties, and the directors committed waste, because the terms of the November 5, 2021 private placement in which Phorm participated were unfairly favorable to Phorm. The directors have the right to advancement from the Company of expenses incurred defending the claims. The defendants filed motions to dismiss on May 26, 2022. The Company is unable to estimate the potential loss or range of loss, if any, associated with this lawsuit.

The Company is not aware of any material legal claims or assessments other than disclosed above. Although the results of litigation and claims are inherently unpredictable, management believes there was not at least a reasonable possibility that the Company had incurred a material loss with respect to any loss contingencies as of March 31, 2022 and through the issuance of these financial statements.

Indemnification

The Company from time to time enters into types of contracts that contingently require the Company to indemnify parties against third-party claims. These contracts primarily relate to: (1) real estate leases, under which the Company may be required to indemnify property owners for environmental and other liabilities and for other claims arising from the Company's use of the applicable premises; (2) agreements with the Company's officers, directors, and employees, under which the Company may be required to indemnify such persons from liabilities arising out of their relationship; (3) indemnifying customers in the event of product failure; and (4) agreements with outside parties that use the Company's intellectual property, under which the Company may indemnify for copyright or patent infringement related specifically to the use of such intellectual property.

Historically, the Company has not been required to make payments under these obligations, and no liabilities have been recorded for these obligations in the Company's consolidated financial statements.

Note 11 - Stockholders' Equity (Deficit)

On February 12, 2020, in connection with the Merger, shares of Transphorm Technology's convertible preferred stock and common stock issued and outstanding immediately prior to the closing of the Merger were converted into shares of the Company's common stock as follows:

- Series 1 convertible preferred stock: 51,680,254 shares issued and outstanding were converted into 12,433,953 shares issued and outstanding;
- Series 2 convertible preferred stock: 38,760,190 shares issued and outstanding were converted into 7,499,996 shares issued and outstanding;
- Series 3 convertible preferred stock: 31,850,304 issued and outstanding were converted into 4,000,000 shares issued and outstanding; and
- Common stock: 50,325,662 shares issued and outstanding were converted into 4,171,571 shares, net of 52,733 redeemed shares from unaccredited investors, issued and outstanding.

In addition, on February 12, 2020, the Company issued 1,650,000 shares in connection with the Merger with Peninsula Acquisition Corporation.

All per share and share amounts for all periods presented have been retroactively adjusted to reflect the effect of the Merger.

In April 2021, the Company issued 97,099 shares of common stock as payment of \$500 thousand pursuant to a one year internet advertising contract with SRAX, Inc.

In October 2021, the Company issued 3,120,000 shares of common stock to Yaskawa upon the conversion of \$15.6 million of outstanding principal and accrued interest under the Yaskawa Note.

In January and February 2022, the Company withheld 97,249 shares of common stock upon the vesting of restricted stock units to satisfy employee withholding tax obligations.

As of March 31, 2022, 750,000,000 shares of common stock are authorized, of which 53,379,307 shares of common stock were issued and outstanding, and 5,000,000 shares of preferred stock are authorized, none of which

were issued and outstanding. The Company's Board of Directors has the ability to designate the rights, preferences and privileges for the preferred stock.

Private Placements

On February 12, 2020 and February 27, 2020, the Company sold an aggregate of 5,380,000 shares of common stock in a private placement offering at a purchase price of \$4.00 per share, with aggregate gross proceeds of \$21.5 million (before deducting placement agent fees and other offering expenses, which were an aggregate of \$1.8 million).

On December 23, 2020, the Company sold an aggregate of 5,000,000 shares of common stock in a private placement offering at a purchase price of \$3.00 per share and issued warrants to placement agents to purchase 150,000 shares of common stock at a price of \$3.30 per share, with aggregate gross proceeds of \$15.0 million (before deducting placement agent fees, financial advisor fees and other offering expenses, which were an aggregate of \$1.4 million excluding warrant cost of \$223 thousand).

On March 31, 2021, the Company sold 250,000 shares of common stock in a private placement offering at a purchase price of \$4.00 per share, with gross proceeds of \$1.0 million (before deducting placement agent fees and other offering expenses, which were an aggregate of \$50 thousand).

On August 13, 2021, the Company sold 1,000,000 shares of common stock in a private placement offering at a purchase price of \$5.00 per share with gross proceeds of \$5.0 million and issued warrants to purchase 209,000 shares of common stock at a price of \$6.00 per share (before deducting legal costs of \$22 thousand).

On November 5, 2021 and November 9, 2021, the Company sold an aggregate of 6,600,000 shares of common stock in a private placement offering at a purchase price of \$5.00 per share, with aggregate gross proceeds of \$33.0 million (before deducting placement agent fees and other offering expenses, which were an aggregate of \$840 thousand). Pursuant to the purchase agreements entered into with the investors in this offering, each investor had the right (but not the obligation), subject to the satisfaction of customary closing conditions, to purchase and acquire from the Company (i) additional shares of common stock at a purchase price of \$5.00 per share and (ii) additional warrants to purchase shares of common stock. On June 2, 2022, in connection with the investors' exercise of such purchase rights, the Company sold 3,199,999 shares of common stock for aggregate gross proceeds of \$16.0 million (before deducting placement agent fees and other offering expenses, which were an aggregate of \$280 thousand) and issued warrants to purchase 666,668 shares of common stock.

On December 7, 2021, the Company sold 1,673,152 shares of common stock in a private placement offering at a purchase price of \$7.71 per share, with aggregate gross proceeds of \$12.9 million (before deducting a finder's fee and other offering expenses, which were an aggregate of \$286 thousand).

Common Stock

Common stockholders are entitled to dividends, as and when declared by the Company's Board of Directors, subject to the priority dividend rights of the holders of other classes of stock. There have been no dividends declared to date. The holder of each share of common stock is entitled to one vote.

The Company has reserved shares of common stock for future issuance as of date presented as follows:

	March 31, 2022
Equity incentive plans	6,707,843
Common stock warrants	2,657,298
Total	9,365,141

Common Stock Warrants

On December 23, 2020, we issued warrants to purchase 150,000 shares of common stock at an exercise price of \$3.30 per share. On August 13, 2021, we issued warrants to purchase 209,000 shares of common stock at an exercise price of \$6.00 per share. On October 4, 2021, we issued warrants to purchase 650,000 shares of common stock at an exercise price of \$6.00 per share. On November 5, 2021, we issued warrants to purchase 958,334 shares of common stock at an exercise price of \$6.00 per share. On November 9, 2021, we issued warrants to purchase 416,667 shares of common stock at an exercise price of \$6.00 per share. On December 7, 2021, we issued warrants to purchase 348,649 shares of common stock at an exercise price of \$9.25 per share. On February 10, 2022, we issued warrants to purchase 20,233 shares of common stock at an exercise price of \$8.48 per share. These warrants are exercisable by paying cash or by cashless exercise for unregistered shares of common stock. The exercise price of the warrants is subject to standard antidilutive provision adjustment in the case of stock dividends or other distributions on shares of common stock or any other equity or equity equivalent securities payable in shares of common stock, stock splits, stock combinations, reclassifications or similar events affecting our common stock, and also, subject to limitations, upon any distribution of assets, including cash, stock or other property to our stockholders. The exercise price of the warrants is not subject to "price-based" anti-dilution adjustment. We have determined that these warrants related to issuance of common stock are subject to equity treatment because warrant holders have no right to demand cash settlement and there are no unusual anti-dilution rights.

On January 5, 2022, the Company issued 13,028 shares of common stock in connection with the cashless exercise of a warrant. On January 10, 2022, the Company issued 82,500 shares of common stock in connection with the exercise of a warrant at an exercise price of \$3.30 per share.

The following warrants to purchase common stock were outstanding as of March 31, 2022:

Number of Shares	Exercise Price	Expiration Date
6,046	\$ 34.74	5 years after an initial public offering of the Company
3,369	\$ 54.41	5 years after an initial public offering of the Company
45,000	\$ 3.30	December 23, 2025
209,000	\$ 6.00	August 13, 2024
650,000	\$ 6.00	October 4, 2024
958,334	\$ 6.00	November 5, 2024
416,667	\$ 6.00	November 9, 2024
348,649	\$ 9.25	December 7, 2024
20,233	\$ 8.48	December 10, 2025
2,657,298		

Note 12 - Stock-Based Compensation

The 2020 Equity Incentive Plan (the "2020 Plan") was approved by Transphorm Technology's board of directors on February 10, 2020 and Transphorm Technology's stockholders on February 12, 2020, and became effective on the business day immediately prior to the closing of the Merger. Our stockholders approved the 2020 Plan on February 11, 2020. We assumed the 2020 Plan in connection with the Merger. The 2020 Plan provides for the grant of incentive stock options, within the meaning of Section 422 of the Internal Revenue Code of 1986, as amended (the "Code"), to our employees and our parent and subsidiary corporations' employees, and for the grant of nonstatutory stock options, stock appreciation rights, restricted stock, restricted stock units ("RSUs"), performance units, and performance shares to our employees, directors, and consultants and our parent and subsidiary corporations' employees and consultants. As of March 31, 2022, there were 2,879,008 stock options outstanding, 954,775 restricted stock units outstanding and 2,874,060 shares available for grant under the 2020 Plan. During the

year ended March 31, 2022, 2,026,599 shares were added to the 2020 Plan pursuant to an automatic annual increase provision in the plan.

Subject to the adjustment provisions of the 2020 Plan, and the automatic increase described in the 2020 Plan, the maximum aggregate number of shares of our common stock that may be issued under the 2020 Plan is 5,050,000 shares of our common stock, which includes (i) 2,588,077 shares initially reserved for issuance, plus (ii) any shares of our common stock subject to issued and outstanding awards under the 2007 Plan or 2015 Plan that were assumed in the Merger and that, on or after the closing of the Merger, expire or otherwise terminate without having been exercised or issued in full, are tendered to or withheld by us for payment of an exercise price or for tax withholding obligations, or are forfeited to or repurchased by us due to failure to vest, with the maximum number of shares to be added to the 2020 Plan pursuant to this clause (ii) equal to 2,461,923 shares. Subject to the adjustment provisions of the 2020 Plan, the number of shares of common stock available for issuance under the 2020 Plan will also include an annual increase on the first day of each fiscal year beginning with our 2022 fiscal year and ending on (and including) our 2030 fiscal year, in an amount equal to the least of: 5,000,000 shares of our common stock; five percent (5%) of the outstanding shares of our common stock on the last day of the immediately preceding fiscal year; or such number of shares of our common stock as the administrator of the 2020 Plan may determine.

Stock Options

The following table summarizes stock option activity and related information for the periods presented:

	Number of Options	Weighted Average Exercise Price per Share	Weighted Average Remaining Contractual Term (in Years)	Aggregate Intrinsic Value (1) (in thousands)
Outstanding at January 1, 2020	2,473,198	\$ 4.67	6.84	\$ —
Options granted	—	\$ —		
Options exercised	(6,821)	\$ 3.78		
Options canceled	(146,059)	\$ 5.88		
Outstanding at December 31, 2020	2,320,318	\$ 4.67	5.92	\$ —
Exercisable at December 31, 2020	2,267,154	\$ 4.70	5.86	\$ —
Outstanding at January 1, 2021	2,320,318	\$ 4.67	5.92	\$ —
Options granted	223,638	\$ 6.37		
Options exercised	(500)	\$ 3.14		
Options canceled	(331)	\$ 9.29		
Outstanding at March 31, 2021	2,543,125	\$ 4.82	6.05	\$ —
Exercisable at March 31, 2021	2,283,243	\$ 4.70	5.65	\$ —
Outstanding at April 1, 2021	2,543,125	\$ 4.82	6.05	\$ —
Options granted	528,077	\$ 6.31		
Options exercised	(52,799)	\$ 4.19		
Options canceled	(139,395)	\$ 9.52		
Outstanding at March 31, 2022	2,879,008	\$ 4.88	6.02	\$ 6,747
Exercisable at March 31, 2022	2,206,259	\$ 4.44	4.99	\$ 5,984

(1) Intrinsic value represents the excess of the fair value on the last day of the period (which was \$7.07, \$3.75 and \$3.01 as of March 31, 2022, March 31, 2021 and December 31, 2020, respectively) over the exercise price, multiplied by the number of options.

Stock-based compensation expense is determined based on the fair value of the Company's common stock as determined by the Board of Directors and assumptions such as volatility, expected term, risk-free interest rates, and other factors. Changes in the deemed fair value of the common stock, the underlying assumptions in the calculations, the number of options granted or the terms of such options, the expected forfeiture rate, the treatment of tax benefits and other changes may result in significant differences in the amounts or timing of the compensation expense recognized. The assumptions and estimates are made as follows:

- Expected Volatility - The Company utilizes the historical volatility of representative public companies to determine its expected volatility, as the trading history of the Company's common stock is limited.
- Estimated Forfeitures - The Company adopted ASU 2016-09, Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting and has elected to account for forfeitures as they occur and therefore, stock-based compensation expense has been calculated based on actual forfeitures in the statements of operations, rather than our previous approach which was net of estimated forfeitures. The net cumulative effect of this change was not material.

- Expected Dividend Yield - The Company has not issued any common stock dividends; therefore, a dividend yield of zero was used.
- Risk-Free Interest Rate - The Company bases the risk-free interest rate used in the Black-Scholes-Merton option pricing model on the implied yield currently available on United States Treasury zero-coupon issues with an equivalent expected term.
- Expected Term - The expected term of stock options represents the period that the Company's stock options are expected to be outstanding. The Company generally uses the simplified method to calculate the expected term for employee grants.

The assumptions used to value options granted to employees during the periods presented was as follows:

	<u>Year Ended March 31, 2022</u>	<u>Three Month Transition Period Ended March 31, 2021</u>
Weighted average expected life (in years)	5.87	5.23
Risk-free interest rate	1.08% - 1.32%	0.78% - 1.73%
Expected volatility	42.5% - 43.8%	43.1% - 44.3%
Grant date fair market value	\$6.34	\$3.75
Grant date fair value	\$1.94 - \$3.32	\$0.94 - \$1.65
Dividend yield	—%	—%

Restricted Stock

Restricted Stock Awards

RSAs are grants of shares of our common stock that vest in accordance with terms and conditions established by the Company's Board of Directors. Recipients of RSAs generally will have voting and dividend rights with respect to such shares upon grant without regard to vesting, unless the RSA agreement provides otherwise. Shares of restricted stock that do not vest are subject to forfeiture. In September 2020, we granted 123,501 RSAs outside of our 2020 Plan, 98,450 of which were fully vested on the date of grant and the remainder of which vested in January 2021. In December 2020, we granted 12,000 RSAs outside of our 2020 Plan, all of which were fully vested on the date of grant. There were no RSAs outstanding as of March 31, 2021 and no RSA activities during the year ended March 31, 2022.

The following table summarizes RSA activity and related information for the periods presented:

	Number of Shares	Weighted-Average Grant Date Fair Value Per Share
January 1, 2020	—	\$ —
Granted	135,501	\$ 3.91
Vested	(98,450)	\$ 3.88
December 31, 2020	37,051	\$ 4.00
Granted	—	\$ —
Vested	(37,051)	\$ 4.00
March 31, 2021	—	\$ —
Granted	—	\$ —
Vested	—	\$ —
March 31, 2022	—	\$ —

Restricted Stock Units

RSUs are grants of shares of our common stock that vest in accordance with terms and conditions established by the administrator of the 2020 Plan. Subject to the provisions of the 2020 Plan, the administrator determines the terms and conditions of RSUs, including the vesting criteria. We granted 816,180 RSUs during the three months ended September 30, 2020, 4,000 of which were fully vested on the date of grant. The remainder of the RSUs are scheduled to vest as follows: one third will vest on each of January 1, 2022, January 1, 2023 and July 1, 2023, in each case subject to the RSU holders' continued status as a service provider to the Company through each vesting date. We granted 137,452 RSUs during the three months ended March 31, 2021, which are scheduled to vest in various periods, beginning immediately and ending on February 2025, in each case subject to the RSU holders' continued status as a service provider to the Company through each vesting date. We granted 35,000 RSUs during the three months ended September 30, 2021, 25 percent of which are scheduled to vest after one year and the remainder are scheduled to vest each quarter for three years, in each case subject to the RSU holders' continued status as a service provider to the Company through each vesting date. We granted 307,640 RSUs during the three months ended December 31, 2021, 25% of which are scheduled to vest annually over four years on each anniversary of the vesting commencement date, in each case subject to the RSU holders' continued status as a service provider to the Company through the applicable vesting date.

The following table summarizes RSU activity and related information for the periods presented:

	Number of Shares	Weighted-Average Grant Date Fair Value Per Share
January 1, 2020	—	\$ —
Granted	816,180	\$ 4.00
Vested	(4,000)	\$ 4.00
Canceled	(6,855)	\$ 4.00
December 31, 2020	805,325	\$ 4.00
Granted	137,452	\$ 3.75
Vested	(3,000)	\$ 3.75
Canceled	(4,380)	\$ 4.00
March 31, 2021	935,397	\$ 3.96
Granted	342,640	\$ 6.31
Vested	(305,982)	\$ 3.98
Canceled	(17,280)	\$ 3.98
March 31, 2022	954,775	\$ 4.61

Stock-Based Compensation

The accompanying consolidated statement of operations and comprehensive loss includes stock-based compensation expense for the periods presented as follows (*in thousands*):

	Three Month Transition Period Ended		
	Year Ended March 31, 2022	March 31, 2021	Year Ended December 31, 2020
Cost of revenue	\$ 161	\$ 39	\$ 93
Research and development	552	115	306
Sales and marketing	190	33	68
General and administrative	1,711	326	1,058
Total	\$ 2,614	\$ 513	\$ 1,525

Unrecognized Stock-Based Compensation

Unrecognized stock-based compensation expense as of dates presented was as follows (*in thousands*):

	March 31, 2022		March 31, 2021	
	Unrecognized Expense	Average Expected Recognition Period (in years)	Unrecognized Expense	Average Expected Recognition Period (in years)
Stock options	\$ 1,413	2.11	\$ 280	5.06
Restricted stock	2,576	1.57	2,738	1.76
Total	\$ 3,989	1.76	\$ 3,018	2.07

Note 13 - Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures*, establishes a three-tier fair value hierarchy for disclosure of fair value measurements as follows:

Level 1 - Unadjusted quoted prices in active markets for identical assets and liabilities.

Level 2 - Inputs (other than quoted prices included within Level 1) that are observable, unadjusted quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data of substantially the full term of the related assets or liabilities.

Level 3 - Inputs reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. Inputs are unobservable for the asset or liability. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model.

The categorization of a financial instrument within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The following table summarizes the Company's liabilities measured at fair value as of the dates presented, by level within the fair value hierarchy (*in thousands*):

	Level 1	Level 2	Level 3
March 31, 2022			
Promissory note	\$ —	\$ —	\$ —
March 31, 2021			
Promissory note	\$ —	\$ —	\$ 16,128

The following table includes the changes in fair value of the promissory note which are Level 3 on the fair value hierarchy (*in thousands*):

January 1, 2020	\$ 16,169
Interest expense accrued	150
Decrease in fair value	(927)
December 31, 2020	15,392
Interest expense accrued	37
Increase in fair value	699
March 31, 2021	16,128
Interest expense accrued	77
Decrease in fair value	(605)
Conversion	(15,600)
March 31, 2022	\$ —

On October 4, 2021, the promissory note of \$15.6 million, consisting of an outstanding principal amount of \$15.0 million plus accrued but unpaid interest of \$600 thousand, was converted into an aggregate of 3,120,000 shares of common stock. See Note 9 - Debts and Note 11 - Stockholders' Equity (Deficit).

The Company recorded interest expense of \$77 thousand for the year ended March 31, 2022, \$37 thousand for the three months ended March 31, 2021 and \$150 thousand for the year ended December 31, 2020. Fair value of promissory note decreased by \$605 thousand for the year ended March 31, 2022, increased \$699 thousand for the three months ended March 31, 2021 and decreased \$927 thousand for the year ended December 31, 2020.

Level 3 borrowings, which consist of promissory note, are measured and reported at fair value using a Monte Carlo simulation valuation model. The models can include assumptions related to the value of the notes that are based on the estimated timing and amounts of future rounds of financing, including the estimated timing of a change in control of the Company, and estimated market interest rates, which represent significant unobservable inputs. Assumptions used are (1) the Company is worth today what it can generate in future cash to the Company,

(2) cash received today is more than an equal amount of cash received in the future, and (3) future cash flows can be reasonably estimated.

The following table summarizes assumptions used for fair value of promissory note as of the dates presented:

	March 31, 2021
Stock price	\$3.75
Time	1.5 years
Risk-free rate	0.12%
Volatility	50.6%

Note 14 - 401(k) Savings Plan

The Company has a 401(k) savings plan (the 401(k) plan). The 401(k) plan is a defined contribution plan intended to qualify under Section 401(k) of the Internal Revenue Code. All full-time employees of the Company are eligible to participate pursuant to the terms of the 401(k) plan. Contributions by the Company are discretionary, and the Company made no contributions during the year ended March 31, 2022, the three months ended March 31, 2021 and the year ended December 31, 2020.

Note 15 - Income Taxes

For the year ended March 31, 2022, the Company reported a worldwide consolidated pre-tax loss of \$10.2 million, which consisted of a pre-tax loss from U.S. operations of approximately \$8.8 million and pre-tax loss from Japan operations of approximately \$1.4 million. The pre-tax loss from Japan operations consists of \$1.2 million from Transphorm Japan, Inc., \$627 thousand pre-tax loss from Transphorm Aizu, Inc. and \$344 thousand pre-tax income from Transphorm Japan Epi, Inc.

For the three months ended March 31, 2021, the Company reported a worldwide consolidated pretax loss of \$6.6 million, which consisted of a pre-tax loss from U.S. operations of approximately \$4.9 million and pre-tax loss from Japan operations of approximately \$1.7 million. The pre-tax loss from Japan operations primarily consists of \$1.5 million from Transphorm Aizu, Inc. with nominal pre-tax book loss from Transphorm Japan, Inc. and Transphorm Japan Epi, Inc.

For the year ended December 31, 2020, the Company reported a worldwide consolidated pretax loss of \$17.9 million, which consisted of a pre-tax loss from U.S. operations of approximately \$10.3 million and pre-tax loss from Japan operations of approximately \$7.6 million. The pre-tax loss from Japan operations consists of \$800 thousand from Transphorm Japan, Inc., \$6.8 million pre-tax loss from Transphorm Aizu, Inc. and \$25 thousand pre-tax income from Transphorm Japan Epi, Inc.

There is no U.S. federal or foreign provision for income taxes because the Company has incurred operating losses since inception and is in a full valuation allowance position. For the year ended March 31, 2022, the three months ended March 31, 2021, and the year ended December 31, 2020, the Company recorded a state income tax provision of \$1 thousand which represents minimum taxes. Deferred income taxes reflect the net tax effects of the net operating losses and the temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

Significant components of the Company's deferred tax assets and deferred tax liabilities as of the dates presented as follows (in thousands):

	March 31, 2022	March 31, 2021
Deferred tax assets:		
Net operating loss carryforwards	\$ 49,715	\$ 47,424
Tax credits	6,171	5,444
California capitalized research and development	40	72
Others, net	564	581
Total deferred tax assets	56,490	53,521
Valuation allowance	(56,550)	(53,481)
Deferred tax asset, net of valuation allowance	(60)	40
Deferred tax liabilities:		
Fixed assets	60	(40)
Total deferred tax liabilities	60	(40)
Net deferred tax assets	\$ —	\$ —

As of March 31, 2022 and March 31, 2021, the Company had no assurance that future taxable income would be sufficient to fully utilize the net operating loss carryforwards and other deferred tax assets in the future. Consequently, the Company determined that a valuation allowance of approximately \$56.6 million and \$53.5 million as of March 31, 2022 and March 31, 2021, respectively, was needed to offset the deferred tax assets resulting mainly from the net operating loss carryforwards.

The Company files income tax returns in the U.S. federal, California, and Oregon jurisdictions and is subject to U.S. federal, state, and local income tax examinations by tax authorities. Generally, the statute of limitations is 3 years for U.S. federal income tax and 4 years for state and local taxes. The statute of limitations may be extended for tax years where a corporation has a net operating loss carryforward or by agreement with the jurisdictional taxing authority. Accordingly, all of the Company's U.S. federal, state and local income tax years since inception remain open to examination by tax authorities. The Company is not currently under audit by any taxing authority.

The Company follows the provisions of uncertain tax positions as addressed in ASC 740-10. The Company recognized no increase or decrease in the liability for unrecognized tax benefits for any period presented. The Company recognizes interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses. No such interest or penalties were recognized during the period presented. The Company had no accruals for interest and penalties at March 31, 2022 and March 31, 2021.

The utilization of the Company's net operating loss and tax credit carryforwards is dependent on the future profitability of the Company. Further, the Internal Revenue Code imposes substantial restrictions on the utilization of such carryforwards in the event of an ownership change of more than 50%, as defined, during any three-year period (Section 382 and 383 limitations). The Company has determined that several ownership changes have occurred, which have resulted in substantial limitations on the Company's ability to utilize its pre-ownership change net operating loss and tax credit carryforwards. These substantial limitations are expected to result in both a permanent loss of certain tax benefits related to net operating loss carryforwards and federal research and development credits, as well as an annual utilization limitation. As of March 31, 2022, the Company performed an analysis for amounts that could be subject to Section 382 and 383 limitations and management did not believe such limitations existed. However, it is important to note that the Company continues to raise capital and such transaction could have an effect of such limitations. See Note 17 - Subsequent Events.

The federal net operating loss generated for the year ended March 31, 2022 of \$9.8 million, for the three months ended March 31, 2021 of \$4.5 million and for the year ended December 31, 2020 of \$10.5 million can be carried forward indefinitely. However, the federal deduction for net operating losses incurred in tax years beginning after January 1, 2021 is limited to 80% annual taxable income. Under the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act"), the suspension of net operating losses generated in years 2018, 2019, 2020 and 2021 are not subject to the 80% limitation. The state net operating loss generated for the year ended March 31, 2022 of \$2.6 million, for the three months ended March 31, 2021 of \$1.0 million, and for the year ended December 31, 2020 of \$2.6 million can be carried forward 20 years.

As of March 31, 2022, the Company has federal net operating loss carryforwards of \$258.9 million, of which \$207.5 million will begin to expire in 2027 unless previously utilized, and the Company has state net operating loss carryforwards of \$154.0 million which will begin to expire in 2028 unless previously utilized. The Company also has foreign net operating loss carryforwards of approximately \$6.5 million which will begin to expire in 2024. As of March 31, 2022, the Company has federal research and development credit carryforwards of \$5.0 million, which will begin to expire in 2032 unless previously utilized, and the Company had California research and development credit carryforwards of \$4.3 million, which do not expire.

Deferred tax assets have not been established for net operating and tax credit carryforwards that are deemed to have no value due to the Section 382 and 383 limitations discussed above and, therefore, are not reflected in the table of deferred tax assets presented above. Future ownership changes, if any, may further limit the Company's ability to utilize its remaining net operating losses and tax credit carryforwards. The Company performed an analysis as of March 31, 2022 and it was determined that no further limitations on tax attributes were required.

Reconciliation between federal statutory tax rate and the effective tax rate is shown in the following table for the periods presented:

	Year Ended March 31, 2022	Three Month Transition Period Ended March 31, 2021	Year Ended December 31, 2020
Federal statutory income tax rate	21.00 %	21.00 %	21.00 %
Research and development credit	7.10 %	2.73 %	4.06 %
Nondeductible expense	1.80 %	(2.43) %	0.64 %
Loss in joint venture	(1.87) %	(6.76) %	(11.70) %
Foreign income tax rate difference	1.39 %	2.45 %	4.10 %
Others, net	(0.40) %	0.85 %	(2.08) %
Valuation allowance	(29.02) %	(17.84) %	(16.02) %
Effective tax rate	— %	— %	— %

On March 27, 2020, the CARES Act was signed into law. The CARES Act repealed the 80% taxable income limitation for the 2018–2020 taxable years and reinstated NOL carrybacks for the 2018–2020 taxable years. In addition, the CARES Act temporarily increases the business interest deduction limitations from 30% to 50% of adjusted taxable income for the 2019 and 2020 taxable year. Lastly, a TCJA technical correction that classifies qualified improvement property as 15-year recovery period, allowing the bonus depreciation deduction to be claimed for such property retroactive as if it was included in the TCJA at the time of enactment.

On December 21, 2020, the Consolidated Appropriations Act ("CAA") was signed into law. We do not expect any of the enactments of the CAA to have a material impact on the Company as of March 31, 2022.

Note 16 - Related Party Transactions

During the year ended March 31, 2022, the Company entered into the following related party transactions:

- Recorded \$476 thousand in revenue, recorded \$1.5 million as gain in other income, recorded \$3.1 million in cost of goods sold for services, recorded \$12 thousand service expense, recorded \$456 thousand in research and development expense, purchased \$181 thousand of inventory, paid \$140 thousand in consumption tax and incurred \$343 thousand for employees and related benefits from the joint venture;
- Sold \$19 thousand of products to non-controlling stockholders of the Company, incurred \$111 thousand of license maintenance fee and recorded \$176 thousand in consulting expense from a non-controlling stockholder of the Company;
- Recorded \$1.5 million in revenue per a cooperation and development agreement with Yaskawa and \$1.2 million gain in other income on Yaskawa promissory note conversion; and
- Recorded \$8.5 million in license fee income, recorded \$150 thousand of reimbursements in license maintenance fee, recorded \$714 thousand in interest expense, and sold \$1.7 million of products to Nexperia. See Note 3 - Nexperia Arrangement.

As of March 31, 2022, total due from related parties was \$1.2 million, consisting of \$719 thousand due from the joint venture and \$515 thousand accounts receivable from a stockholder and noteholder of the Company. As of March 31, 2022, total accounts payable to related parties was \$760 thousand to the joint venture and \$102 thousand to Nexperia.

During the three months ended March 31, 2021, the Company entered into the following related party transactions:

- Recorded \$406 thousand in cost of goods sold for services, recorded \$144 thousand in research and development expense and incurred \$9 thousand for employee and their benefits from the joint venture from AFSW;
- Sold \$12 thousand of products to non-controlling stockholders of the Company and incurred \$54 thousand of license maintenance fee from a non-controlling stockholder of the Company; and
- Recorded \$357 thousand in license fee income, recorded \$38 thousand of reimbursements in license maintenance fee, recorded \$150 thousand in interest expense and sold \$304 thousand of products to a stockholder and noteholder of the Company. See Note 3 - Nexperia Arrangement.

As of March 31, 2021, total due from related parties was \$14.1 million, consisting of \$13.5 million due from the AFSW joint venture, \$5 thousand accounts receivable from non-controlling stockholders of the Company, and \$503 thousand accounts receivable from a stockholder and noteholder of the Company. As of March 31, 2021, total accounts payable to related parties was \$370 thousand to the AFSW joint venture and \$11 thousand to Nexperia, and accrued royalty was \$4 thousand to Furukawa.

During the year ended December 31, 2020, the Company entered into the following related party transactions:

- Recorded \$241 thousand in cost of goods sold for services, recorded research and development expense of \$919 thousand, of which \$408 thousand was reimbursable and recorded \$84 thousand in other expense for commitment for services from the AFSW joint venture;
- Sold \$165 thousand of products to non-controlling stockholders of the Company and incurred \$200 thousand of license maintenance fee from a non-controlling stockholder of the Company; and

- Recorded \$5.2 million in license fee income, recorded \$701 thousand in EPI Gen 4 wafer growth sales, recorded \$150 thousand of reimbursements in license maintenance fee, recorded \$610 thousand in interest expense, recorded \$408 thousand reimbursement for research and development, and sold \$915 thousand of products to a stockholder and noteholder of the Company. See Note 3 - Nexperia Arrangement.

Note 17 - Subsequent Events

On June 2, 2022, in connection with the exercise of rights to purchase additional shares of common stock that were granted to investors who participated in the Company's private placement completed in November 2021, the Company sold 3,199,999 shares of common stock for aggregate gross proceeds of \$16.0 million (before deducting placement agent fees and other offering expenses, which were an aggregate of \$280 thousand) and issued warrants to purchase 666,668 shares of common stock.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosures.

None

Item 9A. Controls and Procedures.

Inherent Limitations on Effectiveness of Controls

Our management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well-designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been detected.

Evaluation of Disclosure Controls and Procedures

Our disclosure controls and procedures are designed to ensure that information we are required to disclose in reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance.

Our management, with the participation of our chief executive officer and our chief financial officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Report. Based on this evaluation, management, including our chief executive officer and our chief financial officer, concluded that as of March 31, 2022, our disclosure controls and procedures were not effective because of a material weakness in our internal control over financial reporting, as described below.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) and Rule 15d-15(f) under the Exchange Act). Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our internal control over financial reporting as of the end of the period covered by this Report, based on the criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the

Treadway Commission. Based on this evaluation, our management concluded that due to a material weakness in our internal control over financial reporting as described below, our internal control over financial reporting was not effective as of March 31, 2022.

Description of Material Weakness

Our current staffing resources in our finance department are insufficient to support the complexity of our financial reporting requirements. We currently do not have adequate staff members with technical accounting knowledge and financial reporting experience and we have had an inadequate level of precision, evidence or timeliness in the performance of review controls as it relates to inventory, joint venture accounting, accrual of expenses, revenue and financial reporting.

Changes in Internal Control Over Financial Reporting

Except as described above, there was no change in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the quarter ended March 31, 2022 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information.

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Our Directors

Our business and affairs are managed under the direction of our board of directors, which currently consists of seven members four of whom are “independent” under the listing rules of The Nasdaq Stock Market (the “Nasdaq Listing Rules”). Our amended and restated certificate of incorporation provides that our board of directors is divided into three classes, designated Class I, Class II and Class III, with staggered three-year terms. Only one class of directors will be elected at each annual meeting of stockholders, with the other classes continuing for the remainder of their respective three-year terms. Any increase or decrease in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the total number of our directors.

The names of our directors and certain information about them as of June 15, 2022 is set forth below. Except for Eiji Yatagawa, who was previously nominated to our board of directors by KKR Phorm Investors L.P., there are no arrangements or understandings between any of our directors and any other person pursuant to which he or she is or was to be selected as a director.

Name	Age	Position	Director Since	Class	Current Term Expires
Julian Humphreys (1)(2)(3)	59	Director	2020	I	2024
Katharina McFarland (1)(2)(3)	63	Director	2021	I	2024
Cynthia (Cindi) Moreland (1)(3)	63	Director	2021	I	2024
Umesh Mishra	63	Chief Technology Officer, Director	2020	II	2022
Eiji Yatagawa	44	Director	2020	II	2022
Mario Rivas	67	Chief Executive Officer, Director	2020	III	2023
Kelly Smales (1)(2)	63	Director	2021	III	2023

(1) Member of the Audit Committee

(2) Member of the Compensation Committee

(3) Member of the Nominating and Corporate Governance Committee

Julian Humphreys has served as a member of our board of directors since October 2020. Dr. Humphreys has over 30 years of experience in the semiconductor industry, including 20 years specifically with power semiconductors. From February 2017 to April 2019, Dr. Humphreys was a senior vice president and general manager at Nexperia B.V. From June 2010 to January 2017, Dr. Humphreys was a vice president and general manager with Nexperia’s predecessor, the NXP Semiconductors Standard Products Division of NXP Semiconductors N.V. Dr. Humphreys was also the managing director of Nexperia UK Ltd., and its predecessor entity NXP Semiconductors UK Ltd., from September 2011 to March 2019. He holds a B.Eng. degree in electronics and a Ph.D. in semiconductor physics, both from the University of Liverpool.

Dr. Humphreys was selected to serve as a member of our board of directors due to his significant experience in the technology industry and his technical expertise.

Katharina McFarland has served as a member of our board of directors since February 2021. With over 30 years of government service, Ms. McFarland is widely recognized as a leading subject-matter expert on government procurement. Ms. McFarland has served as the president of Blue Oryx Inc., a consulting services firm, since January 2017. She serves as Chair of the Board of Army Research and Development at the National

Academies of Science and as a director of Virgin Orbit Holdings, Inc. (Nasdaq: VORB), Science Applications International Corporation (NYSE: SAIC), the Procurement Round Table, and Exyn Technologies. Ms. McFarland was a director of Engility Holdings, Inc. from June 2017 until its acquisition by SAIC in January 2019. Ms. McFarland also serves on the Advisory Boards of Anduril Industries, Cypress International Senior Strategy Group, and Selkne Consulting. She was previously the Assistant Secretary of Defense for Acquisition (2012 to 2017) and acting Assistant Secretary of the Army (Acquisition, Logistics & Technology) (2016 to 2017). She was President of the Defense Acquisition University from 2010 to 2012, and Director of Acquisition, Missile Defense Agency from 2006 to 2010. Ms. McFarland is an accredited Materials, Mechanical, Civil and Electronics Engineer. She has received the Presidential Meritorious Executive Rank Award, the Secretary of Defense Medal for Meritorious Civilian Service Award, the Department of the Navy Civilian Tester of the Year Award, and the Navy and United States Marine Corps Commendation Medal for Meritorious Civilian Service. Ms. McFarland brings substantial experience with the U.S. Department of Defense, Department of Army, and Intelligence Community procurement with a focus on Space applications, Artificial Intelligence, Cyber, and IT technologies in defense acquisition, program management, logistics and technology. Ms. McFarland holds a B.Sc. degree in engineering from Queen's University, a master's degree in program management from the Program Management Institute, and an honorary doctoral degree in engineering from Cranfield University.

Ms. McFarland was selected to serve on our board of directors due to her depth of experience in government service and procurement.

Cynthia (Cindi) Moreland has served as a member of our board of directors since October 2021. Ms. Moreland has over 30 years of experience working as an attorney within the technical field, including fifteen years as a general counsel, and over 20 years as a chief compliance officer. Since April 2021, she has served as the general counsel of Care.com, an online marketplace for various care services and a subsidiary of IAC/InterActiveCorp (Nasdaq: IAC). From March 2017 to April 2021, Ms. Moreland served as senior vice president and general counsel for IAC Applications, an operating business within IAC/InterActiveCorp that included the Mosaic Group, the mobile application division of IAC/InterActiveCorp. From February 2016 to March 2017, she served as an independent strategic advisor to various law firm and business clients. Ms. Moreland holds a B.A. degree in English as well as a J.D. from the University of Mississippi.

Ms. Moreland was selected to serve on our board of directors due to her significant experience as corporate counsel and her legal expertise.

Umesh Mishra has served as our Chief Technology Officer and as a member of our board of directors since February 2020. Dr. Mishra is a co-founder of our main operating subsidiary, Transphorm Technology, Inc., and has served as Transphorm Technology's Chief Technology Officer and as a member of the board of directors of Transphorm Technology since March 2007. Previously, Dr. Mishra was Chief Executive Officer of Transphorm Technology from 2007 to 2013. Prior to co-founding Transphorm Technology, Dr. Mishra co-founded Nitres Inc. in 1996. Nitres, the first company to develop GaN LEDs and transistors, was acquired by Cree, Inc. in 2000. Dr. Mishra has also been a Professor of Electrical and Computer Engineering at the University of California, Santa Barbara since 1990. He holds a B.S. Tech from the Indian Institute of Technology, an M.S. from Lehigh University and a Ph.D. from Cornell University.

Dr. Mishra was selected to serve on our board of directors due to his deep knowledge of Transphorm Technology, his significant experience in the technology industry and his technical expertise.

Eiji Yatagawa has served as a member of our board of directors since February 2020 and as a member of the board of directors of Transphorm Technology since June 2015. Mr. Yatagawa joined KKR in 2006 and is a Member on the Private Equity team. Prior to joining KKR, Mr. Yatagawa was an associate in Goldman Sachs & Co.'s investment banking team from 2002 to 2006. Mr. Yatagawa currently serves on the board of directors of several privately-held companies. He holds a B.S. in Mathematical Engineering and an M.S. in Mathematical Engineering from the University of Tokyo.

Mr. Yatagawa was selected to serve as a member of our board of directors due to his significant experience in financial and investment matters and experience within the technology sector.

Mario Rivas has served as our Chief Executive Officer and as a member of our board of directors since February 2020. He has also served as Chief Executive Officer of Transphorm Technology since October 2015 and as a member of the board of directors of Transphorm Technology since June 2015. Previously, Mr. Rivas was Vice President of Strategy and Business Development of Digital Heat Corporation, a manufacturer of electric eyelid heaters, from July 2013 to September 2015, President and Chief Executive Officer of ANADIGICS, Inc., a semiconductor company, from January 2009 to April 2011, and Chief Executive Officer of Quartics, Inc., a fabless semiconductor and software company, from September 2008 to January 2009. Prior to that, Mr. Rivas held executive positions at Advanced Micro Devices, Inc., Philips Semiconductors and Motorola Semiconductor. He holds a B.S. in Electrical Engineering from the Universidad Centroamericana José Simeón Cañas and an M.S. in Semiconductor Physics and an M.S. in Management from Rensselaer Polytechnic Institute.

Mr. Rivas was selected to serve on our board of directors due to his significant management experience and experience in the technology industry.

Kelly Smales has served as a member of our board of directors since June 2021. Mr. Smales has over 30 years of experience working as a certified public accountant, including with multiple semiconductor companies. From May 2015 to March 2017, she was the chief financial officer at KnuEdge Inc. (formerly Intellisys), a machine learning hardware and software company. From November 2011 to May 2015, Ms. Smales was the chief financial officer for Advanced Nanotechnology Solutions Inc., a semiconductor manufacturing start-up company. Ms. Smales holds a B.S. degree in accounting from Arizona State University and an M.B.A. degree from the University of Chicago.

Ms. Smales was selected to serve on our board of directors due to her significant financial and accounting expertise.

Our Executive Officers

The names of our executive officers and certain information about them as of June 15, 2022 is set forth below. There are no arrangements or understandings between any of our executive officers and any other person pursuant to which he or she is or was to be selected as an officer.

Name	Age	Position
Mario Rivas	67	Chief Executive Officer, Director
Cameron McAulay	46	Chief Financial Officer
Umesh Mishra	63	Chief Technology Officer, Director
Primit Parikh	50	Chief Operating Officer

Mario Rivas. Please see “Our Directors” above for biographical information about Mr. Rivas.

Cameron McAulay has served as our Chief Financial Officer since February 2020. He has also served as Transphorm Technology’s Chief Financial Officer since November 2015. Previously, Mr. McAulay served as Finance Director, Global Customer Organization and Director of Internal Audit with KLA-Tencor Corporation from December 2012 to November 2015. Prior to that, Mr. McAulay served as Finance Director and Group Financial Controller at Atmel Corporation from November 2011 to December 2012 and had a 7-year tenure at National Semiconductor Corporation in a variety of Operational and Corporate leadership positions including Chief Audit Executive. He holds a BSc. Mathematics, Statistics and Accountancy from Strathclyde University and is a member of the Chartered Accountants of Scotland.

Umesh Mishra. Please see “Our Directors” above for biographical information about Dr. Mishra.

Primit Parikh has served as our Chief Operating Officer since February 2020. Dr. Parikh is a co-founder of Transphorm Technology and has served as Transphorm Technology's Chief Operating Officer since 2007, as well as a member of the board of directors of Transphorm Japan, Inc. since 2014. With over 20 years of semiconductor and entrepreneurial experience, his background includes experience with capital raises, international markets and strategic partnerships, products and manufacturing, intellectual property, GaN and semiconductor technology, and government contracting. Dr. Parikh co-leads overall strategy for us and is an executive champion for key customer and partner relationships. Prior to Transphorm Technology, Dr. Parikh led GaN electronics at Nitres Inc. until its acquisition in 2000 by Cree, where he was responsible for RF GaN electronics, as well as cross functional programs in LED technology. Dr. Parikh has co-authored more than 75 publications and holds more than 40 patents. He holds a B.Tech. in Electrical Engineering from IIT, Mumbai and a Ph.D. in Electrical and Computer Engineering from the University of California, Santa Barbara.

Family Relationships

There are no family relationships among any of our executive officers or directors.

Code of Business Conduct and Ethics

Our board of directors has adopted a code of business conduct and ethics that applies to all of our employees, officers and directors, including our Chief Executive Officer, Chief Financial Officer, and other executive and senior financial officers. The full text of our code of business conduct and ethics is available on our website at www.transphormusa.com. We intend to disclose any amendments to our code of business conduct and ethics, or waivers of its requirements, on our website or in filings under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Audit Committee

We have a standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. Directors Julian Humphreys, Katharina McFarland, Cynthia Moreland and Kelly Smales (chair) serve on the audit committee. Our board of directors has determined that each member of the audit committee meets the requirements for independence of audit committee members under the rules and regulations of the SEC and the Nasdaq Listing Rules, and also meets the financial literacy requirements of the Nasdaq Listing Rules. In addition, our board of directors has determined that Ms. Smales is an "audit committee financial expert" within the meaning of Item 407(d) of Regulation S-K under the Securities Act of 1933, as amended.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires that our executive officers and directors, and persons who own more than 10% of our common stock, file reports of ownership and changes of ownership with the SEC. Such directors, executive officers and 10% stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file. Based on our review of forms we received, or written representations from reporting persons stating that they were not required to file these forms, we believe that, during the year ended March 31, 2022, all Section 16(a) filing requirements were satisfied on a timely basis, except Primit Parikh filed a late Form 4 on June 10, 2022 to report the exercise of a stock option that occurred on February 28, 2022.

Item 11. Executive Compensation.

Non-Employee Director Compensation

We have not established a policy to provide compensation to our non-employee directors for their services in such capacity. Directors who are employed by us are not compensated for their service on our board of directors.

The following table sets forth information regarding the total compensation awarded to, earned by or paid to each of our non-employee directors during the year ended March 31, 2022.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)(1)(2)(5)	Option Awards (\$)(3)(4)(5)	Total (\$)
Julian Humphreys	—	—	—	—
Katharina McFarland	—	—	—	—
Cynthia Moreland	—	132,000	99,500	231,500
Kelly Smales	—	131,250	106,700	237,950
Eiji Yatagawa	—	—	—	—

(1) The dollar amounts in this column reflect the grant date fair value of restricted stock unit (“RSU”) awards granted during the year ended March 31, 2022. These amounts have been calculated in accordance with FASB Accounting Standards Codification Topic 718. The grant date fair value of each RSU award was determined by multiplying the number of shares subject to the award by the weighted average price of our common stock on the date of the grant.

(2) On October 20, 2021, we granted to Ms. Moreland an award of 30,000 RSUs. One-fourth of the RSUs awarded to Ms. Moreland will vest on October 20, 2022, and the remaining shares will vest in equal quarterly installments over the following three years, subject to continued service as of each such vesting date. On July 1, 2021, we granted to Ms. Smales an award of 35,000 RSUs. One-fourth of the RSUs awarded to Ms. Smales will vest on July 1, 2022, and the remaining shares will vest in equal quarterly installments over the following three years, subject to continued service as of each such vesting date.

(3) The dollar amounts in this column reflect the grant date fair value of stock option awards granted during the year ended March 31, 2022. These amounts have been calculated in accordance with FASB Accounting Standards Codification Topic 718. For a discussion of valuation assumptions, see the stock-based compensation note to our audited financial statements included in this Report.

(4) On October 20, 2021, we granted to Ms. Moreland a stock option to purchase 50,000 shares of our common stock. One-fourth of the shares subject to Ms. Moreland’s stock option will vest on October 20, 2022, and the remaining shares will vest in equal quarterly installments over the following three years, subject to continued service as of each such vesting date. On July 1, 2021, we granted to Ms. Smales a stock option to purchase 55,000 shares of our common stock. One-fourth of the shares subject to Ms. Smales’ stock option will vest on July 1, 2022, and the remaining shares will vest in equal quarterly installments over the following three years, subject to continued service as of each such vesting date.

(5) The following table presents the aggregate number of shares underlying unvested stock awards and outstanding stock options held by each of our non-employee directors as of March 31, 2022.

Name	Aggregate Number of Shares Underlying Unvested Stock Awards	Aggregate Number of Shares Underlying Outstanding Options
Dr. Humphreys	24,063	37,813
Ms. McFarland	26,250	41,250
Ms. Moreland	30,000	50,000
Ms. Smales	35,000	55,000
Mr. Yatagawa	—	—

Executive Compensation

As an “emerging growth company” as defined in the JOBS Act and a smaller reporting company we are not required to include a Compensation Discussion and Analysis section and have elected to comply with the scaled disclosure requirements applicable to emerging growth companies and smaller reporting companies.

Summary Compensation Table

The following table presents information regarding the total compensation of our named executive officers, who consist of our principal executive officer and the next two most highly compensated individuals who were serving as our executive officers as of March 31, 2022, for the year ended March 31, 2022, the three-month transition period ended March 31, 2021 (“2021TP”) and the year ended December 31, 2020.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)(1)	Option Awards (\$)(1)	All Other Compensation (\$)(2)	Total
Mario Rivas <i>Chief Executive Officer</i>	2022	364,162	—	223,720	139,440	49,800	777,122
	2021TP	87,500	—	—	—	11,850	99,350
	2020	363,438	—	327,480	—	47,400	738,318
Cameron McAulay <i>Chief Financial Officer</i>	2022	275,669	—	175,780	109,560	—	561,009
	2021TP	63,462	—	—	—	—	63,462
	2020	258,654	—	298,560	—	—	557,214
Primit Parikh <i>Chief Operating Officer & Co-Founder</i>	2022	300,693	—	559,300	348,600	—	1,208,593
	2021TP	75,000	—	—	—	—	75,000
	2020	284,764	—	498,240	—	—	783,004

(1) The amounts reported represent the aggregate grant-date fair value of the RSUs and/or stock options awarded to the named executive officer, calculated in accordance with ASC Topic 718. Such grant-date fair value does not take into account any estimated forfeitures related to service-based vesting conditions. For a discussion of valuation assumptions, see the stock-based compensation note to our audited financial statements included in this Report.

(2) Represents lease payments for the rental of a house for Mr. Rivas near our headquarters.

Employment and Change in Control Agreements

We generally enter into offer letters of employment before an executive joins the company. This offer letter describes the basic terms of the executive’s employment, including the executive’s start date, starting salary and initial equity awards. None of the offer letters with our executive officers contains any change in control or severance benefits.

Outstanding Equity Awards at Fiscal 2022 Year-End

The following tables present, for each of our named executive officers, information regarding outstanding stock options and other equity awards held as of March 31, 2022.

Name	Grant Date (1)	Option Awards		Option Exercise Price (\$)	Option Expiration Date (2)
		Number of Securities Underlying Unexercised Options			
		Exercisable	Unexercisable		
Mr. Rivas	12/15/2021 (4)	—	42,000	7.99	12/15/2031
	11/30/2016 (3)	66,313	—	4.34	11/29/2026
	11/30/2016 (3)	292,192	—	4.34	11/29/2026
Mr. McAulay	12/15/2021 (4)	—	33,000	7.99	12/15/2031
	11/30/2016 (3)	62,168	—	4.34	11/29/2026
	11/30/2016 (3)	67,722	—	4.34	11/29/2026
Dr. Parikh	12/15/2021 (4)	—	105,000	7.99	12/15/2031
	06/06/2019 (3)	6,870	—	3.14	06/05/2029
	11/30/2016 (3)	81,891	—	4.34	11/29/2026
	11/30/2016 (3)	207,228	—	4.34	11/29/2026

(1) Unless otherwise noted, each outstanding option was granted pursuant to the Transphorm Technology 2015 Equity Incentive Plan.

(2) The expiration date shown is the normal expiration date and the latest date that options may be exercised. Options may terminate earlier in certain circumstances, such as in connection with a termination of employment or change in control.

(3) This option is fully vested and exercisable.

(4) This option was granted pursuant to our 2020 Equity Incentive Plan. One-third of the shares subject to this option will vest on November 15, 2022 and 1/36th of the shares subject to this option will vest each month thereafter, subject to the executive's continued service through each applicable vesting date.

Name	Grant Date (1)	Stock Awards	
		Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (#)(4)
Mr. Rivas	12/15/2021 (2)	28,000	197,960
	8/27/2020 (3)	62,084	438,934
Mr. McAulay	12/15/2021 (2)	22,000	155,540
	8/27/2020 (3)	49,763	351,824
Dr. Parikh	12/15/2021 (2)	14,000	98,980
	8/27/2020 (3)	83,045	587,128

(1) Each outstanding award of restricted stock units was granted pursuant to our 2020 Equity Incentive Plan.

(2) Consists of unvested restricted stock units, one-third of which are scheduled to vest on each of November 15, 2022, November 15, 2023 and November 15, 2024, in each case subject to continued service with us through the applicable vesting date.

(3) Consists of unvested restricted stock units, which are scheduled to vest as follows: one-half on each of January 1, 2023 and July 1, 2023, in each case subject to continued service with us through the applicable vesting date.

(4) Values reported were determined by multiplying the number of unvested restricted stock units by \$7.07, the closing price of our common stock on the Nasdaq Capital Market on March 31, 2022.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Equity Compensation Plan Information

The following table provides information as of March 31, 2022 about our equity compensation plans under which shares of our common stock are authorized for issuance.

Plan category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted average exercise price of outstanding options, warrants and rights(1)	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders(2)	3,833,783	\$ 4.67	2,874,060 (3)
Equity compensation plans not approved by security holders	—	—	—
Total	3,833,783	\$ 4.67	2,874,060

(1) Restricted stock units, which do not have an exercise price, are excluded from the calculation of weighted-average exercise price.

(2) Equity compensation plans approved by our stockholders include our 2020 Equity Incentive Plan (the “2020 Plan”), the Transphorm Technology, Inc. 2015 Equity Incentive Plan (the “2015 Plan”) and the Transphorm Technology, Inc. 2007 Stock Plan (the “2007 Plan”).

(3) This number represents shares of common stock reserved for future issuance under the 2020 Plan as of March 31, 2022. Subject to the adjustment provisions of the 2020 Plan, and the automatic increase described below, the maximum aggregate number of shares of our common stock that may be issued under the 2020 Plan is (i) 2,588,077 shares, plus (ii) any shares of our common stock subject to issued and outstanding awards under the 2007 Plan or 2015 Plan that were assumed by us and that, on or after February 12, 2020, expire or otherwise terminate without having been exercised or issued in full, are tendered to or withheld by us for payment of an exercise price or for tax withholding obligations, or are forfeited to or repurchased by us due to failure to vest, with the maximum number of shares to be added to the 2020 Plan pursuant to this clause (ii) equal to 2,461,923 shares. The number of shares of common stock available for issuance under the 2020 Plan will automatically increase on the first day of each fiscal year beginning with our 2022 fiscal year and ending on (and including) our 2030 fiscal year, in an amount equal to the least of (i) 5,000,000 shares, (ii) five percent (5%) of the outstanding shares of our common stock on the last day of the immediately preceding fiscal year, or (iii) such other amount as the administrator of the 2020 Plan may determine.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth information with respect to the beneficial ownership of our common stock as of June 3, 2022, for:

- each person (or group of affiliated persons) who is known by us to beneficially own more than 5% of our common stock;
- each of our named executive officers;
- each of our directors; and
- all of our directors and current executive officers as a group.

We have determined beneficial ownership in accordance with SEC rules.

Percentage of beneficial ownership is based on 56,588,042 shares of our common stock outstanding as of June 3, 2022. In computing the number of shares beneficially owned by a person or entity and the percentage ownership of that person or entity, we deemed to be outstanding all shares of our common stock as to which such person or entity has the right to acquire within 60 days of June 3, 2022, through the exercise of any option or other right. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person or entity. Except as indicated in the footnotes below, and subject to applicable community property laws, we believe, based on the information furnished to us, the persons and entities named in the table below have sole voting and investment power with respect to all shares shown as beneficially owned by them. Unless otherwise noted below, the address of each beneficial owner named below is c/o Transphorm, Inc., 75 Castilian Drive, Goleta, CA 93117.

Name of Beneficial Owner	Shares Beneficially Owned (#)	Percentage Beneficially Owned (%)
5% Stockholders:		
KKR Phorm Investors L.P. (1)	22,988,480	40.40 %
Entities affiliated with AIGH Investment Partners, LP (2)	5,238,428	9.11 %
SAS Capital Co., Ltd. (3)	4,834,000	8.42 %
Nexperia B.V. (4)	4,000,000	7.07 %
Yaskawa Electric Corporation (5)	3,770,000	6.59 %
Ameriprise Financial, Inc. (6)	3,501,622	6.19 %
Named Executive Officers and Directors:		
Mario Rivas (7)	390,198	*
Cameron McAulay (8)	147,551	*
Primit Parikh (9)	389,434	*
Julian Humphreys (10)	39,374	*
Katharina McFarland (11)	28,124	*
Umesh Mishra (12)	517,846	*
Cynthia (Cindi) Moreland	—	*
Kelly Smales (13)	22,500	*
Eiji Yatagawa (14)	—	*
All directors and current executive officers as a group (9 persons) (15)	1,535,027	2.65 %

* Represents less than 1% of the total.

(1) The number of shares beneficially owned consists of (i) 22,675,980 shares of common stock held by KKR Phorm Investors, L.P. (“Phorm”) and (ii) 312,501 shares of common stock issuable upon exercise of outstanding warrants held by Phorm. KKR Phorm Investors GP LLC, as the general partner of Phorm; KKR Group Partnership L.P., as the sole member of KKR Phorm Investors GP LLC; KKR Group Holdings Corp., as the general partner of KKR Group Partnership L.P.; KKR Group Co. Inc., as the sole shareholder of KKR Group Holdings Corp.; KKR & Co. Inc., as the sole shareholder of KKR Group Co. Inc.; KKR Management LLP, as the Series I preferred stockholder of KKR & Co. Inc.; and Messrs. Henry R. Kravis and George R. Roberts, as founding partners of KKR Management LLP, may be deemed to be the beneficial owners with respect to the shares directly owned by Phorm. Eiji Yatagawa is a member of our board of directors and serves as an executive of Kohlberg Kravis Roberts & Co. L.P. and/or one or more of its affiliates. The principal business address of each of the entities and persons identified in this footnote, except Mr. Roberts, is c/o Kohlberg Kravis Roberts & Co. L.P., 30 Hudson Yards, New York, NY 10001. The principal business address of Mr. Roberts is c/o Kohlberg Kravis Roberts & Co. L.P., 2800 Sand Hill Road, Suite 200, Menlo Park, CA 94025.

(2) The number of shares beneficially owned consists of (i) 2,857,140 shares of common stock held by AIGH Investment Partners, LP (“AIGH LP”), (ii) 614,072 shares of common stock issuable upon exercise of outstanding warrants held by AIGH LP, (iii) 661,190 shares of common stock held by WVP Emerging Manager Onshore Fund, LLC – AIGH Series (“AIGH Series”), (iv) 133,955 shares of common stock issuable upon exercise of outstanding warrants held by AIGH Series, (v) 234,472 shares of common stock held by WVP Emerging Manager Onshore Fund, LLC – Optimized Equity Series (“OE Series”), (vi) 48,849 shares of common stock issuable upon exercise of outstanding warrants held by OE Series, (vii) 570,000 shares of common stock held by AIGH Investment Partners, LLC (“AIGH LLC”), and (viii) 118,750 shares of common stock issuable upon exercise of outstanding warrants held by AIGH LLC. Mr. Orin Hirschman is the managing member of AIGH Capital Management, LLC, a Maryland limited liability company, which is an advisor with respect to the securities held by AIGH LP and a sub-advisor with respect to the securities held by AIGH Series and OE Series, and has voting and investment control over the securities held by AIGH LP, AIGH Series, OE Series and AIGH LLC. The principal business address of Mr. Hirschman and each of the entities identified in this footnote is 6006 Berkeley Avenue, Baltimore, MD 21209.

(3) The number of shares beneficially owned consists of (i) 4,000,000 shares of common stock held by SAS Capital Co., Ltd. (“SAS”) and (ii) 834,000 shares of common stock issuable upon exercise of outstanding warrants held by SAS. Ms. Doris Hsu has voting and investment control over the securities held by SAS. The principal business address of SAS and Ms. Hsu is 2 F., No. 1, Sec. 2, Ligong 1st Rd., Wujie Township, Yilan County 26841, Taiwan (R.O.C.).

(4) The number of shares beneficially owned consists of 4,000,000 shares of common stock held by Nexperia B.V. (“Nexperia”). Wingtech Technology Co. Ltd. owns 80% of the equity of Nexperia and may be deemed to be the beneficial owner having voting and dispositive power with respect to these shares. The principal business address of Wingtech Technology Co. Ltd. 4F-6F, Building 4 of Juxin Yuan, No. 188, Pingfu Road, Xuhui District, Shanghai, China. The principal business address of Nexperia is Jonkerbosplein 52, 6534 AB Nijmegen, The Netherlands.

(5) The number of shares beneficially owned consists of (i) 3,120,000 shares of common stock held by Yaskawa Electric Corporation (“Yaskawa”) and (ii) 650,000 shares of common stock issuable upon exercise of outstanding warrants held by Yaskawa. The principal business address of Yaskawa is 2-1 Kurosakishiroishi, Yahatanishi-ku, Kitakyushu 806-0004, Japan.

(6) According to information reported by Ameriprise Financial, Inc. (“AFI”) on a Schedule 13G/A filed on February 14, 2022, Columbia Seligman Technology and Information Fund (the “Fund”) owns 3,000,000 shares of common stock and AFI and Columbia Management Investment Advisers, LLC (“CMIA”) may be deemed to beneficially own 3,501,622 shares of common stock, which consists of (i) 3,478,429 shares as to which they have shared voting power and (ii) 3,501,622 shares as to which they have shared dispositive power. CMIA and AFI do not directly own any shares of our common stock. As the investment adviser to the Fund and various other unregistered and registered investment companies and other managed accounts, CMIA may be deemed to beneficially own these shares. As the parent holding company of CMIA, AMI may be deemed to beneficially own these shares. Each of CMIA and AFI disclaims beneficial ownership of these shares. The principal business address of CMIA and Columbia Seligman Technology and Information Fund is 225 Franklin Street, Boston, MA 02110. The principal business address of AFI is 145 Ameriprise Financial Center, Minneapolis, MN 55474.

- (7) The number of shares beneficially owned consists of (i) 31,693 shares of common stock held by Mr. Rivas and (ii) 358,505 shares of common stock issuable pursuant to stock options that are exercisable within 60 days of June 3, 2022.
- (8) The number of shares beneficially owned consists of (i) 17,661 shares of common stock held by Mr. McAulay and (ii) 129,890 shares of common stock issuable pursuant to stock options that are exercisable within 60 days of June 3, 2022.
- (9) The number of shares beneficially owned consists of (i) 93,445 shares of common stock held by Dr. Parikh and (ii) 295,989 shares of common stock issuable pursuant to stock options that are exercisable within 60 days of June 3, 2022.
- (10) The number of shares beneficially owned consists of (i) 13,125 shares of common stock held by Dr. Humphreys, (ii) 24,062 shares of common stock issuable pursuant to stock options that are exercisable within 60 days of June 3, 2022, and (iii) 2,187 shares of common stock issuable upon the vesting of restricted stock units within 60 days of June 3, 2022.
- (11) The number of shares beneficially owned consists of (i) 10,937 shares of common stock held by Ms. McFarland and (ii) 17,187 shares of common stock issuable pursuant to stock options that are exercisable within 60 days of June 3, 2022.
- (12) The number of shares beneficially owned consists of (i) 111,440 shares of common stock held by Dr. Mishra and (ii) 406,406 shares of common stock issuable pursuant to stock options that are exercisable within 60 days of June 3, 2022.
- (13) The number of shares beneficially owned consists of (i) 13,750 shares of common stock issuable pursuant to stock options that are exercisable within 60 days of June 3, 2022 and (ii) 8,750 shares of common stock issuable upon the vesting of restricted stock units within 60 days of June 3, 2022.
- (14) Mr. Yatagawa is a member of our board of directors and serves as an executive of Kohlberg Kravis Roberts & Co. L.P. and/or one or more of its affiliates. Mr. Yatagawa disclaims beneficial ownership of the shares held by KKR Phorm Investors L.P. The principal business address of Mr. Yatagawa is c/o Kohlberg Kravis Roberts & Co. L.P., 30 Hudson Yards, New York, NY 10001.
- (15) Includes (i) 1,245,789 shares of common stock issuable pursuant to stock options that are exercisable within 60 days of June 3, 2022 and (ii) 10,937 shares of common stock issuable upon vesting of restricted stock units within 60 days of June 3, 2022.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

The following is a description of transactions since April 1, 2020 and each currently proposed transaction in which:

- we have been or are to be a participant;
- the amount involved exceeded or will exceed the lesser of \$120,000 or one percent of the average of our total assets at year-end for our last two completed fiscal years; and
- any of our directors, executive officers or beneficial owners of more than 5% of our capital stock, or any immediate family member of, or person sharing the household with, any of these individuals or entities, had or will have a direct or indirect material interest, other than compensation and other arrangements that are described in the section titled "Executive Compensation."

Private Placements

In December 2020, Columbia Seligman Communications and Information Fund (“Columbia”) purchased 3,000,000 shares of common stock from us in a private placement, for an aggregate purchase price of \$9,000,000.

In August 2021, SAS Capital Co., Ltd. purchased 1,000,000 shares of common stock from us in a private placement for an aggregate purchase price of \$5.0 million and received a warrant to purchase 209,000 shares of common stock at an exercise price of \$6.00 per share.

In November 2021, Phorm purchased 1,000,000 shares of common stock from us in a private placement for an aggregate purchase price of \$5.0 million and received a warrant to purchase 208,333 shares of common stock at an exercise price of \$6.00 per share.

In November 2021, SAS Capital Co., Ltd. purchased 2,000,000 shares of common stock from us in a private placement for an aggregate purchase price of \$10.0 million and received a warrant to purchase 416,667 shares of common stock at an exercise price of \$6.00 per share.

In November 2021, entities affiliated with AIGH Investment Partners, LP purchased an aggregate of 2,930,000 shares of common stock from us in a private placement for an aggregate purchase price of \$14.7 million and received warrants to purchase an aggregate of 610,417 shares of common stock at an exercise price of \$6.00 per share.

In June 2022, Phorm purchased 500,000 shares of common stock from us in a private placement for an aggregate purchase price of \$2.5 million and received a warrant to purchase 104,167 shares of common stock at an exercise price of \$6.00 per share.

In June 2022, SAS Capital Co., Ltd. purchased 1,000,000 shares of common stock from us in a private placement for an aggregate purchase price of \$5.0 million and received a warrant to purchase 208,333 shares of common stock at an exercise price of \$6.00 per share.

In June 2022, entities affiliated with AIGH Investment Partners, LP purchased an aggregate of 1,464,999 shares of common stock from us in a private placement for an aggregate purchase price of \$7.3 million and received warrants to purchase an aggregate of 305,209 shares of common stock at an exercise price of \$6.00 per share.

Indemnification Agreement

We are party to an indemnification agreement with KKR Phorm Investors L.P. (“Phorm”), pursuant to which we will indemnify Phorm and its affiliates (including their respective directors, officers, managers, controlling persons and employees) and the members of our board of directors designated by Phorm (each, a “Phorm Designee”) against liabilities arising in connection with, among other things, (i) Phorm’s acquisition and ownership of our common stock and involvement in the merger of Peninsula Acquisition Sub, Inc. with and into Transphorm Technology, (ii) Phorm and its affiliates’ provision of financial advisory, investment banking, syndication, monitoring and management consulting services to us and/or our subsidiaries (including in connection with any future offer or sale of securities of us or any of our subsidiaries), and (iii) any Phorm Designee’s service on our board of directors or the board of directors of any of our subsidiaries.

Stockholders Agreement

We are party to a stockholders agreement with Phorm (the “Phorm Stockholders Agreement”), pursuant to which we are required to take all necessary action for individuals designated by Phorm to be included in the slate of nominees recommended by the board of directors for election by our stockholders. Under the Phorm Stockholders Agreement, Phorm has the right to nominate (i) a majority of the board so long as it beneficially owns at least 40% of our then-outstanding shares of common stock, (ii) 33% of the directors (rounded up to the nearest whole number) so long as it beneficially owns at least 20% but less than 40% of our then-outstanding shares of common stock, and

(iii) 10% of the directors (rounded up to the nearest whole number) so long as it beneficially owns at least 10% but less than 20% of our then-outstanding shares of common stock. The Phorm Stockholders Agreement also provides that so long as Phorm beneficially owns 20% or more of our then-outstanding shares of common stock, we will agree to take all necessary action to cause a Phorm Designee to serve as chair of the board of directors. The Phorm Stockholders Agreement also provides that Phorm may nominate at least one member of each committee that may be established by the board of directors. Phorm may assign these and other governance rights to certain transferees.

Registration Rights Agreement

In December 2020, we entered into a registration rights agreement with the investors that purchased our common stock in a private placement, including Columbia. Pursuant to the registration rights agreement, we filed a registration statement with the SEC covering the resale of shares of our common stock held by such investors, which was declared effective by the SEC in January 2021. We must use commercially reasonable efforts to keep such registration statement effective for up to three years from the date it was declared effective by the SEC. Subject to customary exceptions, if we fail to maintain the effectiveness of the registration statement or if trading of our common stock is suspended or halted for more than three full, consecutive trading days, we agreed to make payments to each holder of registrable shares, as liquidated damages, a cash sum calculated at a rate equal to 12% per annum of the total value of registrable shares held or purchased by such holder and affected during the period, based on the monetary values assigned in the registration rights agreement, provided that the maximum amount of liquidated damages paid by us will not exceed the aggregate value of such holder's shares (with such value based on the monetary values assigned in the registration rights agreement) that are affected by our failure to maintain the effectiveness of the registration statement or by the suspension of trading of our common stock.

In November 2021, we entered into a registration rights agreement with the investors that purchased our common stock in a private placement, including Phorm, SAS Capital Co., Ltd. and entities affiliated with AIGH Investment Partners, LP. Pursuant to the registration rights agreement, we are required to file a registration statement with the SEC covering the resale of registrable shares held by such investors and use commercially reasonable efforts to keep such registration statement effective for up to three years from the date it is declared effective by the SEC. Subject to customary exceptions, if we fail to maintain the effectiveness of the registration statement or if trading of our common stock is suspended or halted for more than three full, consecutive trading days, we agreed to make payments to each holder of registrable shares, as liquidated damages, a cash sum calculated at a rate equal to 12% per annum of the total value of registrable shares held or purchased by such holder and affected during the period, based on the monetary values assigned in the registration rights agreement, provided that the maximum amount of liquidated damages paid by us will not exceed 5% of the aggregate value of such holder's registrable shares (with such value based on the monetary values assigned in the registration rights agreement) that are affected by our failure to maintain the effectiveness of the registration statement or by the suspension of trading of our common stock.

Relationship with Nexperia

The description set forth in Item 1 of this Report under "Business—Nexperia Cooperation Agreement" is incorporated herein by reference.

Relationship with Yaskawa

In December 2020, we entered into a cooperation and development agreement with Yaskawa, pursuant to which Yaskawa agreed to provide \$4.0 million over three years to fund our development activities related to industrial power conversion applications, with an initial focus on servo motor drive applications.

In October 2021, Yaskawa converted the outstanding principal amount (plus accrued but unpaid interest) under a convertible promissory note, which as of the conversion date totaled \$15.6 million, into an aggregate of 3,120,000 shares of common stock. In connection with Yaskawa's agreement to convert the promissory note, we issued to Yaskawa a warrant to purchase 650,000 shares of common stock at an exercise price of \$6.00 per share.

Director Independence

Our board of directors has determined that Julian Humphreys, Katharina McFarland, Cynthia (Cindi) Moreland and Kelly Smales are independent directors under the Nasdaq Listing Rules. The Nasdaq independence definition includes a series of objective tests, such as that the director is not, and has not been for at least three years, one of our employees and that neither the director nor any of the director's family members has engaged in various types of business dealings with us. In addition, our board of directors has made a subjective determination as to each independent director that no relationships exist, which, in the opinion of our board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, our board of directors reviewed and discussed information provided by the directors with regard to each director's business and personal activities and relationships as they may relate to us and our management. In considering the independence of the directors listed above, our board of directors considered the relationship of our directors with the holders of more than 5% of our common stock.

Item 14. Principal Accountant Fees and Services.

In accordance with its charter, the audit committee approves in advance all audit and permissible non-audit services that will be provided by Marcum LLP, our independent registered public accounting firm.

The following table presents fees billed for professional audit services and other services rendered by Marcum LLP with respect to the year ended March 31, 2022, the three month transition period ended March 31, 2021 and the year ended December 31, 2020.

	Year Ended March 31, 2022	Three Month Transition Period Ended March 31, 2021	Year Ended December 31, 2020
Audit fees (1)	\$ 429,108	\$ 248,000	\$ 459,380
Audit-related fees	—	—	—
Tax Fees	—	—	—
All other fees	—	—	—
Total	\$ 429,108	\$ 248,000	\$ 459,380

(1) Audit fees consist of fees for professional services provided in connection with the audit of our annual consolidated financial statements and the review of our quarterly consolidated financial statements and audit services provided in connection with other statutory and regulatory filings.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

(a) The following documents are filed as part of, or incorporated by reference into, this Annual Report on Form 10-K:

1. Financial Statements: See Item 8 of this Annual Report on Form 10-K.

2. Financial Statement Schedules: All schedules are omitted because they are not required, are not applicable or the information is included in the consolidated financial statements or notes thereto.

(b) The following exhibits are filed as part of, or incorporated by reference into, this Annual Report on Form 10-K:

Exhibit Number	Exhibit Description	Filed with this Report	Incorporated by Reference			
			Form	Exhibit No.	Filing Date	SEC File No.
2.1†	Agreement and Plan of Merger and Reorganization, dated February 12, 2020, by and among the Registrant, Peninsula Acquisition Sub, Inc. and Transphorm Technology		8-K	2.1	February 14, 2020	000-55832
3.1	Certificate of Merger relating to the merger of Peninsula Acquisition Sub, Inc. with and into Transphorm Technology, filed with the Secretary of State of Delaware on February 12, 2020		8-K	3.1	February 14, 2020	000-55832
3.2	Certificate of Amendment to Certificate of Incorporation, filed with the Secretary of State of Delaware on February 12, 2020		8-K	3.2	February 14, 2020	000-55832
3.3	Amended and Restated Certificate of Incorporation of the Registrant		10-Q	3.1	August 11, 2020	000-55832
3.4	Amended and Restated Bylaws of the Registrant		8-K	3.1	June 3, 2020	000-55832
4.1	Specimen common stock certificate of the Registrant		10-K	4.4	March 11, 2021	000-55832
4.2	Description of Registrant's securities		10-K	4.5	March 11, 2021	000-55832
4.3	Stockholders Agreement, dated February 12, 2020, by and between the Registrant and KKR Phorm Investors L.P.		8-K	4.2	February 14, 2020	000-55832
4.4.1*	Form of Registration Rights Agreement, effective as of February 12, 2020		8-K	4.1	February 14, 2020	000-55832
4.4.2	Amendment to Registration Rights Agreement		10-Q	4.1.1	May 14, 2020	000-55832
4.5*	Registration Rights Agreement, dated December 23, 2020, by and between the Registrant and the signatories thereto		8-K	4.1	December 30, 2020	000-55832
4.6	Form of Registration Rights Agreement, dated November 5, 2021		8-K	10.2	November 9, 2021	000-55832
4.7	Form of Registration Rights Agreement, dated December 7, 2021		8-K	10.2	December 10, 2021	000-55832
4.8.1*	Warrant to Purchase Shares of Series Preferred Stock, dated November 3, 2010, by and between Transphorm Technology and Leader Equity, LLC ("Leader Warrant")		8-K	10.21.1	February 14, 2020	000-55832
4.8.2	Letter Amendment to Leader Warrant, dated May 21, 2015, by and between Transphorm Technology and Leader Ventures, LLC		8-K	10.21.2	February 14, 2020	000-55832
4.8.3	Amendment to Leader Warrant, dated February 4, 2020, by and between Transphorm Technology and Leader Ventures, LLC		8-K	10.21.3	February 14, 2020	000-55832

4.9.1	Plain English Warrant Agreement, dated November 3, 2010, by and between Transphorm Technology and TriplePoint Capital, LLC ("First TriplePoint Warrant")	8-K	10.22.1	February 14, 2020	000-55832
4.9.2	Plain English Warrant Agreement, dated December 2, 2010, by and between Transphorm Technology and TriplePoint Capital, LLC ("Second TriplePoint Warrant")	8-K	10.22.2	February 14, 2020	000-55832
4.9.3	Letter Amendment to First TriplePoint Warrant and Second TriplePoint Warrant, dated May 20, 2015, by and between Transphorm Technology and TriplePoint Capital LLC	8-K	10.22.3	February 14, 2020	000-55832
4.9.4	Amendment to First TriplePoint Warrant, dated February 10, 2020, by and between Transphorm Technology and TriplePoint Capital LLC	8-K	10.22.4	February 14, 2020	000-55832
4.9.5	Amendment to Second TriplePoint Warrant, dated February 10, 2020, by and between Transphorm Technology and TriplePoint Capital LLC	8-K	10.22.5	February 14, 2020	000-55832
4.10	Form of Placement Agent Warrant, dated December 23, 2020	8-K	10.2	December 30, 2020	000-55832
4.11	Warrant to Purchase Shares of Common Stock of the Registrant, dated August 13, 2021, issued to SAS Capital Co., Ltd.	10-Q	4.1	November 15, 2021	000-55832
4.12	Warrant to Purchase Shares of Common Stock of Transphorm, Inc., dated October 4, 2021, issued to Yaskawa Electric Corporation	8-K	10.2	October 7, 2021	000-55832
4.13	Form of Warrant to Purchase Shares of Common Stock, issued November 5, 2021, November 9, 2021 and June 2, 2022	8-K	4.1	November 9, 2021	000-55832
4.14	Form of Warrant to Purchase Shares of Common Stock, issued December 7, 2021 and December 10, 2021	8-K	4.1	December 10, 2021	000-55832
4.15	Form of Warrant to Purchase Shares of Common Stock, issued February 10, 2022	X			
10.1.1#	2007 Stock Plan	8-K	10.3.1	February 14, 2020	000-55832
10.1.2#	Form of Stock Option Agreement under 2007 Stock Plan	8-K	10.3.2	February 14, 2020	000-55832
10.2.1#	2015 Equity Incentive Plan	8-K	10.4.1	February 14, 2020	000-55832
10.2.2#	Form of Stock Option Agreement under 2015 Equity Incentive Plan	8-K	10.4.2	February 14, 2020	000-55832
10.3.1#	2020 Equity Incentive Plan	10-Q	10.2	February 11, 2022	000-55832
10.3.2#	Form of Stock Option Agreement under 2020 Equity Incentive Plan	10-Q	10.5.2	May 14, 2020	000-55832
10.3.3#	Form of Restricted Stock Unit Agreement under 2020 Equity Incentive Plan	10-Q	10.1	February 11, 2022	000-55832
10.4#	Offer Letter, dated as of October 13, 2015, by and between Transphorm Technology and Mario Rivas	8-K	10.8	February 14, 2020	000-55832
10.5#	Offer Letter, dated as of March 22, 2007, by and between Transphorm Technology and Primit Parikh	8-K	10.9	February 14, 2020	000-55832
10.6#	Offer Letter, dated as of October 14, 2015, by and between Transphorm Technology and Cameron McAulay	8-K	10.10	February 14, 2020	000-55832
10.7	Form of Director and Officer Indemnification Agreement	8-K	10.18	February 14, 2020	000-55832
10.8	Form of Pre-Merger Indemnity Agreement	8-K	10.19	February 14, 2020	000-55832
10.9	Indemnification Agreement, dated February 12, 2020, by and between Registrant and KKR Phorm Investors L.P.	8-K	10.28	February 14, 2020	000-55832
10.10.1†	Award Contract, dated December 13, 2018, by and between Transphorm Technology and Naval Air Warfare Center Aircraft Division	8-K	10.11.1	February 14, 2020	000-55832

10.10.2†	Amendment of Solicitation, dated February 14, 2019, by and between Transphorm Technology and Naval Air Warfare Center Aircraft Division	8-K	10.11.2	February 14, 2020	000-55832
10.10.3†	Amendment of Solicitation, dated June 6, 2019, by and between Transphorm Technology and Naval Air Warfare Center Aircraft Division	8-K	10.11.3	February 14, 2020	000-55832
10.10.4†	Amendment of Solicitation, dated September 12, 2019, by and between Transphorm Technology and Naval Air Warfare Center Aircraft Division	8-K	10.11.4	February 14, 2020	000-55832
10.10.5†	Amendment of Solicitation, dated November 27, 2019, by and between Transphorm Technology and Naval Air Warfare Center Aircraft Division	8-K	10.11.5	February 14, 2020	000-55832
10.11.1†	Supply Agreement, dated April 4, 2018, between Transphorm Technology and Nexperia	8-K	10.13.1	February 14, 2020	000-55832
10.11.2	Amendment No. 1 to Supply Agreement, dated February 7, 2020, between Transphorm Technology and Nexperia	8-K	10.13.2	February 14, 2020	000-55832
10.11.3†	Amended and Restated Supply Agreement, dated May 18, 2021, between the Registrant and Nexperia	10-KT	10.13.3	June 24, 2021	000-55832
10.12.1†	Loan and Security Agreement, dated April 4, 2018, between Transphorm Technology and Nexperia	8-K	10.14.1	February 14, 2020	000-55832
10.12.2†	Amendment No. 1 to Loan and Security Agreement, dated March 21, 2019, between Transphorm Technology and Nexperia	8-K	10.14.2	February 14, 2020	000-55832
10.12.3	Amendment No. 2 to Loan and Security Agreement, dated February 7, 2020, between Transphorm Technology and Nexperia	8-K	10.14.3	February 14, 2020	000-55832
10.12.4	Amendment No. 3 to Loan and Security Agreement, dated April 8, 2020, between Transphorm Technology and Nexperia	10-Q	10.14.4	May 14, 2020	000-55832
10.12.5	Amendment No. 4 to Loan and Security Agreement, dated April 28, 2020, between Transphorm Technology and Nexperia	10-Q	10.14.5	May 14, 2020	000-55832
10.12.6	Amendment No. 5 to Loan and Security Agreement, dated March 1, 2021, between Transphorm Technology and Nexperia	10-KT	10.14.6	June 24, 2021	000-55832
10.12.7	Amendment No. 6 to Loan and Security Agreement, dated May 18, 2021, between the Registrant, Transphorm Technology and Nexperia	10-KT	10.14.7	June 24, 2021	000-55832
10.12.8	Amendment No. 7 to Loan and Security Agreement, dated June 30, 2021, between the Registrant, Transphorm Technology and Nexperia	10-Q	10.1	August 16, 2021	000-55832
10.13.1†	Development and License Agreement, dated April 4, 2018, between Transphorm Technology and Nexperia	8-K	10.15.1	February 14, 2020	000-55832
10.13.2†	Amendment No. 1 to Development and License Agreement, dated March 21, 2019, between Transphorm Technology and Nexperia	8-K	10.15.2	February 14, 2020	000-55832
10.13.3	Amendment No. 2 to Development and License Agreement, dated February 7, 2020, between Transphorm Technology and Nexperia	8-K	10.15.3	February 14, 2020	000-55832
10.13.4	Amended and Restated Development and License Agreement, dated May 18, 2021, between the Registrant, Transphorm Technology and Nexperia	10-KT	10.15.4	June 24, 2021	000-55832
10.14.1†	Intracompany License Agreement, dated Oct. 14, 2019, by and between Transphorm Japan and Transphorm Technology	8-K	10.25	February 14, 2020	000-55832
10.14.2†	Amended and Restated License Agreement, dated May 18, 2021, between the Registrant, Transphorm Japan Epi and Nexperia	10-KT	10.24.2	June 24, 2021	000-55832

10.15†	Strategic Cooperation Agreement, dated May 18, 2021, between the Registrant, Transphorm Technology, Transphorm Japan Epi and Nexperia	10-KT	10.25	June 24, 2021	000-55832
10.16†	Option Agreement, dated May 18, 2021, between the Registrant, Transphorm Technology, Transphorm Japan Epi and Nexperia	10-KT	10.26	June 24, 2021	000-55832
10.17.1	Standard Industrial/Commercial Multi-Tenant Lease, dated June 23, 2010, by and between Transphorm Technology and Castilian LLC, for the premises located at 75 Castilian Drive, Goleta, CA 93117	8-K	10.16.1	February 14, 2020	000-55832
10.17.2	First Amendment to Lease, dated January 22, 2016, by and between Transphorm Technology and Castilian, LLC, for the premises located at 75 Castilian Drive, Goleta, CA 93117	8-K	10.16.2	February 14, 2020	000-55832
10.18.1	Standard Industrial/Commercial Multi-Tenant Lease, dated October 14, 2008, by and between Transphorm Technology and Frieslander Holdings, LLC and Nederlander Holdings, LLC, for the premises located at 111 Castilian Drive, Suite B, Goleta, CA 93117	8-K	10.17.1	February 14, 2020	000-55832
10.18.2	First Amendment to Standard Industrial/Commercial Multi-Tenant Lease, dated March 17, 2009, by and between Transphorm Technology and Frieslander Holdings, LLC and Nederlander Holdings, LLC, for the premises located at 111 Castilian Drive, Suite B, Goleta, CA 93117	8-K	10.17.2	February 14, 2020	000-55832
10.18.3	Second Amendment to Standard Industrial/Commercial Multi-Tenant Lease, dated August 1, 2011, by and between Transphorm Technology and Frieslander Holdings, LLC and Nederlander Holdings, LLC, for the premises located at 115 Castilian Drive, Suite B, Goleta, CA 93117, formerly known as 111 Castilian Drive, Suite B, Goleta, CA 93117	8-K	10.17.3	February 14, 2020	000-55832
10.18.4	Third Amendment to Standard Industrial/Commercial Multi-Tenant Lease, dated November 24, 2015, by and between Transphorm Technology and Frieslander Holdings, LLC and Nederlander Holdings, LLC, for the premises located at 115 Castilian Drive, Suite B, Goleta, CA 93117, formerly known as 111 Castilian Drive, Suite B, Goleta, CA 93117	8-K	10.17.4	February 14, 2020	000-55832
10.19.1†	License Agreement dated September 1, 2007, by and between Transphorm Technology and The Regents of the University of California	8-K	10.24.1	February 14, 2020	000-55832
10.19.2†	Eleventh Amendment to License Agreement dated October 29, 2019, by and between Transphorm Technology and the Regents of the University of California	8-K	10.24.2	February 14, 2020	000-55832
10.20†	Share Purchase Agreement, dated as of July 20, 2021, by and between Transphorm Aizu, Inc. and GaNovation, Pte. Ltd.	10-Q	10.2	November 15, 2021	000-55832
10.21†*	Joint Venture Agreement, dated as of December 20, 2020, by and between the Registrant and JCP Capital Management, LLC Limited	10-Q	10.3	November 15, 2021	000-55832
10.22.1	Form of Securities Purchase Agreement, dated November 5, 2021 and November 9, 2021	8-K	10.1	November 9, 2021	000-55832
10.22.2	Form of First Amendment to Securities Purchase Agreement, dated May 16, 2022	8-K	10.1	May 17, 2022	000-55832
10.23	Form of Securities Purchase Agreement, dated December 7, 2021	8-K	10.1	December 10, 2021	000-55832
10.24.1*	Subordinated Convertible Promissory Note, dated October 4, 2017, by and between Transphorm Technology and Yaskawa	8-K	10.23.1	February 14, 2020	000-55832

10.24.2	Waiver, Consent and Amendment Agreement, dated March 16, 2018, by and between Transphorm Technology and Yaskawa	8-K	10.23.2	February 14, 2020	000-55832
10.24.3	Consent, Guaranty and Amendment Agreement, dated February 10, 2020, by and between Transphorm Technology and Yaskawa	8-K	10.23.3	February 14, 2020	000-55832
10.24.4	Note Amendment and Conversion Agreement, dated October 4, 2021, by and among Transphorm, Inc., Transphorm Technology, Inc. and Yaskawa Electric Corporation	8-K	10.1	October 7, 2021	000-55832
21.1	List of Subsidiaries	S-1	21.1	January 20, 2021	333-252269
23.1	Consent of Marcum LLP, Independent Registered Public Accounting Firm	X			
24.1	Power of Attorney (included on the signature page hereto)	X			
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of Sarbanes-Oxley Act of 2002	X			
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of Sarbanes-Oxley Act of 2002	X			
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X			
101.INS	Inline XBRL Instance Document	X			
101.SCH	Inline XBRL Taxonomy Extension Schema Document	X			
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	X			
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	X			
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	X			
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	X			
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)	X			

‡ Annexes, schedules and/or exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Registrant hereby undertakes to furnish supplementally a copy of any of the omitted schedules and exhibits to the SEC on a confidential basis upon request.

* Annexes, schedules and/or exhibits have been omitted pursuant to Item 601(a)(5) of Regulation S-K. The Registrant hereby undertakes to furnish supplementally a copy of any of the omitted schedules and exhibits to the SEC on a confidential basis upon request.

Indicates management contract or compensatory plan.

† Portions of the exhibit, marked by brackets, have been omitted because the omitted information (i) is not material and (ii) would likely cause competitive harm if publicly disclosed.

Item 16. Form 10-K Summary.

None

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Date: June 29, 2022

Transphorm, Inc.
By: /s/ Mario Rivas
Mario Rivas
Chief Executive Officer

Power of Attorney

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Mario Rivas and Cameron McAulay and each of them, as his true and lawful attorney-in-fact and agent with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming that said attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, the Report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Mario Rivas</u> Mario Rivas	Chief Executive Officer and Chair of the Board (Principal Executive Officer)	June 29, 2022
<u>/s/ Cameron McAulay</u> Cameron McAulay	Chief Financial Officer (Principal Financial and Accounting Officer)	June 29, 2022
<u>/s/ Julian Humphreys</u> Julian Humphreys	Director	June 29, 2022
<u>/s/ Katharina McFarland</u> Katharina McFarland	Director	June 29, 2022
<u>/s/ Umesh Mishra</u> Umesh Mishra	Chief Technology Officer and Director	June 29, 2022
<u>/s/ Cynthia Moreland</u> Cynthia Moreland	Director	June 29, 2022
<u>/s/ Kelly Smales</u> Kelly Smales	Director	June 29, 2022
<u>/s/ Eiji Yatagawa</u> Eiji Yatagawa	Director	June 29, 2022

THIS WARRANT AND THE SECURITIES ISSUABLE UPON THE EXERCISE HEREOF HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR ANY U.S. STATE SECURITIES LAWS. THEY MAY NOT BE SOLD, OFFERED FOR SALE, PLEDGED, HYPOTHECATED OR OTHERWISE TRANSFERRED EXCEPT PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR PURSUANT TO AN AVAILABLE EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND IN EACH CASE ONLY IN ACCORDANCE WITH APPLICABLE STATE SECURITIES LAWS.

WARRANT NO. CS2022-[●]
DATE OF ISSUANCE: February 10, 2022
EXPIRATION DATE: December 10, 2025

NUMBER OF SHARES: [●]
(subject to adjustment hereunder)

WARRANT TO PURCHASE SHARES
OF COMMON STOCK OF
TRANSPHORM, INC.

This Warrant is issued to [●], or its registered assigns (including any successors or assigns, the “**Warrantholder**”), in connection with that certain Finder Agreement, dated as of March 1, 2021, by and among Transphorm, Inc., a Delaware corporation (the “**Company**”), and Compound Semiconductor Electric Ltd.

1. EXERCISE OF WARRANT.

- (a) Number and Exercise Price of Warrant Shares; Expiration Date. Subject to the terms and conditions set forth herein, the Warrantholder is entitled to purchase from the Company up to [●] shares of the Company’s common stock, \$0.0001 par value per share (the “**Common Stock**”) (as adjusted from time to time pursuant to the provisions of this Warrant) (the “**Warrant Shares**”), at a purchase price of \$8.48 per share (the “**Exercise Price**”), on or before 5:00 p.m. New York City time on December 10, 2025 (the “**Expiration Date**”) (subject to earlier termination of this Warrant as set forth herein).
- (b) Method of Exercise. While this Warrant remains outstanding and exercisable in accordance with Section 1(a) above, the Warrantholder may exercise this Warrant in accordance with Section 6 herein, by either:
- (i) wire transfer to the Company or cashier’s check drawn on a United States bank made payable to the order of the Company, or
 - (ii) exercising of the right to credit the Exercise Price against the Fair Market Value (as defined below) of the Warrant Shares on the date of exercise (the “**Net Exercise**”) pursuant to Section 1(e).

Notwithstanding anything herein to the contrary, the Warrantholder shall not be required to physically surrender this Warrant to the Company until the Warrantholder has purchased all of the Warrant Shares available hereunder and the Warrant has been exercised in full, in which case, the Warrantholder shall surrender this Warrant to the Company for cancellation within three trading days of the date the final Notice of Exercise is delivered to the Company. Partial exercises of this Warrant resulting in purchases of a portion of the total number of Warrant Shares available hereunder shall

have the effect of lowering the outstanding number of Warrant Shares purchasable hereunder in an amount equal to the applicable number of Warrant Shares purchased. The Warrantholder and the Company shall maintain records showing the number of Warrant Shares purchased and the date of such purchases.

- (c) Net Exercise. If the Company shall receive written notice from the Warrantholder at the time of exercise of this Warrant that the holder elects to Net Exercise the Warrant, the Company shall deliver to such Warrantholder (without payment by the Warrantholder of any exercise price in cash) that number of Warrant

$$X = \frac{Y(A - B)}{A}$$

Shares computed using the following formula:

Where

- X = The number of Warrant Shares to be issued to the Warrantholder.
Y = The number of Warrant Shares purchasable under this Warrant or, if only a portion of the Warrant is being exercised, the portion of the Warrant being cancelled (at the date of such calculation).
A = The Fair Market Value of one share of Common Stock (at the date of such calculation).
B = The Exercise Price (as adjusted hereunder to the date of such calculations).

The “**Fair Market Value**” of one share of Common Stock as of a particular date shall be determined as follows: (i) if traded on a securities exchange, the value shall be deemed to be the average of the closing prices of the Common Stock on such exchange over the thirty (30) day period ending two business days prior to the date of Net Exercise; (ii) if traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) of the Common Stock over the thirty (30) day period ending two business days prior to the date of Net Exercise; or (iii) if fair market value cannot be calculated as of such date on either of the foregoing bases, the price determined in good faith by the Company’s Board of Directors. For the avoidance of doubt, “**the date of Net Exercise**” shall be the date the Warrantholder’s written notice has been given to the Company pursuant to Section 11 hereof.

- (d) Deemed Exercise. In the event that immediately prior to the close of business on the Expiration Date, the Fair Market Value of one share of Common Stock (as determined in accordance with Section 1(c) above) is greater than the then applicable Exercise Price, this Warrant shall be deemed to be automatically exercised on a Net Exercise issue basis pursuant to Section 1(c) above, and the Company shall deliver the applicable number of Warrant Shares to the Warrantholder pursuant to the provisions of Section 1(c) above and this Section 1(d); provided that if Warrantholder provides prior written notice to the Company that it does not want this Warrant to be exercised pursuant to this Section 1(d), the terms of this Section 1(d) shall not apply and the Warrant shall not be deemed to be automatically exercised.

2. CERTAIN ADJUSTMENTS.

- (a) Adjustment of Number of Warrant Shares and Exercise Price. The number and kind of Warrant Shares purchasable upon exercise of this Warrant and the Exercise Price shall be subject to adjustment from time to time as follows:

- (i) Subdivisions, Combinations and Other Issuances. If the Company shall at any time after the Date of Issuance (as first above written) but prior to the Expiration Date subdivide its shares of capital stock of the same class as the Warrant Shares, by split-up or otherwise, or combine such shares of capital stock, or issue additional shares of capital stock as a dividend with respect to any shares of such capital stock, the number of Warrant Shares issuable on the exercise of this Warrant shall forthwith be proportionately increased in the case of a subdivision or stock dividend, or proportionately decreased in the case of a combination. Appropriate adjustments shall also be made to the Exercise Price payable per share, but the aggregate Exercise Price payable for the total number of Warrant Shares purchasable under this Warrant (as adjusted) shall remain the same. Any adjustment under this Section 2(a)(i) shall become effective at the close of business on the date the subdivision or combination becomes effective, or as of the record date of such dividend, or in the event that no record date is fixed, upon the making of such dividend.
- (ii) Reclassification, Reorganizations and Consolidation. In case of any reclassification, capital reorganization or change in the capital stock of the Company (other than as a result of a subdivision, combination or stock dividend provided for in Section 2(a)(i) above) that occurs after the Date of Issuance, then, as a condition of such reclassification, reorganization or change, lawful provision shall be made, and duly executed documents evidencing the same from the Company or its successor shall be delivered to the Warrantholder, so that the Warrantholder shall thereafter have the right at any time prior to the expiration of this Warrant to purchase, at a total price equal to that payable upon the exercise of this Warrant, the kind and amount of shares of stock and/or other securities or property (including, if applicable, cash) receivable in connection with such reclassification, reorganization or change by a holder of the same number and type of securities as were purchasable as Warrant Shares by the Warrantholder immediately prior to such reclassification, reorganization or change. In any such case appropriate provisions shall be made with respect to the rights and interest of the Warrantholder so that the provisions hereof shall thereafter be applicable with respect to any shares of stock or other securities or property deliverable upon exercise hereof, and appropriate adjustments shall be made to the Exercise Price payable hereunder, provided the aggregate Exercise Price shall remain the same (and, for the avoidance of doubt, this Warrant shall be exclusively exercisable for such shares of stock and/or other securities or property from and after the consummation of such reclassification or other change in the capital stock of the Company).
- (b) Statement of Adjustment. Whenever the Exercise Price or number or type of securities issuable upon exercise of this Warrant is adjusted, as herein provided, the Company shall, at its expense, promptly deliver to the Warrantholder a certificate of an officer of the Company setting forth the nature of such adjustment and showing in reasonable detail the facts upon which such adjustment is based.
3. **NO FRACTIONAL SHARES.** No fractional Warrant Shares or scrip representing fractional shares will be issued upon exercise of this Warrant. In lieu of any fractional shares which would otherwise be issuable, the Company shall pay cash equal to the product of such fraction multiplied by the Fair Market Value of one Warrant Share.
4. **NO STOCKHOLDER RIGHTS.** Until the exercise of this Warrant or any portion of this Warrant, the Warrantholder shall not have, nor exercise, any rights as a stockholder of the Company with respect to the Warrant Shares or this Warrant (including without limitation the right to notification of stockholder meetings or the right to receive any notice or other communication concerning the business and affairs of the Company).

5. **RESERVATION OF STOCK.** The Company covenants that during the period this Warrant is exercisable, the Company will reserve from its authorized and unissued Common Stock a sufficient number of shares of Common Stock (or other securities, if applicable) to provide for the issuance of Warrant Shares (or other securities) upon the exercise of this Warrant.
6. **MECHANICS OF EXERCISE.** This Warrant may be exercised by the holder hereof, in whole or in part, by delivering to the Company (or such other office or agency of the Company as it may designate by notice in writing to the registered Warrantholder at the address of the Warrantholder appearing on the books of the Company) a completed and duly executed copy of the Notice of Exercise in the form attached hereto as Exhibit A by mail or email attachment together with payment in full of the Exercise Price (unless the Warrantholder has elected to Net Exercise) then in effect with respect to the number of Warrant Shares as to which the Warrant is being exercised. This Warrant shall be deemed to have been exercised immediately prior to the close of business on the date of the delivery to the Company of the Notice of Exercise, as provided above, and the person entitled to receive the Warrant Shares issuable upon such exercise shall be treated for all purposes as the holder of such shares of record as of the close of business on such date. Warrant Shares purchased hereunder shall be transmitted by the Company's transfer agent to the holder by crediting the account of the holder's prime broker with The Depository Trust Company through its Deposit or Withdrawal at Custodian system ("**DWAC**") if the Company is then a participant in such system and either (A) there is an effective registration statement permitting the issuance of the Warrant Shares to or resale of the Warrant Shares by the holder or (B) the shares are eligible for resale by the holder without volume or manner-of-sale limitations pursuant to Rule 144, and otherwise by physical delivery to the address specified by the holder in the Notice of Exercise by the end of the day on the date that is three trading days from the delivery to the Company of the Notice of Exercise and payment of the aggregate Exercise Price (unless exercised by means of a cashless exercise pursuant to Section 1(c)). The Warrant Shares shall be deemed to have been issued, and the holder or any other person so designated to be named therein shall be deemed to have become a holder of record of such shares for all purposes, as of the date the Warrant has been exercised, with payment to the Company of the Exercise Price (or by Net Exercise) and all taxes required to be paid by the holder, if any, prior to the issuance of such shares, having been paid.
7. **COMPLIANCE WITH SECURITIES LAWS; RESTRICTIVE LEGEND.**
 - (a) The Warrantholder hereby represents: (a) that this Warrant and any securities to be acquired by the Warrantholder on exercise of the Warrant will be acquired for investment for the Warrantholder's own account and not with a view to the resale or distribution of any part thereof, and (b) that the Warrantholder is an accredited investor as defined in Rule 501(a) of Regulation D promulgated under the Securities Act of 1933, as amended (the "**Securities Act**"). In addition, as a condition of its delivery of certificates for the Common Stock, the Company will require the Warrantholder to deliver to the Company representations regarding the Warrantholder's sophistication, investor status, investment intent, acquisition for its own account and such other matters as are reasonable and customary for purchasers of securities in an unregistered private offering as set forth in the form of Notice of Exercise attached hereto as Exhibit A.
 - (b) The Warrantholder understands that this Warrant and the Warrant Shares are characterized as "restricted securities" under the federal securities laws inasmuch as they are being acquired from the Company in a transaction not involving a public offering and that under such laws and applicable regulations this Warrant and the Warrant Shares may be resold without registration under the Securities Act only in certain limited circumstances. In this connection, the

Warrantholder represents that it is familiar with Rule 144 under the Securities Act, as presently in effect, and understands the resale limitations imposed thereby and by the Securities Act.

- (c) Prior and as a condition to the sale or transfer of the Warrant Shares issuable upon exercise of this Warrant, the Warrantholder shall furnish to the Company such certificates, representations, agreements and other information, including an opinion of counsel, as the Company, the Company's counsel or the Company's transfer agent reasonably may require to confirm that such sale or transfer is being made pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act, unless such Warrant Shares are being sold or transferred pursuant to an effective registration statement.
- (d) The Warrantholder acknowledges that the Company may place a restrictive legend, in substantially the form set forth below, on the Warrant Shares issuable upon exercise of this Warrant in order to comply with applicable securities laws, and the Company may issue stop transfer instructions to its transfer agent in connection with such restrictions.

“THE SECURITIES EVIDENCED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION. THE SECURITIES MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT OR (2) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ALL APPLICABLE STATE SECURITIES LAWS AND THE SECURITIES LAWS OF OTHER JURISDICTIONS AND, IN THE CASE OF A TRANSACTION EXEMPT FROM REGISTRATION, UNLESS THE COMPANY HAS RECEIVED AN OPINION OF COUNSEL REASONABLY SATISFACTORY TO IT THAT SUCH TRANSACTION DOES NOT REQUIRE REGISTRATION UNDER THE SECURITIES ACT AND SUCH OTHER APPLICABLE LAWS.”

- 8. REPLACEMENT OF WARRANT. Upon receipt of evidence reasonably satisfactory to the Company of the loss, theft, destruction or mutilation of this Warrant and, in the case of any such loss, theft or destruction of this Warrant, on delivery of an indemnity agreement reasonably satisfactory in form and amount to the Company or, in the case of any such mutilation, on surrender and cancellation of such Warrant, the Company at its expense will execute and deliver, in lieu thereof, a new Warrant of like tenor.

9. TRANSFERS; EXCHANGES.

- (a) Subject to compliance with applicable federal and state securities laws and Section 7 hereof, this Warrant may be transferred by the Warrantholder with respect to any or all of the Warrant Shares purchasable hereunder. For a transfer of this Warrant as an entirety by the Warrantholder, upon surrender of this Warrant to the Company, together with the Notice of Assignment in the form attached hereto as Exhibit B duly completed and executed on behalf of the Warrantholder, the Company shall issue a new Warrant of the same denomination to the assignee. For a transfer of this Warrant with respect to a portion of the Warrant Shares purchasable hereunder, upon surrender of this Warrant to the Company, together with the Notice of Assignment in the form attached hereto as Exhibit B duly completed and executed on behalf of the Warrantholder, the Company shall issue a new Warrant to the assignee, in such denomination as shall be requested by the Warrantholder, and shall issue to the Warrantholder a new Warrant covering the number of shares in respect of which this Warrant shall not have been transferred.

(b) This Warrant is exchangeable, without expense, at the option of the Warrantholder, upon presentation and surrender hereof to the Company for other warrants of different denominations entitling the holder thereof to purchase in the aggregate the same number of shares of Common Stock purchasable hereunder. This Warrant may be divided or combined with other warrants that carry the same rights upon presentation hereof at the principal office of the Company together with a written notice specifying the denominations in which new warrants are to be issued to the Warrantholder and signed by the Warrantholder hereof. The term "Warrants" as used herein includes any warrants into which this Warrant may be divided or exchanged.

10. APPLICABLE LAW. This Warrant shall be governed by and construed in accordance with the internal laws of the State of California, without the application of principles of conflicts of laws that would result in any law other than the laws of the State of California.
11. NOTICE. Any notices required or permitted to be given hereunder will be in writing and may be served personally or by mail, including by email; and if served will be addressed as follows:

If to the Company: Transphorm, Inc.

75 Castilian Drive
Goleta, CA 93117
Attn: Primit Parikh and Cameron McAulay
Email: pparikh@transphormusa.com and cmcaulay@transphormusa.com

with a copy (which shall not constitute notice) to:

Wilson Sonsini Goodrich & Rosati P.C.
650 Page Mill Road
Palo Alto, CA 94304
Attn: Erika Muhl
Email: emuhl@wsgr.com

If to the Warrantholder: to its address set forth on the signature page hereto

Any notice so given by mail will be deemed effectively given 48 hours after mailing when deposited in the United States mail, registered or certified mail, return receipt requested, postage prepaid and addressed as specified above. Any notice given by messenger or courier service, will be deemed effectively given when delivered (or if sent via a nationally-recognized overnight courier service, freight prepaid, specifying next-business-day delivery, one business day after deposit with the courier). Any notice given by email must be accompanied by confirmation of receipt, and will be deemed effectively given upon confirmation of such receipt. Any party may by written notice to the other specify a different address for notice purposes.

IN WITNESS WHEREOF, this Warrant is issued effective as of the date first set forth above.

TRANSPHORM, INC.

By: _____
Name: Cameron McAulay
Title: Chief Financial Officer

**AGREED AND ACKNOWLEDGED,
[WARRANTHOLDER]**

By: _____
Name: _____
Title: _____
Address: _____

Email: _____

EXHIBIT A

NOTICE OF EXERCISE
(To be signed only upon exercise of Warrant)

To: Transphorm, Inc.

1. The undersigned, the Warrantholder of the attached Warrant No. CS2022-[●], hereby irrevocably elects to exercise the purchase right represented by such Warrant for, and to purchase thereunder, shares of Common Stock of Transphorm, Inc. as follows (choose one):

Exercise for Cash. Pursuant to Section 1(b)(i) of the Warrant, the Warrantholder hereby elects to exercise the Warrant for cash and tenders payment herewith (or has made a wire transfer) to the order of Transphorm, Inc. in the amount of \$_____.

Net Exercise. Pursuant to Section 1(b)(ii) of the Warrant, the Warrantholder hereby elects to Net Exercise the Warrant.

2. The undersigned requests that the certificates or book entry position evidencing the shares to be acquired pursuant to such exercise be issued in the name of, and delivered to, the following:

Name: _____
Address: _____

Email: _____
SSN: _____

3. The undersigned understands, agrees and recognizes that:

- (a) No federal or state agency has made any finding or determination as to the fairness of the investment or any recommendation or endorsement of the securities.
- (b) All certificates or book entry positions evidencing the shares of Common Stock may bear a legend substantially similar to the legend set forth in Section 7 of the Warrant regarding resale restrictions.

4. By its signature below the undersigned hereby represents and warrants that it is an “accredited investor” as defined in Rule 501(a) of Regulation D promulgated under the Securities Act of 1933, as amended, and agrees to be bound by the terms and conditions of the attached Warrant as of the date hereof.

Dated: _____

(Signature must conform in all respects to name of the Warrantholder as specified on the face of the Warrant)

Signature: _____
By: _____
Its: _____

EXHIBIT B

NOTICE OF ASSIGNMENT FORM

FOR VALUE RECEIVED, [_____] (the “**Assignor**”) hereby sells, assigns and transfers all of the rights of the undersigned Assignor under the attached Warrant with respect to the number of shares of Common Stock of Transphorm, Inc. (the “**Company**”) covered thereby set forth below, to the following “**Assignee**” and, in connection with such transfer, represents and warrants to the Company that the transfer is in compliance with Section 7 of the Warrant and applicable federal and state securities laws:

	NAME OF ASSIGNEE	ADDRESS/FAX NUMBER
Number of shares:	_____	
Dated:	_____	Signature: _____
		Witness: _____

ASSIGNEE ACKNOWLEDGMENT

The undersigned Assignee acknowledges that it has reviewed the attached Warrant and by its signature below it hereby represents and warrants that it is an “accredited investor” as defined in Rule 501(a) of Regulation D promulgated under the Securities Act of 1933, as amended, and agrees to be bound by the terms and conditions of the Warrant as of the date hereof, including Section 7 thereof.

	Signature: _____
	By: _____
	Its: _____
Address: _____	

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in the Registration Statements of Transphorm, Inc. on Form S-3 (File Nos. 333-261745, 333-261226, 333-255441 and 333-252269) and Form S-8 (File No. 333-238866) of our report dated June 28, 2022, with respect to our audits of the consolidated financial statements of Transphorm, Inc. as of March 31, 2022 and 2021 and for the year ended March 31, 2022, three months ended March 31, 2021 and for the year ended December 31, 2020, included in the Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission on June 29, 2022.

/s/ Marcum LLP

Marcum LLP
Chicago, IL
June 28, 2022

Certification of Chief Executive Officer
Pursuant to
Exchange Act Rules 13a-14(a) and 15d-14(a),
As Adopted Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002

I, Mario Rivas, certify that:

1. I have reviewed this Annual Report on Form 10-K of Transphorm, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) 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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: June 29, 2022

By: /s/ Mario Rivas
Mario Rivas
Chief Executive Officer
(Principal Executive Officer)

**Certification of Chief Financial Officer
Pursuant to
Exchange Act Rules 13a-14(a) and 15d-14(a),
As Adopted Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Cameron McAulay, certify that:

1. I have reviewed this Annual Report on Form 10-K of Transphorm, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) 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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: June 29, 2022

By: /s/ Cameron McAulay
Cameron McAulay
Chief Financial Officer
(Principal Financial and Accounting Officer)

**Certifications of Chief Executive Officer and Chief Financial Officer
Pursuant to
18 U.S.C. Section 1350,
As Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002**

In accordance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, Mario Rivas, Chief Executive Officer of Transphorm, Inc. (the “registrant”), and Cameron McAulay, Chief Financial Officer of the registrant, each hereby certifies that, to the best of their knowledge:

1. The registrant’s Annual Report on Form 10-K for the year ended March 31, 2022 to which this Certification is attached as Exhibit 32.1 (the “Report”), fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the registrant.

Date: June 29, 2022

By: /s/ Mario Rivas
Mario Rivas
Chief Executive Officer
(Principal Executive Officer)

/s/ Cameron McAulay
Cameron McAulay
Chief Financial Officer
(Principal Financial and Accounting Officer)