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

FORM 10-Q

(Mark One)

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

For the quarterly period ended **March 31, 2026**

OR

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

For the transition period from _____ to _____

Commission File Number: **001-39524**

Joby Aviation, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

**333 Encinal Street,
Santa Cruz, CA**

(Address of principal executive offices)

98-1548118

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

95060

(Zip Code)

Registrant's telephone number, including area code: (831) 201-6700

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	JOBY	New York Stock Exchange
Warrants to purchase common stock	JOBY WS	New York Stock Exchange

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 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. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input 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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The registrant had 983,642,852 shares of common stock outstanding as of May 4, 2026.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Statements contained in this Quarterly Report on Form 10-Q which are not historical facts are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements include, without limitation, statements regarding the future financial position, business strategy and plans and objectives of management of Joby Aviation, Inc. (the “Company,” “Joby,” “we,” “us” or “our”). These statements constitute projections and forecasts and are not guarantees of performance. Such statements can be identified by the fact that they do not relate strictly to historical or current facts. When used in this Quarterly Report, words such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “should,” “strive,” “would” and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking.

These forward-looking statements are based on information available as of the date of this Quarterly Report and current expectations, forecasts and assumptions, and involve a number of judgments, risks and uncertainties. While we believe these expectations, forecasts, assumptions and judgments are reasonable, our forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond our control. Our business, prospects, financial condition, operating results and the price of our common stock may be affected by a number of factors, whether currently known or unknown, including but not limited to those discussed in this Quarterly Report in Part I, Item 2. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the section titled “Risk Factors” in our annual report on Form 10-K for the year ended December 31, 2025, filed with the SEC on February 27, 2026. Any one or more of these factors could, directly or indirectly, cause our actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. Accordingly, forward-looking statements should not be relied upon as representing our views as of any subsequent date, and we do not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

As a result of known and unknown risks and uncertainties, our actual results or performance may be materially different from those expressed or implied by these forward-looking statements. You should not place undue reliance on these forward-looking statements.

PART I—FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements (Unaudited)

JOBY AVIATION, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In thousands, except share and per share amounts)

	March 31, 2026	December 31, 2025
Assets		
Current assets:		
Cash and cash equivalents	\$ 874,524	\$ 240,810
Short-term investments	1,591,665	1,167,106
Total cash, cash equivalents and short-term investments	2,466,189	1,407,916
Restricted cash	166	220
Accounts and other receivables	11,498	7,139
Prepaid expenses and other current assets	33,736	30,479
Total current assets	2,511,589	1,445,754
Property and equipment, net	211,087	146,571
Operating lease right-of-use assets	31,826	31,837
Restricted cash	693	693
Intangible assets	20,360	18,859
Goodwill	89,383	89,422
Other non-current assets	62,716	61,933
Total assets	\$ 2,927,654	\$ 1,795,069
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$ 7,889	\$ 3,604
Operating lease liabilities, current portion	9,034	8,404
Accrued expenses and other current liabilities	96,956	48,018
Total current liabilities	113,879	60,026
Operating lease liabilities, net of current portion	25,463	26,167
Long-term debt	701,056	—
Warrant liability	29,461	104,878
Earnout shares liability	86,942	156,692
Other non-current liabilities	13,142	37,593
Total liabilities	969,943	385,356
Commitments and contingencies (Note 8)		
Stockholders' equity:		
Preferred stock: \$0.0001 par value - 100,000,000 shares authorized. No shares issued and outstanding.	—	—
Common stock: \$0.0001 par value - 2,800,000,000 shares authorized; 980,638,400 and 915,076,698 shares issued and outstanding at March 31, 2026 and December 31, 2025, respectively.	98	91
Additional paid-in capital	4,856,330	4,193,684
Accumulated deficit	(2,895,529)	(2,785,579)
Accumulated other comprehensive income (loss)	(3,188)	1,517
Total stockholders' equity	1,957,711	1,409,713
Total liabilities and stockholders' equity	\$ 2,927,654	\$ 1,795,069

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

JOBY AVIATION, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(In thousands, except share and per share data)

	Three Months Ended March 31,	
	2026	2025
Revenue	\$ 24,246	\$ —
Operating expenses:		
Cost of Revenue	18,803	—
Research and development	177,470	134,287
Selling, general and administrative	61,553	28,997
Total operating expenses	257,826	163,284
Loss from operations	(233,580)	(163,284)
Interest and other income, net	17,784	9,898
Gain from change in fair value of warrants, earnout shares and contingent consideration, net	106,014	71,020
Total other income, net	123,798	80,918
Loss before income taxes	(109,782)	(82,366)
Income tax expense	168	40
Net loss	\$ (109,950)	\$ (82,406)
Net loss per share, basic and diluted	\$ (0.12)	\$ (0.11)
Weighted-average common shares outstanding, basic and diluted	943,503,442	766,908,858

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

JOBY AVIATION, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited)
(In thousands)

	Three Months Ended	
	March 31,	
	2026	2025
Net loss	\$ (109,950)	\$ (82,406)
Other comprehensive gain (loss):		
Unrealized loss on available-for-sale securities	(4,593)	(146)
Foreign currency translation gain (loss)	(112)	57
Total other comprehensive loss	(4,705)	(89)
Comprehensive loss	\$ (114,655)	\$ (82,495)

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

JOBY AVIATION, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)
(In thousands, except share data)

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
	Shares	Amount				
Balance at January 1, 2026	915,076,698	\$ 91	\$ 4,193,684	\$ (2,785,579)	\$ 1,517	\$ 1,409,713
Net loss	—	—	—	(109,950)	—	(109,950)
Stock-based compensation	—	—	41,161	—	—	41,161
Issuance of common stock upon exercise of stock options and vesting of early exercised stock options	691,952	—	512	—	—	512
Issuance of common stock upon release of restricted stock units	5,003,139	—	—	—	—	—
Issuance of common stock in Public Offering, net of issuance cost of \$23,664	52,863,437	6	576,330	—	—	576,336
Issuance of common stock upon exercise of Delta warrant	7,000,000	1	69,999	—	—	70,000
Reclassification of Delta warrant liability upon exercise	—	—	37,870	—	—	37,870
Issuance of common stock upon exercise of public warrants	3,174	—	47	—	—	47
Payment for capped call transactions	—	—	(63,273)	—	—	(63,273)
Other comprehensive loss	—	—	—	—	(4,705)	(4,705)
Balance at March 31, 2026	980,638,400	\$ 98	\$ 4,856,330	\$ (2,895,529)	\$ (3,188)	\$ 1,957,711

JOBY AVIATION, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)
(In thousands, except share data)

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
	Shares	Amount				
Balance at January 1, 2025	784,176,364	\$ 78	\$ 2,768,605	\$ (1,855,737)	\$ (583)	\$ 912,363
Net loss	—	—	—	(82,406)	—	(82,406)
Stock-based compensation	—	—	27,019	—	—	27,019
Issuance of common stock upon exercise of stock options	807,475	—	547	—	—	547
Issuance of common stock upon release of restricted stock units	4,063,821	—	—	—	—	—
Issuance of common stock in at-the-market public offering, net of issuance cost of \$81	246,167	1	1,993	—	—	1,994
Vesting of early exercised stock options	—	—	13	—	—	13
Other comprehensive loss	—	—	—	—	(89)	(89)
Balance at March 31, 2025	789,293,827	\$ 79	\$ 2,798,177	\$ (1,938,143)	\$ (672)	\$ 859,441

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

JOBY AVIATION, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands)

	Three Months Ended March 31,	
	2026	2025
Cash flows from operating activities		
Net loss	\$ (109,950)	\$ (82,406)
Reconciliation of net loss to net cash used in operating activities:		
Depreciation and amortization expense	10,988	9,132
Stock-based compensation expense	44,045	27,019
Gain from change in the fair value of warrants, earnout shares and contingent consideration, net	(106,014)	(71,020)
Non-cash interest expense, and amortization of debt discount and issuance costs	685	—
Net accretion and amortization of investments in marketable debt securities	(1,546)	(3,698)
Changes in operating assets and liabilities		
Accounts and other receivables and prepaid expenses and other current assets	(3,990)	7,263
Other non-current assets	(1,090)	(1,073)
Accounts payable and accrued expenses and other current liabilities	50,217	1,463
Non-current liabilities	(27,784)	2,350
Net cash used in operating activities	<u>(144,439)</u>	<u>(110,970)</u>
Cash flows from investing activities		
Purchases of marketable securities	(555,796)	(126,857)
Proceeds from sales and maturities of marketable securities	128,190	173,399
Purchases of property and equipment	(77,920)	(14,952)
Acquisitions, net of cash	39	—
Net cash provided by (used in) investing activities	<u>(505,487)</u>	<u>31,590</u>
Cash flows from financing activities		
Underwritten public offering gross proceeds	600,000	—
Underwritten public offering commission and offering expenses	(23,664)	—
Gross proceeds from issuance of convertible notes	690,000	—
Convertible notes underwriting discounts and commissions and issuance costs	(20,211)	—
Proceeds from mortgage loan	30,750	—
Proceeds from the exercise of stock options and warrants issuance	70,541	543
Payment for capped call transactions	(63,273)	—
At-the-market public offering gross proceeds	—	2,074
At-the-market public offering commission and offering expenses	—	(81)
Repayments of obligations under finance lease and tenant improvement loan	(557)	(493)
Net cash provided by financing activities	<u>1,283,586</u>	<u>2,043</u>
Net change in cash, cash equivalents and restricted cash	633,660	(77,337)
Cash, cash equivalents and restricted cash, at the beginning of the period	241,723	200,389
Cash, cash equivalents and restricted cash, at the end of the period	<u>\$ 875,383</u>	<u>\$ 123,052</u>
Reconciliation of cash, cash equivalents and restricted cash in balance sheets		
Cash and cash equivalents	\$ 874,524	\$ 122,290
Restricted cash	859	762
Cash, cash equivalents and restricted cash in balance sheets	<u>\$ 875,383</u>	<u>\$ 123,052</u>
Non-cash investing and financing activities		
Unpaid property and equipment purchases	\$ 2,432	\$ 4,678
Property and equipment purchased through financing leases	\$ 2,972	\$ 2,918
Right of use assets acquired through operating leases	\$ 2,209	\$ 1,560

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

JOBY AVIATION, INC. AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1. Company and Nature of Business

Description of Business

Joby Aviation, Inc. (“Joby Aviation” or the “Company”) is a vertically integrated air mobility company that is building a clean, quiet, fully-electric vertical takeoff and landing (“eVTOL”) aircraft to be used to deliver air transportation as a service. The Company is headquartered in Santa Cruz, California.

Merger with RTP

On August 10, 2021 (the “Closing Date”), Reinvent Technology Partners, a Cayman Islands exempted company and special purpose acquisition company (“RTP”), completed the acquisition of Joby Aero, Inc., a Delaware corporation (“Legacy Joby”) pursuant to that certain Agreement and Plan of Merger (“Merger Agreement”), dated as of February 23, 2021, by and among RTP, RTP Merger Sub Inc., a Delaware corporation and wholly-owned subsidiary of RTP, and Legacy Joby. On the Closing Date, RTP was redomesticated as a Delaware corporation and changed its name to Joby Aviation, Inc. and Legacy Joby survived as a wholly-owned subsidiary of RTP (“Merger”).

In connection with the execution of the Merger Agreement, RTP entered into separate subscription agreements with a number of investors (each a “PIPE Investor”), pursuant to which the PIPE Investors agreed to purchase, and RTP agreed to sell to the PIPE Investors, shares of Common Stock, in a private placement (“PIPE Financing”). The PIPE Financing closed substantially concurrently with the consummation of the Merger.

The Merger, together with the other transactions described in the Merger Agreement and the PIPE Financing, are referred to herein as the (“Reverse Recapitalization”). The number of Legacy Joby common shares and redeemable convertible preferred shares for all periods prior to the Closing Date have been retrospectively increased using the exchange ratio that was established in accordance with the Merger Agreement.

Note 2. Summary of Significant Accounting Policies

Basis of Presentation

The Condensed Consolidated Financial Statements are unaudited and have been prepared in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and include all adjustments necessary for the fair presentation of the Company’s financial position, results of operations and cash flows for the periods presented.

The Condensed Consolidated Financial Statements include accounts of the Company and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

There have been no changes to the Company’s significant accounting policies described in Note 2 “Summary of Significant Accounting Policies” to the audited Consolidated Financial Statements in the Company’s annual report on Form 10-K for the year ended December 31, 2025, that have had a material impact on the Condensed Consolidated Financial Statements and related notes.

Certain information and footnote disclosures normally included in the Company’s annual audited Consolidated Financial Statements and accompanying notes have been condensed or omitted in these accompanying interim Condensed Consolidated Financial Statements and footnotes. Accordingly, the accompanying interim Condensed Consolidated Financial Statements included herein should be read in conjunction with the audited Consolidated Financial Statements and accompanying notes included in the Company’s annual report on Form 10-K for the year ended December 31, 2025.

The results of operations presented in this quarterly report on Form 10-Q are not necessarily indicative of the results of operations to be expected for the year ending December 31, 2026, any other interim periods, or any future year or period. In the opinion of management, these unaudited Condensed Consolidated Financial Statements include all adjustments and accruals, consisting only of normal, recurring adjustments that are necessary for a fair statement of the results of all interim periods reported herein.

Concentrations

Major Customers

No single customer accounted for 10% or more of the Company’s revenue for the three months ended March 31, 2026.

No single customer accounted for 10% of the Company's accounts and other receivables as of March 31, 2026 and one customer accounted for 12% of the Company's accounts and other receivables as of December 31, 2025.

Recently Adopted Accounting Pronouncements

In July 2025, the FASB issued ASU 2025-05, *Financial Instruments—Credit Losses (Topic 326)*. The amendments in this ASU provide that in developing reasonable and supportable forecasts as part of estimating expected credit losses, all entities may elect a practical expedient that assumes that current conditions as of the balance sheet date do not change for the remaining life of the asset. The amendments in this ASU are effective for all entities for annual reporting periods beginning after December 15, 2025, and interim reporting periods within those annual reporting periods. The Company adopted this ASU in the first quarter of 2026. The adoption did not have any impact on the Company's consolidated financial statements.

New Accounting Pronouncements Not Yet Adopted

In November 2024, the FASB issued ASU 2024-03, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (subtopic 220-40): Disaggregation of Income Statement Expenses*, which requires public entities to disclose specified information about certain costs and expenses. In January 2025, the FASB issued ASU 2025-01, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (subtopic 220-40): Disaggregation of Income Statement Expenses, Clarifying the Effective Date*. ASU 2024-03 applies to all public entities and ASU 2025-01 clarifies that the guidance in ASU 2024-03 is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. The Company expects the adoption to have a disclosure only impact on its consolidated financial statements.

In September 2025, the FASB issued ASU 2025-06, *Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40)*. The amendments in this ASU remove all references to prescriptive and sequential software development stages (referred to as "project stages") throughout Subtopic 350-40 and requires an entity to start capitalizing software costs when (i) a company's management has authorized and committed to funding the software project and (ii) it is probable that the project will be completed and the software will be used to perform the function intended (referred to as the "probable-to-complete recognition threshold"). The amendments in this ASU are effective for all entities for annual reporting periods beginning after December 15, 2027, and interim reporting periods within those annual reporting periods. The Company is currently evaluating the impact of ASU 2025-06 on its consolidated financial statements.

In September 2025, the FASB issued ASU 2025-07, *Derivatives and Hedging (Topic 815) and Revenue from Contracts with Customers (Topic 606)*. The amendments in this ASU (i) exclude from derivative accounting non-exchange-traded contracts with underlyings that are based on operations or activities specific to one of the parties to the contract and (ii) clarify that an entity should apply the guidance in Topic 606, including the guidance on noncash consideration in paragraphs 606-10-32-21 through 32-24, to a contract with share-based noncash consideration (for example, shares, share options, or other equity instruments) from a customer for the transfer of goods or services. The amendments in this ASU are effective for all entities for annual reporting periods beginning after December 15, 2026, and interim reporting periods within those annual reporting periods. The Company is currently evaluating the impact of ASU 2025-07 on its consolidated financial statements.

In December 2025, the FASB issued ASU 2025-10, *Government Grants (Topic 832)*. The amendments in this ASU establish the accounting for a government grant received by a business entity, including guidance for (1) a grant related to an asset and (2) a grant related to income. The amendments in this ASU are effective annual reporting periods beginning after December 15, 2028, and interim reporting periods within those annual reporting periods. Early adoption is permitted. The Company is currently evaluating the impact of ASU 2025-10 on its consolidated financial statements.

Note 3. Fair Value Measurements

Assets and liabilities recorded at fair value on a recurring basis in the condensed consolidated balance sheets are categorized based upon the level of judgment associated with the inputs used to measure their fair values. Fair value represents 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. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The authoritative guidance on fair value measurements establishes a three-tier fair value hierarchy for disclosure of fair value measurements as follows:

- Level 1 - Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date;
- Level 2 - Inputs are observable, unadjusted quoted prices in active markets for similar assets or liabilities, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or other

inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities; and

- Level 3 - Unobservable inputs that are significant to the measurement of the fair value of the assets or liabilities that are supported by little or no market data.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires management to make judgments and consider factors specific to the asset or liability.

The Company's financial assets consist of Level 1 and 2 assets. The Company classifies its cash equivalents and marketable debt securities within Level 1 or Level 2 because they are valued using either quoted market prices or inputs other than quoted prices which are directly or indirectly observable in the market, including readily-available pricing sources for the identical underlying security which may not be actively traded. The Company's fixed income available-for-sale securities consist of high quality, investment grade securities from diverse issuers. The valuation techniques used to measure the fair value of the Company's marketable debt securities were derived from non-binding market consensus prices that are corroborated by observable market data and quoted market prices for similar instruments.

The Company's financial liabilities measured at fair value on a recurring basis consist of Level 1 and Level 3 liabilities. The Company's Public Warrants (as defined in Note 7) are classified as Level 1 because they are directly observable in the market. The Company classifies Delta Warrant, Earnout Shares Liability (as defined in Note 7) (and EBITDA Earnout liability (as defined in Note 4) within Level 3, because they were valued using unobservable inputs that are significant to the fair value measurement. The Delta Warrant, Earnout Shares Liability and EBITDA Earnout liability are measured at fair value on a recurring basis. Changes in fair value are recorded in total other income, net in the condensed consolidated statements of operations.

The following tables set forth the fair value of the Company's financial assets and liabilities measured on a recurring basis by level within the fair value hierarchy as of March 31, 2026 and December 31, 2025 (in thousands):

	March 31, 2026			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Money market funds	\$ 850,608	\$ —	\$ —	\$ 850,608
Cash equivalents	\$ 850,608	\$ —	\$ —	\$ 850,608
Term deposits	\$ —	\$ 31,254	\$ —	\$ 31,254
Asset backed securities	—	93,888	—	93,888
Government debt securities	—	1,152,967	—	1,152,967
Corporate debt securities	—	313,556	—	313,556
Available-for-sale investments	—	1,591,665	—	1,591,665
Total fair value of assets	\$ 850,608	\$ 1,591,665	\$ —	\$ 2,442,273
Liabilities measured at fair value				
Common stock warrant liabilities (Public)	\$ 11,248	\$ —	\$ —	\$ 11,248
Common stock warrant liabilities (Delta)	—	—	18,213	18,213
Warrant liability	11,248	—	18,213	29,461
Earnout Shares liability	—	—	86,942	86,942
EBITDA Earnout liability	—	—	14,696	14,696
Total fair value of liabilities	\$ 11,248	\$ —	\$ 119,851	\$ 131,099

	December 31, 2025			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Money market funds	\$ 218,080	\$ —	\$ —	\$ 218,080
Cash equivalents	\$ 218,080	\$ —	\$ —	\$ 218,080
Term deposits	\$ —	\$ 30,937	\$ —	\$ 30,937
Asset backed securities	—	94,183	—	94,183
Government debt securities	—	641,172	—	641,172
Corporate debt securities	—	400,814	—	400,814
Available-for-sale investments	—	1,167,106	—	1,167,106
Total fair value of assets	\$ 218,080	\$ 1,167,106	\$ —	\$ 1,385,186
Liabilities measured at fair value				
Common stock warrant liabilities (Public)	\$ 56,392	\$ —	\$ —	\$ 56,392
Common stock warrant liabilities (Delta)	—	—	48,486	48,486
Warrant liability	56,392	—	48,486	104,878
Earnout Shares liability	—	—	156,692	156,692
EBITDA Earnout liability	—	\$ —	13,424	13,424
Total fair value of liabilities	\$ 56,392	\$ —	\$ 218,602	\$ 274,994

The following is a summary of the Company's available-for-sale securities (in thousands):

	March 31, 2026				
	Cost or Amortized Cost	Unrealized Gains	Unrealized Losses	Allowance for credit losses	Fair value
Assets measured at fair value					
Term deposits	\$ 31,254	\$ —	\$ —	\$ —	\$ 31,254
Asset backed securities	93,840	55	(7)	—	93,888
Government debt securities	1,155,927	96	(3,056)	—	1,152,967
Corporate debt securities	313,559	111	(114)	—	313,556
Total	\$ 1,594,580	\$ 262	\$ (3,177)	\$ —	\$ 1,591,665

	December 31, 2025				
	Cost or Amortized Cost	Unrealized Gains	Unrealized Losses	Allowance for credit losses	Fair value
Assets measured at fair value					
Term deposits	\$ 30,937	\$ —	\$ —	\$ —	\$ 30,937
Asset backed securities	93,990	193	—	—	94,183
Government debt securities	640,270	902	—	—	641,172
Corporate debt securities	400,231	592	(9)	—	400,814
Total	\$ 1,165,428	\$ 1,687	\$ (9)	\$ —	\$ 1,167,106

The weighted-average remaining maturity of the Company's investment portfolio was less than one year as of the periods presented. No individual security incurred continuous significant unrealized losses for greater than 12 months. There were no transfers between Level 1, Level 2 or Level 3 financial instruments in the three months ended March 31, 2026 and 2025.

The following table sets forth a summary of the change in the fair value, which is recognized as a component of total other income (loss), net within the condensed consolidated statement of operations, of the Company’s Level 3 financial liabilities (in thousands):

	Earnout Shares liability	Common stock warrant liability (Delta)	EBITDA Earnout liability
Fair value as of January 1, 2026	\$ 156,692	\$ 48,486	\$ 13,424
Issuance (Settlement) of liability	—	(37,870)	—
Change in fair value	(69,750)	7,597	1,272
Fair value as of March 31, 2026	<u>\$ 86,942</u>	<u>\$ 18,213</u>	<u>\$ 14,696</u>

Note 4. Acquisitions

Business Combination

On August 29, 2025, the Company completed the acquisition of 100% of the outstanding equity of Blade Urban Air Mobility, Inc., a wholly owned subsidiary of Strata Critical Medical, Inc, f/k/a Blade Air Mobility, Inc. (“Seller”). Blade Urban Air Mobility, Inc. and its subsidiaries (“Blade”) operate a technology-powered, global urban air mobility platform through which they provide air charter broker and other services. The transaction is expected to unlock immediate market access and infrastructure across key urban corridors in New York City and Southern Europe and allow the Company to combine its best-in-class technology with Blade’s experience of delivering premium customer transportation at scale.

The Company acquired all assets and assumed liabilities of Blade for total purchase consideration of \$92.4 million, consisting of (i) 5,325,585 shares of the Company’s common stock with an aggregate fair value of \$74.5 million, calculated net of \$1.5 million attributed to the Company’s post-combination compensation expense, (ii) payments contingent upon the achievement of future Earnings Before Interest, Taxes, Depreciation and Amortization (“EBITDA”) targets with a fair value of \$7.6 million (“EBITDA Earnout”), (iii) indemnity holdback amount of \$10.0 million (“Indemnity Holdback”), and (iv) pre-combination-attributed fair value of substitution RSUs of \$0.3 million. The acquisition was accounted for as a business combination in accordance with ASC 805, *Business Combinations*, which requires that the assets acquired and liabilities assumed in a business combination be recognized at their estimated acquisition-date fair values.

In connection with the acquisition, the Company agreed to make payments up to \$17.5 million to the Seller, in cash or common stock at the Company’s election, subject to certain adjustments, payable 18 months following the acquisition date if certain key employees of Blade remain employed by the Company (“Retention Earnout”). The Company also issued substitution RSUs with an estimated post-combination-attributed fair value of \$2.5 million to certain officers and employees of Blade. The substitution RSUs vest contingent upon each employee’s continued employment with the Company or its subsidiaries, and are recognized as stock-based compensation expense over the RSUs’ vesting terms, commencing on the acquisition date. The Retention Earnout and the substitution RSUs are accounted for as post-combination compensation expense within selling, general and administrative in the Company’s consolidated statements of operations. At March 31, 2026 and December 31, 2025, the Retention Earnout liability amounted to \$6.9 million and \$4.0 million, respectively (Note 5).

The Company also entered into a transition services agreement (“TSA”) and Commercial Agreement (“CA”) with the Seller in connection with the acquisition. Under the TSA, the Company and the Seller will provide to each other certain transitional services, including technology support, safety and legal support, business unit and flight operations support, certain administrative services, and access to shared contracts and insurance arrangements. Costs incurred in connection with the TSA will be recognized as expense in the period incurred in the Company’s consolidated statements of operations. Under the CA, the Seller must generally offer the Company the right to provide certain medical transport services before engaging competing providers for a period of eight years from the closing date

The EBITDA Earnout provides for payments of up to \$17.5 million contingent upon the achievement of certain EBITDA targets over the first fiscal year following the acquisition date. The fair value of the EBITDA Earnout was calculated by a risk-neutral Monte Carlo simulation, using Geometric Brownian Motion (GBM), which included significant unobservable Level 3 inputs, such as projected adjusted EBITDA and a discount rate of 7.2%. At March 31, 2026 and December 31, 2025, the EBITDA Earnout liability amounted to \$14.7 million and \$13.4 million, respectively (Note 5).

As part of the acquisition, \$10.0 million was retained by the Company to satisfy the Company’s post-closing indemnification claims, if any, against the seller. The Indemnity Holdback will be released and paid to the seller 18 months

following the closing date, subject to reduction to satisfy indemnification obligations of the seller, if any. All or a portion of the Indemnity Holdback or the EBITDA Earnout may be paid, at the Company's election, in cash or in shares of the Company's common stock.

The following table summarizes the Company's preliminary allocation of the purchase consideration to the estimated fair values of the assets acquired and liabilities assumed as of the acquisition date (in thousands):

Assets		
Cash and cash equivalents	\$	1,070
Restricted cash		813
Accounts and other receivables		4,194
Prepaid expenses and other current assets		7,126
Property and equipment, net		2,111
Operating lease right-of-use assets		4,964
Intangible assets		17,000
Other non-current assets		438
Goodwill		75,100
Total assets	\$	112,816
Liabilities		
Accounts payable	\$	1,600
Accrued expenses and other current liabilities		14,622
Operating lease liabilities, current portion		2,882
Operating lease liabilities, net of current portion		2,240
Other non-current liabilities		336
Total liabilities	\$	21,680
Total net assets acquired	\$	91,136

The fair values of the acquired assets are still provisional and subject to change within the measurement period. The final determination of the fair values of the acquired assets is expected to be completed as soon as practicable, but no later than one year from the acquisition date. The primary areas that are preliminary relate to net working capital adjustments, the fair values of goodwill, intangible assets, certain tangible assets and liabilities, and income taxes. During the three month period ended December 31, 2025, the Company recorded measurement-period adjustments of \$1.3 million, net, consisting of a \$1.6 million net working capital adjustment that reduced purchase consideration and \$0.3 million, net, of other measurement-period adjustments that affected the provisional amounts assigned to net assets acquired and goodwill and did not change purchase consideration. No measurement-period adjustments were recorded during the three month period ended March 31, 2026. Any additional changes to the preliminary estimates of the fair value during the measurement period will be recorded as adjustments to those assets and liabilities with a corresponding adjustment to goodwill.

The following table summarizes the preliminary estimated fair value and useful lives of intangible assets acquired (in thousands):

	Estimated Useful Life (Years)	Estimated Fair Value
Exclusive rights to air transportation services	10	\$ 8,800
Developed technology	2	6,200
Customer relationships	2	1,000
Trade name	2	1,000
Total intangible assets		\$ 17,000

Each of the intangible assets acquired fair values were evaluated with the following valuation methodology:

- Exclusive rights to air transportation services agreements were evaluated using the Multi-period Excess Earnings Method, a form of the Income approach. Free cash flows were discounted using a discount rate of 9.5%. Key assumptions include forecasted revenue, EBITDA, income tax rate, contributory asset charges, and discount rate.
- Developed technology was evaluated using the Cost to Recreate Method, a form of the Cost Approach. Key assumptions include direct and indirect developer costs, developer's profit, and opportunity cost.
- Customer relationships were valued using the With and Without Method, a form of the Income Approach, and then discounted to present value using a discount rate of 9.5%. Key assumptions include forecasted free cash flows with and without the customers in place, income tax rate, and discount rate.
- Trade names were evaluated using the Relief-from Royalty Method, a form of the Income Approach, and then discounted to present value using a discount rate of 9.5%. Key assumptions include forecasted revenue, royalty rate, income tax rate, and discount rate.

In connection with the acquisition, the Company recognized \$75.1 million of goodwill, which represents the excess of the purchase price over the fair values of the net assets acquired and liabilities assumed.

The acquired goodwill is tax deductible. It represents the excess of the purchase consideration over the aggregate preliminary fair values of identifiable assets acquired at the acquisition date and is primarily attributable to the assembled workforce and expected synergies at the time of the acquisition.

In connection with the acquisition, the Company recognized \$6.0 million of transaction costs during the year ended December 31, 2025, which were related to financial advisory, legal, accounting and other professional fees and were included within selling, general and administrative in the Company's consolidated statements of operations.

Asset acquisition

On March 6, 2026, the Company acquired 100% of the equity interests in a special purpose entity that holds an industrial property located in Ohio for a total consideration of \$62.3 million. The acquisition was accounted for as an asset acquisition in accordance with ASC 805-50, which requires the cost of the acquisition, including transaction costs, to be allocated to the assets acquired on a relative fair value basis. The acquired assets consist primarily of land (\$3.1 million), building (\$55.7 million) and identifiable intangible assets related to the existing third-party lease (\$3.5 million), including in-place lease value and leasing-related intangibles. The property is subject to a long-term third-party lease that generates rental income for the Company. The allocation of the purchase price is based on a third-party valuation and reflects management's estimates of fair value.

Note 5. Balance Sheet Components

Property and Equipment, Net

Property and equipment, net consists of the following (in thousands):

	March 31, 2026	December 31, 2025
Equipment	\$ 140,436	\$ 126,874
Buildings	74,369	23,801
Molds and tooling	33,974	33,077
Leasehold improvements	28,197	22,831
Computer software	20,156	20,017
Land	9,347	6,270
Vehicles and aircraft	3,608	3,509
Furniture and fixtures	2,502	2,364
Construction in-progress	36,611	36,977
Gross property and equipment	349,200	275,720
Accumulated depreciation and amortization	(138,113)	(129,149)
Property and equipment, net	\$ 211,087	\$ 146,571

Depreciation and amortization expense of property and equipment for the three months ended March 31, 2026 and 2025 was \$8.9 million and \$7.9 million, respectively. Vehicles and aircraft include utility automobiles used at the Company's various facilities and purchased aircraft to support the Company's air operations and training.

Intangible Assets, Net

The intangible assets consist of the following (in thousands):

	March 31, 2026	December 31, 2025
Developed technology	\$ 13,100	\$ 13,100
Exclusive rights to air transportation services	8,800	8,800
Lease in-place	3,509	—
Other intangibles	2,500	2,500
Gross intangible assets	27,909	24,400
Accumulated amortization	(7,549)	(5,541)
Intangible assets, net	<u>\$ 20,360</u>	<u>\$ 18,859</u>

Amortization expense related to intangible assets for the three months ended March 31, 2026 and 2025 was \$1.1 million and \$1.2 million, respectively. As of March 31, 2026, the weighted-average amortization period of intangible assets was 5.3 years.

The following table presents the estimated future amortization expense of acquired amortizable intangible assets as of March 31, 2026 (in thousands):

Fiscal Year	Amount
2026 (remainder)	\$ 6,111
2027	5,343
2028	1,582
2029	1,582
2030 and thereafter	5,742
	<u>\$ 20,360</u>

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consist of the following (in thousands):

	March 31, 2026	December 31, 2025
Prepaid software	\$ 10,305	\$ 9,263
Prepaid equipment	6,904	2,278
Prepaid taxes	4,359	3,175
Prepaid operators	3,893	4,218
Prepaid insurance	2,009	6,151
Other	6,266	5,394
Total	<u>\$ 33,736</u>	<u>\$ 30,479</u>

Other Non-Current Assets

Other non-current assets consist of the following (in thousands):

	March 31, 2026	December 31, 2025
Contractual agreement asset	\$ 59,611	\$ 59,611
Long-term prepaid insurance	373	431
Other non-current assets	2,732	1,891
Total	<u>\$ 62,716</u>	<u>\$ 61,933</u>

Accrued and Other Current Liabilities

Accrued and other current liabilities consist of the following (in thousands):

	March 31, 2026	December 31, 2025
Vendor related accruals	\$ 33,225	\$ 26,589
EBITDA Earnout liability (Note 4)	14,696	—
Indemnity Holdback liability (Note 4)	10,000	—
Payroll accruals	8,003	5,227
Contract liabilities under contracts with customers	6,912	7,003
Retention Earnout liability (Note 4)	6,891	—
ESPP accrual	6,552	2,062
Short-term finance lease liability	3,338	2,254
Other accruals and current liabilities	7,339	4,883
Total	<u>\$ 96,956</u>	<u>\$ 48,018</u>

Other Non-Current Liabilities

Other non-current liabilities consist of the following (in thousands):

	March 31, 2026	December 31, 2025
Finance lease liabilities	\$ 8,835	\$ 7,447
EBITDA Earnout liability (Note 4)	—	13,424
Indemnity Holdback liability (Note 4)	—	10,000
Retention Earnout liability (Note 4)	—	4,006
Other non-current liabilities	4,307	2,716
Total	<u>\$ 13,142</u>	<u>\$ 37,593</u>

Note 6. Long-term debt

The Company's long-term debt consisted of the following:

	March 31, 2026	December 31, 2025
Convertible Notes	\$ 670,306	\$ —
Mortgage Loan	30,750	—
Total	<u>\$ 701,056</u>	<u>\$ —</u>

Convertible Notes

On February 2, 2026, the Company issued \$690.0 million aggregate principal amount of 0.75% convertible senior notes due 2032 (the "2032 Notes"), including the full exercise of the initial purchasers' option to purchase an additional \$90 million principal amount. The Company received net proceeds of \$669.8 million from the issuance of the 2032 Notes, after deducting underwriting discounts and commissions and issuance costs. These debt issuance costs are presented as a direct

deduction from the carrying amount of the 2032 Notes and are amortized to interest expense using the effective interest method. The unamortized debt issuance costs as of March 31, 2026 amounted to \$19.7 million.

The 2032 Notes are senior, unsecured obligations and bear interest at 0.75% per year, payable semiannually in arrears on February 15 and August 15 (beginning August 15, 2026). The 2032 Notes mature on February 15, 2032, unless earlier repurchased, redeemed or converted. Holders may convert their 2032 Notes at their option under the following conditions: (i) during any fiscal quarter commencing after the fiscal quarter ending on March 31, 2026 and only during such fiscal quarter, if the last reported sale price of the Company's common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding fiscal quarter is greater than or equal to 130% of the conversion price on each applicable trading day, (ii) during the five business-day period after any ten consecutive trading-day period in which the trading price per \$1,000 principal amount of notes for each trading day of such five consecutive trading-day period was less than 98% of the product of the last reported sale price of the Company's common stock and the conversion rate on each such trading day; (iii) if the Company issues a notice of redemption, at any time prior to the close of business on the scheduled trading day immediately preceding the redemption date, but only with respect to the notes called (or deemed called) for redemption, or (iv) only upon the occurrence of certain events prior to November 17, 2031, and at any time thereafter preceding maturity. Upon conversion, the Company may settle the conversion obligation in cash, shares of common stock, or a combination of cash and shares, at the Company's election. The Company may not redeem the 2032 Notes prior to February 20, 2029. The Company may redeem all or any portion of the 2032 Notes on or after February 20, 2029, subject to the conditions and limitations described in the indenture. No sinking fund is provided for the 2032 Notes. The initial conversion rate is 70.4846 shares of common stock per \$1,000 principal amount of 2032 Notes (equivalent to an initial conversion price of \$14.19 per share). The conversion rate is subject to customary anti-dilution adjustments and may be increased in certain circumstances upon a make-whole fundamental change or following a notice of redemption. The 2032 Notes include customary covenants and certain events of default after which they may be declared immediately due and payable and set forth certain types of bankruptcy or insolvency events of default after which they become automatically due and payable.

As of March 31, 2026, none of the conditions permitting early conversion had been met. Accordingly, the 2032 Notes were classified as long-term as of March 31, 2026. The fair value of the 2032 Notes was \$588.6 million as of March 31, 2026. The estimated fair value of the 2032 Notes was based on observable quoted prices in markets that are not active and are categorized within Level 2 of the fair value hierarchy under ASC 820 *Fair Value Measurement*. For the three months period ended March 31, 2026, the effective interest rate on the 2032 Notes was 1.3% per annum, and interest expense recognized totaled \$1.3 million, consisting of \$0.8 million of contractual interest and \$0.5 million of amortization of debt issuance costs.

Mortgage Loan

On March 6, 2026, the Company entered into a mortgage loan in connection with the acquisition of an industrial property (Note 4) which is held through a special purpose entity. The loan has a principal balance of \$30.75 million and is secured by a first priority mortgage on the underlying real property, together with an assignment of leases and rents and a pledge of the equity interests in the special purpose entity. The carrying value of the assets pledged as collateral primarily consists of land, building and related lease intangible assets associated with the property. The loan bears interest at a fixed rate of 6.784% per annum and requires interest-only monthly payments, with the outstanding principal balance due at maturity in March 2036. As of March 31, 2026, the carrying value of the real estate assets pledged as collateral, including land and building was \$62.1 million.

The loan agreement includes customary covenants, including debt yield requirements, cash management provisions, and restrictions on additional indebtedness, transfers of the property or ownership interests, and certain leasing and operating activities. The loan also includes customary prepayment provisions, including yield maintenance requirements, which may result in prepayment premiums if the loan is repaid before maturity.

As of March 31, 2026, the Company was in compliance with all applicable covenants under the 2032 Notes and the Mortgage Loan agreements.

Note 7. Stock Warrants, Earnout Shares and Contingent Consideration

Private Placement and Public Warrants

In connection with the Merger, each of the 17,250,000 publicly-traded warrants ("Public Warrants") and 11,533,333 private placement warrants ("Private Placement Warrants") and, together with the Public Warrants, the "Common Stock Warrants") issued to Reinvent Sponsor, LLC (the "Sponsor") in connection with RTP's initial public offering and subsequent overallotment were converted into an equal number of warrants that entitle the holder to purchase one share of the Company's Common stock, par value \$0.0001 ("Common Stock") at an exercise price of \$11.50 per share, subject to

adjustments, and will expire five years after the completion of the Merger or earlier upon redemption or the Company's liquidation. The Company may redeem the outstanding Common Stock Warrants subject to certain Common Stock price and other conditions as defined in the Warrant Agreement between RTP and Continental Stock Transfer & Trust Company ("Warrant Agreement") and the Sponsor Agreement by and among the Company, Sponsor and RTP ("Sponsor Agreement").

The Private Placement Warrants were initially recognized as a liability on August 10, 2021, at a fair value of \$1.9 million. On August 11, 2025, the Private Placement Warrants were fully exercised on cashless basis and 4,128,197 shares of common stock were issued upon this cashless exercise of 1,533,333 private placement warrants. The Private Warrant liability was remeasured to fair value during the three months ended March 31, 2025, resulting in a gain of \$9.1 million, which is included within the gain from change in the fair value of warrants, earnout shares and contingent consideration, net in the condensed consolidated statements of operations.

The Public Warrants were initially recognized as a liability on August 10, 2021 at a fair value of \$2.8 million. For the three months ended March 31, 2026 and 2025, the public warrant liability was remeasured to fair value based upon the market price as of March 31, 2026 and 2025, resulting in a gain of \$45.1 million and \$13.6 million, respectively, which is included within the gain from change in the fair value of warrants, earnout shares and contingent consideration, net in the condensed consolidated statements of operations. During the three months ended March 31, 2026, 3,174 Public Warrants were exercised.

Earnout Shares Liability

In connection with the Reverse Recapitalization and pursuant to the Sponsor Agreement, Sponsor agreed to certain terms of vesting, lock-up and transfer with respect to the 17,130,000 common shares held by it ("Earnout Shares"). The terms of the Sponsor Agreement specify that the Earnout Shares will vest upon achieving certain specified release events. In accordance with ASC 815 *Derivatives and Hedging*, the Earnout Shares are not indexed to the Common Stock and therefore are accounted for as a liability ("Earnout Shares Liability") as of the Closing Date and subsequently remeasured at each reporting date with changes in fair value recorded as a component of total other income (loss), net in the condensed consolidated statements of operations.

Under the vesting schedule, 20% of the Earnout Shares vest in tranches when the volume-weighted average price of the Company's common stock quoted on the NYSE is greater than \$12.00, \$18.00, \$24.00, \$32.00 and \$50.00 for any 20 trading days within a period of 30 trading days (each such occurrence a "Triggering Event"). After ten years following the consummation of the Merger ("Earnout Period"), any Earnout Shares which have not yet vested are forfeited. On July 17, 2025, the first Triggering Event occurred when the volume-weighted average price of the Company's common stock quoted on the NYSE exceeded \$12.00 for 20 trading days within a period of 30 consecutive trading days resulting in vesting of 3,426,000 Earnout Shares. No Earnout Shares vested during the three month period ended March 31, 2026.

Earnout Shares Liability at the closing of the Merger on August 10, 2021, was \$149.9 million based on a Monte Carlo simulation valuation model using a distribution of potential outcomes on a monthly basis over the Earnout Period using the most reliable information available.

During the three months ended March 31, 2026 and 2025, the Company recognized a gain related to the change in the fair value of the Earnout Shares Liability of \$9.7 million and \$36.8 million, respectively, included within the gain from change in fair value of warrants, earnout shares and contingent consideration in the condensed consolidated statement of operations.

Assumptions used in the valuation are as follows:

	March 31, 2026	December 31, 2025
Expected volatility	76.50 %	76.10 %
Risk-free interest rate	3.95 %	3.79 %
Dividend rate	0.00 %	0.00 %
Expected term (in years)	5.36	5.61

Delta Warrant

In connection with the umbrella agreement that the Company entered with Delta Air Lines, Inc. ("Delta") on October 7, 2022, the Company sold and issued to Delta, in a private placement, 11,044,232 shares of the Company's Common Stock,

at the per-share purchase price of \$5.4327, for an aggregate cash consideration of \$60.0 million. In addition, the Company issued a warrant for Delta to purchase up to 12,833,333 shares of the Company's common stock in two tranches, subject to certain milestone achievement conditions ("Delta Warrant").

The first and the second tranches of the warrant permit Delta to purchase up to 7,000,000 and 5,833,333 shares of Common Stock at exercise prices of \$10 and \$12, respectively, with each tranche becoming exercisable upon satisfaction of its applicable milestone and expiring on the ten year anniversary of the warrant issuance date. The number of shares and exercise price for both tranches is subject to value cap adjustment if the 30 day volume weighted average price per share of the Company's stock exceeds 150% of each respective tranche's exercise price, but disregarding any price increases occurring within 10 business days after a public announcement of the achievement of an applicable milestone, if any. On January 12, 2026, following satisfaction of the applicable milestone on November 10, 2025, Delta exercised the first tranche of the Delta Warrant for 7,000,000 shares.

The Company concluded that no assets or liabilities were transferred by either party beyond the Company's issuance of common stock and warrants in exchange for the total cash consideration from Delta, that the umbrella agreement does not constitute a funded research and development agreement in the scope of ASC 730 *Research and Development* or a collaborative agreement in the scope of ASC 808 *Collaborative Agreements*, and that the Delta Warrant is a freestanding financial instrument not indexed to the Company's own stock. Accordingly, the Company recognized the issuance of Common Stock as equity in additional paid-in capital on condensed consolidated balance sheets and the Delta Warrant as liability on the condensed consolidated balance sheets at fair value.

The Delta Warrant issuance was initially recognized as a liability on October 7, 2022, at a fair value of \$6.1 million based on a Monte Carlo simulation valuation model using the most reliable information available. The Delta Warrant's liability was remeasured to fair value during the three months period ended March 31, 2026 and 2025, resulting in a gain of \$7.6 million and a gain of \$11.4 million, respectively, which is included within the gain from change in the fair value of warrants, earnout shares and contingent consideration, net in the condensed consolidated statements of operations

Assumptions used in the valuation of Delta Warrants are as follows:

	March 31, 2026	December 31, 2025
Expected volatility	76.50 %	76.10 %
Risk-free interest rate	4.06 %	3.92 %
Dividend rate	0.00 %	0.00%
Expected term (in years)	6.5	6.8

EBITDA Earnout Liability

In connection with the Company's acquisition of Blade (Note 4), the Company recorded contingent consideration related to EBITDA Earnout. The EBITDA Earnout Liability at the closing of the acquisition on August 29, 2025 was \$7.6 million based on a Monte Carlo simulation valuation model using the most reliable information available. During the three month period ended March 31, 2026, the Company recognized a loss related to the change in the fair value of the EBITDA Earnout Liability of \$1.3 million which is included within loss from change in fair value of warrants, earnout shares and contingent consideration in the consolidated statements of operations.

Assumptions used in the valuation are as follows:

	March 31, 2026	December 31, 2025
Expected volatility	34.40 %	35.70 %
Risk-free interest rate	3.68 %	3.41 %
Dividend rate	0.00 %	0.00 %
Expected term (in years)	0.41	0.66

Note 8. Commitments and Contingencies

Contingencies

As of March 31, 2026, the Company had \$11.8 million of unconditional purchase obligations with remaining terms in excess of one year. These obligations primarily relate to the Company's purchase agreements for certain aircraft parts through 2028.

The Company has contractual relationships with various aircraft operators to provide aircraft service for the Blade chartered flights. Under these capacity purchase agreements ("CPAs"), the Company pays the operator contractually agreed fees (carrier costs) for operating these flights. The fees are generally based on fixed hourly rates for flight time multiplied by hours flown. Under these CPAs, the Company is also responsible for landing fees and other costs, which are either passed through by the operator to the Company without any markup or directly incurred by the Company.

As of March 31, 2026 the Company has remaining unfulfilled obligations under agreements with various aircraft operators to provide aircraft service. The remaining unfulfilled obligation includes amounts within operating lease liability related to aircraft leases embedded within its capacity purchase agreements as included in the operating right-of-use asset and lease liability.

These future unfulfilled obligations were as follows:

For the Year Ending December 31,	Total Unfulfilled Obligation
Remainder of 2026	4,776
2027	3,569

The Company is subject to claims and assessments from time to time in the ordinary course of business. Accruals for litigation and contingencies are reflected in the Condensed Consolidated Financial Statements based on management's assessment, including the advice of legal counsel, of the expected outcome of litigation or other dispute resolution proceedings and/or the expected resolution of contingencies. Liabilities for estimated losses are accrued if the potential losses from any claims or legal proceedings are considered probable and the amounts can be reasonably estimated. Significant judgment is required in both the determination of probability of loss and the determination as to whether the amount can be reasonably estimated. Accruals are based only on information available at the time of the assessment due to the uncertain nature of such matters. As additional information becomes available, management reassesses potential liabilities related to pending claims and litigation and may revise its previous estimates, which could materially affect the Company's condensed consolidated results of operations in a given period. As of March 31, 2026, and December 31, 2025, the Company was not involved in any material legal proceedings except as noted below:

Archer Litigation

On November 18, 2025, we filed a complaint in the Superior Court of the State of California for the County of Santa Cruz against Archer Aviation, Inc. ("Archer") and George Kivork alleging, among other things, breach of contract, misappropriation of trade secrets, and interference with contract and prospective economic advantage related to the improper acquisition, retention, and use of our confidential and proprietary business information and trade secrets. The complaint requests damages, disgorgement and restitution, injunctive relief, and attorneys' fees, costs and expenses. This lawsuit was removed to the United States District Court, Northern District of California, where it remains pending. On January 23, 2026, Archer and Mr. Kivork filed motions to dismiss the complaint, and we filed our opposition to the motion to dismiss on February 13, 2026. On March 9, 2026, Archer filed counterclaims against us alleging false advertising and unfair competition. We filed a motion to dismiss Archer's counterclaims on April 6, 2026, and Archer filed an opposition on April 20, 2026. We intend to aggressively pursue our claims against Archer and vigorously defend against Archer's counterclaims.

On March 10, 2026, Archer filed a Section 337 complaint with the U.S. International Trade Commission (ITC) seeking an Exclusion Order to block Joby from importing electric aircraft, power systems, and related components into the United States that allegedly infringe 5 Archer patents. We intend to aggressively defend against Archer's claims.

Indemnifications

In the normal course of business, the Company enters into contracts and agreements that contain a variety of representations and warranties and provide for general indemnifications. The Company's exposure under these agreements

is unknown because it involves claims that may be made against the Company in the future, but that have not yet been made. To date, the Company has not paid any claims or been required to defend any action related to its indemnification obligations. However, the Company may record charges in the future as a result of these indemnification obligations.

The Company has indemnified its Board of Directors and officers, to the extent legally permissible, against all liabilities reasonably incurred in connection with any action in which such individual may be involved by reason of such individual being or having been a director or officer, other than liabilities arising from willful misconduct of the individual. The Company currently has directors' and officers' insurance. The Company did not record any liabilities in connection with these possible obligations as of March 31, 2026 and December 31, 2025.

Note 9. Stockholders' Equity

Common Stock Offering

On January 28, 2026, the Company entered into an underwriting agreement to issue and sell 52,863,437 shares of common stock at a public offering price of \$1.35 per share. The issuance of the 52,863,437 shares was completed on February 2, 2026, and the Company received net proceeds of \$76.3 million, after deducting underwriting discounts and commissions and estimated offering expenses. The underwriters were granted a 30-day option to purchase up to an additional 7,929,515 shares of common stock, which expired unexercised.

On January 28, 2026, the Company also entered into a separate underwriting agreement relating to the offer and sale of 5,286,343 shares of the Company's common stock borrowed from third parties in connection with the 2032 Notes to facilitate hedging transactions by some of the investors in the 2032 Notes (the "Delta Offering"). The Delta Offering was completed on February 2, 2026.

Capped Call Transactions

In connection with the issuance of the 2032 Notes, the Company entered into privately negotiated capped call transactions (the "Capped Calls") with certain financial institutions for an aggregate cost of \$63.3 million. The Capped Calls initially cover, subject to anti-dilution adjustments, approximately 48.6 million shares of common stock underlying the 2032 Notes. The Capped Calls are expected generally to reduce the potential dilution to the Company's common stock upon conversion of the 2032 Notes or offset cash payments the Company may be required to make more than the principal amount of the 2032 Notes. The Capped Calls have an initial strike price of \$14.19 per share and a cap price of \$22.70 per share, each subject to adjustment. The Capped Calls may be settled in cash, shares, or a combination of cash and shares, at the Company's option. The Capped Calls meet the criteria for classification in equity, are not remeasured each reporting period, and are recorded as a reduction to additional paid-in capital within stockholders' equity.

Note 10. Revenue

Disaggregated Revenue

Disaggregated revenue was as follows (in thousands):

	Three Months Ended March 31,	
	2026	2025
Passenger	\$ 21,754	\$ —
Other	2,492	—
Total Revenue	\$ 24,246	\$ —

Passenger revenue primarily includes revenue generated from the transportation of passengers via helicopter or fixed wing aircraft, booked through the Company's wholly owned subsidiary, Blade Urban Air Mobility, Inc. and its subsidiaries ("Blade"), which operates as an air charter broker. Flights are typically booked through Blade associates, the Blade app, or third-party channels and paid for principally via credit card transactions, wire transfers, checks, customer credits, and gift cards. Flight payments are typically collected at the time of booking before the performance of the related service, and revenue is recognized when the service is completed.

Other revenue primarily includes revenue from government flight services, engineering services and rental income from third-party leasing arrangements. Government flight services revenue primarily includes consideration for the Company's performance of customer-directed flights and on-base operations for various U.S. Department of Defense (DOD) agencies. The other revenue is recognized (i) over time, as the performance obligations are satisfied, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those services, typically measured based on flight

hours, service hours, milestones, or other relevant metrics; or (ii) at a point in time, upon termination of a contract, if applicable, when the Company has fulfilled its obligations and no further performance is required.

Contract Liabilities

Contract liabilities are defined as entity's obligation to transfer goods or services to a customer for which the entity has received consideration (or the amount is due) from the customer. As of March 31, 2026 and December 31, 2025, the Company's contract liability balance is \$ 6.9 million and \$7.0 million respectively, classified within accrued and other current liabilities in the condensed consolidated balance sheets. These balances consist of payments from Blade customers and payments for government flight services received in advance of the actual flight, prepaid monthly and annual flight passes, customer credits for flight reservations that were cancelled for good reason by the customer, and prepaid gift card obligations. Customers have one year to use the credit as payment for a future flight with the Company. Revenue recognized out of the beginning balance of contract liability was \$3.2 million and \$0.0 million for the three months period ended March 31, 2026 and March 31, 2025, respectively.

Note 11. Stock-based Compensation

Equity Compensation Plans

In November 2016, the Company's Board of Directors adopted the 2016 Stock Option and Grant Plan ("2016 Plan") under which officers, employees, directors, consultants and other key persons of the Company or its affiliates may be granted incentive stock options, nonstatutory stock options, stock appreciation rights, restricted stock and restricted stock units. On August 10, 2021, the Company's Board of Directors amended the 2016 Plan to provide that no new awards could be granted under the 2016 Plan.

Under the 2016 Plan, stock options were generally granted with an exercise price equal to the estimated fair value of the Company's common stock, as determined by the Company's Board of Directors on the date of grant. Options generally have contractual terms of ten years.

Outstanding options generally vest over six years, contain a one year cliff, are exercisable immediately and, upon early exercise, are subject to repurchase by the Company at the original exercise price. If an incentive stock option ("ISO") is granted to an optionee who, at the time of grant, owns more than 10% of the voting power of all classes of capital stock, the term of the ISO is five years. Options issued under the 2016 Plan must be priced at no less than the fair value of the shares on the date of the grant provided, however, that the exercise price of an option granted to a 10% stockholder is not less than 110% of the fair value of the shares on the date of grant. The Board of Directors determines the exercisability provisions of a stock option agreement at its sole discretion.

The fair value of the RSU's granted under the 2016 Plan was determined by the Company's Board of Directors on the date of grant. Generally, RSUs granted under the 2016 Plan have a six-year vesting period.

On August 10, 2021, the Company adopted the 2021 Equity Incentive Plan ("2021 Plan"). Under the 2021 Plan, the Company can grant incentive stock options, nonstatutory stock options, stock appreciation rights, restricted stock, restricted stock units and performance awards to employees, directors and consultants. The number of shares available for issuance under the 2021 Plan will be increased on the first day of each fiscal year, beginning on January 1, 2022, in an amount equal to the lesser of (i) a number of shares equal to four percent (4%) of the total number of shares of all classes of common stock of the Company outstanding on the last day of the immediately preceding fiscal year, or (ii) such number of shares determined by the Company's Board of Directors. The fair value of the RSU's granted under the 2021 Plan was determined on the date of grant. Generally, RSUs granted under the 2021 Plan have a four year vesting period. On January 1, 2026, the number of shares available for issuance under 2021 plan increased by 36,603,068 shares.

Restricted Stock Units

A summary of RSU activity for the three months ended March 31, 2026 is as follows (in thousands, except per share data):

	Number of Shares	Weighted-Average Grant Date Fair Value Per Share	Aggregate Intrinsic Value (in thousands)
Balances—December 31, 2025	43,604,550	\$ 8.14	\$ 575,580
Granted	10,259,572	\$ 9.55	
Vested	(5,003,139)	\$ 7.26	
Forfeited	(1,319,506)	\$ 12.82	
Balances—March 31, 2026	<u>47,541,477</u>	\$ 8.41	\$ 392,693

The total fair value of RSUs vested for the three months ended March 31, 2026 and 2025 was \$6.3 million and \$24.5 million, respectively.

On February 27, 2023, the Company’s Compensation Committee of the Board of Directors (“Compensation Committee”) approved a performance-based bonus program under which RSUs were awarded in connection with the achievement of specified goals in 2023 (“2023 Bonus Plan”). The RSU awards were granted when the achievement of each goal was approved by the Compensation Committee in 2023 and vested in equal installments from January through April 2024, subject to continued service. The target bonus was 30% of the employee’s base salary with stretch bonus goals that are one-third higher unless otherwise established by the Compensation Committee. In accordance with ASC 718 *Compensation - Stock Compensation*, awards under the 2023 Bonus Plan were initially treated as a liability and reclassified to equity upon milestone achievement; if a milestone was not met, the liability was reversed.

On February 12, 2024, the Compensation Committee approved a performance-based program under which RSUs were awarded. Each RSU represented the right to receive, upon vesting, up to 1.25 shares of the Company’s common stock, based on the achievement of certain specified objectives tied to five goals during 2024 (“2024 Bonus Plan”). Each goal included criteria for achievement of a minimum, target or maximum achievement level, expressed as a percentage, and vesting percentage was determined by summing the actual achievement percentages as of December 31, 2024. Under the 2024 Bonus Plan, the maximum possible vesting percentage was 125%. Achievement at exactly the minimum or target levels would result in 45% or 100% vesting, respectively. The RSUs awarded under the 2024 Bonus Plan vested in equal installments on each of January 14, 2025, February 10, 2025, March 4, 2025 and April 7, 2025. In accordance with ASC 718 *Compensation - Stock Compensation*, the Company determined that the 2024 Bonus Plan awards were equity awards with a performance condition, and classified them as equity.

On February 4, 2025, the Compensation Committee approved a performance-based program under which RSUs were awarded. Each RSU represented the right to receive, upon vesting, up to 1.25 shares of the Company’s common stock, based on the achievement of certain specified elements tied to five goals during the first half of calendar year 2025 (“H1 2025 Bonus Plan”). Each goal included criteria for achievement of a minimum, target or maximum achievement level, expressed as a percentage, and the amount of the awards that vested was calculated by summing the actual achievement percentages as of June 30, 2025. The maximum possible amount that could vest was 125%. If exactly the minimum or target levels are achieved, 50% and 100% of the awards, respectively, would vest. The RSUs awarded under the H1 2025 Bonus Plan vested in equal installments on each of January 12, 2026, February 9, 2026 and March 9, 2026, subject in each case to the participant’s continued status as a service provider through the respective vesting dates. In accordance with ASC 718 *Compensation - Stock Compensation*, the Company determined that the H1 2025 Bonus Plan awards were equity awards with a performance condition, and classified them as an equity.

On July 28, 2025, the Compensation Committee approved a performance-based program under which RSUs were awarded. Each RSU represented the right to receive, upon vesting, up to 2 shares of the Company’s common stock, based on the achievement of certain specified elements tied to six goals during the period from July 1, 2025 to February 18, 2026 (“H2 2025 Bonus Plan”). Each goal included criteria for achievement of a target or maximum achievement level, expressed as a percentage, and the amount of the awards that could vest was calculated by summing the actual achievement percentages as of February 18, 2026. The maximum possible amount that could vest was 200%. If exactly the target levels are achieved, 100% of the awards would vest. For five of the six goals, the achievement percentage was equal to the target achievement percentage of 100% if the goal was achieved on the target date of December 31, 2025 (“Target Date”). If the goal was achieved earlier or later than the Target Date, the achievement percentage was increased or decreased on a pro rata basis.

for each day, up to 200% if the goal was achieved on or before November 11, 2025, or 0% if the goal was achieved on or after February 19, 2026, respectively. For the sixth goal, achievement was determined by the number of elements achieved on or before December 31, 2025. The RSUs awarded under the H2 2025 Bonus Plan vest in equal installments on each of March 9, 2026 and April 7, 2026, subject in each case to the participant's continued status as a service provider through the respective vesting date. In accordance with ASC 718 *Compensation - Stock Compensation*, the Company determined that the H2 2025 Bonus Plan awards were equity awards with a performance condition, and classified them as equity.

On March 6, 2026, the Compensation Committee approved a performance-based stock compensation program (the "2026 PSU Program") under which RSUs were granted to eligible employees. The RSUs vest based on (i) the Company's cumulative achievement of organizational performance objectives during the 2026 calendar year (the "Performance Period") and (ii) continued service through the vesting date of March 22, 2027. The number of shares ultimately issued is determined based on an earned percentage ranging from 0% to 200%, as determined by the Compensation Committee following the Performance Period. In accordance with ASC 718, *Compensation—Stock Compensation*, the Company has classified the awards as equity awards with a performance condition, and classified them as equity.

On June 21, 2023, the Compensation Committee approved long-term incentive performance-based RSU awards ("LTI Awards") to certain employees of the Company. The LTI Awards vest in a single installment on June 21, 2026, provided that (i) certain performance conditions are met on or prior to that date and (ii) the employee continues to be a service provider through the vesting date. The Company considers the probability of achieving each of the performance goals at the end of each reporting period and recognizes expense over the requisite service period when achievement of the goal is determined to be probable, and adjusts the expense if the probability of achieving the goal later changes.

On June 2, 2025, the Compensation Committee approved long-term incentive performance-based RSU awards ("2025 LTI Awards") to certain employees of the Company. The 2025 LTI Awards vest provided that (i) certain performance conditions are met on or prior to the dates stated in the 2025 LTI Awards agreements and (ii) the employee continues to be a service provider through the achievement of such performance conditions. The Company considers the probability of achieving each of the performance goals at the end of each reporting period and recognizes expense over the requisite service period when achievement of the goal is determined to be probable, and adjusts the expense if the probability of achieving the goal later changes.

On March 18, 2026, the Compensation Committee approved long-term incentive performance-based RSU awards ("2026 LTI Awards") to certain employees of the Company. The 2026 LTI Awards vest provided that (i) certain performance conditions are met on or prior to the dates stated in the 2026 LTI Awards agreements and (ii) the employee continues to be a service provider through the achievement of such performance conditions. The Company considers the probability of achieving each of the performance goals at the end of each reporting period and recognizes expense over the requisite service period when achievement of the goal is determined to be probable, and adjusts the expense if the probability of achieving the goal later changes.

On February 12, 2024, the Compensation Committee approved a long-term performance-based RSU awards ("LPA Awards") to certain employees of the Company. The LPA Awards have the same performance conditions as the awards granted under the 2024 Bonus Plan and will vest in three equal annual installments on the anniversary of the grant date, provided that performance conditions are satisfied and the employee continues to be a service provider through the respective vesting dates. In accordance with ASC 718 *Compensation - Stock Compensation*, Management has determined that these LPA Awards are equity awards with performance and service conditions, and classified them as an equity.

Employee Stock Purchase Plan

On August 10, 2021, the Company adopted the 2021 Employee Stock Purchase Plan ("2021 ESPP"). Under the 2021 ESPP, participating employees may be offered the option to purchase shares of the Company's Common Stock at a purchase price which equals 85% of the fair market value of the Company's common stock on the enrollment date or on the exercise date, whichever is lower. Under the terms of 2021 ESPP, if the closing price of the Company's shares on the exercise date falls below the closing price of the Company's shares on the enrollment date for an ongoing offering, the ongoing offering will terminate immediately following the purchase of ESPP shares on the exercise date, and participants in the terminated offering will automatically be enrolled in the new offering ("ESPP Reset"), potentially resulting in an additional modification to stock-based compensation expense to be recognized over the new offering period.

Due to the changes in the Company's stock price, an ESPP Reset occurred on May 15, 2024, resulting in incremental stock-based compensation expense to be recognized over the offering period ended on May 15, 2025.

The number of shares of common stock available for issuance under the 2021 ESPP will be increased on the first day of each fiscal year beginning on January 1, 2022, in an amount equal to the lesser of (i) a number of shares of common stock equal to half percent (0.5%) of the total number of shares of all classes of common stock of the Company on the last day of

the immediately preceding fiscal year, or (ii) such number of shares determined by the Company's Board of Directors. On January 1, 2026, the number of shares available for issuance under 2021 ESPP increased by 4,575,383 shares.

Stock-based Compensation Expense

The following sets forth the total stock-based compensation expense for the Company's stock awards included in the Company's condensed consolidated statements of operations (in thousands):

	Three Months Ended March 31,	
	2026	2025
Research and development expenses	\$ 30,972	\$ 22,134
Selling, general and administrative expenses	13,073	4,885
Total stock-based compensation expense	<u>\$ 44,045</u>	<u>\$ 27,019</u>

Shares Subject to Repurchase

The Company allows certain option holders to exercise invested options to purchase shares of common stock. Common shares received from such early exercises are subject to a right of repurchase at the original issuance price. The Company's repurchase right with respect to these shares lapses as the shares vest. These awards are typically subject to a vesting period of six years. As of March 31, 2026 and December 31, 2025, 621,005 and 708,731 shares, respectively, were subject to repurchase at a weighted average price of \$0.04 per share and \$0.04 per share, respectively, and \$0.0 million and \$0.0 million, respectively, was recorded within the other non-current liabilities on the Company's condensed consolidated balance sheets.

In addition, upon completion of the Reverse Recapitalization, 2,677,200 shares of Legacy Joby preferred stock which were subject to time-based vesting conditions were converted to shares of restricted common stock. As of March 31, 2026 and December 31, 2025, the number of such shares that were subject to repurchase was 555,968 and 668,384, respectively.

Note 12. Related Party Transactions

The Company's Chief Executive Officer and founder has ownership interests in certain vendors that provide services to the Company. Services purchased from these vendors include rent of office space and certain utilities and maintenance services related to the property on which the rented premises are located, and an aircraft charter. Expenses and related payments to these vendors totaled \$0.2 million and \$0.1 million during the three months ended March 31, 2026 and 2025, respectively. The Company owed these vendors \$0.0 million and \$0.0 million as of March 31, 2026 and December 31, 2025, respectively.

Toyota Motor Corporation ("Toyota") is a beneficial owner of more than 10% of the voting interests of the Company and has the right to designate a director for election to the Company's Board of Directors. Toyota is developing prototypes and supplying parts and materials for some of the Company's manufactured subassembly components. The Company made payments to Toyota for these parts and materials totaling \$0.6 million and \$0.2 million during the three months ended March 31, 2026 and 2025, respectively. Additionally, the Company identified an embedded finance lease within the Company's purchase and sale agreement with Toyota for subassembly components in the amount of \$7.2 million and \$7.2 million as of March 31, 2026 and December 31, 2025, respectively. The Company owed Toyota \$0.2 million and \$0.1 million as of March 31, 2026 and December 31, 2025.

In October 2024, the Company and Toyota signed a stock purchase agreement pursuant to which Toyota committed to invest up to an additional \$500 million, subject to the satisfaction of certain closing conditions. In May 2025, the Company completed initial closing under this stock purchase agreement and issued 49,701,790 shares at the per share purchase price of \$5.03, for an aggregate purchase price of \$250,000,000 ("Initial Closing"). The Company recorded a noncash loss of \$40.3 million in relation to the Initial Closing to account for the difference between the amount of aggregated purchase price and the fair value of shares issued as of the date of issuance. The fair value of the stock as of the date of issuance was determined based on the market price of the Company's shares adjusted for a lack of marketability discount, as issued shares were not registered with the SEC.

Note 13. Net Loss per Share Attributable to Common Stockholders

Basic net loss per share is computed by dividing the net loss by the weighted-average number of common shares outstanding for the period. Because the Company reported a net loss for the three months ended March 31, 2026 and 2025, the number of shares used to calculate diluted net loss per common share is the same as the number of shares used to calculate basic net loss per common share for those periods presented because the potentially dilutive shares would have been antidilutive if included in the calculation.

The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders (in thousands, except share and per share data):

	Three Months Ended March 31,	
	2026	2025
Numerator:		
Net loss attributable to common stockholders	\$ (109,950)	\$ (82,406)
Denominator:		
Weighted-average shares outstanding	943,503,442	766,908,858
Net loss per share attributable to common stockholders, basic and diluted	\$ (0.12)	\$ (0.11)

The following outstanding shares of potentially dilutive securities were excluded from the computation of diluted net loss per share attributable to common stockholders for the periods presented because including them would have been antidilutive:

	Three Months Ended March 31,	
	2026	2025
Common stock warrants	14,237,783	28,783,069
Unvested restricted stock awards	555,968	1,001,965
Unvested restricted stock units	47,541,477	35,457,317
Options to purchase common stock	5,740,753	9,030,139
Unvested early exercised common stock options	621,005	995,539
If-converted common stock from 2032 Notes ⁽¹⁾	48,634,374	—
Total	117,331,360	75,268,029

⁽¹⁾On February 2, 2026, the Company issued \$690.0 million in aggregate principal amount of the 2032 Notes (Note 6). The Company applies the if-converted method in computing the effect of the 2032 Notes on diluted net loss per share attributable to common shareholders. The 2032 Notes were not included for purposes of calculating the number of diluted shares outstanding as their effect would have been anti-dilutive. In connection with the issuance of the 2032 Notes, the Company entered into the Capped Call Transactions (Note 9), which were not included for purposes of calculating the number of diluted shares outstanding as their effect would have been anti-dilutive.

Note 14. Segment Reporting

The Company has one operating and reportable segment, air transportation and related services (“Services”). The Services segment includes research and development and related activities to research, develop, test, and manufacture the Company’s eVTOL aircraft and supporting systems, which are managed and evaluated on a consolidated basis. The Services revenue primarily includes consideration received for (i) facilitation of passenger transportation via helicopter or fixed wing aircraft primarily in the Northeast United States and Southern Europe, (ii) performance of customer-directed flights and on-base operations for various DOD agencies, and (iii) other services related to the Company’s core operations. The accounting policies of the services segment are the same as those described in the summary of significant accounting policies.

As the Company has a single reportable segment and is managed on a consolidated basis, the measure of segment profit or loss is consolidated net loss as reported in the consolidated statement of operations. The measure of segment assets is the

total assets as reported in the condensed consolidated balance sheet. The Company does not have intra-entity sales or transfers.

	Services Segment	
	Three Months Ended March 31, 2026	Three Months Ended March 31, 2025
Revenue	\$ 24,246	\$ —
Operating expenses:		
People related costs, excluding stock-based compensation expense	(113,810)	(87,704)
Gain from change in fair value of warrants, earnout shares, and contingent consideration	106,014	71,019
Stock-based compensation expense	(44,045)	(27,019)
Other segment items ⁽¹⁾	(82,355)	(38,702)
Net loss	<u>\$ (109,950)</u>	<u>\$ (82,406)</u>

⁽¹⁾ Other segment items comprise primarily of depreciation and amortization, materials used in research & development activities, government grants (presented as a reduction of research and development expenses), professional services, other overhead expenses, and interest and other income, net.

Geographic Information

Revenue by geography is based on the location where the underlying services are provided. Long-lived assets, net includes property and equipment, net and operating right-of-use assets.

Summary financial data attributable to various geographic regions for the periods indicated is as follows (in thousands):

	Three Months Ended March 31,	
	2026	2025
Revenue		
United States	\$ 14,550	\$ —
Europe	7,653	—
Other	2,043	—
	<u>\$ 24,246</u>	<u>\$ —</u>

	March 31, 2026		December 31, 2025	
	Long-lived assets			
United States	\$	223,229	\$	160,299
Other		19,684		18,109
	<u>\$</u>	<u>242,913</u>	<u>\$</u>	<u>178,408</u>

Note 15. Subsequent Events

The Company evaluated subsequent events and transactions that occurred up to the date financial statements were issued. The Company did not identify any subsequent events or transactions that would have required adjustment or disclosure in the financial statements.

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

The following discussion and analysis provides information that our management believes is relevant to an assessment and understanding of our condensed consolidated results of operations and financial condition. The discussion should be read together with our Condensed Consolidated Financial Statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q. This discussion and analysis includes forward looking statements that involve risks and uncertainties. Please see the section of this Quarterly Report on Form 10-Q titled “Special Note Regarding Forward-Looking Statements.”

Overview

We have spent more than a decade designing and testing a piloted all-electric, vertical take-off and landing (“eVTOL”) air taxi that we intend to operate as part of a fast, quiet and convenient service in cities around the world. The aircraft is quiet when taking off, near silent when flying overhead and is being designed to transport a pilot and up to four passengers - or a targeted payload of up to 1,000 pounds - at speeds of up to 200 mph. The aircraft is optimized for urban routes, with a target range of up to 100 miles on a single charge. According to our modeling, more than 99% of urban routes in cities such as New York City and Los Angeles are significantly shorter than this, enabling higher utilization through faster turnaround times of our aircraft. By combining the freedom of air travel with the efficiency of our aircraft, we expect to deliver journeys that are up to 10 times faster than driving, and it is our goal to steadily drive down end-user pricing in the years following commercial launch to make the service widely accessible. The low noise enabled by the all-electric powertrain will allow the aircraft to operate around dense, urban areas while blending into the background noise of cities. As the first eVTOL aircraft developer to receive a signed, stage 4 G-1 certification basis which was subsequently published in final form in the Federal Register, we believe we are well positioned to be the first eVTOL manufacturer to earn standard airworthiness certification from the Federal Aviation Administration (“FAA”). We have multiple special airworthiness certificates already issued by the FAA for our fleet of pre-type certification aircraft.

We have identified three potential routes to market: (1) Joby owned and operated air taxi service (2) affiliate owned and operated service and (3) direct sales and defense. We plan to manufacture, operate and sell our aircraft, and are building a vertically integrated transportation company to maximize the value of our investments. In addition to building a novel aircraft, we are also building a proprietary operating system that integrates data across aircraft build, operations and maintenance. At the front end, we are developing a convenient app to deliver the first on-demand, aerial ridesharing service. We are targeting carrying our first passengers in 2026. We believe this vertically-integrated business model will generate the greatest economic returns over time, while providing us with end-to-end control and information regarding customer experience to optimize for customer safety, comfort and value.

In August 2025, we acquired Blade Urban Air Mobility, Inc. and its subsidiaries (“Blade”), a technology-powered, global urban air mobility platform. Following the acquisition, Blade continues to operate its air charter broker service as our wholly owned subsidiary. We believe the acquisition will unlock immediate market access, including an established customer base, operational expertise, airport relationships and infrastructure across key urban corridors in New York City and Southern Europe and allow us to combine our best-in-class technology with Blade’s experience in delivering premium customer transportation at scale.

Since our inception in 2009, we have been primarily engaged in research and development of eVTOL aircraft. We have incurred net operating losses and negative cash flows from operations in every year since our inception. As of March 31, 2026, we had an accumulated deficit of \$2,895.5 million. We have funded our operations primarily with proceeds from the issuance of stock, convertible notes and the proceeds from our merger in August 2021 with Reinvent Technology Partners, (“RTP”), a special purpose acquisition company, through which we became a publicly-traded company.

Key Factors Affecting Operating Results

For a more comprehensive discussion of the risks and uncertainties that could impact the Company’s business, please see the section entitled “Risk Factors” in the Company’s annual report on Form 10-K for the year ended December 31, 2025 and in Part II, Item 1A of this Quarterly Report.

Development of the Global Urban Air Mobility (“UAM”) Market

Our revenue will be directly tied to the continued development of short distance aerial transportation. While we believe the global market for UAM will be large, it remains undeveloped and there is no guarantee of future demand. We are targeting carrying our first passengers in 2026. Our business will require significant investment leading up to launching these services, including, but not limited to, final engineering designs, prototyping and testing, manufacturing, software development, certification, pilot training, infrastructure and commercialization.

We believe one of the primary drivers for adoption of our aerial ridesharing service is the value proposition and time savings offered by aerial mobility relative to traditional ground-based transportation. Additional factors impacting the pace of adoption of our aerial ridesharing service may include but are not limited to: perceptions about eVTOL quality, safety, performance and cost; perceptions about the limited range over which eVTOL may be flown on a single battery charge; volatility in the cost of oil and gasoline; availability of competing forms of transportation, such as ground, air taxi or ride-hailing services; the development of adequate infrastructure; consumers' perception about the safety, convenience and cost of transportation using eVTOL relative to ground-based alternatives; and increases in fuel efficiency, autonomy, or electrification of cars. In addition, macroeconomic factors could impact demand for UAM services, particularly if end-user pricing is at a premium to ground-based transportation alternatives. We anticipate initial operations in the U.S. under the eIPP to be followed by operations in selected high-density metropolitan areas where traffic congestion is particularly acute and operating conditions are suitable for early eVTOL operations.

Competition

We believe that the primary sources of competition for our service are ground-based mobility solutions, other eVTOL developers/operators and local/regional incumbent aircraft charter services. While we expect to be first to market with an eVTOL facilitated aerial ridesharing service, we expect this industry to be dynamic and increasingly competitive; and our competitors could get to market before us, either generally or in specific markets. Even if we are first to market, we may not receive any competitive advantage or may be overtaken by other competitors. If new or existing companies launch competing solutions in the markets in which we intend to operate or obtain large-scale capital investment, we may face increased competition. Additionally, our competitors may benefit from our efforts in developing consumer and community acceptance for eVTOL aircraft and aerial ridesharing, making it easier for them to obtain the permits and authorizations required to operate an aerial ridesharing service in the markets in which we intend to launch or in other markets. If we do not capture the first mover advantage that we anticipate, it may harm our business, financial condition, operating results and prospects. For a more comprehensive discussion, please see the section entitled "Risk Factors" in our annual report on Form 10-K for the year ended December 31, 2025 and in Part II, Item 1A of this Quarterly Report.

Government Certification

We signed a revised, stage 4 "G-1" certification basis for our aircraft with the FAA in July 2022, which was published in final form in the Federal Register in March 2024. This agreement lays out the specific requirements that need to be met by our aircraft for it to be certified for commercial operations. Reaching this milestone marks a key step towards certifying any new aircraft in the U.S. We think of the FAA type certification process in five stages and have made significant progress towards certification. We have completed or substantially completed three of these five stages and are more than halfway through the fourth stage.

In 2022, we received our Part 135 operating certificate, which is required for us to operate an on-demand air service and allows us to operate the service with conventional aircraft. In October 2024, the FAA published the Special Federal Aviation Regulations ("SFARs"), which include operational regulations related to eVTOLs. We will need to comply with these SFARs as we add our aircraft to our Part 135 operating certificate. If the FAA requires further modifications to our existing G-1 certification basis, makes subsequent modifications to the SFARs, or if there are other regulatory changes or revisions, this could delay our ability to obtain type certification, and could delay our ability to launch our commercial passenger service.

We expect the FAA type certificate will be validated in certain international markets pursuant to bilateral agreements between the FAA and its counterpart civil aviation authorities in other countries. In 2022, we applied for aircraft certification in the United Kingdom and Japan. In 2023, we signed an agreement with Road and Transport Authority of Dubai ("RTA") for Joby to provide air taxi services in Dubai. The RTA agreement includes a roadmap for local approval by the UAE General Civil Aviation Authority that could precede type certification by the FAA. These arrangements provide a means of efficient international expansion as we develop commercial operations around the world.

In addition to certifying our aircraft, we will also need to obtain authorizations and certifications related to the production of our aircraft and the deployment of our aerial ridesharing service. We anticipate being able to meet the requirements of such authorizations and certifications. If we fail to obtain any of the required authorizations or certifications, or do so in a timely manner, or if any of these authorizations or certifications are modified, suspended or revoked after we obtain them, we may be unable to launch our commercial service or do so on the timelines we project, which would have adverse effects on our business, prospects, financial condition and/or results of operations.

U.S. Government Contracts

In December 2020, we became, to our knowledge, the first company to receive airworthiness approval for an eVTOL aircraft for a flight clearance from the USAF to conduct a government test. Our multi-year relationship with the DOD and other U.S. government agencies has provided us with a compelling opportunity to more thoroughly understand the operational capabilities and maintenance profiles of our aircraft in advance of commercial launch.

With growing USAF interest in hybrid powertrains and autonomy in aviation, we leveraged our existing aircraft platform to address these areas. In the summer of 2025, we participated in the USAF's Resolute Force Pacific ("REFORPAC") exercise, successfully demonstrating our Superpilot(TM) autonomous flight technology. We continue to work on autonomy programs with the USAF. Additionally, we are working with L3Harris on leveraging our platform to address opportunities to sell aircraft for defense applications. We are actively pursuing additional contracts with the DOD and other government agencies in these areas and believe that our investments in hydrogen-electric and autonomous technology will position us well to capitalize on these opportunities, we may be unable to secure additional contracts or continue to grow our relationship with the U.S. government and/or DOD.

Vertically-Integrated Business Model

Our primary business model is to serve as a vertically-integrated eVTOL transportation service provider. Present projections indicate that payback periods on aircraft will result in a viable business model over the long-term as production volumes scale and unit economics improve to support sufficient market adoption. As with any new industry and business model, numerous risks and uncertainties exist. Our projections are dependent on certifying and delivering aircraft on time and at a cost that will allow us to offer our service at prices that a sufficient number of customers will be willing to pay for the time and efficiency savings they receive from utilizing our eVTOL services. Our aircraft include parts and manufacturing processes unique to eVTOL aircraft, in general, and our product design, in particular. We have used our best efforts to estimate costs in our planning projections. However, the variable cost associated with assembling our aircraft at scale remains uncertain at this stage of development. Our vertically-integrated business model also relies, in part, on developing and certifying component parts rather than sourcing already certified parts from third-party suppliers. While we believe this model will ultimately result in a more performant aircraft and better operating economics, the increased time and effort required to develop and certify these components may result in delays compared to alternative approaches.

Our vertically-integrated approach is also dependent on recruiting, developing and retaining the right talent at the right time to support engineering, certification, manufacturing, and go-to-market operations. As we progress through the certification process, we will have an increasing need to accelerate hiring in selected areas. If we are unable to add sufficient headcount it could impact our ability to meet our expected timelines for certification and entry into service.

The global economy has recently seen a significant rise in tariffs and other protective trade measures that have applied to a wide range of finished goods and raw materials. While tariffs have not had a significant impact on our business, financial condition or results of operations to date due to the limited scale of our prototype manufacturing and focus on certification efforts, over time new tariffs or other restrictions imposed in connection with trade wars or political instability could increase the costs of raw materials and other goods, both for us and our suppliers, particularly as we begin to scale our manufacturing operations and produce aircraft for commercial use. We believe that our high level of vertical integration, coupled with our investments in U.S. manufacturing facilities, give us a competitive advantage with increased flexibility to adapt to future trade policy changes and are actively working to minimize the potential impact of any such tariffs or other restrictions. For a more comprehensive discussion, please see the section entitled "Risk Factors" in our annual report on Form 10-K for the year ended December 31, 2025 and in Part II, Item 1A of this Quarterly Report.

The success of our business is also dependent, in part, on the utilization rate of our aircraft, which is the amount of time our aircraft spend in the air carrying passengers. We intend to maintain a high daily aircraft utilization rate, and reductions in utilization will adversely impact our financial performance. High daily aircraft utilization is achieved in part by reducing turnaround times at vertiports. Aircraft utilization is reduced by delays and cancellations from various factors, many of which are beyond our control, including adverse weather conditions, security requirements, air traffic congestion and unscheduled maintenance events.

Components of Results of Operations

Revenue

Revenue consists of passenger revenue and other revenue.

Passenger revenue primarily includes revenue generated from the transportation of passengers via helicopter or fixed wing aircraft, booked through Blade. Flights are typically booked through Blade associates, the Blade app, or third-party channels and paid for principally via credit card transactions, wire transfers, checks, customer credits, and gift cards. Flight

payments are typically collected at the time of booking before the performance of the related service, and revenue is recognized when the service is completed.

Other revenue primarily includes revenue from government flight services, engineering services and rental income from third-party leasing arrangements. Government flight services revenue primarily includes consideration for our performance of customer-directed flights and on-base operations for various U.S. Department of Defense (DOD) agencies. The other revenue is recognized (i) over time, as the performance obligations are satisfied, in an amount that reflects the consideration we expect to be entitled to in exchange for those services, typically measured based on flight hours, service hours, milestones, or other relevant metrics; or (ii) at a point in time, upon termination of a contract, if applicable, when we have fulfilled our obligations and no further performance is required.

Operating expenses

Cost of Revenue

Cost of Revenue consist primarily of costs related to operators of aircraft and vehicles, flight support, maintenance personnel, expenses associated with support aircraft such as rent and fuel, depreciation of capitalized ground support equipment, and our aircraft fuel or electricity cost, landing fees, pilot salaries, as directly attributed to our performance of the flight services, costs of providing engineering services and costs associated with rental income from third-party leasing arrangements. Flight services expenses do not include the costs of manufacturing our aircraft and aircraft parts as such costs are expensed when incurred as Research and Development Expenses (see below).

Research and Development Expenses

Research and development expenses consist primarily of personnel expenses, including salaries, benefits, and stock-based compensation, costs of consulting, equipment and materials, depreciation and amortization and allocations of overhead, including rent, information technology costs and utilities. Research and development expenses are partially offset by payments we received in the form of government grants, including those received under the Agility Prime program.

We expect our research and development expenses to increase as we increase staffing to support aircraft engineering and software development, build aircraft, and continue to explore and develop next generation aircraft and technologies.

Selling, General and Administrative Expenses

Selling, general and administrative expenses consist of personnel expenses, including salaries, benefits, and stock-based compensation, related to executive management, finance, legal, and human resource functions. Other costs include business development, contractor and professional services fees, audit and compliance expenses, insurance costs and general corporate expenses, including allocated depreciation, rent, information technology costs and utilities.

We expect our selling, general and administrative expenses to increase as we hire additional personnel and consultants to support the growth of our operations and comply with applicable regulations.

Gain (Loss) from changes in Fair Value of Warrants, Earnout Shares and Contingent Consideration

Publicly-traded warrants ("Public Warrants"), private placement warrants issued to Sponsor ("Private Placement Warrants"), warrants issued to Delta Air Lines, Inc. ("Delta Warrants"), shares of common stock owned by Sponsor subject to certain terms on vesting, lock-up and transfer ("Earnout Shares") and contingent consideration related to Blade acquisition EBITDA Earnout are recorded as liabilities and subject to remeasurement to fair value at each balance sheet date. We expect to incur an incremental income (expense) in the consolidated statements of operations for the fair value adjustments for these outstanding liabilities at the end of each reporting period, except for the Private Placement Warrants, which were fully exercised on August 11, 2025 as described in Note 8 in our annual report on Form 10-K for the year ended December 31, 2025.

2025 Acquisition

On August 29, 2025, the Company completed the acquisition of 100% of the outstanding equity of Blade Urban Air Mobility, Inc., a wholly owned subsidiary of Strata Critical Medical, Inc, f/k/a Blade Air Mobility, Inc. ("Seller"). Blade Urban Air Mobility, Inc. and its subsidiaries ("Blade") operate a technology-powered, global urban air mobility platform through which they provide air charter broker and other services. The transaction is expected to unlock immediate market

access and infrastructure across key urban corridors in New York City and Southern Europe and allow the Company to combine its best-in-class technology with Blade’s experience of delivering premium customer transportation at scale.

The Company acquired all assets and assumed liabilities of Blade for total purchase consideration of \$92.4 million, consisting of (i) 5,325,585 shares of the Company’s common stock with an aggregate fair value of \$74.5 million, calculated net of \$1.5 million attributed to the Company’s post-combination compensation expense, (ii) payments contingent upon the achievement of future Earnings Before Interest, Taxes, Depreciation and Amortization (“EBITDA”) targets with a fair value of \$7.6 million (“EBITDA Earnout”), (iii) indemnity holdback amount of \$10.0 million (“Indemnity Holdback”), and (iv) pre-combination-attributed fair value of substitution RSUs of \$0.3 million. The acquisition was accounted for as a business combination in accordance with ASC 805, *Business Combinations*, which requires that the assets acquired and liabilities assumed in a business combination be recognized at their estimated acquisition-date fair values (see Note 4).

Interest and Other Income, Net

Interest income consists primarily of interest earned on our cash and cash equivalents and investments in marketable securities.

Provision for Income Taxes

Our provision for income taxes consists of an estimate of federal, state, and foreign income taxes based on enacted federal, state, and foreign tax rates, as adjusted for allowable credits, deductions, uncertain tax positions, changes in deferred tax assets and liabilities, and changes in tax law. Due to the level of historical losses, we maintain a valuation allowance against U.S. federal and state deferred tax assets as it has been concluded it is more likely than not that these deferred tax assets will not be realized.

Results of Operations

Comparison of the Three Months Ended March 31, 2026 to the Three Months Ended March 31, 2025

The following table summarizes our historical results of operations for the periods indicated (in thousands, except percentage):

	Three Months Ended March 31,		Change	
	2026	2025	(\$)	(%)
Revenue	\$ 24,246	\$ —	24,246	100%
Operating expenses:				
Cost of Revenue	18,803	—	18,803	100%
Research and development	177,470	134,287	43,183	32 %
Selling, general and administrative	61,553	28,997	32,556	112 %
Total operating expenses	257,826	163,284	94,542	58 %
Loss from operations	(233,580)	(163,284)	(70,296)	43 %
Interest and other income, net	17,784	9,898	7,886	80 %
Gain from change in fair value of warrants, earnout shares and contingent consideration, net	106,014	71,020	34,994	49 %
Total other income, net	123,798	80,918	42,880	53 %
Loss before income taxes	(109,782)	(82,366)	(27,416)	33 %
Income tax expenses	168	40	128	320 %
Net loss	\$ (109,950)	\$ (82,406)	\$ (27,544)	33 %

Revenue

Revenue increased by \$24.2 million to \$24.2 million during the three months ended March 31, 2026 from \$0 during the three months ended March 31, 2025 primarily due to the passenger service revenue from our Blade offering after Blade acquisition, increased revenue from engineering services provided to third parties and rental income from third-party leasing arrangements.

Operating expenses

Cost of Revenue

Cost of Revenue increased by \$18.8 million to \$18.8 million during the three months ended March 31, 2026 from \$0 during the three months ended March 31, 2025 primarily due to the passenger service costs from our Blade offering after Blade acquisition, cost of providing engineering services and costs associated with third-party leasing arrangements.

Research and Development Expenses

Research and development expenses increased by \$43.2 million, or 32%, to \$177.5 million during the three months ended March 31, 2026 from \$134.3 million during the three months ended March 31, 2025. The increase was primarily attributable to increases in personnel and related costs to support aircraft engineering, software development, prototype manufacturing and certification and a decrease in expense reduction due to lower grants earned as part of our government contracts.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased by \$32.6 million, or 112%, to \$61.6 million during the three months ended March 31, 2026 from \$29.0 million during the three months ended March 31, 2025. The increase was primarily attributable to increases in stock-based compensation, payroll and other indirect operating expenses associated with the Blade acquisition and increases in legal and marketing spend.

Total Other Income, Net

Total other income, net increased by \$42.9 million, or 53%, to \$123.8 million income, net during the three months ended March 31, 2026 from total other income, net of \$80.9 million during the three months ended March 31, 2025. The increase was primarily driven by a \$35.0 million change in fair value of warrants, earnout shares and contingent consideration, net and a \$7.9 million increase in interest and other income, net due to higher investible funds from equity offering and notes issuance in February 2026 and partially offset by interest expense from the convertible notes issuance in February 2026.

Liquidity and Capital Resources

Sources of Liquidity

We have incurred net losses and negative operating cash flows from operations since inception, and we expect to continue to incur losses and negative operating cash flows for the foreseeable future until we successfully commence sustainable commercial operations. To date, we have funded our operations primarily with proceeds from the Merger and issuance of stock and convertible notes.

In August 2021, we raised net proceeds of \$1,067.9 million from the Merger and \$843.3 million from the issuances of Legacy Joby's redeemable convertible preferred stock and convertible notes prior to the Merger.

In October 2022, we raised net proceeds of \$60.0 million from the sale of 11,044,232 shares of our common stock and warrants to Delta Air Lines, Inc.

In May 2023, we raised \$180.2 million in net proceeds from our issuance and sale, in a registered direct offering to certain institutional investors of 43,985,681 shares of our common stock.

In June 2023, we raised net proceeds of \$99.9 million from our issuance and sale of 15,037,594 shares of our common stock to SKT.

In October 2024, we raised \$221.8 million in net proceeds from an underwritten public offering (the "Public Offering") of 46,000,000 shares of our common stock.

In December 2024, we entered into an Equity Distribution Agreement with Morgan Stanley & Co. LLC and Allen & Company LLC, as sales agents ("Equity Distribution Agreement"), through which we may offer and sell, from time to time at our sole discretion, up to an aggregate of \$300.0 million of our common stock in an "at-the-market" offering ("ATM

Offering”). As of March 31, 2026, 29,950,799 shares of our common stock have been sold pursuant to the Equity Distribution Agreement for net proceeds of \$282.4 million. As of March 31, 2026, \$8.1 million remains available for sale under the Equity Distribution Agreement.

In May 2025, we issued 49,701,790 shares at a price per share of \$5.03 for net proceeds of \$249.9 million pursuant to a stock purchase agreement with Toyota Motor Corporation (“Toyota”) that we entered in October 2024. Pursuant to the agreement, Toyota has committed to invest an additional \$250.0 million, subject to certain closing conditions (“Toyota Investment”).

In October 2025, we raised \$575.9 million in net proceeds from an underwritten public offering of 35,075,000 shares of our common stock.

As of December 31, 2025, we have received \$34.6 million from the exercise of our Public Warrants.

In January 2026, we have received \$70.0 million from the exercise of the first tranche of Delta Warrant (Note 9).

In February 2026, we raised net proceeds of \$576.3 million from an underwritten public offering of 52,863,437 shares of our common stock (the “February 2026 Equity Offering”), and net proceeds of \$669.8 million from an underwritten public offering of \$690.0 million principal amount of 0.75% Convertible Senior Notes due 2032 (the “Notes”).

As of March 31, 2026, we had cash, cash equivalents and restricted cash of \$875.4 million and short-term investment in marketable securities of \$1,591.7 million. Restricted cash, totaling \$0.9 million, reflects cash temporarily retained for security deposit on leased facilities. We believe that our cash, cash equivalent and short-term investments will satisfy our working capital and capital requirements for at least the next twelve months.

Long-Term Liquidity Requirements

We expect our cash and cash equivalents on hand together with additional proceeds from the Toyota Investment and cash we expect to generate from future operations will provide sufficient funding to support us beyond the initial launch of our commercial operations. Until we generate sufficient operating cash flow to fully cover our operating expenses, working capital needs and planned capital expenditures, or if circumstances evolve differently than anticipated, we expect to utilize a combination of equity and debt financing to fund any future remaining capital needs. If we raise funds by issuing equity securities, dilution to stockholders may result. Any equity securities issued may also provide for rights, preferences, or privileges senior to those of holders of common stock. If we raise funds by issuing debt securities, these debt securities would have rights, preferences, and privileges senior to those of preferred and common stockholders. The terms of debt securities or borrowings could impose significant restrictions on our operations. The capital markets have in the past, and may in the future, experience periods of upheaval that could impact the availability and cost of equity and debt financing.

Our principal uses of cash in recent periods were to fund our research and development activities, personnel cost and support services. Near-term cash requirements will also include spending on manufacturing facilities, ramping up production and supporting production certification, scaled manufacturing operations for commercialization, infrastructure and vertiports development, pilot training facilities, software development and production of aircraft. We do not have material cash requirements related to current contractual obligations. As such, our cash requirements are highly dependent upon management’s decisions about the pace and focus of both our short and long-term spending.

Cash requirements can fluctuate based on business decisions that could accelerate or defer spending, including the timing or pace of investments, infrastructure and production of aircraft. Our future capital requirements will depend on many factors, including our revenue growth rate, the timing and the amount of cash received from our customers, the expansion of sales and marketing activities, and the timing and extent of spending to support development efforts. In the future, we may enter into arrangements to acquire or invest in complementary businesses, products, and technologies, which could require us to seek additional equity or debt financing. If we require additional financing we may not be able to raise such financing on acceptable terms or at all. If we are unable to raise additional capital or generate cash flows necessary to continue our research and development and invest in continued innovation, we may not be able to compete successfully, which would harm our business, results of operations, and financial condition. If adequate funds are not available, we may need to reconsider our investments in production operations, the pace of our production ramp-up, infrastructure investments in vertiports, expansion plans or limit our research and development activities, which could have a material adverse impact on our business prospects and results of operations.

Cash Flows

The following tables set forth a summary of our cash flows for the periods indicated (in thousands, except percentage):

	Three Months Ended March 31,		Change	
	2026	2025	(\$)	(%)
Net cash (used in) provided by:				
Operating activities	\$ (144,439)	\$ (110,970)	(33,469)	30 %
Investing activities	(505,487)	31,590	(537,077)	n.m.
Financing activities	1,283,586	2,043	1,281,543	n.m.
Net decrease in cash, cash equivalents, and restricted cash	\$ 633,660	\$ (77,337)	710,997	(919)%

Net Cash Used in Operating Activities

Net cash used in operating activities for the three months ended March 31, 2026 was \$144.4 million, consisting primarily of a net loss of \$110.0 million, adjusted for non-cash items of \$44.0 million stock-based compensation expense and \$11.0 million depreciation and amortization expense and a net decrease in our net working capital of \$17.4 million, partially offset by a \$106.0 million gain from change in the fair value of warrants, earnout shares and contingent consideration, net and \$1.5 million net accretion and amortization of our investments in marketable securities.

Net cash used in operating activities for the three months ended March 31, 2025 was \$111.0 million, consisting primarily of a net loss of \$82.4 million, adjusted for non-cash items of \$27.0 million stock-based compensation expense and \$9.1 million depreciation and amortization expense and a net decrease in our net working capital of \$10.0 million, partially offset by a \$71.0 million gain from change in the fair value of warrants, earnout shares and contingent consideration and \$3.7 million net accretion and amortization of our investments in marketable securities.

Net Cash Provided by (Used in) Investing Activities

Net cash used in investing activities for the three months ended March 31, 2026 of \$505.5 million was primarily due to purchases of marketable securities of \$555.8 million and purchases of property and equipment of \$77.9 million, partially offset by proceeds from the sales and maturities of marketable securities of \$128.2 million.

Net cash used in investing activities for the three months ended March 31, 2025 of \$31.6 million was primarily due to proceeds from the sales and maturities of marketable securities of \$173.4 million, partially offset by purchases of marketable securities of \$126.9 million and purchases of property and equipment of \$15.0 million.

Net Cash Provided by Financing Activities

Net cash provided by financing activities for the three months ended March 31, 2026 of \$1,283.6 million was primarily due to net proceeds of \$576.3 million from issuance of the underwritten common stock offering, net proceeds of \$669.8 million from issuance of convertible notes, proceeds from exercise of stock options and warrants issuance of \$70.5 million, partially offset by payment for capped calls of \$63.3 million and repayment of obligations under finance lease of \$0.6 million.

Net cash provided by financing activities for the three months ended March 31, 2025 of \$2.0 million was primarily due to net proceeds of \$2.1 million from issuance of common stock in at-the-market public offering and proceeds from exercise of stock options of \$0.5 million, partially offset by repayment of tenant improvement loan and obligations under finance lease of \$0.5 million.

Critical Accounting Estimates

Management's discussion and analysis of our financial condition and results of operations is based on our Condensed Consolidated Financial Statements, which have been prepared in accordance with U.S. GAAP. The preparation of these Condensed Consolidated Financial Statements requires us to make estimates and assumptions for the reported amounts of assets, liabilities, revenue, expenses and related disclosures. Our estimates are based on our historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions and any such differences may be material.

The significant accounting policies of the Company are described in Management's Discussion and Analysis of Financial Condition and Results of Operations section of the audited Consolidated Financial Statements contained in the Company's annual report on Form 10-K for the year ended December 31, 2025.

Recent Accounting Pronouncements

See Note 2 of our Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report on Form 10-Q for more information regarding recently issued accounting pronouncements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Interest Rate Risk

We are exposed to market risk for changes in interest rates applicable to our short-term investments. We had cash, cash equivalents, restricted cash and investments in short-term marketable securities totaling \$2,467.0 million as of March 31, 2026. Cash equivalents and short-term investments were invested primarily in money market funds, U.S. treasury bills and government and corporate bonds. Our investment policy is focused on the preservation of capital and supporting our liquidity needs. Under the policy, we invest in highly rated securities, issued by the U.S. government and corporations or liquid money market funds. We do not invest in financial instruments for trading or speculative purposes, nor do we use leveraged financial instruments. We utilize external investment managers who adhere to the guidelines of their investment policies. A hypothetical 10% change in interest rates would not have a material impact on the value of our cash, cash equivalents or short-term investments or our interest income.

Foreign Currency Risk

We are not exposed to significant foreign currency risks related to our operating expenses as our foreign operations are not material to our Condensed Consolidated Financial Statements.

Item 4. Controls and Procedures.

Management's Evaluation of Disclosure Controls and Procedures

We maintain "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (2) accumulated and communicated to our management, including our principal executive officer and principal financial and accounting officer, as appropriate to allow timely decisions regarding required disclosure. Our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and our management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their control objectives.

Our management, under the supervision and with the participation of our principal executive officer and principal financial and accounting officer, evaluated the effectiveness of our disclosure controls and procedures at the end of the period covered by this Quarterly Report. Based upon this evaluation, our principal executive officer and principal financial and accounting officer concluded that, as of the end of the period covered by this Quarterly Report, the design and operation of our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

During the most recently completed fiscal quarter, 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 period covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

We are subject to a variety of claims that arise from time to time in the ordinary course of our business. While management currently believes that resolving claims against us, individually or in aggregate, will not have a material adverse impact on our financial position, results of operations or statement of cash flows, these matters are subject to inherent uncertainties and management's view of these matters may change in the future. If an unfavorable final outcome were to occur, it may have a material adverse impact on our financial position, results of operations or cash flows for the period in which the effect becomes reasonably estimable.

Archer Litigation

On November 18, 2025, we filed a complaint in the Superior Court of the State of California for the County of Santa Cruz against Archer Aviation, Inc. ("Archer") and George Kivork alleging, among other things, breach of contract, misappropriation of trade secrets, and interference with contract and prospective economic advantage related to the improper acquisition, retention, and use of our confidential and proprietary business information and trade secrets. The complaint requests damages, disgorgement and restitution, injunctive relief, and attorneys' fees, costs and expenses. This lawsuit was removed to the United States District Court, Northern District of California, where it remains pending. On January 23, 2026, Archer and Mr. Kivork filed motions to dismiss the complaint, and we filed our opposition to the motion to dismiss on February 13, 2026. On March 9, 2026, Archer filed counterclaims against us alleging false advertising and unfair competition. We filed a motion to dismiss Archer's counterclaims on April 6, 2026, and Archer filed an opposition on April 20, 2026. We intend to aggressively pursue our claims against Archer and vigorously defend against Archer's counterclaims.

On March 10, 2026, Archer filed a Section 337 complaint with the U.S. International Trade Commission (ITC) seeking an Exclusion Order to block Joby from importing electric aircraft, power systems, and related components into the United States that allegedly infringe 5 Archer patents. We intend to aggressively defend against Archer's claims.

Item 1A. Risk Factors.

Our business, prospects, financial condition, operating results and the price of our common stock may be affected by a number of factors, whether currently known or unknown, including but not limited to those described as risk factors, any one or more of which could, directly or indirectly, cause our actual operating results and financial condition to vary materially from past, or anticipated future, operating results and financial condition. For a more comprehensive discussion of the risks and uncertainties that could impact the Company's business, please see the section entitled "Risk Factors" in the Company's annual report on Form 10-K for the year ended December 31, 2025, filed with the SEC on February 27, 2026. Any of these factors, in whole or in part, as well as other risks not currently known to us or that we currently consider material, could materially and adversely affect our business, prospects, financial condition, operating results and the price of our common stock.

In addition to the other information set forth in this Form 10-Q, including in the Forward-Looking Statements, MD&A, and the Consolidated Condensed Financial Statements and accompanying notes, we have provided an additional risk factor below regarding uncertainties surrounding global trade policies and the impact they could have on our financial results.

Current and future litigation may have an adverse impact on our business.

We are currently involved in litigation, as described above in Part II, Item 1 "Legal Proceedings." Even if we ultimately prevail on the merits, litigation can be costly, time consuming, and can divert management's attention from other priorities. If the counterparties to such litigation prevail on their claims, we may be required to pay financial penalties or may be subject to injunctive relief, both of which may materially harm our business, financial condition and prospects. In particular, injunctive relief that prevents importing components of our aircraft or invalidates our intellectual property could require us to redesign certain aspects of our aircraft, which could result in delays to our certification and launch timelines.

We currently have subsidiaries located outside of the United States and plans for international operations in the future, which could subject us to political, operational and regulatory challenges.

While our primary operations are in the United States, we have established relationships with subsidiaries, suppliers, and potential partners in select international markets. In addition, we currently have subsidiaries engaged in limited test manufacturing, R&D and other activities in foreign countries. We have also begun working with regulators in other countries, including the United Kingdom, Japan, South Korea, Australia and the UAE to pursue commercialization opportunities in those markets and have signed contracts with potential partners in each of these markets under which we make various commitments related to early operations. While foreign certification in many countries leverages our work

with the FAA and in some cases, such as the UAE, may also provide a path to commercial operations prior to receiving certification in the United States, applicable regulations outside the U.S. may differ from or be more stringent than analogous U.S. regulations.

International operations are subject to a number of additional risks, including local political or economic instability, cross-border political tensions, global tariffs, challenges in effectively managing employees in foreign jurisdictions, including local labor laws that may be stricter or more costly to comply with than in the U.S., and exposure to potential liabilities under anti-corruption or anti-bribery laws, including the U.S. Foreign Corrupt Practices Act, the UK Bribery Act and similar laws and regulations. Specifically, recent military actions in the Middle East could impact our operations in Dubai by threatening key infrastructure, creating shifting priorities, impacting consumer demand for our proposed service, or as a result of other unforeseen challenges or consequences. If any of these risks materialize it could adversely impact our business, financial condition and results of operations.

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

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

On March 5, 2026, JoeBen Bevirt, the Company's President and Chief Executive Officer, adopted a trading plan intended to satisfy Rule 10b5-1(c) of the Exchange Act to sell, subject to certain conditions, up to 99,000 shares of Company common stock held by Mr. Bevirt and up to 2,122,019 shares of Company common stock held by the Joby Trust, beginning July 15, 2026 and ending September 30, 2026. Mr. Bevirt is the trustee of the Joby Trust and the JoeBen Bevirt 2020 Descendants Trust and may be deemed to be the beneficial owner of such shares.

Item 6. Exhibits.

The following exhibits are filed or furnished as a part of, or incorporated by reference into, this Quarterly Report on Form 10-Q.

Exhibit Number	Description	Form	Exhibit	Filing Date	Filed Herewith
3.1	Amended and Restated Certificate of Incorporation of Joby Aviation, Inc.	S-3	3.1	9/6/2024	
3.2	Certificate of Amendment to Certificate of Incorporation of Joby Aviation, Inc.	8-K	3.1	6/12/2025	
3.3	Bylaws of Joby Aviation, Inc.	8-K	3.1	1/24/2025	
10.1 ⁺	2026 Performance Award Program				X
10.2	Non-Employee Director Compensation Program				X
31.1	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
31.2	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
32.1*	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
32.2*	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.				
101.SCH	Inline XBRL Taxonomy Extension Schema Document				
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document				
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document				
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document				
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document				
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)				

+ Indicates a management contract or compensatory plan.

* These certifications are furnished to the SEC pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and are deemed not filed for purposes of Section 18 of the Exchange Act, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

SIGNATURES

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

Joby Aviation, Inc.

Date: May 6, 2026

By: /s/ JoeBen Bevirt
JoeBen Bevirt
Chief Executive Officer, Chief Architect and Director

Date: May 6, 2026

By: /s/ Rodrigo Brumana
Rodrigo Brumana
Chief Financial Officer and Treasurer

JOBY AVIATION, INC.
2026 PERFORMANCE AWARD PROGRAM
(effective January 1, 2026)

This Performance Award Program (this “*Program*”) has been adopted by the Compensation Committee of the Board of Directors (the “*Board*”) of Joby Aviation, Inc. (the “*Company*”) under the Company’s 2021 Incentive Award Plan (the “*Plan*”) effective as of January 1, 2026 (the “*Effective Date*”). Capitalized terms not otherwise defined herein shall have the meaning ascribed in the Plan.

Purpose and Participants

The purpose of the Program is to provide an incentive to employees of the Company’s Participating Subsidiaries (as defined below) to achieve certain business and operational goals for the calendar year 2026.

“*Participants*” in the Program include all permanent employees of the Company’s subsidiaries listed on Exhibit A (the “*Participating Subsidiaries*”), whether full-time or part-time. If a Participant transitions from a permanent full-time or part-time employee role to a consulting role, or if a Participant changes employment from a Participating Subsidiary to another Company subsidiary that does not participate in the Program, any Awards previously granted under the Program will continue to vest provided that the individual continues to be a Service Provider (as defined in the Plan) through the applicable vesting date.

Other employees or consultants may be granted Awards under the Program on the same or different terms as Participants in the sole discretion of the Administrator, in which case any reference to a “Participant” herein shall also be deemed to refer to such individuals.

Interns, contractors, seasonal workers and other temporary employees are not eligible Participants.

Certain Definitions

As used in this Program, the following terms have the following meanings:

- “*Administrator*” means the Compensation Committee of the Board, unless otherwise designated by the Board.
 - “*Award*” means an award of Restricted Stock Units (“*RSUs*”) that is granted under this Program and is subject to performance conditions.
 - “*Determination Date*” means the date determined by the Administrator to evaluate the Company’s achievement certain performance objectives for the Performance
-

Period and determine the Earned Percentage, such date to be no later than February 28, 2027.

- “**Earned Percentage**” means a multiplier ranging from 0-200%, as determined by the Administrator in its sole discretion based on its assessment of the Company’s cumulative achievement of its performance objectives during the Performance Period.
- “**Grant Date**” means the Initial Grant Date, and each other date that the Administrator specifies for the grant of an Award hereunder.
- “**Initial Grant Date**” means the date that the Administrator approves the first set of Awards under this Program.
- “**Performance Period**” means January 1, 2026 through December 31, 2026.
- “**Proration Multiplier**” means:
 - *for any Participant who commenced employment with a Participating Subsidiary after January 1, 2026*: the ratio of (i) the number of calendar months the Participant will have been employed by the Participating Subsidiary as of December 31, 2026 (assuming the Participant continues to be employed through December 31, 2026), over (ii) 12.¹
 - *for any Participant who was employed by a Participating Subsidiary on January 1, 2026*: 1.0.
 - *for any Participant who commenced employment with a Participating Subsidiary on or after December 1, 2026*: 0.
- “**Specified Price**” means the volume weighted average trading price of the Common Stock over the 20 consecutive trading days ending on March 2, 2026, which was \$10.12.
- “**Target Amount**” for a Participant means the target amount established by the Administrator for such Participant or, if no target amount has been established by the Administrator for such Participant, 10% of the Participant’s annualized base salary for salaried employees or annualized base wages for hourly employees, in either case effective as of the day immediately prior to the Grant Date (or, if the Award is approved via Unanimous Written consent, as of with a date selected to be as near as practicable prior to distribution of the Unanimous Written Consent for approval). For hourly employees a Participant’s annualized base wages will be calculated based on the Participant’s expected annual hours multiplied by their hourly pay rate. If the expected number of hours is expressed as a range (i.e. 20-25 hours), the annualized base pay shall be calculated based upon the upper end of the stated range. For salaried employees, a Participant’s annualized salary shall be as reflected in the Participant’s most recent offer letter, compensation change letter, employment status change letter or other employment agreement. In no case will geographic differential pay, shift differential, bonus pay or any other non-base pay be considered in determining a Participant’s annual base salary or wages.

¹ For example, if an employee is hired on March 15, 2026, the Proration Multiplier will be 10/12.

Awards

On the Initial Grant Date, each Participant who is a Service Provider as of the date the Specified Price is set shall be granted an Award comprised of a number of RSUs calculated by dividing (a) the product of the Participant's Target Amount multiplied by the Proration Multiplier by (b) the Specified Price, rounded down to the nearest whole number of RSUs. On each Grant Date thereafter, each Participant who is a Service Provider as of such date and who has not previously been granted an Award under the Program shall, at the discretion of the Administrator, be granted an Award comprised of a number of RSUs calculated by dividing (a) the product of the Participant's Target Amount multiplied by the Proration Multiplier by (b) the Specified Price, rounded down to the nearest whole number of RSUs.

On the Determination Date, the Administrator shall review the Company's overall achievement of its organizational performance objectives for the Performance Period to determine the Earned Percentage.

Each Award that is granted hereunder will vest on March 22, 2027 (the "**Vesting Date**"), subject in each case to the Participant's continued status as a Service Provider (as defined in the Plan) through the Vesting Date. Leaves of Absence may impact vesting of Awards as described in the Company's Leave of Absence Policy.

Within 30 days after each Vesting Date, the Company shall settle each RSU that vests on such Vesting Date by issuing the Participant a number of shares of Company Common Stock equal to the product determined by multiplying (a) the number of RSUs underlying the Award held by the Participant by (b) the Earned Percentage cumulatively rounded down to the nearest whole share.

By way of example, if a Participant who was employed for all of 2026 was granted an Award of 750 RSUs and the Earned Percentage was determined to be 110%, 825 shares of Company Common Stock would vest on the Vesting Date, determined by multiplying (a) 750, by (b) 110%, cumulatively rounded down.

Consistent with the terms of the Plan, vested Awards will generally be deposited in a Participant's account within 30 days after the Vesting Date.

Miscellaneous

The other provisions of the Plan shall apply to the RSUs granted under this Program, except to the extent such other provisions are inconsistent with this Program. All applicable terms of the Plan apply to this Program as if fully set forth herein, and all grants of RSUs hereby are subject in all respects to the terms of the Plan. The grant of RSUs under this Program shall be made solely by and subject to the terms set forth in an Award Agreement in a form approved by the Administrator and duly executed by an executive officer of the Company.

* * * * *

EXHIBIT A

Participating Subsidiaries

Joby Aero, Inc.
Joby Aviation College, Inc.
Joby Germany GmbH
Joby Austria GmbH
Joby U.K. Limited
Elevate Air Ltd.
Joby Elevate, Inc.
Joby Elevate MEA, L.L.C.

JOBY AVIATION, INC.
NON-EMPLOYEE DIRECTOR COMPENSATION PROGRAM

This Joby Aviation, Inc. (the “*Company*”) Non-Employee Director Compensation Program (this “*Program*”) has been adopted by the Company’s Board of Directors (the “*Board*”) under the Company’s 2021 Incentive Award Plan (the “*Plan*”) adopted as of December 16, 2021, as amended on March 5, 2025 and March 20, 2026. Any changes approved as of March 20, 2026 shall become effective as of April 1, 2026 (the “*Effective Date*”). Capitalized terms not otherwise defined herein shall have the meaning ascribed in the Plan.

Cash Compensation

Effective upon the Effective Date, annual retainers will be paid in the following amounts to Non-Employee Directors:

Board Service

Non-Employee Director:	\$	70,000
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Lead Independent Director

(in addition to Non-Employee Director retainer)	\$	35,000
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Committee Service

	Chair	Non-Chair
Audit Committee Member	\$ 20,000	\$ 10,000
Compensation Committee Member	\$ 15,000	\$ 7,500
Nominating and Corporate Governance Committee Member	\$ 10,000	\$ 5,000

All annual retainers will be paid in cash quarterly in arrears promptly following the end of the applicable calendar quarter, but in no event more than 30 days after the end of such quarter. If a Non-Employee Director does not serve as a Non-Employee Director, or in the applicable positions described above, for an entire calendar quarter, the retainer paid to such Non-Employee Director shall be prorated for the portion of such calendar quarter actually served as a Non-Employee Director, or in such position, as applicable.

Election to Receive Restricted Stock Units (“RSUs”) In Lieu of Annual Retainers

General:

The Board or its Compensation Committee (the “*Compensation Committee*”) may, in its discretion, provide Non-Employee Directors with the opportunity to elect to convert all or a portion of their annual retainers into awards of RSUs (“*Retainer RSU Awards*”) granted under the Plan or any other applicable Company equity incentive plan then-maintained by the Company, with each such Retainer RSU Award covering a number of shares of Common Stock calculated by dividing (i) the amount of the annual retainer that would have otherwise been paid to such Non-Employee Director on the applicable grant date by (ii) the volume-weighted average trading price of the Common Stock over the 20 consecutive trading days ending the trading day immediately preceding the grant date (such election, a “*Retainer RSU Election*”).

Each Retainer RSU Award automatically will be granted on the fifth day of the month immediately following the end of the quarter for which the corresponding portion of the annual retainer was earned. Each Retainer RSU Award will be fully vested on the grant date.

Election Method:

Each Retainer RSU Election must be submitted to the Company in the form and manner specified by the Board or the Compensation Committee. An individual who does not make a timely Retainer RSU Election shall not receive a Retainer RSU Award and instead shall receive the applicable annual retainer in cash. Retainer RSU Elections must comply with the following timing requirements:

- Initial Election. Each individual who first becomes a Non-Employee Director may make a Retainer RSU Election with respect to annual retainer payments scheduled to be paid in the same calendar year as such individual first becomes a Non-Employee Director (the “**Initial Retainer RSU Election**”). The Initial Retainer RSU Election must be submitted to the Company on or before the date that the individual first becomes a Non-Employee Director (the “**Initial Election Deadline**”), and the Initial Retainer RSU Election shall become final and irrevocable as of the Initial Election Deadline.
 - Annual Election. No later than December 31 of each calendar year, or such earlier deadline as may be established by the Board or the Compensation Committee, in its discretion (the “**Annual Election Deadline**”), each individual who is a Non-Employee Director as of immediately before the Annual Election Deadline may make a Retainer RSU Election with respect to the annual retainer relating to services to be performed in the following calendar year (the “**Annual Retainer RSU Election**”). The Annual Retainer RSU Election must be submitted to the Company on or before the applicable Annual Election Deadline and shall become effective and irrevocable as of the Annual Election Deadline.
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Equity Compensation

Annual RSU Award:

Each Non-Employee Director who will continue to serve as a Non-Employee Director immediately following each meeting of the Company's stockholders after the Effective Date (each, an "***Annual Meeting***") shall be granted on the date of such Annual Meeting an award of RSUs under the Plan or any other applicable Company equity incentive plan then-maintained by the Company covering a number of shares of Common Stock calculated by dividing (i) \$200,000 by (ii) the volume-weighted average trading price of the Common Stock over the 20 consecutive trading days ending the trading day immediately preceding the date of such Annual Meeting, *provided*, that if a Non-Employee Director is first appointed or elected on a date other than the date of an Annual Meeting, then such Non-Employee Director shall be granted automatically on such date of appointment or election an award of RSUs under the Plan, or any other applicable Company equity incentive plan then-maintained by the Company, covering a number of shares of Common Stock calculated by dividing (i) the product of \$200,000 multiplied times a fraction, the numerator of which is the number of days from the date of such appointment or election through the anticipated date of the first Annual Meeting following such appointment or election and the denominator of which is 365, by (ii) the volume-weighted average trading price of the Common Stock over the 20 consecutive trading days ending the trading day immediately preceding the grant date.

The award of RSUs will be automatically granted on the date of the applicable Annual Meeting, appointment or election, and will vest in full on the earlier of (i) the first anniversary of the grant date or (ii) immediately before the Annual Meeting immediately following the grant date, subject to the Non-Employee Director continuing in service on the Board through such vesting date.

No portion of an award of RSUs which is unvested at the time of a Non-Employee Director's termination of service on the Board shall become vested and exercisable thereafter.

Election to Defer Issuances

General: The Board or the Compensation Committee may, in its discretion, provide each Non-Employee Director with the opportunity to defer the issuance of the shares underlying RSUs granted under this Program, including Retainer RSU Awards and other RSUs granted hereunder, that would otherwise be issued to the Non-Employee Director in connection with the vesting or grant of the RSUs until the earliest of a fixed date properly elected by the Non-Employee Director, the Non-Employee Director's Termination of Service or a Change in Control. Any such deferral election ("***Deferral Election***") shall be subject to such rules, conditions and procedures as shall be determined by the Board or the Compensation Committee, in its sole discretion, which rules, conditions and procedures shall at all times comply with the requirements of Section 409A of the Code, unless otherwise specifically determined by the Board or the Compensation Committee. If an individual elects to defer the delivery of the shares underlying RSUs granted under this Program, settlement of the deferred RSUs shall be made in accordance with the terms of the Deferral Election.

Election Method: Each Deferral Election must be submitted to the Company in the form and manner specified by the Board or its Compensation Committee. Deferral Elections must comply with the following timing requirements:

- Initial Deferral Election. Each individual who first becomes a Non-Employee Director may make a Deferral Election with respect to the Non-Employee Director's RSUs to be granted in the same calendar year as such individual first becomes a Non-Employee Director (the "***Initial Deferral Election***"). The Initial Deferral Election must be submitted to the Company on or before the Initial Election Deadline, and the Initial Deferral Election shall become final and irrevocable as of the Initial Election Deadline.
 - Annual Deferral Election. No later than the Annual Election Deadline, each individual who is a Non-Employee Director as of immediately before the Annual Election Deadline may make a Deferral Election with respect to the RSUs to be granted in the following calendar year (the "***Annual Deferral Election***"). The Annual Deferral Election must be submitted to the Company on or before the applicable Annual Election Deadline and shall become final and irrevocable for the subsequent calendar year as of the applicable Annual Election Deadline.
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Change in Control

Immediately prior to and contingent upon a Change in Control of the Company, all outstanding equity awards granted under the Plan and any other equity incentive plan maintained by the Company that are held by a Non-Employee Director shall become fully vested and/or exercisable, irrespective of any other provisions of the Non-Employee Director's Award Agreement.

Reimbursements

The Company shall reimburse each Non-Employee Director for all reasonable, documented, out-of-pocket travel and other business expenses incurred by such Non-Employee Director in the performance of his or her duties to the Company in accordance with the Company's applicable expense reimbursement policies and procedures as in effect from time to time.

Miscellaneous

The other provisions of the Plan shall apply to the RSUs granted automatically under this Program, except to the extent such other provisions are inconsistent with this Program. All applicable terms of the Plan apply to this Program as if fully set forth herein, and all grants of RSUs hereby are subject in all respects to the terms of the Plan. The grant of RSUs under this Program shall be made solely by and subject to the terms set forth in an Award Agreement in a form to be approved by the Board and duly executed by an executive officer of the Company.

* * * * *

CERTIFICATION
PURSUANT TO RULES 13a-14(a) AND 15d-14(a)
UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, JoeBen Bevirt, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2026 of Joby Aviation, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) 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: May 6, 2026

By: /s/ JoeBen Bevirt

JoeBen Bevirt

Chief Executive Officer and Chief Architect
(Principal Executive Officer)

CERTIFICATION
PURSUANT TO RULES 13a-14(a) AND 15d-14(a)
UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Rodrigo Brumana, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2026 of Joby Aviation, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) 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: May 6, 2026

By: /s/ Rodrigo Brumana

Rodrigo Brumana

Chief Financial Officer and Treasurer
(Principal Financial Officer)

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

In connection with the Quarterly Report of Joby Aviation, Inc. (the "Company") on Form 10-Q for the quarterly period ended March 31, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, JoeBen Bevirt, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

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

Date: May 6, 2026

By: /s/ JoeBen Bevirt

JoeBen Bevirt

Chief Executive Officer and Chief Architect
(Principal Executive Officer)

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

In connection with the Quarterly Report of Joby Aviation, Inc. (the "Company") on Form 10-Q for the quarterly period ended March 31, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Rodrigo Brumana, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

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

Date: May 6, 2026

By: /s/ Rodrigo Brumana

Rodrigo Brumana

Chief Financial Officer and Treasurer
(Principal Financial Officer)