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

# FORM 10-Q
(Mark One)

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

**For the quarterly period ended September 30, 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 001-13449**




**Quantum Corporation**

(Exact name of registrant as specified in its charter)

| **Delaware** | **94-2665054** |
|---|---|
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| **10770 E. Briarwood Avenue**<br>**Centennial CO** | **80112** |
| (Address of Principal Executive Offices) | (Zip Code) |

**(408) 944-4000**
Registrant's telephone number, including area code

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

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

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|---|---|---|
| Common Stock, $0.01 par value per share | QMCO | Nasdaq Global Market |

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in

Rule 12b-2 of the Exchange Act. (Check one):

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

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. o

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

As of November 05, 2026, there were 39,557,393 shares of Quantum Corporation’s common stock issued and outstanding.

**QUANTUM CORPORATION**

**QUARTERLY REPORT ON FORM 10-Q**
**For the Quarter Ended September 30, 2026**

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**Note Regarding Forward-Looking Statements**

As used in this Quarterly Report on Form 10-Q (this "Quarterly Report"), the terms the "Company," "Quantum," "we," "us," and "our" refer to Quantum Corporation and its subsidiaries taken as a whole, unless otherwise noted or unless the context indicates otherwise.

This report contains forward-looking statements. All statements contained in this report other than statements of historical fact, including, but not limited to, statements regarding our future operating results, financial position and liquidity, including the sufficiency of our capital resources; our business strategy, focus and plans; our market growth and trends; our products, services and expected benefits thereof; and our objectives for future operations, are forward-looking statements. The words “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “expect,” “could,” “would,” “project,” “plan,” “potentially,” “preliminary,” “likely,” and similar expressions are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives, and financial needs. These forward-looking statements are subject to a number of risks, uncertainties, and assumptions, including the competitive pressures that we face; risks associated with executing our strategy; the impact of macroeconomic and geopolitical trends and events; the need to manage third-party suppliers and the distribution of our products and the delivery of our services effectively; the protection of our intellectual property assets, including intellectual property licensed from third parties; risks associated with our international operations; the development and transition of new products and services and the enhancement of existing products and services to meet customer needs; our response to emerging technological trends; the execution and performance of contracts by us and our suppliers, customers, clients and partners; the hiring and retention of key employees; risks associated with business combination and investment transactions; the outcome of any claims and disputes; our ability to generate sufficient cash flows and to obtain additional financing on acceptable terms, if at all; our ability to remediate the material weaknesses in our internal control over financial reporting and to maintain effective internal control over financial reporting following remediation; risks related to changes in our management; and those risks described under Part I, Item 1A, “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended March 31, 2026 and in our subsequent filings with the SEC. Moreover, we operate in a competitive and changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the effect of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties, and assumptions, the future events and trends discussed in this report may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. Accordingly, you should not rely on forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that the future results, performance, or events and circumstances reflected in the forward-looking statements will be achieved or occur. We undertake no obligation to update any of these forward-looking statements for any reason after the date of this report or to conform these statements to actual results or revised expectations.

## PART I—FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

### QUANTUM CORPORATION
### CONDENSED CONSOLIDATED BALANCE SHEETS
### (in thousands, except per share amounts, unaudited)

| | September 30, 2026 | March 31, 2026 |
|---|---|---|
| **Assets** | | |
| Current assets: | | |
| Cash and cash equivalents | $ 67,416 | $ 15,572 |
| Restricted cash | 79 | 662 |
| Accounts receivable, net of allowance for credit losses of $3,733 and $3,234, respectively | 70,725 | 69,650 |
| Inventories, net | 21,907 | 16,103 |
| Prepaid expenses | 4,739 | 2,431 |
| Other current assets | 8,279 | 8,068 |
| Total current assets | 173,145 | 112,486 |
| | | |
| Property and equipment, net | 8,675 | 9,284 |
| Goodwill | 12,969 | 12,969 |
| Right-of-use assets, net | 7,075 | 7,416 |
| Other long-term assets | 13,336 | 14,737 |
| Total assets | $ 215,200 | $ 156,892 |
| **Liabilities and Stockholders' Deficit** | | |
| Current liabilities: | | |
| Accounts payable | $ 36,419 | $ 29,342 |
| Accrued compensation | 11,100 | 12,428 |
| Deferred revenue, current portion | 75,156 | 75,654 |
| Term debt | — | 54,811 |
| Warrant liabilities | 83,255 | 14,105 |
| Other current liabilities | 18,651 | 19,457 |
| Total current liabilities | 224,581 | 205,797 |
| Deferred revenue, net of current portion | 42,300 | 39,030 |
| Convertible note | — | 90,034 |
| Operating lease liabilities | 7,799 | 8,172 |
| Other long-term liabilities | 12,734 | 12,716 |
| Total liabilities | 287,414 | 355,749 |
| Commitments and contingencies (Note 10) | | |
| **Stockholders' deficit** | | |
| Preferred stock: | | |
| Preferred stock, 20,000 shares authorized; no shares issued as of September 30, 2026 and March 31, 2026, respectively | — | — |
| Common stock: | | |
| Common stock, $0.01 par value; 225,000 shares authorized; 39,541 and 14,638 shares issued and outstanding at September 30, 2026 and March 31, 2026, respectively | 395 | 146 |
| Additional paid-in capital | 1,172,297 | 853,974 |
| Accumulated deficit | (1,243,660) | (1,043,517) |
| Accumulated other comprehensive loss | (1,246) | (9,460) |
| Total stockholders' deficit | (72,214) | (198,857) |
| Total liabilities and stockholders' deficit | $ 215,200 | $ 156,892 |

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

**QUANTUM CORPORATION**
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**
**(in thousands, except per share amounts, unaudited)**

| | Three Months Ended September 30, | | Six Months Ended September 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| Revenue | | | | |
| Product | $ 62,584 | $ 35,368 | $ 116,456 | $ 72,905 |
| Service and subscription | 25,011 | 25,620 | 49,680 | 50,563 |
| Royalty | 2,030 | 1,727 | 4,293 | 3,534 |
| Total revenue | 89,625 | 62,715 | 170,429 | 127,002 |
| Cost of revenue | | | | |
| Product | 42,137 | 28,748 | 81,861 | 59,493 |
| Service and subscription | 10,762 | 10,415 | 20,122 | 21,243 |
| Total cost of revenue | 52,899 | 39,163 | 101,983 | 80,736 |
| Gross profit | 36,726 | 23,552 | 68,446 | 46,266 |
| Operating expenses | | | | |
| Sales and marketing | 12,168 | 11,819 | 23,196 | 24,474 |
| General and administrative | 11,126 | 11,006 | 20,734 | 24,576 |
| Research and development | 6,360 | 5,692 | 12,383 | 12,353 |
| Restructuring charges | 292 | 3,193 | 315 | 5,616 |
| Total operating expenses | 29,946 | 31,710 | 56,628 | 67,019 |
| Income (loss) from operations | 6,780 | (8,158) | 11,818 | (20,753) |
| Other income (expense), net | 80 | (185) | 292 | (616) |
| Interest expense | — | (6,227) | (2,097) | (12,743) |
| Change in fair value of warrant liabilities | (51,565) | 1,525 | (67,870) | 1,525 |
| Change in fair value of convertible note | — | — | (129,715) | — |
| Loss on debt extinguishment, net | — | (33,254) | (11,716) | (30,695) |
| Loss before income taxes | (44,705) | (46,299) | (199,288) | (63,282) |
| Income tax provision | 145 | 157 | 855 | 380 |
| Net loss | $ (44,850) | $ (46,456) | $ (200,143) | $ (63,662) |
| Net loss per share - basic and diluted | $ (1.14) | $ (3.49) | $ (6.51) | $ (5.65) |
| Weighted average shares - basic and diluted | 39,438 | 13,322 | 30,760 | 11,266 |
| | | | | |
| Net loss | $ (44,850) | $ (46,456) | $ (200,143) | $ (63,662) |
| Reclassification of loss on convertible note to loss on debt extinguishment | — | — | 8,444 | — |
| Foreign currency translation adjustments, net | (154) | (62) | (230) | 660 |
| Total comprehensive loss | $ (45,004) | $ (46,518) | $ (191,929) | $ (63,002) |

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

**QUANTUM CORPORATION**
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**
**(in thousands, unaudited)**

| | Six Months Ended September 30, | |
|---|---|---|
| | **2026** | **2025** |
| **Operating activities** | | |
| Net loss | $ (200,143) | $ (63,662) |
| Adjustments to reconcile net loss to net cash provided by (used in) operating activities: | | |
| Depreciation and amortization | 2,311 | 1,857 |
| Amortization of debt issuance costs | 530 | 3,998 |
| Non-cash lease expense | 514 | 697 |
| Paid-in-kind interest | 924 | 3,579 |
| Provision for manufacturing and service inventories | 713 | 3,633 |
| Stock-based compensation | 1,583 | (205) |
| Warrants issued in connection with debt amendments | 1,280 | 25,420 |
| Change in fair value of warrant liabilities | 67,870 | (1,525) |
| Change in fair value of convertible note | 129,715 | — |
| Non-cash loss on debt extinguishment | 8,372 | 5,275 |
| Other non-cash | 289 | 1,936 |
| Changes in assets and liabilities: | | |
| Accounts receivable | (1,613) | 8,429 |
| Inventories | (6,517) | (150) |
| Accounts payable | 6,986 | (7,794) |
| Prepaid expenses | (2,309) | (1,786) |
| Operating lease liabilities | (464) | (587) |
| Deferred revenue | 2,773 | (12,021) |
| Accrued restructuring charges | (537) | 69 |
| Accrued compensation | (791) | (393) |
| Other assets | 220 | 2,162 |
| Other liabilities | 2,610 | (1,421) |
| **Net cash provided by (used in) operating activities** | 14,316 | (32,489) |
| **Investing activities** | | |
| Purchases of property and equipment | (643) | (1,606) |
| **Net cash used in investing activities** | (643) | (1,606) |
| **Financing activities** | | |
| Borrowings of long-term debt, net of debt issuance costs | — | (6,317) |
| Repayment of long-term debt, net | (56,830) | (909) |
| Borrowings of credit facility | — | 71,625 |
| Repayments of credit facility and payment of amendment fees | — | (98,682) |
| Proceeds from shares related to the SEPA, net | — | 66,993 |
| Proceeds from issuance of common stock, net | 143 | 81 |
| Proceeds from shares issued related to private placement, net | 94,275 | — |
| **Net cash provided by financing activities** | 37,588 | 32,791 |
| Effect of exchange rate changes on cash and cash equivalents | — | 30 |
| Net change in cash, cash equivalents, and restricted cash | 51,261 | (1,274) |
| Cash, cash equivalents, and restricted cash at beginning of period | 16,234 | 16,603 |
| Cash, cash equivalents, and restricted cash at end of period | $ 67,495 | $ 15,329 |
| **Supplemental disclosure of cash flow information** | | |
| Cash paid for interest | $ — | $ 4,591 |
| Cash paid for income taxes, net of refunds | $ 379 | $ 327 |
| Non-cash investing and financing transactions: | | |
| Purchases of property and equipment included in accounts payable | $ 190 | $ 117 |
| Right-of-use assets obtained in exchange for new lease liabilities | $ 65 | $ 9 |
| Warrants issued in connection with debt amendments | $ 1,280 | $ 25,420 |
| Common stock issued upon conversion of convertible note (14,104,620 shares) | $ 222,571 | $ — |
| | | |
| The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the condensed consolidated balance sheets that sum to the total of the same such amounts shown in the condensed consolidated statements of cash flows: | | |
| Cash and cash equivalents | $ 67,416 | $ 14,670 |
| Restricted cash | 79 | 659 |
| Total cash, cash equivalents and restricted cash at the end of period | $ 67,495 | $ 15,329 |

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

**QUANTUM CORPORATION**
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT**
**(in thousands, unaudited)**

| Three Months Ended | Common Stock Shares | Common Stock Amount | Additional Paid-in Capital | Accumulated Deficit | Accumulated Other Comprehensive Loss | Total Stockholders' Deficit |
|---|---|---|---|---|---|---|
| **Balance as of June 30, 2025** | 13,319 | $ 133 | $ 846,046 | $ (959,677) | $ (888) | $ (114,386) |
| Net loss | — | — | — | (46,456) | — | (46,456) |
| Foreign currency translation adjustments, net of income taxes | — | — | — | — | (62) | (62) |
| Shares issued under employee incentive plans | 14 | — | 81 | — | — | 81 |
| Stock-based compensation | — | — | 324 | — | — | 324 |
| **Balance, September 30, 2025** | 13,333 | $ 133 | $ 846,451 | $ (1,006,133) | $ (950) | $ (160,499) |
| | | | | | | |
| **Balance, June 30, 2026** | 39,375 | $ 393 | $ 1,171,684 | $ (1,198,810) | $ (1,092) | $ (27,825) |
| Net loss | — | — | — | (44,850) | — | (44,850) |
| Foreign currency translation adjustments, net of income taxes | — | — | — | — | (154) | (154) |
| Shares issued related to private placement, net | — | — | (363) | — | — | (363) |
| Shares issued under employee stock option plans | 132 | 1 | (1) | — | — | — |
| Shares issued under employee stock incentive plans | 34 | 1 | 142 | — | — | 143 |
| Stock-based compensation | — | — | 835 | — | — | 835 |
| **Balance, September 30, 2026** | 39,541 | $ 395 | $ 1,172,297 | $ (1,243,660) | $ (1,246) | $ (72,214) |

## CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
## (in thousands, unaudited)

| Six Months Ended | Common Stock Shares | Common Stock Amount | Additional Paid-in Capital | Accumulated Deficit | Accumulated Other Comprehensive Loss | Total Stockholders' Deficit |
|---|---|---|---|---|---|---|
| **Balance, March 31, 2025** | 6,962 | $ 70 | $ 779,645 | $ (942,471) | $ (1,610) | $ (164,366) |
| Net loss | — | — | — | (63,662) | — | (63,662) |
| Foreign currency translation adjustments | — | — | — | — | 660 | 660 |
| Shares issued under employee incentive plans | 51 | — | 81 | — | — | 81 |
| Shares issued related to the SEPA | 6,320 | 63 | 66,930 | — | — | 66,993 |
| Stock-based compensation | — | — | (205) | — | — | (205) |
| **Balance, September 30, 2025** | 13,333 | $ 133 | $ 846,451 | $ (1,006,133) | $ (950) | $ (160,499) |
| | | | | | | |
| **Balance, March 31, 2026** | 14,638 | $ 146 | $ 853,974 | $ (1,043,517) | $ (9,460) | $ (198,857) |
| Net loss | — | — | — | (200,143) | — | (200,143) |
| Foreign currency translation adjustments | — | — | — | — | (230) | (230) |
| Change in fair value of convertible note | — | — | — | — | 8,444 | 8,444 |
| Shares issued related to private placement, net | 10,616 | 106 | 94,169 | — | — | 94,275 |
| Shares issued under employee stock option plans | 132 | 1 | (1) | — | — | — |
| Shares issued under employee incentive plans | 50 | 1 | 142 | — | — | 143 |
| Shares issued related to the convertible note | 14,105 | 141 | 222,430 | — | — | 222,571 |
| Stock-based compensation | — | — | 1,583 | — | — | 1,583 |
| **Balance, September 30, 2026** | 39,541 | $ 395 | $ 1,172,297 | $ (1,243,660) | $ (1,246) | $ (72,214) |

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

## INDEX TO NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS


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**QUANTUM CORPORATION**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

## NOTE 1: DESCRIPTION OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES

### Description of Business

Quantum Corporation, together with its consolidated subsidiaries (“Quantum”, the “Company”, "our" or "we"), stores and manages digital video and other forms of unstructured data, providing streaming performance for video and rich media applications, along with low-cost, long-term storage systems for data protection and archiving. The Company helps customers around the world capture, create and share digital data and preserve and protect it for decades. The Company’s software-defined, hyperconverged storage solutions span from non-volatile memory express (“NVMe”), to solid state drives (“SSD”), hard disk drives (“HDD”), tape and the cloud and are tied together leveraging a single namespace view of the entire data environment. The Company works closely with a broad network of distributors, value-added resellers (“VARs”), direct marketing resellers (“DMRs”), original equipment manufacturers (“OEMs”) and other suppliers to meet customers’ evolving needs.

### Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information. All intercompany balances and transactions have been eliminated. Certain information and footnote disclosures normally included in annual financial statements have been condensed or omitted. The Company believes the disclosures made are adequate to prevent the information presented from being misleading. However, the accompanying unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included within the Company’s Annual Report
on Form 10-K for the fiscal year ended March 31, 2026 (the “Annual Report”).

The unaudited condensed consolidated interim financial statements reflect all adjustments, consisting only of normal and recurring items, necessary to present fairly our financial position as of September 30, 2026, the results of operations and comprehensive loss, our cash flows, and changes in stockholders’ deficit, as of and for three and six months ended September 30, 2026 and 2025. Interim results are not necessarily indicative of full year performance because of short-term variations.

The condensed consolidated balance sheet at March 31, 2026 was derived from audited financial statements for the year ended March 31, 2026 included in the Annual Report but does not contain all of the footnote disclosures from the annual financial statements.

### Reclassifications

Certain prior-period amounts in the condensed consolidated statements of cash flows have been reclassified to conform to the current period presentation. These reclassifications had no effect on total cash flows.

We have aggregated Manufacturing and Service Inventory into a single line called Inventories on the Condensed Consolidated Balance Sheets and we have aggregated Accrued Restructuring into Accrued Compensation. Details of the balances in the Inventories line item have been included in *Note 3 : Balance Sheet Information* and Accrued Restructuring has been included in *Note 6 : Restructuring Charges.*

### Liquidity

These condensed consolidated financial statements have been prepared in accordance with GAAP assuming the Company will continue as a going concern. The going concern assumption contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

The Company generated cash flows from operations of approximately $14.3 million for the six months ended September 30, 2026. The Company has historically funded operations through the sale of common stock and term debt borrowings in *Note 4: Debt* and *Note 7: Common Stock.* Management believes that it has the ability to obtain additional debt or equity financing, if required, and has historically been able to do so. In the first half of fiscal year 2027, the Company has generated positive operating cash flows and management believes that expected operating cash flows will be sufficient to fund operations for at least one year from the condensed consolidated financial statements issuance date.

**Use of Estimates**

The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported and disclosed in the condensed consolidated financial statements and accompanying notes. Actual results could differ from these estimates and assumptions due to risks and uncertainties. Such estimates include, but are not limited to, the determination of standalone selling price for revenue arrangements with multiple performance obligations, inventory adjustments, useful lives of intangible assets and property and equipment, stock-based compensation, fair value of warrants, fair value of the Convertible Note and provision for income taxes including related reserves. Management bases its estimates on historical experience and on various other assumptions which management believes to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities.

**Restricted Cash**

Restricted cash is comprised of bank guarantees and similar required minimum balances that serve as cash collateral in connection with various items including value added taxes, ongoing tax audits and leases in certain countries.

**Accounts Receivable and Allowance for Credit Losses**

Accounts receivable are recorded at the invoiced amount, and stated at realizable value, net of an allowance for credit losses. The Company maintains an allowance for credit losses for estimated losses based on historical experience and expected collectability of outstanding accounts receivable. The Company performs ongoing credit evaluations of its customers' financial condition, and for the majority of its customers require no collateral. For customers that do not meet the Company's credit standards, the Company may require a form of collateral, such as cash deposits or letters of credit, prior to the completion of a transaction. These credit evaluations require significant judgment and are based on multiple sources of information. The Company analyzes such factors as its historical bad debt experience, industry and geographic concentrations of credit risk, current economic trends and changes in customer payment terms. The Company will write-off customer balances in full to the reserve when it has determined that the balance is not recoverable. Changes in the allowance for credit losses are recorded in general and administrative expenses.

The Company has applied the practical expedient, where current conditions that do not affect the historical loss information are taken into account when determining the expected credit loss.

**Warrant Accounting**

The Company accounts for warrants as either equity-classified or liability-classified instruments based on an assessment of the warrant's specific terms and applicable authoritative guidance Accounting Standards Codification ("ASC") Topic 480*, Distinguishing Liabilities from Equity* ("Topic 480") and ASC Topic 815, *Derivatives and Hedging* ("Topic 815"). The assessment considers whether the warrants are freestanding financial instruments pursuant to Topic 480, meet the definition of a liability pursuant to Topic 480, and whether the warrants meet all of the requirements for equity classification under Topic 815, including whether the warrants are indexed to the Company's own common shares and whether the warrant holders could potentially require "net cash settlement" in a circumstance outside of the Company's control, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.

For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of additional paid-in capital at the time of issuance or modification. For issued or modified warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter. This liability is subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the Company's condensed consolidated statements of operations and comprehensive loss. Quantum issued a Conversion Warrant in June 2026 and Forbearance Warrant in September 2025. See *Note 4: Debt* and *Note 11: Fair Value of Financial Instruments,* for further details.

**Accounting Pronouncements Recently Adopted**

In July 2025, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2025-05, Financial Instruments—Credit Losses (Topic 326): Measurements of Credit Losses for Accounts

Receivable and Contract Assets. ASU 2025-05 was effective for the Company beginning on April 1, 2026, and did not have a material impact on our financial statement disclosures.

**Recent 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 additional disclosures of specific expense categories included within each expense caption presented on the Statements of Operations. The new standard can be applied on either a fully retrospective or prospective basis. ASU 2024-03 will be effective for our fiscal year beginning April 1, 2027, and interim periods within our fiscal year beginning April 1, 2028, with early adoption permitted. The Company is currently evaluating the impact of this new standard on its financial statement disclosure.

In September 2025, the FASB issued ASU 2025-06, *Targeted Improvements to the Accounting for Internal-Use Software" (Topic 350)*. The updates eliminate references to software development project stages and revises the criteria that must be met to begin capitalizing internal-use software costs. The standard permits entities to adopt the guidance using a prospective, retrospective, or modified transition approach and becomes effective for the Company beginning April 1, 2028, with early adoption permitted. The Company is currently assessing the potential impact that ASU 2025-06 will have on its financial statement disclosures.

In December 2025, the FASB issued ASU 2025-11, *Interim Reporting (Topic 270): Narrow-Scope Improvements*, which clarifies certain aspects of interim reporting guidance. The standard is effective for interim periods within fiscal years beginning after December 15, 2027, which will be the Company's fiscal year beginning April 1, 2028, with early adoption permitted. The Company is currently evaluating the impact of this guidance on its interim financial statement disclosures.

In December 2025, the FASB issued ASU 2025-12, Codification Improvements, which amends a broad range of Topics to clarify guidance, correct errors, and make other improvements. The update clarifies that, when an entity reports a loss from continuing operations, it must consider whether instruments that may be settled in cash or shares and are classified as assets or liabilities are dilutive, including the related adjustments to the diluted net loss per share calculation, rather than presuming them to be antidilutive. The amendments to ASC 260 must be applied retrospectively to all periods presented. ASU 2025-12 will be effective for our fiscal year beginning April 1, 2027, including interim periods within that fiscal year, with early adoption permitted. The Company is currently evaluating the impact of this new standard, including the effect on diluted net loss per share related to its liability-classified warrants.

## NOTE 2: REVENUE

**Contract Balances**

The following table presents the Company's contract assets and liabilities:

| | September 30, 2026 | March 31, 2026 | March 31, 2025 |
|---|---|---|---|
| Accounts receivable, net | $ 70,725 | $ 69,650 | $ 52,502 |
| Contract assets - included in Other current assets | 419 | 351 | 278 |
| Deferred revenue, current portion | 75,156 | 75,654 | 75,076 |
| Deferred revenue, net of current portion | 42,300 | 39,030 | 38,847 |

**Remaining Performance Obligations**

Total remaining performance obligations ("RPO") refers to goods and services which have been contracted for but not recognized into revenue. RPO consists of both deferred revenue, which is included in the condensed consolidated balance sheets, and non-cancelable amounts from contracts that will be invoiced in the future. As of September 30, 2026, the total balance was $184.6 million. This amount excludes variable consideration related to sales-based royalties.

Remaining performance obligations consisted of the following (in thousands):

| | Current | Non-Current | Total |
|---|---|---|---|
| As of September 30, 2026 | $ 142,321 | $ 42,300 | $ 184,621 |

Deferred revenue primarily consists of amounts invoiced and paid but not recognized as revenue, including performance obligations pertaining to subscription services. The table below reflects our deferred revenue as of September 30, 2026 (in thousands):

| | Deferred revenue as of September 30, 2026 | | |
|---|---|---|---|
| | Current | Non-current | Total |
| Service revenue | $ 61,524 | $ 32,139 | $ 93,663 |
| Subscription revenue | 12,480 | 10,161 | 22,641 |
| Product revenue | 1,152 | — | 1,152 |
| Total | $ 75,156 | $ 42,300 | $ 117,456 |

The Company recognized revenue of $42.6 million in the six months ended September 30, 2026 and $48.1 million in the six months ended September 30, 2025 that was included in the contract liability balances at March 31, 2026 and 2025, respectively.

## NOTE 3: BALANCE SHEET INFORMATION

Certain significant amounts included in the Company's condensed consolidated balance sheets consist of the following (in thousands):

### *Inventories, net*

| | September 30, 2026 | March 31, 2026 |
|---|---|---|
| Manufactured finished goods | $ 9,111 | $ 5,887 |
| Work in progress | 848 | 990 |
| Raw materials | 11,948 | 8,508 |
| Service parts | — | 718 |
| Total inventories | $ 21,907 | $ 16,103 |

### *Goodwill*

As of September 30, 2026 and March 31, 2026, goodwill was $13.0 million. There were no impairments to goodwill as of September 30, 2026 and March 31, 2026.

### *Other Long-term Assets*

| | September 30, 2026 | March 31, 2026 |
|---|---|---|
| Capitalized SaaS implementation costs for internal use | $ 11,179 | $ 12,063 |
| Deferred taxes | 1,062 | 1,062 |
| Contract cost asset | 870 | 994 |
| Other | 225 | 618 |
| Total other long-term assets | $ 13,336 | $ 14,737 |

***Other current liabilities***

| | September 30, 2026 | March 31, 2026 |
|---|---|---|
| Accrued expenses | $ 6,585 | $ 7,456 |
| Accrued interest | — | 2,827 |
| Accrued supplier owned inventory obsolescence | 4,247 | 2,057 |
| Accrued income taxes | 1,489 | 1,153 |
| Accrued warranty | 1,003 | 772 |
| Lease liability | 881 | 799 |
| Accrued product returns | 720 | 783 |
| Other | 3,726 | 3,610 |
| Total other current liabilities | $ 18,651 | $ 19,457 |

The following table details the change in the Accrued warranty balance for each period presented (in thousands):

| | Six Months Ended September 30, | |
|---|---|---|
| | 2026 | 2025 |
| Beginning balance | $ 772 | $ 1,032 |
| Current period accruals | 1,212 | 1,383 |
| Adjustments to prior estimates | 236 | (21) |
| Charges incurred | (1,069) | (1,653) |
| Less amount presented in Other long-term liabilities | (148) | — |
| Ending balance | $ 1,003 | $ 741 |

**NOTE 4: DEBT**

The following table summarizes the Company's borrowing as of the dates presented (in thousands):

| | September 30, 2026 | March 31, 2026 |
|---|---|---|
| Term loan | $ — | $ 55,906 |
| Convertible Note | — | 90,034 |
| Less: current portion | — | (54,811) |
| Less unamortized debt issuance costs[1] | — | (1,095) |
| Long-term debt, net | $ — | $ 90,034 |

[1] The unamortized debt issuance costs related to the Term Loan are presented as a reduction of the carrying amount of the corresponding debt balance on the accompanying condensed consolidated balance sheet as of March 31, 2026.

Prior to June 2026, the Company's debt consisted of (i) senior secured term loans (the "Term Loan") under its Term Loan Credit and Security Agreement, dated August 5, 2021, as amended (the "Term Loan Credit Agreement"), and (ii) a 10.00% PIK Senior Secured Convertible Note due 2028 (the "Convertible Note") issued on December 18, 2025 to Dialectic Technology SPV, LLC ("Dialectic") in exchange for the Term Loans held by Dialectic. The Company elected the fair value option under ASC 825 for the Convertible Note. In connection with the Fifteenth Amendment to the Term Loan Credit Agreement, entered into on September 23, 2025 (the "Fifteenth Amendment"), the Company issued Dialectic a warrant to purchase up to 2,653,308 shares of its common stock (the "Forbearance Warrant"). For a description of the terms of, and amendments to, these instruments, see the notes to the audited consolidated financial statements included in the Annual Report.

On June 1, 2026, the Company entered into a Sixteenth Amendment to the Term Loan Credit Agreement to facilitate the Private Placement (as defined in *Note 7 : Common Stock*) and the Conversion (as defined below).

Pursuant to a Conversion Agreement dated June 1, 2026 (the "Conversion Agreement"), on June 4, 2026, Dialectic, as the sole beneficial owner of the Convertible Note, voluntarily converted the entire principal amount of the

Convertible Note, together with all accrued and unpaid interest thereon, which was approximately $57.2 million, into shares of the Company's common stock (the "Conversion"), and the Convertible Note was canceled.

As consideration for the Conversion, the Company (i) amended the Convertible Note to waive certain notice and settlement requirements otherwise applicable to a voluntary exchange; (ii) issued to Dialectic 3.1 million additional shares of the Company's common stock, representing the present value of PIK interest that would have accrued on the Convertible Note through its stated maturity plus the Term Loan deferred cash interest owed to Dialectic, divided by the $5.1940 conversion price; and (iii) issued to Dialectic the Conversion Warrant (as defined in *Note 7 : Common Stock)*. See *Note 7 : Common Stock* for additional information.

On June 4, 2026, the Company paid an aggregate of $57.8 million in connection with the termination of the Term Loan Credit Agreement, consisting of the entire outstanding principal amount, accrued interest, and fees and expenses incurred in connection with the termination. The Company recorded a loss on debt extinguishment of $11.7 million associated with this transaction.

On June 4, 2026 and pursuant to the terms of the Conversion Agreement, the Convertible Note was canceled, and the Indenture was satisfied and discharged in full. See *Note 11: Fair Value of Financial Instruments* for full details of the transaction.

**Related Party Transactions**

The Forbearance Warrant, Conversion Warrant and Convertible Note issued to Dialectic constitute related party transactions, as John Fichthorn, a member of the Company's board of directors, is also Managing Partner of Dialectic Capital Management, the investment adviser to Dialectic. The fair values of the Forbearance Warrant and Conversion Warrant as of September 30, 2026 are included in *Note 11: Fair Value of Financial Instruments*. The Convertible Note was canceled on June 4, 2026 when the indenture governing the Convertible Note was satisfied and discharged in full.

## NOTE 5: LEASES

Supplemental condensed consolidated balance sheets information related to leases is as follows (in thousands):

| Operating leases | September 30, 2026 | March 31, 2026 |
|---|---|---|
| Operating lease right-of-use assets | $ 7,075 | $ 7,416 |
| | | |
| Operating lease liability, current - included in other current liabilities | $ 881 | $ 799 |
| Operating lease liability | 7,799 | 8,172 |
| Total operating lease liabilities | $ 8,680 | $ 8,971 |

The components of lease expense were as follows (in thousands):

| | Three Months Ended September 30, | | Six Months Ended September 30, | |
|---|---|---|---|---|
| Lease expense | 2026 | 2025 | 2026 | 2025 |
| Operating lease expense | $ 527 | $ 472 | $ 1,067 | $ 1,141 |
| Variable lease expense | 30 | 36 | 63 | 75 |
| Short-term lease expense | 109 | 113 | 217 | 188 |
| Total lease expense | $ 666 | $ 621 | $ 1,347 | $ 1,404 |

| Maturity of Lease Liabilities | Operating Leases |
|---|---|
| Remainder of fiscal year 2027 | $ 992 |
| 2028 | 1,638 |
| 2029 | 1,257 |
| 2030 | 1,241 |
| 2031 | 1,285 |
| Thereafter | 9,569 |
| Total lease payments | 15,982 |
| Less: Imputed interest | (7,302) |
| Present value of lease liabilities | $ 8,680 |

**Lease Term and Discount Rate**

| | September 30, 2026 | March 31, 2026 |
|---|---|---|
| Weighted average remaining operating lease term (years) | 9.9 | 10.2 |
| Weighted average discount rate for operating leases | 12.69 % | 12.67 % |

Operating cash outflows related to operating leases totaled $1.1 million and $1.1 million for the six months ended September 30, 2026 and 2025, respectively.

## NOTE 6: RESTRUCTURING CHARGES

During the six months ended September 30, 2026, the Company continued to carry out existing restructuring plans to rationalize its cost structure. All restructuring activities from prior years were completed by the fourth quarter of fiscal 2026. During fiscal year 2026, all employees were notified; however, due to local requirements, not all employees had left employment by the end of the fiscal year.

The following tables show the activity for accrued restructuring (in thousands):

| | Severance and benefits |
|---|---|
| Balance as of March 31, 2025 | $ 786 |
| Restructuring charges | 5,616 |
| Cash payments | (5,599) |
| Other non-cash | 52 |
| Balance as of September 30, 2025 | 855 |
| | |
| Balance as of March 31, 2026 | 566 |
| Restructuring charges | 315 |
| Cash payments | (854) |
| Other non-cash | 2 |
| Balance as of September 30, 2026 | $ 29 |

## NOTE 7: COMMON STOCK

### Stock Options

During the six months ended September 30, 2026, the Company granted options to purchase shares of the Company's common stock as follows: 1,508,650 options on April 1, 2026, 20,000 options on August 1, 2026, and 80,000 options on September 1, 2026. The stock options were valued using the Black-Scholes option pricing model on the grant date. There were no options granted during the three or six months ended September 30, 2025.

The significant assumptions used by the Company to estimate the fair value of the option awards are summarized below:

| Grant Date | Term (years) | Volatility [1] | Dividend yield [2] | Risk-free interest rate [3] | Weighted-average grant date fair value |
|---|---|---|---|---|---|
| April 1, 2026 | 7.00 years | 99.9% | 0.00% | 4.02% | $3.94 |
| August 1, 2026 | 7.00 years | 102.8% | 0.00% | 4.49% | $8.50 |
| September 1, 2026 | 7.00 years | 105.5% | 0.00% | 4.58% | $19.58 |

[1] Volatility is based off of the Company's historical stock price over a period of the expected term of the options.
[2] Dividend yield is set to 0.00% as the Company has not historically paid dividends.
[3] Risk-free interest rate is based on the Treasury yield for the expected term of the options.

### Stock-based Compensation Expense

The following table details the Company's stock-based compensation expense (in thousands):

| | Three Months Ended September 30, | | Six Months Ended September 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| Cost of revenue | $ 27 | $ 41 | $ 34 | $ (567) |
| Research and development | (57) | 19 | 43 | 87 |
| Sales and marketing | 185 | (82) | 323 | (6) |
| General and administrative | 680 | 346 | 1,183 | 281 |
| Total stock-based compensation | $ 835 | $ 324 | $ 1,583 | $ (205) |

| | Three Months Ended September 30, | | Six Months Ended September 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| Restricted stock units | $ 327 | $ 544 | $ 664 | $ 239 |
| Performance share units | 46 | (220) | 33 | (444) |
| Stock options | 462 | — | 886 | — |
| Total stock-based compensation | $ 835 | $ 324 | $ 1,583 | $ (205) |

### Private Placement

On June 1, 2026, the Company entered into Securities Purchase Agreements with certain accredited investors, pursuant to which the Company, in a private placement (the “Private Placement”), agreed to issue and sell to the investors an aggregate of 10,615,712 shares of the Company’s common stock, par value $0.01 per share, at a price of $9.42 per share, for aggregate gross proceeds to the Company of $100.0 million. After deducting placement agent fees and other offering expenses payable by the Company, the Company received net proceeds of approximately $94.3 million. The Private Placement closed June 4, 2026.

### Standby Equity Purchase Agreement

On January 25, 2025, the Company entered into the SEPA with YA II PN, Ltd., a Cayman Islands exempt limited partnership ("YA") in which pursuant to which the Company had the right, but not the obligation, to sell up to $200.0 million of its common stock to YA.

On June 4, 2026, in accordance with the terms of the SEPA, the Company provided a notice to YA regarding its termination of the SEPA, effective June 11, 2026. There were no amounts owed to YA under the SEPA at the time the termination notice was provided.

The Company did not make any sales under the SEPA during fiscal 2027, prior to termination. Comparatively, the Company had sales of 6.32 million shares for net proceeds of approximately $67 million in the first half of fiscal 2026.

## NOTE 8: NET LOSS PER SHARE

### Equity Instruments Outstanding

The Company has stock options, warrants, performance share units and restricted stock units granted under various stock incentive plans that, upon exercise and vesting, would increase shares outstanding.

The dilutive impact related to shares of common stock from incentive plans and outstanding warrants is determined by applying the treasury stock method to the assumed vesting of outstanding performance share units and restricted stock units and the exercise of outstanding options and warrants. The dilutive impact related to shares of common stock from contingently issuable performance share units is determined by applying a two-step approach using both the contingently issuable share guidance and the treasury stock method.

The following weighted-average outstanding shares of common stock equivalents 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 anti-dilutive (in thousands):

| | Three Months Ended September 30, | | Six Months Ended September 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| Stock awards[1] | 1,128 | 104 | 743 | 91 |
| Warrants | 1,475 | — | 870 | — |
| Total | 2,603 | 104 | 1,613 | 91 |

[1] Stock awards include stock options, performance share units and restricted stock units

As of September 30, 2026, there were 13,909 shares of common stock equivalents related to performance-based stock options that vest only upon the achievement of specified performance conditions and the completion of a time-based service period. These contingently issuable options were excluded from the computation of diluted net loss per share for the three and six months ended September 30, 2026, and from the table above, as the specified performance conditions were not met as of September 30, 2026.

The Company had outstanding performance share units subject to market or performance conditions as of September 30, 2026 and 2025 that were eligible to vest into shares of common stock subject to the achievement of certain stock price or financial targets in addition to a time-based vesting period. These contingently issuable shares are excluded from the computation of diluted net loss per share if, based on current period results, the shares would not be issuable if the end of the reporting period were the end of the contingency period. There were 2,956 and 34,201 shares of contingently issuable performance share units subject to market or performance conditions that were excluded from the table above as the conditions were not satisfied as of September 30, 2026 and 2025, respectively.

**NOTE 9: INCOME TAXES**

The effective tax rate for the three and six months ended September 30, 2026 was (0.3)% and (0.4)%, respectively, as compared to (0.4)% and (0.6)% for the three and six months ended September 30, 2025, respectively. The effective tax rates differed from the federal statutory tax rate of 21% during each of these periods due primarily to unbenefited losses experienced in jurisdictions with valuation allowances on deferred tax assets as well as the forecasted mix of earnings in domestic and international jurisdictions.

As of September 30, 2026, including interest and penalties, the Company had $78.7 million of unrecognized tax benefits, $69.5 million of which, if recognized, would favorably affect the effective tax rate without consideration of the valuation allowance. As of September 30, 2026, the Company had accrued interest and penalties related to these unrecognized tax benefits of $1.3 million. The Company recognizes interest and penalties related to income tax matters in the income tax provision in the condensed consolidated statements of operations and comprehensive loss. As of September 30, 2026, $71.6 million of unrecognized tax benefits were recorded as a contra deferred tax asset in other long-term assets in the condensed consolidated balance sheets and $7.1 million (including interest and penalties) was recorded in other long-term liabilities in the condensed consolidated balance sheets. During the next 12 months, it is reasonably possible that approximately $1.8 million of tax benefits, inclusive of interest and penalties, that are currently unrecognized could be recognized as a result of the expiration of applicable statutes of limitations. Upon recognition of the tax benefit related to the expiring statutes of limitations, $0.8 million will be offset by the establishment of a related valuation allowance. The net tax benefit recognized in the condensed consolidated statements of operations and comprehensive loss is estimated to be $1.0 million.

**NOTE 10: COMMITMENTS AND CONTINGENCIES**

**Commitments to Purchase Inventory**

The Company uses contract manufacturers for its manufacturing operations. Under these arrangements, the contract manufacturer procures inventory to manufacture products based upon its forecast of customer demand. The Company has similar arrangements with certain other suppliers. The Company is responsible for the financial impact on the supplier or contract manufacturer of any reduction or product mix shift in the forecast relative to materials that the third party had already purchased under a prior forecast. Such a variance in forecasted demand could require a cash payment for inventory in excess of current customer demand or for costs of excess or obsolete inventory. As of September 30, 2026, the Company had issued non-cancelable commitments for $245.9 million to purchase inventory from its contract manufacturers and suppliers.

**Legal Proceedings**

From time to time, we are a party to various legal proceedings and claims arising from the normal course of business activities. Based on current available information, we do not expect that the ultimate outcome of any additional currently pending unresolved matters, individually or in the aggregate, will have a material adverse effect on our results of operations, cash flows or financial position.

**Litigation**

*Shareholder Litigation*

On September 4, 2025, a shareholder class action complaint was filed in the United States District Court for the District of Colorado. The complaint identifies Seung Lee as the plaintiff and names Quantum Corporation and James J. Lerner, Kenneth P. Gianella, and Laura Nash as defendants. It alleges certain violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and SEC Rule 10b-5 related to certain disclosures made in the Company's quarterly and annual reports regarding its financial reporting for the third quarter of the Company's fiscal year 2025 and its restatement of that financial reporting. The complaint sought to designate the plaintiff as the lead plaintiff for the class and define a class period of November 15, 2024 through August 18, 2025. On January 27, 2026, a revised final complaint named Hunsu Son as the lead plaintiff and reiterated the violations alleged in the original complaint. The revised complaint seeks an award of unspecified damages, costs, and expenses. The Company has filed a motion to dismiss the litigation, which has not yet been heard. The litigation is currently in its early stages and no discovery has taken place. As a result, the case has not progressed enough to support an opinion on potential outcomes or the possibility that damages could be awarded. Consequently, at this time, Quantum is not able to determine whether this lawsuit would have any material adverse effect on our business, operating results, or financial condition.

*Derivative Litigation*

On October 28, 2025, a shareholder derivative complaint was filed in the United States District Court for the District of Colorado. The complaint was filed by Brent Cullison derivatively on behalf of Quantum Corporation against James J. Lerner, Kenneth P. Gianella, Laura Nash, Don Jaworski, John Fichthorn, Hugues Meyrath, John R. Tracy, Emily White, James C. Clancy, and Tony J. Blevins. The complaint substantially repeats the allegations of the shareholder litigation described above and alleges related breaches of fiduciary duties and other causes of action. The complaint seeks recovery of damages sustained by Quantum arising from the allegations, as well as fees and costs incurred.
Another shareholder derivative complaint was filed in the same court on November 4, 2025. That complaint names Felicia Marti on behalf of Quantum Corporation as the plaintiff, with James J. Lerner, Kenneth P. Gianella, Laura Nash, John Fichthorn, Donald J. Jaworski, Hugues Meyrath, John R. Tracy, and Emily White named as defendants. The complaint substantially repeats the allegations of the Cullison derivative litigation and seeks relief of recovery of damages sustained by Quantum arising from the allegations, certain corporate governance reforms, and fees and costs incurred.

The court ordered the separate Cullison and Marti shareholder derivative complaints to be consolidated and stayed pending further activity in the shareholder class action litigation.
To date, no additional substantive activity has occurred. As a result, the case has not progressed enough to support an opinion on potential outcomes or the possibility that damages could be awarded. At this time, Quantum is not able to determine whether the consolidated lawsuits would have any material impact on our business, operating results, or financial condition.

**Leases**

At September 30, 2026 and March 31, 2026, the Company had various non-cancelable operating leases for office facilities. Refer to *Note 5: Leases,* for additional information regarding lease commitments.

**NOTE 11: FAIR VALUE OF FINANCIAL INSTRUMENTS**

The Company follows the guidance in ASC 820, *Fair Value Measurement,* for its financial assets and liabilities that are re-measured and reported at fair value at each reporting period and non-financial assets and liabilities that are re-measured and reported at fair value at least annually. The Company has certain non-financial assets that are measured at fair value on a non-recurring basis when there is an indicator of impairment, and they are recorded at fair value only when an impairment is recognized. These assets include property and equipment and amortizable intangible assets. The Company did not record impairments to any non-financial assets during the three and six months ended September 30, 2026 and 2025.

The carrying amounts reported in the accompanying condensed consolidated financial statements for cash and cash equivalents, restricted cash, accounts receivable, accounts payable and other current liabilities approximate their respective fair values because of the short-term nature of these accounts.

**Debt**

The fair value of the Company's debt was estimated using a discounted cash flow approach based on the Company's current borrowing rates for similar types of debt instruments, adjusted for credit and nonperformance risk. The Company uses significant other observable market data and assumptions (Level 2 inputs, as defined in ASC 820, *Fair Value Measurement*) that it believes market participants would use in pricing such debt.

The carrying value and estimated fair value of the Company's debt were as follows (in thousands):

| | September 30, 2026 | | March 31, 2026 | |
|---|---|---|---|---|
| | Carrying Value | Fair Value | Carrying Value | Fair Value |
| Term Loan | $ — | $ — | $ 55,906 | $ 51,339 |

On June 4, 2026, the Company paid the entire outstanding principal amount and terminated the Term Loan Credit Agreement, *see Note 4 : Debt* for further details,

**Warrants**

*Forbearance Warrant*

On September 23, 2025, the Company established the initial fair value for the Forbearance Warrant issued to Dialectic in connection with the Fifteenth Amendment, which allows the purchase of up to 2,653,308 shares of Common Stock at an exercise price of $8.81. The fair value was subsequently remeasured as of September 30, 2026 and March 31, 2026, and the resulting changes in fair value were recognized in the condensed consolidated statements of operations and comprehensive loss under "Change in fair value of warrant liabilities".

The Forbearance Warrant was valued using a Monte Carlo simulation model in conjunction with a Probability-Weighted Expected Return Model. This model incorporates various assumptions, including the Company's common stock price, expected volatility, risk-free interest rate, and the remaining contractual term of the warrant.

Because the valuation relies on significant unobservable inputs, the fair value of the Forbearance Warrant is classified as Level 3 within the fair value hierarchy (as defined in ASC 820, *Fair Value Measurement*).

The following table summarizes the key assumptions used in estimating the fair value of the Forbearance Warrant at September 30, 2026 and March 31, 2026:

| | September 30, 2026 | March 31, 2026 |
|---|---|---|
| Discount period (years) | 5.98 years | 6.48 years |
| Risk-free interest rate | 4.49% - 5.07% | 3.65% - 4.02% |
| Stock price volatility | 110.00% | 100.00% |
| Stock price at valuation date | $31.72 | $4.75 |
| Probability[1] | 10% - 15% - 75% | 15% - 15% - 70% |
| Fair value (in thousands) | $80,000 | $14,105 |

(1) Scenario probability at March 31, 2026 was based on timing expectations of management that a liquidation event occurring was estimated at 15%; a fundamental transaction occurring was estimated at 15%; and none of the previous events were estimated at 70%. Scenario probability at September 30, 2026 incorporated a 10% of a liquidation event occurring; a 15% of a fundamental transaction occurring; and none of the previous events were estimated at 75%.

The table below sets forth a summary of changes in the fair value of the Company's Forbearance Warrant liability for the three and six months ended September 30, 2026:

| | | |
|---|---|---|
| **Balance at March 31, 2026** | **$** | **14,105** |
| Change in fair value of forbearance warrant for the 3 months ended June 30, 2026 | | 16,290 |
| **Balance at June 30, 2026** | | **30,395** |
| Change in fair value of forbearance warrant for the 3 months ended September 30, 2026 | | 49,605 |
| **Balance at September 30, 2026** | **$** | **80,000** |

*Conversion Warrant*

On June 1, 2026, the Company issued to Dialectic a warrant (the "Conversion Warrant") to purchase up to 105,911 shares of Common Stock at an exercise price of $5.1940. The Company established the initial fair value for the Conversion Warrant issued to Dialectic in connection with the Sixteenth Amendment. The fair value was subsequently remeasured as of September 30, 2026, and the resulting change in fair value was recognized in the condensed consolidated statement of operations and comprehensive loss under "Change in fair value of warrant liabilities."

The Conversion Warrant was valued using a Monte Carlo simulation model in conjunction with a Probability-Weighted Expected Return Model. This model incorporates various assumptions, including the Company's common stock price, expected volatility, risk-free interest rate, and the remaining contractual term of the warrant.

Because the valuation relies on significant unobservable inputs, the fair value of the Conversion Warrant is classified as Level 3 within the fair value hierarchy (as defined in ASC 820, *Fair Value Measurement*). Significant changes in the Company's stock price, volatility, or changes in the key assumptions stated below could result in a significantly higher or lower fair value of the warrant liabilities.

The following table summarizes the key assumptions used in estimating the fair value of the Conversion Warrant at issuance and at September 30, 2026:

| | September 30, 2026 | June 1, 2026 |
|---|---|---|
| Discount period (years) | 4.67 years | 5 years |
| Risk-free interest rate | 4.49% - 5.01% | 3.81% - 4.14% |
| Stock price volatility | 110.00% | 100.00% |
| Stock price at valuation date | $31.72 | $10.49 |
| Probability[1] | 10% - 15% - 75% | 10% - 15% - 75% |
| Fair value (in thousands) | $3,255 | $1,280 |

(1) Scenario probability as of issuance and at September 30, 2026 was based on timing expectations of management that a liquidation event occurring was estimated at 10%; a fundamental transaction occurring was estimated at 15%; and none of the previous events were estimated at 75%.

The table below sets forth a summary of changes in the fair value of the Company's Conversion Warrant liability for the three and six months ended September 30, 2026:

| | | |
|---|---|---|
| **Balance at March 31, 2026** | **$** | **—** |
| Issuance of Conversion Warrant | | 1,280 |
| Change in fair value of Conversion Warrant for the 3 months ended June 30, 2026 | | 15 |
| **Balance at June 30, 2026** | | **1,295** |
| Change in fair value of Conversion Warrant for the 3 months ended September 30, 2026 | | 1,960 |
| **Balance at September 30, 2026** | **$** | **3,255** |

**Convertible Note**

On June 4, 2026 and pursuant to the terms of the Conversion Agreement, the Company's outstanding Convertible Note was canceled, and the Indenture was satisfied and discharged in full. At the time of settlement, the Company issued to Dialectic 14,104,620 shares of common stock with an aggregate fair value of $222.6 million, at a share price of $15.78. Of this amount, $219.7 million represents the fair value of the Convertible Note prior to conversion, and $2.8 million represents the deferred cash interest owed to Dialectic under the Term Loan Credit Agreement that was settled through the share issuance. The change in the fair value of the Convertible Note was recognized in the condensed consolidated statements of operations and comprehensive loss under "Change in fair value of Convertible Note".

The table below sets forth a summary of changes in the fair value of the Company's Convertible Note for the six months ended September 30, 2026:

| | | |
|---|---|---|
| **Balance at March 31, 2026** | **$** | **90,034** |
| Change in fair value of Convertible Note | | 129,715 |
| Conversion of Convertible Note | | (219,749) |
| **Balance at September 30, 2026** | **$** | **—** |

**NOTE 12: SEGMENT INFORMATION**

The Company operates as a single operating segment and a single reportable segment. The Company's chief operating decision maker ("CODM") is its Chief Executive Officer. The measure of segment profit or loss that the CODM uses to allocate resources and assess performance is net income (loss). The CODM uses net income (loss) to make resource allocation decisions, evaluate budgets and forecasts, and assess the Company's overall performance, including monitoring budgeted versus actual results.

**Disaggregation of Revenue**

The following table depicts the disaggregation of revenue by geographic areas and major product offerings and geographies and is consistent with how the Company evaluates its financial performance (in thousands):

| | Three Months Ended September 30, | | | | Six Months Ended September 30, | | | |
|---|---|---|---|---|---|---|---|---|
| | 2026 | | 2025 | | 2026 | | 2025 | |
| **Americas**[1] | | | | | | | | |
| Product revenue | $ 33,783 | | $ 20,937 | | $ 58,055 | | $ 43,689 | |
| Service and subscription | 14,249 | | 14,988 | | 27,704 | | 29,347 | |
| Total revenue | 48,032 | 54 % | 35,925 | 57 % | 85,759 | 50 % | 73,036 | 58 % |
| | | | | | | | | |
| **EMEA** | | | | | | | | |
| Product revenue | 19,638 | | 10,849 | | 39,139 | | 20,832 | |
| Service and subscription | 8,480 | | 8,423 | | 17,178 | | 16,905 | |
| Total revenue | 28,118 | 31 % | 19,272 | 31 % | 56,317 | 33 % | 37,737 | 30 % |
| | | | | | | | | |
| **APAC** | | | | | | | | |
| Product revenue | 9,163 | | 3,582 | | 19,262 | | 8,384 | |
| Service and subscription | 2,282 | | 2,209 | | 4,798 | | 4,311 | |
| Total revenue | 11,445 | 13 % | 5,791 | 9 % | 24,060 | 14 % | 12,695 | 10 % |
| | | | | | | | | |
| **Consolidated** | | | | | | | | |
| Product revenue | 62,584 | | 35,368 | | 116,456 | | 72,905 | |
| Service and subscription | 25,011 | | 25,620 | | 49,680 | | 50,563 | |
| Royalty[2] | 2,030 | 2 % | 1,727 | 3 % | 4,293 | 3 % | 3,534 | 3 % |
| Total revenue | $ 89,625 | 100 % | $ 62,715 | 100 % | $ 170,429 | 100 % | $ 127,002 | 100 % |

[1] Revenue for Americas geographic region outside of the United States is not significant.
[2] Royalty revenue is not allocable to geographic regions.

### Revenue by Solution

| | Three Months Ended September 30, | | | | Six Months Ended September 30, | | | |
|---|---|---|---|---|---|---|---|---|
| | 2026 | % | 2025 | % | 2026 | % | 2025 | % |
| Primary storage systems | $ 7,994 | 9 % | $ 10,968 | 17 % | $ 16,482 | 9 % | $ 23,497 | 18 % |
| Secondary storage systems | 44,741 | 50 % | 19,778 | 32 % | 81,773 | 48 % | 38,285 | 30 % |
| Device and media | 11,565 | 13 % | 7,550 | 12 % | 21,926 | 13 % | 17,492 | 14 % |
| Service | 23,295 | 26 % | 22,692 | 36 % | 45,955 | 27 % | 44,194 | 35 % |
| Royalty | 2,030 | 2 % | 1,727 | 3 % | 4,293 | 3 % | 3,534 | 3 % |
| Total revenue[1] | $ 89,625 | 100 % | $ 62,715 | 100 % | $ 170,429 | 100 % | $ 127,002 | 100 % |

[1] Subscription revenue of $3.7 million and $6.4 million was allocated to Primary and Secondary storage systems for the six months ended September 30, 2026 and 2025, respectively. Subscription revenue of $1.7 million and $2.9 million was allocated to primary and secondary storage systems for the three months ended September 30, 2026 and 2025, respectively.

### Net Loss

The following table shows reported segment revenue, segment profit or loss, and significant segment expenses were as follows (in thousands):

| | Three Months Ended September 30, | | Six Months Ended September 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| Total revenue | $ 89,625 | $ 62,715 | $ 170,429 | $ 127,002 |
| Total cost of revenue | 52,899 | 39,163 | 101,983 | 80,736 |
| Gross profit | 36,726 | 23,552 | 68,446 | 46,266 |
| Gross margin | 41.0 % | 37.6 % | 40.2 % | 36.4 % |
| Operating expenses | | | | |
| Salaries & fringe[1] | 17,356 | 16,731 | 33,099 | 34,733 |
| Outside services[2] | 5,684 | 4,763 | 10,029 | 12,439 |
| Infrastructure[3] | 1,941 | 2,330 | 3,777 | 4,852 |
| Operational costs[4] | 2,264 | 2,060 | 4,582 | 4,392 |
| Restructuring | 292 | 3,193 | 315 | 5,616 |
| Other operating expenses[5] | 2,409 | 2,633 | 4,826 | 4,987 |
| Total operating expenses | 29,946 | 31,710 | 56,628 | 67,019 |
| Income (Loss) from operations | 6,780 | (8,158) | 11,818 | (20,753) |
| Other income (expense), net | 80 | (185) | 292 | (616) |
| Interest expense | — | (6,227) | (2,097) | (12,743) |
| Change in fair value of warrant liabilities | (51,565) | 1,525 | (67,870) | 1,525 |
| Change in fair value of Convertible Note | — | — | (129,715) | — |
| Loss on debt extinguishment | — | (33,254) | (11,716) | (30,695) |
| Loss before income taxes | (44,705) | (46,299) | (199,288) | (63,282) |
| Income tax provision | 145 | 157 | 855 | 380 |
| Net loss | $ (44,850) | $ (46,456) | $ (200,143) | $ (63,662) |

[1] Salaries & fringe includes spend on contractors.
[2] Outside services includes contractor, recruiting and legal expenses.
[3] Infrastructure includes property related expenses, including fixed and variable lease expense, telecommunications and depreciation.
[4] Operational costs include dues and subscriptions, computer expenses, office supplies and other miscellaneous items.
[5] Other operating expenses includes travel related spend, marketing expense, taxes, fees and other miscellaneous items.

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

*The following discussion and analysis compares our results of operations for the three and six months ended September 30, 2026 and September 30, 2025, and should be read together with the condensed consolidated financial statements and the related notes included in this Quarterly Report on Form 10-Q, and with the audited consolidated financial statements and related notes and Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2026 (the "Annual Report"). In particular, the risk factors contained in Part I, Item 1A of the Annual Report under the heading "Risk Factors" may reflect trends, demands, commitments, events, or uncertainties that could materially affect our results of operations, liquidity, and capital resources. For comparisons of the three and six months ended September 30, 2025 and 2024, see our Management's Discussion and Analysis of Financial Condition and Results of Operations in Item 2 of our Quarterly Report on Form 10-Q for the quarter ended September 30, 2025, filed with the SEC on November 13, 2025 and incorporated herein by reference. Our fiscal year ends on March 31. "Fiscal 2026" refers to the fiscal year ended March 31, 2026. In the tables below, "n/m" indicates a percentage change that is not meaningful.*

*The following discussion contains forward-looking statements, such as statements regarding anticipated impacts on our business, our future operating results and financial position, our business strategy and plans, our market growth and trends, and our objectives for future operations. Please see "Note Regarding Forward-Looking Statements" for more information about relying on these forward-looking statements.*

### Overview and Highlights

We are a technology company whose mission is to deliver innovative solutions to forward-thinking organizations across the world. We design, manufacture and sell technology and services that help customers capture, create and share digital content, and protect it for decades. We emphasize innovative technology in the design and manufacture of our products to help our customers unlock the value in their video and unstructured data in new ways to solve their most pressing business challenges.

We generate revenue by designing, manufacturing, and selling technology and services. Our most significant expenses are related to compensating employees; designing, manufacturing, marketing, and selling our products and services; data center costs in support of our cloud-based services; and income taxes.

#### *Macroeconomic Conditions*

We continue to actively monitor, evaluate and respond to the current uncertain macro environment, including the impact of changing interest rates, inflation, tariffs, lingering supply chain challenges, and fluctuation in the U.S. dollar. During the quarter we continued to experience longer sales cycles for opportunities with our enterprise as well as commercial customers.

The macro environment remains unpredictable and our past results may not be indicative of future performance.

## RESULTS OF OPERATIONS

| (in thousands) | Three Months Ended September 30, | | Six Months Ended September 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| Total revenue | $ 89,625 | $ 62,715 | $ 170,429 | $ 127,002 |
| Total cost of revenue [1] | 52,899 | 39,163 | 101,983 | 80,736 |
| Gross profit | 36,726 | 23,552 | 68,446 | 46,266 |
| Operating expenses | | | | |
| Sales and marketing [1] | 12,168 | 11,819 | 23,196 | 24,474 |
| General and administrative [1] | 11,126 | 11,006 | 20,734 | 24,576 |
| Research and development [1] | 6,360 | 5,692 | 12,383 | 12,353 |
| Restructuring charges | 292 | 3,193 | 315 | 5,616 |
| Total operating expenses | 29,946 | 31,710 | 56,628 | 67,019 |
| Income (Loss) from operations | 6,780 | (8,158) | 11,818 | (20,753) |
| Other income (expense), net | 80 | (185) | 292 | (616) |
| Interest expense | — | (6,227) | (2,097) | (12,743) |
| Change in fair value of warrant liabilities | (51,565) | 1,525 | (67,870) | 1,525 |
| Change in fair value of convertible note | — | — | (129,715) | — |
| Loss on debt extinguishment, net | — | (33,254) | (11,716) | (30,695) |
| Loss before income taxes | (44,705) | (46,299) | (199,288) | (63,282) |
| Income tax provision | 145 | 157 | 855 | 380 |
| Net income (loss) | $ (44,850) | $ (46,456) | $ (200,143) | $ (63,662) |

[1] Includes stock-based compensation as follows:

| (in thousands) | Three Months Ended September 30, | | Six Months Ended September 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| Cost of revenue | $ 27 | $ 41 | $ 34 | $ (567) |
| Research and development | (57) | 19 | 43 | 87 |
| Sales and marketing | 185 | (82) | 323 | (6) |
| General and administrative | 680 | 346 | 1,183 | 281 |
| Total | $ 835 | $ 324 | $ 1,583 | $ (205) |

**Comparison of the Three Months Ended September 30, 2026 and 2025**

***Revenue***

| | Three Months Ended September 30, | | | | | |
|---|---|---|---|---|---|---|
| (in thousands) | 2026 | % of revenue | 2025 | % of revenue | $ Change | % Change |
| Product revenue | $ 62,584 | 70 % | $ 35,368 | 56 % | $ 27,216 | 77 % |
| Service and subscription revenue | 25,011 | 28 % | 25,620 | 41 % | (609) | (2)% |
| Royalty revenue | 2,030 | 2 % | 1,727 | 3 % | 303 | 18 % |
| Total revenue | $ 89,625 | 100 % | $ 62,715 | 100 % | $ 26,910 | 43 % |

Product Revenue

In the three months ended September 30, 2026, product revenue increased $27.2 million, or 77%, as compared to the same period in fiscal 2026. The primary driver of this increase was strong demand across all secondary storage product lines including Scalar tape storage products, ActiveScale object storage appliances, and DXi backup appliances. Overall, secondary storage revenue increased by $25.0 million, or 126.2% as compared to the same period in fiscal 2026. Devices and media revenues also increased by $4.0 million, or 53.2% as compared to fiscal 2026. These increases were partially offset by declines in primary storage.

Service and Subscription Revenue

Service and subscription revenue remained flat with a small decrease of $0.6 million, or 2%, in the three months ended September 30, 2026, compared to the same period in fiscal 2026.

Royalty Revenue

We receive royalties from third parties that license our linear-tape open media patents through our membership in the linear-tape open consortium. Royalty revenue increased $0.3 million, or 18%, in the three months ended September 30, 2026, as compared to the same period in fiscal 2026, related to higher overall unit shipments.

***Gross Profit and Margin***

| | Three Months Ended September 30, | | | | | |
|---|---|---|---|---|---|---|
| (in thousands) | 2026 | Gross margin % | 2025 | Gross margin % | $ Change | Basis point change |
| Product gross profit | $ 20,447 | 32.7 % | $ 6,620 | 18.7 % | $ 13,827 | 1,400 |
| Service and subscription gross profit | 14,249 | 57.0 % | 15,205 | 59.3 % | (956) | (230) |
| Royalty gross profit | 2,030 | 100.0 % | 1,727 | 100.0 % | 303 | — |
| Gross profit | $ 36,726 | 41.0 % | $ 23,552 | 37.6 % | $ 13,174 | 340 |

Gross profit and margin percentages are key metrics that management monitors to assess the performance on the business.

Product Gross Margin

Product gross margin increased by 1,400 basis points for the three months ended September 30, 2026, as compared to fiscal 2026. Majority of the increase is tied to higher volume of core products with better blended margin mix and increased average selling prices, and benefit from proactively managing our supply chain ahead of supplier price increases.

Service and Subscription Gross Margin

Service and subscription gross margin remained flat with a small decrease of 230 basis points for the three months ended September 30, 2026, as compared to fiscal 2026.

Royalty Gross Margin

Royalties do not have significant related cost of sales.

***Operating Expenses***

| (in thousands) | Three Months Ended September 30, 2026 | % of revenue | 2025 | % of revenue | $ Change | % Change |
|---|---|---|---|---|---|---|
| Sales and marketing | $ 12,168 | 14 % | $ 11,819 | 19 % | $ 349 | 3 % |
| General and administrative | 11,126 | 12 % | 11,006 | 18 % | 120 | 1 % |
| Research and development | 6,360 | 7 % | 5,692 | 9 % | 668 | 12 % |
| Restructuring charges | 292 | — % | 3,193 | 5 % | (2,901) | (91)% |
| Total operating expenses | $ 29,946 | 33 % | $ 31,710 | 51 % | $ (1,764) | (6)% |

In the three months ended September 30, 2026, sales and marketing expenses increased $0.3 million, or 3%, as compared with fiscal 2026. This increase was primarily driven by variable expense due to growth in revenue compared to fiscal 2026.

In the three months ended September 30, 2026, general and administrative expenses increased $0.1 million, or 1%, as compared with fiscal 2026, and remained relatively flat due to continued administrative efficiencies.

In the three months ended September 30, 2026, research and development expenses increased $0.7 million, or 12%, as compared with fiscal 2026. This increase was the result of strategic investment into our product development teams.

In the three months ended September 30, 2026, restructuring charges decreased $2.9 million, or 91%, as compared with fiscal 2026. The decrease is due to the corporate restructuring activities being largely complete.

***Other Expense, net***

| (in thousands) | Three Months Ended September 30, 2026 | % of revenue | 2025 | % of revenue | $ Change | % Change |
|---|---|---|---|---|---|---|
| Other income (expense), net | $ 80 | 0 % | $ (185) | 0 % | $ 265 | n/m |

In the three months ended September 30, 2026, the change in other income (expense) resulted in a net increase of $0.3 million compared to fiscal 2026. The increase was primarily related to an increase in interest received partially offset by movements in foreign currency gains and losses during each period.

***Interest expense***

| (in thousands) | Three Months Ended September 30, 2026 | % of revenue | 2025 | % of revenue | $ Change | % Change |
|---|---|---|---|---|---|---|
| Interest expense | $ — | — % | $ (6,227) | (10)% | 6,227 | (100)% |

In the three months ended September 30, 2026, interest expense decreased by $6.2 million, or 100%, as compared to fiscal 2026. This decrease was primarily due to the repayment of our Term Loan (as defined herein) in June 2026. The Company had no outstanding debt during the three months ended September 30, 2026.

***Warrant liabilities***

| (in thousands) | Three Months Ended September 30, 2026 | % of revenue | 2025 | % of revenue | $ Change | % Change |
|---|---|---|---|---|---|---|
| Change in fair value of warrant liabilities | $ (51,565) | (58)% | $ 1,525 | 2 % | $ (53,090) | n/m |

In the three months ended September 30, 2026, we recorded a non-cash loss of $51.6 million related to the change in fair value of our forbearance warrant which was issued in September 2025 and conversion warrant which was issued in June 2026. The loss was primarily driven by fluctuations in our stock price.

***(Loss) gain on debt extinguishment, net***

| (in thousands) | Three Months Ended September 30, | | | | | |
|---|---|---|---|---|---|---|
| | 2026 | % of revenue | 2025 | % of revenue | $ Change | % Change |
| Gain (loss) on debt extinguishment, net | $ — | — % | $ (33,254) | (53)% | $ 33,254 | (100)% |

In the three months ended September 30, 2026, we recorded no gain (loss) on debt extinguishment. In the three months ended September 30, 2025, we recorded a loss on debt extinguishment due to termination of the PNC Credit Facility as well as the amendments to the Term Loan during the quarter.

***Income Tax Provision***

| (in thousands) | Three Months Ended September 30, | | | | | |
|---|---|---|---|---|---|---|
| | 2026 | % of pretax income | 2025 | % of pretax income | $ Change | % Change |
| Income tax provision | $ 145 | (0.3)% | $ 157 | (0.4)% | $ (12) | (7.6)% |

Income tax provision for the three months ended September 30, 2026 and 2025 is primarily influenced by foreign and state income taxes.

Due to our history of net losses in the United States, the protracted period for utilizing tax attributes uncertain foreign jurisdictions, and the difficulty in predicting future results, we believe that we cannot rely on projections of future taxable income to realize most of our deferred tax assets. Accordingly, we have established a full valuation allowance against our U.S. and certain foreign net deferred tax assets. Significant management judgment is required in assessing our ability to realize any future benefit from our net deferred tax assets. We intend to maintain this valuation allowance until sufficient positive evidence exists to support its reversal. Our income tax expense recorded in the future will be reduced to the extent that sufficient positive evidence materializes to support a reversal of, or decrease in, our valuation allowance.

**Comparison of the Six Months Ended September 30, 2026 and 2025**

***Revenue***

| (dollars in thousands) | Six Months Ended September 30, | | | | | |
|---|---|---|---|---|---|---|
| | 2026 | % of revenue | 2025 | % of revenue | $ Change | % Change |
| Product revenue | $ 116,456 | 68 % | $ 72,905 | 57 % | $ 43,551 | 60 % |
| Service and subscription | 49,680 | 29 % | 50,563 | 40 % | (883) | (2)% |
| Royalty | 4,293 | 3 % | 3,534 | 3 % | 759 | 21 % |
| Total revenue | $ 170,429 | 100 % | $ 127,002 | 100 % | $ 43,427 | 34 % |

Product Revenue

In the six months ended September 30, 2026, product revenue increased $43.6 million, or 60%, as compared to the same period in fiscal 2026. The primary driver of the increase was strong demand across all secondary storage product lines including Scalar tape storage products, ActiveScale object storage appliances, and DXi backup appliances. Overall, secondary storage revenue increased by $43.5 million, or 114% as compared to the same period in fiscal 2026. Devices and media revenues also increased by $4.4 million, or 25% as compared to fiscal 2026. These increases were partially offset by declines in primary storage.

Service and Subscription Revenue

Service and subscription revenue decreased $0.9 million, or 2%, in the six months ended September 30, 2026 compared to the same period in fiscal 2026. This decrease was due to certain end of life products reaching their end-of-service-life.

Royalty Revenue

We receive royalties from third parties that license our linear-tape open media patents through our membership in the linear-tape open consortium. Royalty revenue saw an increase of $0.8 million, or 21%, in the six months ended September 30, 2026 compared to the same period in fiscal 2026 related to higher overall unit shipments.

***Gross Profit and Margin***

| (dollars in thousands) | Six Months Ended September 30, | | | | | |
|---|---|---|---|---|---|---|
| | 2026 | Gross margin % | 2025 | Gross margin % | $ Change | Basis point change |
| Product | $ 34,595 | 29.7 % | $ 13,412 | 18.4 % | $ 21,183 | 1,130 |
| Service and subscription | 29,558 | 59.5 % | 29,320 | 58.0 % | 238 | 150 |
| Royalty | 4,293 | 100.0 % | 3,534 | 100.0 % | 759 | — |
| Gross profit | $ 68,446 | 40.2 % | $ 46,266 | 36.4 % | $ 22,180 | 380 |

Gross profit and margin percentages are key metrics that management monitors to assess the performance on the business.

Product Gross Margin

Product gross margin increased by $21.2 million, or by 1,130 basis points, for the six months ended September 30, 2026, as compared with the same period in fiscal 2026. Majority of the increase is tied to higher volume of core products with better blended margin mix and increased average selling prices, and benefit from proactively managing our supply chain ahead of supplier price increases.

Service and Subscription Gross Margin

Service and subscription gross margins increased 150 basis points for the six months ended September 30, 2026, as compared with the same period in fiscal 2026. This improvement was primarily driven by reduced service of end of life products. There is also focus on service cost reduction across the organization, including logistics, repair, and labor.

Royalty Gross Margin

Royalties do not have significant related cost of sales.

***Operating Expenses***

| (dollars in thousands) | Six Months Ended September 30, | | | | | |
|---|---|---|---|---|---|---|
| | 2026 | % of revenue | 2025 | % of revenue | $ Change | % Change |
| Sales and marketing | $ 23,196 | 14 % | $ 24,474 | 19 % | $ (1,278) | (5)% |
| General and administrative | 20,734 | 12 % | 24,576 | 19 % | (3,842) | (16)% |
| Research and development | 12,383 | 7 % | 12,353 | 10 % | 30 | — % |
| Restructuring charges | 315 | — % | 5,616 | 4 % | (5,301) | (94)% |
| Total operating expenses | $ 56,628 | 33 % | $ 67,019 | 53 % | $ (10,391) | (16)% |

In the six months ended September 30, 2026, sales and marketing expenses decreased $1.3 million, or 5%, as compared with the same period in fiscal 2026. This decrease was primarily driven by improved operational efficiency and increased leverage of our channel.

In the six months ended September 30, 2026, general and administrative expenses decreased $3.8 million, or 16%, as compared with the same period in fiscal 2026. This decrease was primarily driven by higher expense in the prior year related to compliance focused outside services.

In the six months ended September 30, 2026, research and development expenses increased $0.03 million, or 0.2%, as compared with the same period in fiscal 2026. This effectively flat trend was driven by efficiency gains realized in prior periods, partially offset by strategic investments in our product development teams.

In the six months ended September 30, 2026, restructuring expenses decreased $5.3 million, or 94% as compared with the same period in fiscal 2026. The decrease is due to the corporate restructuring activities being largely complete.

***Other Income (Expense), net***

| | Six Months Ended September 30, | | | | | |
|---|---|---|---|---|---|---|
| (dollars in thousands) | 2026 | % of revenue | 2025 | % of revenue | $ Change | % Change |
| Other income (expense), net | $ 292 | — % | $ (616) | — % | $ 908 | 147 % |

The change in other income (expense), net during the six months ended September 30, 2026 compared with the same period in fiscal 2026 was related to increase in interest income partially offset by fluctuations in foreign currency exchange rates during the six months ended September 30, 2026.

***Interest Expense***

| | Six Months Ended September 30, | | | | | |
|---|---|---|---|---|---|---|
| (dollars in thousands) | 2026 | % of revenue | 2025 | % of revenue | $ Change | % Change |
| Interest expense | $ (2,097) | (1)% | $ (12,743) | (10)% | $ 10,646 | (84)% |

In the six months ended September 30, 2026, interest expense decreased $10.6 million, or 84%, as compared with the same period in fiscal 2026 due to the repayment of the Term Loan in June 2026.

***Warrant Liabilities***

| | Six Months Ended September 30, | | | | | |
|---|---|---|---|---|---|---|
| (dollars in thousands) | 2026 | % of revenue | 2025 | % of revenue | $ Change | % Change |
| Change in fair value of warrant liabilities | $ (67,870) | (40)% | $ 1,525 | 1 % | $ (69,395) | n/m |

In the six months ended September 30, 2026, we recorded a combined non-cash loss of $67.9 million related to the change in fair value of our forbearance and conversion warrant liabilities. In the six months ended September 30, 2025, we recorded a non-cash gain of $1.5 million.

***Loss on Debt Extinguishment***

| | Six Months Ended September 30, | | | | | |
|---|---|---|---|---|---|---|
| (dollars in thousands) | 2026 | % of revenue | 2025 | % of revenue | $ Change | % Change |
| Loss on debt extinguishment | $ (11,716) | (7)% | $ (30,695) | (24)% | $ 18,979 | (62)% |

In the six months September 30, 2026, we recorded a loss of $11.7 million on debt extinguishment, primarily related to the repayment of our Term Loan in June 2026. In the six months ended September 30, 2025, the loss on debt extinguishment relates to the transfer of the long-term debt to a new lender and the subsequent amendments which occurred during the first and second fiscal quarters.

***Income Taxes***

| (dollars in thousands) | Six Months Ended September 30, 2026 | % of pretax income | 2025 | % of pretax income | $ Change | % Change |
|---|---|---|---|---|---|---|
| Income tax provision | $ 855 | — % | $ 380 | (1)% | $ 475 | 125 % |

The income tax provision for the six months ended September 30, 2026 and 2025 is primarily influenced by foreign and state income taxes. Due to our history of net losses in the United States, the protracted period for utilizing tax attributes in certain foreign jurisdictions, and the difficulty in predicting future results, we believe that we cannot rely on projections of future taxable income to realize most of our deferred tax assets. Accordingly, we have established a full valuation allowance against our U.S. and certain foreign net deferred tax assets. Significant management judgment is required in assessing our ability to realize any future benefit from our net deferred tax assets. We intend to maintain this valuation allowance until sufficient positive evidence exists to support its reversal. Our income tax expense recorded in the future will be reduced to the extent that sufficient positive evidence materializes to support a reversal of, or decrease in, our valuation allowance.

**Liquidity and Capital Resources**

We consider liquidity in terms of the sufficiency of internal and external cash resources to fund our operating, investing and financing activities. Our principal sources of liquidity include cash from operating activities, cash and cash equivalents on our balance sheet and proceeds from the sale of common stock. We require significant cash resources to provide for our research and development activities, fund our working capital needs, and make capital expenditures. Our future liquidity requirements will depend on multiple factors, including our research and development plans and capital investment needs. We believe our existing cash and cash equivalents and cash flows from operations will be sufficient to fund our operations, working capital and capital expenditure needs for at least the next 12 months.

We had cash and cash equivalents of $67.4 million as of September 30, 2026, which excludes $0.1 million of short-term restricted cash. Our total outstanding Term Loan debt was fully repaid in the first quarter of fiscal 2027.

We generated cash flows from operations of approximately $14.3 million for the six months ended September 30, 2026, compared to negative cash flows of $32.5 million for the six months ended September 30, 2025. We generated net losses of approximately $200.1 million and $63.7 million for the six months ended September 30, 2026 and 2025, respectively. We have funded operations through the sale of common stock and debt borrowings as described in *Note 4: Debt* and *Note 7 : Common Stock.*

**Cash Flows**

The following table summarizes our consolidated cash flows for the periods indicated.

| (in thousands) | Six Months Ended September 30, 2026 | 2025 |
|---|---|---|
| Cash provided by (used in): | | |
| Operating activities | $ 14,316 | $ (32,489) |
| Investing activities | (643) | (1,606) |
| Financing activities | 37,588 | 32,791 |
| Effect of exchange rate changes | — | 30 |
| Net change in cash, cash equivalents, and restricted cash | $ 51,261 | $ (1,274) |

*Net Cash Provided By (Used In) Operating Activities*

Net cash provided by operating activities was $14.3 million for the six months ended September 30, 2026, compared to net cash used of $32.5 million for the six months ended September 30, 2025, an improvement of $46.8

million. The improvement was primarily driven by improved operating results, lower cash interest paid following the repayment of the Term Loan in June 2026, and favorable changes in deferred revenue and accounts payable.

*Net Cash Used in Investing Activities*

Net cash used in investing activities was $0.6 million and $1.6 million for the six months ended September 30, 2026 and 2025, respectively, consisting of capital expenditures.

*Net Cash Provided by Financing Activities*

Net cash provided by financing activities was $37.6 million for the six months ended September 30, 2026, primarily due to $94.3 million of net Private Placement proceeds, partially offset by $56.8 million of Term Loan repayments. Net cash provided by financing activities of $32.8 million for the six months ended September 30, 2025 was primarily due to $67.0 million of SEPA proceeds, partially offset by net debt repayments.

**Commitments and Contingencies**

Our contingent liabilities consist primarily of certain financial guarantees, both express and implied, related to product liability and potential infringement of intellectual property. We have little history of costs associated with such indemnification requirements and contingent liabilities associated with product liability may be mitigated by our insurance coverage. In the normal course of business to facilitate transactions of our services and products, we indemnify certain parties with respect to certain matters, such as intellectual property infringement or other claims. We also have indemnification agreements with our current and former officers and directors. It is not possible to determine the maximum potential amount under these indemnification agreements due to the limited history of our indemnification claims, and the unique facts and circumstances involved in each particular agreement. Historically, payments made by us under these agreements have not had a material impact on our operating results, financial position or cash flows.

We are also subject to ordinary course of business litigation, See *Note 10: Commitments and Contingencies*, to our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

**CRITICAL ACCOUNTING ESTIMATES AND POLICIES**

The preparation of our condensed consolidated financial statements in accordance with GAAP requires management to make judgments, estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes included elsewhere in this Quarterly Report. On an ongoing basis, we evaluate estimates, which are based on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. We consider certain accounting policies to be critical to understanding our financial statements because the application of these policies requires significant judgment on the part of management, which could have a material impact on our financial statements if actual performance should differ from historical experience or if our assumptions were to change. Our accounting policies that include estimates that require management's subjective or complex judgments about the effects of matters that are inherently uncertain are summarized in the Annual Report under the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Estimates and Policies". Other than the elimination of the fair value of the Convertible Note as a critical accounting estimate following its conversion on June 4, 2026, and the inclusion of the Conversion Warrant, issued on June 1, 2026, within our estimate of the fair value of warrant liabilities, there have been no material changes to our critical accounting estimates and policies during the six months ended September 30, 2026 from those disclosed in the Annual Report. For additional information on our significant accounting policies, see Note 1 to our unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report.

**Recently Issued and Adopted Accounting Pronouncements**

For recently issued and adopted accounting pronouncements, see *Note 1: Description of Business and Significant Accounting Policies*, to our condensed consolidated financial statements.

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

There have been no material changes to our quantitative and qualitative disclosures about market risk from those described under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in the Annual Report, which such section is incorporated herein by reference.

## ITEM 4. CONTROLS AND PROCEDURES

### Limitations on Effectiveness of Controls and Procedures

In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints, and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

### Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Principal Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the “Exchange Act”), as of the end of the period covered by this Quarterly Report. Based on this evaluation, our Chief Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were not effective due to material weaknesses in internal control over financial reporting related to revenue recognition, inventories, income taxes and control environment as previously described in Part II, Item 9A of our Annual Report on Form 10-K for the fiscal year ended March 31, 2026, which remain unremediated as of September 30, 2026.

Notwithstanding the identified material weaknesses, management, including our Chief Executive Officer and Principal Financial Officer, have determined, based on the procedures performed, that the condensed consolidated financial statements included in this Quarterly Report on Form 10-Q fairly present in all material respects the financial condition, results of operations and cash flows of the Company for the periods presented in accordance with U.S. generally accepted accounting principles.

### Remediation Update

Management has initiated and continues to implement a remediation plan designed to address the material weaknesses described above. Remediation activities in the quarter ended September 30, 2026 include:

- Engaging an independent third-party consulting firm with expertise in internal controls over financial reporting, revenue recognition, inventory accounting, and Sarbanes-Oxley compliance to assist management in evaluating control deficiencies, designing enhanced controls, and supporting remediation efforts;
- We continued to implement enhanced controls over sales order entry, contract review, deferral schedule maintenance, and standalone selling price analyses to support compliance with ASC 606;
- We enhanced inventory count, reconciliation, and monitoring procedures, including enhanced controls over the reconciliation of physical inventory records to underlying system records;
- We began implementing enhanced controls over the preparation and review of the income tax provision and related tax accounts and disclosures by implementing a formalized preparation and review process.
- We enhanced the accounting and finance organization through the addition of personnel with public company financial reporting, revenue recognition, inventory accounting, and income tax expertise. During the second quarter, we hired a Director of Tax and a Chief Accounting Officer who is a certified public accountant with prior public company financial reporting experience.

While management has begun implementing these remediation measures, the material weaknesses cannot be considered remediated until the enhanced controls have been fully designed, implemented, operated for a sufficient period of time, and management has completed testing and concluded that the controls are operating effectively.

### Changes in Internal Controls over Financial Reporting

Except for the matters discussed above, there were no changes in our internal controls over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) identified in connection with the evaluation of our

internal control performed during the fiscal quarter ended September 30, 2026, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART II

### ITEM 1. LEGAL PROCEEDINGS

From time to time, we are involved in legal proceedings and claims arising in the ordinary course of business. See *Note 10: Commitments and Contingencies* to the unaudited condensed consolidated financial statements for a discussion of our legal matters.

### ITEM 1A. RISK FACTORS

There have been no material changes to the previously disclosed risk factors discussed in "Part I, Item 1A, Risk Factors" in the Annual Report. You should consider carefully these factors, together with all of the other information in this Quarterly Report, including our unaudited condensed consolidated financial statements and related notes included elsewhere in this Quarterly Report, before making an investment decision.

### ITEM 5. OTHER INFORMATION

On September 10, 2026, Yue-Zhou (Emily) White, a member of the Company's board of directors, adopted a trading plan intended to satisfy Rule 10b5-1(c) under the Exchange Act with respect to the sale of up to 4,440 shares of common stock between December 10, 2026 and March 31, 2027.

On September 10, 2026, John R. Tracy, a member of the Company's board of directors, adopted a trading plan intended to satisfy Rule 10b5-1(c) under the Exchange Act with respect to the sale of up to 4,440 shares of common stock between December 10, 2026 and March 31, 2027.

Both trading plans above were enacted to satisfy vesting-related tax obligations.

### ITEM 6. EXHIBITS

The exhibits required to be filed or furnished as part of this Quarterly Report are listed below. Notwithstanding any language to the contrary, exhibits 32.1 and 32.2 shall not be deemed to be filed as part of this Quarterly Report for purposes of Section 18 of the Exchange Act or deemed to be incorporated by reference into any filing under the Exchange Act or the Securities Act of 1933, except to the extent that the Company specifically incorporates it by reference.

| | | Incorporated by Reference | | | |
|---|---|---|---|---|---|
| Exhibit Number | Exhibit Description | Form | Filing Date | Exhibit | Filed or Furnished Herewith |
| 3.1 | Amended and Restated Certificate of Incorporation of the Company, as amended through August 26, 2024 | S-1 | 01/27/25 | 3.1 | |
| 3.2 | Amended and Restated Bylaws of the Company, as amended through June 12, 2025 | 8-K | 06/18/25 | 3.1 | |
| 10.1# | Offer Letter dated August 6, 2026 by and between the Company and Hiral A. Patel. | 8-K | 09/01/26 | 10.1 | |
| 10.2# | Quantum Corporation 2023 Long-Term Incentive Plan, as amended and restated through July 21, 2026. | S-8 | 09/25/26 | 99.1 | |
| 10.3# | Offer Letter dated September 24, 2026 by and between the Company and James C. Clancy. | 8-K | 09/28/26 | 10.1 | |
| 31.1 | Certification of the Principal Executive Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002 | | | | X |
| 31.2 | Certification of the Principal Financial Officer pursuant to Section 302(a) 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 | XBRL Instance Document | | | | X |

| Exhibit Number | Exhibit Description | Incorporated by Reference | | | Filed or Furnished Herewith |
|---|---|---|---|---|---|
| | | Form | Filing Date | Exhibit | |
| 101.SCH | XBRL Taxonomy Extension Schema Document | | | | X |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document | | | | X |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document | | | | X |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document | | | | X |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document | | | | X |
| 104 | Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101) | | | | X |

* Schedules and attachments have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The registrant hereby undertakes to furnish supplemental copies of any of the omitted schedules and attachments upon request by the Securities and Exchange Commission.

**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.

**Quantum Corporation**
(Registrant)

| | |
|---|---|
| November 9, 2026 | /s/ Hugues Meyrath |
| (Date) | Hugues Meyrath<br>President and Chief Executive Officer<br>(Principal Executive Officer) |
| November 9, 2026 | /s/ Hiral A. Patel |
| (Date) | Hiral A. Patel<br>Principal Financial Officer and Chief Accounting Officer |

**Exhibit 31.1**

CERTIFICATION PURSUANT TO SECTION 302(a)
OF THE SARBANES-OXLEY ACT OF 2002

I, Hugues Meyrath, certify that:

1) I have reviewed this Quarterly Report on Form 10-Q of Quantum Corporation;

2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4) The registrant's other certifying officer(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: November 9, 2026

/s/ Hugues Meyrath

Hugues Meyrath
President and Chief Executive Officer
(Principal Executive Officer)

**Exhibit 31.2**

CERTIFICATION PURSUANT TO SECTION 302(a)
OF THE SARBANES-OXLEY ACT OF 2002

I, Hiral A. Patel, certify that:

1) I have reviewed this Quarterly Report on Form 10-Q of Quantum Corporation;

2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4) The registrant's other certifying officer(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: November 9, 2026

/s/ Hiral A. Patel

Hiral A. Patel

Principal Financial Officer and Chief Accounting Officer

**Exhibit 32.1**

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350

I, Hugues Meyrath, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Quantum Corporation, on Form 10-Q for the quarterly period ended September 30, 2026, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of Quantum Corporation.

Date: November 9, 2026

/s/ Hugues Meyrath

Hugues Meyrath

President and Chief Executive Officer
(Principal Executive Officer)

**Exhibit 32.2**

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350

I, Hiral A. Patel, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Quantum Corporation, on Form 10-Q for the quarterly period ended September 30, 2026, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of Quantum Corporation.

Date: November 9, 2026

/s/ Hiral A. Patel

Hiral A. Patel

Principal Financial Officer and Chief Accounting Officer