



Fermi America – Second Quarter 2026 Earnings Conference Call

Prepared Remarks – August 13, 2026

Speakers, in order: Barry Sievert (Investor Relations); Marius Haas (Chairman); Anna Bofa (Chief Commercial Officer); Jacobo Ortiz (Chief Operating Officer); Rob Masson (CFO); Marius Haas (close).

Introduction & Safe Harbor

Barry Sievert | VP of Investor Relations

Good morning ... and thank you for joining Fermi America's Second Quarter 2026 Earnings Conference Call.

With me today are:

- Our Chairman of the Board, Marius Haas;
- Chief Commercial Officer, Anna Bofa;
- Chief Operating Officer, Jacobo Ortiz;
- and our Chief Financial Officer, Rob Masson.

Before we begin, I'd like to remind you that today's call contains forward-looking statements within the meaning of the federal securities laws. These statements reflect management's current expectations and are subject to risks and uncertainties that could cause actual results to differ materially from those we anticipate. For a discussion of these risks, please refer to our most recent Annual Report on Form 10-K and our subsequent reports on Form 10-Q. Any non-GAAP measures we reference today are intended to provide a supplemental perspective on the company's ongoing operations.

With that, I'll turn the call over to Marius.

Strategic Overview: Progress Against the 90-Day Plan

Marius Haas | Chairman of the Board

Thank you, Barry and good morning, everyone. Thank you for joining us.

One quarter ago, on our first-quarter call, I did something a chairman doesn't always do. I gave you a list. A focused, 90-day plan built around five specific commitments — and I asked you to hold us to it. I told you the new leadership team would execute, and that you should measure us not on our words but by what we deliver.

Several of you questioned why I established self-imposed aggressive deadlines on the team at a time when there were external distractions and internal transitions. Yes, it was a risk, but I have a very strong philosophy that an exceptionally talented team with a clear mission, with clear priorities and well understood timelines, can achieve extraordinary things.

With clarity comes alignment, passion, and focus. The focus eliminates the irrelevant noise. The passion was always about doing what is right for the shareholder.

Today, roughly 90 days later, I'm here to report to you on our progress.

And I'll say it plainly: Fermi is in a much stronger place now than it was then.

To date, we've delivered on all five commitments, including the one that matters most.

Let me take you through our results.

First, a quick reconnect to the macro backdrop, because it frames the problem Fermi is working to solve. Power is the binding constraint on AI compute. Not capital. Not demand. Across hyperscalers, neo-cloud providers, and frontier model developers, the same bottleneck keeps surfacing: access to large-scale, reliable electricity on a timeline that matches the pace of AI and data center development. Delays are being reported across announced projects worldwide, driven by grid interconnection queues and equipment availability.

Fermi was created to relieve that constraint, and this past quarter shows you how we're doing it.

Objective number one of our 90-day plan was to secure a binding customer agreement.

And I will say this was by far the most important objective. And the team delivered.

We signed a binding agreement representing up to 650 megawatts of power. We are now in the process of finalizing the backstop agreement that sits behind it. Anna will walk you through the details in a moment.

I'll simply say this: the caliber of the counterparties now standing behind our advanced energy and AI ecosystem speaks directly to the value we've discussed with you since our IPO.

Objective number two was to select the right CEO for the next stage of Fermi's growth. With this in mind, we've appointed Lee McIntire effective this Tuesday. Lee has served on our board since September of 2025 and already has a detailed working knowledge of the company and the project. More than that, he has built his entire career delivering large-scale projects. And that's the most important task in front of us right now – getting power to the site.

Lee has led some of the most demanding engineering and construction organizations in the world, including Bechtel, McDermott, and TerraPower, and he ran large-scale project delivery inside all of them. So, when it comes to getting first power to the site in 2027, I can't think of anyone more equipped than Lee.

He will work alongside Anna, Jacobo, Rob, and me. We'll keep running the business exactly as we ran it this quarter. Our strategy does not change, and the pace will only accelerate.

The third objective was to advance strategic partnerships.

Again, we delivered. During the quarter, we announced EPC partnerships with Primoris for balance of plant on Phase One and TSK for early works engineering on Phase Two. These are two of the most capable and highly respected contractors in the industry.

More recently, we also entered into a strategic alliance with HillCore, a premier and highly experienced infrastructure and power provider around the globe, which will accelerate our ability to deliver power, at speed, for large-scale customers.

The alliance will bring an incremental 2.6 gigawatts to the Project Matador campus within the next 3 years. There is no site we know of that has equipment and the ability to deliver 4.8 gigawatts during this time period. The demand for the power delivery is already here. And, we have the team and the equipment to deliver.

Fourth, we've told you we'd enhance our liquidity. In July, we delivered an upsized \$431 million convertible notes offering, which significantly strengthened our balance sheet.

Importantly, we did it at a low coupon, and with a capped-call structure built to protect our shareholders from dilution. Rob will take you through it.

The fifth and final objective in our 90-day plan was to move the site closer to power. On this front, we've made substantial progress, and we're still gaining momentum.

Three Siemens Energy F-class turbines arrived at the Port of Houston in July and have cleared customs. We've also progressed site development. Jacobo will give you the full operational picture, shortly.

Now, let me put these five milestones in context.

Any one of them – a binding customer agreement; a CEO; significant partnerships; a strengthened balance sheet; turbines on the ground – would have made for a notable quarter on their own.

We challenged the team to stretch, and they delivered all of them in a single quarter.

That's the story for this quarter. Our leadership team kept its focus on the plan and executed it with excellence.

That was the institutional discipline Fermi 2.0 was built to deliver.

The board and I are extremely proud of how the team came together and without doubt delivered an excellent quarter.

With the site advancing and the commercial picture coming into focus, let me hand it to Anna.

Commercial Update

Anna Bofa | Chief Commercial Officer

Thanks, Marius, and good morning, everyone.

I'll start with the most important thing I can tell you about this quarter: the market didn't just validate our project in concept; it signed up for it.

This is only the beginning. Customers need large-scale, reliable power on accelerated timelines, and that is exactly what Fermi is built to deliver.

Over recent months, we've been actively engaged with roughly a dozen prospective customers and strategic partners. These discussions have been specific and substantive

around capacity planning, delivery sequencing, and the commercial frameworks required to move from interest to signature.

Within that broader process, TensorWave stood out as a particularly strategic first customer for Fermi.

For us, this was an ecosystem entry strategy.

First, speed matters. TensorWave is a highly entrepreneurial organization operating in one of the fastest-growing parts of the AI infrastructure market. They have the ability to make decisions quickly and, critically, their demand curve aligns with our power delivery curve.

Second, we believe TensorWave gives Fermi a unique position inside the broader AI ecosystem. A direct relationship with a hyperscaler is incredibly valuable and we are nurturing those too, but it is fundamentally a relationship with one customer. TensorWave sits between the semiconductor ecosystem and the ultimate users of that compute, giving Fermi exposure across multiple layers of the market.

Compute is the foundation of the AI stack, and TensorWave's proximity to that layer gives us earlier visibility into where demand is forming, what infrastructure those workloads require, and which customers are likely to need capacity next.

Through one anchor relationship, we gain connectivity not only to TensorWave, but also to the chip ecosystem and to multiple hyperscalers, enterprises and AI companies that may ultimately consume that capacity.

For us, that is strategically important. We want Fermi to become a place where the broader AI infrastructure ecosystem comes together, not simply a campus serving a single customer.

Third, the multi-phase nature of the relationship reinforces that opportunity. The deal has the potential to bring multiple workloads and end-users onto the campus over time, giving more customers and partners direct exposure to Fermi's capabilities.

The phased approach also matters from an execution standpoint. By phasing the development, we can match capital deployment more closely with delivery timelines, while reducing complexity and preserving our ability to move quickly toward first revenue.

And by pairing TensorWave with a highly capable data center partner, we gain direct visibility into who can design and construct these facilities quickly and efficiently, capabilities that can be reused across future Fermi customers.

Fourth, this transaction validates the unique nature of what we are building.

Fermi combines large blocks of power, secured infrastructure, accelerated delivery and permitted land. TensorWave gave us the opportunity to establish commercial terms that

we believe solidly reflect the value of that offering while remaining competitive for the customer.

So, our decision to partner with TensorWave was deliberate.

We were looking for an anchor customer that could:

- Move at our speed;
- Consume power on our delivery timeline;
- Support economics that appropriately reflect the value of this differentiated asset; and
- Importantly, expand Fermi's connectivity across the broader AI ecosystem.

Let me turn to the agreement itself.

We have signed a binding agreement with TensorWave representing up to 650 megawatts of capacity if all expansion options are exercised.

The agreement is structured in three phases.

The initial phase is a 15-year commitment for 222 megawatts of gross power through a turnkey data center solution and represents approximately \$6.5 billion of revenue to Fermi over the initial term.

We are finalizing the backstop agreement supporting certain obligations under the lease. We will identify that counterparty once the agreement is complete, which we anticipate in the coming days.

A commitment of this scale follows extensive diligence across our power strategy, permitting, secured equipment, land control, construction plan, delivery schedule, and execution capabilities.

So, when we talk about validation, we mean something very specific – a sophisticated customer and their partners have evaluated what we are building, agreed to commercial terms we believe are competitive and reflect the value of our offering, and made a long-term commitment to the campus.

And importantly, we believe this first commitment strengthens the ecosystem around Fermi and creates a stronger foundation from which to scale as we continue discussions with multiple other customers.

With that, I'll turn it over to Jacobo to walk through what this looks like on the ground.

Operational Update

Jacobo Ortiz | Chief Operating Officer

Thank you, Anna, and good morning.

My focus this morning is simple: everything Marius and Anna just described is backed by real steel in the ground and by an experienced team that is ready to execute.

Over the last 12 weeks, we have refined our execution plan and strengthened our EPC relationships with world-class contractors – and our team is ready to start construction as soon as project finance is in place.

We remain committed to speed to power as customers sign leases, while maintaining the capital discipline that matches major expenditures to commercial progress.

Our execution team has been working with TensorWave to deliver its turnkey project on time.

To minimize execution risk, Fermi is partnering with a well-known data center contractor with access to critical components and deep, multi-project experience executing these kind of projects reliably. We will announce this partnership shortly.

First, let me take you through power delivery, and then our strategic alliance with Hillcore.

Fermi plans to deliver 640 megawatts of nameplate capacity by the fourth quarter of 2027, with the first 210 megawatts available July 1, 2027.

Additionally, phase One consists of six Siemens SGT-800 turbines led by Primoris, plus three GE 6B units and seven TM2500s led by Relevant Power Solutions – all in simple cycle – along with 200 megawatts of utility power from Xcel.

We continue to make progress on our [20]28/29 power delivery objectives: Three Siemens F-class units, rated up to 728 megawatts in simple-cycle mode – each more than 242 megawatts – arrived at the Port of Houston a few weeks ago.

TSK, Spain's largest power-focused EPC firm, is delivering the fast-start engineering for those turbines. The F-class units are among the most widely used heavy-duty turbines in the market. They ramp up, up to 40 megawatts a minute, reach full speed in about five minutes, and carry a global fleet reliability nearly 99%.

That combination of high output, fast start, and reliability is exactly what AI and advanced computing require. Our project has them, and we are ready to execute.

Now switching gears. Because speed to power is central to our strategy, I'm excited to walk you through our strategic alliance with Hillcore Energy partners in more detail.

Hillcore and its affiliates, including JV Driver, bring more than 35 years of heavy-industrial and power-generation experience, spanning natural gas, steam, biomass, and power-boiler facilities, from project development and construction through commissioning and operations.

The alliance between our two companies brings approximately 2.6 gigawatts of additional power to the site under a Build-Own-Operate-Transfer structure, doubling Project Matador's total power output to 4.8 gigawatts.

Think of Hillcore as a tenant that pays rent and delivers incremental power to the Fermi private grid.

This accelerates and grows our revenue stream by expanding our total power supply to meet customers' growing demand faster than a self-build strategy only. And Fermi keeps 100% of the income it generates from base rent.

Under the agreement, Hillcore finances, builds, owns, and operates their facility, so Fermi adds dedicated, behind-the-meter power with no upfront capital outlay. Fermi will be the anchor off-taker, but we only commit as tenant leases are signed, and each block is triggered by contracted demand from a tenant. Each power purchase agreement is matched to the term of the lease that triggers it. And fuel costs are passed through to the tenant as well.

That matching takes stranded-capacity risk off the table, and construction, operating, and performance risk sits with Hillcore.

Importantly, we hold an option to acquire the facility at fair market value after year 10. First power is targeted within 24 months of the notice to proceed, and the Hillcore buildout, importantly, runs in parallel with our own, doubling our capacity to 4.8 gigawatts of total power available.

We have an amazing site, a 6-gig air permit, power equipment, an experienced construction team, and trusted strategic partners ready to deliver Project Matador's mission.

Power is the gating asset for AI, and Fermi is ready to deliver what our customer needs, more power now. Fermi is where AI gets power.

With that, Rob will take you through our strengthened financial position. Thank you.

Strengthened Liquidity

Rob Masson | Chief Financial Officer

Thank you, Jacobo.

The headline for me since our last earnings call is a significantly stronger balance sheet, and it centers on the convertible notes we issued last month.

We closed an upsized offering of more than \$430 million of 5% Convertible Senior Notes due 2031. That figure includes the full exercise of the initial purchasers' option for an additional \$56 million – a clear signal of the demand for this paper.

Net proceeds, after the capped call, were approximately \$382 million.

I'll walk you through the rationale in four parts:

- First, **timing**: we're focused on our operations and not on timing the market. We raised capital with prudence in mind to provide the operational flexibility and financial runway to focus on strategic objectives.
- Second, **negotiating position**: a stronger balance sheet lets us advance customer and partnership discussions from a position of strength, not under financing pressure.
- Third, **structure**: We deliberately designed the structure with our shareholders in mind. We believe the convertible note paired with a capped call protects our current shareholders from dilution, ahead of catalysts, until the stock price more than doubles.
- And fourth, **cost of capital**: a 5% coupon over a five-year term is an attractive rate and a timeline that fits our development and power-delivery plan.

Tied back to the 90-day plan, this checks the liquidity objective.

And it is one source among several.

As we move into the next phase, our message on funding the project and capital is consistent: *thoughtful sourcing, disciplined deployment, matched to commercial progress.*

With that, I'll turn it back to Marius for closing remarks.

Closing Remarks

Marius Haas | Chairman of the Board

Thank you, Rob.

Fermi 2.0 has always been about the convergence of two things:

- A tangible asset base of over \$1.5 billion that we have already built into the ground,
- And the institutional capability now deployed to realize its full value.

This quarter, you watched those two things come together. In a single quarter, we delivered:

- A binding customer agreement with one of the leading names in AI compute;
- A new strategic alliance and premier contractors;
- Enhanced liquidity on shareholder-friendly terms;
- Hired the right CEO to lead the next stage of Fermi's growth; and
- Delivered major on-the-ground project milestones that protect our speed-to-power advantage.

But I want to end where I began – with the team. Because the most important thing about this quarter is not a single milestone. It's that we set ambitious goals and made tremendous progress.

That is the entire point of Fermi 2.0. This is a business that does not wobble when the headlines do.

The engineers pouring the foundations, the teams managing our supply chain and permitting, the commercial team signing agreements – they showed you this quarter what institutional discipline and excellent execution looks like.

We believe we have the single most valuable power and compute site in the market. And, as a team, we are aligned around one, overarching objective: maximizing long-term value for our shareholders.

The road ahead is demanding. We have to scale this amazing business, complete the current customer agreement, add new ones that are already far along in the process, and focus on flawless power delivery to the site.

But we begin the second half of this year with:

- A signed anchor customer;
- A further strengthened leadership team that has proven it can execute;
- Better liquidity;
- Power moving toward the site – and we begin it with momentum.

We are pleased with where we are, but never fully satisfied. We can always do better, and we will. We look forward to updating you on our continued progress as we execute the Fermi 2.0 vision.

Operator, we're now ready to take questions.