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

FORM 10-Q

x **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended June 30, 2021

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 1-36756

Lamar Advertising Company

Commission File Number 1-12407

Lamar Media Corp.

(Exact name of registrants as specified in their charters)

Delaware	**47-0961620**
Delaware	**72-1205791**
(State or other jurisdiction of incorporation or organization)	***(I.R.S Employer Identification No.)***
5321 Corporate Blvd., Baton Rouge, LA	**70808**
(Address of principal executive offices)	**(Zip Code)**

Registrants' telephone number, including area code: (225) 926-1000

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, $0.001 par value	LAMR	The NASDAQ Stock Market, LLC

Indicate by check mark whether each 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 x No ☐

Indicate by check mark whether each 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 x No ☐

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

Large accelerated filer	x	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if Lamar Advertising Company has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	x	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if Lamar Media Corp. has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether Lamar Advertising Company is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes ☐ No x

Indicate by check mark whether Lamar Media Corp. is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes ☐ No x

The number of shares of Lamar Advertising Company's Class A common stock outstanding as of July 31, 2021: 86,762,533

The number of shares of the Lamar Advertising Company's Class B common stock outstanding as of July 31, 2021: 14,420,085

The number of shares of Lamar Media Corp. common stock outstanding as of July 31, 2021: 100

This combined Form 10-Q is separately filed by (i) Lamar Advertising Company and (ii) Lamar Media Corp. (which is a wholly owned subsidiary of Lamar Advertising Company). Lamar Media Corp. meets the conditions set forth in general instruction H(1) (a) and (b) of Form 10-Q and is, therefore, filing this form with the reduced disclosure format permitted by such instruction.

NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain information included in this report is forward-looking in nature within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. This report uses terminology such as “anticipates,” “believes,” “plans,” “expects,” “future,” “intends,” “may,” “will,” “should,” “estimates,” “predicts,” “potential,” “continue” and similar expressions to identify forward-looking statements. Examples of forward-looking statements in this report include statements about:

- our future financial performance and condition;
- our business plans, objectives, prospects, growth and operating strategies;
- our future capital expenditures and level of acquisition activity;
- market opportunities and competitive positions;
- our future cash flows and expected cash requirements;
- estimated risks;
- our ability to maintain compliance with applicable covenants and restrictions included in Lamar Media’s senior credit facility, Accounts Receivable Securitization Program and the indentures relating to its outstanding notes;
- stock price;
- estimated future dividend distributions; and
- our ability to remain qualified as a Real Estate Investment Trust (“REIT”).

Forward-looking statements are subject to known and unknown risks, uncertainties and other important factors, including but not limited to the following, any of which may cause the actual results, performance or achievements of Lamar Advertising Company (referred to herein as the “Company” or “Lamar Advertising”) or Lamar Media Corp. (referred to herein as “Lamar Media”) to differ materially from those expressed or implied by the forward-looking statements:

- the state of the economy and financial markets generally and their effects on the markets in which we operate and the broader demand for advertising;
- the magnitude of the impact of the COVID-19 pandemic on our operations and on general economic conditions;
- the levels of expenditures on advertising in general and outdoor advertising in particular;
- risks and uncertainties relating to our significant indebtedness;
- the demand for outdoor advertising and its continued popularity as an advertising medium;
- our need for, and ability to obtain, additional funding for acquisitions, operations and debt refinancing;
- increased competition within the outdoor advertising industry;
- the regulation of the outdoor advertising industry by federal, state and local governments;
- our ability to renew expiring contracts at favorable rates;
- the integration of businesses and assets that we acquire and our ability to recognize cost savings and operating efficiencies as a result of these acquisitions;
- our ability to successfully implement our digital deployment strategy;
- the market for our Class A common stock;
- changes in accounting principles, policies or guidelines;
- our ability to effectively mitigate the threat of and damages caused by hurricanes and other kinds of severe weather;
- our ability to maintain our status as a REIT; and
- changes in tax laws applicable to REITs or in the interpretation of those laws.

The forward-looking statements in this report are based on our current good faith beliefs, however, actual results may differ due to inaccurate assumptions, the factors listed above or other foreseeable or unforeseeable factors. Consequently, we cannot guarantee that any of the forward-looking statements will prove to be accurate. The forward-looking statements in this report speak only as of the date of this report, and Lamar Advertising and Lamar Media expressly disclaim any obligation or undertaking to update or revise any forward-looking statement contained in this report, except as required by law.

For a further description of these and other risks and uncertainties, the Company encourages you to read carefully Item 1A to the combined Annual Report on Form 10-K for the year ended December 31, 2020 of the Company and Lamar Media (the “2020 Combined Form 10-K”), filed on February 26, 2021, and as such risk factors may be further updated or supplemented, from time to time, in our future combined Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

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PART I — FINANCIAL INFORMATION

ITEM 1. — FINANCIAL STATEMENTS

**LAMAR ADVERTISING COMPANY
AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(In thousands, except share and per share data)**

	June 30, 2021	December 31, 2020
	(Unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 68,726	$ 121,569
Receivables, net of allowance for doubtful accounts of $13,203 and $14,946 in 2021 and 2020, respectively	257,412	240,854
Other current assets	22,055	18,147
Total current assets	348,193	380,570
Property, plant and equipment	3,642,397	3,615,505
Less accumulated depreciation and amortization	(2,376,903)	(2,333,656)
Net property, plant and equipment	1,265,494	1,281,849
Operating lease right of use assets	1,227,554	1,222,013
Financing lease right of use assets	18,317	19,670
Goodwill	1,912,399	1,912,328
Intangible assets, net	879,145	914,446
Other assets	64,196	60,565
Total assets	$ 5,715,298	$ 5,791,441
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Trade accounts payable	$ 10,769	$ 12,017
Current maturities of long-term debt, net of deferred financing costs of $673 and $445 in 2021 and 2020, respectively	122,195	122,434
Current operating lease liabilities	176,431	195,439
Current financing lease liabilities	1,331	1,331
Accrued expenses	89,172	105,288
Deferred income	144,878	111,363
Total current liabilities	544,776	547,872
Long-term debt, net of deferred financing costs of $38,624 and $39,672 in 2021 and 2020, respectively	2,661,486	2,764,082
Operating lease liabilities	989,086	993,776
Financing lease liabilities	17,942	18,608
Deferred income tax liabilities	6,488	4,854
Asset retirement obligation	223,876	222,876
Other liabilities	40,039	36,605
Total liabilities	4,483,693	4,588,673
Stockholders' equity:		
Series AA preferred stock, par value $0.001, $63.80 cumulative dividends, 5,720 shares authorized; 5,720 shares issued and outstanding at 2021 and 2020	—	—
Class A common stock, par value $0.001, 362,500,000 shares authorized; 87,447,504 and 87,111,327 shares issued at 2021 and 2020, respectively; 86,762,533 and 86,491,646 outstanding at 2021 and 2020, respectively	87	87
Class B common stock, par value $0.001, 37,500,000 shares authorized, 14,420,085 shares issued and outstanding at 2021 and 2020	14	14
Additional paid-in capital	1,991,836	1,963,850
Accumulated comprehensive income	1,438	934
Accumulated deficit	(711,267)	(717,331)
Cost of shares held in treasury, 684,971 and 619,681 shares at 2021 and 2020, respectively	(50,503)	(44,786)
Stockholders' equity	1,231,605	1,202,768
Total liabilities and stockholders' equity	$ 5,715,298	$ 5,791,441

See accompanying notes to condensed consolidated financial statements.

LAMAR ADVERTISING COMPANY
AND SUBSIDIARIES
Condensed Consolidated Statements of Income and Comprehensive Income
(Unaudited)
(In thousands, except share and per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Statements of Income				
Net revenues	$ 445,052	$ 347,652	$ 815,933	$ 754,221
Operating expenses (income)				
Direct advertising expenses (exclusive of depreciation and amortization)	140,448	134,059	271,663	283,553
General and administrative expenses (exclusive of depreciation and amortization)	75,834	67,408	148,483	149,612
Corporate expenses (exclusive of depreciation and amortization)	20,643	16,750	38,403	35,241
Depreciation and amortization	60,622	63,998	121,371	126,311
Gain on disposition of assets	(1,481)	(1,015)	(1,896)	(3,519)
	296,066	281,200	578,024	591,198
Operating income	148,986	66,452	237,909	163,023
Other expense (income)				
Loss on extinguishment of debt	—	5	21,604	18,184
Interest income	(182)	(179)	(356)	(369)
Interest expense	26,359	35,437	54,513	71,990
	26,177	35,263	75,761	89,805
Income before income tax expense (benefit)	122,809	31,189	162,148	73,218
Income tax expense (benefit)	3,200	(240)	4,210	1,296
Net income	119,609	31,429	157,938	71,922
Cash dividends declared and paid on preferred stock	91	91	182	182
Net income applicable to common stock	$ 119,518	$ 31,338	$ 157,756	$ 71,740
Earnings per share:				
Basic earnings per share	$ 1.18	$ 0.31	$ 1.56	$ 0.71
Diluted earnings per share	$ 1.18	$ 0.31	$ 1.56	$ 0.71
Cash dividends declared per share of common stock	$ 0.75	$ 0.50	$ 1.50	$ 1.50
Weighted average common shares used in computing earnings per share:				
Weighted average common shares outstanding basic	101,125,855	100,765,681	101,047,295	100,677,510
Weighted average common shares outstanding diluted	101,328,939	100,861,881	101,239,848	100,818,347
Statements of Comprehensive Income				
Net income	$ 119,609	$ 31,429	$ 157,938	$ 71,922
Other comprehensive income (loss)				
Foreign currency translation adjustments	300	740	504	(858)
Comprehensive income	$ 119,909	$ 32,169	$ 158,442	$ 71,064

See accompanying notes to condensed consolidated financial statements.

LAMAR ADVERTISING COMPANY
AND SUBSIDIARIES
Condensed Consolidated Statements of Stockholders' Equity
(Unaudited)
(In thousands, except share and per share data)

	Series AA PREF Stock	Class A CMN Stock	Class B CMN Stock	Treasury Stock	Add'l Paid in Capital	Accumulated Comprehensive Income	Accumulated Deficit	Total
Balance, December 31, 2020	$ —	$ 87	$ 14	$ (44,786)	$ 1,963,850	$ 934	$ (717,331)	$ 1,202,768
Non-cash compensation	—	—	—	—	1,060	—	—	1,060
Issuance of 149,000 shares of common stock through stock awards	—	—	—	—	13,376	—	—	13,376
Exercise of 82,101 shares of stock options	—	—	—	—	5,224	—	—	5,224
Issuance of 31,824 shares of common stock through employee purchase plan	—	—	—	—	2,172	—	—	2,172
Purchase of 65,290 shares of treasury stock	—	—	—	(5,717)	—	—	—	(5,717)
Foreign currency translation	—	—	—	—	—	204	—	204
Net income	—	—	—	—	—	—	38,329	38,329
Dividends/distributions to common shareholders ($0.75 per common share)	—	—	—	—	—	—	(75,818)	(75,818)
Dividends ($15.95 per preferred share)	—	—	—	—	—	—	(91)	(91)
Balance, March 31, 2021	$ —	$ 87	$ 14	$ (50,503)	$ 1,985,682	$ 1,138	$ (754,911)	$ 1,181,507
Non-cash compensation	—	—	—	—	917	—	—	917
Issuance of 4,685 shares of common stock through stock awards	—	—	—	—	594	—	—	594
Exercise of 38,265 shares of stock options	—	—	—	—	2,575	—	—	2,575
Issuance of 30,302 shares of common stock through employee purchase plan	—	—	—	—	2,068	—	—	2,068
Foreign currency translation	—	—	—	—	—	300	—	300
Net income	—	—	—	—	—	—	119,609	119,609
Dividends/distributions to common shareholders ($0.75 per common share)	—	—	—	—	—	—	(75,874)	(75,874)
Dividends ($15.95 per preferred share)	—	—	—	—	—	—	(91)	(91)
Balance, June 30, 2021	$ —	$ 87	$ 14	$ (50,503)	$ 1,991,836	$ 1,438	$ (711,267)	$ 1,231,605

See accompanying notes to condensed consolidated financial statements

LAMAR ADVERTISING COMPANY
AND SUBSIDIARIES
Condensed Consolidated Statements of Stockholders' Equity
(Unaudited)
(In thousands, except share and per share data)

	Series AA PREF Stock	Class A CMN Stock	Class B CMN Stock	Treasury Stock	Add'l Paid in Capital	Accumulated Comprehensive Income (Loss)	Accumulated Deficit	Total
Balance, December 31, 2019	$ —	$ 87	$ 14	$ (34,294)	$ 1,922,222	$ 685	$ (708,408)	$ 1,180,306
Non-cash compensation	—	—	—	—	1,261	—	—	1,261
Issuance of 279,116 shares of common stock through stock awards	—	—	—	—	24,956	—	—	24,956
Exercise of 14,609 shares of stock options	—	—	—	—	652	—	—	652
Issuance of 58,734 shares of common stock through employee purchase plan	—	—	—	—	2,560	—	—	2,560
Purchase of 110,520 shares of treasury stock	—	—	—	(10,068)	—	—	—	(10,068)
Foreign currency translation	—	—	—	—	—	(1,598)	—	(1,598)
Net income	—	—	—	—	—	—	40,493	40,493
Dividends/distributions to common shareholders ($1.00 per common share)	—	—	—	—	—	—	(100,687)	(100,687)
Dividends ($15.95 per preferred share)	—	—	—	—	—	—	(91)	(91)
Balance, March 31, 2020	$ —	$ 87	$ 14	$ (44,362)	$ 1,951,651	$ (913)	$ (768,693)	$ 1,137,784
Non-cash compensation	—	—	—	—	916	—	—	916
Issuance of 11,008 shares of common stock through stock awards	—	—	—	—	609	—	—	609
Exercise of 13,642 shares of stock options	—	—	—	—	671	—	—	671
Issuance of 31,114 shares of common stock through employee purchase plan	—	—	—	—	1,765	—	—	1,765
Purchase of 1,196 shares of treasury stock	—	—	—	(56)	—	—	—	(56)
Foreign currency translation	—	—	—	—	—	740	—	740
Net income	—	—	—	—	—	—	31,429	31,429
Dividends/distributions to common shareholders ($0.50 per common share)	—	—	—	—	—	—	(50,396)	(50,396)
Dividends ($15.95 per preferred share)	—	—	—	—	—	—	(91)	(91)
Balance, June 30, 2020	$ —	$ 87	$ 14	$ (44,418)	$ 1,955,612	$ (173)	$ (787,751)	$ 1,123,371

See accompanying notes to condensed consolidated financial statements

LAMAR ADVERTISING COMPANY
AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(Unaudited)
(In thousands)

	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020
Cash flows from operating activities:		
Net income	$ 157,938	$ 71,922
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	121,371	126,311
Stock-based compensation	9,464	6,162
Amortization included in interest expense	2,962	2,878
Gain on disposition of assets and investments	(1,896)	(3,519)
Loss on extinguishment of debt	21,604	18,184
Deferred tax expense (benefit)	1,743	(1,313)
Provision for doubtful accounts	1,246	8,331
Changes in operating assets and liabilities		
(Increase) decrease in:		
Receivables	(17,626)	13,772
Prepaid expenses	(3,222)	623
Other assets	(569)	(7,179)
(Decrease) increase in:		
Trade accounts payable	(1,212)	(25)
Accrued expenses	(9,182)	(12,012)
Operating lease liabilities	(29,039)	(8,735)
Other liabilities	31,675	(4,723)
Net cash provided by operating activities	285,257	210,677
Cash flows from investing activities:		
Acquisitions	(27,236)	(26,153)
Capital expenditures	(41,416)	(36,274)
Proceeds from disposition of assets and investments	3,982	4,750
Net cash used in investing activities	(64,670)	(57,677)
Cash flows from financing activities:		
Cash used for purchase of treasury stock	(5,717)	(10,124)
Net proceeds from issuance of common stock	12,039	5,648
Principal payments on long-term debt	(190)	(182)
Borrowings on long-term debt	—	8,750
Principal payments on financing leases	(666)	—
Payments on revolving credit facility	(25,000)	(805,000)
Proceeds received from revolving credit facility	25,000	655,000
Redemption of senior notes	(668,688)	(519,139)
Proceeds received from note offering	550,000	1,400,000
Proceeds received from accounts receivable securitization program	32,500	—
Payments on accounts receivable securitization program	(32,500)	(175,000)
Proceeds received from senior credit facility term loans	—	598,500
Payments on senior credit facility term loans	—	(978,097)
Debt issuance costs	(8,498)	(30,112)
Distributions to non-controlling interest	(49)	(882)
Dividends/distributions	(151,874)	(151,265)
Net cash used in financing activities	(273,643)	(1,903)
Effect of exchange rate changes in cash and cash equivalents	213	(192)
Net (decrease) increase in cash and cash equivalents	(52,843)	150,905
Cash and cash equivalents at beginning of period	121,569	26,188
Cash and cash equivalents at end of period	$ 68,726	$ 177,093
Supplemental disclosures of cash flow information:		
Cash paid for interest	$ 62,966	$ 68,784
Cash paid for foreign, state and federal income taxes	$ 4,886	$ 3,175

See accompanying notes to condensed consolidated financial statements.

LAMAR ADVERTISING COMPANY
AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(Unaudited)
(In thousands, except share and per share data)

1. Significant Accounting Policies

The information included in the foregoing interim condensed consolidated financial statements is unaudited. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the Company's financial position and results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the entire year. These interim condensed consolidated financial statements should be read in conjunction with the Company's consolidated financial statements and the notes thereto included in the 2020 Combined Form 10-K. Subsequent events, if any, are evaluated through the date on which the financial statements are issued.

2. Revenues

Advertising revenues: The majority of our revenues are derived from contracts for advertising space on billboard, logo and transit displays. Contracts which do not meet the criteria of a lease under ASC 842, *Leases* are accounted for under ASC 606, *Revenue*. The majority of our advertising space contracts do not meet the definition of a lease under ASC 842 and are therefore accounted for under ASC 606. The contract revenues are recognized ratably over their contract life. Costs to fulfill a contract, which include our costs to install advertising copy onto billboards, are capitalized and amortized to direct advertising expenses (exclusive of depreciation and amortization) in the Condensed Consolidated Statements of Income and Comprehensive Income.

Other revenues: Our other component of revenue primarily consists of production services which includes creating and printing the advertising copy. Revenue for production contracts is recognized under ASC 606. Contract revenues for production services are recognized upon satisfaction of the contract which is typically less than one week.

Arrangements with multiple performance obligations: Our contracts with customers may include multiple performance obligations. For such arrangements, we allocate revenue to each performance obligation based on the relative standalone selling price. We determine standalone selling prices based on the prices charged to customers using expected cost plus margin.

Deferred revenues: We record deferred revenues when cash payments are received or due in advance of our performance obligation. The term between invoicing and when a payment is due is not significant. For certain services we require payment before the product or services are delivered to the customer. The balance of deferred income is considered short-term and will be recognized in revenue within twelve months.

Practical expedients and exemptions: The Company is utilizing the following practical expedients and exemptions from ASC 606. We generally expense sales commissions when incurred because the amortization period is one year or less. These costs are recorded within direct advertising expenses (exclusive of depreciation and amortization). We do not disclose the value of unsatisfied performance obligations as the majority of our contracts with customers have an original expected length of less than one year. For contracts with customers which exceed one year, the future amount to be invoiced to the customer corresponds directly with the value to be received by the customer.

The following table presents our disaggregated revenue by source for the three and six months ended June 30, 2021 and 2020.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Billboard advertising	$ 405,284	$ 312,095	$ 739,323	$ 667,400
Logo advertising	19,694	21,053	39,100	42,445
Transit advertising	20,074	14,504	37,510	44,376
Net revenues	$ 445,052	$ 347,652	$ 815,933	$ 754,221

LAMAR ADVERTISING COMPANY
AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(Unaudited)
(In thousands, except share and per share data)

3. Leases

During the three months ended June 30, 2021 and 2020, we had operating lease costs of $72,880 and $78,331, respectively, and variable lease costs of $18,749 and $10,300, respectively. During the six months ended June 30, 2021 and 2020, we had operating lease costs of $145,350 and $158,734, respectively, and variable lease costs of $33,993 and $27,744, respectively. These operating lease costs are recorded in direct advertising expenses (exclusive of depreciation and amortization). For the three months ended June 30, 2021 and 2020, we recorded a gain of $48 and a loss of $266, respectively, in gain on disposition of assets related to the amendment and termination of lease agreements. For the six months ended June 30, 2021 and 2020, we recorded a gain of $54 and a loss of $317, respectively, in gain on disposition of assets related to the amendment and termination of lease agreements. Cash payments of $170,619 and $161,460 were made reducing our operating lease liabilities for the six months ended June 30, 2021 and 2020, respectively, and are included in cash flows provided by operating activities in the Condensed Consolidated Statements of Cash Flows.

We elected the short-term lease exemption which applies to certain of our vehicle agreements. This election allows the Company to not recognize lease right of use assets ("ROU assets") or lease liabilities for agreements with a term of twelve months or less. We recorded $1,511 and $1,249 in direct advertising expenses (exclusive of depreciation and amortization) for these agreements during the three months ended June 30, 2021 and 2020, respectively. We recorded $2,891 and $2,507 in direct advertising expenses (exclusive of depreciation and amortization) for these agreements during the six months ended June 30, 2021 and 2020, respectively.

Our operating leases have a weighted-average remaining lease term of 11.8 years. The weighted-average discount rate of our operating leases is 4.6%. Also, during the periods ended June 30, 2021 and 2020, we obtained $9,871 and $9,991, respectively, of leased assets in exchange for new operating lease liabilities, which includes liabilities obtained through acquisitions.

The following is a summary of the maturities of our operating lease liabilities as of June 30, 2021:

2021	$	100,767
2022		202,240
2023		171,960
2024		152,575
2025		126,659
Thereafter		799,937
Total undiscounted operating lease payments		1,554,138
Less: Imputed interest		(388,621)
Total operating lease liabilities	$	1,165,517

During the three months ended June 30, 2021, $713 of amortization expense and $148 of interest expense relating to our financing lease liabilities were recorded in depreciation and amortization and interest expense, respectively, in the Condensed Consolidated Statements of Income and Comprehensive Income. During the six months ended June 30, 2021, $1,426 of amortization expense and $298 of interest expense relating to our financing lease liabilities were recorded in depreciation and amortization and interest expense, respectively, in the Condensed Consolidated Statements of Income and Comprehensive Income. Cash payments of $666 were made reducing our financing lease liabilities for the six months ended June 30, 2021 and are included in cash flows used in financing activities in the Condensed Consolidated Statements of Cash Flows. We had no expenses relating to the financing lease liabilities for the six months ended June 30, 2020. Our financing leases have a weighted-average remaining lease term of 6.4 years and a weighted-average discount rate of 3.5%.

4. Stock-Based Compensation

Equity Incentive Plan. Lamar Advertising's 1996 Equity Incentive Plan, as amended, (the "Incentive Plan") has reserved 17.5 million shares of Class A common stock for issuance to directors and employees, including shares underlying granted options and common stock reserved for issuance under its performance-based incentive program. Options granted under the plan expire ten years from the grant date with vesting terms ranging from three to five years and include 1) options that vest in one-fifth increments beginning on the grant date and continuing on each of the first four anniversaries of the grant date and 2) options that cliff-vest on the fifth anniversary of the grant date. All grants are made at fair market value based on the closing price of our Class A common stock as reported on the Nasdaq Global Select Market on the date of grant.

(In thousands, except share and per share data)

We use a Black-Scholes-Merton option pricing model to estimate the fair value of share-based awards. The Black-Scholes-Merton option pricing model incorporates various and highly subjective assumptions, including expected term and expected volatility. The Company granted options for an aggregate of 18,000 shares of its Class A common stock during the six months ended June 30, 2021. At June 30, 2021 a total of 2,328,935 shares were available for future grant.

Stock Purchase Plan. Lamar Advertising's 2009 Employee Stock Purchase Plan (the "2009 ESPP"), approved by our shareholders on May 28, 2009, expired by its terms on June 30, 2019. On May 30, 2019, our shareholders approved Lamar Advertising's 2019 Employee Stock Purchase Plan (the "2019 ESPP"). The 2019 ESPP became effective upon the expiration of the 2009 ESPP. The number of shares of Class A common stock available under the 2019 ESPP was automatically increased by 86,490 shares on January 1, 2021 pursuant to the automatic increase provisions of the 2019 ESPP.

The following is a summary of 2019 ESPP share activity for the six months ended June 30, 2021:

	Shares
Available for future purchases, January 1, 2021	369,771
Additional shares reserved under 2019 ESPP	86,490
Purchases	(62,126)
Available for future purchases, June 30, 2021	394,135

Performance-based stock compensation. Unrestricted shares of our Class A common stock may be awarded to key officers, employees and directors under the Incentive Plan. The number of shares to be issued, if any, will be dependent on the level of achievement of performance measures for key officers and employees, as determined by the Company's Compensation Committee based on our 2021 results. Any shares issued based on the achievement of performance goals will be issued in the first quarter of 2022. The shares subject to these awards can range from a minimum of 0% to a maximum of 100% of the target number of shares depending on the level at which the goals are attained. For the six months ended June 30, 2021, the Company has recorded $6,858 as stock-based compensation expense related to performance-based awards.

Restricted stock compensation. Annually, each non-employee director automatically receives a restricted stock award of our Class A common stock upon election or re-election. The awards vest 50% on grant date and 50% on the last day of the directors' one year term. The Company recorded $474 in stock-based compensation expense related to these awards for the six months ended June 30, 2021.

5. Depreciation and Amortization

The Company includes all categories of depreciation and amortization on a separate line in its Condensed Consolidated Statements of Income and Comprehensive Income. The amounts of depreciation and amortization expense excluded from the following operating expenses in its Condensed Consolidated Statements of Income and Comprehensive Income are:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Direct advertising expenses	$ 56,276	$ 60,142	$ 112,748	$ 118,839
General and administrative expenses	1,163	1,151	2,270	2,432
Corporate expenses	3,183	2,705	6,353	5,040
	$ 60,622	$ 63,998	$ 121,371	$ 126,311

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6. Goodwill and Other Intangible Assets

The following is a summary of intangible assets at June 30, 2021 and December 31, 2020:

	Estimated Life (Years)	June 30, 2021		December 31, 2020	
		Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Amortizable intangible assets:					
Customer lists and contracts	7—10	$ 648,088	$ 574,844	$ 645,739	$ 563,135
Non-competition agreements	3—15	66,488	64,784	66,156	64,647
Site locations	15	2,429,550	1,636,461	2,412,745	1,593,805
Other	2—15	50,120	39,012	50,018	38,625
		$ 3,194,246	$ 2,315,101	$ 3,174,658	$ 2,260,212
Unamortizable intangible assets:					
Goodwill		$ 2,165,935	$ 253,536	$ 2,165,864	$ 253,536

7. Asset Retirement Obligations

The Company’s asset retirement obligations include the costs associated with the removal of its structures, resurfacing of the land and retirement cost, if applicable, related to the Company’s outdoor advertising portfolio. The following table reflects information related to our asset retirement obligations:

Balance at December 31, 2020	$ 222,876
Additions to asset retirement obligations	926
Accretion expense	2,029
Liabilities settled	(1,955)
Balance at June 30, 2021	$ 223,876

8. Distribution Restrictions

Lamar Media’s ability to make distributions to Lamar Advertising is restricted under both the terms of the indentures relating to Lamar Media’s outstanding notes and by the terms of its senior credit facility. As of June 30, 2021 and December 31, 2020, Lamar Media was permitted under the terms of its outstanding notes to make transfers to Lamar Advertising in the form of cash dividends, loans or advances in amounts up to $3,755,580 and $3,625,712, respectively.

As of June 30, 2021, Lamar Media’s senior credit facility allows it to make transfers to Lamar Advertising in any taxable year up to the amount of Lamar Advertising’s taxable income (without any deduction for dividends paid). In addition, as of June 30, 2021, transfers to Lamar Advertising are permitted under Lamar Media’s senior credit facility and as defined therein up to the available cumulative credit, as long as no default has occurred and is continuing and, after giving effect to such distributions, (i) the total debt ratio is less than 7.0 to 1 and (ii) the secured debt ratio does not exceed 4.5 to 1. As of June 30, 2021, the total debt ratio was less than 7.0 to 1 and Lamar Media’s secured debt ratio was less than 4.5 to 1, and the available cumulative credit was $2,526,060.

9. Earnings Per Share

The calculation of basic earnings per share excludes any dilutive effect of stock options, while diluted earnings per share includes the dilutive effect of stock options. There were no dilutive shares excluded from this calculation resulting from their anti-dilutive effect for the three and six months ended June 30, 2021 or 2020.

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10. Long-term Debt

Long-term debt consists of the following at June 30, 2021 and December 31, 2020:

	June 30, 2021		
	Debt	Deferred financing costs	Debt, net of deferred financing costs
Senior Credit Facility	$ 598,592	$ 10,438	$ 588,154
Accounts Receivable Securitization Program	122,500	673	121,827
3 3/4% Senior Notes	600,000	7,538	592,462
3 5/8% Senior Notes	550,000	7,775	542,225
4% Senior Notes	549,319	7,569	541,750
4 7/8% Senior Notes	400,000	5,304	394,696
Other notes with various rates and terms	2,567	—	2,567
	2,822,978	39,297	2,783,681
Less current maturities	(122,868)	(673)	(122,195)
Long-term debt, excluding current maturities	$ 2,700,110	$ 38,624	$ 2,661,486

	December 31, 2020		
	Debt	Deferred financing costs	Debt, net of deferred financing costs
Senior Credit Facility	$ 598,466	$ 11,569	$ 586,897
Accounts Receivable Securitization Program	122,500	445	122,055
3 3/4% Senior Notes	600,000	8,031	591,969
4% Senior Notes	549,280	7,911	541,369
4 7/8% Senior Notes	400,000	5,586	394,414
5 3/4% Senior Notes	653,631	6,575	647,056
Other notes with various rates and terms	2,756	—	2,756
	2,926,633	40,117	2,886,516
Less current maturities	(122,879)	(445)	(122,434)
Long-term debt, excluding current maturities	$ 2,803,754	$ 39,672	$ 2,764,082

Senior Credit Facility

On February 6, 2020, Lamar Media entered into a Fourth Amended and Restated Credit Agreement (the "Fourth Amended and Restated Credit Agreement") with certain of Lamar Media's subsidiaries as guarantors, JPMorgan Chase Bank, N.A. as administrative agent and the lenders party thereto, under which the parties agreed to amend and restate Lamar Media's existing senior credit facility. The Fourth Amended and Restated Credit Agreement amended and restated the Third Amended and Restated Credit Agreement dated as of May 15, 2017, as amended (the "Third Amended and Restated Credit Agreement").

The new senior credit facility, as established by the Fourth Amended and Restated Credit Agreement (the "senior credit facility"), consists of (i) a new $750,000 senior secured revolving credit facility which will mature on February 6, 2025 (the "revolving credit facility"), (ii) a new $600,000 Term B loan facility (the "Term B loans") which will mature on February 6, 2027, and (iii) an incremental facility (the "Incremental Facility") pursuant to which Lamar Media may incur additional term loan tranches or increase its revolving credit facility subject to a pro forma secured debt ratio of 4.50 to 1.00, as well as certain other conditions including lender approval. Lamar Media borrowed all $600,000 in Term B loans on February 6, 2020. The entire amount of the Term B loans will be payable at maturity. The net proceeds from the Term B loans, together with

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borrowings under the revolving portion of the senior credit facility and a portion of the proceeds of the issuance of the 3 3/4% Senior Notes due 2028 and 4% Senior Notes due 2030 (both as described below), were used to repay all outstanding amounts under the Third Amended and Restated Credit Agreement, and all revolving commitments under that facility were terminated. As a result of refinancing our credit facility the Company incurred a loss on debt extinguishment of $5,608 for the six months ended June 30, 2020.

The Term B loans mature on February 6, 2027 with no required amortization payments. The Term B loans bear interest at rates based on the Adjusted LIBO Rate ("Eurodollar term loans") or the Adjusted Base Rate ("Base Rate term loans"), at Lamar Media's option. Eurodollar term loans bear interest at a rate per annum equal to the Adjusted LIBO Rate plus 1.50%. Base Rate term loans bear interest at a rate per annum equal to the Adjusted Base Rate plus 0.50%.

The revolving credit facility bears interest at rates based on the Adjusted LIBO Rate ("Eurodollar revolving loans") or the Adjusted Base Rate ("Base Rate revolving loans"), at Lamar Media's option. Eurodollar revolving loans bear interest at a rate per annum equal to the Adjusted LIBO Rate plus 1.50% (or the Adjusted LIBO Rate plus 1.25% at any time the Total Debt Ratio is less than or equal to 3.25 to 1). Base Rate revolving loans bear interest at a rate per annum equal to the Adjusted Base Rate plus 0.50% (or the Adjusted Base Rate plus 0.25% at any time the total debt ratio is less than or equal to 3.25 to 1). The guarantees, covenants, events of default and other terms of the senior credit facility apply to the Term B loans and revolving credit facility.

As of June 30, 2021, there were no borrowings outstanding under the revolving credit facility. Availability under the revolving credit facility is reduced by the amount of any letters of credit outstanding. Lamar Media had $14,434 in letters of credit outstanding as of June 30, 2021 resulting in $735,566 of availability under its revolving credit facility. Revolving credit loans may be requested under the revolving credit facility at any time prior to its maturity on February 6, 2025.

The terms of Lamar Media's senior credit facility and the indentures relating to Lamar Media's outstanding notes restrict, among other things, the ability of Lamar Advertising and Lamar Media to:

- dispose of assets;
- incur or repay debt;
- create liens;
- make investments; and
- pay dividends.

The senior credit facility contains provisions that allow Lamar Media to conduct its affairs in a manner that allows Lamar Advertising to qualify and remain qualified as a REIT, including by allowing Lamar Media to make distributions to Lamar Advertising required for the Company to qualify and remain qualified for taxation as a REIT, subject to certain restrictions.

Lamar Media's ability to make distributions to Lamar Advertising is also restricted under the terms of these agreements. Under Lamar Media's senior credit facility, the Company must maintain a specified secured debt ratio as long as a revolving credit commitment, revolving loan or letter of credit remains outstanding, and in addition, must satisfy a total debt ratio in order to incur debt, make distributions or make certain investments.

Lamar Advertising and Lamar Media were in compliance with all of the terms of their indentures and the senior credit facility provisions during the periods presented.

Accounts Receivable Securitization Program

On December 18, 2018, Lamar Media entered into a $175,000 Receivable Financing Agreement (the "Receivable Financing Agreement") with its wholly-owned special purpose entities, Lamar QRS Receivables, LLC and Lamar TRS Receivables, LLC (the "Special Purpose Subsidiaries") maturing on December 17, 2021 (the "Accounts Receivable Securitization Program"). The

Accounts Receivable Securitization Program is limited to the availability of eligible accounts receivable collateralizing the borrowings under the agreements governing the Accounts Receivable Securitization Program.

Pursuant to two separate Purchase and Sale Agreements dated December 18, 2018, each of which is among Lamar Media as initial Servicer, certain of Lamar Media's subsidiaries and a Special Purpose Subsidiary, the subsidiaries sold substantially all of their existing and future accounts receivable balances to the Special Purpose Subsidiaries. The Special Purpose Subsidiaries use the accounts receivable balances to collateralize loans pursuant to the Accounts Receivable Securitization Program. Lamar Media retains the responsibility of servicing the accounts receivable balances pledged as collateral under the Accounts Receivable Securitization Program and provides a performance guaranty.

On June 30, 2020, Lamar Media and the Special Purpose Subsidiaries entered into the Third Amendment (the "Third Amendment") to the Receivables Financing Agreement. The Third Amendment increased the maximum three month average Delinquency Ratio, Dilution Ratio and Days' Sales Outstanding to 11.00% (from 8.00%), 7.00% (from 4.00%) and 75 days (from 65 days), respectively, for each of the months of June, July and August 2020. The Third Amendment did not modify any other financial covenant. Additionally, the Third Amendment established a new Minimum Funding Threshold, which requires the Special Purpose Subsidiaries to maintain minimum borrowings under the Accounts Receivable Securitization Program on any day equal to the lesser of (i) 50.00% of the aggregate Commitment of all Lenders or (ii) the Borrowing Base, though the Special Purpose Subsidiaries had the right to borrow less than the Minimum Funding Threshold during certain periods prior to December 21, 2020 at their election.

On October 23, 2020, Lamar Media and the Special Purpose Subsidiaries entered into the Fourth Amendment (the "Fourth Amendment") to the Receivables Financing Agreement. The Fourth Amendment increased the maximum three month average Delinquency Ratio generally to 13.00% (and up to 16.00% for up to two additional periods upon written notice from Lamar Media), and increased the maximum three month average Dilution Ratio to 5.00% for the remaining term of the Accounts Receivable Securitization Program. Additionally, the Fourth Amendment increased the Minimum Funding Threshold which, as amended, requires the Special Purpose Subsidiaries to maintain minimum borrowings under the Accounts Receivable Securitization Program on any day equal to the lesser of (i) 70.00% of the aggregate Commitment of all Lenders or (ii) the Borrowing Base, though the Special Purpose Subsidiaries had the right to borrow less than the Minimum Funding Threshold during certain periods prior to December 21, 2020 at their election.

On May 24, 2021, Lamar Media and the Special Purpose Subsidiaries entered into the Fifth Amendment (the "Fifth Amendment") to the Receivables Financing Agreement. The Fifth Amendment extended the maturity date of the Accounts Receivable Securitization Program to July 21, 2024. Additionally, the Fifth Amendment decreased the Minimum Funding Threshold which, as amended, requires the Special Purpose Subsidiaries to maintain minimum borrowings under the Accounts Receivable Securitization Program on any day equal to the lesser of (i) 50.00% of the aggregate Commitment of all Lenders or (ii) the Borrowing Base, provided that the Minimum Funding Threshold shall be zero on any day that is a Minimum Funding Threshold Holiday which, as amended, provides for an annual holiday from the requirement of up to sixty days per year. The Fifth Amendment also provides for updated LIBOR replacement procedures.

As of June 30, 2021 there was $122,500 outstanding aggregate borrowings under the Accounts Receivable Securitization Program. Lamar Media had an additional $52,500 available for borrowing under the Accounts Receivable Securitization Program as of June 30, 2021. The commitment fees based on the amount of unused commitments under the Accounts Receivable Securitization Program were immaterial during the six months ended June 30, 2021.

The Accounts Receivable Securitization Program will mature on July 21, 2024. Lamar Media may amend the facility to extend the maturity date, enter into a new securitization facility with a different maturity date, or refinance the indebtedness outstanding under the Accounts Receivable Securitization Program using borrowings under its senior credit facility or from other financing sources.

The Accounts Receivable Securitization Program is accounted for as a collateralized financing activity, rather than a sale of assets, and therefore: (i) accounts receivable balances pledged as collateral are presented as assets and the borrowings are presented as liabilities on our Condensed Consolidated Balance Sheets, (ii) our Condensed Consolidated Statements of Income and Comprehensive Income reflect the associated charges for bad debt expense (a component of general and administrative

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expenses) related to the pledged accounts receivable and interest expense associated with the collateralized borrowings and (iii) receipts from customers related to the underlying accounts receivable are reflected as operating cash flows and borrowings and repayments under the collateralized loans are reflected as financing cash flows within our Condensed Consolidated Statements of Cash Flows.

5 3/4% Senior Notes

On January 28, 2016, Lamar Media completed an institutional private placement of $400,000 aggregate principal amount of 5 3/4% Senior Notes due 2026 (the "Original 5 3/4% Notes"). The institutional private placement on January 28, 2016 resulted in net proceeds to Lamar Media of approximately $394,500.

On February 1, 2019, Lamar Media completed an institutional private placement of an additional $250,000 aggregate principal amount under its 5 3/4% Notes (the "Additional 5 3/4% Notes", and together with the Original 5 3/4% Notes, the "5 3/4% Notes"). Other than with respect to the date of issuance, issue price and CUSIP number, the Additional 5 3/4% Notes have the same terms as the Original 5 3/4% Notes. The net proceeds after underwriting fees and expenses, was approximately $251,500.

On February 3, 2021, Lamar Media redeemed in full all $650,000 aggregate principal amount 5 3/4% Notes. The 5 3/4% Notes redemption was completed using the proceeds received from the 3 5/8% Notes offering completed on January 22, 2021 (as described below), together with cash on hand and borrowings under the revolving credit facility and Accounts Receivable Securitization Program. The 5 3/4% Notes were redeemed at a redemption price equal to 102.875% of the aggregate principal amount of the outstanding notes, plus accrued and unpaid interest to (but not including) the redemption date. During the six months ended June 30, 2021, the Company recorded a loss on debt extinguishment of approximately $21,604 related to the note redemption, of which $18,700 was in cash.

4% Senior Notes

On February 6, 2020, Lamar Media completed an institutional private placement of $400,000 aggregate principal amount of 4% Senior Notes due 2030 (the "Original 4% Notes"). The institutional private placement on February 6, 2020 resulted in net proceeds to Lamar Media of approximately $395,000.

On August 19, 2020, Lamar Media completed an institutional private placement of an additional $150,000 aggregate principal amount of its 4% Notes (the "Additional 4% Notes", and together with the Original 4% Notes, the "4% Notes"). Other than with respect to the date of issuance and issue price, the Additional 4% Notes have the same terms as the Original 4% Notes. The institutional private placement on August 19, 2020 resulted in net proceeds to Lamar Media of approximately $146,900.

Lamar Media may redeem up to 40% of the aggregate principal amount of the 4% Notes, at any time and from time to time, at a price equal to 104% of the aggregate principal amount redeemed, plus accrued and unpaid interest thereon, with the net cash proceeds of certain public equity offerings completed before February 15, 2023, provided that following the redemption, at least 60% of the 4% Notes that were originally issued remain outstanding and any such redemption occurs within 120 days following the closing of any such public equity offering. At any time prior to February 15, 2025, Lamar Media may redeem some or all of the 4% Notes at a price equal to 100% of the aggregate principal amount, plus accrued and unpaid interest thereon and a make-whole premium. On or after February 15, 2025, Lamar Media may redeem the 4% Notes, in whole or in part, in cash at redemption prices specified in the 4% Notes. In addition, if the Company or Lamar Media undergoes a change of control, Lamar Media may be required to make an offer to purchase each holder's 4% Notes at a price equal to 101% of the principal amount of the 4% Notes, plus accrued and unpaid interest, up to but not including the repurchase date.

3 3/4% Senior Notes

On February 6, 2020, Lamar Media completed an institutional private placement of $600,000 aggregate principal amount of 3 3/4% Senior Notes due 2028 (the "3 3/4% Notes"). The institutional private placement on February 6, 2020 resulted in net proceeds to Lamar Media of approximately $592,500.

Lamar Media may redeem up to 40% of the aggregate principal amount of 3 3/4% Notes, at any time and from time to time, at a price equal to 103.75% of the aggregate principal amount redeemed, plus accrued and unpaid interest thereon, with the net cash proceeds of certain public equity offerings completed before February 15, 2023, provided that following the redemption, at least 60% of the 3 3/4% Notes that were originally issued remain outstanding and any such redemption occurs within 120 days following the closing of any such public equity offering. At any time prior to February 15, 2023, Lamar Media may redeem some or all of the 3 3/4% Notes at a price equal to 100% of the aggregate principal amount, plus accrued and unpaid interest thereon and a make-whole premium. On or after February 15, 2023, Lamar Media may redeem the 3 3/4% Notes, in whole or in part, in cash at redemption prices specified in the 3 3/4% Notes. In addition, if the Company or Lamar Media undergoes a change of control, Lamar Media may be required to make an offer to purchase each holder’s 3 3/4% Notes at a price equal to 101% of the principal amount of the 3 3/4% Notes, plus accrued and unpaid interest, up to but not including the repurchase date.

4 7/8% Senior Notes

On May 13, 2020, Lamar Media completed an institutional private placement of $400,000 aggregate principal amount of 4 7/8% Senior Notes due 2029 (the “4 7/8% Notes”). The institutional private placement on May 13, 2020 resulted in net proceeds to Lamar Media of approximately $395,000.

Lamar Media may redeem up to 40% of the aggregate principal amount of the 4 7/8% Notes, at any time and from time to time, at a price equal to 104.875% of the aggregate principal amount redeemed, plus accrued and unpaid interest thereon, with the net cash proceeds of certain public equity offerings completed before May 15, 2023, provided that following the redemption, at least 60% of the 4 7/8% Notes that were originally issued remain outstanding and any such redemption occurs within 120 days following the closing of any such public equity offering. At any time prior to January 15, 2024, Lamar Media may redeem some or all of the 4 7/8% Notes at a price equal to 100% of the aggregate principal amount, plus accrued and unpaid interest thereon and a make-whole premium. On or after January 15, 2024, Lamar Media may redeem the 4 7/8% Notes, in whole or in part, in cash at redemption prices specified in the 4 7/8% Notes. In addition, if the Company or Lamar Media undergoes a change of control, Lamar Media may be required to make an offer to purchase each holder’s 4 7/8% Notes at a price equal to 101% of the principal amount of the 4 7/8% Notes, plus accrued and unpaid interest, up to but not including the repurchase date.

3 5/8% Senior Notes

On January 22, 2021, Lamar Media completed an institutional private placement of $550,000 aggregate principal amount of 3 5/8% Senior Notes due 2031 (the “3 5/8% Notes”). The institutional private placement on January 22, 2021 resulted in net proceeds to Lamar Media of approximately $542,500.

Lamar Media may redeem up to 40% of the aggregate principal amount of the 3 5/8% Notes, at any time and from time to time, at a price equal to 103.625% of the aggregate principal amount so redeemed, plus accrued and unpaid interest thereon, with the net cash proceeds of certain public equity offerings completed before January 15, 2024 provided that following the redemption, at least 60% of the 3 5/8% Notes that were originally issued remain outstanding and any such redemption occurs within 120 days following the closing of any such public equity offering. At any time prior to January 15, 2026, Lamar Media may redeem some or all of the 3 5/8% Notes at a price equal to 100% of the aggregate principal amount, plus accrued and unpaid interest thereon and a make-whole premium. On or after January 15, 2026, Lamar Media may redeem the 3 5/8% Notes, in whole or in part, in cash at redemption prices specified in the 3 5/8% Notes. In addition, if the Company or Lamar Media undergoes a change of control, Lamar Media may be required to make an offer to purchase each holder's 3 5/8% Notes at a price equal to 101% of the principal amount of the 3 5/8% Notes, plus accrued and unpaid interest, up to but not including the repurchase date.

Debt Repurchase Program

On March 16, 2020, the Company’s Board of Directors authorized Lamar Media to repurchase up to $250,000 in outstanding senior or senior subordinated notes and other indebtedness outstanding from time to time under its Fourth Amended and Restated Credit Agreement. The repurchase program will expire on September 30, 2021 unless extended by the Board of Directors. There were no repurchases under the program as of June 30, 2021.

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11. Fair Value of Financial Instruments

At June 30, 2021 and December 31, 2020, the Company's financial instruments included cash and cash equivalents, marketable securities, accounts receivable, investments, accounts payable and borrowings. The fair values of cash and cash equivalents, accounts receivable, accounts payable and short-term borrowings and current portion of long-term debt approximated carrying values because of the short-term nature of these instruments. Investment contracts are reported at fair values. Fair values for investments held at cost are not readily available, but are estimated to approximate fair value. The estimated fair value of the Company's long-term debt (including current maturities) was $2,829,942 which exceeds the carrying amount of $2,822,978 as of June 30, 2021. The majority of the fair value is determined using observed prices of publicly traded debt (level 1 in the fair value hierarchy) and the remaining is valued based on quoted prices for similar debt (level 2 in the fair value hierarchy).

12. New Accounting Pronouncements

In December 2019, the FASB issued ASU 2019-12, *Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes,* which simplifies the accounting for income taxes by removing specific exceptions to the general principles in Topic 740 - Income Taxes. This guidance is effective for years beginning after December 15, 2020. The Company adopted this guidance on January 1, 2021 and the impact of the adoption is not material to the Company's consolidated financial statements.

13. Dividends/Distributions

During the three months ended June 30, 2021 and 2020, the Company declared and paid cash distributions in an aggregate amount of $75,874 or $0.75 per share and $50,396 or $0.50 per share, respectively. During the six months ended June 30, 2021 and 2020, the Company declared and paid cash distributions in an aggregate amount of $151,692 or $1.50 per share and $151,083 or $1.50 per share, respectively. The amount, timing and frequency of future distributions will be at the sole discretion of the Board of Directors and will be declared based upon various factors, a number of which may be beyond the Company's control, including financial condition and operating cash flows, the amount required to maintain REIT status and reduce any income and excise taxes that the Company otherwise would be required to pay, limitations on distributions in our existing and future debt instruments, the Company's ability to utilize net operating losses to offset, in whole or in part, the Company's distribution requirements, limitations on its ability to fund distributions using cash generated through its taxable REIT subsidiaries (TRSs), the impact of COVID-19 on the Company's operations and other factors that the Board of Directors may deem relevant. During the three and six months ended June 30, 2021 and 2020, the Company paid cash dividend distributions to holders of its Series AA Preferred Stock in an aggregate amount of $91 or $15.95 per share and $182 or $31.90 for each period, respectively.

14. Information about Geographic Areas

Revenues from external customers attributable to foreign countries totaled $10,617 and $11,022 for the six months ended June 30, 2021 and 2020, respectively. Net carrying value of long-lived assets located in foreign countries totaled $10,345 and $8,727 as of June 30, 2021 and December 31, 2020, respectively. All other revenues from external customers and long-lived assets relate to domestic operations.

15. Stockholders' Equity

On May 1, 2018, the Company entered into an equity distribution agreement (the "Sales Agreement") with J.P. Morgan Securities LLC, Wells Fargo Securities LLC, and SunTrust Robinson Humphrey, Inc. as its sales agents. Under the terms of the Sales Agreement, the Company could have, from time to time, issued and sold shares of its Class A common stock, having an aggregate offering price of up to $400,000, through the sales agents party thereto as either agents or principals. The Sales Agreement expired by its terms on May 1, 2021 and as of that date, 842,412 shares of our Class A common stock were sold under the Sales Agreement.

On June 21, 2021, the Company entered into a new equity distribution agreement (the "2021 Sales Agreement") with J.P. Morgan Securities LLC, Wells Fargo Securities LLC, Truist Securities, Inc., SMBC Nikko Securities America, Inc. and Scotia Capital (USA) Inc. as our sales agents (each a "Sales Agent", and collectively, the "Sales Agents"), which replaced the prior Sales Agreement with substantially similar terms. Under the terms of the 2021 Sales Agreement, the Company may, from time to time, issue and sell shares of its Class A common stock, having an aggregate offering price of up to $400,000, through the Sales Agents as either agents or principals.

Sales of the Class A common stock, if any, may be made in negotiated transactions or transactions that are deemed to be "at-the-market offerings" as defined in Rule 415 under the Securities Act of 1933, as amended, including sales made directly on or through the Nasdaq Global Select Market and any other existing trading market for the Class A common stock, or sales made to or directly through a market maker other than on an exchange. The Company has no obligation to sell any of the Class A Common stock under the 2021 Sales Agreement and may at any time suspend solicitations and offers under the 2021 Sales Agreement.

As of June 30, 2021, no shares of our Class A common stock have been sold under the 2021 Sales Agreement and accordingly $400,000 remained available to be sold under the 2021 Sales Agreement as of June 30, 2021.

On August 6, 2018, the Company filed an automatically effective shelf registration statement that registered the offer and sale of an indeterminate amount of additional shares of our Class A common stock. There were no shares issued under this shelf registration during the six months ended June 30, 2021 and the year ended December 31, 2020. In anticipation of the upcoming expiration of the existing shelf registration statement in August 2021, on June 21, 2021, the Company filed a new automatically effective shelf registration statement that allows Lamar Advertising to offer and sell an indeterminate amount of additional shares of its Class A common stock on similar terms as the prior registration statement. During the six months ended June 30, 2021, the Company did not issue any shares under this shelf registration.

On March 16, 2020, the Company's Board of Directors authorized the repurchase of up to $250,000 of the Company's Class A common stock. The repurchase program will expire on September 30, 2021 unless extended by the Board of Directors. There were no repurchases under the program as of June 30, 2021.

LAMAR MEDIA CORP.
AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(In thousands, except share data)

	June 30, 2021 (Unaudited)	December 31, 2020
ASSETS		
Current assets:		
Cash and cash equivalents	$ 68,226	$ 121,069
Receivables, net of allowance for doubtful accounts of $13,203 and $14,946 in 2021 and 2020, respectively	257,412	240,854
Other current assets	22,055	18,147
Total current assets	347,693	380,070
Property, plant and equipment	3,642,397	3,615,505
Less accumulated depreciation and amortization	(2,376,903)	(2,333,656)
Net property, plant and equipment	1,265,494	1,281,849
Operating lease right of use assets	1,227,554	1,222,013
Financing lease right of use assets	18,317	19,670
Goodwill	1,902,247	1,902,177
Intangible assets, net	878,677	913,978
Other assets	58,853	54,950
Total assets	$ 5,698,835	$ 5,774,707
LIABILITIES AND STOCKHOLDER'S EQUITY		
Current liabilities:		
Trade accounts payable	$ 10,769	$ 12,017
Current maturities of long-term debt, net of deferred financing costs of $673 and $445 in 2021 and 2020, respectively	122,195	122,434
Current operating lease liabilities	176,431	195,439
Current financing lease liabilities	1,331	1,331
Accrued expenses	81,891	98,478
Deferred income	144,878	111,363
Total current liabilities	537,495	541,062
Long-term debt, net of deferred financing costs of $38,624 and $39,672 in 2021 and 2020, respectively	2,661,486	2,764,082
Operating lease liabilities	989,086	993,776
Financing lease liabilities	17,942	18,608
Deferred income tax liabilities	6,488	4,854
Asset retirement obligation	223,876	222,876
Other liabilities	40,039	36,605
Total liabilities	4,476,412	4,581,863
Stockholders' equity:		
Common stock, par value $0.01, 3,000 shares authorized, 100 shares issued and outstanding at 2021 and 2020	—	—
Additional paid-in-capital	3,062,342	3,034,357
Accumulated comprehensive income	1,438	934
Accumulated deficit	(1,841,357)	(1,842,447)
Stockholder's equity	1,222,423	1,192,844
Total liabilities and stockholder's equity	$ 5,698,835	$ 5,774,707

See accompanying notes to condensed consolidated financial statements.

LAMAR MEDIA CORP.
AND SUBSIDIARIES
Condensed Consolidated Statements of Income and Comprehensive Income
(Unaudited)
(In thousands, except share and per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Statements of Income				
Net revenues	$ 445,052	$ 347,652	$ 815,933	$ 754,221
Operating expenses (income)				
Direct advertising expenses (exclusive of depreciation and amortization)	140,448	134,059	271,663	283,553
General and administrative expenses (exclusive of depreciation and amortization)	75,519	67,408	148,168	149,612
Corporate expenses (exclusive of depreciation and amortization)	20,534	16,645	38,157	35,012
Depreciation and amortization	60,622	63,998	121,371	126,311
Gain on disposition of assets	(1,481)	(1,015)	(1,896)	(3,519)
	295,642	281,095	577,463	590,969
Operating income	149,410	66,557	238,470	163,252
Other expense (income)				
Loss on extinguishment of debt	—	5	21,604	18,184
Interest income	(182)	(179)	(356)	(369)
Interest expense	26,359	35,437	54,513	71,990
	26,177	35,263	75,761	89,805
Income before income tax expense (benefit)	123,233	31,294	162,709	73,447
Income tax expense (benefit)	3,200	(240)	4,210	1,296
Net income	$ 120,033	$ 31,534	$ 158,499	$ 72,151
Statements of Comprehensive Income				
Net income	$ 120,033	$ 31,534	$ 158,499	$ 72,151
Other comprehensive income (loss)				
Foreign currency translation adjustments	300	740	504	(858)
Comprehensive income	$ 120,333	$ 32,274	$ 159,003	$ 71,293

See accompanying notes to condensed consolidated financial statements.

LAMAR MEDIA CORP.
AND SUBSIDIARIES
Condensed Consolidated Statements of Stockholder's Equity
(Unaudited)
(In thousands, except share and per share data)

	Common Stock	Additional Paid-In Capital	Accumulated Comprehensive Income	Accumulated Deficit	Total
Balance, December 31, 2020	$ —	$ 3,034,357	$ 934	$ (1,842,447)	$ 1,192,844
Contribution from parent	—	21,831	—	—	21,831
Foreign currency translations	—	—	204	—	204
Net income	—	—	—	38,466	38,466
Dividend to parent	—	—	—	(81,535)	(81,535)
Balance, March 31, 2021	$ —	$ 3,056,188	$ 1,138	$ (1,885,516)	$ 1,171,810
Contribution from parent	—	6,154	—	—	6,154
Foreign currency translations	—	—	300	—	300
Net income	—	—	—	120,033	120,033
Dividend to parent	—	—	—	(75,874)	(75,874)
Balance, June 30, 2021	$ —	3,062,342	1,438	(1,841,357)	$ 1,222,423

	Common Stock	Additional Paid-In Capital	Accumulated Comprehensive Income (Loss)	Accumulated Deficit	Total
Balance, December 31, 2019	$ —	$ 2,992,729	$ 685	$ (1,823,883)	$ 1,169,531
Contribution from parent	—	29,429	—	—	29,429
Foreign currency translations	—	—	(1,598)	—	(1,598)
Net income	—	—	—	40,617	40,617
Dividend to parent	—	—	—	(110,755)	(110,755)
Balance, March 31, 2020	$ —	$ 3,022,158	$ (913)	$ (1,894,021)	$ 1,127,224
Contribution from parent	—	3,962	—	—	3,962
Foreign currency translations	—	—	740	—	740
Net income	—	—	—	31,534	31,534
Dividend to parent	—	—	—	(50,453)	(50,453)
Balance, June 30, 2020	$ —	3,026,120	(173)	(1,912,940)	$ 1,113,007

See accompanying notes to condensed consolidated financial statements

LAMAR MEDIA CORP.
AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(Unaudited)
(In thousands)

	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020
Cash flows from operating activities:		
Net income	$ 158,499	$ 72,151
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	121,371	126,311
Stock-based compensation	9,464	6,162
Amortization included in interest expense	2,962	2,878
Gain on disposition of assets and investments	(1,896)	(3,519)
Loss on extinguishment of debt	21,604	18,184
Deferred tax expense (benefit)	1,743	(1,313)
Provision for doubtful accounts	1,246	8,331
Changes in operating assets and liabilities:		
(Increase) decrease in:		
Receivables	(17,626)	13,772
Prepaid expenses	(3,222)	623
Other assets	(569)	(7,179)
(Decrease) increase in:		
Trade accounts payable	(1,212)	(25)
Accrued expenses	(9,182)	(12,012)
Operating lease liabilities	(29,039)	(8,735)
Other liabilities	14,986	(32,876)
Net cash provided by operating activities	269,129	182,753
Cash flows from investing activities:		
Acquisitions	(27,236)	(26,153)
Capital expenditures	(41,416)	(36,274)
Proceeds from disposition of assets and investments	3,982	4,750
Net cash used in investing activities	(64,670)	(57,677)
Cash flows from financing activities:		
Principal payments on long-term debt	(190)	(182)
Borrowings on long-term debt	—	8,750
Principal payments on financing leases	(666)	—
Payments on revolving credit facility	(25,000)	(805,000)
Proceeds received from revolving credit facility	25,000	655,000
Redemption of senior notes	(668,688)	(519,139)
Proceeds received from note offering	550,000	1,400,000
Proceeds received from accounts receivable securitization program	32,500	—
Payments on accounts receivable securitization program	(32,500)	(175,000)
Proceeds received from senior credit facility term loans	—	598,500
Payments on senior credit facility term loans	—	(978,097)
Debt issuance costs	(8,498)	(30,112)
Distributions to non-controlling interest	(49)	(882)
Contributions from parent	27,985	33,391
Dividend to parent	(157,409)	(161,208)
Net cash (used in) provided by financing activities	(257,515)	26,021
Effect of exchange rate changes in cash and cash equivalents	213	(192)
Net (decrease) increase in cash and cash equivalents	(52,843)	150,905
Cash and cash equivalents at beginning of period	121,069	25,688
Cash and cash equivalents at end of period	$ 68,226	$ 176,593
Supplemental disclosures of cash flow information:		
Cash paid for interest	$ 62,966	$ 68,784
Cash paid for foreign, state and federal income taxes	$ 4,886	$ 3,175

See accompanying notes to condensed consolidated financial statements.

LAMAR MEDIA CORP.
AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(Unaudited)
(In Thousands, Except for Share Data)

1. Significant Accounting Policies

The information included in the foregoing interim condensed consolidated financial statements is unaudited. In the opinion of management all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of Lamar Media's financial position and results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the entire year. These interim condensed consolidated financial statements should be read in conjunction with Lamar Media's consolidated financial statements and the notes thereto included in the 2020 Combined Form 10-K.

Certain notes are not provided for the accompanying condensed consolidated financial statements as the information in notes 1, 2, 3, 4, 5, 6, 7, 8, 10, 11, 12, and 14 to the condensed consolidated financial statements of Lamar Advertising included elsewhere in this report is substantially equivalent to that required for the condensed consolidated financial statements of Lamar Media. Earnings per share data is not provided for Lamar Media, as it is a wholly owned subsidiary of the Company.

2. Summarized Financial Information of Subsidiaries

Separate condensed consolidating financial information for Lamar Media, subsidiary guarantors and non-guarantor subsidiaries is presented below. Lamar Media and its subsidiary guarantors have fully and unconditionally guaranteed Lamar Media's obligations with respect to its publicly issued notes. All guarantees are joint and several. As a result of these guarantee arrangements, we are required to present the following condensed consolidating financial information. The following condensed consolidating financial information should be read in conjunction with the accompanying consolidated financial statements and notes. The condensed consolidating financial information is provided as an alternative to providing separate financial statements for guarantor subsidiaries. Separate financial statements of Lamar Media's subsidiary guarantors are not included because the guarantees are full and unconditional and the subsidiary guarantors are 100% owned and jointly and severally liable for Lamar Media's outstanding publicly issued notes. The accounts for all companies reflected herein are presented using the equity method of accounting for investments in subsidiaries.

LAMAR MEDIA CORP.
AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(Unaudited)
(In Thousands, Except for Share Data)

Condensed Consolidating Balance Sheet as of June 30, 2021

	Lamar Media Corp.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Lamar Media Consolidated
			(unaudited)		
ASSETS					
Total current assets	$ 61,090	$ 26,228	$ 260,375	$ —	$ 347,693
Net property, plant and equipment	—	1,250,719	14,775	—	1,265,494
Operating lease right of use assets	—	1,195,378	32,176	—	1,227,554
Intangibles and goodwill, net	—	2,763,265	17,659	—	2,780,924
Other assets	4,012,691	271,447	145,032	(4,352,000)	77,170
Total assets	$ 4,073,781	$ 5,507,037	$ 470,017	$ (4,352,000)	$ 5,698,835
LIABILITIES AND STOCKHOLDER'S EQUITY					
Current liabilities:					
Current maturities of long-term debt	$ —	$ 368	$ 121,827	$ —	$ 122,195
Current operating lease liabilities	—	167,070	9,361	—	176,431
Other current liabilities	22,168	201,234	15,467	—	238,869
Total current liabilities	22,168	368,672	146,655	—	537,495
Long-term debt	2,659,287	2,199	—	—	2,661,486
Operating lease liabilities	—	965,682	23,404	—	989,086
Other noncurrent liabilities	169,903	246,895	292,870	(421,323)	288,345
Total liabilities	2,851,358	1,583,448	462,929	(421,323)	4,476,412
Stockholder's equity	1,222,423	3,923,589	7,088	(3,930,677)	1,222,423
Total liabilities and stockholder's equity	$ 4,073,781	$ 5,507,037	$ 470,017	$ (4,352,000)	$ 5,698,835

LAMAR MEDIA CORP.
AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(Unaudited)
(In Thousands, Except for Share Data)

Condensed Consolidating Balance Sheet as of December 31, 2020

	Lamar Media Corp.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Lamar Media Consolidated
ASSETS					
Total current assets	$ 110,678	$ 19,471	$ 249,921	$ —	$ 380,070
Net property, plant and equipment	—	1,268,765	13,084	—	1,281,849
Operating lease right of use assets	—	1,200,115	21,898	—	1,222,013
Intangibles and goodwill, net	—	2,798,343	17,812	—	2,816,155
Other assets	3,912,122	258,433	132,448	(4,228,383)	74,620
Total assets	$ 4,022,800	$ 5,545,127	$ 435,163	$ (4,228,383)	$ 5,774,707
LIABILITIES AND STOCKHOLDER'S EQUITY					
Current liabilities:					
Current maturities of long-term debt	$ —	$ 379	$ 122,055	$ —	$ 122,434
Current operating lease liabilities	—	188,712	6,727	—	195,439
Other current liabilities	33,583	170,320	19,286	—	223,189
Total current liabilities	33,583	359,411	148,068	—	541,062
Long-term debt	2,761,705	2,377	—	—	2,764,082
Operating lease liabilities	—	979,785	13,991	—	993,776
Other noncurrent liabilities	34,668	245,891	266,968	(264,584)	282,943
Total liabilities	2,829,956	1,587,464	429,027	(264,584)	4,581,863
Stockholder's equity	1,192,844	3,957,663	6,136	(3,963,799)	1,192,844
Total liabilities and stockholder's equity	$ 4,022,800	$ 5,545,127	$ 435,163	$ (4,228,383)	$ 5,774,707

LAMAR MEDIA CORP.
AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(Unaudited)
(In Thousands, Except for Share Data)

Condensed Consolidating Statements of Income and Comprehensive Income
for the Three Months Ended June 30, 2021

Statement of Income	Lamar Media Corp.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Lamar Media Consolidated
			(unaudited)		
Net revenues	$ —	$ 436,984	$ 8,411	$ (343)	$ 445,052
Operating expenses (income)					
Direct advertising expenses[1]	—	134,204	6,587	(343)	140,448
General and administrative expenses[1]	—	74,063	1,456	—	75,519
Corporate expenses[1]	—	20,165	369	—	20,534
Depreciation and amortization	—	60,017	605	—	60,622
Gain on disposition of assets	—	(1,474)	(7)	—	(1,481)
	—	286,975	9,010	(343)	295,642
Operating income (loss)	—	150,009	(599)	—	149,410
Equity in (earnings) loss of subsidiaries	(146,005)	—	—	146,005	—
Interest expense (income), net	25,972	(8)	213	—	26,177
Income (loss) before income tax expense (benefit)	120,033	150,017	(812)	(146,005)	123,233
Income tax expense (benefit)[2]	—	3,251	(51)	—	3,200
Net income (loss)	$ 120,033	$ 146,766	$ (761)	$ (146,005)	$ 120,033
Statement of Comprehensive Income					
Net income (loss)	$ 120,033	$ 146,766	$ (761)	$ (146,005)	$ 120,033
Total other comprehensive income, net of tax	—	—	300	—	300
Total comprehensive income (loss)	$ 120,033	$ 146,766	$ (461)	$ (146,005)	$ 120,333

(1) Caption is exclusive of depreciation and amortization.
(2) The income tax expense (benefit) reflected in each column does not include any tax effect of the equity in earnings from subsidiaries.

LAMAR MEDIA CORP.
AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(Unaudited)
(In Thousands, Except for Share Data)

Condensed Consolidating Statements of Income and Comprehensive Income
for the Three Months Ended June 30, 2020

Statement of Income	Lamar Media Corp.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Lamar Media Consoliated
			(unaudited)		
Net revenues	$ —	$ 341,664	$ 6,237	$ (249)	$ 347,652
Operating expenses (income)					
Direct advertising expenses[1]	—	128,485	5,823	(249)	134,059
General and administrative expenses[1]	—	65,222	2,186	—	67,408
Corporate expenses[1]	—	16,521	124	—	16,645
Depreciation and amortization	—	63,545	453	—	63,998
(Gain) loss on disposition of assets	—	(1,070)	55	—	(1,015)
	—	272,703	8,641	(249)	281,095
Operating income (loss)	—	68,961	(2,404)	—	66,557
Equity in (earnings) loss of subsidiaries	(66,370)	—	—	66,370	—
Loss on extinguishment of debt	5	—	—	—	5
Interest expense (income), net	34,831	(24)	451	—	35,258
Income (loss) before income tax expense (benefit)	31,534	68,985	(2,855)	(66,370)	31,294
Income tax expense (benefit)[2]	—	582	(822)	—	(240)
Net income (loss)	$ 31,534	$ 68,403	$ (2,033)	$ (66,370)	$ 31,534
Statement of Comprehensive Income					
Net income (loss)	$ 31,534	$ 68,403	$ (2,033)	$ (66,370)	$ 31,534
Total other comprehensive income, net of tax	—	—	740	—	740
Total comprehensive income (loss)	$ 31,534	$ 68,403	$ (1,293)	$ (66,370)	$ 32,274

(1) Caption is exclusive of depreciation and amortization.
(2) The income tax expense (benefit) reflected in each column does not include any tax effect of the equity in earnings from subsidiaries.

**LAMAR MEDIA CORP.
AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(Unaudited)
(In Thousands, Except for Share Data)**

**Condensed Consolidating Statements of Income and Comprehensive Income
for the Six Months Ended June 30, 2021**

	Lamar Media Corp.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Lamar Media Consolidated
Statement of Income			(unaudited)		
Net revenues	$ —	$ 800,596	$ 16,110	$ (773)	$ 815,933
Operating expenses (income)					
Direct advertising expenses [1]	—	261,619	10,817	(773)	271,663
General and administrative expenses [1]	—	146,014	2,154	—	148,168
Corporate expenses [1]	—	37,531	626	—	38,157
Depreciation and amortization	—	120,083	1,288	—	121,371
Gain on disposition of assets	—	(1,889)	(7)	—	(1,896)
	—	563,358	14,878	(773)	577,463
Operating income	—	237,238	1,232	—	238,470
Equity in (earnings) loss of subsidiaries	(233,829)	—	—	233,829	—
Loss on extinguishment of debt	21,604	—	—	—	21,604
Interest expense (income), net	53,726	(26)	457	—	54,157
Income (loss) before income tax expense	158,499	237,264	775	(233,829)	162,709
Income tax expense [2]	—	3,883	327	—	4,210
Net income (loss)	$ 158,499	$ 233,381	$ 448	$ (233,829)	$ 158,499
Statement of Comprehensive Income					
Net income (loss)	$ 158,499	$ 233,381	$ 448	$ (233,829)	$ 158,499
Total other comprehensive income, net of tax	—	—	504	—	504
Total comprehensive income (loss)	$ 158,499	$ 233,381	$ 952	$ (233,829)	$ 159,003

(1) Caption is exclusive of depreciation and amortization.
(2) The income tax expense reflected in each column does not include any tax effect of the equity in earnings from subsidiaries.

LAMAR MEDIA CORP.
AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(Unaudited)
(In Thousands, Except for Share Data)

Condensed Consolidating Statements of Income and Comprehensive Income
for the Six Months Ended June 30, 2020

	Lamar Media Corp.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Lamar Media Consolidated
Statement of Income			(unaudited)		
Net revenues	$ —	$ 738,295	$ 16,689	$ (763)	$ 754,221
Operating expenses (income)					
Direct advertising expenses [1]	—	271,537	12,779	(763)	283,553
General and administrative expenses [1]	—	145,750	3,862	—	149,612
Corporate expenses [1]	—	34,608	404	—	35,012
Depreciation and amortization	—	125,450	861	—	126,311
(Gain) loss on disposition of assets	—	(3,574)	55	—	(3,519)
	—	573,771	17,961	(763)	590,969
Operating income (loss)	—	164,524	(1,272)	—	163,252
Equity in (earnings) loss of subsidiaries	(160,584)	—	—	160,584	—
Loss on extinguishment of debt	18,184	—	—	—	18,184
Interest expense (income), net	70,249	(59)	1,431	—	71,621
Income (loss) before income tax expense (benefit)	72,151	164,583	(2,703)	(160,584)	73,447
Income tax expense (benefit) [2]	—	1,924	(628)	—	1,296
Net income (loss)	$ 72,151	$ 162,659	$ (2,075)	$ (160,584)	$ 72,151
Statement of Comprehensive Income					
Net income (loss)	$ 72,151	$ 162,659	$ (2,075)	$ (160,584)	$ 72,151
Total other comprehensive loss, net of tax	—	—	(858)	—	(858)
Total comprehensive income (loss)	$ 72,151	$ 162,659	$ (2,933)	$ (160,584)	$ 71,293

(1) Caption is exclusive of depreciation and amortization.
(2) The income tax expense (benefit) reflected in each column does not include any tax effect of the equity in earnings from subsidiaries.

LAMAR MEDIA CORP.
AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(Unaudited)
(In Thousands, Except for Share Data)

Condensed Consolidating Statement of Cash Flows for the Six Months Ended June 30, 2021

	Lamar Media Corp.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Lamar Media Consolidated
			(unaudited)		
Cash flows from operating activities:					
Net cash provided by (used in) operating activities	$ 232,261	$ 346,732	$ (15,922)	$ (293,942)	$ 269,129
Cash flows from investing activities:					
Acquisitions	—	(27,236)	—	—	(27,236)
Capital expenditures	—	(38,908)	(2,508)	—	(41,416)
Proceeds from disposition of assets and investments	—	3,982	—	—	3,982
Investment in subsidiaries	(27,236)	—	—	27,236	—
Decrease (increase) in intercompany notes receivable	1,562	—	—	(1,562)	—
Net cash (used in) provided by investing activities	(25,674)	(62,162)	(2,508)	25,674	(64,670)
Cash flows from financing activities:					
Proceeds received from revolving credit facility	25,000	—	—	—	25,000
Payment on revolving credit facility	(25,000)	—	—	—	(25,000)
Principal payments on long-term debt	—	(190)	—	—	(190)
Principal payments on financing leases	—	(666)	—	—	(666)
Proceeds received from note offering	550,000	—	—	—	550,000
Redemption of senior notes	(668,688)	—	—	—	(668,688)
Payment on accounts receivable securitization program	—	—	(32,500)	—	(32,500)
Proceeds received from accounts receivable securitization program	—	—	32,500	—	32,500
Debt issuance costs	(8,063)	—	(435)	—	(8,498)
Intercompany loan (payments) proceeds	—	(15,826)	14,264	1,562	—
Distributions to non-controlling interest	—	—	(49)	—	(49)
Dividends (to) from parent	(157,409)	(294,691)	—	294,691	(157,409)
Contributions from (to) parent	27,985	27,985	—	(27,985)	27,985
Net cash (used in) provided by financing activities	(256,175)	(283,388)	13,780	268,268	(257,515)
Effect of exchange rate changes in cash and cash equivalents	—	—	213	—	213
Net (decrease) increase in cash and cash equivalents	(49,588)	1,182	(4,437)	—	(52,843)
Cash and cash equivalents at beginning of period	110,588	1,732	8,749	—	121,069
Cash and cash equivalents at end of period	$ 61,000	$ 2,914	$ 4,312	$ —	$ 68,226

LAMAR MEDIA CORP.
AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(Unaudited)
(In Thousands, Except for Share Data)

Condensed Consolidating Statement of Cash Flows for the Six Months Ended June 30, 2020

	Lamar Media Corp.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Lamar Media Consolidated
			(unaudited)		
Cash flows from operating activities:					
Net cash provided by (used in) operating activities	$ 165,269	$ 238,800	$ 5,429	$ (226,745)	$ 182,753
Cash flows from investing activities:					
Acquisitions	577	(26,730)	—	—	(26,153)
Capital expenditures	—	(34,770)	(1,504)	—	(36,274)
Proceeds from disposition of assets and investments	—	4,750	—	—	4,750
Investment in subsidiaries	(26,730)	—	—	26,730	—
(Increase) decrease in intercompany notes receivable	(181,089)	—	—	181,089	—
Net cash (used in) provided by investing activities	(207,242)	(56,750)	(1,504)	207,819	(57,677)
Cash flows from financing activities:					
Proceeds received from revolving credit facility	655,000	—	—	—	655,000
Payment on revolving credit facility	(805,000)	—	—	—	(805,000)
Principal payments on long-term debt	—	(182)	—	—	(182)
Borrowings on long-term debt	—	8,750	—	—	8,750
Proceeds received from note offering	1,400,000	—	—	—	1,400,000
Payment on accounts receivable securitization program	—	—	(175,000)	—	(175,000)
Redemption of senior subordinated notes	(519,139)	—	—	—	(519,139)
Proceeds received from senior credit facility term loans	598,500	—	—	—	598,500
Payments on senior credit facility term loans	(978,097)	—	—	—	(978,097)
Debt issuance costs	(30,112)	—	—	—	(30,112)
Intercompany loan proceeds (payments)	—	3,808	177,281	(181,089)	—
Distributions to non-controlling interest	—	—	(882)	—	(882)
Dividends (to) from parent	(161,208)	(226,745)	—	226,745	(161,208)
Contributions from (to) parent	33,391	26,730	—	(26,730)	33,391
Net cash provided by (used in) financing activities	193,335	(187,639)	1,399	18,926	26,021
Effect of exchange rate changes in cash and cash equivalents	—	—	(192)	—	(192)
Net increase (decrease) in cash and cash equivalents	151,362	(5,589)	5,132	—	150,905
Cash and cash equivalents at beginning of period	13,185	8,278	4,225	—	25,688
Cash and cash equivalents at end of period	$ 164,547	$ 2,689	$ 9,357	$ —	$ 176,593

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

This report contains forward-looking statements. Actual results could differ materially from those anticipated by the forward-looking statements due to risks and uncertainties described in the section of this combined report on Form 10-Q entitled "Note Regarding Forward-Looking Statements" and in Item 1A to the 2020 Combined Form 10-K filed on February 26 2021, and as such risk factors may be further updated or supplemented, from time to time, in our future combined Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. You should carefully consider each of these risks and uncertainties in evaluating the Company's and Lamar Media's financial conditions and results of operations. Investors are cautioned not to place undue reliance on the forward-looking statements contained in this document. These statements speak only as of the date of this document, and the Company undertakes no obligation to update or revise the statements, except as may be required by law.

LAMAR ADVERTISING COMPANY

The following is a discussion of the consolidated financial condition and results of operations of the Company for the three and six months ended June 30, 2021 and 2020. This discussion should be read in conjunction with the consolidated financial statements of the Company and the related notes thereto.

Overview

The Company's net revenues are derived primarily from the rental of advertising space on outdoor advertising displays owned and operated by the Company. Revenue growth is based on many factors that include the Company's ability to increase occupancy of its existing advertising displays; raise advertising rates; and acquire new advertising displays and its operating results are therefore affected by general economic conditions, as well as trends in the advertising industry. Advertising spending is particularly sensitive to changes in general economic conditions which affect the rates that the Company is able to charge for advertising on its displays and its ability to maximize advertising sales or occupancy on its displays.

Impact of the COVID-19 Pandemic

The unprecedented and rapid spread of COVID-19 and the related government-imposed restrictions and social distancing measures implemented throughout the world have reduced demand for out-of-home advertising. Beginning in late March 2020, large public events were cancelled, and governments began imposing restrictions on non-essential activities, which in turn led to advertisers suspending, delaying or cancelling their advertising campaigns. We observed an improvement in customer activity beginning in June 2020 and through June 2021 as the government-imposed restrictions on travel were eased and more of the population became vaccinated. Accordingly, we are not actively pursuing additional cost saving measures, and are resuming acquisition activities and spending on capital projects. However, we cannot predict the length or strength of the recovery in advertising demand due to the continued and potential impact of the pandemic on the overall U.S. and global economy, particularly in light of new and variant strains of the virus and the plateau of vaccination rates, and new or renewed government-imposed restrictions on travel that may be enacted in the future.

While some of our corporate, front office and sales workforce continues to work from home, a large majority have returned to their offices while adhering to the Centers for Disease Control and Prevention and state and local governmental guidelines and recommendations. The impacts of working from home have been minimal on productivity. Also, while working from home has minimally impacted our processes, there have been no material impacts to our internal control environment.

We continue to actively monitor the situation and may take further actions that alter our business operations as may be required by federal, state or local authorities, or that we determine are in the best interests of our employees, customers, partners and stockholders.

Acquisitions and capital expenditures

Historically, the Company has made strategic acquisitions of outdoor advertising assets to increase the number of outdoor advertising displays it operates in existing and new markets. The Company continues to evaluate and pursue strategic acquisition opportunities as they arise. The Company has financed its historical acquisitions and intends to finance any future acquisition activity from available cash, borrowings under its senior credit facility or the issuance of debt or equity securities. See "Liquidity and Capital Resources-*Sources of Cash*" for more information. During the six months ended June 30, 2021, the Company completed acquisitions for a total cash purchase price of approximately $27.2 million. See *Uses of Cash – Acquisitions* for more information.

The Company's business requires expenditures for maintenance and capitalized costs associated with the construction of new billboard displays, the entrance into and renewal of logo sign and transit contracts, and the purchase of real estate and operating equipment. The following table presents a breakdown of capitalized expenditures for the three and six months ended June 30, 2021 and 2020:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Total capital expenditures:				
Billboard — traditional	$ 4,604	$ 1,503	$ 7,371	$ 8,023
Billboard — digital	13,627	5,227	22,701	16,802
Logos	2,644	670	4,567	3,545
Transit	757	289	1,210	1,855
Land and buildings	1,388	1,022	2,362	2,258
Operating equipment	2,064	1,854	3,205	3,791
Total capital expenditures	$ 25,084	$ 10,565	$ 41,416	$ 36,274

Non-GAAP Financial Measures

Our management reviews our performance by focusing on several key performance indicators not prepared in conformity with Generally Accepted Accounting Principles in the United States ("GAAP"). We believe these non-GAAP performance indicators are meaningful supplemental measures of our operating performance and should not be considered in isolation of, or as a substitute for, their most directly comparable GAAP financial measures.

Included in our analysis of our results of operations are discussions regarding earnings before interest, taxes, depreciation and amortization ("adjusted EBITDA"), funds from operations ("FFO"), as defined by the National Association of Real Estate Investment Trusts, adjusted funds from operations ("AFFO") and acquisition-adjusted net revenue.

We define adjusted EBITDA as net income before income tax expense (benefit), interest expense (income), loss (gain) on extinguishment of debt and investments, stock-based compensation, depreciation and amortization, loss (gain) on disposition of assets and investments and capitalized contract fulfillment costs, net.

FFO is defined as net income before gains or losses from the sale or disposal of real estate assets and investments and real estate related depreciation and amortization and including adjustments to eliminate unconsolidated affiliates and non-controlling interest.

We define AFFO as FFO before (i) straight-line income and expense; (ii) capitalized contract fulfillment costs, net (iii) stock-based compensation expense; (iv) non-cash portion of tax expense (benefit); (v) non-real estate related depreciation and amortization; (vi) amortization of deferred financing costs; (vii) loss on extinguishment of debt; (viii) non-recurring infrequent or unusual losses (gains); (ix) less maintenance capital expenditures; and (x) an adjustment for unconsolidated affiliates and non-controlling interest.

Acquisition-adjusted net revenue adjusts our net revenue for the prior period by adding to it the net revenue generated by the acquired assets before our acquisition of these assets for the same time frame that those assets were owned in the current period. In calculating acquisition-adjusted revenue, therefore, we include revenue generated by assets that we did not own in the period but acquired in the current period. We refer to the amount of pre-acquisition revenue generated by the acquired assets during the prior period that corresponds with the current period in which we owned the assets (to the extent within the period to which this report relates) as "acquisition net revenue". In addition, we also adjust the prior period to subtract revenue generated by the assets that have been divested since the prior period and, therefore, no revenue derived from those assets is reflected in the current period.

Adjusted EBITDA, FFO, AFFO and acquisition-adjusted net revenue are not intended to replace net income or any other performance measures determined in accordance with GAAP. Neither FFO nor AFFO represent cash flows from operating activities in accordance with GAAP and, therefore, these measures should not be considered indicative of cash flows from operating activities as a measure of liquidity or of funds available to fund our cash needs, including our ability to make cash distributions. Rather, adjusted EBITDA, FFO, AFFO and acquisition-adjusted net revenue are presented as we believe each is a useful indicator of our current operating performance. We believe that these metrics are useful to an investor in evaluating our operating performance because (1) each is a key measure used by our management team for purposes of decision-making and for evaluating our core operating results; (2) adjusted EBITDA is widely used in the industry to measure operating performance as depreciation and amortization may vary significantly among companies depending upon accounting methods and useful lives, particularly where acquisitions and non-operating factors are involved; (3) acquisition-adjusted net revenue is a supplement to net revenue to enable investors to compare period-over-period results on a more consistent basis without the effects of acquisitions and divestitures, which reflects our core performance and organic growth (if any) during the period in which the assets were owned and managed by us; (4) adjusted EBITDA, FFO and AFFO each provide investors with a meaningful measure for evaluating our period-to-period operating performance by eliminating items that are not operational in nature; and (5) each provides investors with a measure for comparing our results of operations to those of other companies.

Our measurement of adjusted EBITDA, FFO, AFFO and acquisition-adjusted net revenue may not, however, be fully comparable to similarly titled measures used by other companies. Reconciliations of adjusted EBITDA, FFO, AFFO and acquisition-adjusted net revenue to net income, the most directly comparable GAAP measure, have been included herein.

RESULTS OF OPERATIONS

Six months ended June 30, 2021 compared to six months ended June 30, 2020

Net revenues increased $61.7 million or 8.2% to $815.9 million for the six months ended June 30, 2021 from $754.2 million for the same period in 2020. This increase was primarily attributable to an increase in billboard net revenues of $71.9 million offset by a decrease in transit net revenues, due to the effects of the ongoing COVID-19 pandemic, of $6.9 million over the same period in 2020.

For the six months ended June 30, 2021, there was a $66.4 million increase in net revenues as compared to acquisition-adjusted net revenue for the six months ended June 30, 2020, which represents an increase of 8.9%. See “Reconciliations” below. The $66.4 million increase in revenue is primarily due to an increase of $70.6 million in billboard net revenues offset by a decrease in transit net revenues, due to the effects of the ongoing COVID-19 pandemic, of $4.6 million over the same period in 2020.

Total operating expenses, exclusive of depreciation and amortization and gain on disposition of assets, decreased $9.9 million, or 2.1%, to $458.5 million for the six months ended June 30, 2021 from $468.4 million in the same period in 2020. The $9.9 million decrease over the prior year is comprised of a $13.2 million decrease in total direct, general and administrative and corporate expenses (excluding stock-based compensation) primarily related to the operations of our outdoor advertising assets, offset by a $3.3 million increase in stock-based compensation.

Depreciation and amortization expense decreased $4.9 million to $121.4 million for the six months ended June 30, 2021 as compared to $126.3 million for the same period in 2020.

For the six months ended June 30, 2021, the Company recognized a gain on disposition of assets of $1.9 million primarily resulting from transactions related to the sale of billboard locations and displays.

Due to the above factors, operating income increased by $74.9 million to $237.9 million for the six months ended June 30, 2021 as compared to $163.0 million for the same period in 2020.

The Company recognized a loss on debt extinguishment of $21.6 million during the six months ended June 30, 2021, a $3.4 million increase over the same period in 2020. The loss on debt extinguishment during the six months ended June 30, 2021 relates to the early repayment of our 5 3/4% Senior Notes during the period.

Interest expense decreased $17.5 million for the six months ended June 30, 2021 to $54.5 million as compared to $72.0 million for the six months ended June 30, 2020. The decrease is primarily related to the Company’s debt transactions completed in 2020 and 2021, as well as a reduction in our senior credit facility interest rates.

The increase in operating income and decrease in interest expense, offset by the increase in loss on extinguishment of debt, resulted in an $88.9 million increase in net income before income taxes. The effective tax rate for the six months ended June 30, 2021 was 2.6%, which differs from the federal statutory rate primarily due to our qualification for taxation as a REIT and adjustments for foreign items.

As a result of the above factors, the Company recognized net income for the six months ended June 30, 2021 of $157.9 million, as compared to net income of $71.9 million for the same period in 2020.

Reconciliations:

Because acquisitions occurring after December 31, 2019 have contributed to our net revenue results for the periods presented, we provide 2020 acquisition-adjusted net revenue, which adjusts our 2020 net revenue for the six months ended June 30, 2020 by adding to or subtracting from it the net revenue generated by the acquired or divested assets prior to our acquisition or divestiture of these assets for the same time frame that those assets were owned in the six months ended June 30, 2021.

Reconciliations of 2020 reported net revenue to 2020 acquisition-adjusted net revenue for the six months ended June 30, as well as a comparison of 2020 acquisition-adjusted net revenue to 2021 reported net revenue for the six months ended June 30, are provided below:

Reconciliation and Comparison of Reported Net Revenue to Acquisition-Adjusted Net Revenue

	Six Months Ended June 30,	
	2021	2020
	(in thousands)	
Reported net revenue	$ 815,933	$ 754,221
Acquisition net revenue	—	(4,729)
Adjusted totals	$ 815,933	$ 749,492

Key Performance Indicators

Net Income/Adjusted EBITDA

(in thousands)

	Six Months Ended June 30,		Amount of Increase (Decrease)	Percent Increase (Decrease)
	2021	2020		
Net income	$ 157,938	$ 71,922	$ 86,016	119.6 %
Income tax expense	4,210	1,296	2,914	
Loss on debt extinguishment	21,604	18,184	3,420	
Interest expense (income), net	54,157	71,621	(17,464)	
Gain on disposition of assets	(1,896)	(3,519)	1,623	
Depreciation and amortization	121,371	126,311	(4,940)	
Capitalized contract fulfillment costs, net	(900)	1,036	(1,936)	
Stock-based compensation expense	9,464	6,162	3,302	
Adjusted EBITDA	$ 365,948	$ 293,013	$ 72,935	24.9 %

Adjusted EBITDA for the six months ended June 30, 2021 increased 24.9% to $365.9 million. The increase in adjusted EBITDA was primarily attributable to an increase in our gross margin (net revenue less direct advertising expense, exclusive of depreciation and amortization and capitalized contract fulfillment costs, net) of $75.5 million, as well as a decrease in total general and administrative and corporate expenses of $1.3 million, excluding the impact of stock-based compensation expense.

Net Income/FFO/AFFO

(in thousands)

	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020	Amount of Increase (Decrease)	Percent Increase (Decrease)
Net income	$ 157,938	$ 71,922	$ 86,016	119.6 %
Depreciation and amortization related to real estate	115,815	120,453	(4,638)	
Gain from sale or disposal of real estate, net of tax	(1,795)	(3,098)	1,303	
Adjustments for unconsolidated affiliates and non-controlling interest	285	389	(104)	
FFO	$ 272,243	$ 189,666	$ 82,577	43.5 %
Straight line expense	1,729	1,733	(4)	
Capitalized contract fulfillment costs, net	(900)	1,036	(1,936)	
Stock-based compensation expense	9,464	6,162	3,302	
Non-cash portion of tax provision	1,743	(1,313)	3,056	
Non-real estate related depreciation and amortization	5,556	5,858	(302)	
Amortization of deferred financing costs	2,962	2,878	84	
Loss on extinguishment of debt	21,604	18,184	3,420	
Capital expenditures – maintenance	(19,603)	(14,492)	(5,111)	
Adjustments for unconsolidated affiliates and non-controlling interest	(285)	(389)	104	
AFFO	$ 294,513	$ 209,323	$ 85,190	40.7 %

FFO for the six months ended June 30, 2021 increased from $189.7 million in 2020 to $272.2 million for the same period in 2021, an increase of 43.5%. AFFO for the six months ended June 30, 2021 increased 40.7% to $294.5 million as compared to $209.3 million for the same period in 2020. The increase in AFFO was primarily attributable to an increase in our gross margin (net revenue less direct advertising expense, exclusive of depreciation and amortization and capitalized contract fulfillment costs, net) as well as a decrease in total general and administrative and corporate expenses (excluding the effect of stock-based compensation expense).

Three months ended June 30, 2021 compared to three months ended June 30, 2020

Net revenues increased $97.4 million or 28.0% to $445.1 million for the three months ended June 30, 2021 from $347.7 million for the same period in 2020. This increase was primarily attributable to an increase in billboard and transit net revenues of $93.2 million and $5.6 million, respectively, over the same period in 2020.

For the three months ended June 30, 2021, there was a $99.7 million increase in net revenues as compared to acquisition-adjusted net revenue for the three months ended June 30, 2020, which represents an increase of 28.9%. See "Reconciliations" below. The $99.7 million increase in revenue is primarily due to a $92.5 million and $6.7 million increase in billboard and transit net revenues, respectively.

Total operating expenses, exclusive of depreciation and amortization and gain on disposition of assets, increased $18.7 million, or 8.6%, to $236.9 million for the three months ended June 30, 2021 from $218.2 million in the same period in 2020. The $18.7 million increase over the prior year is comprised of a $15.6 million increase in total direct, general and administrative and corporate expenses (excluding stock-based compensation) primarily related to the operations of our outdoor advertising assets and a $3.1 million increase in stock-based compensation.

Depreciation and amortization expense decreased $3.4 million to $60.6 million for the three months ended June 30, 2021 as compared to $64.0 million for the same period in 2020.

For the three months ended June 30, 2021, the Company recognized a gain on disposition of assets of $1.5 million primarily resulting from transactions related to billboard locations.

Due to the above factors, operating income increased by $82.5 million to $149.0 million for the three months ended June 30, 2021 as compared to $66.5 million for the same period in 2020.

Interest expense decreased $9.1 million for the three months ended June 30, 2021 to $26.4 million as compared to $35.4 million for the three months ended June 30, 2020. The decrease is primarily related to the Company's debt transactions completed in 2020 and 2021, as well as a reduction in our senior credit facility interest rates.

The increase in operating income and decrease in interest expense resulted in a $91.6 million increase in net income before income taxes. The effective tax rate for the three months ended June 30, 2021 was 2.6%, which differs from the federal statutory rate primarily due to our qualification for taxation as a REIT and adjustments for foreign items.

As a result of the above factors, the Company recognized net income for the three months ended June 30, 2021 of $119.6 million, as compared to net income of $31.4 million for the same period in 2020.

Reconciliations

Because acquisitions occurring after December 31, 2019 have contributed to our net revenue results for the periods presented, we provide 2020 acquisition-adjusted net revenue, which adjusts our 2020 net revenue for the three months ended June 30, 2020 by adding to or subtracting from it the net revenue generated by the acquired or divested assets prior to our acquisition or divestiture of these assets for the same time frame that those assets were owned in the three months ended June 30, 2021.

Reconciliations of 2020 reported net revenue to 2020 acquisition-adjusted net revenue for the three months ended June 30, as well as a comparison of 2020 acquisition-adjusted net revenue to 2021 reported net revenue for the three months ended June 30, are provided below:

Reconciliation and Comparison of Reported Net Revenue to Acquisition-Adjusted Net Revenue

	Three Months Ended June 30,	
	2021	2020
	(in thousands)	
Reported net revenue	$ 445,052	$ 347,652
Acquisition net revenue	—	(2,328)
Adjusted totals	$ 445,052	$ 345,324

Key Performance Indicators

Net Income/Adjusted EBITDA

(in thousands)

	Three Months Ended June 30,		Amount of Increase (Decrease)	Percent Increase (Decrease)
	2021	2020		
Net income	$ 119,609	$ 31,429	$ 88,180	280.6 %
Income tax expense (benefit)	3,200	(240)	3,440	
Loss on debt extinguishment	—	5	(5)	
Interest expense (income), net	26,177	35,258	(9,081)	
Gain on disposition of assets	(1,481)	(1,015)	(466)	
Depreciation and amortization	60,622	63,998	(3,376)	
Capitalized contract fulfillment costs, net	(400)	1,036	(1,436)	
Stock-based compensation expense	5,789	2,725	3,064	
Adjusted EBITDA	$ 213,516	$ 133,196	$ 80,320	60.3 %

Adjusted EBITDA for the three months ended June 30, 2021 increased 60.3% to $213.5 million. The increase in adjusted EBITDA was primarily attributable to an increase in our gross margin (net revenue less direct advertising expense, exclusive of depreciation and amortization and capitalized contract fulfillment costs, net) of $92.4 million, and was offset by an increase in total general and administrative and corporate expenses of $9.3 million, excluding the impact of stock-based compensation expense.

Net Income/FFO/AFFO

(in thousands)

	Three Months Ended June 30, 2021	Three Months Ended June 30, 2020	Amount of Increase (Decrease)	Amount of Increase (Decrease)
Net income	$ 119,609	$ 31,429	$ 88,180	280.6 %
Depreciation and amortization related to real estate	57,852	61,089	(3,237)	
Gain from sale or disposal of real estate, net of tax	(1,412)	(555)	(857)	
Adjustments for unconsolidated affiliates and non-controlling interest	132	140	(8)	
FFO	$ 176,181	$ 92,103	$ 84,078	91.3 %
Straight line expense	954	679	275	
Capitalized contract fulfillment costs, net	(400)	1,036	(1,436)	
Stock-based compensation expense	5,789	2,725	3,064	
Non-cash portion of tax provision	2,763	(894)	3,657	
Non-real estate related depreciation and amortization	2,770	2,909	(139)	
Amortization of deferred financing costs	1,591	1,500	91	
Loss on extinguishment of debt	—	5	(5)	
Capital expenditures - maintenance	(11,699)	(3,863)	(7,836)	
Adjustments for unconsolidated affiliates and non-controlling interest	(132)	(140)	8	
AFFO	$ 177,817	$ 96,060	$ 81,757	85.1 %

FFO for the three months ended June 30, 2021 increased from $92.1 million in 2020 to $176.2 million in 2021, an increase of 91.3%. AFFO for the three months ended June 30, 2021 increased 85.1% to $177.8 million as compared to $96.1 million for the same period in 2020. The increase in AFFO was primarily attributable to an increase in our gross margin (net revenue less direct advertising expense, exclusive of depreciation and amortization and capitalized fulfillment costs, net) offset by an increase in total general and administrative and corporate expenses (excluding the effect of stock-based compensation expense).

LIQUIDITY AND CAPITAL RESOURCES

Overview

The Company has historically satisfied its working capital requirements with cash from operations and borrowings under the senior credit facility. The Company's wholly owned subsidiary, Lamar Media Corp., is the borrower under the senior credit facility and maintains all corporate operating cash balances. Any cash requirements of the Company, therefore, must be funded by distributions from Lamar Media.

Sources of Cash

Total Liquidity. As of June 30, 2021 we had $856.8 million of total liquidity, which is comprised of $68.7 million in cash and cash equivalents and $735.6 million of availability under the revolving portion of Lamar Media's senior credit facility and $52.5 million of availability under the Accounts Receivable Securitization Program. We expect our total liquidity to be adequate for the Company to meet its operational requirements for the next twelve months. We will continue to monitor the impacts of the COVID-19 pandemic, particularly in light of new and variant strains of the virus and the plateau of vaccination rates, and, if necessary, may access the debt and/or equity markets for additional liquidity. We are currently in compliance with the maintenance covenant included in the senior credit facility and we would remain in compliance after giving effect to borrowing the full amount available to us under the revolving portion of the senior credit facility.

As of June 30, 2021 and December 31, 2020, the Company had a working capital deficit of $196.6 million and $167.3 million, respectively. The decrease in working capital of $29.3 million is primarily due to a decrease in cash and cash equivalents of $52.8 million offset by an increase in receivables, net of $16.6 million as of June 30, 2021.

Cash Generated by Operations. For the six months ended June 30, 2021 and 2020, our cash provided by operating activities was $285.3 million and $210.7 million, respectively. The increase in cash provided by operating activities for the six months ended June 30, 2021 over the same period in 2020 primarily relates to an increase in revenues of $61.7 million. We expect to generate cash flows from operations during 2021 in excess of our cash needs for operations, capital expenditures and dividends, as described herein. However, we will continue to monitor the impacts of the COVID-19 pandemic, particularly in light of new and variant strains of the virus and the plateau of vaccination rates, and if we are not able to generate sufficient cash flows from operations during 2021 to meet our cash needs, we believe we have sufficient liquidity available under our revolving credit facility to meet our operating cash needs for the next twelve months.

Accounts Receivable Securitization Program. On December 18, 2018, we entered into the Accounts Receivable Securitization Program. The Accounts Receivable Securitization Program provides up to $175.0 million in borrowing capacity, plus an accordion feature that would permit the borrowing capacity to be increased by up to $125.0 million. Borrowing capacity under the Accounts Receivable Securitization Program is limited to the availability of eligible accounts receivable collateralizing the borrowings under the agreements governing the Accounts Receivable Securitization Program. In connection with the Accounts Receivable Securitization Program, Lamar Media and certain of its subsidiaries (such subsidiaries, the “Subsidiary Originators”) sell and/or contribute their existing and future accounts receivable and certain related assets to one of two special purpose subsidiaries, Lamar QRS Receivables, LLC (the “QRS SPV”) and Lamar TRS Receivables, LLC (the “TRS SPV” and together with the QRS SPV the “Special Purpose Subsidiaries”), each of which is a wholly-owned subsidiary of Lamar Media. Existing and future accounts receivable relating to Lamar Media and its qualified REIT subsidiaries will be sold and/or contributed to the QRS SPV and existing and future accounts receivable relating to Lamar Media’s taxable REIT subsidiaries will be sold and/or contributed to the TRS SPV. Each of the Special Purpose Subsidiaries has granted the lenders party to the Accounts Receivable Securitization Program a security interest in all of its assets, which consist of the accounts receivable and related assets sold or contributed to them, as described above, in order to secure the obligations of the Special Purpose Subsidiaries under the agreements governing the Accounts Receivable Securitization Program. Pursuant to the Accounts Receivable Securitization Program, Lamar Media has agreed to service the accounts receivable on behalf of the two Special Purpose Subsidiaries for a fee. Lamar Media has also agreed to guaranty its performance in its capacity as servicer and originator, as well as the performance of the Subsidiary Originators, of their obligations under the agreements governing the Account Receivable Securitization Program. None of Lamar Media, the Subsidiary Originators or the Special Purpose Subsidiaries guarantees the collectability of the receivables under the Accounts Receivable Securitization Program. In addition, each of the Special Purpose Subsidiaries is a separate legal entity with its own separate creditors who will be entitled to access the assets of such Special Purpose Subsidiary before the assets become available to Lamar Media. Accordingly, the assets of the Special Purpose Subsidiaries are not available to pay creditors of Lamar Media or any of its subsidiaries, although collections from receivables in excess of the amounts required to repay the lenders and the other creditors of the Special Purpose Subsidiaries may be remitted to Lamar Media.

On May 24, 2021, Lamar Media and the Special Purpose Subsidiaries entered into the Fifth Amendment (the "Fifth Amendment") to the Accounts Receivable Securitization Program, as amended. The Fifth Amendment extends the maturity date of the Accounts Receivable Securitization Program to July 21, 2024. Additionally, the Fifth Amendment decreases the Minimum Funding Threshold which, as amended, requires the Special Purpose Subsidiaries to maintain minimum borrowings under the Accounts Receivable Securitization Program on any day equal to the lesser of (i) 50.00% of the aggregate Commitment of all Lenders or (ii) the Borrowing Base, provided that the Minimum Funding Threshold shall be zero on any day that is a Minimum Funding Threshold Holiday which, as amended, provides for an annual holiday from the requirement of up to sixty days per year. The Fifth Amendment also provides for updated LIBOR replacement procedures.

As of June 30, 2021, there was $122.5 million in outstanding aggregate borrowings under the Accounts Receivable Securitization Program. Lamar Media had $52.5 million of unused availability under the Accounts Receivable Securitization Program as of June 30, 2021.

The Accounts Receivable Securitization Program will mature on July 21, 2024. Lamar Media may amend the facility to extend the maturity date, enter into a new securitization facility with a different maturity date, or refinance the indebtedness outstanding under the Accounts Receivable Securitization Program using borrowings under its senior credit facility or from other financing sources.

“At-the-Market” Offering Program. On May 1, 2018, the Company entered into an equity distribution agreement (the “Sales Agreement”) with J.P. Morgan Securities LLC, Wells Fargo Securities LLC and SunTrust Robinson Humphrey, Inc. as our sales agents. Under the terms of the Sales Agreement, the Company could have, from time to time, issued and sold shares of its Class A common stock, having an aggregate offering price of up to $400.0 million through the sales agents as either agents or principals. The Sales Agreement expired by its terms on May 1, 2021. The Company did not issue any shares under this program in 2021.

On June 21, 2021, the Company entered into a new equity distribution agreement (the "2021 Sales Agreement"), with J.P. Morgan Securities LLC, Wells Fargo Securities LLC, Truist Securities, Inc., SMBC Nikko Securities America, Inc. and Scotia Capital (USA) Inc. as our sales agents (each a "Sales Agent", and collectively, the "Sales Agents"), which replaced the prior

Sales Agreement with substantially similar terms. Under the terms of the 2021 Sales Agreement, the Company may, from time to time, issue and sell shares of its Class A common stock, having an aggregate offering price of up to $400.0 million through the Sales Agents as either agents or principals. Sales of the Class A common stock, if any, may be made in negotiated transactions or transactions that are deemed to be "at-the-market offerings" as defined in Rule 415 under the Securities Act of 1933, as amended, including sales made directly on or through the Nasdaq Global Select Market and any other existing trading market for the Class A common stock, or sales made to or through a market maker other than on an exchange. The Company has no obligation to sell any of the Class A common stock under the 2021 Sales Agreement and may at any time suspend solicitations and offers under the 2021 Sales Agreement. The Company intends to use the net proceeds, if any, from the sale of the Class A common stock pursuant to the 2021 Sales Agreement for general corporate purposes, which may include the repayment, refinancing, redemption or repurchase of existing indebtedness, working capital, capital expenditures, acquisition of outdoor advertising assets and businesses and other related investments. The Company did not issue any shares under this program from its inception through June 30, 2021.

*Shelf Registration Statement***.** On August 6, 2018, the Company filed an automatically effective shelf registration statement (No. 333-226614) that registered the offer and sale of an indeterminate amount of additional shares of our Class A common stock. In anticipation of the upcoming expiration of the existing shelf registration statement in August 2021, on June 21, 2021, the Company filed a new automatically effective shelf registration statement (No. 333-257243) that allows Lamar Advertising to offer and sell an indeterminate amount of additional shares of its Class A common stock on similar terms as the prior registration statement. During the six months ended June 30, 2021, the Company did not issue any shares under either shelf registration.

Credit Facilities. On February 6, 2020, Lamar Media entered into a Fourth Amended and Restated Credit Agreement (the “Fourth Amended and Restated Credit Agreement”) with certain of Lamar Media’s subsidiaries as guarantors, JPMorgan Chase Bank, N.A. as administrative agent and the lenders party thereto, under which the parties agreed to amend and restate Lamar Media’s existing senior credit facility. The Fourth Amended and Restated Credit Agreement amended and restated the Third Amended and Restated Credit Agreement dated as of May 15, 2017, as amended (the “Third Amended and Restated Credit Agreement”).

On July 2, 2021, Lamar Media entered into Amendment No. 1 (the "Amendment"), to the Fourth Amended and Restated Credit Agreement. The Amendment amends the definition of "Subsidiary" to exclude each of Lamar Partnering Sponsor LLC and Lamar Partnering Corporation and any of their subsidiaries (collectively, the “Lamar Partnering Entities”) such that, after the giving effect to the Amendment, none of the Lamar Partnering Entities are subject to the Fourth Amended and Restated Credit Agreement covenants and reporting requirements, but any investment by Lamar Media in any of the Lamar Partnering Entities would be subject to the Fourth Amended and Restated Credit Agreement covenants. The Amendment also amends the definition of “EBITDA” to replace the existing calculation with a net income-based calculation, which excludes the income of non-Subsidiary entities such as the Lamar Partnering Entities, except to the extent that income of such entities is received by Lamar Media in the form of dividends or distributions.

The senior credit facility, as established by the Fourth Amended and Restated Credit Agreement (the “senior credit facility”), consists of (i) a new $750.0 million senior secured revolving credit facility which will mature on February 6, 2025 (the “revolving credit facility”), (ii) a new $600.0 million Term B loan facility (the “Term B loans”) which will mature on February 6, 2027, and (iii) an incremental facility (the “Incremental Facility”) pursuant to which Lamar Media may incur additional term loan tranches or increase its revolving credit facility subject to a pro forma secured debt ratio calculated as described under *“Restrictions under Senior Credit Facility”* of 4.50 to 1.00, as well as certain other conditions including lender approval. Lamar Media borrowed all $600.0 million in Term B loans on February 6, 2020. The entire amount of the Term B loans will be payable at maturity.

The Term B loans bear interest at rates based on the Adjusted LIBO Rate (“Eurodollar term loans”) or the Adjusted Base Rate (“Base Rate term loans”), at Lamar Media’s option. Eurodollar term loans bear interest at a rate per annum equal to the Adjusted LIBO Rate plus 1.50%. Base Rate term loans bear interest at a rate per annum equal to the Adjusted Base Rate plus 0.50%. The revolving credit facility bears interest at rates based on the Adjusted LIBO Rate (“Eurodollar revolving loans”) or the Adjusted Base Rate (“Base Rate revolving loans”), at Lamar Media’s option. Eurodollar revolving loans bear interest at a rate per annum equal to the Adjusted LIBO Rate plus 1.50% (or the Adjusted LIBO Rate plus 1.25% at any time the Total Debt Ratio is less than or equal to 3.25 to 1). Base Rate revolving loans bear interest at a rate per annum equal to the Adjusted Base Rate plus 0.50% (or the Adjusted Base Rate plus 0.25% at any time the total debt ratio is less than or equal to 3.25 to 1). The guarantees, covenants, events of default and other terms of the senior credit facility apply to the Term B loans and revolving credit facility.

As of June 30, 2021 the aggregate balance outstanding under the senior credit facility was $600.0 million, consisting of $600.0 million in Term B loans aggregate principal balance and no outstanding borrowings under our revolving credit facility. Lamar Media had approximately $735.6 million of unused capacity under the revolving credit facility.

Note Offerings. On January 22, 2021, Lamar Media completed, an institutional private placement of $550.0 million in aggregate principal amount of 3 5/8% Senior Notes due 2031 (the "3 5/8% Senior Notes"). The institutional private placement on January 22, 2021 resulted in net proceeds to Lamar Media of approximately $542.5 million. Lamar Media used the proceeds of this offering, together with cash on hand and borrowings under the revolving credit facility and Accounts Receivable Securitization Program, to redeem all of its outstanding $650.0 million aggregate principal amount 5 3/4% Senior Notes due 2026. See *Uses of Cash- Note Redemption* for more information.

Factors Affecting Sources of Liquidity

Internally Generated Funds. The key factors affecting internally generated cash flow are general economic conditions, specific economic conditions in the markets where the Company conducts its business and overall spending on advertising by advertisers. We expect to generate cash flows from operations during 2021 in excess of our cash needs for operations, capital expenditures and dividends, as described herein. However, we will continue to monitor the impacts of the COVID-19 pandemic, particularly in light of new and variant strains of the virus and the plateau of vaccination rates, and if we are not able to generate sufficient cash flows from operations during 2021 to meet our cash needs we believe we have sufficient liquidity available under our revolving credit facility to meet our operating cash needs for the next twelve months.

Credit Facilities and Other Debt Securities. The Company and Lamar Media must comply with certain covenants and restrictions related to the senior credit facility, its outstanding debt securities and its Accounts Receivable Securitization Program.

Restrictions Under Debt Securities. The Company and Lamar Media must comply with certain covenants and restrictions related to its outstanding debt securities. Currently, Lamar Media has outstanding the $600.0 million 3 3/4% Senior Notes issued February 2020, the $550.0 million 4% Senior Notes issued February 2020 and August 2020, the $400.0 million 4 7/8% Senior Notes issued in May 2020 and the $550.0 million 3 5/8% Senior Notes issued in January 2021.

The indentures relating to Lamar Media's outstanding notes restrict its ability to incur additional indebtedness, but permit the incurrence of indebtedness (including indebtedness under the senior credit facility), (i) if no default or event of default would result from such incurrence and (ii) if after giving effect to any such incurrence, the leverage ratio (defined as the sum of (x) total consolidated debt plus (y) the aggregate liquidation preference of any preferred stock of Lamar Media's restricted subsidiaries to trailing four fiscal quarter EBITDA (as defined in the indentures)) would be less than 7.0 to 1.0. Currently, Lamar Media is not in default under the indentures of any of its outstanding notes and, therefore, would be permitted to incur additional indebtedness subject to the foregoing provision.

In addition to debt incurred under the provisions described in the preceding paragraph, the indentures relating to Lamar Media's outstanding notes permit Lamar Media to incur indebtedness pursuant to the following baskets:

- up to $2.0 billion of indebtedness under the senior credit facility;
- indebtedness outstanding on the date of the indentures or debt incurred to refinance outstanding debt;
- inter-company debt between Lamar Media and its restricted subsidiaries or between restricted subsidiaries;
- certain purchase money indebtedness and capitalized lease obligations to acquire or lease property in the ordinary course of business that cannot exceed the greater of $50.0 million or 5% of Lamar Media's net tangible assets;
- additional debt not to exceed $75.0 million; and
- up to $500.0 million of permitted securitization financings.

Restrictions Under Senior Credit Facility. Lamar Media is required to comply with certain covenants and restrictions under the senior credit facility. If the Company or Lamar Media fails to comply with these tests, the lenders under the senior credit facility will be entitled to exercise certain remedies, including the termination of the lending commitments and the acceleration of the debt payments under the senior credit facility. At June 30, 2021 we were, and currently, we are, in compliance with all such tests under the senior credit facility.

Lamar Media must maintain a secured debt ratio, defined as total consolidated secured debt of Lamar Advertising, Lamar Media and its restricted subsidiaries (including capital lease obligations), minus the lesser of (x) $150.0 million and (y) the aggregate amount of unrestricted cash and cash equivalents of Lamar Advertising, Lamar Media and its restricted subsidiaries (other than the Special Purpose Subsidiaries (as defined above under *Sources of Cash – Accounts Receivable Securitization Program*)) to EBITDA, as defined below, for the period of four consecutive fiscal quarters then ended, of less than or equal to 4.5 to 1.0.

Lamar Media is restricted from incurring additional indebtedness subject to exceptions, one of which is that it may incur additional indebtedness not exceeding the greater of $250.0 million or 6% of its total assets.

Lamar Media is also restricted from incurring additional unsecured senior indebtedness under certain circumstances unless, after giving effect to the incurrence of such indebtedness, Lamar Media would have a total debt ratio, defined as (a) total consolidated debt (including subordinated debt) of Lamar Advertising, Lamar Media and its restricted subsidiaries as of any date minus the lesser of (i) $150.0 million and (ii) the aggregate amount of unrestricted cash and cash equivalents of Lamar Advertising, Lamar Media and its restricted subsidiaries (other than the Special Purpose Subsidiaries) to (b) EBITDA, as defined below, for the most recent four fiscal quarters then ended, is less than 7.0 to 1.0.

Lamar Media is also restricted from incurring additional subordinated indebtedness under certain circumstances unless, after giving effect to the incurrence of such indebtedness, it is in compliance with the secured debt ratio covenant and its total debt ratio is less than 7.0 to 1.0.

Under the Fourth Amended and Restated Senior Credit Facility, as amended, “EBITDA” means, for any period, net income, plus (a) to the extent deducted in determining net income for such period, the sum determined without duplication and in accordance with GAAP, of (i) taxes, (ii) interest expense, (iii) depreciation, (iv) amortization, (v) any other non-cash income or charges accrued for such period, (vi) charges and expenses in connection with the senior credit facility, any actual or proposed acquisition, disposition or investment (excluding, in each case, purchases and sales of advertising space and operating assets in the ordinary course of business) and any actual or proposed offering of securities, incurrence or repayment of indebtedness (or amendment to any agreement relating to indebtedness), including any refinancing thereof, or recapitalization and (vii) any loss or gain relating to amounts paid or earned in cash prior to the stated settlement date of any swap agreement that has been reflected in operating income for such period) and (viii) any loss on sales of receivables and related assets to a Securitization Entity in connection with a Permitted Securitization Financing, plus (b) the amount of cost savings, operating expense reductions and other operating improvements or synergies projected by Lamar Media in good faith to be realized as a result of any acquisition, investment, merger, amalgamation or disposition within 18 months of any such acquisition, investment, merger, amalgamation or disposition, net of the amount of actual benefits realized during such period from such action; provided, (a) the aggregate amount for all such cost savings, operating expense reductions and other operating improvements or synergies will not exceed an amount equal to 15% of EBITDA for the applicable four quarter period and (b) any such adjustment to EBITDA pursuant to this clause b may only take into account cost savings, operating expense reductions and other operating improvements or synergies that are (I) directly attributable to such acquisition, investment, merger, amalgamation or disposition, (II) expected to have a continuing impact on Lamar Media and its restricted subsidiaries and (III) factually supportable, in each case all as certified by the chief financial officer of Lamar Media) on behalf of Lamar Media, and excluding minus (c) to the extent included in net income for such period (determined without duplication and in accordance with GAAP) (i) any extraordinary and unusual gains or losses during such period, and (ii) the proceeds of any casualty events and dispositions. For purposes hereof, the effect thereon of any adjustments required under Statement of Financial Accounting Standards No. 141R shall be excluded. If during any period for which EBITDA is being determined, we have consummated any acquisition or disposition, EBITDA will be determined on a pro forma basis as if such acquisition or disposition had been made or consummated on the first day of such period.

Under the senior credit facility, “net income” means for any period, the consolidated net income (or loss) of Lamar Advertising, us, and our restricted subsidiaries, determined on a consolidated basis in accordance with GAAP; provided that following is excluded from net income: the (a) the income (or deficit) of any person accrued prior to the date it becomes a restricted subsidiary or is merged into or consolidated with Lamar Advertising, us or any of our restricted subsidiaries, and (b) the income (or deficit) of any person (other than any of our restricted subsidiaries) in which Lamar Advertising, we or any of our subsidiaries has an ownership interest, except to the extent that any such income is received by Lamar Advertising, us or any of our restricted subsidiaries in the form of dividends or similar distributions.

The Company believes that its current level of cash on hand, availability under the senior credit facility and future cash flows from operations are sufficient to meet its operating needs for the next twelve months. All debt obligations are reflected on the Company’s balance sheet.

Restrictions under Accounts Receivable Securitization Program. The agreements governing the Accounts Receivable Securitization Program contain customary representations and warranties, affirmative and negative covenants, and termination event provisions, including but not limited to those providing for the acceleration of amounts owed under the Accounts Receivable Securitization Program if, among other things, the Special Purpose Subsidiaries fail to make payments when due, Lamar Media, the Subsidiary Originators or the Special Purpose Subsidiaries become insolvent or subject to bankruptcy proceedings or certain judicial judgments, breach certain representations and warranties or covenants or default under other material indebtedness, a change of control occurs, or if Lamar Media fails to maintain the maximum secured debt ratio of 4.5 to 1.0 required under Lamar Media's senior credit facility.

Uses of Cash

Capital Expenditures. Capital expenditures, excluding acquisitions, were approximately $41.4 million for the six months ended June 30, 2021. We anticipate our 2021 total capital expenditures to be approximately $135.0 million.

Acquisitions. During the six months ended June 30, 2021, the Company completed acquisitions for an aggregate purchase price of approximately $27.2 million, which were financed using available cash on hand.

Investments. On July 12, 2021, Lamar acquired a minority stake in Vistar Media ("Vistar"), a leading global provider of programmatic technology for the digital out-of-home sector. Management believes that Lamar's investment of $30.0 million will help Vistar strengthen its balance sheet, expand its research and development and extend its reach into new markets. Lamar will receive a seat on Vistar's Board of Directors.

Note Redemption. On February 3, 2021, the Company redeemed in full all $650.0 million aggregate principal amount 5 3/4% Senior Notes due 2026. The 5 3/4% Senior Notes redemption was completed using the proceeds received from the 3 5/8% Senior Notes offering completed on January 22, 2021, together with cash on hand and borrowings under the revolving credit facility and Accounts Receivable Securitization Program. The notes were redeemed at a redemption price equal to 102.875% of the aggregate principal amount of the outstanding notes, plus accrued and unpaid interest to (but not including) the redemption date. During the six months ended June 30, 2021, the Company recorded a loss on debt extinguishment of approximately $21.6 million related to the note redemption. See *Sources of Cash- Note Offerings* for more information.

*Dividends***.** On February 25, 2021, the Company's Board of Directors declared a quarterly cash dividend of $0.75 per share, paid on March 31, 2021 to its stockholders of record of its Class A common stock and Class B common stock on March 22, 2021. On May 20, 2021, the Company's Board of Directors declared a quarterly cash dividend of $0.75 per share, paid on June 30, 2021 to its stockholders of record of its Class A common stock and Class B common stock on June 21, 2021. Subject to approval of the Company's Board of Directors, the Company expects to increase its quarterly dividend to $1.00 per share of common stock for the upcoming third and fourth quarter 2021 distributions to stockholders.

As a REIT, the Company must annually distribute to its stockholders an amount equal to at least 90% of its REIT taxable income (determined before the deduction for distributed earnings and excluding any net capital gain). The amount, timing and frequency of future distributions will be at the sole discretion of the Board of Directors and will be declared based upon various factors, a number of which may be beyond the Company's control, including financial condition and operating cash flows, the amount required to maintain REIT status and reduce any income and excise taxes that the Company otherwise would be required to pay, limitations on distributions in our existing and future debt instruments, the Company's ability to utilize net operating losses to offset, in whole or in part, the Company's distribution requirements, limitations on its ability to fund distributions using cash generated through its Taxable REIT Subsidiaries ("TRSs"), the impact of COVID-19 on the Company's operations and other factors that the Board of Directors may deem relevant.

Special Purpose Acquisition Company. On April 6, 2021, Lamar Partnering Corporation ("LPC"), a newly formed special purpose acquisition company and indirect wholly-owned subsidiary of the Company, filed a Registration Statement on Form S-1, with the Securities and Exchange Commission. Subject to market conditions, LPC's proposed public offering is expected to have a base offering size of $300.0 million, or up to $345.0 million if the underwriters' over-allotment is exercised in full. The Company, through an indirect wholly-owned subsidiary, would own approximately 20% of LPC's issued and outstanding ordinary shares upon the consummation of the proposed offering. The Company intends to commit to acquire up to $100.0 million of forward purchase units in a forward purchase agreement that would close concurrently with LPC's consummation of an initial business combination. As of June 30, 2021, the Company incurred $0.7 million in deferred offering costs related to the proposed offering, which is included in other assets on our Condensed Consolidated Balance Sheet.

Stock and Debt Repurchasing Program. On March 16, 2020, the Company's Board of Directors authorized the repurchase of up to $250.0 million of the Company's Class A common stock. Additionally, the Board of Directors has authorized Lamar Media to repurchase up to $250.0 million in outstanding senior or senior subordinated notes and other indebtedness outstanding from time to time under its senior credit agreement. The repurchase program will expire on September 30, 2021 unless extended by the Board of Directors. There were no repurchases under the program as of June 30, 2021. The Company's management may opt not to make any repurchases under the program, or may make aggregate purchases less than the total amount authorized.

Off-Balance Sheet Arrangements

Our off-balance sheet commitments consist of guaranteed minimum payments to local transit municipalities and airport authorities for agreements which entitle us to rent advertising space to customers, in airports and on buses, benches or shelters.

Commitments and Contingencies

As of June 30, 2021, we had outstanding debt of approximately $2.78 billion. In the future, Lamar Media has principal reduction obligations and revolver commitment reductions under the senior credit facility. In addition, it has fixed commercial commitments. These commitments are detailed on a contractual basis as follows:

		Payments Due by Period			
Contractual Obligations	**Total**	**Less Than 1 Year**	**1 - 3 Years**	**3 - 5 Years**	**After 5 Years**
			(In millions)		
Long-term debt	$ 2,783.7	$ 122.2	$ 0.8	$ 0.8	$ 2,659.9
Interest obligations on long-term debt[1]	731.7	94.6	187.5	187.5	262.1
Billboard site, transit and other operating and financing leases	1,683.7	116.3	428.0	316.1	823.3
Total payments due	$ 5,199.1	$ 333.1	$ 616.3	$ 504.4	$ 3,745.3

(1) Interest rates on our variable rate instruments are assuming rates at the June 2021 levels.

		Amount of Expiration Per Period			
Other Commercial Commitments	**Total Amount Committed**	**Less Than 1 Year**	**1 - 3 Years**	**3 - 5 Years**	**After 5 Years**
			(In millions)		
Revolving Bank Facility[2]	$ 750.0	$ —	$ —	$ 750.0	$ —
Standby Letters of Credit[3]	$ 14.4	$ 13.7	$ 0.7	$ —	$ —

(2) Lamar Media had no outstanding borrowings under the revolving credit facility as of June 30, 2021.

(3) The standby letters of credit are issued under the revolving credit facility and reduce the availability of the facility by the same amount.

Critical Accounting Estimates

Our discussion and analysis of our results of operations and liquidity and capital resources are based on our condensed consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. There have been no material changes to the critical accounting policies and estimates as previously disclosed in Item 7 of our 2020 Combined Form 10-K.

Accounting Standards Update

In December 2019, the FASB issued ASU 2019-12, *Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes*, which simplifies the accounting for income taxes by removing specific exceptions to the general principles in Topic 740 - Income Taxes. This guidance is effective for years beginning after December 15, 2020. The Company adopted this guidance on January 1, 2021 and the impact of the adoption is not material to the Company's consolidated financial statements.

LAMAR MEDIA CORP.

The following is a discussion of the consolidated financial condition and results of operations of Lamar Media for the three and six months ended June 30, 2021 and 2020. This discussion should be read in conjunction with the consolidated financial statements of Lamar Media and the related notes thereto.

RESULTS OF OPERATIONS

Six months ended June 30, 2021 compared to six months ended June 30, 2020

Net revenues increased $61.7 million or 8.2% to $815.9 million for the six months ended June 30, 2021 from $754.2 million for the same period in 2020. This increase was primarily attributable to an increase in billboard net revenues of $71.9 million offset by a decrease in transit net revenues, due to the effects of the ongoing COVID-19 pandemic, of $6.9 million, over the same period in 2020.

For the six months ended June 30, 2021, there was a $66.4 million increase in net revenues as compared to acquisition-adjusted net revenue for the six months ended June 30, 2020, which represents an increase of 8.9%. See “Reconciliations” below. The $66.4 million increase in revenue is primarily due to a $70.6 million increase in billboard net revenues offset by a decrease in transit net revenues, due to the effects of the ongoing COVID-19 pandemic, of $4.6 million over the same period in 2020.

Total operating expenses, exclusive of depreciation and amortization and gain on disposition of assets, decreased $10.2 million, or 2.2%, to $458.0 million for the six months ended June 30, 2021 from $468.2 million in the same period in 2020. The $10.2 million decrease over the prior year is comprised of a $13.5 million decrease in total direct, general and administrative and corporate expenses (excluding stock-based compensation) primarily related to the operations of our outdoor advertising assets, offset by a $3.3 million increase in stock-based compensation.

Depreciation and amortization expense decreased $4.9 million to $121.4 million for the six months ended June 30, 2021 as compared to $126.3 million for the same period in 2020.

For the six months ended June 30, 2021, Lamar Media recognized a gain on disposition of assets of $1.9 million, primarily resulting from transactions related to billboard locations.

Due to the above factors, operating income increased by $75.2 million to $238.5 million for the six months ended June 30, 2021 as compared to $163.3 million for the same period in 2020.

Lamar Media recognized a loss on debt extinguishment of $21.6 million for the six months ended June 30, 2021, a $3.4 million increase over the same period in 2020. The loss on debt extinguishment during the six months ended June 30, 2021 relates to the early repayment of our 5 3/4% Senior Notes during the period.

Interest expense decreased $17.5 million for the six months ended June 30, 2021 to $54.5 million as compared to $72.0 million for the six months ended June 30, 2020. The decrease is primarily related to Lamar Media's debt transactions completed in 2020 and 2021, as well as a reduction in our senior credit facility interest rates.

The increase in operating income and decrease in interest expense, offset by the increase in loss on extinguishment of debt, resulted in an $89.3 million increase in net income before income taxes. The effective tax rate for the six months ended June 30, 2021 was 2.6%, which differs from the federal statutory rate primarily due to our qualification for taxation as a REIT and adjustments for foreign items.

As a result of the above factors, Lamar Media recognized net income for the six months ended June 30, 2021 of $158.5 million, as compared to net income of $72.2 million for the same period in 2020.

Reconciliations:

Because acquisitions occurring after December 31, 2019 have contributed to our net revenue results for the periods presented, we provide 2020 acquisition-adjusted net revenue, which adjusts our 2020 net revenue for the six months ended June 30, 2020 by adding to or subtracting from it the net revenue generated by the acquired or divested assets prior to our acquisition or divestiture of these assets for the same time frame that those assets were owned in the six months ended June 30, 2021.

Reconciliations of 2020 reported net revenue to 2020 acquisition-adjusted net revenue for the six months ended June 30, as well as a comparison of 2020 acquisition-adjusted net revenue to 2021 reported net revenue for the six months ended June 30, are provided below:

Reconciliation and Comparison of Reported Net Revenue to Acquisition-Adjusted Net Revenue

	Six Months Ended June 30,	
	2021	2020
	(in thousands)	
Reported net revenue	$ 815,933	$ 754,221
Acquisition net revenue	—	(4,729)
Adjusted totals	$ 815,933	$ 749,492

Key Performance Indicators

Net Income/Adjusted EBITDA

(in thousands)

	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020	Amount of Increase (Decrease)	Percent Increase (Decrease)
Net income	$ 158,499	$ 72,151	$ 86,348	119.7 %
Income tax expense	4,210	1,296	2,914	
Loss on debt extinguishment	21,604	18,184	3,420	
Interest expense (income), net	54,157	71,621	(17,464)	
Gain on disposition of assets	(1,896)	(3,519)	1,623	
Depreciation and amortization	121,371	126,311	(4,940)	
Capitalized contract fulfillment costs, net	(900)	1,036	(1,936)	
Stock-based compensation expense	9,464	6,162	3,302	
Adjusted EBITDA	$ 366,509	$ 293,242	$ 73,267	25.0 %

Adjusted EBITDA for the six months ended June 30, 2021 increased 25.0% to $366.5 million. The increase in adjusted EBITDA was primarily attributable to an increase in our gross margin (net revenue less direct advertising expense, exclusive of depreciation and amortization and capitalized contract fulfillment costs, net) of $75.5 million, as well as a decrease in total general and administrative and corporate expenses of $1.6 million, excluding the impact of stock-based compensation expense.

Net Income/FFO/AFFO

(in thousands)

	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020	Amount of Increase (Decrease)	Percent Increase (Decrease)
Net income	$ 158,499	$ 72,151	$ 86,348	119.7 %
Depreciation and amortization related to real estate	115,815	120,453	(4,638)	
Gain from sale or disposal of real estate, net of tax	(1,795)	(3,098)	1,303	
Adjustments for unconsolidated affiliates and non-controlling interest	285	389	(104)	
FFO	$ 272,804	$ 189,895	$ 82,909	43.7 %
Straight line expense	1,729	1,733	(4)	
Capitalized contract fulfillment costs, net	(900)	1,036	(1,936)	
Stock-based compensation expense	9,464	6,162	3,302	
Non-cash portion of tax provision	1,743	(1,313)	3,056	
Non-real estate related depreciation and amortization	5,556	5,858	(302)	
Amortization of deferred financing costs	2,962	2,878	84	
Loss on extinguishment of debt	21,604	18,184	3,420	
Capital expenditures – maintenance	(19,603)	(14,492)	(5,111)	
Adjustments for unconsolidated affiliates and non-controlling interest	(285)	(389)	104	
AFFO	$ 295,074	$ 209,552	$ 85,522	40.8 %

FFO for the six months ended June 30, 2021 increased from $189.9 million in 2020 to $272.8 million for the same period in 2021, an increase of 43.7%. AFFO for the six months ended June 30, 2021 increased 40.8% to $295.1 million as compared to $209.6 million for the same period in 2020. The increase in AFFO was primarily attributable to an increase in our gross margin (net revenue less direct advertising expense, exclusive of depreciation and amortization and capitalized contract fulfillment costs, net) as well as a decrease in total general and administrative and corporate expenses (excluding the effect of stock-based compensation expense).

Three months ended June 30, 2021 compared to three months ended June 30, 2020

Net revenues increased $97.4 million or 28.0% to $445.1 million for the three months ended June 30, 2021 from $347.7 million for the same period in 2020. This increase was primarily attributable to an increase in billboard and transit net revenues of $93.2 million and $5.6 million, respectively, over the same period in 2020.

For the three months ended June 30, 2021, there was a $99.7 million increase in net revenues as compared to acquisition-adjusted net revenue for the three months ended June 30, 2021, which represents an increase of 28.9%. See "Reconciliations" below. The $99.7 million increase in revenue is primarily due to a $92.5 million and $6.7 million increase in billboard and transit net revenues, respectively.

Total operating expenses, exclusive of depreciation and amortization and gain on disposition of assets, increased $18.4 million, or 8.4%, to $236.5 million for the three months ended June 30, 2021 from $218.1 million in the same period in 2020. The $18.4 million increase over the prior year is comprised of a $15.3 million increase in total direct, general and administrative and corporate expenses (excluding stock-based compensation) primarily related to the operations of our outdoor advertising assets, as well as a $3.1 million increase in stock-based compensation.

Depreciation and amortization expense decreased $3.4 million to $60.6 million for the three months ended June 30, 2021 as compared to $64.0 million for the same period in 2020.

For the three months ended June 30, 2021, Lamar Media recognized a gain on disposition of assets of $1.5 million, primarily resulting from transactions related to billboard locations.

Due to the above factors, operating income increased by $82.9 million to $149.4 million for the three months ended June 30, 2021 as compared to $66.6 million for the same period in 2020.

Interest expense decreased $9.1 million for the three months ended June 30, 2021 to $26.4 million as compared to $35.4 million for the three months ended June 30, 2020. The decrease is primarily related to Lamar Media's debt transactions completed in 2020 and 2021, as well as a reduction in our senior credit facility interest rates.

The increase in operating income and decrease in interest expense resulted in a $91.9 million increase in net income before income taxes. The effective tax rate for the three months ended June 30, 2021 was 2.6%, which differs from the federal statutory rate primarily due to our qualification for taxation as a REIT and adjustments for foreign items.

As a result of the above factors, Lamar Media recognized net income for the three months ended June 30, 2021 of $120.0 million, as compared to net income of $31.5 million for the same period in 2020.

Reconciliations:

Because acquisitions occurring after December 31, 2019 have contributed to our net revenue results for the periods presented, we provide 2020 acquisition-adjusted revenue, which adjusts our 2020 net revenue for the three months ended June 30, 2021 by adding to or subtracting from it the net revenue generated by the acquired or divested assets prior to our acquisition or divestiture of these assets for the same time frame that those assets were owned in the three months ended June 30, 2021.

Reconciliations of 2020 reported net revenue to 2020 acquisition-adjusted net revenue for the three months ended June 30, as well as a comparison of 2020 acquisition-adjusted net revenue to 2021 reported net revenue for the three months ended June 30, are provided below:

Reconciliation and Comparison of Reported Net Revenue to Acquisition-Adjusted Net Revenue

	Three Months Ended June 30,	
	2021	2020
	(in thousands)	
Reported net revenue	$ 445,052	$ 347,652
Acquisition net revenue	—	(2,328)
Adjusted totals	$ 445,052	$ 345,324

Key Performance Indicators

Net Income/Adjusted EBITDA

(in thousands)

	Three Months Ended June 30, 2021	Three Months Ended June 30, 2020	Amount of Increase (Decrease)	Percent of Increase (Decrease)
Net income	$ 120,033	$ 31,534	$ 88,499	280.6 %
Income tax expense (benefit)	3,200	(240)	3,440	
Loss on debt extinguishment	—	5	(5)	
Interest expense (income), net	26,177	35,258	(9,081)	
Gain on disposition of assets	(1,481)	(1,015)	(466)	
Depreciation and amortization	60,622	63,998	(3,376)	
Capitalized contract fulfillment costs, net	(400)	1,036	(1,436)	
Stock-based compensation expense	5,789	2,725	3,064	
Adjusted EBITDA	$ 213,940	$ 133,301	$ 80,639	60.5 %

Adjusted EBITDA for the three months ended June 30, 2021 increased 60.5% to $213.9 million. The increase in adjusted EBITDA was primarily attributable to an increase in our gross margin (net revenue less direct advertising expense, exclusive of depreciation and amortization and capitalized contract fulfillment costs, net) of $92.4 million, and was offset by an increase in total general and administrative and corporate expenses of $8.9 million, excluding the impact of stock-based compensation expense.

Net Income/FFO/AFFO

(in thousands)

	Three Months Ended June 30, 2021	Three Months Ended June 30, 2020	Amount of Increase (Decrease)	Percent of Increase (Decrease)
Net income	$ 120,033	$ 31,534	$ 88,499	280.6 %
Depreciation and amortization related to real estate	57,852	61,089	(3,237)	
Gain from sale or disposal of real estate, net of tax	(1,412)	(555)	(857)	
Adjustments for unconsolidated affiliates and non-controlling interest	132	140	(8)	
FFO	$ 176,605	$ 92,208	$ 84,397	91.5 %
Straight line expense	954	679	275	
Capitalized contract fulfillment costs, net	(400)	1,036	(1,436)	
Stock-based compensation expense	5,789	2,725	3,064	
Non-cash portion of tax provision	2,763	(894)	3,657	
Non-real estate related depreciation and amortization	2,770	2,909	(139)	
Amortization of deferred financing costs	1,591	1,500	91	
Loss on extinguishment of debt	—	5	(5)	
Capital expenditures - maintenance	(11,699)	(3,863)	(7,836)	
Adjustments for unconsolidated affiliates and non-controlling interest	(132)	(140)	8	
AFFO	$ 178,241	$ 96,165	$ 82,076	85.3 %

FFO for the three months ended June 30, 2021 increased from $92.2 million in 2020 to $176.6 million in 2021, an increase of 91.5%. AFFO for the three months ended June 30, 2021 increased 85.3% to $178.2 million as compared to $96.2 million for the same period in 2020. The increase in AFFO was primarily attributable to an increase in our gross margin (net revenue less direct advertising expense, exclusive of depreciation and amortization and capitalized contract fulfillment costs, net) as well as an increase in total general and administrative and corporate expenses (excluding the effect of stock-based compensation expense).

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Lamar Advertising Company and Lamar Media Corp.

Lamar Advertising is exposed to interest rate risk in connection with variable rate debt instruments issued by its wholly owned subsidiary Lamar Media. The information below summarizes the Company's interest rate risk associated with its principal variable rate debt instruments outstanding at June 30, 2021, and should be read in conjunction with Note 10 of the Notes to the Company's Condensed Consolidated Financial Statements.

Lamar Media has variable-rate debt outstanding under its senior credit facility and its Accounts Receivable Securitization Program. Because interest rates may increase or decrease at any time, the Company is exposed to market risk as a result of the impact that changes in interest rates may have on the applicable borrowings outstanding. Increases in the interest rates applicable to these borrowings would result in increased interest expense and a reduction in the Company's net income.

At June 30, 2021 there was approximately $721.1 million of indebtedness outstanding under the senior credit facility and the Accounts Receivable Securitization Program, or approximately 25.5% of the Company's outstanding long-term debt on that date, bearing interest at variable rates. The aggregate interest expense for 2021 with respect to borrowings under the senior credit facility and the Accounts Receivable Securitization Program was $6.5 million, and the weighted average interest rate applicable to these borrowings during 2021 was 1.4%. Assuming that the weighted average interest rate was 200 basis points higher (that is 3.4% rather than 1.4%), then the Company's 2021 interest expense would have increased by approximately $7.6 million for the six months ended June 30, 2021.

The Company attempts to mitigate the interest rate risk resulting from its variable interest rate long-term debt instruments by issuing fixed rate long-term debt instruments and maintaining a balance over time between the amount of the Company's variable rate and fixed rate indebtedness. In addition, the Company has the capability under the senior credit facility to fix the interest applicable to its borrowings at an amount equal to Adjusted LIBO Rate or Adjusted Base Rate plus the applicable margin for periods of up to twelve months (in certain cases with the consent of the lenders), which would allow the Company to mitigate the impact of short-term fluctuations in market interest rates. In the event of an increase in interest rates, the Company may take further actions to mitigate its exposure. The Company cannot guarantee, however, that the actions that it may take to mitigate this risk will be feasible or that, if these actions are taken, that they will be effective.

ITEM 4. CONTROLS AND PROCEDURES

a) *Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures.*

The Company's and Lamar Media's management, with the participation of the principal executive officer and principal financial officer of the Company and Lamar Media, have evaluated the effectiveness of the design and operation of the Company's and Lamar Media's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this quarterly report. Based on this evaluation, the principal executive officer and principal financial officer of the Company and Lamar Media concluded that these disclosure controls and procedures are effective and designed to ensure that the information required to be disclosed in the Company's and Lamar Media's reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the requisite time periods.

b) *Changes in Internal Control Over Financial Reporting.*

There have been no changes in the internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) of the Company and Lamar Media identified in connection with the evaluation of the Company's and Lamar Media's internal control performed during the last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's and Lamar Media's internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1A. RISK FACTORS

Our operations and financial results are subject to various risks and uncertainties, including those described in Part I, Item 1A, “Risk Factors” in our combined Annual Report on Form 10-K for the year ended December 31, 2020, which could adversely affect our business, financial condition, results of operations, cash flows, and the trading price of our Class A common stock. There have been no material changes to our risk factors since our combined Annual Report on Form 10-K for the year ended December 31, 2020.

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

None

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of Lamar Advertising Company (the "Company"), as filed with the Secretary of the State of Delaware effective as of November 18, 2014. Previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 1-36756) filed on November 19, 2014 and incorporated herein by reference.
3.2	Certificate of Merger, effective as of November 18, 2014. Previously filed as Exhibit 3.2 to the Company's Current Report on Form 8-K (File No. 1-36756) filed on November 19, 2014 and incorporated herein by reference.
3.3	Amended and Restated Certificate of Incorporation of Lamar Media Corp. ("Lamar Media") Previously filed as Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2007 (File No. 0-30242) filed on May 10, 2007 and incorporated herein by reference.
3.4	Amended and Restated Bylaws of the Company, adopted as of November 18, 2014. Previously filed as Exhibit 3.3 to the Company's Current Report on Form 8-K (File No. 1-36756) filed on November 19, 2014 and incorporated herein by reference.
3.5	Amended and Restated Bylaws of Lamar Media. Previously filed as Exhibit 3.1 to Lamar Media's Quarterly Report on Form 10-Q for the period ended September 30, 1999 (File No. 1-12407) filed on November 12, 1999 and incorporated herein by reference.
4.1	Agreement of Resignation, Appointment and Acceptance, dated as of June 14, 2021, by and among Lamar Media Corp., as issuer, U.S. Bank National Association, as successor trustee, and The Bank of New York Mellon Trust Company, N.A., as resigning trustee. Previously filed as Exhibit 4.1 to the Company's Current Report on Form 8-K (File No. 1-36756) filed on June 21, 2021 and incorporated herein by reference.
10.1	Fifth Amendment to the Receivables Financing Agreement, dated as of May 24, 2021, among Lamar Media, as Initial Servicer, the SPEs, as Borrowers, and PNC Bank, National Association, as Administrative Agent and a Lender. Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 1-36756) filed on May 28, 2021 and incorporated herein by reference.
31.1	Certification of the Chief Executive Officer of the Company and Lamar Media pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.
31.2	Certification of the Chief Financial Officer of the Company and Lamar Media pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.
32.1	Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Filed herewith.
101	The following financial statements from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2021, formatted in Inline XBRL: (i) Condensed Consolidated Balance Sheets, (ii) Condensed Consolidated Statements of Income and Comprehensive Income, (iii) Condensed Consolidated Statements of Stockholders' Equity, (iv) Condensed Consolidated Statements of Cash Flows, and (v) Notes to the Condensed Consolidated Financial Statements, tagged as blocks of text and including detailed tags.
104	Cover Page Interactive Date File (formatted as Inline XBRL and contained in Exhibit 101).

SIGNATURES

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

LAMAR ADVERTISING COMPANY

DATED: August 5, 2021	BY:	/s/ Jay L. Johnson
		Executive Vice President, Chief Financial Officer and Treasurer

LAMAR MEDIA CORP.

DATED: August 5, 2021	BY:	/s/ Jay L. Johnson
		Executive Vice President, Chief Financial Officer and Treasurer

Exhibit 31.1

CERTIFICATION

I, Sean E. Reilly, certify that:

1. I have reviewed this combined quarterly report on Form 10-Q of Lamar Advertising Company and Lamar Media Corp.;

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 registrants as of, and for, the periods presented in this report;

4. The registrants' other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrants 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 registrants, including their 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 registrants' 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 registrants' internal control over financial reporting that occurred during the registrants' most recent fiscal quarter (the registrants' fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrants' internal control over financial reporting; and

5. The registrants' other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrants' auditors and the audit committee of the registrants' 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 registrants' abilities 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 registrants' internal control over financial reporting.

Date: August 5, 2021

/s/ Sean E. Reilly

Sean E. Reilly
Chief Executive Officer, Lamar Advertising Company
Chief Executive Officer, Lamar Media Corp.

Exhibit 31.2

CERTIFICATION

I, Jay L. Johnson, certify that:

1. I have reviewed this combined quarterly report on Form 10-Q of Lamar Advertising Company and Lamar Media Corp.;

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 registrants as of, and for, the periods presented in this report;

4. The registrants' other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrants 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 registrants, including their 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 registrants' 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 registrants' internal control over financial reporting that occurred during the registrants' most recent fiscal quarter (the registrants' fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrants' internal control over financial reporting; and

5. The registrants' other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrants' auditors and the audit committee of the registrants' 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 registrants' abilities 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 registrants' internal control over financial reporting.

Date: August 5, 2021

/s/ Jay L. Johnson

Jay L. Johnson
Chief Financial Officer, Lamar Advertising Company
Chief Financial Officer, Lamar Media Corp.

Exhibit 32.1

LAMAR ADVERTISING COMPANY
LAMAR MEDIA CORP.

Certification of Periodic Financial Report
Pursuant to 18 U.S.C. Section 1350
as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Each of the undersigned officers of Lamar Advertising Company ("Lamar Advertising") and Lamar Media Corp. ("Lamar Media") certifies, to his knowledge and solely for the purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the combined Quarterly Report on Form 10-Q of Lamar Advertising and Lamar Media for the period ended June 30, 2021 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in the combined Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Lamar Advertising and Lamar Media

Date: August 5, 2021

BY: /s/ Sean E. Reilly
Sean E. Reilly
Chief Executive Officer, Lamar Advertising Company
Chief Executive Officer, Lamar Media Corp.

Date: August 5, 2021

BY: /s/ Jay L. Johnson
Jay L. Johnson
Chief Financial Officer, Lamar Advertising Company
Chief Financial Officer, Lamar Media Corp.