



February 13, 2024

Fourth Quarter 2024 Earnings Presentation



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Disclaimer

Forward-Looking Statements

This presentation and the accompanying oral commentary (this “presentation”) contain forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. Words such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “hope,” “intend,” “may,” “might,” “should,” “would,” “will,” “understand” and similar words are intended to identify forward looking statements. These forward-looking statements include but are not limited to, statements regarding our future operating results and financial position, our business strategy and plans, our objectives for future operations, macroeconomic trends, foreign exchange, interest rate and inflation expectations, any mergers, acquisitions, divestitures and strategic investments, including the completion and integration of previously completed transactions, our future share capitalization and any exercise, exchange or other settlement of our outstanding warrants and other securities. There are a significant number of factors that could cause actual results to differ materially from statements made in this presentation, including changes in domestic and foreign business, market, economic, financial, political and legal conditions, including related to matters affecting Russia, the relationship between the United States and China, conflict in the Middle East and risks of slowing economic growth or economic recession in the United States and globally; developments in the government budgets (defense and non-defense) in the United States and other countries, including budget reductions, sequestration, implementation of spending limits or changes in budgetary priorities, delays in the government budget process, a U.S. government shutdown or the U.S. government’s failure to raise the debt ceiling; risks related to the public’s perception of nuclear radiation and nuclear technologies; risks related to the continued growth of our end markets; our ability to win new customers and retain existing customers; our ability to realize sales expected from our backlog of orders and contracts; risks related to governmental contracts; our ability to mitigate risks associated with long-term fixed price contracts, including risks related to inflation; risks related to information technology system failures or other disruptions or cybersecurity, data security or other security threats; risks related to the implementation and enhancement of information systems; our ability to manage our supply chain or difficulties with third-party manufacturers; risks related to competition; our ability to manage disruptions of, or changes in, our independent sales representatives, distributors and original equipment manufacturers; our ability to realize the expected benefit from strategic transactions, such as acquisitions, divestitures and investments, including any synergies, or internal restructuring and improvement efforts; our ability to issue debt, equity or equity-linked securities in the future; risks related to changes in tax law and ongoing tax audits; risks related to future legislation and regulation both in the United States and abroad; risks related to the costs or liabilities associated with product liability claims; our ability to attract, train and retain key members of our leadership team and other qualified personnel; risks related to the adequacy of our insurance coverage; risks related to the global scope of our operations, including operations in international and emerging markets; risks related to our exposure to fluctuations in foreign currency exchange rates, interest rates and inflation, including the impact on our debt service costs; our ability to comply with various laws and regulations and the costs associated with legal compliance; risks related to the outcome of any litigation, government and regulatory proceedings, investigations and inquiries; risks related to our ability to protect or enforce our proprietary rights on which our business depends or third-party intellectual property infringement claims; liabilities associated with environmental, health and safety matters; our ability to predict our future operational results; risks associated with our limited history of operating as an independent company; and the effects of health epidemics, pandemics and similar outbreaks may have on our business, results of operations or financial condition. Further information on risks, uncertainties and other factors that could affect our financial results are included in the filings we make with the Securities and Exchange Commission (the “SEC”) from time to time, including our Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q and other periodic reports filed or to be filed with the SEC.

You should not rely on these forward-looking statements, as actual outcomes and results may differ materially from those contemplated by these forward- looking statements as a result of such risks and uncertainties. All forward-looking statements are based on information available to us as of the date hereof, and we do not assume any obligation to update the forward-looking statements provided to reflect events that occur or circumstances that exist after the date on which they were made.

Basis of Presentation

As a result of the business combination (the “Business Combination”) between Mirion Technologies (TopCo), Ltd. and GS Acquisition Holdings Corp II (“GSAH”), the Company’s financial statement presentation distinguishes Mirion TopCo as the “Predecessor” until the closing date of the Business Combination, October 20, 2021 (the “Closing Date”). Mirion Technologies, Inc. (“Mirion” or the “Company”), which includes the combination of Mirion TopCo and GSAH subsequent to the Business Combination, is the “Successor” for periods starting from the Closing Date. As a result of the application of the acquisition method of accounting in the Successor period, the financial statements for the Successor period are presented on a full step-up basis as a result of the Business Combination, and are therefore not comparable to the financial statements of the Predecessor period that are not presented on the same full step-up basis due to the Business Combination.

Non-GAAP Financial Measures

In addition to our results determined in accordance with GAAP, we believe non-GAAP measures are useful in evaluating our operating performance, including Organic Revenue, Adjusted Gross Profit Margin, Adjusted EBITDA, Adjusted EPS, Adjusted Free Cash Flow, Adjusted Net Income, Organic Order Growth and Net Leverage. We use this non-GAAP financial information to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that non-GAAP financial information, when taken collectively, may be helpful to investors because it provides consistency and comparability with past financial performance. However, non-GAAP financial information is presented for supplemental informational purposes only, has limitations as an analytical tool, and should not be considered in isolation or as a substitute for financial information presented in accordance with GAAP. Other companies, including companies in our industry, may calculate similarly titled non-GAAP measures differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of our non-GAAP financial measures as tools for comparison. See the footnotes on the slides where these measures are discussed and the Non-GAAP reconciliations in the Appendix for a description of these non-GAAP financial measures and reconciliations to the most directly comparable GAAP financial measures. Additionally, forward-looking non-GAAP financial measures are presented on a non-GAAP basis without reconciliations of such forward-looking non-GAAP measures due to the inherent difficulty in projecting and quantifying the various adjusting items necessary for such reconciliations, such as stock-based compensation expense, amortization and depreciation expense, merger and acquisition activity and purchase accounting adjustments, that have not yet occurred, are out of Mirion’s control or cannot be reasonably predicted. Accordingly, a reconciliation for our guidance for Organic Revenue Growth, Adjusted EBITDA, Adjusted EPS, Adjusted Free Cash Flow and Net Leverage is not available without unreasonable effort.

Industry and Market Data

In this presentation, we rely on and refer to information and statistics regarding market participants in the sectors in which Mirion competes and other industry data. We obtained this information and statistics from third-party sources, including reports by market research firms and company filings. Mirion has not independently verified the data obtained from these sources and cannot assure you of the data’s accuracy or completeness.

Key Messages

- Organic order growth of ~30% compared to Q4 2022 with 6th consecutive quarter of backlog expansion; record backlog position
- Consolidated Q4 2023 organic revenue growth of +5.3%; Medical +9.6% and Technologies +3.0%
- Adjusted EBITDA of \$61.0M in Q4 2023, Adjusted EBITDA margin of 26.5% - an expansion of 60-basis points from Q4 2022
- Adjusted Free Cash Flow of \$61.5M in Q4 2023; net leverage¹ at 3.0x; Net working capital was a source of \$27M of cash in Q4
- Initiating 2024 guidance: organic growth of 4% - 6%, Adjusted EBITDA of \$193M - \$203M, Adjusted Free Cash Flow of \$65M - \$85M

1) Net Leverage defined as total net debt divided by Proforma Adjusted EBITDA. See slide 14.

Market Performance Update

End Market	'23 Order Growth ¹	'23 % of Revenue	Commentary and Trends
Medical	5%	~36%	
Radiation Therapy Quality Assurance (RTQA)	7%	~20%	<ul style="list-style-type: none"> Strong international performance, driven largely by APAC and LATAM success Expect to see positive commercial momentum from software solutions
Dosimetry	(1)%	~9%	<ul style="list-style-type: none"> Stable market, subscription model with high recurring revenue Positive outlook due to new digital offering transitioning customer base Order timing dynamics between 4Q23 and 1Q24 impacting order growth
Nuclear Medicine	5%	~7% ~9%	<ul style="list-style-type: none"> Growth driven by increasing use of radiopharmaceuticals and demand for molecular imaging capabilities in emerging markets ec² performance in-line with expectations
Technologies	33%	~64%	
Nuclear	50%	+2% radiopharma ² ~37%	<ul style="list-style-type: none"> Clear visibility supported by backlog coverage heading into 2024 Strong installed base sustained by increased government subsidies and natural gas prices Sustained positive momentum in new build order pipeline; likely back-half of 2024
Defense & Diversified Industrials	14%	~10%	<ul style="list-style-type: none"> '23 order growth supported by ~\$20M of non-traditional defense orders Positive outlook for global military and defense market in 2024
Labs & Research	14%	~17% ~15%	<ul style="list-style-type: none"> Balanced view for '24 given U.S. election year budgetary dynamics '24 organic growth expected to be MSD coming off ~20%+ comp in '23
MIRION	22%		Vertical markets are robust and healthy

1) 2022 and 2023 full year order growth results reflect the 12-months ended December 31, 2022 and 2023, respectively; 2023 excludes reversal of \$9 million MBD order booked in 2019, SIS and ec² acquisitions and Biodex divestiture; 2022 excludes the impact of Hanhikivi

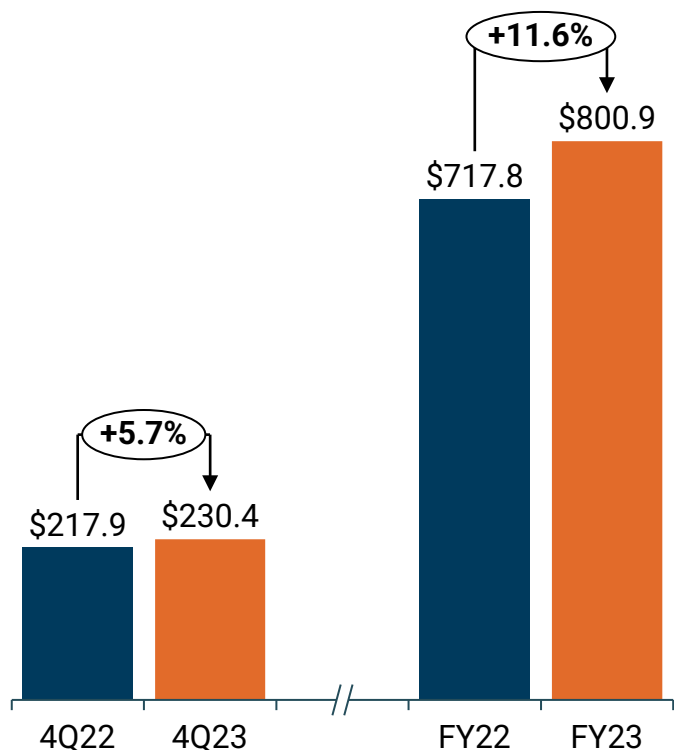
2) 2% of revenue reflects Technologies products sold into Medical end markets. This revenue is recognized with Technologies in our year-end results, but the above adjustment moves the 2% into Medical. Note that in previous updates, this business was accounted for in the Nuclear Medicine end market.

Mirion | 4th Quarter and Full Year Ended Dec. 31, 2023

Revenue

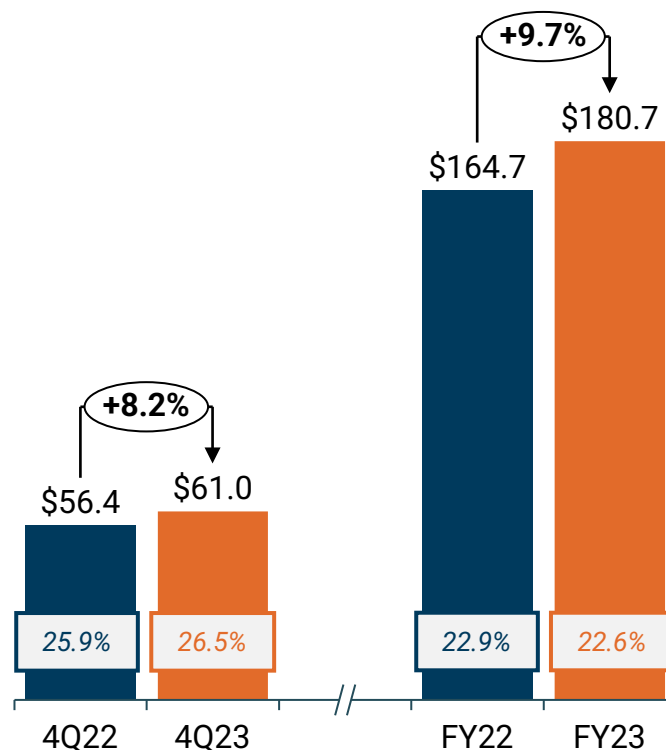
\$ millions | % percentage

%	4Q23 vs. 4Q22	FY23 vs. FY22
Organic	+5.3%	+9.3%
Acquisition	-1.1%	+1.5%
FX	+1.5%	+0.8%
Total	+5.7%	+11.6%



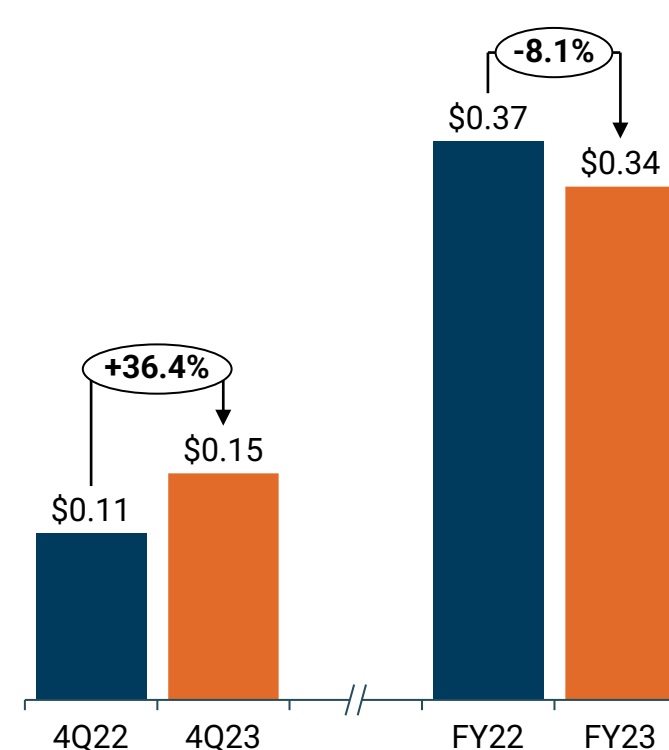
Adjusted EBITDA and Margin

\$ millions | % percentage



Adjusted EPS

\$ cents



Incremental year-over-year interest expense impacted FY23 Adjusted EPS

For a reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures, please see the Appendix.

References to Q4 2022 and Q4 2023 are to the three months ended December 31, 2022 and 2023, respectively.

References to FY 2022 and FY 2023 are to the twelve months ended December 31, 2022 and 2023, respectively.

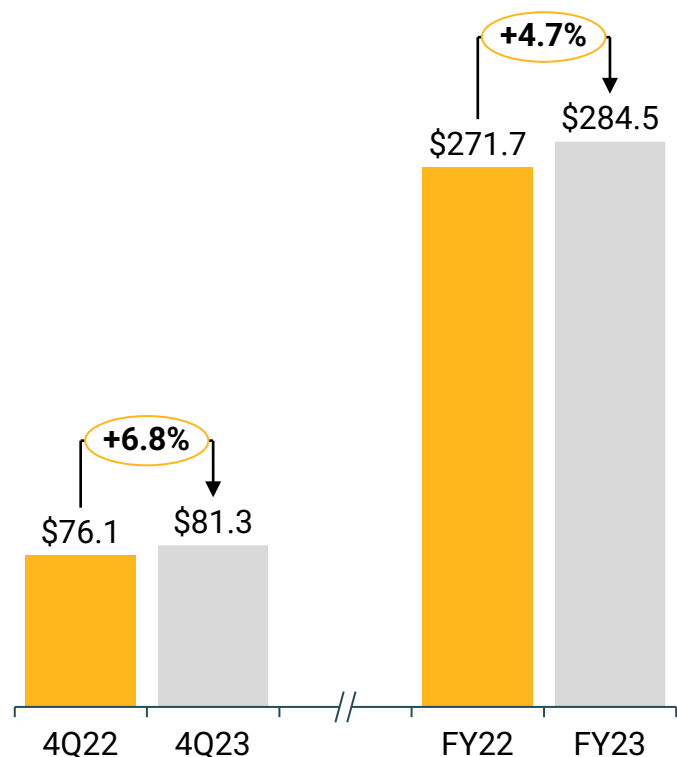
Adjusted EBITDA Margin calculated as Adjusted EBITDA divided by Revenue.

Medical | 4th Quarter and Full Year Ended 12/31/23

Revenue

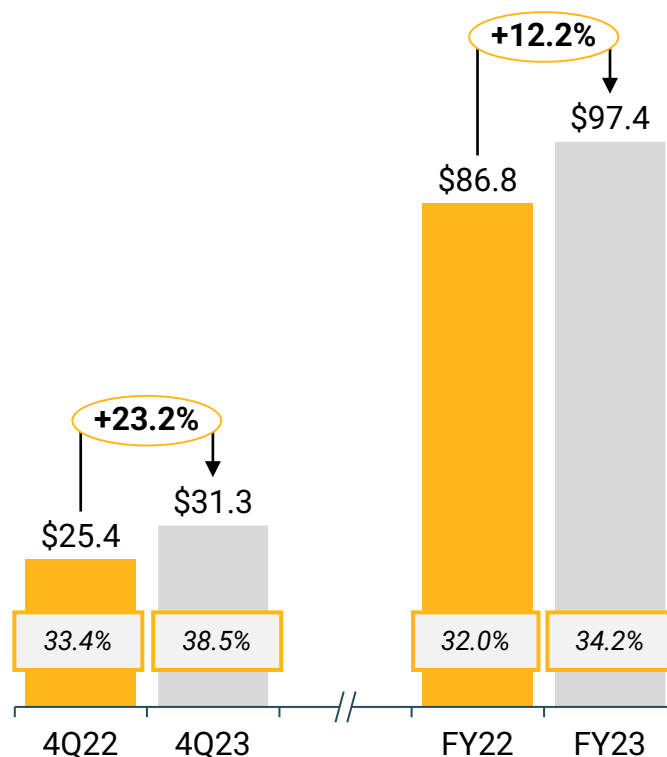
\$ millions | % percentage

%	4Q23 vs. 4Q22	FY23 vs. FY22
Organic	+9.6%	+8.1%
Acquisition	-3.2%	-3.7%
FX	+0.4%	+0.3%
Total	+6.8%	+4.7%



Adjusted EBITDA and Margin

\$ millions | % percentage



MEDICAL SEGMENT

Solid organic top-line growth on tough comp (+33.2% Q4 and +23.3% FY 2-year organic growth stacks)

~5% realized price contribution for the full year

Biodex divestiture positively impacted FY23 Medical Adjusted EBITDA margin by ~150 bps

ec² integration progressing well, performing in-line with expectations

Solid execution and margin expansion in 2023

For a reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures, please see the Appendix.

References to Q4 2022 and Q4 2023 are to the three months ended December 31, 2022 and 2023, respectively.

References to FY 2022 and FY 2023 are to the twelve months ended December 31, 2022 and 2023, respectively.

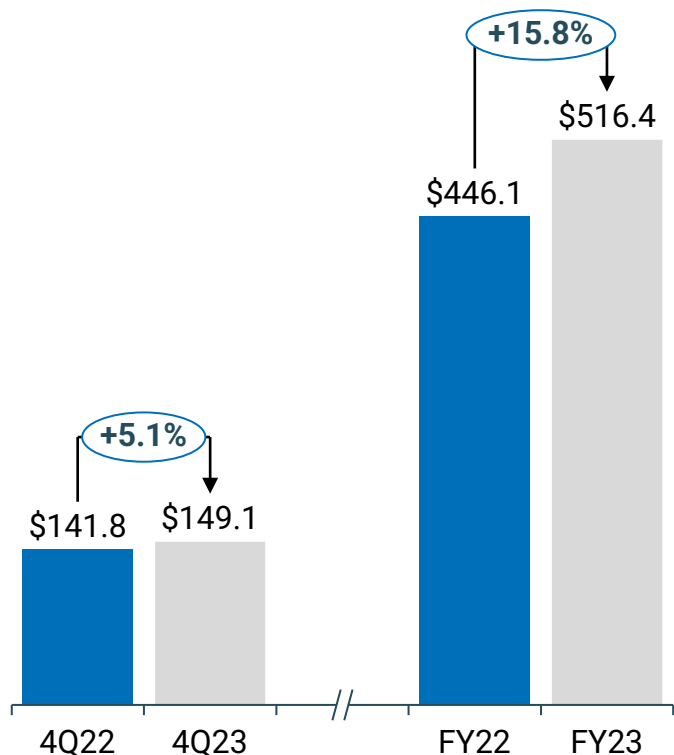
Adjusted EBITDA Margin calculated as Adjusted EBITDA divided by Revenue.

Technologies | 4th Quarter and Full Year Ended 12/31/23

Revenue

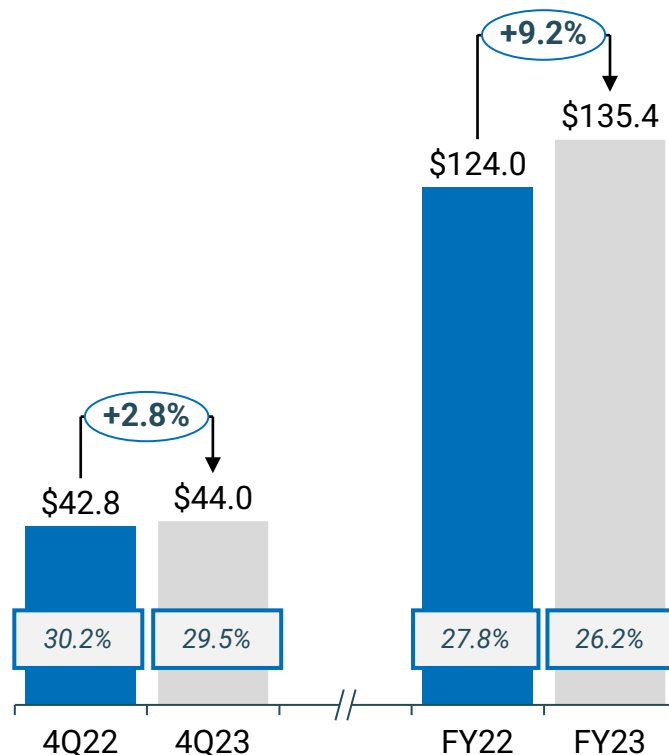
\$ millions | % percentage

%	4Q23 vs. 4Q22	FY23 vs. FY22
Organic	+3.0%	+10.1%
Acquisition	+0.0%	+4.6%
FX	+2.1%	+1.1%
Total	+5.1%	+15.8%



Adjusted EBITDA and Margin

\$ millions | % percentage



TECHNOLOGIES SEGMENT

Top-line growth led by broad-based strength across all segments and geographies

~4% realized price contribution for the year, net price-cost neutral in the quarter

Q4 margins pressured by continued operational challenges in France

SIS adversely impacted full year Adjusted EBITDA margin by ~120-basis points

Order momentum sustained in Q4; good backlog coverage for 2024

For a reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures, please see the Appendix.

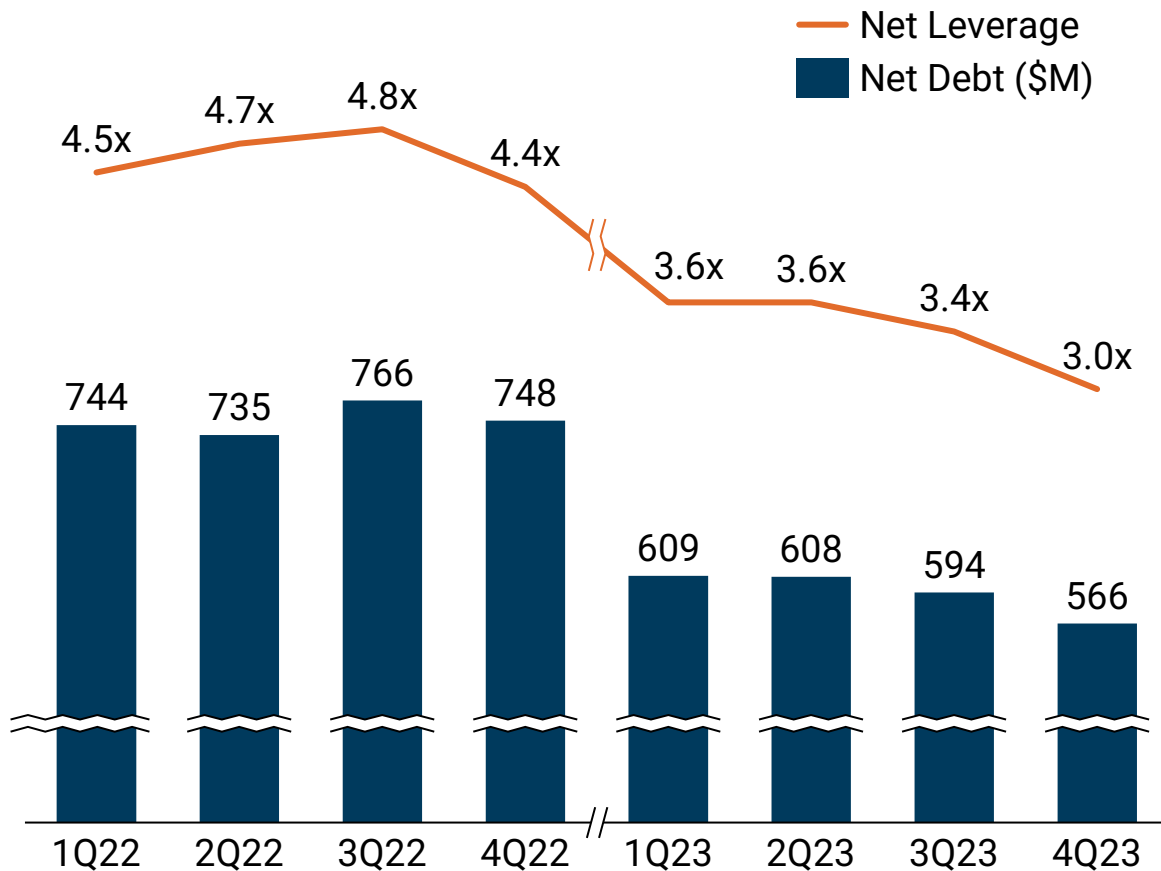
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References to FY 2022 and FY 2023 are to the twelve months ended December 31, 2022 and 2023, respectively.

Adjusted EBITDA Margin calculated as Adjusted EBITDA divided by Revenue.

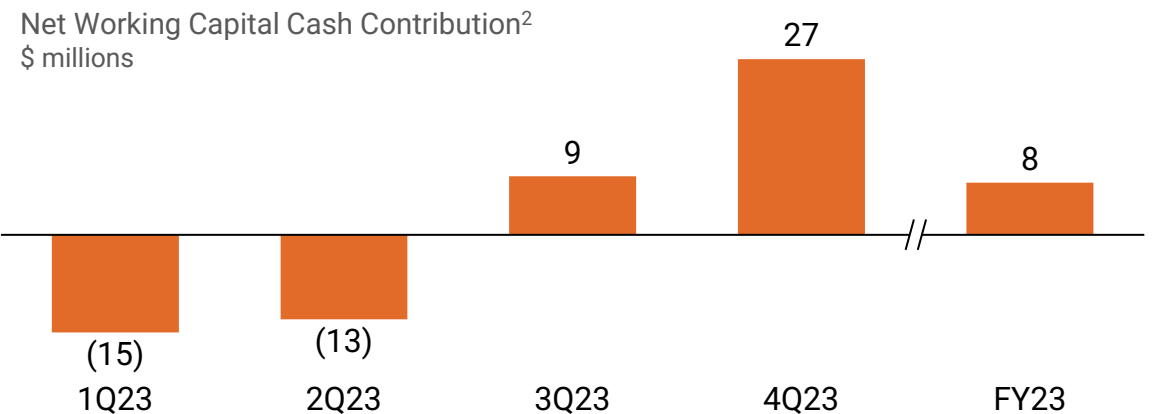
Net Leverage, Liquidity and Adjusted Free Cash Flow

Net Leverage and Net Debt Trends¹



Liquidity and Adjusted Free Cash Flow

- Adjusted free cash flow of \$61.5M in Q4 and \$73.8M for full year 2023
- Year-over-year reduction in non-operating cash expenses offset by higher interest, in-line with expectations
- Net working capital was a source of cash of ~\$27M for the quarter and ~\$8 for full year 2023²



1) Net leverage defined as total net debt divided by Proforma Adjusted EBITDA. See slide 14.

2) Net working capital cash contribution is calculated as the sum of changes in operating assets and liabilities, provision for doubtful accounts, inventory obsolescence write down, loss on disposal of business and other lines on the cash flow statement.

8 References to 1Q23, 2Q23, 3Q23, and 4Q23 are to the three months ended March 31, 2023, June 30, 2023, September 30, 2023, and December 31, 2023, respectively.

Initiated Guidance for Fiscal 2024

Category ¹	Guidance	What we are seeing and expectations
Revenue Growth Organic Revenue Growth²	5% to 7% 4% to 6%	<ul style="list-style-type: none"> Strong orders and backlog coverage Changes in foreign exchange expected to have minimal impact Net inorganic growth expected to be ~1% from ec² acquisition
Adjusted EBITDA Margin %³	\$193M to \$203M 23% to 24%	<ul style="list-style-type: none"> Adjusted EBITDA margin expansion driven by pricing initiatives, higher recurring volume and positive margin/mix
Adjusted EPS	\$0.37 to \$0.42	<ul style="list-style-type: none"> Depreciation of ~\$33M for the year Net interest expense of ~\$55M Effective tax rate between 26% and 28%
Adjusted FCF	\$65M to \$85M	<ul style="list-style-type: none"> NWC target is a source of cash for the year Capex of ~\$37M Net cash interest of ~\$52M Cash taxes of ~\$37M

End Market/Segment	'24 Organic Rev Growth Est
Radiation Therapy Quality Assurance	MSD
Dosimetry	LSD+
Nuclear Medicine	MSD
Medical	MSD
Nuclear	MSD+
Defense & Diversified Industrials	LSD
Labs & Research	MSD
Technologies	MSD
Total Mirion	4% to 6%

Other modelling assumptions:

- Shares for Adjusted EPS calculation of ~200M⁴
- USD to EUR FX Rate of 1.08
- Cash non-operating expenses of ~\$9M
- Stock-based compensation of ~\$11M

Note: Guidance as of February 13, 2024.

1) For a reconciliation of adjusted metrics to the most directly comparable GAAP measures, please see the Appendix
 2) Revenue Growth includes the impacts of foreign exchange and acquisitions. Organic revenue growth excludes the impacts of foreign exchange, mergers, acquisitions and divestitures.
 3) Adjusted EBITDA as a percentage of revenue
 4) As of December 31, 2023, 199.4 million shares of Class A common stock outstanding (excludes 7.8 million shares of Class B common stock, 27.2 million warrants, 18.8 million founder shares, subject to vesting, 1.8 million restricted stock units, 0.7 million performance stock units and a further 28.8 million shares reserved for future equity awards under our 2021 Omnibus Incentive Plan (subject to annual increase)). See the Appendix for more information


Mirion Fourth Quarter 2023 Key Takeaways

- Strong order flow and record backlog position representative of robust and healthy end markets
- Margin expansion and cash flow generation remain top priorities in 2024
- Encouraged by momentum within the business as we continue to enhance our product portfolio and accelerate our digitization strategy
- Established 2024 guidance:
 - Organic growth of 4% - 6%
 - Adjusted EBITDA of \$193M - \$203M
 - Adjusted Free Cash Flow of \$65M - \$85M
- Absent M&A, net leverage expected to reach 2.5x at midpoint of guidance

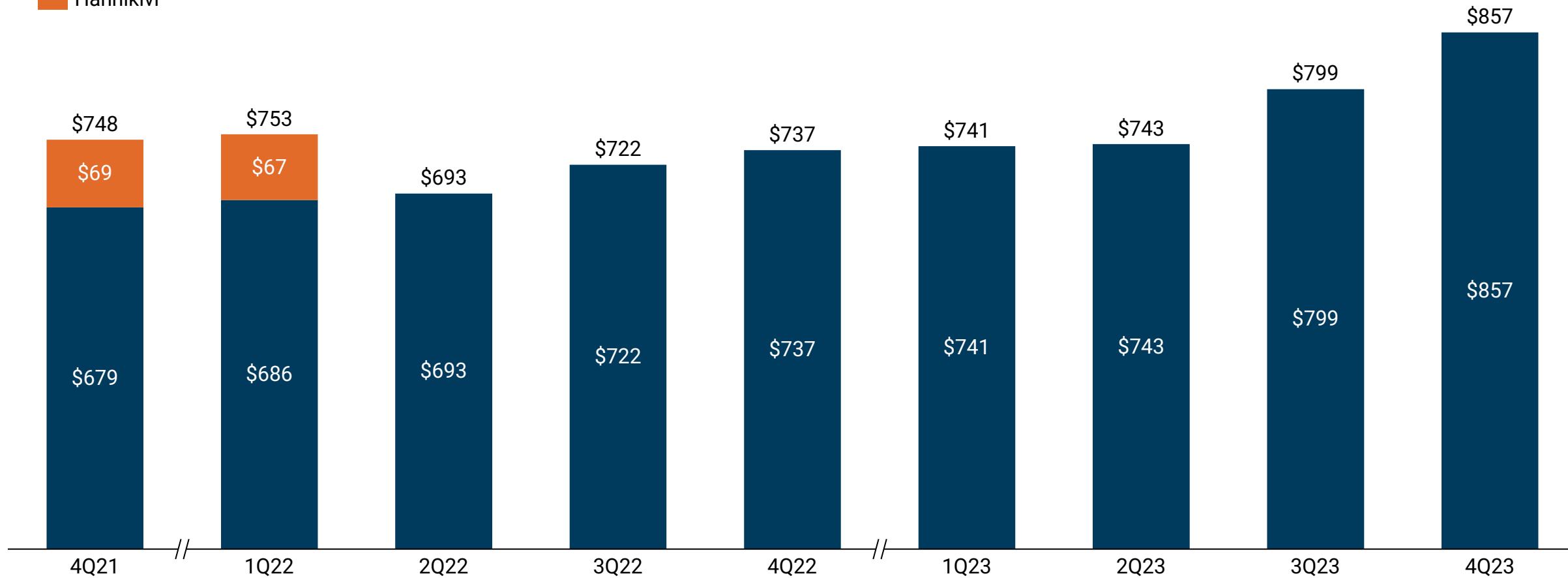
Appendices

Backlog Trend | 4Q21 – 4Q23

(\$ millions)

 Backlog Excl Hanhikivi

 Hanhikivi



Note: Backlog figures on an as reported basis.

Backlog figures include acquisitions of CIRS after Dec-21, SIS after Sep-22 and EC² after Dec-23.

Quarter-over-quarter decline from 1Q22 to 2Q22 is reflective of the cancellation of the Hanhikivi Nuclear Project in Finland.

2-Year Revenue Growth Stacks

Organic Revenue Growth

Reported Revenue Growth

Total Company

		Q1	Q2	Q3	Q4	FY			Q1	Q2	Q3	Q4	FY
a	2023	7.9%	8.4%	17.3%	5.3%	9.3%	a	2023	11.6%	12.2%	18.8%	5.7%	11.6%
b	2022	(4.2)%	(1.7)%	9.0%	19.1%	5.7%	b	2022	(4.3)%	(4.3)%	8.7%	20.5%	5.3%
c	2021	14.0%	(0.2)%	(0.1)%	2.7%	3.6%	c	2021	55.3%	29.9%	29.1%	20.0%	32.2%
a+b=d	2-Yr Stack 2023	3.7%	6.7%	26.3%	24.4%	15.0%	a+b=d	2-Yr Stack 2023	7.3%	7.9%	27.5%	26.2%	16.9%
b+c=e	2-Yr Stack 2022	9.8%	(1.9)%	8.9%	21.8%	9.3%	b+c=e	2-Yr Stack 2022	51.0%	25.6%	37.8%	40.5%	37.5%

Medical

		Q1	Q2	Q3	Q4	FY			Q1	Q2	Q3	Q4	FY
a	2023	10.8%	6.9%	5.2%	9.6%	8.1%	a	2023	10.5%	1.8%	0.1%	6.8%	4.7%
b	2022	0.7%	15.1%	20.7%	23.6%	15.2%	b	2022	7.7%	19.6%	23.3%	25.4%	19.2%
c	2021	3.1%	0.1%	10.8%	0.2%	3.2%	c	2021	269.5%	204.9%	173.0%	91.2%	166.4%
a+b=d	2-Yr Stack 2023	11.5%	22.0%	25.9%	33.2%	23.3%	a+b=d	2-Yr Stack 2023	18.2%	21.4%	23.4%	32.2%	23.9%
b+c=e	2-Yr Stack 2022	3.8%	15.2%	31.5%	23.8%	18.4%	b+c=e	2-Yr Stack 2022	277.2%	224.5%	196.3%	116.6%	185.6%

Technologies

		Q1	Q2	Q3	Q4	FY			Q1	Q2	Q3	Q4	FY
a	2023	6.1%	9.3%	26.3%	3.0%	10.1%	a	2023	12.2%	18.5%	32.8%	5.1%	15.8%
b	2022	(6.6)%	(9.0)%	2.0%	16.8%	0.9%	b	2022	(10.2)%	(14.7)%	(0.1)%	17.9%	(1.7)%
c	2021	15.6%	(0.2)%	(2.4)%	3.3%	3.7%	c	2021	21.1%	4.0%	(2.0)%	1.1%	5.6%
a+b=d	2-Yr Stack 2023	(0.5)%	0.3%	28.3%	19.8%	11.0%	a+b=d	2-Yr Stack 2023	2.0%	3.8%	32.7%	23.0%	14.1%
b+c=e	2-Yr Stack 2022	9.0%	(9.2)%	(0.4)%	20.1%	4.6%	b+c=e	2-Yr Stack 2022	10.9%	(10.7)%	(2.1)%	19.0%	3.9%

Note: See following slides, including the twelve-quarter segment reconciliation, for a reconciliation to revenue

Net Leverage, Liquidity and Adjusted Free Cash Flow

(\$ millions)	1Q22	2Q22	3Q22	4Q22	1Q23	2Q23	3Q23	4Q23	FY23
Net cash provided by operating activities	\$11.4	\$16.6	\$(13.8)	\$25.2	\$(2.7)	\$7.1	\$23.8	\$65.3	\$93.4
Purchases of PPE and badges	(8.7)	(6.6)	(7.4)	(11.5)	(7.5)	(8.3)	(9.4)	(10.5)	(35.7)
Proceeds from derivative contracts	-	-	-	-	-	1.9	1.3	1.1	4.3
Cash used for non-operating expenses	7.3	3.3	14.3	5.8	3.0	1.6	1.5	5.6	11.7
Adjusted free cash flow	\$10.0	\$13.3	\$(6.9)	\$19.5	\$(7.2)	\$2.3	\$17.2	\$61.5	\$73.8
Ending cash balance	\$84	\$91	\$58	\$74	\$88	\$87	\$101	\$129	
Debt from first lien term loan	828	826	824	822	697	695	695	695	
Net Debt	\$744	\$735	\$766	\$748	\$609	\$608	\$594	\$566	
LTM Adjusted EBITDA	161	153	153	165	166	168	176	181	
LTM Proforma Adjusted EBITDA from M&A ¹	4	2	5	4	2	-	-	5	
LTM Proforma Adjusted EBITDA	\$165	\$155	\$158	\$169	\$168	\$168	\$176	\$186	
Net Debt / LTM Proforma Adjusted EBITDA (Net Leverage)	4.5x	4.7x	4.8x	4.4x	3.6x	3.6x	3.4x	3.0x	

1) Reflects Adjusted EBITDA contribution from SIS and ec² if the acquisitions had been acquired before the start of the LTM period.

References to FY22 and FY23 are to the twelve months ended December 31, 2022 and 2023, respectively.

Twelve Quarter Segment Reconciliation

Medical

(\$ in millions)	Successor								Combined (non-GAAP)	Predecessor		
	Q4 2023	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022	Q1 2022	Q4 2021	Q3 2021	Q2 2021	Q1 2021
Revenue	\$ 81.3	\$ 68.8	\$ 68.0	\$ 66.4	\$ 76.1	\$ 68.7	\$ 66.8	\$ 60.1	\$ 57.5	\$ 52.0	\$ 52.1	\$ 51.5
Revenue reduction from purchase accounting	—	—	—	—	—	—	—	—	3.1	3.7	3.7	4.3
Adjusted Revenue	\$ 81.3	\$ 68.8	\$ 68.0	\$ 66.4	\$ 76.1	\$ 68.7	\$ 66.8	\$ 60.1	\$ 60.6	\$ 55.7	\$ 55.8	\$ 55.8
YoY % Growth - Total	6.8 %	0.1 %	1.8 %	10.5 %	25.4 %	23.3 %	19.6 %	7.7 %	91.2 %	173.0 %	204.9 %	269.5 %
YoY % Growth - Organic	9.6 %	5.2 %	6.9 %	10.8 %	23.6 %	20.7 %	15.1 %	0.7 %	0.2 %	10.8 %	0.1 %	3.1 %
YoY % Growth - Acquisitions	(3.2)%	(5.8)%	(5.2)%	— %	2.8 %	4.4 %	5.8 %	7.7 %	91.6 %	162.3 %	202.2 %	264.0 %
YoY % Growth - FX	0.4 %	0.7 %	0.1 %	(0.3)%	(1.0)%	(1.8)%	(1.3)%	(0.6)%	(0.6)%	— %	2.6 %	2.4 %
Income (Loss) from Operations	\$ 11.4	\$ 4.0	\$ (3.1)	\$ 0.7	\$ (86.6)	\$ (3.3)	\$ (2.2)	\$ (6.7)	n.m.	\$ 0.3	\$ (2.4)	\$ (2.9)
Amortization	13.7	13.5	13.7	13.9	14.7	15.3	17.0	17.3	n.m.	8.0	8.9	8.3
Depreciation - core	4.1	4.1	3.6	3.9	3.7	3.5	3.5	2.6	n.m.	2.8	3.9	2.5
Depreciation - Mirion Business Combination step-up	1.2	1.2	1.2	1.2	1.2	1.2	1.2	1.2	n.m.	—	—	—
Revenue reduction from purchase accounting	—	—	—	—	—	—	—	—	n.m.	3.7	3.7	4.3
Stock compensation	0.2	0.2	0.2	0.1	0.2	0.1	0.2	0.1	n.m.	—	—	—
Cost of revenue impact from purchase accounting	—	—	—	—	—	—	—	0.9	n.m.	—	—	4.7
Goodwill impairment	—	—	—	—	87.3	—	—	—	n.m.	—	—	—
Non-operating expenses	0.7	0.6	6.7	0.6	5.4	3.8	2.1	3.2	n.m.	2.3	2.1	0.6
Other income/expense	—	(0.1)	—	—	(0.4)	(0.1)	0.4	—	n.m.	—	(0.1)	—
Adjusted EBITDA	\$ 31.3	\$ 23.5	\$ 22.3	\$ 20.4	\$ 25.4	\$ 20.4	\$ 22.2	\$ 18.6	\$ 19.7	\$ 17.1	\$ 16.0	\$ 17.5
Income from operations as a % of Revenue	14.0 %	5.8 %	(4.6)%	1.1 %	(113.8)%	(4.8)%	(3.3)%	(11.1)%	n.m.	0.6 %	(4.6)%	(5.6)%
Adjusted EBITDA as a % of Adjusted Revenue	38.5 %	34.2 %	32.8 %	30.7 %	33.4 %	29.7 %	33.2 %	30.9 %	32.5 %	30.7 %	28.7 %	31.3 %

Twelve Quarter Segment Reconciliation

Technologies

(\$ in millions)	Successor								Combined (non-GAAP)	Predecessor		
	Q4 2023	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022	Q1 2022	Q4 2021	Q3 2021	Q2 2021	Q1 2021
Revenue	\$ 149.1	\$ 122.4	\$ 129.2	\$ 115.7	\$ 141.8	\$ 92.2	\$ 109.0	\$ 103.1	\$ 120.3	\$ 92.3	\$ 127.9	\$ 114.7
Revenue reduction from purchase accounting	—	—	—	—	—	—	—	—	—	—	—	—
Adjusted Revenue	\$ 149.1	\$ 122.4	\$ 129.2	\$ 115.7	\$ 141.8	\$ 92.2	\$ 109.0	\$ 103.1	\$ 120.3	\$ 92.3	\$ 127.9	\$ 114.7
YoY % Growth - Total	5.1 %	32.8 %	18.5 %	12.2 %	17.9 %	(0.1)%	(14.7)%	(10.2)%	1.1 %	(2.0)%	4.0 %	21.1 %
YoY % Growth - Organic	3.0 %	26.3 %	9.3 %	6.1 %	16.8 %	2.0 %	(9.0)%	(6.6)%	3.3 %	(2.4)%	(0.2)%	15.6 %
YoY % Growth - Acquisitions	— %	2.7 %	8.2 %	9.1 %	8.2 %	6.0 %	— %	— %	— %	— %	— %	— %
YoY % Growth - FX	2.1 %	3.8 %	1.0 %	(3.0)%	(7.1)%	(8.1)%	(5.7)%	(3.6)%	(2.2)%	0.4 %	4.2 %	5.5 %
Income (Loss) from Operations	\$ 22.3	\$ 5.4	\$ 12.8	\$ 5.5	\$ (50.8)	\$ (3.3)	\$ (46.5)	\$ (2.5)	n.m	\$ 10.1	\$ 26.6	\$ 10.8
Amortization	18.1	19.2	19.5	19.7	19.6	19.9	20.5	21.5	n.m	8.1	9.7	10.3
Depreciation - core	2.4	2.2	2.2	2.2	2.3	2.1	1.9	1.9	n.m	2.1	2.6	2.4
Depreciation - Mirion Business Combination step-up	0.4	0.3	0.3	0.3	0.3	0.3	0.4	0.4	n.m	—	—	—
Revenue reduction from purchase accounting	—	—	—	—	—	—	—	—	n.m	—	—	—
Stock compensation	0.5	0.3	0.3	0.2	0.3	0.3	0.3	0.1	n.m	—	—	—
Cost of revenue impact from purchase accounting	—	—	—	—	—	—	—	5.4	n.m	—	—	—
Goodwill impairment	—	—	—	—	69.3	—	55.2	—	n.m	—	—	—
Non-operating expenses	0.2	0.3	0.2	0.6	1.9	0.8	1.2	1.1	n.m	2.4	3.3	7.0
Other income/expense	0.1	—	(0.1)	—	(0.1)	0.1	—	—	n.m	—	0.1	—
Adjusted EBITDA	\$ 44.0	\$ 27.7	\$ 35.2	\$ 28.5	\$ 42.8	\$ 20.2	\$ 33.0	\$ 27.9	\$ 35.1	\$ 22.7	\$ 42.3	\$ 30.6
Income from operations as a % of Revenue	15.0 %	4.4 %	9.9 %	4.8 %	(35.8)%	(3.6)%	(42.7)%	(2.4)%	n.m.	10.9 %	20.8 %	9.5 %
Adjusted EBITDA as a % of Adjusted Revenue	29.5 %	22.6 %	27.2 %	24.6 %	30.2 %	21.9 %	30.3 %	27.1 %	29.2 %	24.6 %	33.1 %	26.7 %

Twelve Quarter Segment Reconciliation

Corporate & Other

(\$ in millions)	Successor								Combined (non-GAAP)	Predecessor		
	Q4 2023	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022	Q1 2022	Q4 2021	Q3 2021	Q2 2021	Q1 2021
Revenue	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Revenue reduction from purchase accounting	—	—	—	—	—	—	—	—	—	—	—	—
Adjusted Revenue	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Income (Loss) from Operations	\$ (20.3)	\$ (20.5)	\$ (20.3)	\$ (19.8)	\$ (24.5)	\$ (21.0)	\$ (25.9)	\$ (24.4)	n.m	\$ (19.3)	\$ (19.4)	\$ (16.8)
Amortization	—	—	—	—	—	—	—	—	n.m	—	—	—
Depreciation - core	0.1	—	0.2	0.1	0.3	0.2	0.2	0.1	n.m	0.2	0.3	0.2
Depreciation - Mirion Business Combination step-up	—	0.1	0.1	0.1	—	0.1	0.1	—	n.m	—	—	—
Revenue reduction from purchase accounting	—	—	—	—	—	—	—	—	n.m	—	—	—
Stock compensation	3.5	5.6	5.5	5.3	6.5	8.1	8.0	7.6	n.m	—	—	(0.1)
Cost of revenue impact from purchase accounting	—	—	—	—	—	—	—	—	n.m	—	—	—
Goodwill impairment	—	—	—	—	—	—	—	—	n.m	—	—	—
Non-operating expenses	2.5	2.7	1.2	1.9	5.7	2.5	5.0	5.1	n.m	10.3	10.2	8.4
Other income/expense	(0.1)	(0.3)	0.1	0.1	—	0.2	(0.1)	—	n.m	(0.1)	0.5	0.2
Adjusted EBITDA	\$ (14.3)	\$ (12.4)	\$ (13.2)	\$ (12.3)	\$ (12.0)	\$ (9.8)	\$ (12.6)	\$ (11.6)	\$ (10.0)	\$ (8.9)	\$ (8.4)	\$ (8.2)
Income from operations as a % of Revenue	n.a	n.a	n.a	n.a	n.a	n.a	n.a	n.a	n.a	n.a	n.a	n.a
Adjusted EBITDA as a % of Adjusted Revenue	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.

Twelve Quarter Segment Reconciliation

Consolidated

(\$ in millions)	Successor								Combined (non-GAAP)	Predecessor		
	Q4 2023	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022	Q1 2022	Q4 2021	Q3 2021	Q2 2021	Q1 2021
Revenue	\$ 230.4	\$ 191.2	\$ 197.2	\$ 182.1	\$ 217.9	\$ 160.9	\$ 175.8	\$ 163.2	\$ 177.8	\$ 144.3	\$ 180.0	\$ 166.2
Revenue reduction from purchase accounting	—	—	—	—	—	—	—	—	3.1	3.7	3.7	4.3
Adjusted Revenue	\$ 230.4	\$ 191.2	\$ 197.2	\$ 182.1	\$ 217.9	\$ 160.9	\$ 175.8	\$ 163.2	\$ 180.9	\$ 148.0	\$ 183.7	\$ 170.5
YoY % Growth - Total	5.7 %	18.8 %	12.2 %	11.6 %	20.5 %	8.7 %	(4.3)%	(4.3)%	20.0 %	29.1 %	29.9 %	55.3 %
YoY % Growth - Organic	5.3 %	17.3 %	8.4 %	7.9 %	19.1 %	9.0 %	(1.7)%	(4.2)%	2.7 %	(0.1)%	(0.2)%	14.0 %
YoY % Growth - Acquisitions	(1.1)%	(1.0)%	3.1 %	5.7 %	6.4 %	5.4 %	1.8 %	2.5 %	19.3 %	28.9 %	26.1 %	36.3 %
YoY % Growth - FX	1.5 %	2.5 %	0.7 %	(2.0)%	(5.0)%	(5.7)%	(4.4)%	(2.6)%	(2.0)%	0.3 %	4.0 %	5.0 %
Income (Loss) from Operations	\$ 13.4	\$ (11.1)	\$ (10.6)	\$ (13.6)	\$ (161.9)	\$ (27.6)	\$ (74.6)	\$ (33.6)	n.m	\$ (8.9)	\$ 4.8	\$ (8.9)
Amortization	31.8	32.7	33.2	33.6	34.3	35.2	37.5	38.8	n.m	16.1	18.6	18.6
Depreciation - core	6.6	6.3	6.0	6.2	6.3	5.8	5.6	4.6	n.m	5.1	6.8	5.0
Depreciation - Mirion Business Combination step-up	1.6	1.6	1.6	1.6	1.5	1.6	1.7	1.6	n.m	—	—	—
Revenue reduction from purchase accounting	—	—	—	—	—	—	—	—	n.m	3.7	3.7	4.3
Stock compensation	4.2	6.1	6.0	5.6	7.0	8.5	8.5	7.8	n.m	—	—	(0.1)
Cost of revenue impact from purchase accounting	—	—	—	—	—	—	—	6.3	n.m	—	—	4.7
Goodwill impairment	—	—	—	—	156.6	—	55.2	—	n.m	—	—	—
Non-operating expenses	3.4	3.6	8.1	3.1	13.0	7.1	8.4	9.4	n.m	15.0	15.6	16.0
Other income/expense	—	(0.4)	—	0.1	(0.4)	0.2	0.3	—	n.m	(0.1)	0.5	0.2
Adjusted EBITDA	\$ 61.0	\$ 38.8	\$ 44.3	\$ 36.6	\$ 56.4	\$ 30.8	\$ 42.6	\$ 34.9	\$ 44.8	\$ 30.9	\$ 49.9	\$ 39.8
Income from operations as a % of Revenue	5.8 %	(5.8)%	(5.4)%	(7.5)%	(74.3)%	(17.2)%	(42.4)%	(20.6)%	n.m.	(6.2)%	2.7 %	(5.4)%
Adjusted EBITDA as a % of Adjusted Revenue	26.5 %	20.3 %	22.5 %	20.1 %	25.9 %	19.1 %	24.2 %	21.4 %	24.8 %	20.9 %	27.2 %	23.3 %

Non-GAAP Reconciliations

Consolidated – Income from Operations, Gross Profit & Adjusted EBITDA

<i>(\$ in millions)</i>	Three Months Ended December 31, 2023	Three Months Ended December 31, 2022	Twelve Months Ended December 31, 2023	Twelve Months Ended December 31, 2022
GAAP Net Loss	\$ (14.5)	\$ (159.7)	\$ (98.7)	\$ (288.4)
Interest expense, net	14.4	12.5	57.1	41.9
Income tax expense (benefit) provision	(3.5)	(1.7)	(6.6)	(18.2)
Foreign currency (gain) loss, net	(1.3)	(3.0)	(0.3)	4.9
Change in fair value of warrant liabilities	18.5	(10.1)	24.8	(37.6)
Debt extinguishment	—	—	2.6	—
Non-operating expenses	(0.2)	(0.3)	(1.1)	—
Other income/expense	—	0.4	0.2	(0.4)
Income (Loss) from Operations	\$ 13.4	\$ (161.9)	\$ (21.9)	\$ (297.8)
Amortization	\$ 31.8	\$ 34.3	\$ 131.3	\$ 145.8
Depreciation	8.2	7.8	31.5	28.7
Revenue reduction from purchase accounting	—	—	—	—
Stock compensation expense	4.2	7.0	21.9	31.8
Cost of revenue impact from inventory valuation purchase accounting	—	—	—	6.3
Goodwill impairment	—	156.6	—	211.8
Other Impairments	—	—	—	7.0
Non-operating expenses	3.4	13.0	18.2	30.7
Other income/expense	—	(0.4)	(0.3)	0.4
Adjusted EBITDA	\$ 61.0	\$ 56.4	\$ 180.7	\$ 164.7
Gross Profit	\$ 108.5	\$ 97.0	\$ 356.4	\$ 310.1
Amortization	6.8	6.7	27.1	26.5
Depreciation	5.0	5.3	19.5	18.6
Revenue adjustment from purchase accounting	—	—	—	—
Non-operating expenses	0.3	2.0	1.0	10.1
Adjusted Gross Profit	\$ 120.6	\$ 111.0	\$ 404.0	\$ 365.3
<i>Adjusted Gross Profit as % of Adjusted Revenue</i>	52.3 %	50.9 %	50.4 %	50.9 %

Non-GAAP Reconciliations

Adjusted Earnings per Share

<i>(\$ in millions)</i>	Three Months Ended December 31, 2023	Three Months Ended December 31, 2022	Twelve Months Ended December 31, 2023	Twelve Months Ended December 31, 2022
Net loss attributable to Mirion Technologies, Inc. / Mirion Technologies (TopCo), Ltd. stockholders	\$ (15.2)	\$ (153.4)	\$ (96.9)	\$ (276.9)
Loss attributable to noncontrolling interests	0.7	(6.3)	(1.8)	(11.5)
GAAP Net Loss	(14.5)	(159.7)	(98.7)	(288.4)
Cost of revenues impact from inventory valuation purchase accounting	—	—	—	6.3
Foreign currency (gain) loss, net	(1.3)	(3.0)	(0.3)	4.9
Amortization of acquired intangibles	31.8	34.3	131.3	145.8
Stock based compensation	4.2	7.0	21.9	31.8
Debt Extinguishment	—	—	2.6	—
Change in fair value of warrant liabilities	18.5	(10.1)	24.8	(37.6)
Goodwill impairment	—	156.6	—	211.8
Non-operating expenses	3.2	12.7	17.1	37.7
Tax impact of adjustments above	(12.0)	(17.5)	(32.1)	(44.5)
Adjusted Net Income	\$ 29.9	\$ 20.3	\$ 66.6	\$ 67.8
Weighted average common shares outstanding — basic and diluted	199.280	181.387	196.369	181.149
Dilutive Potential Common Shares - RSU's	0.528	0.080	0.388	0.049
Adjusted weighted average common shares — diluted	199.808	181.467	196.757	181.198
Net loss per common share attributable to Mirion Technologies, Inc.	\$ (0.08)	\$ (0.85)	\$ (0.49)	\$ (1.53)
Adjusted EPS	\$ 0.15	\$ 0.11	\$ 0.34	\$ 0.37

Non-GAAP Reconciliations

Organic Order Growth

(\$ in millions)	<i>a</i>	<i>b</i>	<i>a - b = c</i>	<i>c / b = d</i>
	Three Months Ended December 31, 2023	Three Months Ended December 30, 2022	Variance (\$)	Variance (%)
Total Orders	\$ 257.1	\$ 199.8	\$ 57.3	28.7%
Adjustment for ec ² Acquisition	(1.9)	-		
Adjustment for Biodex Divestiture	-	(2.7)		
Organic Orders	\$ 255.2	\$ 197.1	\$ 58.1	29.5%

Non-GAAP Reconciliations

Adjusted Revenue and Organic Revenue Growth

(\$ in millions)	Consolidated			Medical			Technologies		
	FY 2023	FY 2022	FY 2021	FY 2023	FY 2022	FY 2021	FY 2023	FY 2022	FY 2021
Revenue	\$800.9	\$717.8	\$668.3	\$ 284.5	\$271.7	\$213.1	\$516.4	\$ 446.1	\$455.2
Revenue reduction from purchase accounting	—	—	14.8	—	—	14.8	—	—	—
Adjusted Revenue	\$800.9	\$717.8	\$683.1	\$ 284.5	\$271.7	\$227.9	\$516.4	\$ 446.1	\$455.2
YoY % Growth - Total	11.6 %	5.3 %	32.2 %	4.7 %	19.2 %	166.4 %	15.8 %	(1.7)%	5.6 %
YoY % Growth - Organic	9.3 %	5.7 %	3.6 %	8.1 %	15.2 %	3.2 %	10.1 %	0.9 %	3.7 %
YoY % Growth - Acquisitions	1.5 %	4.0 %	26.9 %	(3.7)%	5.1 %	162.4 %	4.6 %	3.4 %	— %
YoY % Growth - FX	0.8 %	(4.4)%	1.7 %	0.3 %	(1.1)%	0.8 %	1.1 %	(6.0)%	1.9 %

Share Count Details – As of December 31, 2023

Share Description	Outstanding Securities	Fully Diluted (Illustrative) ^{2,3,4}	Notes
Shares of Class A Common Stock – Public	199,427,832	199,427,832	<ul style="list-style-type: none"> Outstanding shares as of close of trading on the New York Stock Exchange (NYSE) December 31, 2023
Shares for EPS Calculation	199,427,832	199,427,832	
Shares of Class B Common Stock – Mirion Management ⁵	7,787,333	7,787,333	<ul style="list-style-type: none"> Shares of Class B common stock are owned by certain current and former members of Mirion’s management team and are paired on a one-for-one basis with shares of Class B common stock of Mirion Intermediate Co, Inc. (the “paired interests”). Holders of the paired interests have the right to have their interests redeemed for, at the option of Mirion, shares of Class A common stock on a one-for-one-basis or cash based on a trailing stock price average.
Shares of Class A Common Stock – Founder Shares	18,750,000	18,750,000	<ul style="list-style-type: none"> Founder shares vest in three equal tranches, based on the VWAP of our Class A common stock being greater than or equal to \$12.00, \$14.00 and \$16.00 per share for any 20 trading days in any 30 consecutive trading day period, and such shares will be forfeited for no consideration if they fail to vest by October 20, 2026.
Total Shares Outstanding	225,965,165	225,965,165	
Public Warrants	18,749,779	6,770,753	<ul style="list-style-type: none"> The public warrants are exercisable for up to 18.75 million shares of Class A common stock. The public warrants are exercisable for \$11.50 per share of Class A common stock and expire on October 20, 2026.
Private Placement Warrants	8,500,000	3,069,444	<ul style="list-style-type: none"> The private placement warrants are held by GS Sponsor II LLC (the “Sponsor”) and are exercisable for up to 8.50 million shares of Class A common stock. Unlike the public warrants, Mirion does not have the right to call the private placement warrants for redemption. The private placement warrants are exercisable for \$11.50 per share of Class A common stock and expire on October 20, 2026.
Total Shares and Warrants Outstanding	253,214,944	235,805,362	
Outstanding Equity Awards ⁶	2,490,681	2,490,681	<ul style="list-style-type: none"> Mirion had 1.8 million shares of underlying restricted stock units and 0.7 million shares of underlying performance stock units outstanding as of December 31, 2023. Additionally, Mirion had reserved an additional 28.8 million shares of Class A common stock for future equity awards issuance under its 2021 Omnibus Incentive Plan (subject to annual automatic increases) as of December 31, 2023.
Total Fully Diluted Shares	255,705,625	238,296,043	

1) All data on this slide is as of December 31, 2023, unless otherwise noted. All share numbers and dollar amounts are subject to adjustment for stock splits or other similar events.

2) This slide illustrates Mirion’s outstanding and fully diluted shares based on certain assumptions set forth in the “Notes” column and is designed to be illustrative and provide investors with additional information only. Different assumptions, particularly as it relates to whether or not any warrants are net settled, will yield different results, and the actual number of our fully diluted shares in the future may differ significantly from those based on these assumptions. As a result, you should not rely on these forward-looking statements as predictions of future events. The information provided is not presented in accordance with Accounting Standards Codification (ASC) 260, Earnings Per Share (ASC 260) and does not represent a computation of weighted average shares nor are the numbers appropriate for calculating Basic or Diluted EPS under ASC 260.

3) This slide illustrates the assumptions that: (1) Mirion calls all of the public warrants for redemption after the trading price of Mirion’s Class A common stock exceeds \$18.00 per share for any 20 trading days within a 30-trading day period ending on the third trading day prior to the date on which Mirion sends the notice of redemption to the warrant holders and (2) none of the public warrants are exercised by paying the exercise price in cash, and (3) in connection with the redemption, Mirion’s management requires cashless exercise of all of the public warrants.

4) This slide illustrates the assumption that the Sponsor elects, at its sole option, to net settle the warrants at a value of \$18.00 per share, instead of exercising the private placement warrants by paying the exercise price in cash.

5) The slide illustrates the assumption that all of the paired interests will be redeemed and exchanged for shares of Class A common stock.

6) The number of reserved shares are subject to automatic increases on the first day of each fiscal year in an amount equal to the lesser of (i) three percent (3%) of the outstanding shares of Class A common stock on the last day of the immediately preceding fiscal year, (ii) 9,976,164 shares of Class A common stock and (iii) such number of shares of Class A common stock as determined by Mirion Compensation Committee in its discretion.

Footnotes to Share Count and Adjusted Metrics

Share Count

199,427,832 shares of Class A common stock were outstanding as of December 31, 2023. This excludes (1) 7,787,333 shares of Class B common stock outstanding as of December 31, 2023 (2) 18,750,000 founder shares which are shares of Class A common stock subject to vesting in three equal tranches, based on the volume-weighted average price of our Class A common stock being greater than or equal to \$12.00, \$14.00 and \$16.00 per share for any 20 trading days in any 30 consecutive trading day period, and such shares will be forfeited to us if they fail to vest by October 20, 2026; (3) 27,249,779 shares of Class A common stock issuable upon the exercise of 8,500,000 private placement warrants and 18,749,779 publicly-traded warrants; (4) 1.8 million shares of Class A common stock underlying restricted stock units and 0.7 million shares of Class A common stock underlying performance stock units; and (5) any other shares issuable from future equity awards under our 2021 Omnibus Incentive Plan, which had 28,805,002 shares reserved (subject to annual automatic increases) as of December 31, 2023. The 7,787,333 shares of Class B common stock are paired on a one-for-one basis with shares of Class B common stock of Mirion Intermediate Co., Inc. (the "paired interests"). Holders of the paired interests have the right to have their interests redeemed for, at the option of Mirion, shares of Class A common stock on a one-for-one basis or cash based on a trailing stock price average. All share data is as of December 31, 2023, unless otherwise noted.

Reconciliation of Non-GAAP Financial Measures

In addition to our results determined in accordance with GAAP, we believe the following non-GAAP measures are useful in evaluating our operating performance. We use the following non-GAAP financial information to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that non-GAAP financial information, when taken collectively, may be helpful to investors because it provides consistency and comparability with past financial performance. However, non-GAAP financial information is presented for supplemental informational purposes only, has limitations as an analytical tool, and should not be considered in isolation or as a substitute for financial information presented in accordance with GAAP. Other companies, including companies in our industry, may calculate similarly titled non-GAAP measures differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of our non-GAAP financial measures as tools for comparison.

Investors are encouraged to review the related GAAP financial measures and the reconciliation of these non-GAAP financial measures to their most directly comparable GAAP financial measures and not rely on any single financial measure to evaluate our business.

Adjusted Revenues is defined as GAAP revenues adjusted to remove the impact of purchase accounting on the recognition of deferred revenue.

Organic Revenues is defined as revenues excluding the impact of foreign exchange rates as well as mergers, acquisitions and divestitures in the period.

Adjusted Gross Profit is defined as gross profit adjusted to exclude the impact of amortization of acquired intangible assets, depreciation, the impact of purchase accounting on the recognition of deferred revenue and certain non-operating expenses (certain purchase accounting impacts related to inventory and costs to achieve operational synergies).

Adjusted EBITDA is defined as net income before interest expense, income tax expense, depreciation and amortization adjusted to remove the impact of foreign currency gains and losses, amortization of acquired intangible assets, the impact of purchase accounting on the recognition of deferred revenue, changes in the fair value of warrants, certain non-operating expenses (including impairment of an equity investment, incremental one-time costs related to the Business Combination, incremental one-time costs associated with becoming a public company, mergers, acquisition and divestiture expenses, restructuring costs, costs to achieve information technology system integration and efficiency, and costs to achieve integration and operational synergies), stock-based compensation expense, debt extinguishment and income tax impacts of these adjustments.

Adjusted Net Income is defined as net income adjusted for foreign currency gains and losses, amortization of acquired intangible assets, the impact of purchase accounting on the recognition of deferred revenue, changes in the fair value of warrants and certain non-operating expenses also excluded from Adjusted EBITDA, stock-based compensation expense, debt extinguishment and income tax impacts of these adjustments.

Adjusted EPS is as adjusted net (loss) income divided by weighted average common shares outstanding – basic and diluted.

Adjusted Free Cash Flow is defined as free cash flow adjusted to include the impact of cash used to fund non-operating expenses described above. We believe that the inclusion of supplementary adjustments to free cash flow applied in presenting adjusted free cash flow is appropriate to provide additional information to investors about our cash flows that management utilizes on an ongoing basis to assess our ability to generate cash for use in acquisitions and other investing and financing activities.

Free Cash Flow is defined as U.S. GAAP net cash provided by operating activities adjusted to include the impact of purchases of property, plant, and equipment, purchases of badges and proceeds from derivative contracts.

Net Leverage is defined as net debt (debt minus cash and cash equivalents) divided by Adjusted EBITDA plus contributions to Adjusted EBITDA if acquisitions made during the applicable period had been made before the start of the applicable period.

Operating Metrics

Order Growth is defined as the amount of revenue earned in a given period and estimated to be earned in future periods from contracts entered into in a given period as compared with such amount for a prior period.

Order growth was calculated excluding the impact of the Hanhikivi project termination in the second quarter of 2022. Foreign exchange rates are based on the applicable rates as reported for the time period.

Organic Order Growth is defined as order growth adjusted to exclude the impact of acquisitions and divestitures.

