



MIRION
TECHNOLOGIES

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NYSE

Fiscal Third Quarter Ended September 30, 2022 Earnings Presentation
November 1, 2022

Forward-Looking Statements

This presentation and the accompanying oral commentary 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 growth prospects, future financial and operating performance, including our financial guidance and outlook, our order book and backlog, our growth strategy and positioning, market trends, including supply chain hurdles and the Russia-Ukraine conflict, our competitive positioning, foreign exchange, interest rate and inflation expectations, mergers and acquisitions, including integration of previously completed mergers and acquisitions, 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 the Russia-Ukraine conflict and the relationship between the United States and China; 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 disruption or security; 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 acquisitions, including any synergies, or internal restructuring and improvement efforts; our ability to issue debt or 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; the impact of the global COVID-19 pandemic, including the availability, acceptance and efficacy of vaccinations, treatments and laws and regulations with respect to vaccinations, on our projected results of operations, financial performance or other financial metrics, or on any of the foregoing risks. 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 Adjusted Revenue, Adjusted Organic Revenue, Adjusted Gross Profit Margin, Adjusted EBITDA, Adjusted EPS and Adjusted Free Cash Flow. 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 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 Adjusted Revenue, Adjusted Gross Profit Margin, Organic Adjusted Revenue, Adjusted EBITDA, Adjusted EPS and Adjusted Free Cash Flow 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.

- *Robust order growth¹ of 20%+ in the quarter; 23% year-to-date*
- *Consolidated organic revenue growth of 9.0%; Medical +20.7% and Industrial +2.0%*
- *Medical continues to exhibit strong growth and performance, led by Nuclear Medicine*
- *Industrial underperformed in Q3 as a result of FX headwinds, revenue timing challenges within Defense and Nuclear end markets and continued supply chain friction*
- *Updating 2022 full year guidance; reaffirming organic adjusted revenue growth of 4%-6% and revising Adjusted EBITDA to \$160-\$170M*
- *Completed acquisition of Collins Aerospace Critical Infrastructure business (SIS) in August, expanding our software capabilities and cybersecurity offerings*

1) Excludes the impact of Hanhikivi in 2021 and 2022, the reversal impact from MBD-2™ battlefield dosimeter in Q2 2021 and SIS and CIRS acquisitions.

Market Performance Update

End market trends materializing in order book and growth

Segment and End Market	CY21 % of Total	Market Growth ¹	YTD Order Growth ²	Commentary and Trends	
Medical CY21 Revenue ~\$228M 34% of Total					
	Radiation Therapy Quality Assurance	17%	6% - 8%	24%	<ul style="list-style-type: none"> Strong domestic performance from national account marketing strategy Record quarter for international orders Excludes impact of CIRS acquisition
	Dosimetry	9%	3% - 5%	(0%)	<ul style="list-style-type: none"> Secured first win in our Instadose® open-platform strategy Normalizing for 1Q21³ billing true-up and a large Instadose® order in 3Q22, orders are up 4% year-to-date
	Nuclear Medicine	8%	4% - 6%	21%	<ul style="list-style-type: none"> Continuing to work through backlog in 2022 on top of strong underlying demand Market well-supported by patient demographics and reimbursement protocols
Industrial CY21 Revenue ~\$455M 66% of Total					
	Nuclear	38%	2% - 4%	37%	<ul style="list-style-type: none"> Strong installed base demand supported by increased government support and natural gas prices Strong pipeline visibility into incremental new build orders, none booked in Q3 Performance buoyed by high volume of smaller orders, showcasing demand stability
	Defense & Diversified Industrials	17%	3% - 5%	27%	<ul style="list-style-type: none"> Defense orders up 70% year-to-date ~\$6M order for equipment and on-going service revenue in the mining industry during Q3
	Labs & Research	11%	3% - 5%	13%	<ul style="list-style-type: none"> Strong U.S. budgetary dynamics and pent-up demand promoting newer projects Robust new product pipeline gaining traction in spectroscopy handhelds
	MIRION TECHNOLOGIES		4% - 6%	23%	Improved NTM backlog coverage

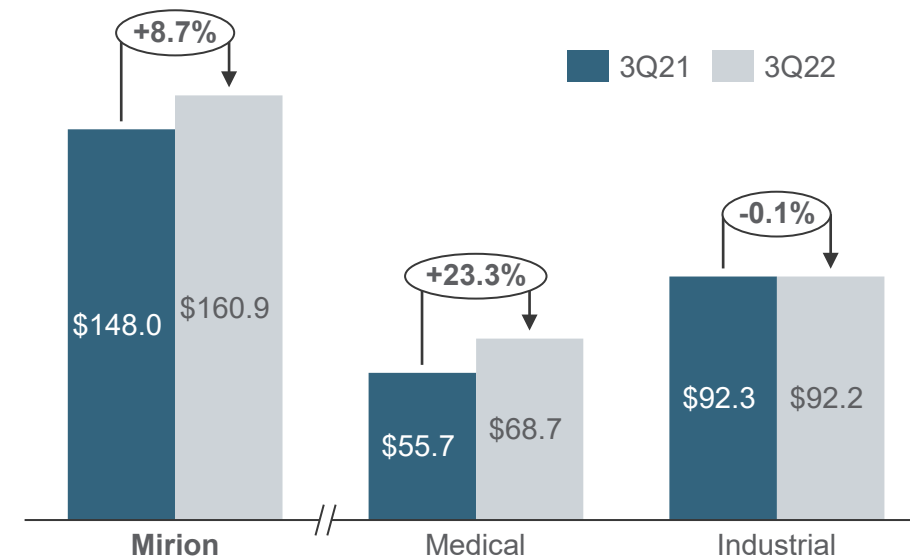
1) Market growth reflects expected compound annual growth from 2020 to 2026 as previously disclosed, outlook represents medium-term outlook; Source: Mirion estimates from a global consulting firm
 2) Excludes the impact of Hanhikivi in 2021 and 2022, the reversal impact from MBD-2™ battlefield dosimeter in Q2 2021 and SIS and CIRS acquisitions
 3) Includes timing true-up related to ERP conversion in 2021; impact from facility move from CA to TN

Fiscal Third Quarter Ended September 30, 2022 Summary

Strong Medical performance, Industrial momentum building

- 🏠 YTD order growth of 23% compared to same period in 2021¹
- 🏠 Adjusted EPS of \$0.03 for third quarter of 2022
- 🏠 Adjusted Revenue of \$160.9M, organic growth up 9.0% in Q3 2022 compared to Q3 2021
- 🏠 Adjusted EBITDA of \$30.8M with margins of 19.1%
- 🏠 Rising interest rates, inflation and foreign exchange headwinds all negatively impacted results
- 🏠 Ending cash of \$58M, net leverage of 4.8x

Adjusted Revenue Performance
3-months ended Sep. 30, 2022 vs. Sep. 30, 2021
\$ millions



Adjusted Organic Revenue Growth %	3Q22 v 3Q21
Medical	20.7%
Industrial	2.0%
Total	9.0%

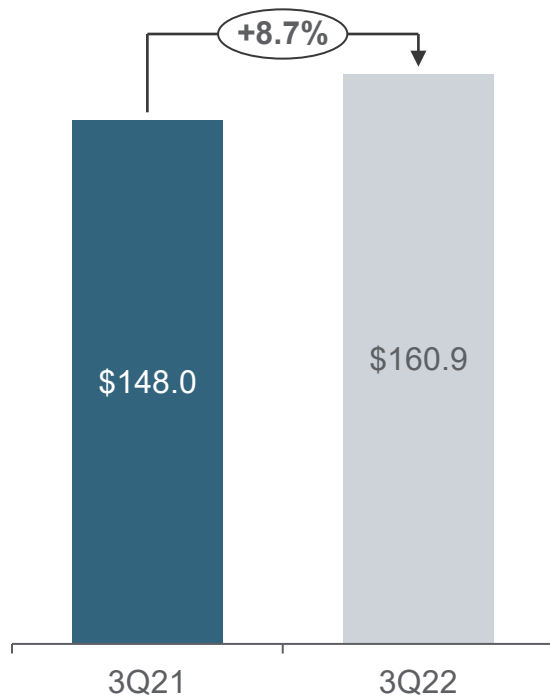
Strong momentum heading into Q4; demand remains robust

1) Excludes the impact of Hanhikivi in 2021 and 2022, the reversal impact from MBD-2™ battlefield dosimeter in Q2 2021 and CIRS and SIS acquisitions. For a reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures, please see the Appendix. References to Q3 2021 and Q3 2022 are to the three months ended September 30, 2021 and 2022, respectively.

Adjusted Revenue

\$ millions | % percentage

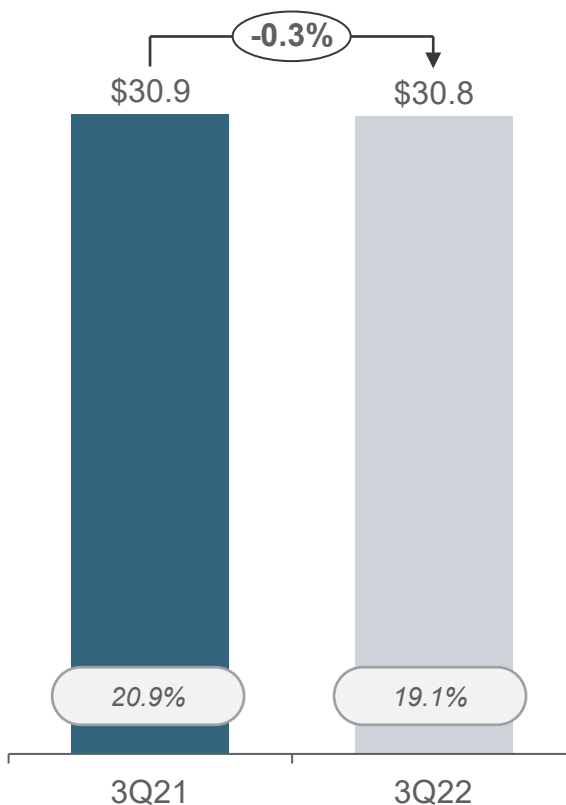
%	3Q21 vs. 3Q22
Organic	+9.0%
Acquisition	+5.4%
FX	-5.7%
Total	+8.7%



Adjusted EBITDA and Margin

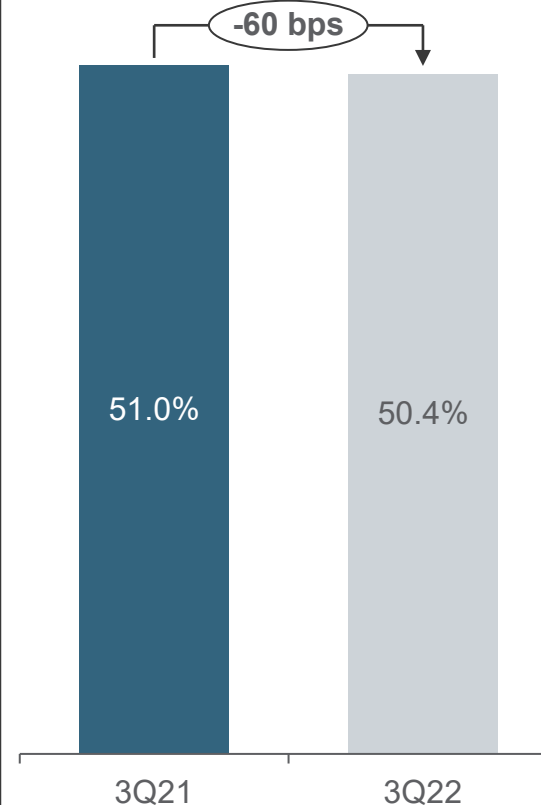
\$ millions | % percentage

Public company costs impacting
Adj. EBITDA margin by ~180 bps



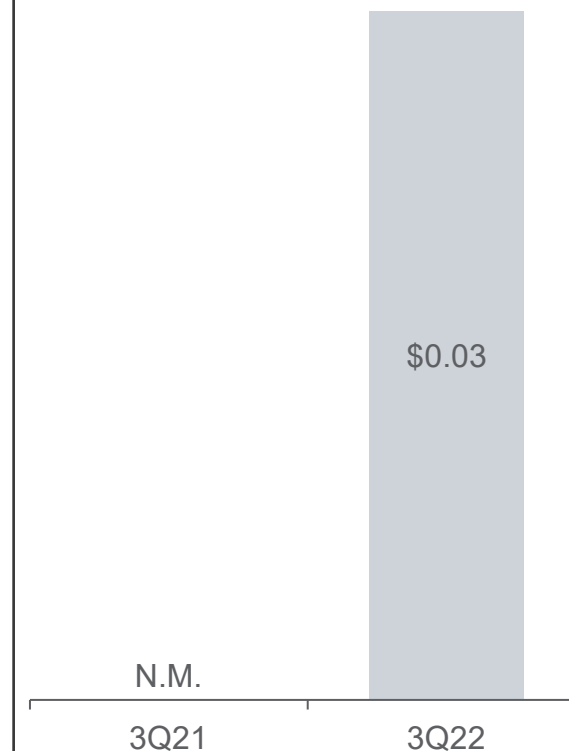
Adjusted Gross Profit Margin

% percentage | basis points



Adjusted EPS

\$ millions

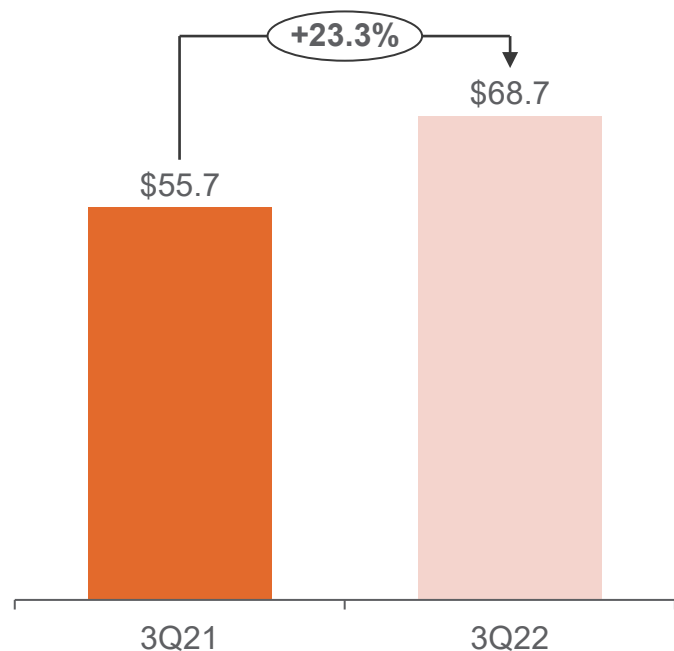


For a reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures, please see the Appendix. References to Q3 2021 and Q3 2022 are to the three months ended September 30, 2021 and 2022, respectively. Adjusted EBITDA Margin calculated as Adjusted EBITDA divided by Adjusted Revenue.

Adjusted Revenue

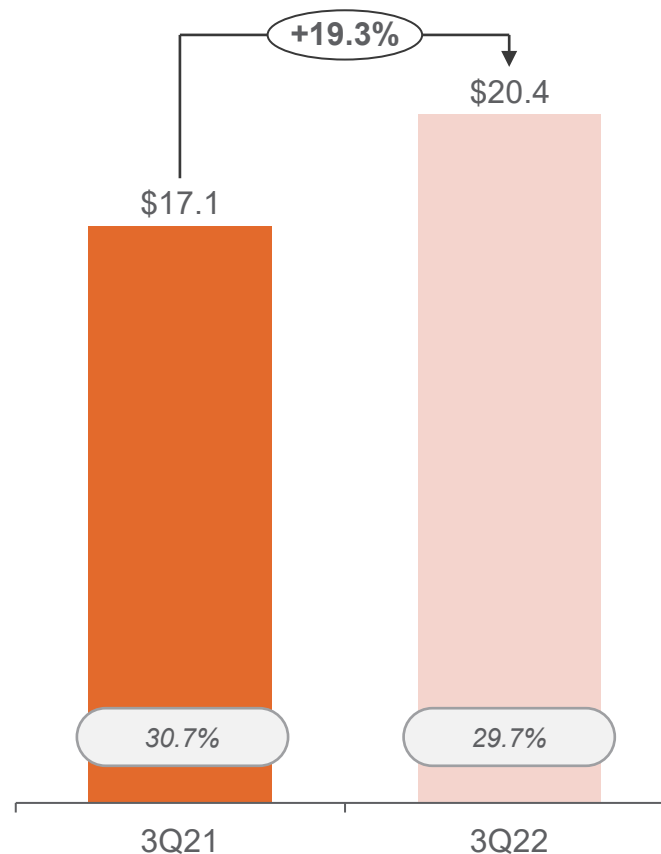
\$ millions | % percentage

%	3Q21 vs. 3Q22
Organic	+20.7%
Acquisition	+4.4%
FX	-1.8%
Total	+23.3%



Adjusted EBITDA and Margin

\$ millions | % percentage

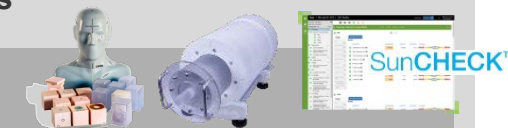


MEDICAL SEGMENT

Nuclear Medicine
Radiotherapy
Medical Imaging
Occupational Dosimetry

Product Categories

Cancer Diagnostics & Therapy QA



Occupational Dosimetry Services



Nuclear Medicine



Medical Imaging

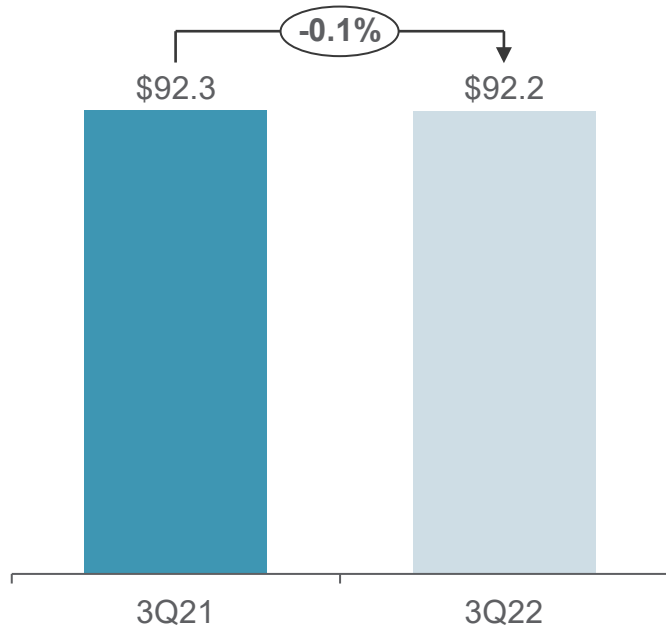


For a reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures, please see the Appendix. References to Q3 2021 and Q3 2022 are to the three months ended September 30, 2021 and 2022, respectively. Adjusted EBITDA Margin calculated as Adjusted EBITDA divided by Adjusted Revenue.

Adjusted Revenue

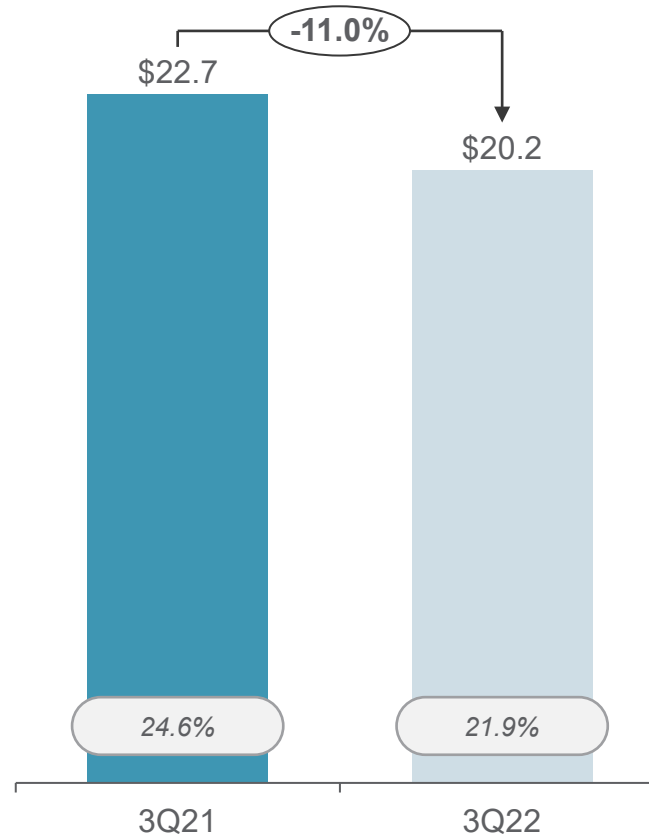
\$ millions | % percentage

%	3Q21 vs. 3Q22
Organic	+2.0%
Acquisition	+6.0%
FX	-8.1%
Total	-0.1%



Adjusted EBITDA and Margin

\$ millions | % percentage



INDUSTRIAL SEGMENT

Nuclear Power
 Labs & Research
 Defense & Diversified Industrial

Product Categories

Laboratory & Scientific Analysis Systems



Radiation Measurement & Health Physics Instrumentation



Search & Radiological Security Systems



Radiation Monitoring Systems



Reactor Instrumentation and Controls



For a reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures, please see the Appendix. References to Q3 2021 and Q3 2022 are to the three months ended September 30, 2021 and 2022, respectively. Adjusted EBITDA Margin calculated as Adjusted EBITDA divided by Adjusted Revenue.

Leverage, Liquidity and Adjusted Free Cash Flow

As of September 30, 2022

Leverage

- Cash on hand as of September 30, 2022 of \$58M
- Revolving facility includes springing first lien net leverage covenant set at 7.0x, tested only if revolving loans outstanding (with certain exclusions) exceed 40% of revolving commitments

(Dollars in millions)

Sep. 30, 2022

Ending cash balance	\$58
Debt from first lien term loan	824
Net Debt	\$766
LTM Adjusted EBITDA	\$153
Pro forma Acquisition LTM Adjusted EBITDA ¹	5
LTM Pro forma Adjusted EBITDA	\$158
Total net debt / Pro forma Adjusted EBITDA	~4.8x

Liquidity and Adjusted Free Cash Flow

- Total liquidity available of \$140M incl. undrawn revolver of \$82M
- Continued investment of ~\$36M in strategic inventory to support internal supply chain stability

(Dollars in millions)

YTD 2022

YTD 2021

Net cash provided by operating activities	\$14.2	\$44.8
Purchases of property, plant, and equipment and badges	(22.7)	(22.7)
Free cash flow	(\$8.5)	\$22.1
Cash used for non-operating expenses	24.9	34.1
Adjusted free cash flow	\$16.4	\$56.2

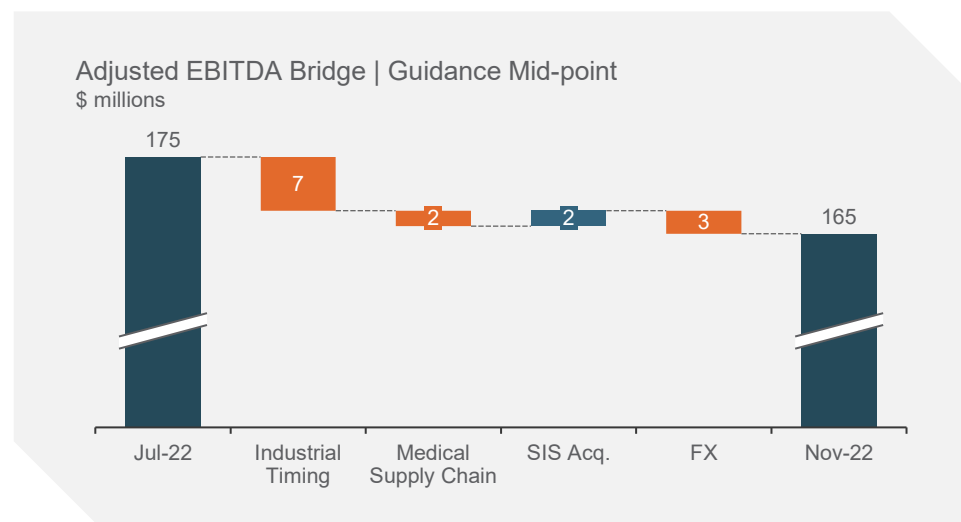
December '22 leverage at the midpoint of guidance expected ~4.5x

1) Reflects pro forma Adjusted EBITDA contribution from CIRS and SIS if they had been acquired before the start of the LTM period. For a reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures, please see the Appendix. References to Q3 2022 and Q3 2021 are to the fiscal three months ended September 30, 2022 and 2021 respectively.

Updated Guidance for the 12 Months Ending December 31, 2022

Reaffirming organic growth guidance, revised adjusted EBITDA guidance

Category ¹	November 1, 2022	July 29, 2022	What we are seeing and expectations
Reported Adj. Revenue Growth Organic Adj. Revenue Growth² <i>Medical</i> <i>Industrial</i>	3.5% to 5.5% 4% to 6% <i>DD organic growth</i> <i>LSD organic growth</i>	2% to 4% 4% to 6% <i>HSD organic growth</i> <i>MSD organic growth</i>	<ul style="list-style-type: none"> FX continues to be a headwind vs. prior year, primarily EUR-related revenue (negative ~5% impact) Inorganic growth expected to contribute ~4.0% EBITDA revision primarily due to Industrial timing, continued pressure on supply chain and FX offset by SIS acquisition FCF revision by increased inventory requirements for Q4 commitments and continued internal supply chain stability
Adjusted EBITDA <i>Margin %³</i>	\$160M to \$170M <i>23% to 24%</i>	\$170M to \$180M <i>24% to 25%</i>	
Adjusted EPS	\$0.37 to \$0.41	\$0.44 to \$0.49	
Adjusted FCF	\$30M to \$45M	\$75M to \$95M	



Other modelling assumptions:

- Shares ~181M⁴
- USD to EUR FX Rate of 1.00
- Effective tax rate between 24% to 26%
- Depreciation of ~\$30M for the year
- Net interest expense of ~\$42M (~\$38M of cash interest)
- Cash non-operating expenses of approximately \$30





Note: Guidance as of November 1, 2022.

1) For a reconciliation of adjusted metrics to the most directly comparable GAAP measures, please see the Appendix

2) Adjusted Revenue Growth includes the impacts of foreign exchange and acquisitions. Organic adjusted revenue growth excludes the impacts of foreign exchange and acquisitions.

3) Adjusted EBITDA as a percentage of Adjusted Revenue

4) 181.3 million shares of Class A common stock outstanding (excludes 8.0 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, 0.4 million performance stock units and a further 23.7 million shares reserved for future equity awards under our 2021 Omnibus Incentive Plan (subject to annual increase). See the Appendix for more information

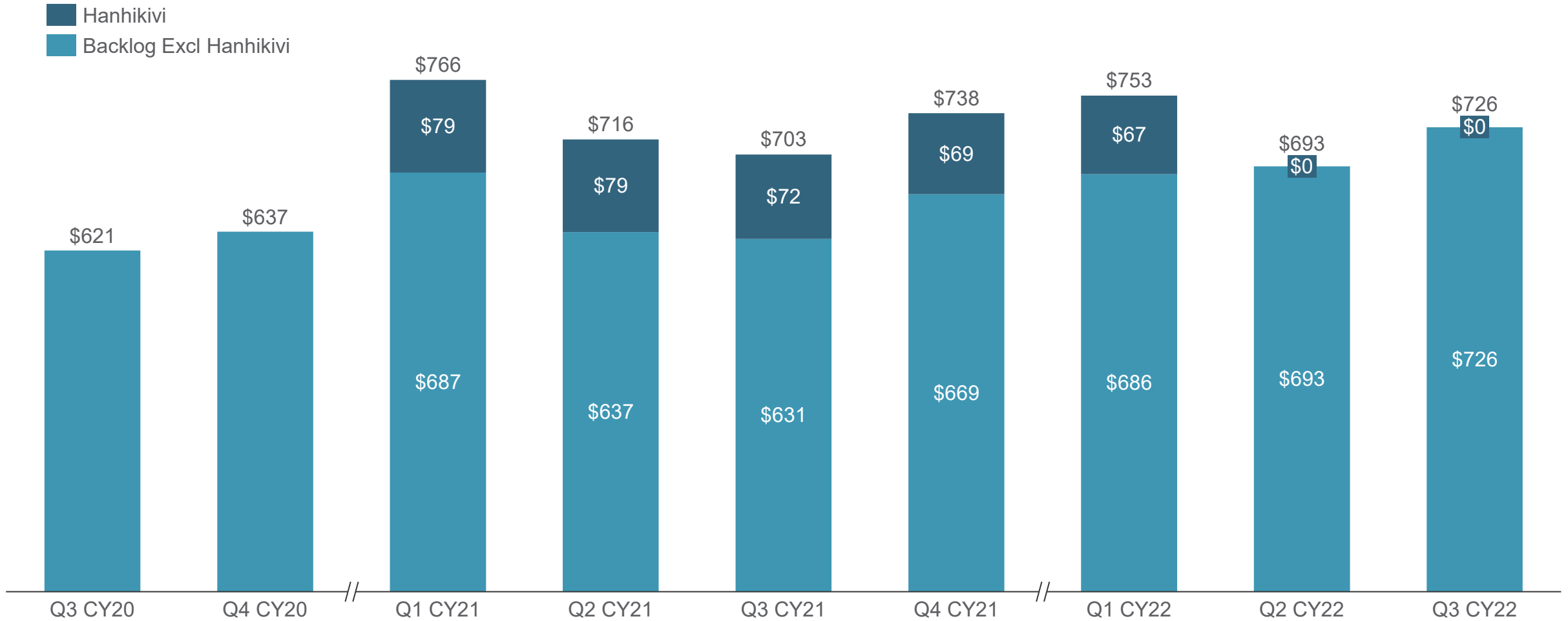
-  ***Sustained, broad-based order growth and robust backlog supporting go-forward momentum***
-  ***Continued strength in Medical; underperformance in Industrial due to timing-related challenges and ongoing friction within the operating environment***
-  ***Execution on Q4 target and free cash flow in acute focus***
-  ***Updated full year CY22 guidance***

Appendix



Backlog Trend | Q3 CY20 to Q3 CY22

\$ millions



Note: Backlog figures on an as reported basis
 Backlog figures include acquisitions of Biodex after Oct-20, Sun Nuclear after Dec-20, CIRS after Dec-21 and SIS after Sep-22
 Quarter-over-quarter decline from Q1 2022 to Q2 2022 is reflective of the cancellation of the Hanhikivi Nuclear Project in Finland.

Nine Quarter Segment Reconciliation

Medical

(\$ in millions)	Successor			Combined (non-GAAP)	Predecessor				
	Q3 2022	Q2 2022	Q1 2022	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020
Revenue	\$ 68.7	\$ 66.8	\$ 60.1	\$ 57.5	\$ 52.0	\$ 52.1	\$ 51.5	\$ 31.7	\$ 20.4
Revenue reduction from purchase accounting	—	—	—	3.1	3.7	3.7	4.3	—	—
Adjusted Revenue	\$ 68.7	\$ 66.8	\$ 60.1	\$ 60.6	\$ 55.7	\$ 55.8	\$ 55.8	\$ 31.7	\$ 20.4
YoY % Growth - Total	23.3 %	19.6 %	7.7 %	91.2 %	173.0 %	204.9 %	269.5 %		
YoY % Growth - Organic	20.7 %	15.1 %	0.7 %	0.2 %	10.8 %	0.1 %	3.1 %		
YoY % Growth - Acquisitions	4.4 %	5.8 %	7.7 %	91.6 %	162.3 %	202.2 %	264.0 %		
YoY % Growth - FX	(1.8)%	(1.3)%	(0.6)%	(0.6)%	— %	2.6 %	2.4 %		
Income (loss) from operations	\$ 0.4	\$ (0.1)	\$ (3.5)	n.m	\$ 2.6	\$ (0.4)	\$ (2.3)	\$ 4.6	\$ 4.0
Amortization	15.3	17.0	17.3	n.m	8.0	8.9	8.3	3.6	2.4
Depreciation - core	3.5	3.5	2.6	n.m	2.8	3.9	2.5	1.8	1.9
Depreciation - Mirion Business Combination step-up	1.2	1.2	1.2	n.m	—	—	—	—	—
Revenue reduction from purchase accounting	—	—	—	n.m	3.7	3.7	4.3	—	—
Stock compensation	0.1	0.2	0.1	n.m	—	—	—	—	—
Cost of revenue impact from purchase accounting	—	—	0.9	n.m	—	—	4.7	0.5	—
Goodwill impairment	—	—	—	n.m	—	—	—	—	—
Non-operating expenses	—	—	—	n.m	—	—	—	—	—
Other income/expense	(0.1)	0.4	—	n.m	—	(0.1)	—	—	—
Adjusted EBITDA	\$ 20.4	\$ 22.2	\$ 18.6	\$ 19.7	\$ 17.1	\$ 16.0	\$ 17.5	\$ 10.5	\$ 8.3
Income from operations as a % of Revenue	0.6 %	(0.1)%	(5.8)%	n.m	5.0 %	(0.8)%	(4.5)%	14.5 %	19.6 %
Adjusted EBITDA as a % of Adjusted Revenue	29.7 %	33.2 %	30.9 %	32.5 %	30.7 %	28.7 %	31.4 %	33.1 %	40.7 %

Nine Quarter Segment Reconciliation

Industrial

(\$ in millions)	Successor			Combined (non-GAAP)	Predecessor				
	Q3 2022	Q2 2022	Q1 2022	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020
Revenue	\$ 92.2	\$ 109.0	\$ 103.1	\$ 120.3	\$ 92.3	\$ 127.9	\$ 114.7	\$ 119.0	\$ 94.2
Revenue reduction from purchase accounting	—	—	—	—	—	—	—	—	—
Adjusted Revenue	\$ 92.2	\$ 109.0	\$ 103.1	\$ 120.3	\$ 92.3	\$ 127.9	\$ 114.7	\$ 119.0	\$ 94.2
YoY % Growth - Total	(0.1)%	(14.7)%	(10.2)%	1.1 %	(2.0)%	4.0 %	21.1 %		
YoY % Growth - Organic	2.0 %	(9.0)%	(6.6)%	3.3 %	(2.4)%	(0.2)%	15.6 %		
YoY % Growth - Acquisitions	6.0 %	n.a.	— %	— %	— %	— %	— %		
YoY % Growth - FX	(8.1)%	(5.7)%	(3.6)%	(2.2)%	0.4 %	4.2 %	5.5 %		
Income (loss) from operations	\$ (2.5)	\$ (45.3)	\$ (1.4)	n.m	\$ 12.5	\$ 29.9	\$ 17.9	\$ 22.3	\$ 11.4
Amortization	19.9	20.5	21.5	n.m	8.1	9.7	10.3	9.9	9.8
Depreciation - core	2.1	1.9	1.9	n.m	2.1	2.6	2.4	2.6	2.4
Depreciation - Mirion Business Combination step-up	0.3	0.4	0.4	n.m	—	—	—	—	—
Revenue reduction from purchase accounting	—	—	—	n.m	—	—	—	—	—
Stock compensation	0.3	0.3	0.1	n.m	—	—	—	—	—
Cost of revenue impact from purchase accounting	—	—	5.4	n.m	—	—	—	—	—
Goodwill impairment	—	55.2	—	n.m	—	—	—	—	—
Non-operating expenses	—	—	—	n.m	—	—	—	—	—
Other income/expense	0.1	—	—	n.m	—	0.1	—	—	—
Adjusted EBITDA	\$ 20.2	\$ 33.0	\$ 27.9	\$ 35.1	\$ 22.7	\$ 42.3	\$ 30.6	\$ 34.8	\$ 23.6
Income from operations as a % of Revenue	(2.7)%	(41.6)%	(1.4)%	n.m	13.5 %	23.4 %	15.6 %	18.7 %	12.1 %
Adjusted EBITDA as a % of Adjusted Revenue	21.9 %	30.3 %	27.1 %	29.2 %	24.6 %	33.1 %	26.7 %	29.2 %	25.1 %

Nine Quarter Segment Reconciliation

Corporate & Other



(\$ in millions)	Successor			Combined (non-GAAP)	Predecessor					
	Q3 2022	Q2 2022	Q1 2022	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020	
Revenue	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Revenue reduction from purchase accounting	—	—	—	—	—	—	—	—	—	—
Adjusted Revenue	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Income (loss) from operations	\$ (25.5)	\$ (29.2)	\$ (28.7)	n.m	\$ (24.0)	\$ (24.8)	\$ (24.5)	\$ (16.2)	\$ (10.8)	
Amortization	—	—	—	n.m	—	—	—	—	—	
Depreciation - core	0.2	0.2	0.1	n.m	0.2	0.3	0.2	0.3	—	
Depreciation - Mirion Business Combination step-up	0.1	0.1	—	n.m	—	—	—	—	—	
Revenue reduction from purchase accounting	—	—	—	n.m	—	—	—	—	—	
Stock compensation	8.1	8.0	7.6	n.m	—	—	(0.1)	0.1	—	
Cost of revenue impact from purchase accounting	—	—	—	n.m	—	—	—	—	—	
Goodwill impairment	—	—	—	n.m	—	—	—	—	—	
Non-operating expenses	7.1	8.4	9.4	n.m	15.0	15.6	16.0	8.5	2.9	
Other income/expense	0.2	(0.1)	—	n.m	(0.1)	0.5	0.2	0.4	—	
Adjusted EBITDA	\$ (9.8)	\$ (12.6)	\$ (11.6)	\$ (10.0)	\$ (8.9)	\$ (8.4)	\$ (8.2)	\$ (6.9)	\$ (7.9)	
<i>Income from operations as a % of Revenue</i>	<i>n.a</i>	<i>n.a</i>	<i>n.a</i>	<i>n.a</i>	<i>n.a</i>	<i>n.a</i>	<i>n.a</i>	<i>n.a</i>	<i>n.a</i>	
<i>Adjusted EBITDA as a % of Adjusted Revenue</i>	<i>n.a</i>	<i>n.a</i>	<i>n.a</i>	<i>n.a</i>	<i>n.a</i>	<i>n.a</i>	<i>n.a</i>	<i>n.a</i>	<i>n.a</i>	

Nine Quarter Segment Reconciliation

Consolidated

(\$ in millions)	Successor			Combined (non-GAAP)	Predecessor				
	Q3 2022	Q2 2022	Q1 2022	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020
Revenue	\$ 160.9	\$ 175.8	\$ 163.2	\$ 177.8	\$ 144.3	\$ 180.0	\$ 166.2	\$ 150.8	\$ 114.6
Revenue reduction from purchase accounting	—	—	—	3.1	3.7	3.7	4.3	—	—
Adjusted Revenue	\$ 160.9	\$ 175.8	\$ 163.2	\$ 180.9	\$ 148.0	\$ 183.7	\$ 170.5	\$ 150.8	\$ 114.6
YoY % Growth - Total	8.7 %	(4.3)%	(4.3)%	20.0 %	29.1 %	29.9 %	55.3 %		
YoY % Growth - Organic	9.0 %	(1.7)%	(4.2)%	2.7 %	(0.1)%	(0.2)%	14.0 %		
YoY % Growth - Acquisitions	5.4 %	1.8 %	2.5 %	19.3 %	28.9 %	26.1 %	36.3 %		
YoY % Growth - FX	(5.7)%	(4.4)%	(2.6)%	(2.0)%	0.3 %	4.0 %	5.0 %		
Income (loss) from operations	\$ (27.6)	\$ (74.6)	\$ (33.6)	n.m	\$ (8.9)	\$ 4.7	\$ (8.9)	\$ 10.7	\$ 4.6
Amortization	35.2	37.5	38.8	n.m	16.1	18.6	18.6	13.5	12.2
Depreciation - core	5.8	5.6	4.6	n.m	5.1	6.8	5.0	4.6	4.3
Depreciation - Mirion Business Combination step-up	1.6	1.7	1.6	n.m	—	—	—	—	—
Revenue reduction from purchase accounting	—	—	—	n.m	3.7	3.7	4.3	—	—
Stock compensation	8.5	8.5	7.8	n.m	—	—	(0.1)	0.1	—
Cost of revenue impact from purchase accounting	—	—	6.3	n.m	—	—	4.7	0.5	—
Goodwill impairment	—	55.2	—	n.m	—	—	—	—	—
Non-operating expenses	7.1	8.4	9.4	n.m	15.0	15.6	16.0	8.5	2.9
Other income/expense	0.2	0.3	—	n.m	(0.1)	0.5	0.2	0.4	0.1
Adjusted EBITDA	\$ 30.8	\$ 42.6	\$ 34.9	\$ 44.8	\$ 30.9	\$ 49.9	\$ 39.8	\$ 38.3	\$ 24.1
Income from operations as a % of Revenue	(17.2)%	(42.4)%	(20.6)%	nm	(6.2)%	2.6 %	(5.4)%	7.1 %	4.0 %
Adjusted EBITDA as a % of Adjusted Revenue	19.1 %	24.2 %	21.4 %	24.8 %	20.9 %	27.2 %	23.3 %	25.4 %	21.0 %

Non-GAAP Reconciliations

Consolidated – Income (loss) from Operations, Adjusted Gross Profit & Adjusted EBITDA

<i>(\$ in millions)</i>	Three Months Ended September 30, 2022 (Successor)	Three Months Ended September 30, 2021 (Predecessor)
Net income (loss)	\$ (50.4)	\$ (46.7)
Interest expense, net	13.1	43.8
Income tax expense (benefit) provision	(5.0)	(4.7)
Foreign currency (gain) loss, net	3.1	(1.4)
Change in fair value of warrant liabilities	12.0	—
Debt extinguishment	—	—
Non-operating expenses	(0.4)	—
Other income/expense	—	0.1
Income (Loss) from Operations	\$ (27.6)	\$ (8.9)
Amortization	\$ 35.2	\$ 16.1
Depreciation	7.4	5.1
Revenue reduction from purchase accounting	—	3.7
Stock compensation expense	8.5	—
Cost of revenue impact from inventory valuation purchase accounting	—	—
Goodwill impairment	—	—
Non-operating expenses	6.9	15.0
Other income/expense	0.4	(0.1)
Adjusted EBITDA	\$ 30.8	\$ 30.9
Gross profit	\$ 69.8	\$ 61.9
Amortization	6.6	5.4
Depreciation	4.3	3.5
Revenue adjustment from purchase accounting	—	3.7
Non-operating expenses	0.4	1.0
Adjusted Gross Profit	\$ 81.1	\$ 75.5
<i>Adjusted Gross Profit as % of Adjusted Revenue</i>	<i>50.4 %</i>	<i>51.0 %</i>

Non-GAAP Reconciliations

Reconciliation of Adjusted Earnings per Share

<i>(\$ in millions)</i>	Three Months Ended September 30, 2022 (Successor)
Net loss attributable to Mirion Technologies, Inc. (Successor) / Mirion Technologies (TopCo), Ltd. (Predecessor) stockholders	\$ (47.1)
Loss attributable to noncontrolling interests	(3.3)
GAAP net loss	(50.4)
Revenue reduction from purchase accounting	—
Cost of revenues impact from inventory valuation purchase accounting	—
Foreign currency (gain) loss, net	3.1
Amortization of acquired intangibles	35.2
Stock based compensation	8.5
Change in fair value of warrant liabilities	12.0
Goodwill impairment	—
Debt extinguishment	—
Non-operating expenses	6.9
Tax impact of adjustments above	(9.7)
Adjusted Net Income	\$ 5.6
Weighted average common shares outstanding — basic and diluted	181.333
Dilutive Potential Common Shares - RSU's	0.019
Adjusted weighted average common shares — diluted	181.352
Net loss per common share attributable to Mirion Technologies, Inc.	\$ (0.26)
Adjusted EPS	\$ 0.03

Share Count Details

As of September 30, 2022¹

Share Description	Outstanding Securities	Fully Diluted (Illustrative) ^{2,3,4}	Notes
Shares of Class A Common Stock – Public	181,352,086	181,352,086	<ul style="list-style-type: none"> Outstanding shares as of close of trading on the New York Stock Exchange (NYSE) September 30, 2022
Shares for EPS Calculation	181,352,086	181,352,086	
Shares of Class B Common Stock – Mirion Management ⁵	8,040,540	8,040,540	<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"> Founders 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 to us if they fail to vest by October 20, 2026.
Total Shares Outstanding	208,142,626	208,142,626	
Public Warrants	18,749,879	6,770,789	<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	235,392,505	217,982,859	
Outstanding Equity Awards ⁶	2,253,742	2,253,742	<ul style="list-style-type: none"> Mirion had 1.8 million shares of restricted stock units and 0.4 million shares of performance stock units outstanding as of September 30, 2022. Additionally, Mirion had reserved an additional 23.7 million shares of Class A common stock for future equity awards issuance under its 2021 Omnibus Incentive Plan (subject to annual automatic increases).
Total Fully Diluted Shares	237,646,247	220,236,601	

- 1) All data on this slide is as of September 30, 2022, unless otherwise noted. All share numbers and dollar amounts are subject to adjustment for stock splits or other similar events. For more information on Mirion’s securities, see its Registration Statement on Form S-1, filed with the SEC on October 27, 2021, as amended, and the other filings we make with the SEC from time to time.
- 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

Consists of 181,352,086 shares of Class A common stock and 8,040,540 shares of Class B common stock outstanding as of September 30, 2022. Excludes (1) 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 within five years after October 20, 2021; (2) 27,249,879 shares of Class A common stock issuable upon the exercise of 8,500,000 private placement warrants and 18,749,879 publicly-traded warrants; (3) 1.8 million shares of Class A common stock underlying restricted stock units and 0.4 million shares of Class A common stock underlying performance stock units; and (4) any shares issuable from future equity awards under our 2021 Omnibus Incentive Plan, which initially had 23,650,563 shares reserved (subject to annual automatic increases). The 8,040,540 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 September 30, 2022, 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 Adjusted Revenues is defined as Adjusted Revenues excluding the impact of foreign exchange rates as well as mergers and acquisitions in the period.

Adjusted Gross Profit is defined as U.S. GAAP 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 (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 and acquisition 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 GAAP 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. 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 and purchases of badges.

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.



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