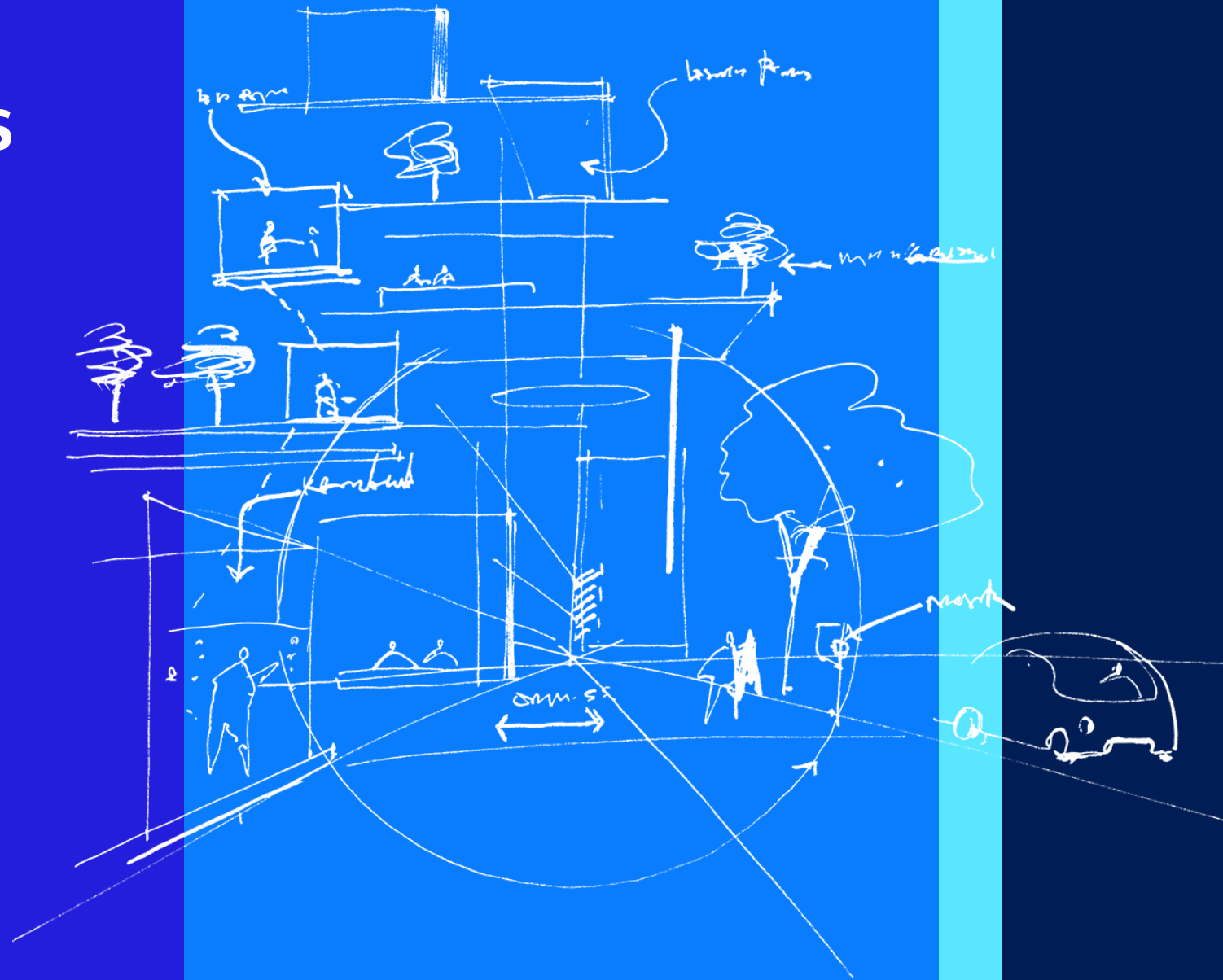


# Jacobs Fiscal 2024 Third Quarter Results

# August 6, 2024



**Challenging today.  
Reinventing tomorrow.**

# Disclaimer

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Certain statements contained in this presentation constitute forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that do not directly relate to any historical or current fact. When used herein, words such as "expects," "anticipates," "believes," "seeks," "estimates," "plans," "intends," "future," "will," "would," "could," "can," "may," "target," "goal" and similar words are intended to identify forward-looking statements. Examples of forward-looking statements include, but are not limited to, statements we make concerning our expectations as to our future growth, prospects, financial outlook and business strategy, including our expectations for our fiscal year 2024 adjusted EBITDA, adjusted EPS and reported free cash flow conversion, as well as our expectations for margin expansion, our fiscal year 2024 effective tax rates, and the expected timing for closing the proposed transaction to spin off and merge the Separated Businesses with Amentum (together the "Combined Company") in a proposed transaction that is intended to be tax-free to stockholders for U.S. federal income tax purposes (hereinafter referred to as the "Separation Transaction"), and any assumptions underlying any of the foregoing. Although such statements are based on management's current estimates and expectations, and/or currently available competitive, financial, and economic data, forward-looking statements are inherently uncertain, and you should not place undue reliance on such statements as actual results may differ materially. We caution the reader that there are a variety of risks, uncertainties and other factors that could cause actual results to differ materially from what is contained, projected or implied by our forward-looking statements. Such factors include the possibility that closing conditions for the Separation Transaction may not be satisfied or waived, on a timely basis or otherwise, uncertainties as to the impact of the Separation Transaction on Jacobs' and the Combined Company's businesses if the transaction is completed, including a possible impact on Jacobs' credit profile, and a possible decrease in the trading price of Jacobs' and/or the Combined Company's shares, the possibility that the Separation Transaction, if completed, may not qualify for the expected tax treatment, the ability to obtain all required regulatory approvals, the risk that any consents or approvals required in connection with the Separation Transaction may not be received, the risk that the Separation Transaction may not be completed on the terms or in the time-frame expected by the parties, uncertainties as to our and our stockholders' respective ownership percentages of the Combined Company and the value to be derived from the disposition of Jacobs' stake in the Combined Company, unexpected costs, charges or expenses resulting from the Separation Transaction, business and management strategies and the growth expectations of the Combined Company, the inability of Jacobs and the Combined Company to retain and hire key personnel, customers or suppliers while the Separation Transaction is pending or after it is completed, and the ability of the Company to eliminate all stranded costs, as well as other factors related to our business, such as our ability to fully execute on our three-year corporate strategy, including our ability to invest in the tools needed to implement our strategy, competition from existing and future competitors in our target markets, our ability to achieve the cost-savings and synergies contemplated by our recent acquisitions within the expected time frames or to achieve them fully and to successfully integrate acquired businesses, the impact of acquisitions, strategic alliances, divestitures, and other strategic events resulting from evolving business strategies, including on the Company's ability to maintain its culture and retain key personnel, the impact of any pandemic, and any resulting economic downturn on our results, prospects and opportunities, measures or restrictions imposed by governments and health officials in response to the pandemic, the timing of the award of projects and funding and potential changes to the amounts provided for under the Infrastructure Investment and Jobs Act, as well as other legislation related to governmental spending, any changes in U.S. or foreign tax laws, statutes, rules, regulations or ordinances that may adversely impact our future financial positions or results of operations, financial market risks that may affect the Company, including by affecting the Company's access to capital, the cost of such capital and/or the Company's funding obligations under defined benefit pension and postretirement plans, as well as general economic conditions, including inflation and the actions taken by monetary authorities in response to inflation, changes in interest rates, and foreign currency exchange rates, changes in capital markets, instability in the banking industry, or the impact of a possible recession or economic downturn on our results, prospects and opportunities, and geopolitical events and conflicts among others. The impact of such matters includes, but is not limited to, the possible reduction in demand for certain of our product solutions and services and the delay or abandonment of ongoing or anticipated projects due to the financial condition of our clients and suppliers or to governmental budget constraints or changes to governmental budgetary priorities; the inability of our clients to meet their payment obligations in a timely manner or at all; potential issues and risks related to a significant portion of our employees working remotely; illness, travel restrictions and other workforce disruptions that have and could continue to negatively affect our supply chain and our ability to timely and satisfactorily complete our clients' projects; difficulties associated with retaining and hiring additional employees; and the inability of governments in certain of the countries in which we operate to effectively mitigate the financial or other impacts of any future pandemics or infectious disease outbreaks on their economies and workforces and our operations therein. The foregoing factors and potential future developments are inherently uncertain, unpredictable and, in many cases, beyond our control. For a description of these and additional factors that may occur that could cause actual results to differ from our forward-looking statements see our Annual Report on Form 10-K for the year ended September 29, 2023, and in particular the discussions contained therein under Item 1 - Business; Item 1A - Risk Factors; Item 3 - Legal Proceedings; and Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operations, and Part II, Item 1A - Risk Factors, in our most recently filed Quarterly Report on Form 10-Q, as well as the Company's other filings with the U.S. Securities and Exchange Commission. The Company is not under any duty to update any of the forward-looking statements after the date of this presentation to conform to actual results, except as required by applicable law.

## **Non-GAAP Financial Measures and Operating Metrics**

To supplement the financial results presented in accordance with generally accepted accounting principles in the United States ("GAAP"), we present certain non-GAAP financial measures within the meaning of Regulation G under the Securities Exchange Act of 1934, as amended. These measures are not, and should not be viewed as, substitutes for GAAP financial measures. More information about these non-GAAP financial measures and reconciliations of these non-GAAP financial measures to the most directly comparable GAAP financial measures can be found at the end of this presentation and in the supplemental disclosures package on our investor relations website at [invest.jacobs.com](https://invest.jacobs.com).

# Today's agenda

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## Overview

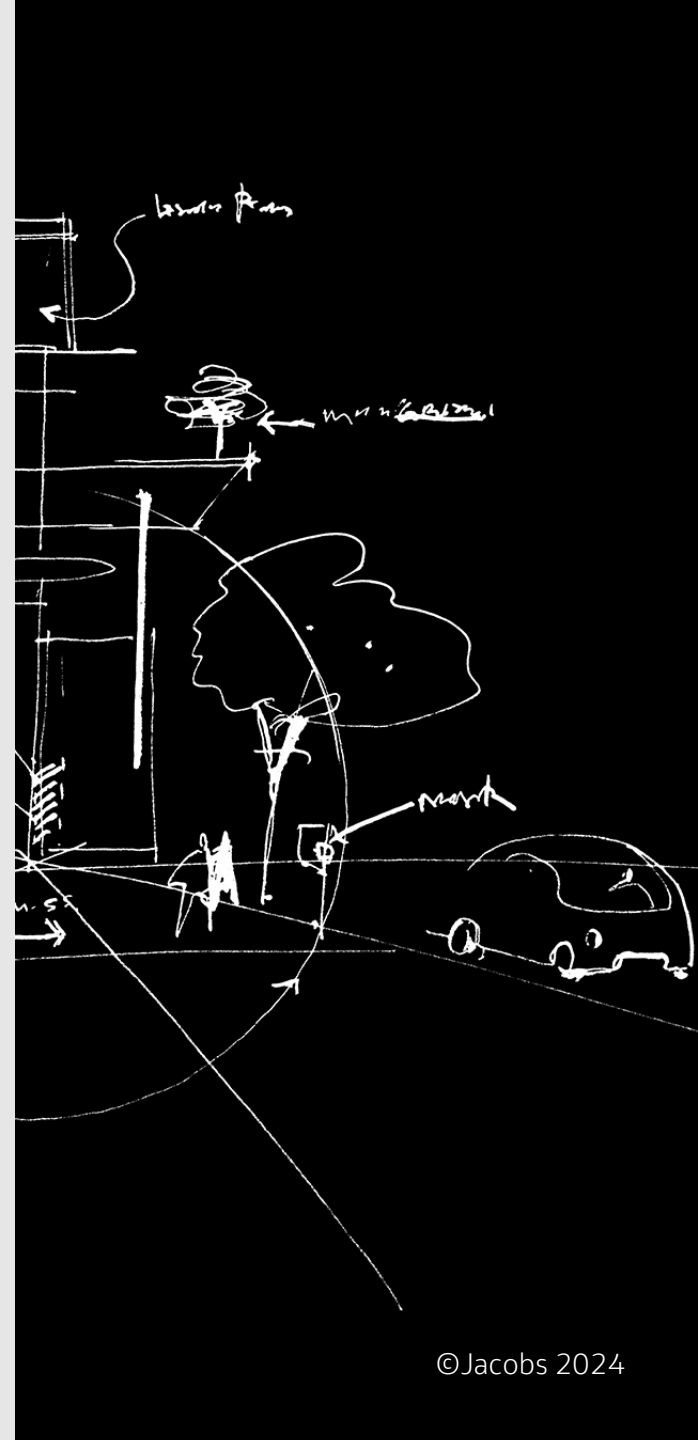
- Separation Transaction update
- Performance overview

## Financial review

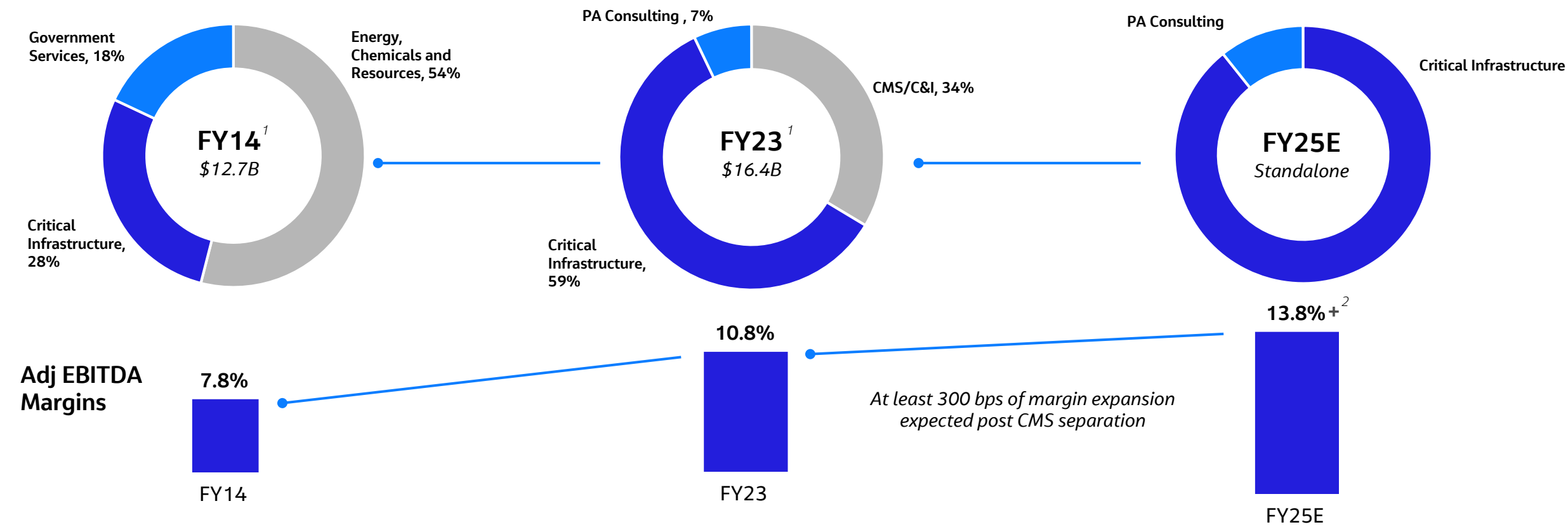
- Q3 FY 2024 results
- Q3 FY 2024 segment review
- Balance sheet and cash flow

## Outlook & Summary

## Q&A



# Transformation to less volatile and higher value services and solutions



2015-2016	2017-2023	Today & future
<b>Assess and Focus</b> <ul style="list-style-type: none"><li>▪ New management team joins Jacobs</li><li>▪ Developed strategy aligned to secular growth opportunities</li></ul>	<b>De-risk and Shift to Higher Value Services</b> <ul style="list-style-type: none"><li>▪ Acquired CH2M to accelerate growth in high value infrastructure</li><li>▪ Divested energy, chemical and resources business</li><li>▪ Acquired majority ownership in PA Consulting</li></ul>	<b>Challenging Today. Reinventing Tomorrow.</b> <ul style="list-style-type: none"><li>▪ Foundation of efficient, competitive businesses</li><li>▪ Global, premier high-end solutions provider</li><li>▪ Positioning two leading businesses for success</li><li>▪ Evolving existing culture to accelerate our strategy</li></ul>

Note: See Use of Non-GAAP financial measures and operating metrics at the end of this presentation.  
<sup>1</sup> Based on Revenue per applicable 10K filing  
<sup>2</sup> Projected Adj. EBITDA Margin, dependent on successful completion of CMS separation. Reconciliation of fiscal year 2025 adjusted EBITDA Margin to the most directly comparable GAAP measure is not available without unreasonable efforts because the Company cannot predict with sufficient certainty all of the components required to provide such reconciliation.

# Separation Transaction Updates

- An updated Form 10 was publicly filed yesterday with the U.S. Securities and Exchange Commission, but not yet declared effective.
- This filing is part of the planned spin-off of Critical Mission Solutions business and parts of Divergent Solutions business, including Cyber & Intelligence, and merger of the separated businesses with Amentum.
- Filed under “Amazon Holdco Inc”. Upon closing, the merged entity will be named Amentum Holdings, Inc.
- Closing now expected in the second half of September 2024, subject to satisfaction of remaining closing conditions.
- Amentum will host a Capital Markets Day on Tuesday, August 13, 2024 at 10:00 a.m. EST, at the New York Stock Exchange in New York City. For more details, visit [www.amentum.com/investor-relations](http://www.amentum.com/investor-relations).

**Save the date**

Jacobs Investor Day  
February 18, 2025  
Miami, Florida

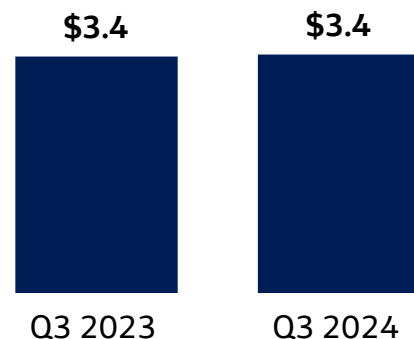
## Strategy: Boldly Moving Forward

- Culture of inclusion, innovation and inspiration creates competitive advantage
- Diverse sector exposure with recurring revenue provides substantial visibility
- Climate Response, Data Solutions and Consulting & Advisory key accelerators
- Solid execution and discipline result in strong cash flow and shareholder value

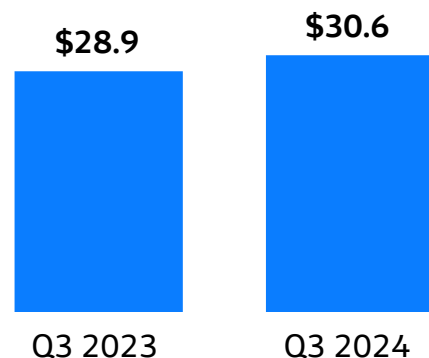
## Q3 FY 24 Results

- Q3 revenue backlog \$30.6B, up 6% y/y with gross profit in backlog up 5.5% y/y
- Q3 adjusted OP up 7% y/y
- Q3 gross revenue up 1% y/y and adjusted net revenue increased 1% y/y
- Q3 P&PS gross revenue up 4% and adjusted net revenue up 5% y/y

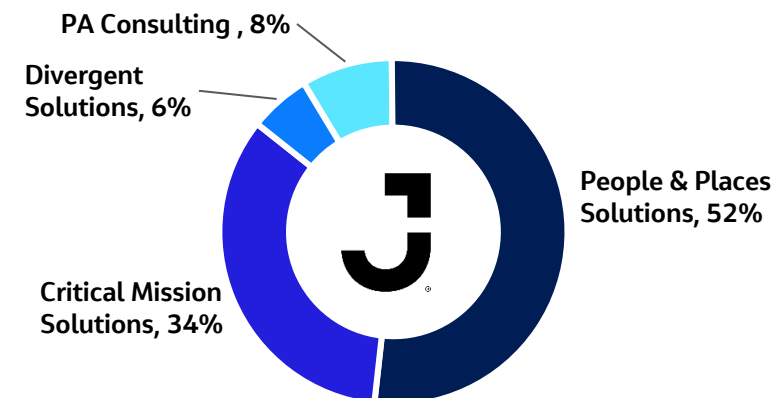
**Adj. Net Revenue** (\$ in Billions)



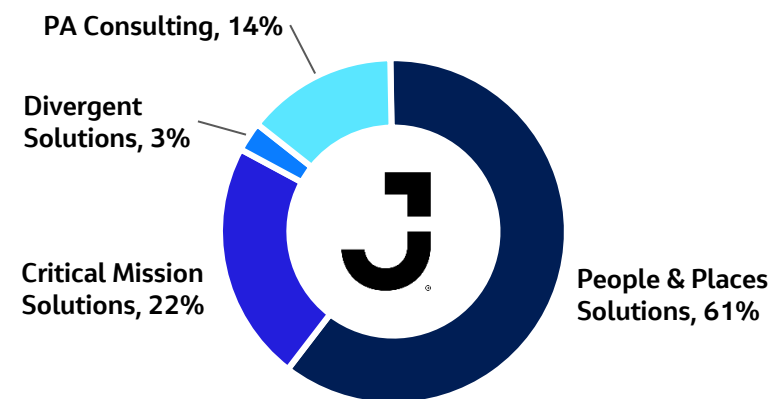
**Backlog** (\$ in Billions)



**Q3 FY 24  
Segment Adj. Net Revenue**



**Q3 FY 24  
Segment Operating Profit**





# Delivering sustainable solutions

**FUJIFILM Diosynth Biotechnologies' Larger-Scale Biologics Manufacturing Site**  
Holly Springs, NC, U.S.


Supporting EPCM delivery of a \$1.2 billion large-scale cell culture contract manufacturing site expansion with digital and modular innovation to deliver medicines faster and more reliably.



Read more [here](#).

**Hertfordshire County Council**  
Hertfordshire, U.K.

Providing multi-discipline and flexible highways and environmental services to advance the public highways network.



Read more [here](#).

**PUB, Singapore's National Water Agency**  
Singapore


Strengthening Singapore's water resilience and used water management system with the development of the new Kranji Water Reclamation Plant.



Read more [here](#).

**City of Omaha**  
Omaha, NE, U.S.

Developing a real-time control decision support system for the city's wastewater collection network.



Read more [here](#).

# Fiscal 2024 Q3 results

Revenue up 1% y/y, adjusted net revenue increased 1% y/y

GAAP Operating Profit (OP) of \$260M and OP Margin of 6.2%

Adj. OP of \$386M up 7%; Adj. OP Margin (% of Adj. Net Revenue) of 11.3%

GAAP Net Earnings from Continuing Operations of \$146M

GAAP EPS from Continuing Operations of \$1.17 includes:

- \$0.31 of expense net of NCI related to the amortization of acquired intangibles
- \$0.49 of transaction, restructuring and other related costs

Adj. EPS of \$1.96

Adjusted EBITDA of \$392M, with adjusted EBITDA margin 11.5% of Adj. Net Revenue

Q3 revenue book-to-bill 1.29x and gross profit in backlog up 5.5% y/y

P&PS book-to-bill 1.53x, with record revenue in backlog, up 10% y/y and gross profit up 9% y/y



# Segment financials

\$'s in millions				
	Q3 2023	Q3 2024	Y/Y	Y/Y CC
<b>People &amp; Places Solutions Operating Profit</b> as a % of adj. net revenue	<b>243</b> 14.4%	<b>271</b> 15.3%	<b>12%</b> 95 bps	<b>12%</b>
<b>Critical Mission Solutions Operating Profit</b> as a % of revenue	<b>99</b> 8.3%	<b>100</b> 8.7%	<b>1.2%</b> 35 bps	<b>1%</b>
<b>PA Consulting Operating Profit</b> as a % of revenue	<b>61</b> 21.2%	<b>63</b> 21.8%	<b>3.3%</b> 60 bps	<b>2.5%</b>
<b>Divergent Solutions Operating Profit</b> as a % of adj. net revenue	<b>21</b> 9.5%	<b>12</b> 6.4%	<b>(40.4)%</b> (315 bps)	<b>(40.4)%</b>
<b>Adjusted Unallocated Corporate Costs</b>	<b>(62)</b>	<b>(61)</b>	<b>(2.7)%</b>	<b>(3.3)%</b>
<b>Adjusted Operating Profit from Continuing Operations</b> as a % of adj. net revenue	<b>361</b> 10.7%	<b>386</b> 11.3%	<b>6.9%</b> 66 bps	<b>7.0%</b>
<b>Adjusted EBITDA from Continuing Operations</b> as a % of adj. net revenue	<b>355</b> 10.5%	<b>392</b> 11.5%	<b>10.6%</b> 103 bps	

# Balance sheet and cash flow

## Strong cash flow generation

- Q3 cash flow from operations (CFFO) \$483M and FCF of \$445M
- Continue to expect >100% FY24 reported FCF conversion<sup>1</sup>
- Balance sheet strength affords prudent capital deployment
- Expect to maintain an investment grade credit profile
- \$1B Repurchase Authorization
  - Opportunistically repurchased \$151M in shares in Q3
  - \$528.5M remaining under authorization
- Declared quarterly dividend of \$0.29/share, an 11.5% increase y/y, to be paid on August 23, 2024

Leverage Metrics (\$ billions)	FY24 Q3
Cash/debt	\$1.2B / \$2.9B
Net Debt Position	\$1.7B
Net debt to LTM adjusted EBITDA	1.1x
Fixed/Floating debt	~63% / 37%
Ending Q3 weighted interest rate	~5.2%

# Outlook & Summary

## Consolidated Fiscal 2024 Outlook

	FY23	FY24E <sup>1</sup>	Y/Y Growth (at mid-point)
FY Adjusted EBITDA	\$1.44B	\$1.540B - \$1.585B	9%
FY Adjusted EPS	\$7.20	\$7.85 - \$8.05	10%
Net Interest Expense	\$142M	\$130M - \$140M	(5%)
Adj. Non-Controlling Interest	\$80M	\$75M - \$85M	—
FY Effective Tax Rate	21.6%	22.0%	

### Additional Considerations

- Remain committed to double-digit multi-year earnings growth driven by accelerating revenue, improving margin performance, strong backlog and a robust global sales pipeline aligned with our strategic accelerators.
- Incorporates full-year contribution of businesses to be separated.

## Fiscal Year 2024 Assumptions

- Fully diluted average share count: ~126M
- FY adjusted effective tax rate: ~22%
- Q4 adjusted effective tax rate: ~27%
- Annual CAPEX: ~1% of net revenue
- Depreciation: ~\$100M
- Reported FCF conversion > 100%
- FY P&PS Adj. OP margin > 14.9%

Note: See Use of Non-GAAP financial measures and operating metrics at the end of this presentation.

<sup>1</sup>Reconciliation of expected fiscal year 2024 adjusted EPS and adjusted EBITDA, net interest expense, adjusted non-controlling interests, adjusted effective tax rate for the full year and fourth quarter, and reported free cash flow conversion for fiscal year 2024 to the most directly comparable GAAP measure is not available without unreasonable efforts because the Company cannot predict with sufficient certainty all the components required to provide such reconciliation, including with respect to the costs and charges relating to transaction expenses, restructuring and integration and other non-recurring or unusual items to be incurred in such periods.

# Appendix

# P&PS playing in key sectors aligned to critical infrastructure and sustainability

## Transportation



- Market leading position in Mass Transit & Rail, Marine & Port Facilities, Highways & Bridges, and Airports
- PMCM capabilities delivering world's largest Transportation megaprojects
- Transportation Advisory & Planning
- Decarbonization
- Data & Cyber solutions
- EV charging

## Water



- Unique OneWater end-to-end approach providing social value across the complete water cycle
- Drinking water and reuse, wastewater, conveyancing and storage and water resources
- Water-Energy nexus
- Digital Water including OT Cyber
- Nature based solutions

## Cities & Places



- Integrating data, technology, mobility and connectivity to improve economic and social equity and the resiliency of cities & communities
- Architecture, Structures, Building Systems, Interiors & Strategies
- Market leaders in Defense and Government buildings
- Industry leading PMCM capabilities
- Sustainable and intelligent buildings

## Energy & Environmental



- Responding to challenges driven by climate change, urbanization, resource scarcity, energy security & digital proliferation
- Supporting global energy diversification and transition efforts across all sectors
- Renewables and hydrogen
- Environmental planning, remediation, regeneration, operational excellence and PFAS solutions

## Health and Life Sciences



- Considered a major provider of professional services to the biopharmaceutical industry
- Health System Governance, Health Infrastructure and Health Operations Advisory
- Digital Health: data solutions and cyber expertise, telehealth

## Advanced Manufacturing



- Capturing multi-year super-cycle in semiconductors in response to global supply chain disruption
- Trusted advisor to many Electronics and Specialized Manufacturing clients
- Data centers, driving decarbonization and cloud condo strategies
- Electric Vehicle Manufacturing

# Jacobs holds leading positions

## Overall

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- Nº 1 Top 500 in Design Firms (2024)
- Nº 1 Top 100 Pure Designers (2024)
- Nº 1 Top 20 Firms in Combined Design and CM-PM Professional Services Revenue
- Nº 1 Top 50 Program Management Firms

## Energy & Environment

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- Nº 1 Clean Air Compliance
- Nº 1 Solar Power
- Nº 2 Chemical & Soil Remediation
- Nº 2 Site Assessment & Compliance
- Nº 2 Wind Power
- Nº 2 Co-Generation
- Nº 2 Power (2024)

## Infrastructure

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- Nº 1 Wastewater Treatment
- Nº 1 Sanitary & Storm Sewers
- Nº 1 Sewer & Waste (2024)
- Nº 1 Operation & Maintenance
- Nº 1 Telecommunications (2024)
- Nº 2 Transportation (2024)
- Nº 2 Bridges
- Nº 2 Mass Transit & Rail
- Nº 2 Marine & Port Facilities
- Nº 2 Airports
- Nº 2 Water Treatment, Desalination Plants
- Nº 2 Highways
- Nº 3 Water (2024)
- Nº 3 Transmission Lines & Cabling

## Health & Life Sciences

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- Nº 1 Pharmaceuticals
- Nº 1 Healthcare

## Advanced Manufacturing

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- Nº 1 Data Centers
- Nº 1 Semiconductors
- Nº 1 Manufacturing (2024)
- Nº 1 Industrial Process
- Nº 1 Pulp & Paper
- Nº 2 Electronic Assembly

## Cities & Places

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- Nº 2 Government Offices
- Nº 2 Entertainment



# Debt & interest overview

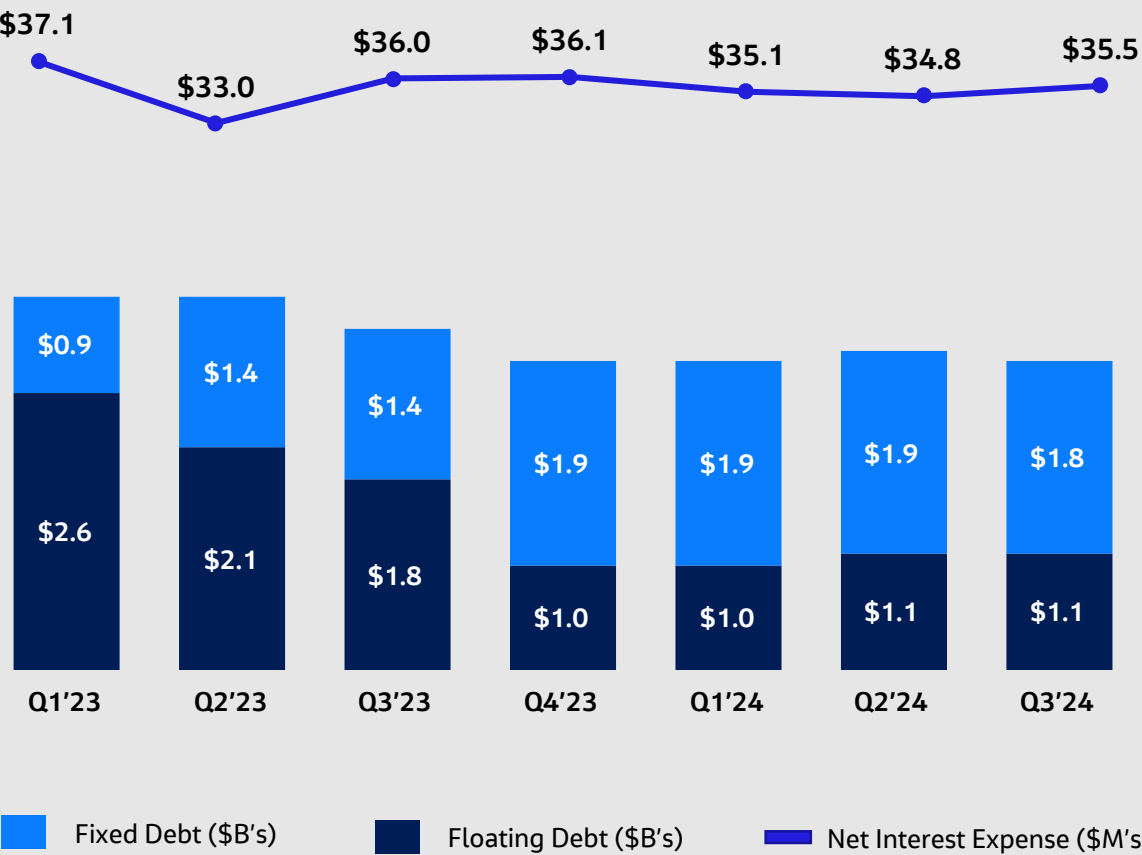
## Debt Breakdown

Tranche	6/28 Debt	Q2 '24 Rate	Q3 '24 Rate
Revolver (\$2.25B)	\$61M	6.7%	4.9%
USD Term Loans	\$186M	6.7%	6.7%
GBP Term Loans	\$823M	6.5%	6.5%
<b>Total Floating</b>	<b>\$1,070M</b>	<b>6.5%</b>	<b>6.5%</b>
Sustainability-Linked Bond	\$500M	5.9%	5.9%
Public Bond – 5Y	\$600M	6.4%	6.4%
Swapped	\$746M	2.1%	2.1%
<b>Total Fixed</b>	<b>\$1,846M</b>	<b>4.5%</b>	<b>4.5%</b>
<b>Total Debt</b>	<b>\$2,917M</b>	<b>~5.2%</b>	<b>~5.2%</b>

Hedge	Notional (USD)	Fair Value	Fixed Rate <sup>1</sup>	Maturity
10 YR USD Floating	\$200M	\$31M	1.116% + Spread	Apr '30
5 YR USD Floating	\$325M	\$10M	0.704% + Spread	Feb '25
10 YR GBP Floating	\$221M	\$36M	0.82% + Spread	Apr '30
<b>Total</b>	<b>\$746M</b>	<b>\$77M</b>		

## Fixed vs Floating Debt Trend

As of June 28, 2024



# Selected financial data

\$'s in millions (unaudited)	Q1 2023	Q2 2023	Q3 2023	Q4 2023	FY 2023	Q1 2024	Q2 2024	Q3 2024
People and Places Solutions								
Backlog	17243	17,563	17,498	17,345	17,345	17,857	17,929	19,277
Revenue	2227	2,345	2,470	2,512	9,554	2,470	2,522	2,565
Adj. Net Revenue	1517	1,661	1,687	1,703	6,567	1,644	1,755	1,768
Operating Profit	227	232	243	256	958	225	268	271
Operating Profit as a % of Adj. Net Revenue	15%	14.0%	14.4%	15.0%	14.6%	13.7%	15.3%	15.3%
Critical Mission Solutions								
Backlog	7632	8,136	8,097	8,264	8,264	8,311	8,453	8,450
Revenue	1075	1,191	1,191	1,236	4,693	1,129	1,229	1,156
Operating Profit	82	94	99	103	378	93	104	100
Operating Profit as a % of Revenue	8%	7.9%	8.3%	8.3%	8.1%	8.3%	8.4%	8.7%
Divergent Solutions								
Backlog	3077	2,956	2,965	3,183	3,183	3,110	2,682	2,521
Revenue	214	241	239	252	947	254	224	223
Adj. Net Revenue	201	224	218	239	882	210	198	194
Operating Profit	12	25	21	24	82	8	19	12
Operating Profit as a % of Adj. Net Revenue	6%	11.1%	9.5%	10.1%	9.3%	3.6%	9.6%	6.4%
PA Consulting								
Backlog	306	319	355	311	311	317	344	369
Revenue	282	301	287	288	1,158	306	294	288
Operating Profit	51	66	61	59	237	54	60	63
Operating Profit as a % of Revenue	18%	21.8%	21.2%	20.6%	20.5%	17.8%	20.5%	21.8%

# Environmental, Social & Governance (ESG) at Jacobs

Aligned with the United Nations Sustainable Development Goals, Jacobs is focused on creating positive social and economic impact while protecting our environment and improving resilience.

- Since 2019 we have voluntarily reported on a wide range of sustainability matters through our annual [ESG Disclosures](#). These have been reported in alignment with the Sustainability Accounting Standards Board framework and informed by Global Reporting Initiative standards. We also disclose aspects of our performance in our [Integrated Annual Report](#), [Form 10-K](#), [Proxy Statement](#) and other public materials.
- Annually we disclose to [CDP](#), the [S&P Global Corporate Sustainability Assessment](#), and conduct a Climate Risk Assessment in line with the Task Force on Climate-related Financial Disclosures ([TCFD](#)).
- Our overarching commitments:
  - Target every project to become a climate response opportunity and/or contribute to the UN Sustainable Development Goals by fiscal 2025
  - Achieve net-zero greenhouse gas emissions across the value chain by 2040
- In 2023 we launched our inaugural [Sustainability-Linked Bond](#) to incorporate sustainability into our financing strategy. We have recently released our [FY23 progress report](#).
- Every year, we invest in and partner with local communities – not only where our employees live and work, but globally, collaborating with charities and not-for-profit organizations to make a positive impact and live our values.
- We are committed to respecting the rights and dignity of individuals within our operations and where we do business. We require our partners and supply chain to uphold the same level of commitment and due diligence to the human rights standards we hold ourselves accountable to.



[Governance Overview and ESG Documents](#)

## Highlights

Placed on **Dow Jones Sustainability World Index** for the second year in a row and **North America Index** for the fourth consecutive year

Received an **A-** from **CDP**

Silver Medal in the **EcoVadis Sustainability Ratings 2023**

Achieved **ISS Prime Status** for our ESG corporate rating

Received an **AA rating** from **MSCI**

Received the **World Environment Center's prestigious 2023 Gold Medal Award** for **International Corporate Achievement in Sustainable Development**

Executive Chair of Jacobs Board of Directors and former CEO Steve Demetriou received the **Individual Leadership Award** at the **Climate Registry's 2023 Climate Leadership Awards**

# Use of Non-GAAP financial measures and operating metrics

In this presentation, the Company has included certain non-GAAP financial measures as defined in Regulation G promulgated under the Securities Exchange Act of 1934, as amended. These non-GAAP measures are described below.

Adjusted net revenue is calculated excluding pass through revenue of the Company's People & Places Solutions and Divergent Solutions segments from the Company's revenue from continuing operations. Pass through revenues are amounts we bill to clients on projects where we are procuring subcontract labor or third-party materials and equipment on behalf of the client. These amounts are considered pass throughs because we receive no or only a minimal mark-up associated with the billed amounts. We have amended our name and convention for revenue, excluding pass-through costs from "net revenue" to "adjusted net revenue." Note, this is simply a name change intended to make the non-GAAP nature of this measure more prominent and does not impact measurement.

Adjusted earnings from continuing operations before taxes, adjusted income taxes from continuing operations, adjusted net earnings from continuing operations and adjusted EPS from continuing operations are calculated by:

1. Excluding items collectively referred to as Restructuring, Transaction and Other Charges, which include:
  - a. costs and other charges associated with our Focus 2023 transformation initiatives, including activities associated with the re-scaling and repurposing of physical office space, employee separations, contractual termination fees and related expenses, referred to as "Focus 2023 Transformation, mainly real estate rescaling efforts";
  - b. transaction costs and other charges incurred in connection with the Separation Transaction and acquisitions of BlackLynx and StreetLight and the strategic investment in PA Consulting, including advisor fees, change in control payments, and the impact of the quarterly adjustment to the estimated performance based payout of contingent consideration to the sellers in connection with certain acquisitions; impacts resulting from the EPS numerator adjustment relating to the redeemable noncontrolling interests preference share repurchase and reissuance activities and similar transaction costs and expenses (collectively referred to as "Transaction Costs");
  - c. recoveries, costs and other charges associated with restructuring activities implemented in connection with the Separation Transaction, including advisor fees, involuntary terminations and related costs, the acquisitions of CH2M, BlackLynx, and StreetLight, the strategic investment in PA Consulting, the sale of the ECR business and other cost reduction and restructuring initiatives, which included involuntary terminations of officers and employees, costs associated with co-locating offices of acquired companies, separating physical locations of continuing operations, professional services and personnel costs, amounts relating to certain commitments and contingencies relating to discontinued operations of the CH2M business, including the final settlement charges relating to the Legacy CH2M Matter, net of previously recorded reserves, third party recoveries recorded as receivables reducing SG&A, and charges associated with the impairment and final closing activities of our AWE ML joint venture (collectively referred to as "Restructuring, integration, separation and other charges").
2. Excluding items collectively referred to as "Other adjustments",<sup>1</sup> which include:
  - a. adding back intangible assets amortization and impairment charges;
  - b. impact of certain subsidiary level contingent equity-based agreements in connection with the transaction structure of our PA Consulting investment; and
  - c. impacts related to tax rate increases in the UK in a prior period.

# Use of Non-GAAP financial measures and operating metrics (cont.)

Adjustments to derive adjusted net earnings from continuing operations and adjusted EPS from continuing operations are calculated on an after-tax basis.

Free cash flow (FCF) is calculated as net cash provided by operating activities as reported on the statement of cash flows less additions to property and equipment.

Adjusted EBITDA is calculated by adding income tax expense, depreciation expense and interest expense to, and deducting interest income from, adjusted net earnings from continuing operations.

P&PS Adjusted Operating Margin is a ratio of the GAAP operating profit for the segment to the segment's adjusted net revenue. For a reconciliation of revenue to adjusted net revenue, see "Segment Information".

Certain percentage changes are quantified on a constant currency basis, which provides information assuming that foreign currency exchange rates have not changed between the prior and current periods. For purposes of constant currency calculations, we use the prior period average exchange rates as applied to the current period adjusted amounts.

We believe that the measures listed above are useful to management, investors and other users of our financial information in evaluating the Company's operating results and understanding the Company's operating trends by excluding or adding back the effects of the items described above and below, the inclusion or exclusion of which can obscure underlying trends. Additionally, management uses such measures in its own evaluation of the Company's performance, particularly when comparing performance to past periods, and believes these measures are useful for investors because they facilitate a comparison of our financial results from period to period.

This presentation also contains certain financial and operating metrics which management believes are useful in evaluating the Company's performance. Backlog represents revenue or gross profit, as applicable, we expect to realize for work to be completed by our consolidated subsidiaries and our proportionate share of work to be performed by unconsolidated joint ventures. Gross margin in backlog refers to the ratio of gross profit in backlog to gross revenue in backlog. For more information on how we determine our backlog, see our Backlog Information in our most recent annual report filed with the Securities and Exchange Commission. Cash conversion refers to a ratio of cash flow from operations to GAAP net earnings from continuing operations. Reported FCF conversion refers to a ratio of FCF to GAAP net earnings from continuing operations. We regularly monitor these operating metrics to evaluate our business, identify trends affecting our business, and make strategic decisions.

The Company provides non-GAAP measures to supplement U.S. GAAP measures, as they provide additional insight into the Company's financial results. However, non-GAAP measures have limitations as analytical tools and should not be considered in isolation and are not in accordance with, or a substitute for, U.S. GAAP measures. In addition, other companies may define non-GAAP measures differently, which limits the ability of investors to compare non-GAAP measures of the Company to those used by our peer companies.

The following tables reconcile the components and values of U.S. GAAP earnings from continuing operations before taxes, income taxes from continuing operations, net earnings attributable to Jacobs from continuing operations, Diluted Net Earnings from Continuing Operations Per Share (which we refer to as EPS from continuing operations), to the corresponding "adjusted" amount, net cash provided by operating activities to reported free cash flow and revenue to adjusted net revenue. For the comparable period presented below, such adjustments consist of amounts incurred in connection with the items described above. Amounts are shown in thousands, except for per-share data (note: earnings per share amounts may not total due to rounding).

# Reconciliation of Operating Profit to Adjusted Operating Profit (in thousands)

	Three Months Ended		Nine Months Ended	
	June 28, 2024	June 30, 2023	June 28, 2024	June 30, 2023
Operating Profit	\$ 260,464	\$ 269,741	\$ 745,516	\$ 797,408
<b>Restructuring, Transaction and Other Charges (1)</b>				
Focus 2023 Transformation, mainly real estate rescaling efforts	10	1,400	59	40,228
Transaction costs	10,165	4,062	34,442	15,613
Restructuring, integration, separation and other charges	58,078	29,783	141,326	38,900
<b>Other Adjustments (2)</b>				
Amortization of intangibles	52,529	51,985	156,292	152,232
Other	4,718	4,016	22,153	5,142
<b>Adjusted Operating Profit</b>	<b>\$ 385,964</b>	<b>\$ 360,987</b>	<b>\$ 1,099,788</b>	<b>\$ 1,049,523</b>

(1) Includes estimated operating profit impacts from restructuring charges relating to the Separation Transaction for the three- and nine- months ended June 28, 2024, along with real estate impairments associated with the Company's Focus 2023 transformation program and impacts associated with various transaction costs incurred with our acquisition and restructuring related activity costs associated with Company restructuring and integration programs for the nine months ended June 30, 2023.

(2) Includes estimated operating profit impacts from amortization of intangible assets and estimated operating profit impacts on certain subsidiary level contingent equity-based agreements in connection with the transaction structure of our PA Consulting investment for the three- and nine- months ended June 28, 2024 and June 30, 2023. The nine months ended June 28, 2024 also includes an approximate \$11 million intangibles impairment charge.



# Reconciliation of Net Earnings Attributable to Jacobs from Continuing Operations to Adjusted Net Earnings Attributable to Jacobs from Continuing Operations (in thousands)

	Three Months Ended		Nine Months Ended	
	June 28, 2024	June 30, 2023	June 28, 2024	June 30, 2023
Net Earnings Attributable to Jacobs from Continuing Operations	\$ 146,449	\$ 163,945	\$ 481,514	\$ 516,886
<b>After-tax effects of Restructuring, Transaction and Other Charges (1):</b>				
Focus 2023 Transformation, mainly real estate rescaling efforts	8	843	45	29,426
Transaction costs	7,568	3,155	25,690	10,947
Restructuring, integration, separation and other charges	54,044	19,571	116,383	26,492
<b>After-tax effects of Other Adjustments (2):</b>				
Amortization of intangibles	34,760	34,623	103,245	101,055
Other	3,293	2,231	16,064	2,772
<b>Adjusted Net Earnings Attributable to Jacobs from Continuing Operations</b>	<b>\$ 246,122</b>	<b>\$ 224,368</b>	<b>\$ 742,941</b>	<b>\$ 687,578</b>

Includes estimated after-tax impacts primarily relating to the Separation Transaction for the three months ended June 28, 2024, along with non-cash real estate impairment charges associated the Company's Focus 2023 program and charges associated with various transaction costs and activity associated with Company restructuring and integration programs for the three- and nine- months ended June 30, 2023.

(2) Includes estimated after-tax and noncontrolling interest impacts from amortization of intangible assets and estimated tax impacts on certain subsidiary level contingent equity-based agreements in connection with the transaction structure of our PA Consulting investment for the three- and nine- months ended June 28, 2024 and June 30, 2023. The nine months ended June 28, 2024 also includes the estimated after-tax impact from an approximate \$11 million intangibles impairment charge.

# Reconciliation of Diluted Net Earnings from Continuing Operations Per Share to Adjusted Diluted Net Earnings from Continuing Operations Per Share (in thousands)

	Three Months Ended		Nine Months Ended	
	June 28, 2024	June 30, 2023	June 28, 2024	June 30, 2023
Diluted Net Earnings from Continuing Operations Per Share	\$ 1.17	\$ 1.29	\$ 3.83	\$ 4.06
<b>After-tax effects of Restructuring, Transaction and Other Charges (1):</b>				
Focus 2023 Transformation, mainly real estate rescoring efforts	—	0.01	—	0.23
Transaction costs	0.06	0.02	0.19	0.09
Restructuring, integration, separation and other charges	0.43	0.15	0.92	0.21
<b>After-tax effects of Other Adjustments (2):</b>				
Amortization of intangibles	0.28	0.27	0.83	0.79
Other	0.03	0.02	0.11	0.02
<b>Adjusted Diluted Net Earnings from Continuing Operations Per Share</b>	<b>\$ 1.96</b>	<b>\$ 1.76</b>	<b>\$ 5.89</b>	<b>\$ 5.40</b>

(1) Includes estimated per-share impacts from the restructuring activities primarily relating to the Separation Transaction for the three- and nine- months ended June 28, 2024, along with real estate impairments associated with the Company's Focus 2023 transformation program and impacts associated with various transaction costs and costs associated with Company restructuring and integration programs for the nine months ended June 30, 2023.

(2) Includes estimated per-share impacts from amortization of intangible assets and certain subsidiary level contingent equity-based agreements in connection with the transaction structure of our PA Consulting investment for the three- and nine- months ended June 28, 2024 and June 30, 2023. The nine months ended June 28, 2024 also includes the per-share impact from an approximate \$11 million intangibles impairment charge.

# Reconciliation of Net Earnings Attributable to Jacobs from Continuing Operations to Adjusted EBITDA (in thousands)

	Three Months Ended		Nine Months Ended		Twelve Months Ended
	June 28, 2024	June 30, 2023	June 28, 2024	June 30, 2023	September 29, 2023
Net Earnings Attributable to Jacobs from Continuing Operations	\$ 146,449	\$ 163,945	\$ 481,514	\$ 516,886	\$ 666,619
After-tax effects of Restructuring, Transaction and Other Charges	\$ 61,620	\$ 23,569	\$ 142,118	\$ 66,865	\$ 113,993
After-tax effects of Other Adjustments	\$ —	\$ 36,854	\$ —	\$ 103,827	\$ 135,279
Adj Net earnings from Continuing Operations	\$ 208,069	\$ 224,368	\$ 623,632	\$ 687,578	\$ 915,891
Adj. Income Tax Expense for Continuing Operations	86,296	73,378	191,079	181,217	274,490
Adj. Net earnings from Continuing Operations attributable to Jacobs before income taxes	332,418	297,746	934,020	868,795	1,190,381
Depreciation expense	24,448	21,184	74,171	76,870	103,346
Interest income	(10,321)	(7,830)	(27,960)	(18,467)	(26,013)
Interest expense	45,801	43,787	133,385	124,477	168,108
Adjusted EBITDA	\$ 392,346	\$ 354,887	\$ 1,113,616	\$ 1,051,675	\$ 1,435,822

# Reconciliation of Noncontrolling Interests from Continuing Operations to Adjusted Noncontrolling Interests from Continuing Operations (in thousands)

	Three Months Ended		Nine Months Ended		Twelve Months Ended
	June 28, 2024	June 30, 2023	June 28, 2024	June 30, 2023	September 29, 2023
<b>Noncontrolling Interests from Continuing Operations</b>	\$ (11,962)	\$ (8,574)	\$ (33,229)	\$ (36,263)	\$ (53,879)
<b>Restructuring, Transaction and Other Charges (1)</b>					
Focus 2023 Transformation, mainly real estate rescaling efforts	—	—	—	—	(99)
Transaction costs	(303)	(734)	(999)	(1,757)	(2,152)
Restructuring, integration and separation charges	(950)	(4,613)	(2,206)	(4,613)	(4,102)
<b>Other Adjustments (2)</b>					
Amortization of intangibles	(4,594)	(4,969)	(13,846)	(14,874)	(19,881)
Other	(1,423)	(1,024)	(3,459)	(1,360)	(89)
<b>Adjusted Noncontrolling Interests from Continuing Operations</b>	<u>\$ (19,232)</u>	<u>\$ (19,914)</u>	<u>\$ (53,739)</u>	<u>\$ (58,867)</u>	<u>\$ (80,202)</u>

1) Includes noncontrolling interests amounts associated with the costs incurred with Company acquisition related activity costs.

2) Includes noncontrolling interests amounts relating to amortization of intangible assets for the three and nine months ended June 28, 2024 and June 30, 2023, and the twelve months ended September 29, 2023 and estimated tax impacts on certain subsidiary level contingent equity-based agreements in connection with the transaction structure of our PA Consulting investment for the three and nine months ended June 28, 2024 and the twelve months ended September 29, 2023. Additionally, the twelve months ended September 29, 2023 includes impacts related to tax rate increases in the UK in a prior period. Additionally, the twelve months ended September 29, 2023 includes impacts related to tax rate increases in the UK in a prior period.

# Reconciliation of Miscellaneous Expense from Continuing Operations to Adjusted Miscellaneous Expense from Continuing Operations (in thousands)

	Three Months Ended		Nine Months Ended		Twelve Months Ended
	June 28, 2024	June 30, 2023	June 28, 2024	June 30, 2023	September 29, 2023
<b>Miscellaneous Expense from Continuing Operations</b>	\$ 1,166	\$ (7,099)	\$ (6,605)	\$ (14,920)	\$ (16,463)
Focus 2023 Transformation, mainly real estate rescaling efforts	—	(271)	—	(933)	(3,377)
<b>Adjusted Miscellaneous Expense from Continuing Operations</b>	<u>\$ 1,166</u>	<u>\$ (7,370)</u>	<u>\$ (6,605)</u>	<u>\$ (15,853)</u>	<u>\$ (19,842)</u>

# Reconciliation of Other Corporate Expenses to Adjusted Unallocated Corporate Costs

<i>(in thousands)</i>	Three Months Ended	
	June 28, 2024	June 30, 2023
Other Corporate Expenses	\$ (118,040)	\$ (118,486)
Amortization of intangibles	52,529	51,985
Other	4,718	4,016
<b>Adjusted Unallocated Corporate Costs</b>	<b>\$ (60,793)</b>	<b>\$ (62,485)</b>



## Reconciliation of Free Cash Flow (in thousands)

	Three Months Ended		Nine Months Ended	
	June 28, 2024	June 30, 2023	June 28, 2024	June 30, 2023
Net cash (used for) provided by operating activities	\$ 482,602	\$ 321,061	\$ 858,141	\$ 755,400
Additions to property and equipment	(37,664)	(30,851)	(82,772)	(98,240)
Free cash flow	<u>\$ 444,938</u>	<u>\$ 290,210</u>	<u>\$ 775,369</u>	<u>\$ 657,160</u>
Net cash used for investing activities	\$ (37,651)	\$ (29,749)	\$ (94,954)	\$ (106,424)
Net cash used for financing activities	\$ (261,770)	\$ (434,330)	\$ (492,567)	\$ (770,342)

# Reconciliation of Jacobs Constant Currency Adjusted Net Revenue

\$'s in millions	Net Revenue impact of Constant Currency				
	Consolidated Line of Business	People & Places Solutions	Critical Mission Solutions	PA Consulting	Divergent Solutions
Q3'24 Actual Revenue	\$3,406	\$1,768	\$1,156	\$288	\$194
Currency Impact	(1)	3	(1)	(2)	—
<b>Net Revenue in CC</b>	<b>\$3,405</b>	<b>\$1,771</b>	<b>\$1,155</b>	<b>\$286</b>	<b>\$194</b>
Q3'23 Revenue	\$3,382	\$1,687	\$1,191	\$287	\$218
<i>Growth</i>	0.7%	5.0%	(3.1)%	(0.3)%	(11.0)%

# Reconciliation of Jacobs Constant Currency Adjusted Operating Profit

\$'s in millions	Adj. OP impact of Constant Currency					Adj. Unalloc. Corp. Costs impact of Constant Currency
	Consolidated Line of Business	People & Places Solutions	Critical Mission Solutions	PA Consulting	Divergent Solutions	Corporate Functions
Q3'24 Adj. Operating Profit	\$386	\$271	\$100	\$63	\$12	\$(61)
Currency Impact	—	1	—	(1)	—	—
<b>Adjusted Operating Profit in CC</b>	<b>\$386</b>	<b>\$272</b>	<b>\$100</b>	<b>\$62</b>	<b>\$12</b>	<b>\$(60)</b>
Q3'23 Adjusted Operating Profit	\$361	\$243	\$99	\$61	\$21	\$(62)
<i>Growth</i>	7.0%	12.0%	1.0%	2.5%	(40.4)%	(3.3)%

# Reconciliation of Operating Profit to Adjusted Earnings Per Share (in thousands)

	Three Months Ended		Nine Months Ended	
	June 28, 2024	June 30, 2023	June 28, 2024	June 30, 2023
Operating Profit	\$ 260,464	\$ 269,741	\$ 745,516	\$ 797,408
Restructuring, Transaction and Other Charges	68,254	35,245	175,827	94,742
Other Adjustments	57,246	56,000	178,445	157,374
Adjusted Operating Profit	\$ 385,964	\$ 360,986	\$ 1,099,788	\$ 1,049,524
Adjusted miscellaneous expense	1,166	(7,370)	(6,605)	(15,853)
Adjusted Noncontrolling Interests from Continuing Operations	(19,232)	(19,914)	(53,739)	(58,867)
Depreciation expense	24,448	21,184	74,171	76,870
Adjusted EBITDA	392,346	354,886	1,113,615	1,051,674
Interest expense	(45,801)	(43,787)	(133,385)	(124,477)
Interest income	10,321	7,830	27,960	18,467
Depreciation expense	(24,448)	(21,184)	(74,171)	(76,870)
Adj. Net earnings from Continuing Operations attributable to Jacobs before income taxes	332,418	297,745	934,019	868,794
Adj. Income Tax Expense for Continuing Operations	(86,296)	(73,378)	(191,079)	(181,215)
Adj Net earnings from Continuing Operations	246,122	224,367	742,940	687,579
Average Shares Outstanding	125,616	127,138	126,213	127,331
Adjusted EPS from Continuing Operations of the Group	1.96	1.76	5.89	5.40

