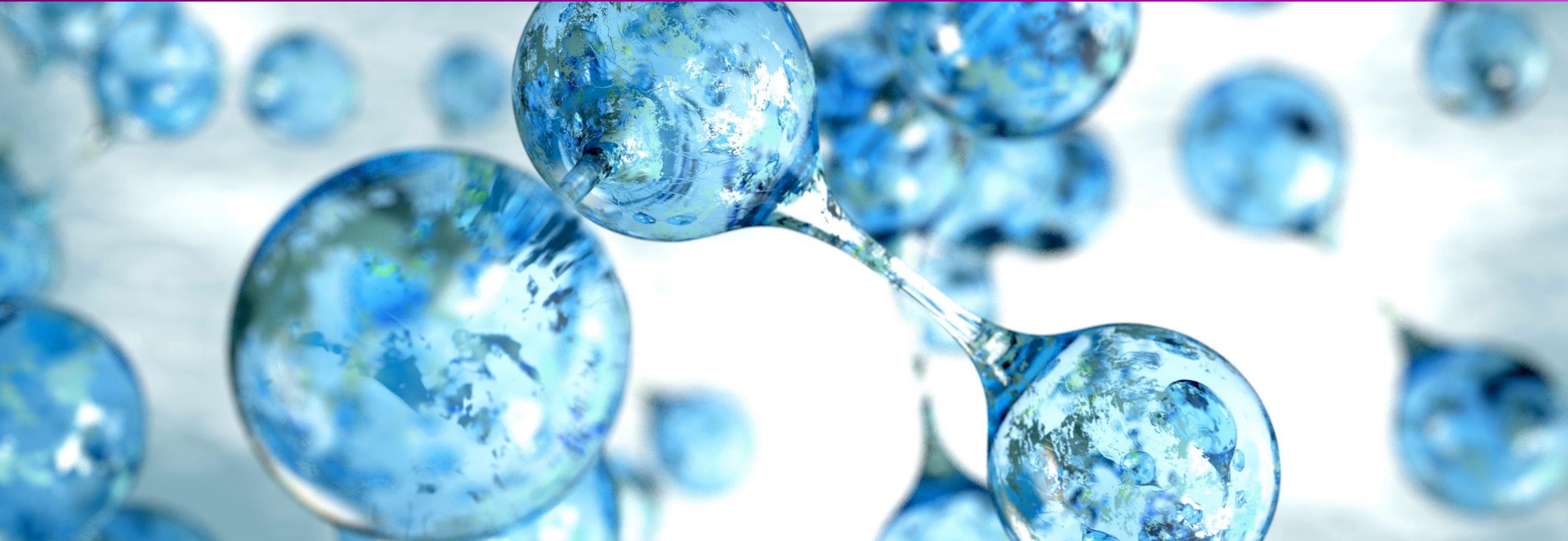
Jacobs

Challenging today.
Reinventing tomorrow.

Jacobs Investor Presentation

May / June 2023



Disclaimer

Forward-Looking Statement Disclaimer

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 regarding our expectations as to our future growth, prospects, financial outlook, and business strategy for fiscal year 2023 or future fiscal years, including our expectations for our fiscal year 2023 adjusted EPS and adjusted EBITDA (including our outlook assumptions), revenue growth, free cash flow, pipeline growth, and fiscal 2023 cash conversion to adjusted net income, and our expectations regarding our ability to maintain an investment grade credit profile, our plans to separate the CMS business through a spin-off that is intended to be tax-free to stockholders for U.S. federal income taxes purposes, the description of the CMS business following the separation, the timing of completion for the separation, and the perceived benefits for both Jacobs and CMS to be derived from the separation. 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 uncertainties as to the final structure and timing of the separation of the CMS business, the possibility that closing conditions for a separation transaction may not be satisfied or waived, the impact of the separation on the Company’s and CMS’ businesses, and a possible decrease in the trading price of their shares, if the separation is completed, the possibility that the separation may not qualify for the expected tax treatment, the risk that any consents or approvals required in connection with the separation may not be received, the risk that the separation may be more difficult, time-consuming or costly than expected, and the possibility that we may not retain key employees while the separation is pending or after it is completed, as well as factors related to our business, such as our ability to execute on our three-year corporate strategy, including our ability to invest in the tools needed to fully 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 while retaining 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 such 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, 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 impacting 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, the current banking crisis, 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 possibility that we will not complete the spin-off or any separation transaction, 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 a pandemic 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 those listed and discussed in Item 1A, *Risk Factors* included in our 2022 Form 10-K and our Quarterly Reports on Form 10-Q. 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

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.

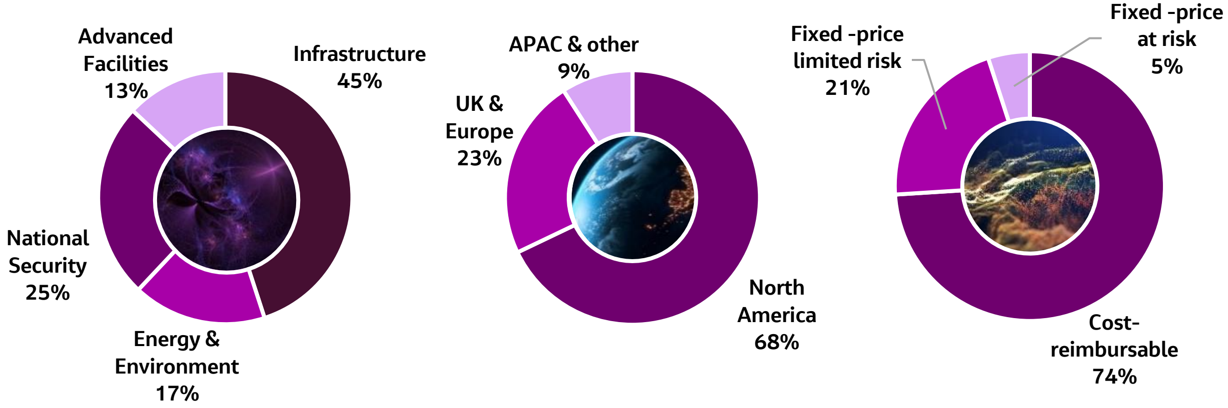
Reconciliation of expected fiscal year 2023 adjusted EBITDA, adjusted EPS and cash conversion to the most directly comparable GAAP measure is not available without unreasonable efforts because the Company cannot predict with sufficient certainty all of the components required to provide such reconciliation, 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.

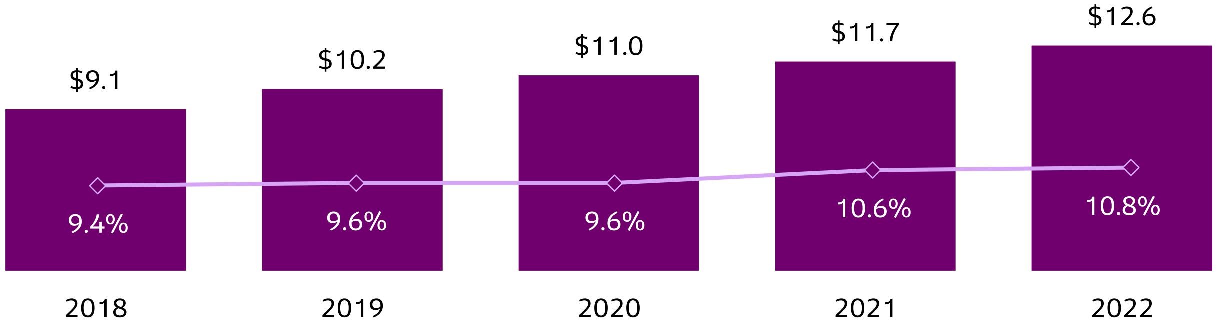
Jacobs

Challenging today. Reinventing tomorrow.

- Science based consulting for critical infrastructure, energy transition and national security sectors
- Climate Response, Data Solutions and Consulting & Advisory key accelerators
- Solid execution and operational discipline result in robust cash flow
- Prudent deployment of shareholders' capital

2022 Revenue





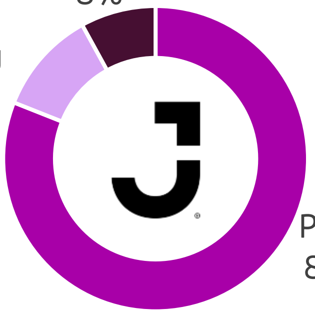
[1] Excludes PA Consulting
[2] Fiscal year 2018 net revenue and adjusted EBITDA includes CH2M as if it closed at beginning of the fiscal year 10/1/2017 vs 12/7/2017

Establishing two leading companies

Jacobs (excluding CMS)

Premier Technology-Enabled Solutions Provider Focused on Critical Infrastructure and Sustainability

~$10.5B	~12%
FY22 Revenue	FY22 Adj. Op. Margin(1)



Focused on Attractive, High-Growth Sectors

- Water and Environment
- Energy Transition
- Transportation
- Advanced Manufacturing

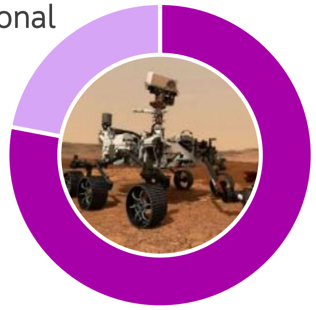
Closely Aligned with Growth Accelerators

- Climate Response
- Data Solutions
- Consulting & Advisory

Critical Mission Solutions

Leading Pure-Play Government Services Provider

~$4.4B	~8%
FY22 Revenue	FY22 Op. Margin



Aligned with National Priorities

- Space
- National Security
- Nuclear Remediation
- 5G Technology

Strong and Stable Revenue Base

- Long-term contracts
- Performance track record
- Serve civilian, defense, intelligence and international customers

Note: Jacobs pie chart reflects FY22 segment gross revenue excluding Critical Mission Solutions
(1) FY22 Non-GAAP adjusted operating profit margin based on net revenue for Jacobs excluding CMS LOB. Not to be considered indicative of performance post-separation. Calculation does not include any potential elimination of stranded costs upon separation.

Separation details

Perimeter	▪ Critical Mission Solutions segment
Transaction Structure	▪ Spin-Off of Critical Mission Solutions to Jacobs shareholders ▪ Intended to be tax-free to Jacobs shareholders for U.S. federal income tax purposes
Capital Structure	▪ Committed to maintaining an investment grade profile for Jacobs ▪ Critical Mission Solutions capital structure, governance, and other matters to be communicated at a later date
Timing	▪ Targeting a completed transaction in the second half of fiscal 2024, subject to customary closing conditions

Jacobs

Challenging today.
Reinventing tomorrow.

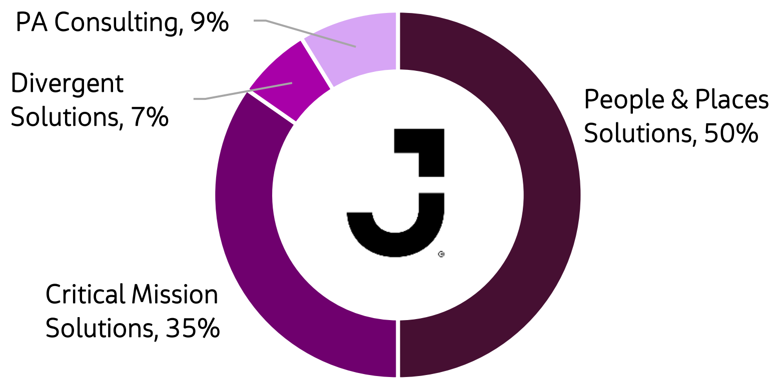
Strategy: Boldly Moving Forward

- 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

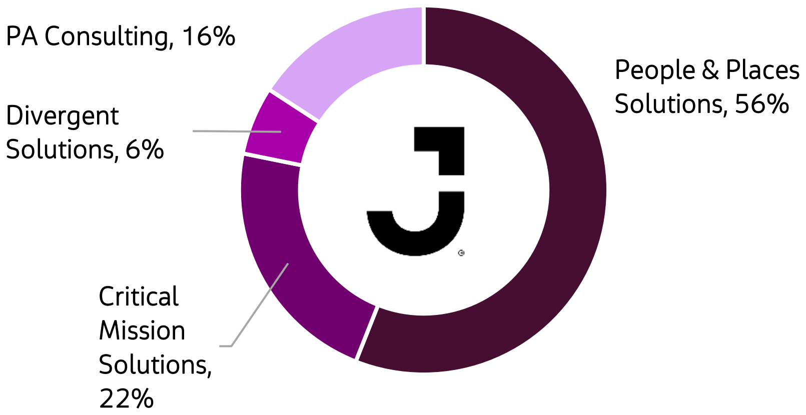
Track record of execution

- Q2 net revenue increased 5% y/y and up 8% y/y in constant currency (cc)
- Q2 adjusted EBITDA up 5% y/y with adjusted EBITDA margin 10% of net revenue
- Q2 revenue backlog $29B, up 4% y/y with gross margin in backlog up 50 bps y/y
- P&PS net revenue up 7% y/y and up 10% y/y in cc with OP growth up 21% y/y and up 25% y/y in cc

Q2 2023
Segment Net Revenue



Q2 2023
Segment Operating Profit



Net Revenue ($ in Billions)

Backlog ($ in Billions)

 See "Selected Financial Data" and Non-GAAP reconciliation and operating metrics at the end of presentation for applicable reconciliations

People & Places Solutions sectors

10% Advanced Manufacturing

- Capturing unprecedented 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

12% Health and Life Sciences

- Largest professional services provider to the biopharmaceutical industry
- Health System Governance, Health Infrastructure and Health Operations Advisory
- Digital Health: data solutions and cyber expertise, telehealth
- #1 ENR ranking in Healthcare facilities design and Pharmaceuticals

11% 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
- ENR ranked top global Environmental Consultant

16% 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

29% 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

22% 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

Note: The percentage reflects TTM P&PS revenue

Empowered by digitally enabled solutions across all end sectors

Well positioned for long-term growth

Legislative drivers

Supply Chain and Technology Investments

Transportation

Water & Environment

Energy Transition

Advanced Facilities

- Semiconductors
- Life Sciences
- Electric Vehicles

=

Double Digit Pipeline Growth

Fiscal 2023 Q2 results

Revenue up 6% y/y, Net Revenue up 5% y/y and up 8% in constant currency

GAAP Operating Profit (OP) of $290 and OP Margin of 7%

Adj. OP of $356M up 7% and up 11% in constant currency; Net Revenue Adj. OP Margin of 10.4%

GAAP Net Earnings from Continuing Operations of $217M

GAAP EPS from Continuing Operations of $1.70 includes:

- $(0.26) of expense net of NCI related to the amortization of acquired intangibles
- $(0.06) of a non-cash charge related to reduction in real estate footprint
- $(0.03) of transaction, restructuring and other related costs
- $0.25 tax adjustment to align to effective tax rate

Adj. EPS of $1.81, up 5% y/y

Adjusted EBITDA of $358M, up 5% y/y with adjusted EBITDA margin 10.4% of Net Revenue

Q2 revenue book-to-bill 1.2x and gross margin percentage in backlog up y/y

"We have delivered a robust second quarter focused on disciplined and rigorous execution."

Bob Pragada
Chief Executive Officer

See "Selected Financial Data" and Non-GAAP reconciliation and operating metrics at the end of presentation for applicable reconciliations

Segment financials

$'s in millions	Q2 2022	Q2 2023	Y/Y	Y/Y CC[2]
People & Places Solutions Operating Profit as a % of net revenue	193 12.0%	232 13.5%	20.5% 148 bps	25.4%
Critical Mission Solutions Operating Profit as a % of revenue	95 8.3%	94 7.9%	-0.7% (45) bps	2.8%
PA Consulting Operating Profit as a % of revenue	68 23.0%	66 21.8%	-4.0% (117) bps	5.6%
Divergent Solutions Operating Profit as a % of net revenue	17 7.4%	25 11.1%	45.8% 370 bps	46.1%
Adjusted Unallocated Corporate Costs[1]	(41)	(60)	(20)	N/A
Adjusted Operating Profit from Continuing Operations[1] as a % of net revenue	332 10.2%	356 10.4%	7.4% 21 bps	11.1%
Adjusted EBITDA from Continuing Operations[1] as a % of net revenue	340 10.4%	358 10.4%	5.2%	

Strong People & Places Performance Driving Year-Over-Year Growth

[1]See Non-GAAP reconciliation and operating metrics at the end of presentation
[2]year over year constant currency represent growth and margin using FX rates from the year ago period applied to current results

Balance sheet and cash flow

Strong cash flow generation

- Q2 cash flow from operations (CFFO) $132M and FCF[1] of $97M, resulting in YTD 104% FCF conversion of Net Income
- Expect ~100% underlying FY23 cash flow conversion to adjusted net income
- **Balance sheet strength affords prudent capital deployment**
- Expect to maintain an investment grade credit profile
- Q2 dividend of $0.26/share an increase of 13% y/y, to be paid June 23, 2023

Leverage Metrics ($ billions)	FY23 Q2
Cash/debt	**$1.2B/$3.5B**
Net Debt Position	**$2.2B**
Net debt to adjusted FY23E EBITDA mid-point[2] of $1,445	**1.4x**
Fixed/Floating debt	**~40%/60%**
Ending Q2 weighted interest rate	**4.8%**

" We have delivered solid second quarter results with strong revenue growth, with improving business mix and cost discipline allowing for continued margin expansion. "

Kevin Berryman
Chief Financial Officer

[1] Free cash flow (FCF) calculated as reported cash flow from operations minus CAPEX. See Non-GAAP reconciliation and operating metrics at the end of presentation. Adjusted cash conversion is an operating metric calculated as the ratio of adjusted free cash flow to adjusted net earnings from continuing operations.
2 See Non-GAAP reconciliation and operating metrics at the end of presentation.

Outlook & Summary

Reiterating Fiscal 2023 Outlook

- Diverse portfolio of recurring revenue provides opportunity to grow under multiple economic scenarios with upside from Climate Response, Data Solutions and Consulting & Advisory accelerator
- The company has revised its outlook for fiscal 2023 adj. EBITDA to a range of $1,420M to $1,470M and adjusted EPS to $7.25 to $7.45.

Outlook Assumptions	
FY23 net interest expense & other income[1]	**(~$160M)**
FY23 effective tax rate	**~21%**
FY23 adj. non-controlling interest	**(~$80M)**
Q3 2023 fully diluted average share count	**~128M**
Annual CAPEX	**~$125M**

[1]other income includes certain pension costs and other items

Our foundation is strong

Jacobs **Challenging today.
Reinventing tomorrow.**

Purpose	**To create a more connected, sustainable world.**	
Values	We do things right.	We challenge the accepted.
	We aim higher.	We live inclusion.

Employee Value Statement

Jacobs. A world where you can.

Where you can be you.

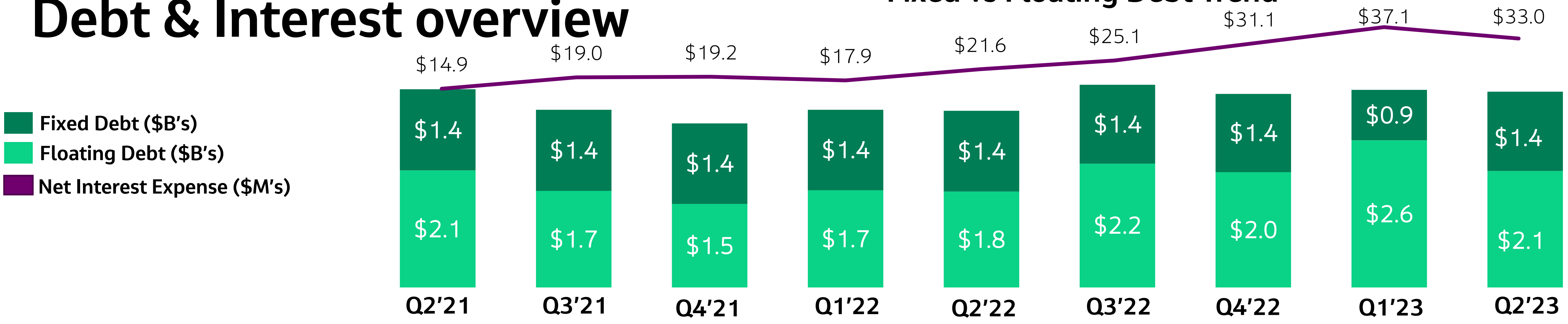
Where you can do.

Where you can grow.

As of March 31st, 2023

Debt & Interest overview

Fixed vs Floating Debt Trend



Debt Breakdown			
Tranche	3/31 Debt	Q1 '23 Rate	Q2 '23 Rate
Revolver ($2.25B)	$950M	5.7%	6.3%
USD Term Loans	$296M	5.7%	6.3%
GBP Term Loans	$808M	4.8%	5.6%
Total Floating	**$2,054M**	**5.4%**	**6.0%**
Treasury Lock/Bond	$500M	5.5%	5.0%
Swaps	$900M	2.3%	2.1%
Total Fixed	**$1,400M**	**3.4%**	**3.1%**
Total Debt	**$3,454M**	**4.7%**	**4.8%**

Hedge	Notional (USD)	Fair Value	Fixed Rate	Maturity
10 YR USD Floating	$200M	$29M	1.116% + Spread	APR '30
5 YR USD Floating	$325M	$21M	0.704% + Spread	FEB '25
10 YR GBP Floating	$247M	$29M	0.82% + Spread	APR '30
EUR cross-currency	$128M	$2M	0.811% + Spread	FEB '28
Total	**$900M**	**$81M**		

Fixed Rates and spread includes new amendments
Re-Financing $2.25B Revolver, 865M GBP, $200M US Term Loan

Selected financial data

$'s in millions (unaudited)	Q1 2022	Q2 2022	Q3 2022	Q4 2022	FY 2022	Q1 2023	Q2 2023
People and Places Solutions							
Backlog	16,930	16,950	17,527	17,014	17,014	17,243	17,563
Revenue	1,921	2,163	2,223	2,228	8,535	2,227	2,345
Pass-Through Revenue	(472)	(564)	(636)	(647)	(2,319)	(660)	(629)
Net Revenue	1,449	1,599	1,587	1,581	6,216	1,567	1,716
Operating Profit	189	193	214	229	825	227	232
Operating Profit as a % of Net Revenue	*13.0%*	*12.0%*	*13.5%*	*14.5%*	*13.3%*	14.5%	13.5%
Critical Mission Solutions							
Backlog	7,524	7,509	7,219	7,622	7,622	7,632	8,136
Revenue	977	1,134	1,109	1,156	4,377	1,075	1,191
Operating Profit	91	95	88	81	356	82	94
Operating Profit as a % of Revenue	*9.3%*	*8.3%*	*8.0%*	*7.0%*	*8.1%*	7.6%	7.9%
Divergent Solutions							
Backlog	3,291	3,063	3,019	2,957	2,957	3,077	2,956
Revenue	193	239	218	242	892	214	241
Pass-Through Revenue	(6)	(9)	(6)	(9)	(30)	(13)	(17)
Net Revenue	187	230	212	233	862	201	224
Operating Profit	23	17	12	15	68	12	25
Operating Profit as a % of Net Revenue	*12.3%*	*7.4%*	*5.7%*	*6.6%*	*7.8%*	6.0%	11.1%
PA Consulting							
Backlog	276	269	326	269	269	306	319
Revenue	290	297	278	254	1,119	282	301
Operating Profit	63	68	51	49	232	51	66
Operating Profit as a % of Revenue	21.8%	23.0%	18.5%	19.4%	20.7%	18.1%	21.8%

Environmental, social and governance summary

A sustainable business model aligning purpose and vision with both growth and positive impact:

- Fully integrates purpose with profit and operationalizes sustainability across all aspects of our business.
- Drives how we can have the largest positive impact for society as a business.
- Leverages Jacobs' full suite of solutions to play a key role in advancing a net-zero economy.
- Achieved industry leading ISS Prime Status for our ESG corporate rating and made the CDP Climate A-List and Dow Jones Sustainability World Index.
- Jacobs supports governmental clients in the delivery of critical missions which helps to keep their citizens safe from nuclear attack, prevent large-scale war, and defend their global allies and partners. Jacobs does this by assisting governmental organizations to safely deliver their mission-critical infrastructure and tailored solutions in complex environments around the world.
- Jacobs does not manufacture nuclear warheads or nuclear weapons components.

- Climate Action Plan 2022
- FY22 ESG Disclosures
- PlanBeyond 2.0
- Climate Risk Assessment FY22
- Approved Science-Based Targets
- 2022 CDP Submission
- FY22 ESG Verification Statement
- Jacobs Carbon Neutrality Commitment
- Sustainability on Jacobs.com
- Human Rights Policy
- Modern Slavery Act Statement 2023

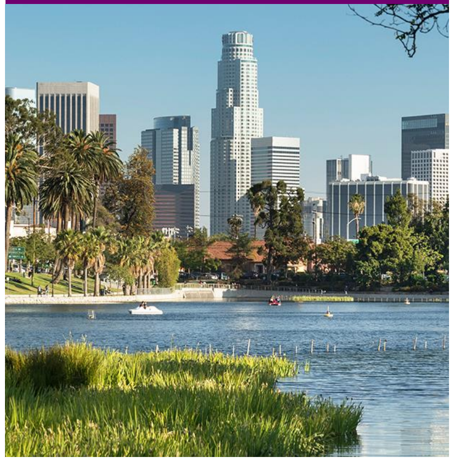
Corporate ESG Performance
Prime
RATED BY ISS ESG

Member of Dow Jones Sustainability Indices
Powered by the S&P Global CSA

CDP DISCLOSURE INSIGHT ACTION
A LIST 2022
CLIMATE

Delivering sustainable solutions

Sustaining LA's drinking water supply



Los Angeles Bureau of Sanitation, Los Angeles, U.S.: Jacobs has been selected as the progressive design-build contractor responsible for design, permitting, construction, start-up and commissioning for the Donald C Tillman Advanced Water Purification Facility. This is one of the largest potable reuse projects in the U.S.

Read more here.

Supporting clean energy in the U.K.

EDF Energy, U.K.: Jacobs is supporting EDF with wide-ranging professional technical and project management services. Our UKAS-accredited Inspection Validation Center is the project's sole supplier for independent verification of ultrasound inspections on safety critical components.

Read more here.

Integrating renewable sources into Germany's electricity grid

TenneT and TransnetBW: Jacobs is providing an integrated delivery partner approach to program and contract management, integrating renewable sources into Germany's electricity grid to support 2050 target of 80% of power provided by clean energy.

Read more here.

Offshore wind capacity building

RTI International, Philippines: Jacobs is supporting RTI International in an offshore wind capacity building program in the Philippines for the USAID's Energy Secure Philippines project. Jacobs will be delivering capacity-building workshops and development support to establish competency standards required to deploy more offshore wind systems in the country.

No. 1

Top 500 Design Firms
Engineering News-Record

"Together with our clients, we continue to conceptualize and implement renewable energy, decarbonized transit, EV ecosystems, water optimization, lifesaving vaccines and therapies and technology-advanced electronics, bringing social value to underserved communities."

Bob Pragada
Jacobs Chief Executive Officer

A recognized global vision for sustainability

Gold Medal for International Corporate Achievement in Sustainable Development
awarded by The World Environment Center

PlanBeyond®

Our cultural transformation: *An inspirational journey for all*

Empowerment & Accountability

Inclusion & Diversity

Innovation

Agile Learning Culture

When we learn and grow together,
we activate Empowerment & Accountability,
Inclusion & Diversity, and Innovation.
We lead, embrace, and anticipate change.

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.

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.
Adjusted operating profit, adjusted income before income taxes from continuing operations, adjusted income taxes from continuing operations, adjusted noncontrolling interests, 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";
    b) transaction costs and other charges incurred in connection with the acquisitions of Buffalo Group, 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; 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 acquisitions of CH2M, John Wood Group nuclear business, Buffalo Group, BlackLynx, StreetLight, the strategic investment in PA Consulting, the sale of the ECR business and other related cost reduction initiatives, which included involuntary terminations, 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 and charges associated with the impairment and final closing activities of our AWE ML joint venture (collectively referred to as "Restructuring and Integration costs").
2. Excluding items collectively referred to as Other adjustments, which include:
    a) adding back amortization of intangible assets;
    b) impact of certain subsidiary level contingent equity-based agreements in connection with the transaction structure of our PA Consulting investment;
    c) certain non-routine income tax adjustments for the purposes of calculating the Company's annual non-GAAP effective tax rate to facilitate a more meaningful evaluation of the Company's current operating performance and comparisons to the Company's operating performance in other periods.

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

Adjusted EBITDA, and the resulting calculation of adjusted EBITDA margin, is calculated by adding income tax expense, depreciation expense and adjusted interest expense, and deducting interest income from adjusted net earnings from continuing operations. Adjusted interest expense excludes one-time fees related on our debt facilities that are included in our interest expense under GAAP. Adjusted unallocated corporate costs are calculated by taking other corporate expenses and subtracting amortization of intangibles and other.

Free cash flow is calculated using the reported statement of cash flows, provided from operations less additions to property and equipment. Adjusted free cash flow is calculated by taking free cash flow (calculated as previously described) adjusted for the cash payments/receipts related to the adjustments made to GAAP net earnings to arrive at adjusted net earnings from continuing operations. In addition, in fiscal 2022, adjusted free cash flow excluded the repayment of $55M of payroll tax deferral which was permitted by the CARES Act.

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.

Net debt-to-Adjusted FY23E EBITDA midpoint is a Non-GAAP financial metric which provides an indication of the Company's leverage. It is calculated as our interest-bearing liabilities minus cash, divided by the midpoint of our FY23 Adjusted EBITDA expectations. Reconciliation of Adjusted FY23E EBITDA 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 and timing of costs and charges relating to expenses, restructuring and integration costs to be incurred in fiscal 2023.

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 operating metrics which management believes are useful in evaluating the Company's performance. We regularly monitor these operating metrics to evaluate our business, identify trends affecting our business, and make strategic decisions. Backlog represents revenue 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. For more information on how we determine our revenue backlog, see our Backlog Information in our most recently filed quarterly or annual report with the Securities and Exchange Commission Book-to-bill ratio is an operational measure representing the ratio of change in backlog revenue, or backlog gross margin, since the prior reporting period plus reported revenue or reported gross margin for the reporting period to the reported revenues or gross margin for the same period. Cash conversion is the ratio of cash flow from operations to GAAP net earnings from continuing operations. Adjusted cash conversion is the ratio of adjusted free cash flow to adjusted net earnings from continuing operations (calculated as previously described). We regularly monitor these operating metrics to evaluate our business, identify trends affecting our business, and make strategic decisions.

The following tables reconcile the GAAP financial measures to the corresponding "adjusted" amount used in this presentation.

Reconciliation of GAAP to Adjusted Results

Reconciliation of Operating Profit to Adjusted Operating Profit

	Three Months Ended		Six Months Ended	
	March 31, 2023	April 1, 2022	March 31, 2023	April 1, 2022
Operating Profit	289,863	166,215	527,668	343,548
Restructuring, Transaction and Other Charges (1)				
Focus 2023 Transformation, mainly real estate rescaling efforts	11,028	8,599	38,828	81,810
Transaction costs	6,282	7,099	11,552	12,761
Restructuring and integration charges	1,845	101,572	9,117	106,265
Other Adjustments (2)				
Amortization of intangibles	50,475	48,431	100,247	95,338
Other	(3,164)	—	1,126	—
Adjusted Operating Profit	$ 356,329	$ 331,916	$ 688,538	$ 639,722

(1) Includes estimated operating profit impacts from real estate impairments associated with the Company's Focus 2023 transformation program and related to the final pre-tax settlement of the Legacy CH2M Matter, net of previously recorded reserves for the three- and six-months ended March 31, 2023 and April 1, 2022, as well as operating profit impacts from charges associated with various transaction costs incurred with our acquisition and restructuring related activity associated with Company restructuring and integration programs.

(2) Includes estimated operating profit impacts from amortization of intangible assets for the three- and six- months ended March 31, 2023 and April 1, 2022 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 six-months ended March 31, 2023.

Reconciliation of GAAP to Adjusted Results

Reconciliation of Earnings from Continuing Operations Before Taxes to Adjusted Earnings from Continuing Operations Before Taxes (in thousands)

	Three Months Ended		Six Months Ended	
	March 31, 2023	**April 1, 2022**	**March 31, 2023**	**April 1, 2022**
Earnings from Continuing Operations Before Taxes	$ 252,313	$ 155,282	$ 449,795	$ 324,371
Restructuring, Transaction and Other Charges (1):				
Focus 2023 Transformation, mainly real estate rescaling efforts	10,995	8,365	38,167	74,729
Transaction costs	6,282	7,098	11,552	12,761
Restructuring and integration charges	1,845	99,800	9,117	102,795
Other Adjustments (2):				
Amortization of intangibles	50,475	48,431	100,247	95,338
Other	(3,164)	—	1,126	5
Adjusted Earnings from Continuing Operations Before Taxes	**$ 318,746**	**$ 318,976**	**$ 610,004**	**$ 609,999**

(1) Includes pre-tax non-cash real estate impairments charges associated with the Company's Focus 2023 transformation program of $10.1 million and $2.3 million for the three-months ended March 31, 2023 and April 1, 2022, respectively, and $37.2 million and $74.6 million for the six-months ended March 31, 2023 and April 1, 2022, respectively. The three- and six- months ended April 1, 2022 includes $91.3 million related to the final pre-tax settlement of the Legacy CH2M Matter, net of previously recorded reserves. Also includes charges associated with various transaction costs incurred with our acquisition and restructuring related activity associated with Company restructuring and integration programs.

(2) Includes pre-tax charges for the removal of amortization of intangible assets for the three- and six- months ended March 31, 2023 and April 1, 2022, respectively, and the impact of certain subsidiary level contingent equity-based agreements in connection with the transaction structure of our PA Consulting investment of $(3.2) million and $1.1 million for the three- and six- months ended March 31, 2023.

Reconciliation of GAAP to Adjusted Results

Reconciliation of Income Tax Expense from Continuing Operations to Adjusted Income Tax Expense from Continuing Operations

	Three Months Ended		Six Months Ended	
	March 31, 2023	April 1, 2022	March 31, 2023	April 1, 2022
Income Tax Expense from Continuing Operations	$ (19,060)	$ (46,166)	$ (69,163)	$ (62,054)
Tax Effects of Restructuring, Transaction and Other Charges (1)				
Focus 2023 Transformation, mainly real estate rescaling efforts	(2,907)	(2,089)	(9,584)	(15,540)
Transaction costs	(1,486)	(1,746)	(2,736)	(3,138)
Restructuring and integration charges	(408)	(17,589)	(2,196)	(18,423)
Tax Effects of Other Adjustments (2)				
Amortization of intangibles	(12,031)	(10,808)	(23,911)	(21,235)
Other income tax adjustments	(31,741)	9,180	(20,263)	(11,978)
Other	696	—	(248)	(1)
Adjusted Income Tax Expense from Continuing Operations	$ (66,937)	$ (69,218)	$ (128,101)	$ (132,369)

(1) Includes estimated income tax impacts on real estate impairments associated with the Company's Focus 2023 transformation program and related to the final pre-tax settlement of the Legacy CH2M Matter, net of previously recorded reserves for the three- and six- months ended March 31, 2023 and April 1, 2022, as well as tax impacts on charges associated with various transaction costs incurred with our acquisition and restructuring related activity associated with Company restructuring and integration programs.

(2) Includes estimated income tax impacts on amortization of intangible assets for the three- and six- months ended March 31, 2023 and April 1, 2022, certain income tax adjustments for the purposes of presenting the Company's expected annual non-GAAP effective tax rate to facilitate a more meaningful evaluation of the Company's current operating performance and comparisons to the Company's operating performance in other periods 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 six-months ended March 31, 2023.

Reconciliation of GAAP to Adjusted Results

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		Six Months Ended	
	March 31, 2023	April 1, 2022	March 31, 2023	April 1, 2022
Net Earnings Attributable to Jacobs from Continuing Operations	$ 216,587	$ 88,817	$ 352,943	$ 223,082
After-tax effects of Restructuring, Transaction and Other Charges (1):				
Focus 2023 Transformation, mainly real estate rescaling efforts	8,088	6,277	28,583	59,189
Transaction costs	4,240	5,353	7,791	9,623
Restructuring and integration charges	1,437	81,939	6,921	84,110
After-tax effects of Other Adjustments (2):				
Amortization of intangibles	33,575	31,997	66,432	62,512
Other income tax adjustments	(31,713)	8,846	(20,197)	(12,237)
Other	(1,690)	—	542	4
Adjusted Net Earnings Attributable to Jacobs from Continuing Operations	**$ 230,524**	**$ 223,229**	**$ 443,015**	**$ 426,283**

(1) Includes estimated after-tax and related noncontrolling interest impacts from non-cash real estate impairment charges associated the Company's Focus 2023 program for the three- and six-months ended March 31, 2023 and April 1, 2022, and for the three- and six-months ended April 1, 2022, the final pre-tax settlement of the Legacy CH2M Matter, net of previously recorded reserves. Also includes charges associated with various transaction costs incurred with our acquisition and restructuring related activity associated with Company restructuring and integration programs.

(2) Includes estimated after-tax and noncontrolling interest impacts from amortization of intangible assets for the three- and six-months ended March 31, 2023 and April 1, 2022, certain income tax adjustments for the purposes of presenting the Company's expected annual non-GAAP effective tax rate to facilitate a more meaningful evaluation of the Company's current operating performance and comparisons to the Company's operating performance in other periods 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 six-months ended March 31, 2023.

Reconciliation of GAAP to Adjusted Results

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

	Three Months Ended	
	March 31, 2023	April 1, 2022
Noncontrolling Interests from Continuing Operations	$ (16,666)	$ (20,299)
Restructuring, Transaction and Other Charges (1)		
Transaction costs	(555)	—
Restructuring and integration charges	—	(270)
Other Adjustments (2)		
Amortization of intangibles	(4,869)	(5,627)
Other income tax adjustments	27	(333)
Other	778	—
Adjusted Noncontrolling Interests from Continuing Operations	$ (21,285)	$ (26,529)

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-months ended March 31, 2023 and April 1, 2022, certain income tax adjustments for the purposes of presenting the Company's expected annual non-GAAP effective tax rate to facilitate a more meaningful evaluation of the Company's current operating performance and comparisons to the Company's operating performance in other periods 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-months ended March 31, 2023.

Reconciliation of GAAP to Adjusted Results

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		Six Months Ended	
	March 31, 2023	April 1, 2022	March 31, 2023	April 1, 2022
Diluted Net Earnings from Continuing Operations Per Share	$ 1.70	$ 0.68	$ 2.77	$ 1.71
After-tax effects of Restructuring, Transaction and Other Charges (1):				
Focus 2023 Transformation, mainly real estate rescaling efforts	0.06	0.05	0.22	0.46
Transaction costs	0.03	0.04	0.06	0.07
Restructuring and integration charges	0.01	0.63	0.05	0.65
After-tax effects of Other Adjustments (2):				
Amortization of intangibles	0.26	0.24	0.52	0.48
Other income tax adjustments	(0.25)	0.07	(0.16)	(0.09)
Other	(0.01)	—	—	—
Adjusted Diluted Net Earnings from Continuing Operations Per Share	**$ 1.81**	**$ 1.72**	**$ 3.48**	**$ 3.28**

(1) Includes estimated per-share impacts from real estate impairments associated with the Company's Focus 2023 transformation program for the three- and six-months ended March 31, 2023 and April 1, 2022, and for the three- and six-months ended April 1, 2022, the final pre-tax settlement of the Legacy CH2M Matter, net of previously recorded reserves. Also includes related impacts associated with various transaction costs incurred with our acquisition and restructuring related activity costs associated with Company restructuring and integration programs.

(2) Includes estimated per-share impacts from amortization of intangible assets for the three- and six-months ended March 31, 2023 and April 1, 2022, certain income tax adjustments for the purposes of presenting the Company's expected annual non-GAAP effective tax rate to facilitate a more meaningful evaluation of the Company's current operating performance and comparisons to the Company's operating performance in other periods and certain subsidiary level contingent equity-based agreements in connection with the transaction structure of our PA Consulting investment for the three- and six-months ended March 31, 2023.

Reconciliation of net earnings from continuing operations attributable to Jacobs to adjusted EBITDA and free cash flow

Reconciliation of Adjusted EBITDA (in thousands)

	Three Months Ended	
	March 31, 2023	**April 1, 2022**
Adj Net earnings from Continuing Operations	$ 230,524	$ 223,229
Adj. Income Tax Expense for Continuing Operations	(66,937)	(69,218)
Adj. Net earnings from Continuing Operations attributable to Jacobs before income taxes	297,461	292,447
Depreciation expense	27,707	26,383
Interest income	(7,630)	(381)
Interest expense	40,613	21,995
Adjusted EBITDA	$ 358,151	$ 340,444

Reconciliation of Free Cash Flow (in thousands)

	Three Months Ended	
	March 31, 2023	**April 1, 2022**
Net cash provided by operating activities	$ 132,041	$ 124,611
Additions to property and equipment	(35,202)	(28,905)
Free cash flow	$ 96,839	$ 95,706

Reconciliation of Other Corporate Expenses to Adjusted Unallocated Corporate Costs

Reconciliation of Other Corporate Expenses to Adjusted Unallocated Corporate Costs

	Three Months Ended	
(in millions)	March 31, 2023	April 1, 2022
Other Corporate Expenses	$ (108)	$ (89)
Amortization of intangibles	50	48
Other	(3)	—
Adjusted Unallocated Corporate Costs	**$ (60)**	**$ (41)**

Reconciliation of Jacobs Constant Currency Net Revenue

Consolidated

Net Revenue impact of CC	**($M)**
Q2'23 Actual Revenue	$3,432
Currency Impact	101
Net Revenue in CC	**$3,532**
Q2'22 Revenue	$3,261
Growth	8.3%

P&PS

Net Revenue impact of CC	**($M)**
Q2'23 Actual Revenue	$1,716
Currency Impact	44
Net Revenue in CC	**$1,759**
Q2'22 Revenue	$1,599
Growth	10.0%

CMS

Net Revenue impact of CC	**($M)**
Q2'23 Actual Revenue	$1,191
Currency Impact	25
Net Revenue in CC	**$1,217**
Q2'22 Revenue	$1,134
Growth	7.2%

PA Consulting

Net Revenue impact of CC	**($M)**
Q2'23 Actual Revenue	$301
Currency Impact	31
Net Revenue in CC	**$332**
Q2'22 Revenue	$297
Growth	11.5%

DVS

Net Revenue impact of CC	**($M)**
Q2'23 Actual Revenue	$224
Currency Impact	1
Net Revenue in CC	**$224**
Q2'22 Revenue	$230
Growth	-2.6%

Reconciliation of Jacobs Constant Currency Adjusted Operating Profit

Consolidated

Adj. OP impact of Constant Currency	**($M)**
Q2'23 Adj. Operating Profit	$356
Currency Impact	12
Adjusted Operating Profit in CC	**$369**
Q2'22 Adjusted Operating Profit	$332
Growth	11.1%

PA Consulting

OP impact of Constant Currency	**($M)**
Q2'23 Operating Profit	$66
Currency Impact	7
Operating Profit in CC	**$72**
Q2'22 Operating Profit	$68
Growth	5.6%

P&PS

OP impact of Constant Currency	**($M)**
Q2'23 Operating Profit	$232
Currency Impact	9
Operating Profit in CC	**$242**
Q2'22 Operating Profit	$193
Growth	25.4%

DVS

OP impact of Constant Currency	**($M)**
Q2'23 Operating Profit	$25
Currency Impact	0
Operating Profit in CC	**$25**
Q2'22 Operating Profit	$17
Growth	46.1%

CMS

OP impact of Constant Currency	**($M)**
Q2'23 Operating Profit	$94
Currency Impact	3
Operating Profit in CC	**$97**
Q2'22 Operating Profit	$95
Growth	2.8%

Corporate

Adj. Unalloc. Corp. Costs impact of Constant Currency	**($M)**
Q2'23 Adj. Unalloc. Corp. Costs	($60)
Currency Impact	(7)
Adjusted Unalloc. Corp. Costs in CC	**($67)**
Q2'22 Adjusted Unalloc. Corp. Costs	($41)
Growth	64.8%