Fiscal Second Quarter 2021 Earnings Conference Call

May 10, 2021

Credit: Expo 2020 Dubai

Jacobs

Challenging today.
Reinventing tomorrow.

Disclaimer

Forward-Looking Statement Disclaimer

Certain statements contained in this presentation constitute forward-looking statements as such term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and such statements are intended to be covered by the safe harbor provided by the same. Statements made in this presentation that are not based on historical fact are 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 2021 or future fiscal years and the anticipated benefits of the strategic partnership with PA Consulting, which are based, in part, on estimates and assumptions regarding the potential continued effects of the COVID-19 pandemic on our business, financial condition and results of operations. Although such statements are based on management's current estimates and expectations, and 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 magnitude, timing, duration and ultimate impact of the COVID-19 pandemic and any resulting economic downturn on our results, prospects and opportunities, the timeline for easing or removing “shelter-in-place”, “stay-at-home”, social distancing, travel restrictions and similar orders, measures or restrictions imposed by governments and health officials in response to the pandemic, or if such orders, measures or restrictions are re-imposed after being lifted or eased, including as a result of increases in cases of COVID-19; the development, effectiveness and distribution of vaccines or treatments for COVID-19; the timing and scope of any government stimulus programs enacted in response to the impacts of the COVID-19 pandemic, including, but not limited to, any proposed infrastructure-related stimulus programs; and the impact of such matters includes, but is not limited to, the possible reduction in demand for certain of our 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 could negatively affect our supply chain and our ability to timely and satisfactorily complete our clients’ projects; difficulties associated with hiring additional employees or replacing any furloughed employees; increased volatility in the capital markets that may affect our ability to access sources of liquidity on acceptable pricing or borrowing terms or at all; and the inability of governments in certain of the countries in which we operate to effectively mitigate the financial or other impacts of the COVID-19 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 our Annual Report on Form 10-K for the year ended October 2, 2020, 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 our Quarterly Report on Form 10-Q for the quarter ended April 2, 2021, and in particular the discussions contained under Part I, Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations; Part II, Item 1 - Legal Proceedings; and Part II, Item 1A - Risk Factors, as well as the Company’s other filings with the 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

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 the adjusted EPS, adjusted EBITDA and free cash flow outlook for fiscal 2021 and beyond 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.

Pro Forma Figures

During this presentation, we may discuss comparisons of current period results to prior periods on a pro forma adjusted basis. Prior fiscal periods are presented as if the acquisitions of KeyW, the Wood Nuclear business and The Buffalo Group and divestiture of Energy, Chemicals and Resources business had occurred prior to the comparable periods, as adjusted for the exclusion of restructuring and other related charges and transaction expenses and other adjustments described on the Non GAAP Financial Measures slides as the end of this presentation. Results for PA Consulting are included for the period from the March 2, 2021 closing date through the end of the fiscal second quarter. Unless otherwise indicated, pro forma comparisons to prior periods do not reflect prior PA Consulting results. We believe this information helps provide additional insight into the underlying trends of our business when comparing current performance against prior periods.

Today’s agenda

Overview

- Strategy and performance update
- Future of ESG at Jacobs

Lines of business review

- Critical Mission Solutions
- People & Places Solutions
- PA Consulting Investment

Financial review

- Q2 Fiscal 2021 results
- Focus 2023 and integration update
- Balance sheet and cash flow

Outlook & Summary

Jacobs: Challenging today, reinventing tomorrow

Compelling investment thesis with strong track record of execution

- Global infrastructure modernization, advanced facilities and national security
- End-to-end sustainable solutions embedded throughout global offerings
- Effectively deploying capital to maximize long-term value for shareholders
- Q2 net revenue increased 7% y/y and adjusted EBITDA up 27%
- Q2 backlog increased $2.3B to $25.6B, up 10% y/y
- PA Consulting Q2 revenue growth of 28% year-over-year
- Increasing FY21 adjusted EBITDA and adjusted EPS outlook

Resilient environments	Scientific discovery	Thriving cities
Environmental stewardship and climate change are the defining issues of our time.	We solve some of the most complex challenges of exploration — both in space and closer to home.	Prosperous communities. Healthy cities. A brighter future. By working together we build a better future.
Mission critical outcomes	**Cutting-edge manufacturing**	**Operational advancement**
For the first time in history, security and defense threats have no borders.	Rapidly evolving, complex facilities require fast-paced, innovative solutions.	It is one thing to dream up new solutions. At Jacobs, we also deliver them.

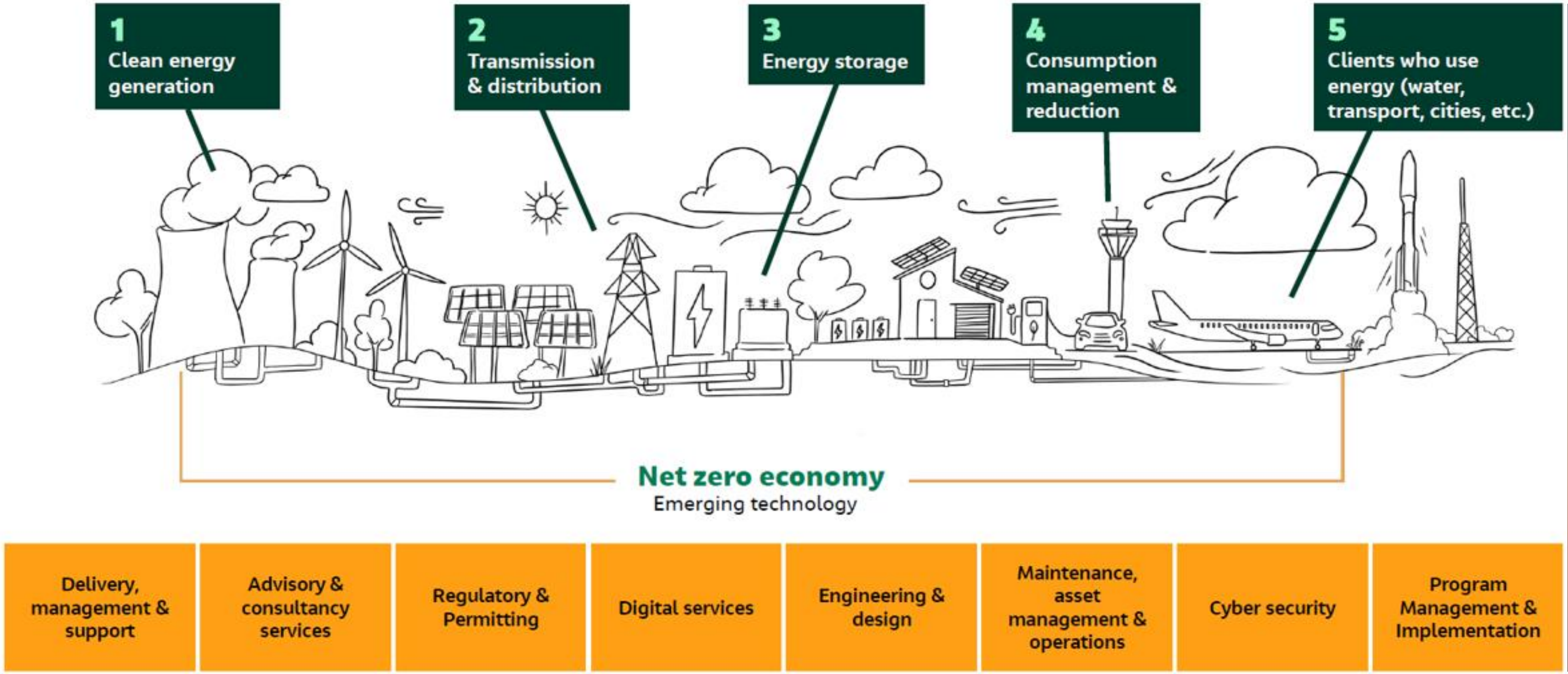
Net Revenue TTM As Reported
($ in Billions)

Backlog As Reported
($ in Billions)

Significant ESG growth opportunities across Jacobs

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

- ISS environmental and social scores significantly improve; annualized ESG related revenue approaching $5B
- Operationalizing sustainability across all aspects of our business
- Jacobs’s full suite of solutions supporting clients' net zero objectives



Critical Mission Solutions

Demonstrated resilient base and strong pipeline of innovative solutions

- Multi-year enterprise contracts provide long-term stability
- High-value solutions and efficient cost structure driving margin expansion
- Next 18-month new business pipeline remains strong >$30 billion

Strategy aligned to critical national security priorities

- Expect FY21 revenue, operating profit growth and margin improvement
- Aligned to high priority areas in hypersonics, space, digital modernization, cyber, and all-domain intelligence
- Positioned to grow through technology-enabled solutions such as strategic data utilization, space sensors, and clean energy

Recent customer wins

- Provide full-spectrum counter terrorism intelligence for DIA
- DIA SITE III IDIQ to address evolving IT requirements for US security
- Range testing and operations support at US Army Dugway Proving Ground
- Software engineering for the US Air Force C-17 Fleet

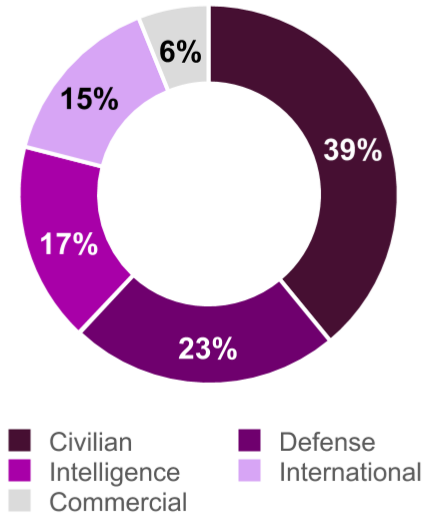
Critical Mission Solutions Snapshot

(TTM including Buffalo Group and Wood Nuclear)

U.S. / International	85% / 15%
Government	~90%
Reimbursable and Lower Risk Fixed Price Services	~95%
Recurring	~93%
Talent Force	~18k

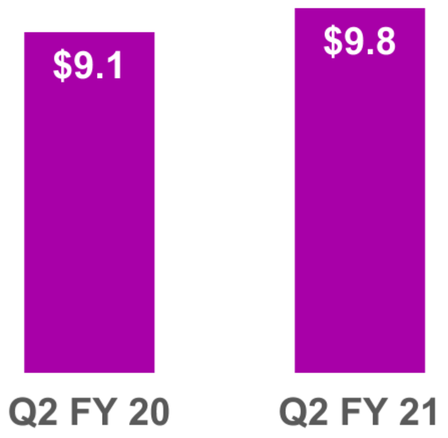
Revenue by Customer

(TTM)



Backlog As Reported

($ in Billions)



People & Places Solutions

Executing against high-value opportunities

- Deep domain expertise at scale across sectors
- Global delivery model enabling stimulus readiness in all key sectors and regions

Strong secular trend alignment

- Core and growth sectors strongly aligned with future spending
- Climate change, sustainability and resiliency – key drivers in all geographies
- Infrastructure modernization and digital transformation are universal trends
- Continued investment in electronics and life sciences globally

Recent customer wins

- Fujifilm Diosynth Biotechnologies RTP greenfield campus (US)
- Cambridgeshire & Peterborough Combined Authority autonomous metro (UK)
- Highways England Lower Thames Crossing (UK)
- Public Utilities Board Changi NEWater Factory 3 (Singapore)
- Saint Paul Regional Water Services McCarrons Water Treatment Plant (US)

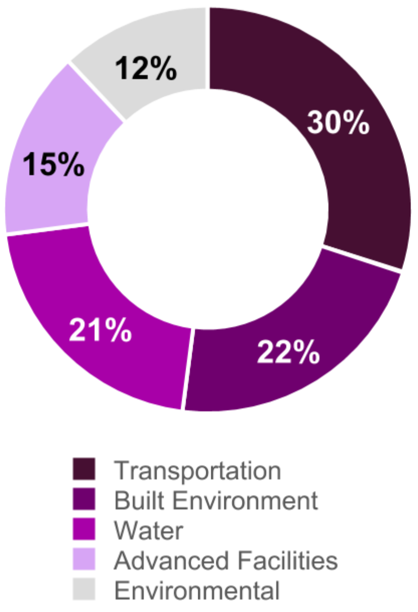
People & Places Solutions Snapshot

(Net Revenue Q2 2021)

U.S./International	63% / 37%
Public / Private Sector	59% / 41%
Reimbursable and Lower Risk Fixed Price Services	~91%
Talent Force	~35k

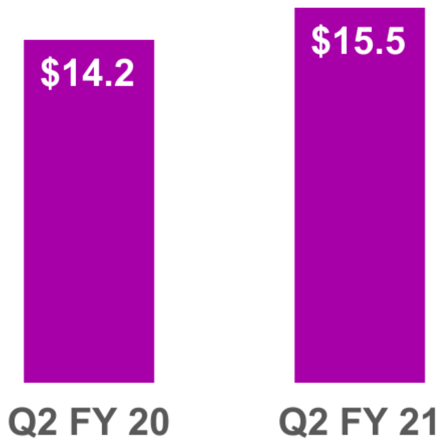
Net Revenue by Sector

(Q2 2021)



Backlog As Reported

($ in Billions)



PA Consulting Investment

Deep strategic expertise vital during and post pandemic

- Trusted partner for UK government's COVID response
- Engaged across sectors for digital transformation

Innovation-focused solutions critical in technology-driven world

- Strategic vision with experience executing end-to-end innovation
- Focused on leveraging technology advances across health and life sciences
- Sustainability solutions water, carbon, packaging, waste, and products

Recent customer wins

- Supporting UK Government as Home Office Software Engineering partner for border safety and improved citizen experience through digital technology
- Developing digital gateway to working in Sweden, with Flytta, a collaboration between the Swedish Tax, Migration and Social Insurance Agencies and the Swedish Public Employment Service
- Developing a cyber-attack simulation with Open University, the UK's leading distance learning provider, to better respond to external cyber threats

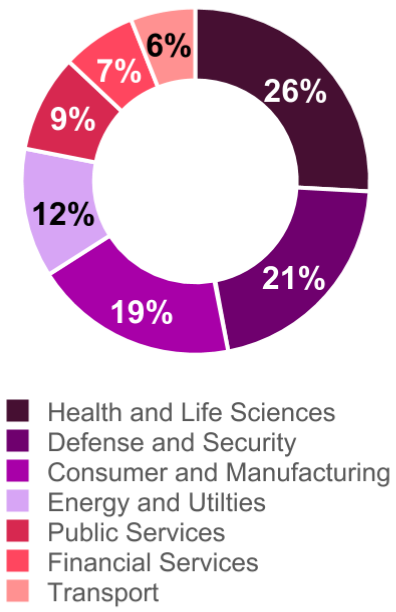
PA Consulting Snapshot

(Revenue Q2 2021)

U.S. / UK / International	10% / 79% / 11%
Public / Private Sector	53% / 47%

Revenue by Sector

(Q2 2021)



Backlog Pro Forma

($ in Millions)

Fiscal 2021 Q2 results

Oxford to Cambridge Arc
We are currently implementing major adaptation pathway pilot studies for the Environment Agency across three important national projects for flood risk management in the U.K.

Revenue increased 4% y/y and Net Revenue up 7% y/y

GAAP Operating (Loss) Profit (OP) of $(41)M

Adj. OP of $311M (+32%) and Net Revenue Adj. OP Margin of 10.5% (+200 bps)

GAAP Net Earnings of $—M and EPS from Continuing Operations of $— impacted by:

- $(0.86) Portion of PA investment consideration treated as compensation and associate tax impact
- $(0.37) related to negative mark-to-market adjustments associated with Worley and C3.ai equity
- $(0.17) for deal and other costs related to the PA Consulting investment
- $(0.09) of charges related to Focus 2023, and other restructuring, transaction and impairment costs
- $(0.17) of expense related to the amortization of acquired intangibles

Adj. EPS of $1.66 up 19% y/y, includes $0.09 from PA Consulting (net of incremental interest)

Adjusted EBITDA of $332M, up 27% y/y and 11.2% of Net Revenue

Q2 book-to-bill 1.06x pro forma

Segment financials

$'s in millions	Q2 2020	Q2 2021	Y/Y
Critical Mission Solutions Operating Profit as a % of revenue	**84** 6.8%	**114** 8.7%	**35%** 190 bps
People & Places Solutions Operating Profit as a % of net revenue	**189** 12.3%	**202** 12.9%	**7%** 70 bps
PA Consulting Operating Profit[2] as a % of revenue	**—** N/A	**28** 28.4%	**N/A** N/A bps
Adjusted Unallocated Corporate Costs	**(37)**	**(33)**	**4**
Adjusted Operating Profit from Continuing Operations[1] as a % of net revenue	**237** 8.5%	**311** 10.5%	**32%** 200 bps
Adjusted EBITDA from Continuing Operations[1] as a % of net revenue	**261** 9.4%	**332** 11.2%	**27%** 180 bps

Adjusted Margin Expansion Across CMS and P&PS Lines of Business

Testing VIPER's suspension
NASA's VIPER rover is an autonomous 4-wheeled vehicle designed to explore the shadowed southern pole of the moon in search of concentrations of water and ice that is billions of years old. Jacobs is currently traction testing VIPER's suspension and wheels at true 1/6 moon gravity at NASA's Johnson Space Center. VIPER is scheduled to land on the moon's Shackleton Crater in 2023. Credit: NASA

[1]See reconciliation at the end of presentation
[2] PA Consulting results are reflected from the March 2, 2021 acquisition date through the April 2, 2021 quarter end date.

Focus 2023 and integration update

Focus 2023: Enhancing Operations for Next Stage of Growth

- Incurred ~$5M charge in Q2 2021 related to Focus 2023
- ~$12M of cash flow impact in Q2

Acquisition integration and other net charges of $13M

PA Consulting Investment

- Incurred $42M in P&L deal and other costs and $36M of cash outflows
- Incurred $267M cost associated with investment consideration classified as compensation under U.S. GAAP accounting rules

Fiscal 2H 2021 Transformation and Integration Cost Expectations including PA

- ~$50M of charges in related to Focus 2023 and other initiatives
- ~$65M of net one-time cash outflows and $267M related to PA Consulting investment consideration reflected in cash flow from operations

Balance sheet and cash flow

Continued strong cash flow generation for Q2 2021

- Q2 cash flow from operations $238 million; driven by improved collections
- Q2 reported FCF[1] $209M, including ~$116M of net one-time headwinds
- PA Consulting headwind to FCF of ~$16m due to tax and stamp duty payments
- Expect $267M of PA Consulting investment consideration to impact CFFO in Q3
- Expect >100% FY21 FCF to adj. net income, excluding one-time headwinds

Ample liquidity with near-term focus on deleveraging

- Q2 cash and equivalents of $893M and gross debt of $3.5B
- Worley and C3.ai ownership of $0.5B as of end of Q2 FY21
- Pro forma net debt to FY21E adj. EBITDA of ~1.7x

Balance Sheet strength affords longer-term capital deployment

- Paid $27M in cash dividends in Q2
- Q2 dividend increased to $0.21/share (+11% y/y) to be paid June 25, 2021
- Prioritize free cash flow use toward debt pay down in near-term

Q2 Leverage Metrics

$ billions	FY21 Q2
Q2 Net Debt Position	$2.6B
Worley equity ownership as of 4/2	$413M
C3.ai equity ownership as of 4/2	$38M
Q2 Pro Forma Net Debt Position	$2.1B*
Q2 PF net debt to adjusted FY21E EBITDA	1.7x**
Fixed/Floating Mix*	41%/61%
Weighted average interest rate***	2.07%

* Assumes Worley and C3.ai equity value as of April 2, 2021
** FY2021E adjusted EBITDA assumed mid-point of outlook
***factors in ~$929M notional interest rate swap

[1] Calculated as reported cash flow from operations minus CAPEX

Outlook & Summary

FY21 Outlook

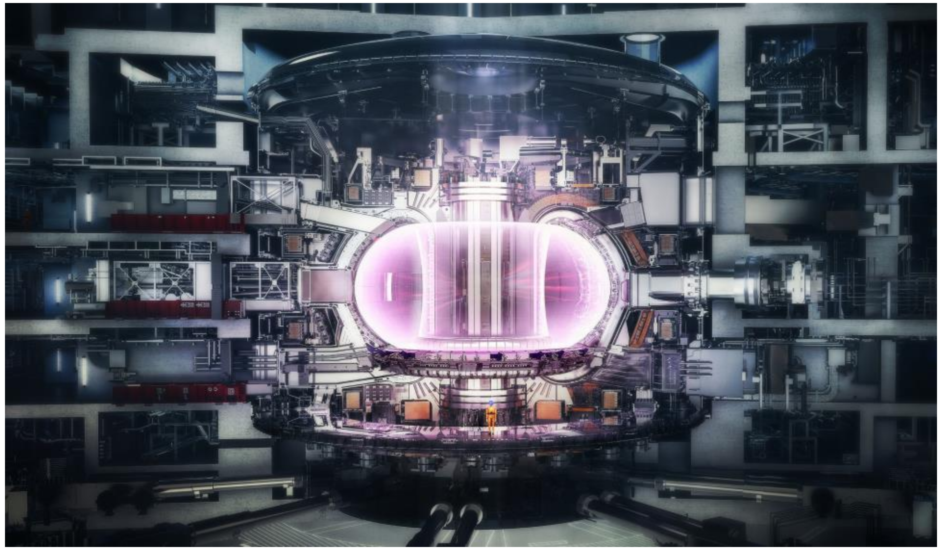
- Updating adjusted EBITDA outlook to $1,200 to $1,270M from $1,075 to $1,155M
- Updating adjusted EPS outlook to $6.00 to $6.30 from $5.30 to $6.00, assumes share count of 131M
- Fiscal 2021 includes $0.32-$0.34 in adjusted EPS from PA Consulting investment, net of non-controlling interest

Positioned for double-digit adj. EBITDA growth in FY22 and beyond

- Longer term outlook factors increasing optimism around a major US stimulus package, and significant opportunities related to climate change and digital modernization

Additional Metrics

$ billions	
Q2 FY21 share count	**131M**
Q2 FY21 effective Tax Rate	**~24%**
Annual CAPEX	**~1% of net revenue**



We do things right.
We challenge the accepted.
We aim higher.
We live inclusion.

Challenging today.
Reinventing tomorrow.

SM

Delivering sustainable solutions

Member of Dow Jones Sustainability™ North America Index

Energy Transition

SuedLink: Integrating renewable sources into Germany's electricity grid to support 2050 target of 80% of power provided by clean energy.

Sustainable Transport

King County Metro: new battery electric bus (BEB) facilities will support the goal of a 100% zero-emissions fleet powered by renewable energy no later than 2040.

Net Zero Development

Meridian Water, North London: £7bn Sustainable Mixed-use Development; Meeting UK's Highest Health and Building Standards and Targeting Net Zero Carbon by 2030
(Image courtesy of © Periscope)

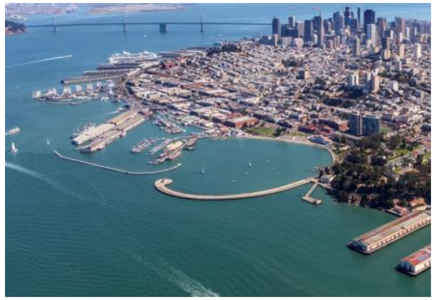
Resource Management

Western Digital: Global Energy & Resource Management Program – Energy, Water, Waste and Carbon Reduction for Manufacturing Facilities

Climate Resilience

Jacobs Climate Risk Assessment Tool: Incorporates TCFD Recommendations to Identify and Assess Climate Risks, Combining High Resolution Climate Data with GIS Capabilities

Infrastructure Adaptation



Port of San Francisco: Preserving and fortifying the 100-year-old Embarcadero Seawall for earth-quake safety, flood protection, resilience and sea level rise adaptation.

Hydrogen Economy

Transport Scotland, Dundee City Council, European Commission: Hydrogen fuel cell electric bus and refueling infrastructure

Social Value (Equity)

Cutter Lateral Water Treatment Plant, New Mexico: Bringing a Clean, Reliable Water Source to Navajo and Jicarilla Apache Communities

Environmental, Social and Governance (ESG) summary

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

- Fully integrating purpose with profit and operationalizing sustainability across all aspects of our business
- Drives how we can have the biggest positive impact for society as a business
- Jacobs's full suite of solutions to have key role in the driving a net zero economy
- ISS environmental and social scores significantly improve; annualized ESG related revenue ~$5B
  - Jacobs ESG Investor Page
  - 2020 ESG Data Disclosure for Analysts
  - Water Business Overview
  - Environmental and PFAS Overview

PlanBeyond℠

Achieved 100% renewable energy for our operations in **2020**.

Achieved net zero carbon for our operations and business travel in **2020**.

Carbon negative for our operations and business travel by **2030**.

Jacobs' *Climate Action Plan*

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

Recast consolidated financials

$'s in millions	Q1 2019	Q2 2019	Q3 2019	Q4 2019	FY 2019	Q1 2020	Q2 2020	Q3 2020	Q4 2020	FY 2020	Q1 2021	Q2 2021
Critical Mission Solutions												
Backlog	7,158	7,285	8,393	8,460	**8,460**	8,473	9,135	9,066	9,104	**9,104**	9,683	9,779
Revenue	1,035	1,060	1,156	1,300	**4,551**	1,182	1,243	1,211	1,329	**4,966**	1,295	1,310
Operating Profit	72	74	76	88	**310**	90	84	90	108	**372**	110	114
as a % of revenue	7.0%	7.0%	6.6%	6.7%	**6.8%**	7.6%	6.8%	7.4%	8.1%	**7.5%**	8.5%	8.7%
People & Places Solutions												
Backlog	13,177	13,428	14,011	14,109	**14,109**	14,197	14,156	14,608	14,714	**14,714**	15,422	15,512
Revenue	2,049	2,032	2,013	2,093	**8,187**	2,178	2,184	2,049	2,191	**8,601**	2,087	2,140
Net Revenue	1,374	1,400	1,479	1,390	**5,643**	1,476	1,542	1,470	1,503	**5,991**	1,438	1,563
Operating Profit	159	173	183	199	**714**	178	189	190	183	**741**	196	202
as a % of Net Revenue	11.6%	12.3%	12.4%	14.3%	**12.7%**	12.1%	12.3%	13.0%	12.2%	**12.4%**	13.7%	12.9%
Adj. Unallocated Corporate Expense	(46)	(25)	(27)	(33)	**(131)**	(32)	(37)	(41)	(33)	**(143)**	(47)	(33)
Adj. Net Interest Income (Expense)	(5)	(9)	(9)	(6)	**(29)**	(13)	(14)	(17)	(12)	**(57)**	(12)	(15)
PA Consulting[2]												
Backlog	—	—	—	—	**—**	—	—	—	—	**—**	—	280
Revenue	—	—	—	—	**—**	—	—	—	—	**—**	—	98
Operating Profit	—	—	—	—	**—**	—	—	—	—	**—**	—	28
as a % of revenue												28.4%

NOTES: Prior periods have been recast to reflect 2019 corporate allocation methodology and the restructuring and other adjustments.

[2] PA Consulting results are reflected from the March 2, 2021 acquisition date through the April 2, 2021 quarter end date.

Recast consolidated financials

$'s in millions	Q1 2019	Q2 2019	Q3 2019	Q4 2019	FY 2019	Q1 2020	Q2 2020	Q3 2020	Q4 2020	FY 2020	Q1 2021	Q2 2021
Backlog	20,335	20,713	22,404	22,569	**22,569**	22,671	23,291	23,674	23,818	**23,818**	25,105	25,571
Revenue	3,084	3,092	3,170	3,393	**12,738**	3,360	3,427	3,260	3,520	**13,567**	3,382	3,548
Net Revenue	2,410	2,459	2,636	2,690	**10,195**	2,658	2,786	2,681	2,832	**10,957**	2,733	2,971
Adjusted Gross Profit	571	613	629	669	**2,482**	645	648	631	665	**2,589**	632	767
Adjusted G&A	(386)	(392)	(396)	(415)	**(1,589)**	(408)	(412)	(392)	(407)	**(1,619)**	(373)	(456)
Adjusted Operating Profit From Continuing Operations as a % of Net Revenue[1]	185 7.7%	222 9.0%	233 8.8%	253 9.4%	**893** **8.8%**	237 8.9%	237 8.5%	239 8.9%	258 9.1%	**970** **8.9%**	259 9.5%	311 10.5%
Adj. Net Interest Income (Expense)	(5)	(9)	(9)	(6)	**(29)**	(13)	(14)	(17)	(12)	**(57)**	(12)	(15)

NOTES: Prior periods have been recast to reflect 2019 corporate allocation methodology and the restructuring and other adjustments.

Other operational metrics from continuing operations

$’s in thousands	Q1 2019	Q2 2019	Q3 2019	Q4 2019	FY 2019	Q1 2020	Q2 2020	Q3 2020	Q4 2020	FY 2020	Q1 2021	Q2 2021
Depreciation (pre-tax)	18,211	23,491	25,851	20,508	88,061	22,152	22,566	22,276	24,076	91,070	22,989	25,090
Amortization of Intangibles (pre-tax)	18,671	18,678	18,383	23,351	79,083	21,845	22,094	23,135	23,489	90,563	23,155	30,598
Pass-Through Costs Included in Revenue	674,278	632,359	533,935	702,786	2,543,358	701,754	641,393	578,717	687,980	2,609,843	648,677	576,629
Capital Expenditures	19,467	39,442	38,557	29,307	126,773	22,260	39,077	27,484	29,448	118,269	16,766	28,287

Non GAAP financial measures

Unaudited	Three Months Ended April 2, 2021 U.S. GAAP	Effects of Restructuring, Transaction and Other Charges (1)	Other Adjustments (2)	Adjusted
Revenues	$ 3,547,873	$ —	$ —	$ 3,547,873
Pass through revenue	—	—	(576,629)	(576,629)
Net revenue	3,547,873	—	(576,629)	2,971,244
Direct cost of contracts	(2,780,860)	194	576,629	(2,204,037)
Gross profit	767,013	194	—	767,207
Selling, general and administrative expenses	(808,125)	321,471	30,598	(456,056)
Operating (Loss) Profit	(41,112)	321,665	30,598	311,151
Total other (expense) income, net	(71,169)	5,295	63,719	(2,155)
(Loss) Earnings from Continuing Operations Before Taxes	(112,281)	326,960	94,317	308,996
Income Tax Benefit (Expense) from Continuing Operations	20,772	(11,015)	(83,298)	(73,541)
Net (Loss) Earnings of the Group from Continuing Operations	(91,509)	315,945	11,019	235,455
Net Earnings Attributable to Noncontrolling Interests from Continuing Operations	(10,158)	(107,033)	(1,367)	(118,558)
Net Loss Attributable to Redeemable Noncontrolling interests	101,392	—	—	101,392
Net Earnings Attributable to Jacobs from Continuing Operations	(275)	208,912	9,652	218,289
Net Earnings Attributable to Discontinued Operations	11,320	—	—	11,320
Net Earnings attributable to Jacobs	$ 11,045	$ 208,912	$ 9,652	$ 229,609
Diluted Net Earnings from Continuing Operations Per Share	$ —	$ 1.59	$ 0.07	$ 1.66
Diluted Net Earnings from Discontinued Operations Per Share	$ 0.09	$ —	$ —	$ 0.09
Diluted Earnings Per Share	$ 0.08	$ 1.59	$ 0.07	$ 1.75
Operating profit margin	(1.2%)			10.5 %

The following tables reconcile the U.S. GAAP values of net revenue, net earnings, EPS, operating profit and operating profit margin to the corresponding "adjusted" amounts. For the comparable periods presented below, such adjustments consist of amounts incurred in connection with the items described on the following slide. Amounts are shown in thousands, except for per-share data:

U.S. GAAP Reconciliation for the second quarter of fiscal 2021

(1) Includes charges associated with various restructuring, transaction and other related activity costs associated with Company transformation and acquisition related programs, along with after-tax $292.0 million in one time PA Consulting transaction-related costs.

(2) Includes mainly (a) the removal of pass through revenues and costs for the People & Places Solutions line of business for the calculation of operating profit margin as a percentage of net revenue of $576.6 million, (b) the removal of amortization of intangible assets of $30.6 million, (c) the removal of $29.7 million in fair value adjustments related to our investment in Worley stock (net of Worley stock dividend) and certain foreign currency revaluations relating to the ECR sale, (d) the removal of the fair value adjustment of the Company's investment in C3 of $34.1 million and (e) income tax expense adjustments for the above pre-tax adjustment items.

(3) Because U.S. GAAP net (loss) earnings from continuing operations was a loss, the effect of antidilutive securities of 902 was excluded from the denominator in calculating diluted EPS. Because adjusted net (loss) earnings from continuing operations was income, the effective of the securities was dilutive and was included in the denominator in calculating adjusted diluted EPS.

Non GAAP financial measures

Unaudited	U.S. GAAP	Effects of Restructuring, Transaction and Other Charges (1)	Other Adjustments (2)	Adjusted
	Three Months Ended March 27, 2020			
Revenues	$ 3,427,180	$ —	$ —	$ 3,427,180
Pass through revenue	—	—	(641,393)	(641,393)
Net revenue	3,427,180	—	(641,393)	2,785,787
Direct cost of contracts	(2,779,045)	—	641,393	(2,137,652)
Gross profit	648,135	—	—	648,135
Selling, general and administrative expenses	(480,357)	44,381	24,359	(411,617)
Operating (Loss) Profit	167,778	44,381	24,359	236,518
Total other (expense) income, net	(344,583)	(200)	338,797	(5,986)
(Loss) Earnings from Continuing Operations Before Taxes	(176,805)	44,181	363,156	230,532
Income Tax Benefit (Expense) from Continuing Operations	61,122	(11,349)	(87,833)	(38,060)
Net (Loss) Earnings of the Group from Continuing Operations	(115,683)	32,832	275,323	192,472
Net Earnings Attributable to Noncontrolling Interests from Continuing Operations	(6,284)	—	—	(6,284)
Net (Loss) Earnings from Continuing Operations attributable to Jacobs	(121,967)	32,832	275,323	186,188
Net Earnings Attributable to Discontinued Operations	29,880			29,880
Net (Loss) Earnings attributable to Jacobs	$ (92,087)	$ 32,832	$ 275,323	$ 216,068
Diluted Net (Loss) Earnings from Continuing Operations Per Share	$ (0.92)	$ 0.25	$ 2.06	$ 1.39
Diluted Net Earnings from Discontinued Operations Per Share	$ 0.23	$ —	$ —	$ 0.22
Diluted (Loss) Earnings Per Share	$ (0.69)	$ 0.25	$ 2.06	$ 1.62
Operating profit margin	4.9 %			8.5 %

The following tables reconcile the U.S. GAAP values of net revenue, net earnings, EPS, operating profit and operating profit margin to the corresponding "adjusted" amounts. For the comparable periods presented below, such adjustments consist of amounts incurred in connection with the items described on the following slide. Amounts are shown in thousands, except for per-share data:

U.S. GAAP Reconciliation for second quarter the fiscal year 2020

(1) Includes charges associated with various restructuring, transaction and other related activity costs associated with Company transformation and acquisition related programs.

(2) Includes (a) the removal of pass through revenues and costs for the People & Places Solutions line of business for the calculation of operating profit margin as a percentage of net revenue of $641.4 million, (b) the removal of amortization of intangible assets of $22.1 million, (c) the reclassification of revenues under the Company's TSA with Worley of $2.2 million included in other income for U.S. GAAP reporting purposes to SG&A and the exclusion of $0.0 million in remaining unreimbursed costs associated with this agreement, (d) the removal of $341.0 million in fair value adjustments related to our investment in Worley stock (net of Worley stock dividend) and certain foreign currency revaluations relating to the ECR sale and (e) income tax expense adjustments for the above pre-tax adjustment items.

(3) Because U.S. GAAP net (loss) earnings from continuing operations was a loss, the effect of antidilutive securities of 1,032 was excluded from the denominator in calculating diluted EPS. Because adjusted net (loss) earnings from continuing operations was income, the effective of the securities was dilutive and was included in the denominator in calculating adjusted diluted EPS.

Reconciliation of net earnings from continuing operations attributable to Jacobs to adjusted EBITDA

	Three Months Ended 3/27/2020	Three Months Ended 4/2/2021
Adj Net earnings from Continuing Operations (1)	$ 186,188	$ 218,289
Adj. Income Tax Expense for Continuing Operations (1)	(38,060)	(73,541)
Adj. Net earnings from Continuing Operations attributable to Jacobs before income taxes (1)	224,248	291,830
Add-back of the following adjusted amounts:		
Depreciation expense	22,566	25,090
Interest income	(985)	(608)
Interest expense	15,076	15,464
Adjusted EBITDA	$ 260,905	$ 331,776

Reconciliation of Free Cash Flow

	Three Months Ended 4/2/2021
Net cash provided by (used for) operating activities	$ 238
Additions to property and equipment	(28)
Free cash flow	$ 210

(1) See slide 20 and 21 for reconciliation of these items.

Non-GAAP financial measures (cont'd)

Net revenue is calculated excluding pass-through revenue of the Company's People & Places Solutions segment from the Company's revenue from continuing operations. Adjusted net earnings from continuing operations, adjusted EPS from continuing operations, adjusted operating profit and adjusted operating profit margin are calculated by (i) excluding the costs related to our 2015 restructuring activities, which included involuntary terminations, the abandonment of certain leased offices, combining operational organizations and the co-location of employees into other existing offices; and charges associated with our Europe, U.K. and Middle East region, which included write-offs on contract accounts receivable and charges for statutory redundancy and severance costs; (ii) excluding costs and other charges associated with restructuring activities implemented in connection with the acquisitions of The KeyW Holding Corporation ("KeyW"), CH2M Hill Companies, Ltd. ("CH2M"), John Wood Group nuclear business and Buffalo Group, and the pending strategic investment in PA Consulting, the ECR sale and other related cost reduction initiatives, which included involuntary terminations, costs associated with co-locating Jacobs, KeyW and CH2M offices, separating physical locations of ECR and continuing operations, professional services and personnel costs, costs and charges associated with the divestiture of joint venture interests to resolve potential conflicts arising from the CH2M acquisition, expenses relating to certain commitments and contingencies relating to discontinued operations of the CH2M business, charges associated with certain operations in India, which included write-offs on contract accounts receivable and other accruals, and similar costs and expenses; (iii) excluding the costs and other charges associated with the Focus 2023 transformation initiatives commenced in the fourth quarter of fiscal 2020, which included costs and charges associated with the re-scaling and repurposing of physical office space, voluntary employee separations and related expenses (the amounts referred in (i), (ii) and (iii) are collectively referred to as the "Restructuring and other charges"); (iv) excluding transaction costs and other charges incurred in connection with closing of the KeyW, CH2M, John Wood Group nuclear business, and Buffalo Group acquisitions, the strategic investment in PA Consulting, and ECR sale (to the extent incurred prior to the closing), including advisor fees, change in control payments, costs and expenses relating to the registration and listing of Jacobs stock issued in connection with the CH2M acquisition, certain consideration amounts for PA Consulting that were required to be treated as post-completion compensation expense given retention related requirements applicable to the distribution of such funds to PA Consulting employees (including the removal of the associated tax impacts) and similar transaction costs and expenses (collectively referred to as "transaction costs"); (v) adding back amortization of intangible assets; (vi) allocating to discontinued operations estimated stranded corporate costs that will be reimbursed or otherwise eliminated in connection with the ECR sale; (vii) the reclassification of revenue under the Company's transition services agreement (TSA) with Worley included in other income for U.S. GAAP reporting purposes to SG&A and the exclusion of remaining unreimbursed costs associated with the TSA; (viii) allocating to discontinued operations estimated interest expense relating to long-term debt that was paid down with the proceeds of the ECR sale; (ix) the removal of fair value adjustments and dividend income related to the Company's investments in Worley and C3.ai stock and certain foreign currency revaluations relating to ECR sale proceeds; (x) the exclusion of a one-time favorable adjustment in the fiscal 2019 period associated with a reduction of deferred income taxes for permanently reinvested earnings from non U.S. subsidiaries in connection with the ECR sale; (xi) excluding charges resulting from the revaluation of certain deferred tax assets/liabilities in connection with U.S. tax reform; (xii) adding back depreciation and amortization relating to the ECR business of the Company that was ceased as a result of the application of held-for-sale accounting; (xiii) charges associated with the impairment of our investment in AWE; and (xiv) other income tax adjustments. Adjustments to derive adjusted net earnings from continuing operations, adjusted EPS from continuing operations, adjusted operating profit and adjusted operating profit margin are calculated on an after-tax basis.

Free cash flow is calculated using the reported statement of cash flows, provided from operations less additions to property and equipment. Reconciliation of the adjusted EPS, adjusted EBITDA and free cash flow outlook for the full fiscal year 2021 and future periods to the most directly comparable U.S. GAAP measure is not available without unreasonable efforts because the Company cannot predict with sufficient certainty all the components required to provide such reconciliation.

We believe that net revenue, adjusted net earnings from continuing operations, adjusted EPS from continuing operations, adjusted operating profit and adjusted operating profit margin, adjusted EBITDA and free cash flow 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. 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.