



VERTIV™

First Quarter 2021 Results

April 28, 2021

Architects of Continuity™

VRT
LISTED
NYSE

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This presentation, and other statements that Vertiv Holdings Co. ("Company") may make in connection therewith, may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act. This includes, without limitation, statements regarding the financial position, capital structure, indebtedness, business strategy and plans and objectives of Company management for future operations, as well as statements regarding growth, anticipated demand for our products and services and our business prospects during Q1 2021, as well as expected cost savings associated with our restructuring program. These statements constitute projections, forecasts and forward-looking statements, and are not guarantees of performance. Company cautions that forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "might," "plan," "possible," "potential," "predict," "project," "should," "strive," "would" and similar expressions may identify forward-looking statements. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

The forward-looking statements contained or incorporated by reference in this presentation are based on current expectations and beliefs concerning future developments and their potential effects on Vertiv. There can be no assurance that future developments affecting Vertiv will be those that Vertiv has anticipated. Should one or more of these risks or uncertainties materialize, or should any of the assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. Vertiv has previously disclosed risk factors in its Securities and Exchange Commission ("SEC") reports. These risk factors and those identified elsewhere in this presentation, among others, could cause actual results to differ materially from historical performance and include, but are not limited to: competition; the ability of the Company to grow and manage growth profitably; maintain relationships with customers and suppliers; retain its management and key employees; factors relating to the business, operations and financial performance of Vertiv and its subsidiaries, including: global economic weakness, uncertainty and volatility; risks relating to the continued growth of Vertiv's customers' markets; failure to meet or anticipate technology changes; the unpredictability of Vertiv's future operational results, including the ability to grow and manage growth profitably; disruption of Vertiv's customers' orders or Vertiv's customers' markets; less favorable contractual terms with large customers; risks associated with governmental contracts; failure to mitigate risks associated with long-term fixed price contracts; risks associated with information technology disruption or security; risks associated with the implementation and enhancement of information systems; failure to properly manage Vertiv's supply chain or difficulties with third-party manufacturers; competition in the infrastructure technologies industry; failure to realize the expected benefit from any rationalization and improvement efforts; disruption of, or changes in, Vertiv's independent sales representatives, distributors and original equipment manufacturers; failure to obtain performance and other guarantees from financial institutions; failure to realize sales expected from Vertiv's backlog of orders and contracts; changes to tax law and the costs and liabilities associated with such changes and any tax audits that may arise; risks associated with future legislation and regulation of Vertiv's customers' markets both in the United States and abroad; costs or liabilities associated with product liability; Vertiv's ability to attract, train and retain key members of its leadership team and other qualified personnel; the adequacy of Vertiv's insurance coverage; a failure to benefit from future acquisitions; failure to realize the value of goodwill and intangible assets; the global scope of Vertiv's operations; risks associated with Vertiv's sales and operations in emerging markets; exposure to fluctuations in foreign currency exchange rates; Vertiv's ability to comply with various laws and regulations, including but not limited to, laws and regulations relating to environmental, data protection, data privacy, anti-corruption and international trade and the costs associated with legal compliance; adverse outcomes to any legal claims and proceedings filed by or against us; Vertiv's ability to protect or enforce its proprietary rights on which its business depends; third-party intellectual property infringement claims; liabilities associated with environmental, health and safety matters, including risks associated with the COVID-19 pandemic; risks associated with litigation or claims against Vertiv; Vertiv's limited history of operating as an independent company; potential net losses in future periods; failure to remediate internal controls over financial reporting; our ability to realize cost savings in connection with our restructuring program; Vertiv's level of indebtedness and the ability to incur additional indebtedness; Vertiv's ability to comply with the covenants and restrictions contained in our credit agreements; Vertiv's ability to access funding through capital markets; the significant ownership and influence certain stockholders have; risks associated with Vertiv's obligations to pay portions of the tax benefits relating to pre-Business Combination tax assets and attributes; and other risks and uncertainties indicated in Vertiv's SEC reports or documents filed or to be filed with the SEC by Vertiv.

This presentation also includes certain non-GAAP financial measures, such as organic net sales, adjusted operating profit, adjusted operating profit margin and free cash flow, that may not be directly comparable to other similarly titled measures used by other companies and therefore may not be comparable among companies. The Company has provided reconciliations of non-GAAP financial measures to the most directly comparable GAAP financial measures and our reconciliations on pages 16-22 of this presentation and our current earnings release dated April 28, 2021, which are available on the Company's website at www.vertiv.com. Information reconciling certain forward-looking GAAP measures to non-GAAP measures related to Q2 and full year 2021 guidance, including organic net sales growth and free cash flow, is not available without unreasonable effort due to high variability, complexity and uncertainty with respect to forecasting and quantifying certain amounts that are necessary for such reconciliations. For the same reasons, we are unable to compute the probable significance of the unavailable information, which could have a potentially unpredictable, and potentially significant, impact on our future GAAP financial results.

First quarter 2021 key messages

Demand strong with first quarter 2021 net sales up 22.4% and orders up 21.1% from first quarter 2020

First quarter adjusted operating profit of \$112M up \$92M (~450%) and adjusted operating margin up 790 bps from first quarter 2020

First quarter free cash flow improves \$246M to \$43M driven by higher adjusted operating profit and lower interest expense compared to first quarter 2020

Commodity and freight cost and supply challenges driving some incremental cost over the short term

Full year 2021 outlook improved: net sales +\$125M and adjusted operating profit +\$20M

Demand remains strong • margin initiatives showing traction • investing for the future

Market environment

SEGMENT	Vertiv Sales Exposure ¹	 AMERICAS		 APAC		 EMEA	
		Jan-21	Apr-21	Jan-21	Apr-21	Jan-21	Apr-21
CLOUD / HYPERSCALE	~20%						
COLOCATION							
ENTERPRISE / SMALL & MEDIUM BUSINESS	~50%						
COMMUNICATION NETWORKS	~20%						
COMMERCIAL & INDUSTRIAL	~10%						

Note: ¹Sales Revenue FY2020 estimated by customer segments

All markets in all regions are improving or remain strong as cloud, colocation markets continue to be robust and enterprise/SMB market showing signs of progress

Demand and supply update

CUSTOMER DEMAND

- Overall market demand remains robust. First quarter orders up 21% compared to same period last year.
- Continued strength in cloud and colocation markets with larger project-based orders
- Enterprise segment continues to show signs of recovery
- Backlog increases to new record level of \$2.1B
- Backlog ~\$500M higher (+31%) than end of first quarter 2020
- Some uncertainty remains as COVID continues to impact markets around the globe

PRODUCTION & SUPPLY CHAIN

- COVID continues to have slight impact on operations
 - Hot spot areas move around, with India currently seeing a surge
- Supply chain constraints persist in certain commodity segments
 - Managing the disruptions but seeing some increased costs for materials and logistics
 - Instituting pricing actions around the globe to partially pass through the increased costs
- Ramping up capacity and delaying some footprint optimization projects to meet surging demand

Robust demand environment continues. Supply chain constraints being managed but causing some incremental costs in 2021.

New product launch highlights

THREE-PHASE UPS



Vertiv™ Liebert® EXL S1
Dynamic Grid Support

- Integrated solution including [Grid Interactive UPS](#) with controller and battery storage
- Provides grid balancing services through fast frequency response and demand management to fully utilize back-up power assets
- [Intelligent demand management](#) can enable new revenue streams and cost saving opportunities

SINGLE-PHASE UPS



Vertiv™ Liebert® PSI5 Li-Ion

- Cost-effective power protection for [edge IT applications](#)
- Available from 1.5, 2.2, & 3 kVA Lithium-Ion power ratings
- [Fewer battery replacements](#) – Lithium-Ion last about twice as long as VRLA batteries
- Delivers up to 50% lower total cost of ownership vs. comparable VRLA battery models, in a smaller, lighter package

THERMAL MANAGEMENT



Vertiv™ Liebert® VIC

- [High-Density immersion cooling for high performance computing applications](#)
- Cooling up to 200kW per rack
- Operates using clean, odorless ElectroSafe® Dielectric Coolant
- Low cost of operating with mechanical PUE as low as 1.03

INTEGRATED RACK SOLUTIONS



Vertiv™ VRC-S

- [Pre-integrated and enclosed micro data center for edge IT applications](#)
- Supports 3.5 kW IT load in an enclosed rack with adaptive and embedded cooling
- Fully integrated and factory tested – all components are guaranteed to work seamlessly
- Optimized energy-saving technologies across integrated UPS, power distribution, and cooling components

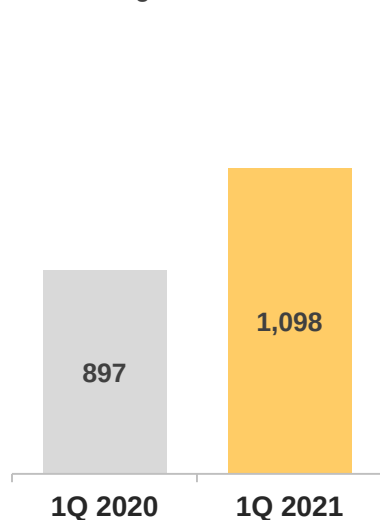
Continuous innovation and new product launches to support key attractive market segments

First quarter 2021 financial results

\$Millions

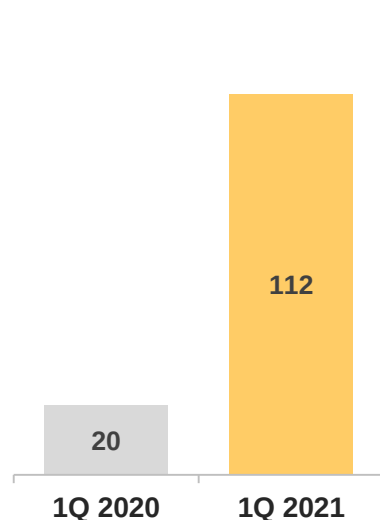
Net Sales

Up 22.4%
Organic +19.5%



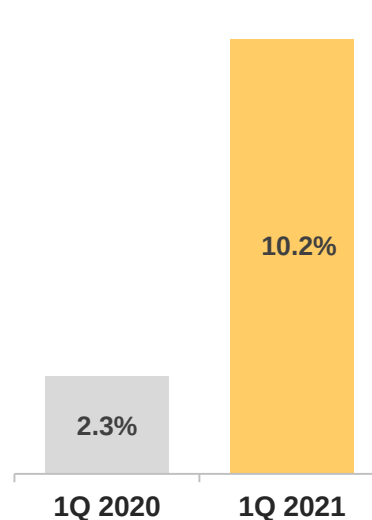
Adj. Operating Profit

Up ~450%



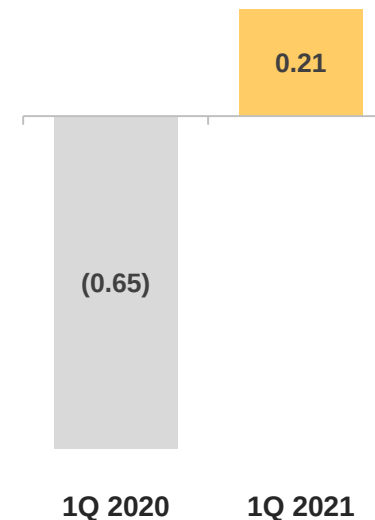
Adj. Operating Margin

Up 790 bps



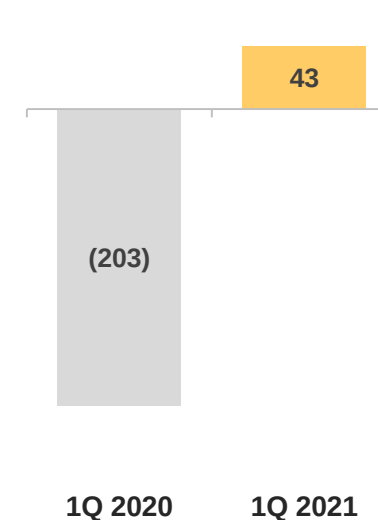
Adjusted EPS

Up \$0.86/share



Free Cash Flow

Up \$246M



- + Organic sales increase of \$175M driven by large data center projects globally and strong telecom demand in APAC
- + Orders increased 21% from prior year with strong gains in APAC and AMER
- + \$26M tailwind from FX

- + \$70M favorable organic volume impact
- ~(\$10M) lower contribution margin due to materials and freight headwinds and mix partially offset by pricing and productivity
- + ~\$20M benefit from one-time SPAC transaction costs in Q1 2020
- + Operating fixed costs held flat
- + \$11M favorable impact of FX (\$9M transaction gain/loss and \$2M translation benefit)

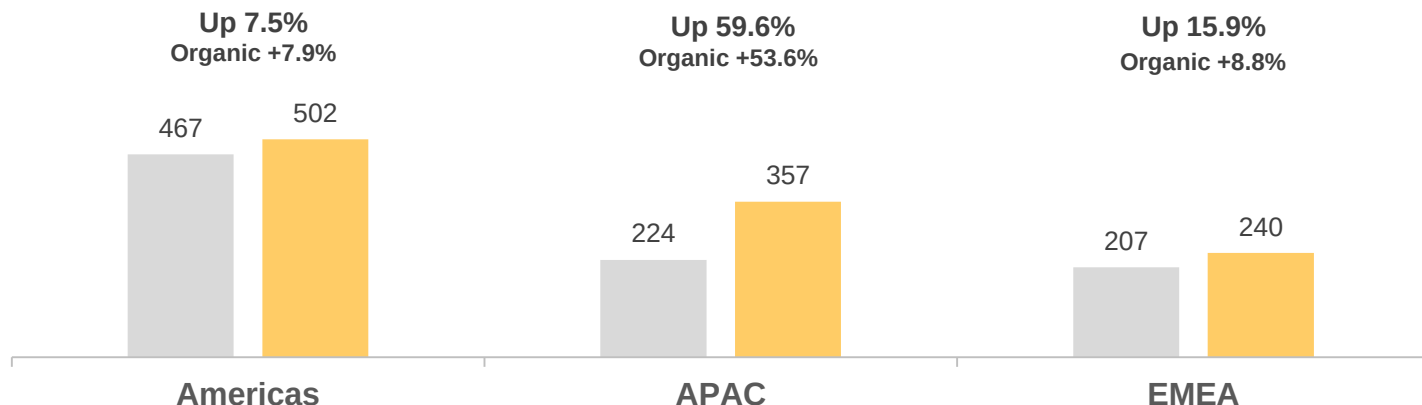
- + \$0.54 benefit from loss on debt extinguishment and SPAC transaction costs in first quarter 2020
- + \$0.17 benefit from operations
- + \$0.12 benefit from lower interest expense
- + \$0.03 FX gain (loss)

- + \$92M higher adjusted operating profit
- + \$79M lower cash interest from debt paydown and refinancing
- + \$21M one-time SPAC transaction costs in Q1 2020
- + \$24M working capital timing

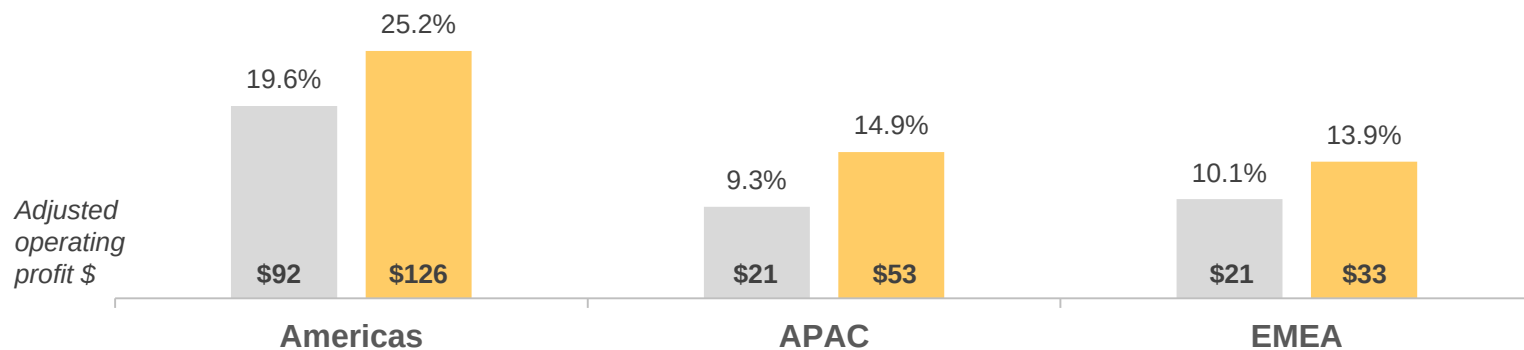
First quarter 2021 segment results

\$Millions

Net sales



Adjusted operating margin



Three months ended Mar 31, 2020 Mar 31, 2021



Note: see "Non-GAAP Financial Measures" beginning on Slide 16 of the Appendix.

Americas

- Sales growth driven by hyperscale demand of critical infrastructure and solutions products
- Sales leverage, restructuring programs and other fixed cost reductions drive higher adjusted operating margin

APAC

- Strong sales recovery from COVID in all markets. Increased data center project and telecom demand.
- Adjusted operating margin improves due to volume leverage offset by product & customer mix

EMEA

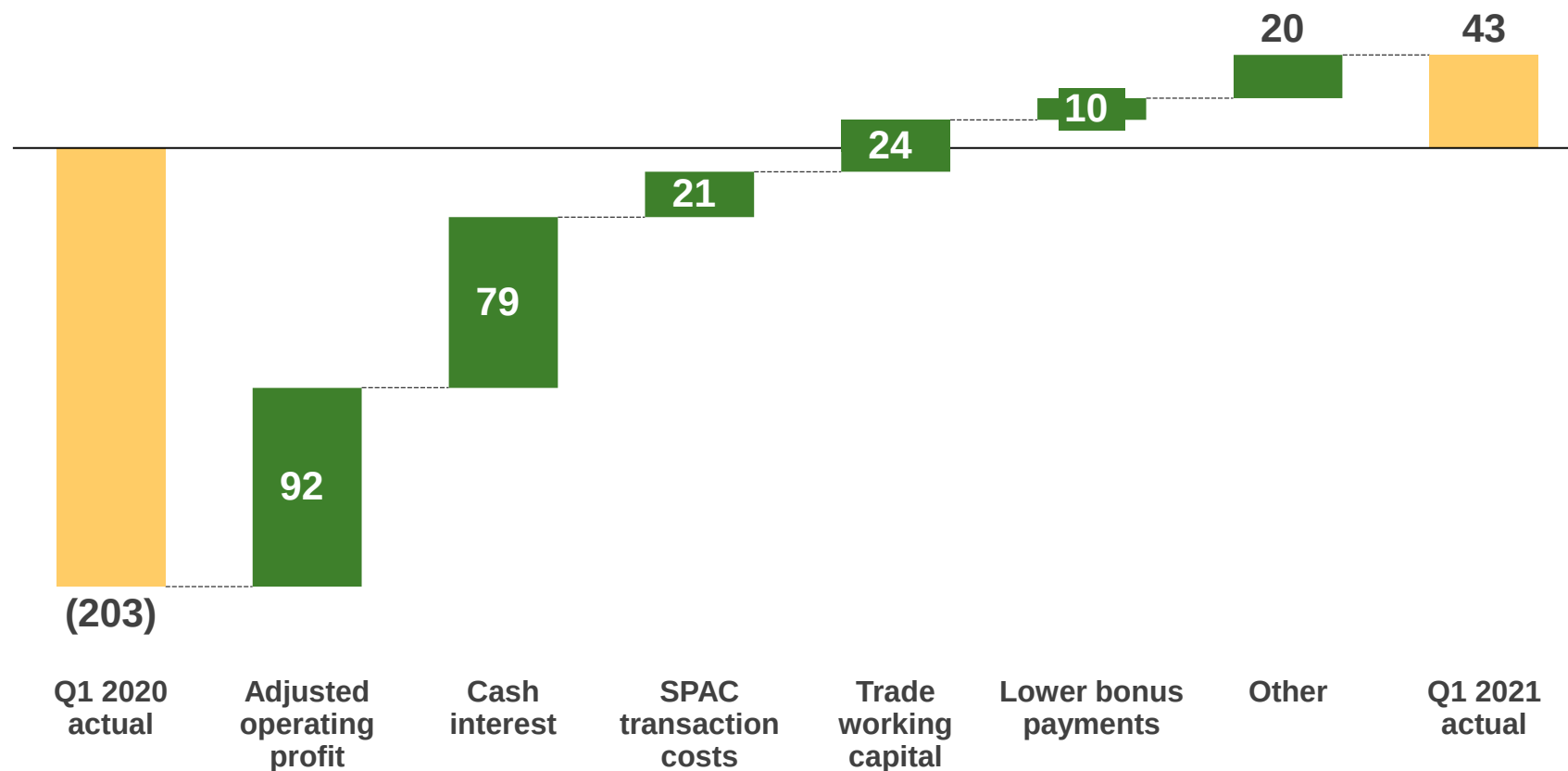
- Strong demand from colocation providers (including tier 2 countries)
- Sales leverage, restructuring programs and other fixed cost reductions drive higher adjusted operating margin

Corporate

- Corporate fixed costs slightly lower due to one-time SPAC transaction costs in Q1 2020 offset by timing of expenses and incremental R&D investments
- Favorable impact of foreign exchange gain

First quarter 2021 free cash flow & liquidity

\$Millions



- Liquidity of \$1,107M at quarter end
 - 2.3x net leverage
- Announced redemption of 23.0M public warrants in December 2020
 - Received proceeds of \$157M in December on issuance of 13.6M shares
 - Received additional proceeds of \$107M in January 2021 on issuance of 9.4M shares
- Significant reduction in cash interest expense due to debt paydown and refinancing in first quarter 2020

First quarter free cash flow improves \$246M to \$43M driven by higher earnings (including the benefit of lower interest payments) and lower cash outflows for bonuses and trade working capital

Change in warrants accounting

- Based upon recent SEC guidance regarding the accounting for warrants at SPACs, restating 2020 financial statements to account for public and private warrants using liability (variable accounting) vs. equity (fixed accounting) treatment. ***See our press release issued April 22, 2021 and 8-K filed April 23, 2021.***
- Liability treatment requires recognizing a liability for the fair value of warrants. The change in liability during a period is recognized in the P&L. An increase in stock price increases the liability and drives a non-cash loss – the opposite with a decline in stock price.
- Non-cash warrant gain/loss recognized below operating profit (loss) on face of income statement. No impact on non-GAAP operating metrics including adjusted operating profit, adjusted operating margin, adjusted earnings per share and free cash flow.
- Warrant liability of \$100 million at end of first quarter for remaining 10.5 million private warrants (all 23.0 million public warrants redeemed in fourth quarter 2020 and first quarter 2021). Recognized \$14 million non-cash expense in first quarter 2021 for change in warrant liability.

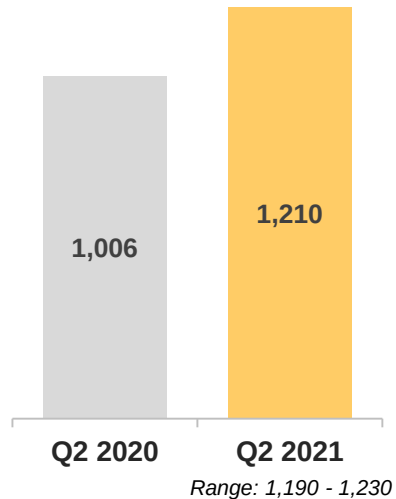
Change in warrants accounting has no impact on non-GAAP operating metrics or cash flow

Second quarter 2021 financial guidance

\$Millions; midpoint of guidance range unless otherwise specified

Net Sales

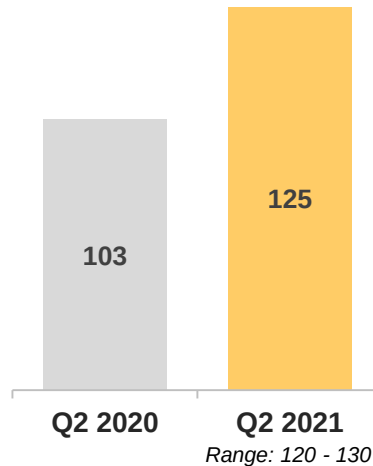
Up 20%
Organic +17%



- + Expecting double-digit growth in all regions led by EMEA and APAC
- + \$35M FX tailwind

Adj. Operating Profit

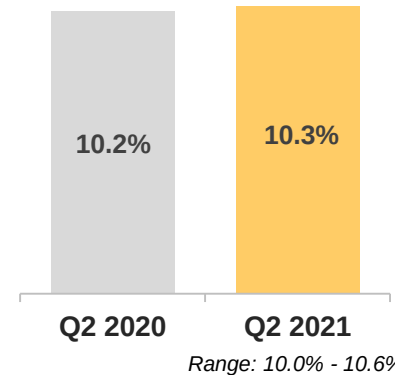
Up 21%



- + ~\$65M favorable organic volume impact
- ~(\$10M) lower contribution margin due to materials and freight headwinds and mix partially offset by pricing and productivity
- ~(\$35M) incremental fixed costs:
 - (\$30M) headwind from Q2 2020 from COVID actions
 - (\$25M) growth and ER&D investment
 - + \$12M benefit from 2020 capitalized software write-off
 - + ~\$5M net restructuring benefits

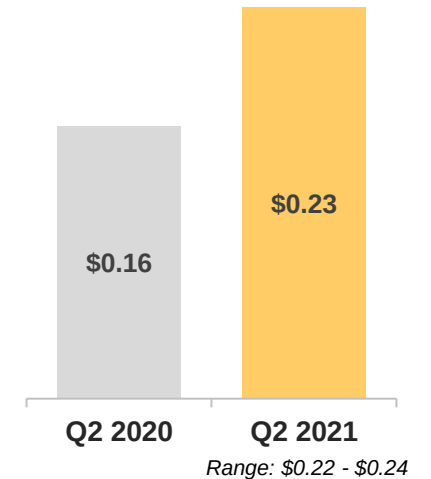
Adj. Operating Margin

Up 10 bps



Adjusted EPS

Up \$0.07



- + \$0.17 from operations
- + \$0.03 lower interest expense
- + \$0.03 Q2 2020 software write-off
- (\$0.08) Q2 2020 COVID actions
- (\$0.07) growth/ER&D investment

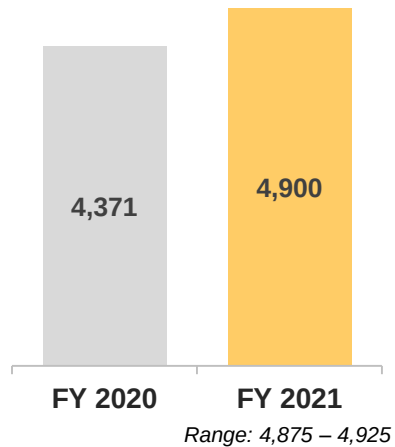
Projecting strong top line and adjusted operating profit growth compared to 2020

Full year 2021 financial guidance

\$Millions; midpoint of guidance range unless otherwise specified

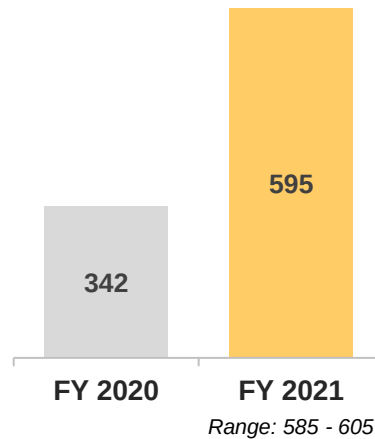
Net Sales

Up 12% vs. 2020
(+10% organic)
Up \$125M vs. prior guidance



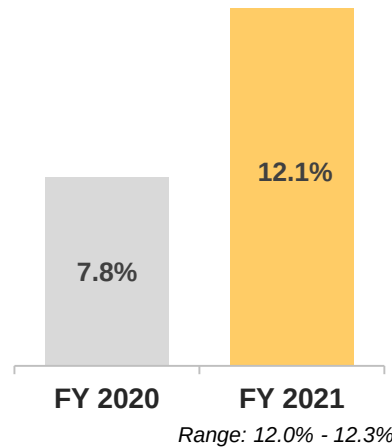
Adj. Operating Profit

Up 74% vs. 2020
Up \$20M vs. prior guidance



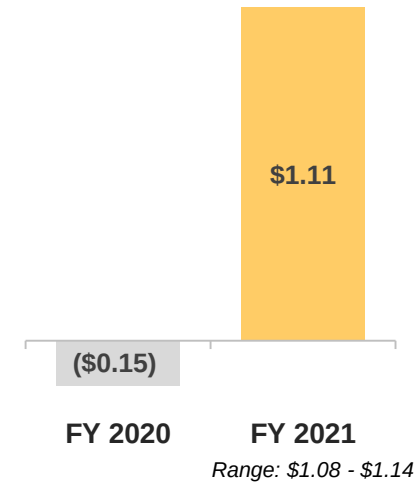
Adj. Operating Margin

Up 430 bps vs. 2020
Up 10 bps vs. prior guidance



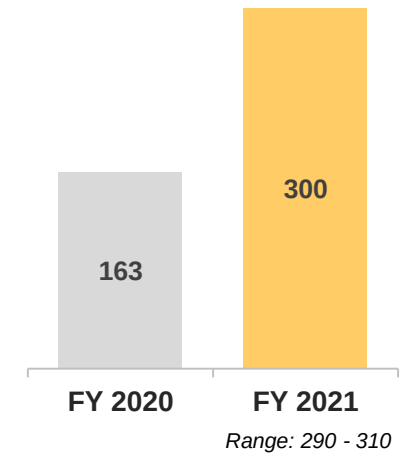
Adjusted EPS

Up \$1.26 vs. 2020
Up \$0.07 vs. prior guidance



Free Cash Flow

Up \$137M vs. 2020
Up \$15M vs. prior guidance



- + Double digit organic growth in APAC and high single digit growth in AMER and EMEA
- + ~\$100M tailwind from FX

- + \$170M favorable organic volume impact
- + \$113M 2020 pro-forma adjustments (\$92M restructuring reserve and asset impairment and \$21M SPAC transaction costs)
- + \$75M restructuring benefits, FX, and other
- \$65M growth and ER&D investment
- \$40M one-time COVID savings actions in 2020

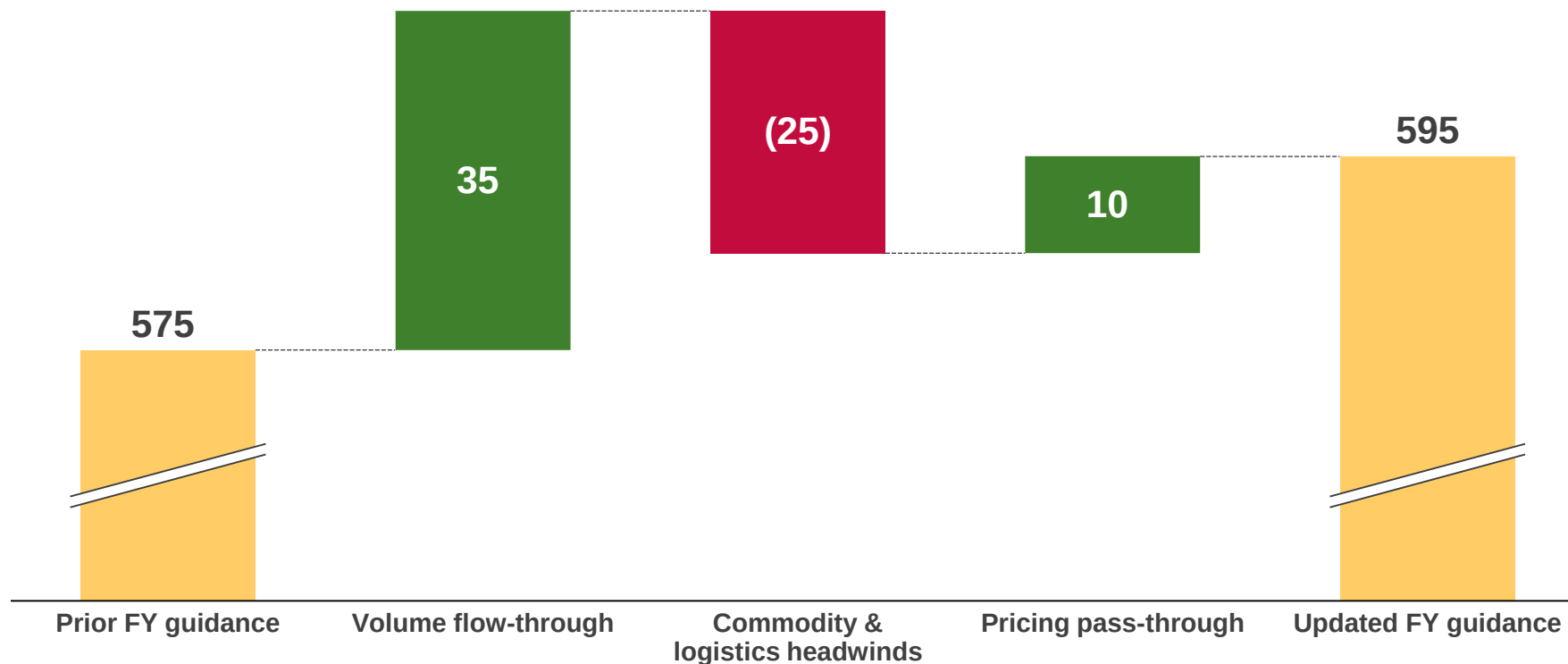
- + \$0.79 2020 pro-forma adjustments
- + \$0.58 from operations
- + \$0.18 lower interest expense
- (\$0.18) growth/ER&D investment
- (\$0.11) 2020 COVID actions

- + \$140M higher adj. operating profit vs 2020 pro forma
- + \$90M lower cash interest
- ~\$40M restructuring payments
- ~\$50M higher capex

Projecting strong top line, adjusted operating profit and free cash flow growth compared to 2020

Full year guidance bridge to prior guidance

\$Millions



- Incremental volume converting at a rate lower than our average contribution margin due to product mix and higher marginal manufacturing costs
- Supply challenges driving some incremental short-term commodity and freight headwinds
- Implementing pricing actions to partially offset these new headwinds

Full year sales guidance improves +\$125M to \$4.9B and adjusted operating profit +\$20M to \$595M

First quarter 2021 key messages

Demand strong with first quarter 2021 net sales up 22.4% and orders up 21.1% from first quarter 2020

First quarter adjusted operating profit of \$112M up \$92M (~450%) and adjusted operating margin up 790 bps from first quarter 2020

First quarter free cash flow improves \$246M to \$43M driven by higher adjusted operating profit and lower interest expense compared to first quarter 2020

Commodity and freight cost and supply challenges driving some incremental cost over the short term

Full year 2021 outlook improved: net sales +\$125M and adjusted operating profit +\$20M

Demand remains strong • margin initiatives showing traction • investing for the future

Non-GAAP financial reconciliations



Non-GAAP financial measures - first quarter

Reconciliation of segment operating profit (loss) to operating profit (loss)

(\$M 1 ST QUARTER)	1Q21	1Q20
Americas	\$126.4	\$91.5
Asia Pacific	53.1	20.9
Europe, Middle East & Africa	33.4	20.8
Total reportable segments	\$212.9	\$133.2
Foreign currency gain (loss)	6.9	(1.8)
Corporate and other	(108.2)	(111.2)
Total corporate, other and elimination	(101.3)	(113.0)
Amortization of intangibles	(31.8)	(32.4)
Operating profit (loss)	\$79.8	(\$12.2)
Amortization of intangibles	31.8	32.4
Adjusted operating margin	\$111.6	\$20.2

Reconciliation of Net Sales to Organic Net Sales

(\$M 1 ST QUARTER)	1Q21	1Q20	Δ%	Organic Δ%
Americas	\$501.5	\$466.7	7.5%	7.9%
APAC	357.4	223.9	59.6%	53.6%
EMEA	239.5	206.7	15.9%	8.8%
Total	\$1,098.4	\$897.3	22.4%	19.5%

Reconciliation from operating profit (loss) margin to adjusted operating profit (loss) margin

(\$M 1 ST QUARTER)	1Q21	1Q20	Δ
Net sales	\$1,098.4	\$897.3	\$201.1
Operating profit	79.8	(12.2)	92.0
Operating margin	7.3%	(1.4%)	8.7%
Amortization of intangibles	31.8	32.4	(0.6)
Adjusted operating profit	111.6	20.2	91.4
Adjusted operating margin	10.2%	2.3%	7.9%

Reconciliation of Net cash provided by (used for) operating activities to Free Cash Flow

(\$M 1 ST QUARTER)	1Q21	1Q20
Net cash provided by (used for) operating activities	\$60.7	(\$194.7)
Less: Capital expenditures	(16.8)	(6.7)
Less: Investments in capitalized software	(1.1)	(1.8)
Free cash flow	\$42.8	(\$203.2)

Note: Segment operating profit (loss) is the measure of profitability disclosed in Note 13 to the unaudited condensed consolidated financial statements for the quarter ended March 31, 2021.



Source: Management estimates

Non-GAAP financial measures – first quarter continued

Reconciliation of GAAP diluted EPS to Non-GAAP adjusted diluted EPS

(\$M, except EPS 1 st QUARTER 2021)	Operating profit (loss)	Interest expense, net	Loss on extinguishment of debt	Change in warrant liability	Income tax expense	Net income (loss)	Diluted EPS ⁽¹⁾
GAAP	\$79.8	\$24.1	\$0.4	\$13.6	\$10.0	\$31.7	\$0.09
Intangible amortization	31.8	-	-	-	-	31.8	0.09
Change in warrant liability	-	-	-	(\$13.6)	-	13.6	0.04
Pro forma share count ⁽¹⁾	-	-	-	-	-	-	(0.01)
Non-GAAP Adjusted	\$111.6	\$24.1	\$0.4	-	\$10.0	\$77.1	\$0.21
(\$M, except EPS 1 st QUARTER 2020)	Operating profit (loss)	Interest expense, net	Loss on extinguishment of debt	Change in warrant liability	Income tax expense	Net income (loss)	Diluted EPS ⁽²⁾
GAAP	(\$12.2)	\$68.9	\$174.0	(\$60.6)	\$13.8	(\$208.3)	(\$0.87)
Intangible amortization	32.4	-	-	-	-	32.4	0.13
Change in warrant liability	-	-	-	60.6	-	(60.6)	(0.25)
Pro forma share count ⁽²⁾	-	-	-	-	-	-	0.34
Non-GAAP Adjusted	\$20.2	\$68.9	\$174.0	-	\$13.8	(\$236.5)	(\$0.65)

(1) GAAP Diluted EPS based on 353.4 shares (includes 349.6 basic shares and 3.8 potential dilutive stock options and restricted stock units). Non-GAAP adjusted EPS based on pro-forma share count 358.8 million shares (includes 349.6 million basic shares and 9.2 million potential dilutive warrants, stock options and restricted stock units). We believe that this presentation is more representative of operating results by removing the impact of warrants liability accounting and the associated impact on share count.

(2) GAAP Diluted EPS based on 240.7 million shares. Non-GAAP Adjusted EPS based on pro forma share count of 362.0 million diluted shares (includes 330.3 million basic shares, 25.0 million potential dilutive warrants and 6.7 million potential dilutive stock options and restricted stock units). We believe that this presentation facilitates comparison to the current period due to the impact of the reverse merger.

Non-GAAP financial measures – second quarter guidance

Second quarter 2021 reflects midpoint of guidance range

Reconciliation of GAAP diluted EPS to Non-GAAP adjusted diluted EPS

(\$M, except EPS 2 nd QUARTER 2021 ⁽³⁾)	Operating profit (loss)	Interest expense, net	Change in warrant liability	Income tax expense	Net income (loss)	Diluted EPS ⁽¹⁾
GAAP	\$93.0	\$20.0	-	\$23.0	\$50.0	\$0.14
Intangible amortization	32.0	-	-	-	32.0	0.09
Change in warrant liability	-	-	-	-	-	-
Non-GAAP Adjusted	\$125.0	\$20.0	-	\$23.0	\$82.0	\$0.23
(\$M, except EPS 2 nd QUARTER 2020)	Operating profit (loss)	Interest expense, net	Change in warrant liability	Income tax expense	Net income (loss)	Diluted EPS ⁽²⁾
GAAP	\$70.6	\$30.1	\$82.2	\$14.3	(\$56.0)	(\$0.17)
Intangible amortization	32.2	-	-	-	32.2	0.10
Change in warrant liability	-	-	82.2	-	82.2	0.25
Pro forma share count ⁽²⁾	-	-	-	-	-	(0.02)
Non-GAAP Adjusted	\$102.8	\$30.1	-	\$14.3	\$58.4	\$0.16

(1) GAAP Diluted EPS and non-GAAP adjusted EPS based on 362.0 million shares (includes ~351.5 million basic shares and ~10.5 million potential dilutive warrants, stock options and restricted stock units).

(2) GAAP Diluted EPS based on 328.4 million shares. Non-GAAP Adjusted EPS based on pro forma share count of 362.0 million diluted shares (includes 330.3 million basic shares, 25.0 million potential dilutive warrants and 6.7 million potential dilutive stock options and restricted stock units). We believe that this presentation facilitates comparison to the current period due to the impact of the reverse merger.

(3) Information reconciling certain forward-looking GAAP measures to non-GAAP measures related to Q2 2021 guidance, including organic net sales growth and free cash flow, is not available without unreasonable effort due to high variability, complexity and uncertainty with respect to forecasting and quantifying certain amounts that are necessary for such reconciliations. For the same reasons, we are unable to compute the probable significance of the unavailable information, which could have a potentially unpredictable, and potentially significant, impact on our future GAAP financial results.

Non-GAAP financial measures – full year guidance

Full year 2021 at midpoint of guidance range

Reconciliation of GAAP diluted EPS to Non-GAAP adjusted diluted EPS

(\$M, except EPS FULL YEAR 2021 ⁽³⁾)	Operating profit (loss)	Interest expense, net	Loss on extinguishment of debt	Change in warrant liability	Income tax expense	Net income (loss)	Diluted EPS ⁽¹⁾
GAAP	\$469.0	\$87.0	\$0.4	\$13.6	\$107.0	\$261.0	\$0.72
Intangible amortization	126.0	-	-	-	-	126.0	0.35
Change in warrant liability	-	-	-	(13.6)	-	13.6	0.04
Non-GAAP Adjusted	\$595.0	\$87.0	\$0.4	-	\$107.0	\$400.6	\$1.11
(\$M, except EPS FULL YEAR 2020)	Operating profit (loss)	Interest expense, net	Loss on extinguishment of debt	Change in warrant liability	Income tax expense	Net income (loss)	Diluted EPS ⁽²⁾
GAAP	\$213.5	\$150.4	\$174.0	\$143.7	\$72.7	(\$327.3)	(\$1.07)
Intangible amortization	128.7	-	-	-	-	128.7	0.42
Change in warrant liability	-	-	-	(143.7)	-	143.7	0.47
Pro forma share count ⁽²⁾	-	-	-	-	-	-	0.03
Non-GAAP Adjusted	\$342.2	\$150.4	\$174.0	-	\$72.7	(\$54.9)	(\$0.15)

(1) GAAP Diluted EPS and non-GAAP adjusted EPS based on 362.0 million shares (includes ~351.0 million basic shares and ~11.0 million potential dilutive warrants, stock options and restricted stock units).

(2) GAAP Diluted EPS based on 307.1 million shares. Non-GAAP Adjusted EPS based on pro forma share count of 362.0 million diluted shares (includes 330.3 million basic shares, 25.0 million potential dilutive warrants and 6.7 million potential dilutive stock options and restricted stock units). We believe that this presentation facilitates comparison to the current period due to the impact of the reverse merger.

(3) Information reconciling certain forward-looking GAAP measures to non-GAAP measures related to FY 2021 guidance, including organic net sales growth and free cash flow, is not available without unreasonable effort due to high variability, complexity and uncertainty with respect to forecasting and quantifying certain amounts that are necessary for such reconciliations. For the same reasons, we are unable to compute the probable significance of the unavailable information, which could have a potentially unpredictable, and potentially significant, impact on our future GAAP financial results.

Non-GAAP financial measures – third and fourth quarter 2020

Reconciliation of GAAP diluted EPS to Non-GAAP adjusted diluted EPS

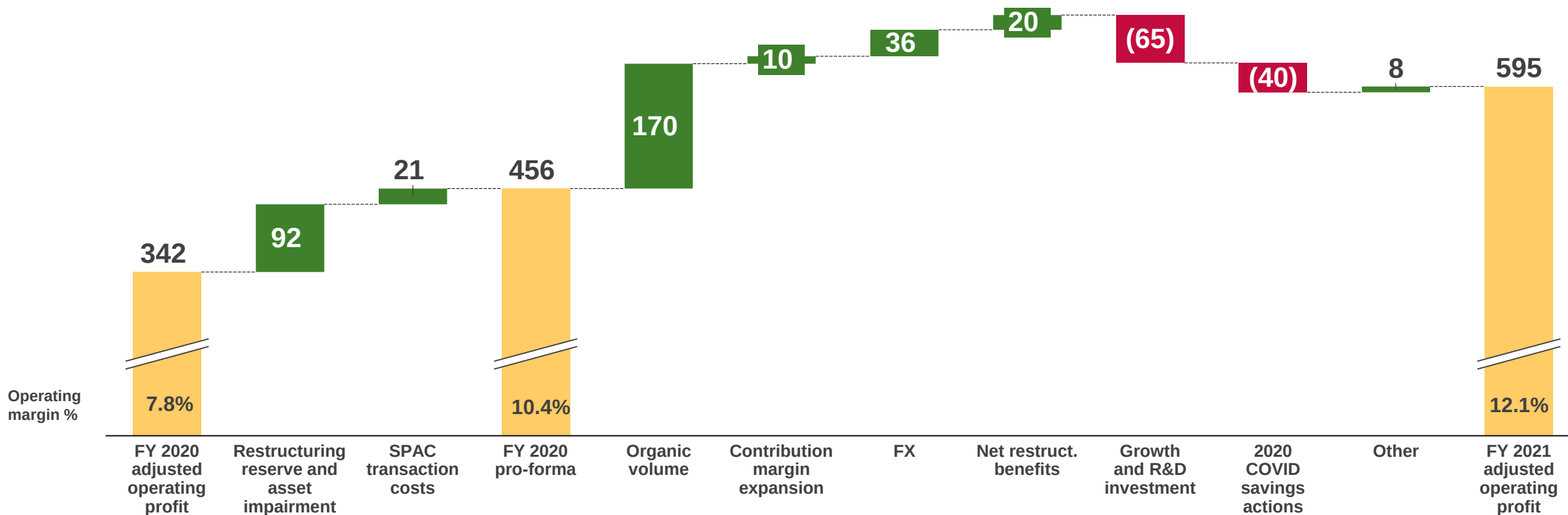
(\$M, except EPS 3 rd QUARTER 2020)	Operating profit (loss)	Interest expense, net	Loss on extinguishment of debt	Change in warrant liability	Income tax expense	Net income (loss)	Diluted EPS ⁽¹⁾
GAAP	\$35.1	\$26.4	-	\$87.7	\$24.5	(\$103.5)	(\$0.32)
Intangible amortization	32.5	-	-	-	-	32.5	0.10
Change in warrant liability	-	-	-	(87.7)	-	87.7	0.27
Pro forma share count ⁽¹⁾	-	-	-	-	-	-	-
Non-GAAP Adjusted	\$67.6	\$26.4	-	-	\$24.5	\$16.7	\$0.05
(\$M, except EPS 4 th QUARTER 2020)	Operating profit (loss)	Interest expense, net	Loss on extinguishment of debt	Change in warrant liability	Income tax expense	Net income (loss)	Diluted EPS ⁽²⁾
GAAP	\$120.1	\$25.0	-	34.4	\$20.2	\$40.5	\$0.12
Intangible amortization	31.6	-	-	-	-	31.6	0.10
Change in warrant liability	-	-	-	(34.4)	-	34.4	0.10
Pro forma share count ⁽²⁾	-	-	-	-	-	-	(0.03)
Non-GAAP Adjusted	\$151.7	\$25.0	-	-	\$20.2	\$106.5	\$0.29

(1) GAAP Diluted EPS based on 328.4 million shares. Non-GAAP Adjusted EPS based on pro forma share count of 362.0 million diluted shares (includes 330.3 million basic shares, 25.0 million potential dilutive warrants and 6.7 million potential dilutive stock options and restricted stock units). We believe that this presentation facilitates comparison to the current period due to the impact of the reverse merger.

(2) GAAP Diluted EPS based on 333.3 million shares. Non-GAAP Adjusted EPS based on pro forma share count of 362.0 million diluted shares (includes 330.3 million basic shares, 25.0 million potential dilutive warrants and 6.7 million potential dilutive stock options and restricted stock units). We believe that this presentation facilitates comparison to the current period due to the impact of the reverse merger.

Adjusted operating profit bridge: Full year 2021 guidance

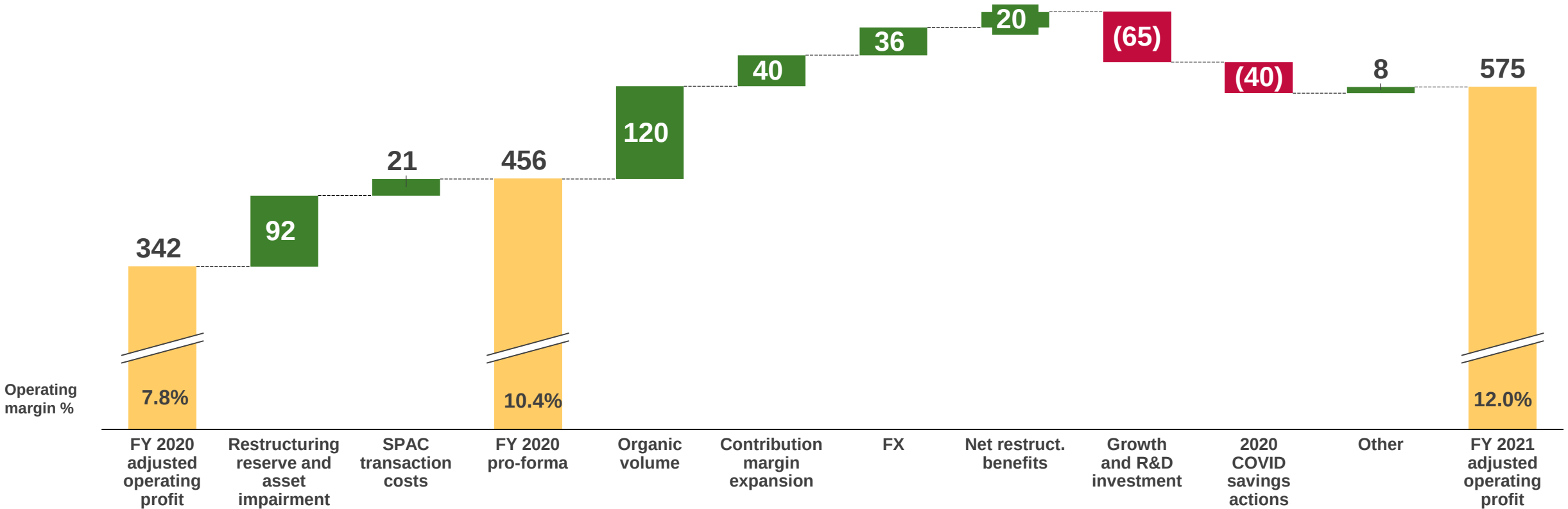
\$Millions



- Incremental sales growth of \$125M drives \$50M of additional organic volume ($\$125M \times 40\% = \$50M$) compared to prior guidance
- Unfavorable commodity and freight headwinds, product mix and higher marginal manufacturing costs offset by incremental pricing actions combine to reduce the contribution margin expansion by (\$30M) compared to prior guidance

Adjusted operating profit bridge: Prior guidance (revised presentation – see notes)

\$Millions – Revised presentation to be consistent with go-forward adjusted operating profit analyses



- Feb 24, 2021 earnings presentation included profit flow-through on 2021 total sales increase – including FX – in “Volume” bar: $(\$404M \times 40\% = \$160M)$
- Above presentation removes FX impact (\$100M) from sales increase to isolate “Organic Volume” profit flow-through: $(\$304M \times 40\% = \sim\$120M)$
- “FX” bar added above to isolate and capture total FX impact on profit of \$36M: \$28M transaction + \$8M translation (net FX impact on CM & fixed costs)

