

Vertiv Reports Strong Second Quarter Results and Raises Full Year 2023 Outlook

- Second quarter net sales of \$1,734 million, 24% higher than the second quarter of 2022 and organic net sales growth⁽¹⁾ of 25%
- Second quarter operating profit of \$206 million and adjusted operating profit⁽¹⁾ of \$251 million, an increase of \$169 million compared to second quarter 2022. Adjusted operating margin⁽¹⁾ of 14.5%, up 860 basis points compared to last year's second quarter
- Operating cash flow of \$254 million and adjusted free cash flow⁽¹⁾ of \$227 million, an increase of \$460 million over the second quarter 2022
- Raising 2023 net sales guidance to \$6,810 million at the midpoint, \$285 million higher than prior guidance
- Raising 2023 operating profit guidance to \$768 million at the midpoint and adjusted operating profit to \$950 million at the midpoint, an anticipated improvement of 116% compared to full year 2022
- Raising 2023 adjusted free cash flow guidance to \$550 million at the midpoint, \$200 million higher than prior guidance. Net leverage of 3.1x at end of second quarter and forecasted to be ~2.3x by year-end

COLUMBUS, Ohio August 2, 2023 – Vertiv Holdings Co (NYSE: VRT), a global provider of critical digital infrastructure and continuity solutions, today reported financial results for its second quarter ended June 30, 2023. Vertiv reported second quarter net sales of \$1,734 million, an increase of \$335 million, or 24%, compared with last year's second quarter and a 25% organic net sales increase, which excludes the impact of foreign currency. Foreign currency negatively impacted second quarter sales by approximately \$18 million as compared to second quarter last year. Orders declined 3% (excluding foreign exchange), which was better than anticipated, signifying end-market strength which helped offset continuing impacts from order normalization and lead time improvements. The book-to-bill ratio was 1.0x for second quarter 2023, with orders showing resiliency despite higher shipment volumes driven by operational efficiency and more favorable supply chain dynamics.

Second quarter operating profit of \$206 million increased \$180 million and adjusted operating profit of \$251 million increased \$169 million from the prior year second quarter. These increases were primarily driven by benefits from pricing and volume partially offset by material, freight and labor inflation and capacity and R&D growth investments. Second quarter 2023 adjusted operating profit was above the prior guidance range primarily due to additional price-cost favorability and higher volume from continued operational execution and supply chain improvements.

"These strong results reflect our relentless focus on operational execution, the strength of the ongoing rebound in the Americas and our continued progress in building a high-performance culture of excellence," said Giordano Albertazzi, Vertiv's Chief Executive Officer. "The strength of our first half performance led us to raise our full-year financial guidance for 2023. A key focus for us this year has been cash flow, and I am particularly encouraged by the trajectory of this critical metric. While far from our full potential, we are seeing the tangible results of our operational improvement initiatives."

Albertazzi also added: "I am further encouraged by the growth acceleration potential, which has just begun in our industry, represented by data center infrastructure necessary to meet the rapidly growing demand for compute capacity driven by AI. Vertiv is very well-positioned to benefit from this trend given our extensive data center infrastructure portfolio, technology depth, global scale, market leadership and long-standing relationships across the eco-system. We are fully embracing a future data center environment with incremental opportunities directly related to AI while maintaining our relentless focus and commitment to growth, operational execution, and delivering exceptional service and being the partner of choice for our customers."

Dave Cote, Vertiv's Executive Chairman, added: "Momentum clearly accelerated in the second quarter as Vertiv continues to strengthen performance and make meaningful progress in improving profitability and – importantly – adjusted free cash flow. Based upon the foundation established in the first six months and our uniquely strong market position to benefit from extremely positive long-term trends, we are very optimistic about the remainder of 2023 and Vertiv's ability to create long-term value for shareholders."

Adjusted Free Cash Flow and Liquidity

Net cash generated by operating activities in the second quarter was \$254 million, an increase of \$459 million from the prior year quarter, and adjusted free cash flow was \$227 million, an increase of \$460 million from the prior year quarter. Second quarter adjusted free cash flow performance was driven by higher adjusted operating profit and improvement in working capital management, demonstrating that our strategies and actions to improve operational performance are gaining traction. Borrowings under our existing ABL credit facility were zero at the end of June 2023 and liquidity strengthened to \$825 million. Net leverage at the end of the second quarter was 3.1x and based on current financial guidance, we anticipate net leverage will decrease to approximately 2.3x by the end of 2023.

Full Year and Third Quarter 2023 Guidance

We continue to see signs of accelerating market conditions for the second half of 2023 as sales pipeline activity remains healthy. We believe AI will be a long-term secular tailwind for the industry and increase the size of the addressable market. We will provide additional details on our assumptions and views at our investor conference in November 2023. As communicated previously, we believe there will be more uniformity in quarterly sales in 2023 compared to historic patterns, given high backlog levels and continued improvement in supply chain dynamics. Financial guidance has been increased across all financial metrics, supported by a strong first half 2023 performance. Our adjusted operating margin range for the full year has been increased to 14.0% (at the midpoint), representing an anticipated 630 basis point improvement compared to 2022. Adjusted free cash flow guidance for 2023 has been increased by \$200 million (at the midpoint), and is now expected to be \$525 million to \$575 million, an anticipated \$810 million improvement (at the midpoint) versus 2022.

	<i>Third Quarter 2023 Guidance</i>
Net sales	\$1,700M - \$1,800M
<i>Organic net sales growth</i> ⁽²⁾	15% - 21%
Adjusted operating profit ⁽¹⁾	\$245M - \$260M
<i>Adjusted operating margin</i> ⁽²⁾	14.2% - 14.8%
Adjusted diluted EPS ⁽¹⁾	\$0.41 - \$0.46

	<i>Full Year 2023 Guidance</i>
Net sales	\$6,710M - \$6,910M
<i>Organic net sales growth</i> ⁽²⁾	18% - 22%
Adjusted operating profit ⁽¹⁾	\$925M - \$975M
<i>Adjusted operating margin</i> ⁽²⁾	13.8% - 14.2%
Adjusted diluted EPS ⁽¹⁾	\$1.54 - \$1.64
Adjusted Free Cash Flow ⁽²⁾	\$525M - \$575M

(1) This release contains certain non-GAAP metrics. For reconciliations to the relevant GAAP measures and an explanation of the non-GAAP measures and reasons for their use, please refer to sections of this release entitled "Non-GAAP Financial Measures" and "Reconciliation of GAAP and non-GAAP Financial Measures."

(2) This is a forward-looking non-GAAP financial measure that cannot be reconciled for those reasons set forth under "Non-GAAP Financial Measures" of this release.

Second Quarter 2023 Earnings Conference Call

Vertiv's management team will discuss the Company's results during a conference call on Wednesday, August 2, starting at 11 a.m. Eastern Time. The call will contain forward-looking statements and other material information regarding Vertiv's financial and operating results. A webcast of the live conference call will be available for interested parties to listen to by going to the Investor Relations section of the Company's website at investors.vertiv.com. A slide presentation will be available before the call and will be posted to the website, also at investors.vertiv.com. A replay of the conference call will also be available for 30 days following the webcast.

Upcoming Events

Vertiv will host a 2023 Investor Conference on November 29, 2023 in New York, NY. Vertiv's management team will review strategic initiatives, market trends and innovations at Vertiv. Further details will be provided closer to the event.

About Vertiv Holdings Co

Vertiv (NYSE: VRT) brings together hardware, software, analytics and ongoing services to enable its customers' vital applications to run continuously, perform optimally and grow with their business needs. Vertiv solves the most important challenges facing today's data centers, communication networks and commercial and industrial facilities with a portfolio of power, cooling and IT infrastructure solutions and services that extends from the cloud to the edge of the network. Headquartered in Westerville, Ohio, USA, Vertiv does business in more than 130 countries. For more information, and for the latest news and content from Vertiv, visit vertiv.com.

Category: Financial News

Non-GAAP Financial Measures

Financial information included in this release has been prepared in accordance with Generally Accepted Accounting Principles ("GAAP"). Vertiv has included certain non-GAAP financial measures in this news release, as indicated above, that may not be directly comparable to other similarly titled measures used by other companies and therefore may not be comparable among companies. These non-GAAP financial measures include organic net sales growth (including on a segment basis), adjusted operating profit, adjusted operating margin, adjusted diluted EPS and adjusted free cash flow, which management believes provides investors with useful supplemental information to evaluate the Company's ongoing operations and to compare with past and future periods. Management also uses certain non-GAAP measures internally for forecasting, budgeting and measuring its operating performance. These measures should be viewed as supplementing, and not as an alternative or substitute for, the Company's financial results prepared in accordance with GAAP. Pursuant to the requirements of Regulation G, Vertiv has provided reconciliations of non-GAAP financial measures to the most directly comparable GAAP financial measures.

Information reconciling certain forward-looking GAAP measures to non-GAAP measures related to third quarter and full-year 2023 guidance, including organic net sales growth, adjusted free cash flow and adjusted operating margin, 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 those 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.

See "Reconciliation of GAAP and Non-GAAP Financial Measures" in this release for Vertiv's reconciliations of non-GAAP financial measures to the most directly comparable GAAP financial measures.

Cautionary Note Concerning Forward-Looking Statements

This news release, and other statements that Vertiv may make in connection therewith, may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to Vertiv's future financial or business performance, strategies or expectations, and as such are not historical facts. This includes, without limitation, statements regarding Vertiv's financial position, capital structure, indebtedness, business strategy and plans, and objectives of Vertiv management for future operations, as well as statements regarding growth, anticipated demand for our products and services, and our business prospects during 2023, as well as expected impacts from our pricing actions, and our guidance for third quarter and full year 2023. These statements constitute projections, forecasts and forward-looking statements, and are not guarantees of performance. Vertiv cautions that forward-looking statements are

subject to numerous assumptions, risks and uncertainties, which change over time. Such statements can be identified by the fact that they do not relate strictly to historical or current facts. When used in this news release, 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, but the absence of these words does not mean that a statement is not forward-looking.

The forward-looking statements contained in this release 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. Vertiv 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. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond Vertiv’s control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. 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, including those set forth in the Vertiv 2022 Annual Report on Form 10-K filed with the SEC on February 27, 2023. These risk factors and those identified elsewhere in this release, among others, could cause actual results to differ materially from historical performance and include, but are not limited to: risks relating to the continued growth of Vertiv’s customers’ markets; 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; competition in the infrastructure technologies industry; failure to obtain performance and other guarantees from financial institutions; failure to realize sales expected from Vertiv’s backlog of orders and contracts; failure to properly manage Vertiv’s supply chain or difficulties with third-party manufacturers; our ability to forecast changes in prices, including due to inflation in material, freight and/or labor costs, and timely implement measures necessary to mitigate the impacts of any such changes; risks associated with our significant backlog, including that the impacts of any measures taken to mitigate inflation will not be reflected in our financial statements immediately; failure to meet or anticipate technology changes; risks associated with information technology disruption or security; risks associated with the implementation and enhancement of information systems; failure to realize the expected benefit from any rationalization, restructuring and improvement efforts; Vertiv’s ability to realize cost savings in connection with Vertiv’s restructuring program; disruption of, or changes in, Vertiv’s independent sales representatives, distributors and original equipment manufacturers; changes to tax law; ongoing tax audits; costs or liabilities associated with product liability; the global scope of Vertiv’s operations; risks associated with Vertiv’s sales and operations in emerging markets; risks associated with future legislation and regulation of Vertiv’s customers’ markets both in the U.S. and abroad; Vertiv’s ability to comply with various laws and regulations, and the costs associated with legal compliance; adverse outcomes to any legal claims and proceedings filed by or against Vertiv; risks associated with current or potential litigation or claims against Vertiv; 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; failure to achieve environmental, social and governance goals; failure to realize the value of goodwill and intangible assets; exposure to fluctuations in foreign currency exchange rates; exposure to increases in interest rates set by central banking authorities; failure to maintain internal controls over financial reporting; the unpredictability of Vertiv’s future operational results, including the ability to grow and manage growth profitably; potential net losses in future periods; 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 including restrictive covenants that restrict operational flexibility; Vertiv’s ability to comply with the covenants and restrictions contained in our credit agreements that is not fully within our control; Vertiv’s ability to access funding through capital markets; the significant ownership and influence certain stockholders have over Vertiv; resales of Vertiv’s securities may cause volatility in the market price of our securities; Vertiv’s organizational documents contain provisions that may discourage unsolicited takeover proposals; Vertiv’s certificate of incorporation includes a forum selection clause, which could discourage or limit stockholders’ ability to make a claim against it; the ability of Vertiv’s subsidiaries to pay dividends; the ability of Vertiv to grow and manage growth profitably, maintain relationships with customers and suppliers, and retain its management and key employees; Vertiv’s ability to manage the succession of its key employees; factors relating to the business, operations and financial performance of Vertiv and its subsidiaries, including: global economic weakness and uncertainty; 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 corporate transactions; risks associated with Vertiv’s limited history of operating as an independent company; and other risks and uncertainties indicated in Vertiv’s SEC reports or documents filed or to be filed with the SEC by Vertiv.

Forward-looking statements included in this news release speak only as of the date of this news release or any earlier date specified for such statements. All subsequent written or oral forward-looking statements attributable to Vertiv or persons acting on Vertiv's behalf may be qualified in their entirety by this Cautionary Note Concerning Forward-Looking Statements.

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Source: Vertiv Holdings Co

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS (LOSS)

Vertiv Holdings Co

(Dollars in millions except for per share data)

	Three months ended June 30, 2023	Three months ended June 30, 2022	Six months ended June 30, 2023	Six months ended June 30, 2022
Net sales				
Net sales - products	\$ 1,360.4	\$ 1,055.0	\$ 2,546.9	\$ 1,904.4
Net sales - services	373.7	344.4	708.3	651.4
Net sales	1,734.1	1,399.4	3,255.2	2,555.8
Costs and expenses				
Cost of sales - products	912.9	807.4	1,732.4	1,463.2
Cost of sales - services	227.2	220.5	433.3	417.5
Cost of sales	1,140.1	1,027.9	2,165.7	1,880.7
Operating expenses				
Selling, general and administrative expenses	327.6	287.6	636.3	579.8
Amortization of intangibles	45.4	55.8	90.6	113.5
Restructuring costs	9.1	0.8	22.2	1.6
Foreign currency (gain) loss, net	7.5	2.9	10.6	1.6
Other operating expense (income)	(1.4)	(1.8)	(6.3)	(2.4)
Operating profit (loss)	205.8	26.2	336.1	(19.0)
Interest expense, net	46.9	33.4	93.7	62.7
Change in fair value of warrant liabilities	46.0	(38.9)	41.8	(133.8)
Income (loss) before income taxes	112.9	31.7	200.6	52.1
Income tax expense	29.7	11.4	67.1	23.3
Net income (loss)	\$ 83.2	\$ 20.3	\$ 133.5	\$ 28.8
Earnings (loss) per share:				
Basic	\$ 0.22	\$ 0.05	\$ 0.35	\$ 0.08
Diluted	\$ 0.22	\$ 0.05	\$ 0.35	\$ (0.28)
Weighted-average shares outstanding:				
Basic	379,938,365	376,594,660	379,039,072	376,285,196
Diluted	382,351,210	377,257,854	381,116,189	378,493,214

UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

**Vertiv Holdings Co
(Dollars in millions)**

	June 30, 2023	December 31, 2022
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 274.9	\$ 260.6
Accounts receivable, less allowances of \$24.5 and \$18.4, respectively	2,022.6	1,888.8
Inventories	920.2	822.0
Other current assets	160.6	187.3
Total current assets	3,378.3	3,158.7
Property, plant and equipment, net	503.3	489.4
Other assets:		
Goodwill	1,299.4	1,284.7
Other intangible assets, net	1,746.8	1,816.1
Deferred income taxes	48.2	46.4
Right-of-use assets, net	160.1	166.4
Other	120.5	134.0
Total other assets	3,375.0	3,447.6
Total assets	\$ 7,256.6	\$ 7,095.7
LIABILITIES AND EQUITY		
Current liabilities:		
Current portion of long-term debt	\$ 21.8	\$ 21.8
Accounts payable	941.9	984.0
Deferred revenue	520.0	358.7
Accrued expenses and other liabilities	538.4	513.7
Income taxes	33.4	19.7
Total current liabilities	2,055.5	1,897.9
Long-term debt, net	2,927.4	3,169.1
Deferred income taxes	184.7	176.5
Warrant liabilities	78.9	58.7
Long-term lease liabilities	127.6	132.0
Other long-term liabilities	224.4	219.6
Total liabilities	5,598.5	5,653.8
Equity		
Preferred stock, \$0.0001 par value, 5,000,000 shares authorized, none issued and outstanding	—	—
Common stock, \$0.0001 par value, 700,000,000 shares authorized, 380,365,639 and 377,368,837 shares issued and outstanding at June 30, 2023 and December 31, 2022, respectively	—	—
Additional paid-in capital	2,677.0	2,630.7
Accumulated deficit	(1,009.1)	(1,142.6)
Accumulated other comprehensive (loss) income	(9.8)	(46.2)
Total equity	1,658.1	1,441.9
Total liabilities and equity	\$ 7,256.6	\$ 7,095.7

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

Vertiv Holdings Co
(Dollars in millions)

	Three months ended June 30, 2023	Three months ended June 30, 2022	Six months ended June 30, 2023	Six months ended June 30, 2022
Cash flows from operating activities:				
Net income (loss)	\$ 83.2	\$ 20.3	\$ 133.5	\$ 28.8
Adjustments to reconcile net income (loss) to net cash provided by (used for) operating activities:				
Depreciation	18.0	17.6	35.7	35.5
Amortization	49.3	59.4	98.2	120.7
Deferred income taxes	(1.8)	(4.6)	1.6	(9.2)
Amortization of debt discount and issuance costs	2.0	2.5	4.7	4.8
Change in fair value of warrant liabilities	46.0	(38.9)	41.8	(133.8)
Changes in operating working capital	51.4	(261.7)	(35.5)	(377.8)
Stock based compensation	6.8	7.2	12.3	13.8
Payment of contingent consideration	—	—	—	(8.7)
Other	(1.3)	(7.5)	3.3	(12.0)
Net cash provided by (used for) operating activities	253.6	(205.7)	295.6	(337.9)
Cash flows from investing activities:				
Capital expenditures	(25.8)	(23.1)	(53.6)	(38.2)
Investments in capitalized software	(0.5)	(3.6)	(2.5)	(6.7)
Acquisition of Business, net of cash acquired	—	(5.0)	—	(5.0)
Proceeds from disposition of property, plant and equipment	—	—	12.4	—
Net cash provided by (used for) investing activities	(26.3)	(31.7)	(43.7)	(49.9)
Cash flows from financing activities:				
Borrowings from ABL revolving credit facility and short-term borrowings	59.5	371.8	159.7	447.6
Repayments of ABL revolving credit facility and short-term borrowings	(284.5)	(194.7)	(394.7)	(254.7)
Repayment of long-term debt	(5.5)	(5.4)	(16.4)	(10.9)
Payment of tax receivable agreement	—	(12.5)	—	(12.5)
Payment of contingent consideration	—	—	—	(12.8)
Exercise of employee stock options	7.8	0.1	10.0	1.1
Employee taxes paid from shares withheld	(2.4)	(4.3)	(2.5)	(4.3)
Net cash provided by (used for) financing activities	(225.1)	155.0	(243.9)	153.5
Effect of exchange rate changes on cash and cash equivalents	(2.8)	(8.8)	(1.0)	(7.5)
Increase (decrease) in cash, cash equivalents and restricted cash	(0.6)	(91.2)	7.0	(241.8)
Beginning cash, cash equivalents and restricted cash	280.8	296.5	273.2	447.1
Ending cash, cash equivalents and restricted cash	\$ 280.2	\$ 205.3	\$ 280.2	\$ 205.3
Changes in operating working capital				
Accounts receivable	\$ (32.7)	\$ (165.0)	\$ (128.9)	\$ (169.8)
Inventories	(17.0)	(26.7)	(96.5)	(187.1)
Other current assets	2.5	4.5	7.4	(10.0)
Accounts payable	25.7	(12.4)	(36.6)	20.6
Deferred revenue	17.1	(23.6)	161.3	39.5
Accrued expenses and other liabilities	44.0	(21.5)	27.5	(54.1)
Income taxes	11.8	(17.0)	30.3	(16.9)
Total changes in operating working capital	\$ 51.4	\$ (261.7)	\$ (35.5)	\$ (377.8)

Reconciliation of GAAP and non-GAAP Financial Measures

To supplement this news release, we have included certain non-GAAP financial measures in the format of performance metrics. Management believes these non-GAAP financial measures provide investors with additional meaningful financial information that should be considered when assessing our underlying business performance and trends. Further, management believes these non-GAAP financial measures also enhance investors' ability to compare period-to-period financial results. Non-GAAP financial measures should be viewed in addition to, and not as an alternative for, the company's reported results prepared in accordance with GAAP. Our non-GAAP financial measures do not represent a comprehensive basis of accounting. Therefore, our non-GAAP financial measures may not be comparable to similarly titled measures reported by other companies. Reconciliations of each of these non-GAAP financial measures to GAAP information are also included. Management uses these non-GAAP financial measures in making financial, operating, compensation and planning decisions and in evaluating the company's performance. Disclosing these non-GAAP financial measures allows investors and management to view our operating results excluding the impact of items that are not reflective of the underlying operating performance.

Vertiv's non-GAAP financial measures include:

- Adjusted operating profit (loss), which represents operating profit (loss), adjusted to exclude amortization of intangibles;
- Adjusted operating margin, which represents adjusted operating profit (loss) divided by net sales;
- Organic net sales growth, which represents the change in net sales adjusted to exclude the impacts of foreign currency exchange rate;
- Adjusted free cash flow, which represents net cash provided by (used for) operating activities adjusted to exclude capital expenditures, investments in capitalized software and include proceeds from disposition of PP&E; and
- Adjusted diluted EPS, which represents diluted earnings per share adjusted to exclude amortization of intangibles and change in warranty liability.

Regional Segment Results

	Three months ended June 30,					Six months ended June 30,				
	2023	2022	Δ	Δ%	Organic Δ % ⁽²⁾	2023	2022	Δ	Δ%	Organic Δ % ⁽²⁾
Net sales ⁽¹⁾										
Americas	\$ 959.4	\$ 647.2	\$ 312.2	48.2 %	48.1 %	\$ 1,821.7	\$ 1,182.3	\$ 639.4	54.1 %	54.1 %
APAC	395.8	407.2	(11.4)	(2.8)%	2.3 %	708.8	740.0	(31.2)	(4.2)%	1.6 %
EMEA	378.9	345.0	33.9	9.8 %	9.4 %	724.7	633.5	91.2	14.4 %	17.1 %
Total	<u>\$ 1,734.1</u>	<u>\$ 1,399.4</u>	<u>\$ 334.7</u>	23.9 %	25.2 %	<u>\$ 3,255.2</u>	<u>\$ 2,555.8</u>	<u>\$ 699.4</u>	27.4 %	29.7 %
Adjusted operating profit (loss) ⁽³⁾										
Americas	\$ 239.8	\$ 82.5	\$ 157.3	190.7 %		\$ 430.4	\$ 140.4	\$ 290.0	206.6 %	
APAC	62.6	68.5	(5.9)	(8.6)%		101.7	110.0	(8.3)	(7.5)%	
EMEA	100.6	61.8	38.8	62.8 %		165.5	95.0	70.5	74.2 %	
Corporate ⁽⁴⁾	(151.8)	(130.8)	(21.0)	16.1 %		(270.9)	(250.9)	(20.0)	8.0 %	
Total	<u>\$ 251.2</u>	<u>\$ 82.0</u>	<u>\$ 169.2</u>	206.3 %		<u>\$ 426.7</u>	<u>\$ 94.5</u>	<u>\$ 332.2</u>	351.5 %	
Adjusted operating margins ⁽⁵⁾										
Americas	25.0 %	12.7 %	12.3 %			23.6 %	11.9 %	11.7 %		
APAC	15.8 %	16.8 %	(1.0)%			14.3 %	14.9 %	(0.6)%		
EMEA	26.6 %	17.9 %	8.7 %			22.8 %	15.0 %	7.8 %		
Vertiv	14.5 %	5.9 %	8.6 %			13.1 %	3.7 %	9.4 %		

(1) Segment net sales are presented excluding intercompany sales.

(2) Organic basis is adjusted to exclude foreign currency exchange rate impact.

(3) Adjusted operating profit (loss) is only adjusted at the Corporate segment. There are no adjustments at the reportable segment level between operating profit (loss) and adjusted operating profit (loss).

(4) Corporate costs consist of headquarters management costs, stock-based compensation, other incentive compensation, change in fair value of warrant liabilities, asset impairments and costs that support centralized global functions including Finance, Treasury, Risk Management, Strategy & Marketing, IT, Legal, and global product platform development and offering management.

(5) Adjusted operating margins calculated as adjusted operating profit (loss) divided by net sales.

Sales by product and service offering

	Three months ended June 30,			
	2023	2022	Δ	Δ %
Americas:				
Critical infrastructure & solutions	\$ 636.0	\$ 368.9	\$ 267.1	72.4 %
Services & spares	207.9	187.6	20.3	10.8 %
Integrated rack solutions	115.5	90.7	24.8	27.3 %
	<u>\$ 959.4</u>	<u>\$ 647.2</u>	<u>\$ 312.2</u>	48.2 %
Asia Pacific:				
Critical infrastructure & solutions	\$ 234.3	\$ 243.0	\$ (8.7)	(3.6)%
Services & spares	110.1	112.9	(2.8)	(2.5)%
Integrated rack solutions	51.4	51.3	0.1	0.2 %
	<u>\$ 395.8</u>	<u>\$ 407.2</u>	<u>\$ (11.4)</u>	(2.8)%
EMEA:				
Critical infrastructure & solutions	\$ 250.9	\$ 234.8	\$ 16.1	6.9 %
Services & spares	86.2	68.7	17.5	25.5 %
Integrated rack solutions	41.8	41.5	0.3	0.7 %
	<u>\$ 378.9</u>	<u>\$ 345.0</u>	<u>\$ 33.9</u>	9.8 %
Total:				
Critical infrastructure & solutions	\$ 1,121.2	\$ 846.7	\$ 274.5	32.4 %
Services & spares	404.2	369.2	35.0	9.5 %
Integrated rack solutions	208.7	183.5	25.2	13.7 %
	<u>\$ 1,734.1</u>	<u>\$ 1,399.4</u>	<u>\$ 334.7</u>	23.9 %

	Six months ended June 30,			
	2023	2022	Δ	Δ %
Americas:				
Critical infrastructure & solutions	\$ 1,197.4	\$ 663.2	\$ 534.2	80.5 %
Services & spares	396.3	352.3	44.0	12.5 %
Integrated rack solutions	228.0	166.8	61.2	36.7 %
	<u>\$ 1,821.7</u>	<u>\$ 1,182.3</u>	<u>\$ 639.4</u>	54.1 %
Asia Pacific:				
Critical infrastructure & solutions	\$ 402.6	\$ 426.8	\$ (24.2)	(5.7)%
Services & spares	214.2	217.5	(3.3)	(1.5)%
Integrated rack solutions	92.0	95.7	(3.7)	(3.9)%
	<u>\$ 708.8</u>	<u>\$ 740.0</u>	<u>\$ (31.2)</u>	(4.2)%
EMEA:				
Critical infrastructure & solutions	\$ 475.9	\$ 421.6	\$ 54.3	12.9 %
Services & spares	164.3	133.6	30.7	23.0 %
Integrated rack solutions	84.5	78.3	6.2	7.9 %
	<u>\$ 724.7</u>	<u>\$ 633.5</u>	<u>\$ 91.2</u>	14.4 %
Total:				
Critical infrastructure & solutions	\$ 2,075.9	\$ 1,511.6	\$ 564.3	37.3 %
Services & spares	774.8	703.4	71.4	10.2 %
Integrated rack solutions	404.5	340.8	63.7	18.7 %
	<u>\$ 3,255.2</u>	<u>\$ 2,555.8</u>	<u>\$ 699.4</u>	27.4 %

Organic growth by product and service offering

	Three months ended June 30, 2023			
	Net Sales Δ	FX Δ	Organic growth	Organic Δ % ⁽¹⁾
Americas:				
Critical infrastructure & solutions	\$ 267.1	\$ (4.0)	\$ 263.1	71.3 %
Services & spares	20.3	1.7	22.0	11.7 %
Integrated rack solutions	24.8	1.1	25.9	28.6 %
	<u>\$ 312.2</u>	<u>\$ (1.2)</u>	<u>\$ 311.0</u>	48.1 %
Asia Pacific:				
Critical infrastructure & solutions	\$ (8.7)	\$ 12.7	\$ 4.0	1.6 %
Services & spares	(2.8)	5.9	3.1	2.7 %
Integrated rack solutions	0.1	2.0	2.1	4.1 %
	<u>\$ (11.4)</u>	<u>\$ 20.6</u>	<u>\$ 9.2</u>	2.3 %
EMEA:				
Critical infrastructure & solutions	\$ 16.1	\$ 1.3	\$ 17.4	7.4 %
Services & spares	17.5	(2.6)	14.9	21.7 %
Integrated rack solutions	0.3	(0.3)	—	— %
	<u>\$ 33.9</u>	<u>\$ (1.6)</u>	<u>\$ 32.3</u>	9.4 %
Total:				
Critical infrastructure & solutions	\$ 274.5	\$ 10.0	\$ 284.5	33.6 %
Services & spares	35.0	5.0	40.0	10.8 %
Integrated rack solutions	25.2	2.8	28.0	15.3 %
	<u>\$ 334.7</u>	<u>\$ 17.8</u>	<u>\$ 352.5</u>	25.2 %

(1) Organic growth percentage change is calculated as organic growth divided by net sales for the three months ended June 30, 2022.

	Six months ended June 30, 2023			
	Net Sales Δ	FX Δ	Organic growth	Organic Δ % ⁽¹⁾
Americas:				
Critical infrastructure & solutions	\$ 534.2	\$ (9.6)	\$ 524.6	79.1 %
Services & spares	44.0	12.4	56.4	16.0 %
Integrated rack solutions	61.2	(2.7)	58.5	35.1 %
	<u>\$ 639.4</u>	<u>\$ 0.1</u>	<u>\$ 639.5</u>	54.1 %
Asia Pacific:				
Critical infrastructure & solutions	\$ (24.2)	\$ 24.8	\$ 0.6	0.1 %
Services & spares	(3.3)	13.2	9.9	4.6 %
Integrated rack solutions	(3.7)	5.2	1.5	1.6 %
	<u>\$ (31.2)</u>	<u>\$ 43.2</u>	<u>\$ 12.0</u>	1.6 %
EMEA:				
Critical infrastructure & solutions	\$ 54.3	\$ 14.9	\$ 69.2	16.4 %
Services & spares	30.7	0.7	31.4	23.5 %
Integrated rack solutions	6.2	1.6	7.8	10.0 %
	<u>\$ 91.2</u>	<u>\$ 17.2</u>	<u>\$ 108.4</u>	17.1 %
Total:				
Critical infrastructure & solutions	\$ 564.3	\$ 30.1	\$ 594.4	39.3 %
Services & spares	71.4	26.3	97.7	13.9 %
Integrated rack solutions	63.7	4.1	67.8	19.9 %
	<u>\$ 699.4</u>	<u>\$ 60.5</u>	<u>\$ 759.9</u>	29.7 %

(1) Organic growth percentage change is calculated as organic growth divided by net sales for the six months ended June 30, 2022.

Segment operating profit (loss)

Operating profit (loss)	Three months ended June 30, 2023	Three months ended June 30, 2022	Six months ended June 30, 2023	Six months ended June 30, 2022
Americas	\$ 239.8	\$ 82.5	\$ 430.4	\$ 140.4
Asia Pacific	62.6	68.5	101.7	110.0
Europe, Middle East & Africa	100.6	61.8	165.5	95.0
Total reportable segments	403.0	212.8	697.6	345.4
Foreign currency gain (loss)	(7.5)	(2.9)	(10.6)	(1.6)
Corporate and other	(144.3)	(127.9)	(260.3)	(249.3)
Total corporate, other and eliminations	(151.8)	(130.8)	(270.9)	(250.9)
Amortization of intangibles	(45.4)	(55.8)	(90.6)	(113.5)
Operating profit (loss)	\$ 205.8	\$ 26.2	\$ 336.1	\$ (19.0)

Reconciliation of net cash provided by (used for) operating activities to adjusted free cash flow

	Three months ended June 30, 2023	Three months ended June 30, 2022	Six months ended June 30, 2023	Six months ended June 30, 2022
Net cash provided by (used for) operating activities	\$ 253.6	\$ (205.7)	\$ 295.6	\$ (337.9)
Capital expenditures	(25.8)	(23.1)	(53.6)	(38.2)
Investments in capitalized software	(0.5)	(3.6)	(2.5)	(6.7)
Proceeds from disposition of PP&E	—	—	12.4	—
Adjusted free cash flow	\$ 227.3	\$ (232.4)	\$ 251.9	\$ (382.8)

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

	Three months ended June 30, 2023	Three months ended June 30, 2022	Six months ended June 30, 2023	Six months ended June 30, 2022
Operating profit (loss)	\$ 205.8	\$ 26.2	\$ 336.1	\$ (19.0)
Amortization of intangibles	45.4	55.8	90.6	113.5
Adjusted operating profit (loss)	\$ 251.2	\$ 82.0	\$ 426.7	\$ 94.5

Reconciliation from operating margin to adjusted operating margin

	Three months ended June 30, 2023	Three months ended June 30, 2022	Δ	Six months ended June 30, 2023	Six months ended June 30, 2022	Δ
Vertiv net sales	\$ 1,734.1	\$ 1,399.4	\$ 334.7	\$ 3,255.2	\$ 2,555.8	\$ 699.4
Vertiv operating profit (loss)	205.8	26.2	179.6	336.1	(19.0)	355.1
Vertiv operating margin	11.9 %	1.9 %	10.0 %	10.3 %	(0.7)%	11.0 %
Amortization of intangibles	\$ 45.4	\$ 55.8	\$ (10.4)	\$ 90.6	\$ 113.5	\$ (22.9)
Vertiv adjusted operating profit (loss)	251.2	82.0	169.2	426.7	94.5	332.2
Vertiv adjusted operating margin	14.5 %	5.9 %	8.6 %	13.1 %	3.7 %	9.4 %

Reconciliation of Diluted EPS to Adjusted Diluted EPS

Three months ended June 30, 2023

	Operating profit (loss)	Interest expense, net	Change in Warrant Liability	Income tax expense	Net income (loss)	Diluted EPS ⁽¹⁾
GAAP	\$ 205.8	\$ 46.9	\$ 46.0	\$ 29.7	\$ 83.2	\$ 0.22
Amortization of intangibles	45.4	—	—	—	45.4	0.12
Change in warrant liability	—	—	(46.0)	—	46.0	0.12
Non-GAAP Adjusted	<u>\$ 251.2</u>	<u>\$ 46.9</u>	<u>\$ —</u>	<u>\$ 29.7</u>	<u>\$ 174.6</u>	<u>\$ 0.46</u>

- (1) Diluted EPS and adjusted diluted EPS based on 382.4 million shares (includes 379.9 million basic shares and 2.4 million dilutive stock options and restricted stock units). We believe that this presentation is more representative of operating results by removing the impact of warrant liability accounting and the associated impact on diluted share count.

Three months ended June 30, 2022

	Operating profit (loss)	Interest expense, net	Change in Warrant Liability	Income tax expense	Net income (loss)	Diluted EPS ⁽¹⁾
GAAP	\$ 26.2	\$ 33.4	\$ (38.9)	\$ 11.4	\$ 20.3	\$ 0.05
Amortization of intangibles	55.8	—	—	—	55.8	0.15
Change in warrant liability	—	—	38.9	—	(38.9)	(0.10)
Non-GAAP Adjusted	<u>\$ 82.0</u>	<u>\$ 33.4</u>	<u>\$ —</u>	<u>\$ 11.4</u>	<u>\$ 37.2</u>	<u>\$ 0.10</u>

- (1) Diluted EPS and adjusted diluted EPS based on 377.3 million shares (includes 376.6 million basic shares and 0.7 million potential dilutive stock options and restricted stock units). We believe that this presentation is more representative of operating results by removing the impact of warrant liability accounting and the associated impact on diluted share count.

Six months ended June 30, 2023

	Operating profit (loss)	Interest expense, net	Change in Warrant Liability	Income tax expense	Net income (loss)	Diluted EPS ⁽¹⁾
GAAP	\$ 336.1	\$ 93.7	\$ 41.8	\$ 67.1	\$ 133.5	\$ 0.35
Amortization of intangibles	90.6	—	—	—	90.6	0.24
Change in warrant liability	—	—	(41.8)	—	41.8	0.11
Non-GAAP Adjusted	<u>\$ 426.7</u>	<u>\$ 93.7</u>	<u>\$ —</u>	<u>\$ 67.1</u>	<u>\$ 265.9</u>	<u>\$ 0.70</u>

- (1) Diluted EPS and adjusted diluted EPS based on 381.1 million shares (includes 379.0 million basic shares and 2.1 million potential dilutive stock options and restricted stock units). We believe that this presentation is more representative of operating results by removing the impact of warrant liability accounting and the associated impact on diluted share count.

Six months ended June 30, 2022

	Operating profit (loss)	Interest expense, net	Change in Warrant Liability	Income tax expense	Net income (loss)	Diluted EPS ⁽¹⁾
GAAP	\$ (19.0)	\$ 62.7	\$ (133.8)	\$ 23.3	\$ 28.8	\$ (0.28)
Amortization of intangibles	113.5	—	—	—	113.5	0.30
Change in warrant liability	—	—	133.8	—	(133.8)	—
Non-GAAP Adjusted	<u>\$ 94.5</u>	<u>\$ 62.7</u>	<u>\$ —</u>	<u>\$ 23.3</u>	<u>\$ 8.5</u>	<u>\$ 0.02</u>

- (1) Diluted EPS and adjusted diluted EPS based on 378.5 million shares (includes 376.3 million basic shares and 2.2 million dilutive warrants). Diluted EPS and adjusted diluted EPS includes an adjustment to exclude \$133.8 million from net income which is attributable to the warrants as they were dilutive in the period. We believe that this presentation is more representative of operating results by removing the impact of warrant liability accounting and the associated impact on diluted share count.

Vertiv Holdings Co
2023 Adjusted Guidance
Reconciliation of Diluted EPS to Adjusted Diluted EPS ⁽¹⁾

Third Quarter 2023

	Operating profit (loss)	Interest expense, net	Income tax expense	Net income (loss)	Diluted EPS ⁽²⁾
GAAP	\$ 207.1	\$ 41.5	\$ 44.8	\$ 120.8	\$ 0.31
Amortization of intangibles	45.9	—	—	45.9	0.12
Non-GAAP Adjusted	<u>\$ 253.0</u>	<u>\$ 41.5</u>	<u>\$ 44.8</u>	<u>\$ 166.7</u>	<u>\$ 0.43</u>

Full Year 2023

	Operating profit (loss)	Interest expense, net	Change in Warrant Liability	Income tax expense	Net income (loss)	Diluted EPS ⁽³⁾
GAAP	\$ 767.7	\$ 176.7	\$ 41.8	\$ 164.8	\$ 384.4	\$ 1.00
Amortization of intangibles	182.3	—	—	—	182.3	0.48
Change in warrant liability	—	—	(41.8)	—	41.8	0.11
Non-GAAP Adjusted	<u>\$ 950.0</u>	<u>\$ 176.7</u>	<u>\$ —</u>	<u>\$ 164.8</u>	<u>\$ 608.5</u>	<u>\$ 1.59</u>

- (1) Information reconciling certain forward-looking GAAP measures to non-GAAP measures related to FY 2023 guidance, including organic net sales growth, adjusted operating margin and adjusted 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.
- (2) Diluted EPS and adjusted diluted EPS based on 385.5 million shares (includes 380.6 million basic shares and a weighted average 4.9 million potential dilutive stock options and restricted stock units).
- (3) Diluted EPS and adjusted diluted EPS based on 383.8 million shares (includes 380.0 million basic shares and a weighted average 3.8 million potential dilutive stock options and restricted stock units).