



Fourth Quarter and Full Year  
2022 Financial Results

MKS Instruments, Inc.  
February 28, 2023



# Safe Harbor for Forward-Looking Statements

This presentation contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 regarding the future financial performance, business prospects and growth of MKS Instruments, Inc. (“MKS”, the “Company”, “our”, or “we”), and the impact of the ransomware event we identified on February 3, 2023. These statements are only predictions based on current assumptions and expectations. Any statements that are not statements of historical fact (including statements containing the words “will,” “projects,” “intends,” “believes,” “plans,” “anticipates,” “expects,” “estimates,” “forecasts,” “continues” and similar expressions) should be considered to be forward-looking statements. Actual events or results may differ materially from those in the forward-looking statements set forth herein. Among the important factors that could cause actual events to differ materially from those in the forward-looking statements that we make are the need to generate sufficient cash flows to service and repay the substantial indebtedness we have incurred in connection with our acquisition of Atotech Limited (“Atotech” and such transaction, the “Atotech Acquisition”), which we completed in August 2022; the terms of our existing term loans under which we incurred such debt; our entry into the chemicals technology business through the Atotech Acquisition, in which we do not have experience and which may expose us to significant additional liabilities; the risk that we are unable to integrate the Atotech Acquisition successfully or realize the anticipated synergies, cost savings and other benefits of the Atotech Acquisition; the ongoing assessment and impact of the ransomware event we identified on February 3, 2023, including legal, reputational, financial and contractual risks resulting from the incident, and other risks related to cybersecurity, data privacy and intellectual property; competition from larger, more advanced or more established companies in our markets; the ability to successfully grow our business and the businesses of Atotech and Electro Scientific Industries, Inc., which we acquired in February 2019, and financial risks associated with those and potential future acquisitions, including goodwill and intangible asset impairments; manufacturing and sourcing risks, including those associated with limited and sole source suppliers and the impact and duration of supply chain disruptions, component shortages, and price increases; changes in global demand and the impact of COVID-19 or any other pandemic, including with respect to such supply chain disruptions, component shortages and price increases; risks associated with doing business internationally, including trade compliance, regulatory restrictions on our products, components or markets, particularly the semiconductor market, and unfavorable currency exchange and tax rate fluctuations, which risks become more significant as we grow our business internationally and in China specifically; conditions affecting the markets in which we operate, including fluctuations in capital spending in the semiconductor, electronics manufacturing and automotive industries, and fluctuations in sales to our major customers; disruptions or delays from third-party service providers upon which our operations may rely; the ability to anticipate and meet customer demand; the challenges, risks and costs involved with integrating or transitioning local and international operations of the companies we have acquired; risks associated with the attraction and retention of key personnel; potential fluctuations in quarterly results; dependence on new product development; rapid technological and market change; acquisition strategy; volatility of stock price; risks associated with chemical manufacturing and environmental regulation compliance; risks related to defective products; financial and legal risk management; and the other important factors described in MKS’ Quarterly Report on Form 10-Q for the quarter ended September 30, 2022. MKS is under no obligation to, and expressly disclaims any obligation to, update or alter these forward-looking statements, whether as a result of new information, future events or otherwise after the date of this presentation. Amounts reported in this presentation are preliminary and subject to finalization prior to the filing of our Annual Report on Form 10-K for the year ended December 31, 2022.

# Notes on Presentation



## Use of Non-GAAP Financial Measures

This presentation includes financial measures that are not in accordance with U.S. generally accepted accounting principles (“Non-GAAP financial measures”). These Non-GAAP financial measures should be viewed in addition to, and not as a substitute for, MKS’ reported results under U.S. generally accepted accounting principles (“GAAP”), and may be different from Non-GAAP financial measures used by other companies. In addition, these Non-GAAP financial measures are not based on any comprehensive set of accounting rules or principles. MKS management believes the presentation of these Non-GAAP financial measures is useful to investors for comparing prior periods and analyzing ongoing business trends and operating results.

MKS is not providing a quantitative reconciliation of forward-looking Non-GAAP gross margin, operating expenses, interest expense, net and income tax rate to the most directly comparable GAAP financial measures because it is unable to estimate with reasonable certainty the ultimate timing or amount of certain significant items without unreasonable efforts. These items include, but are not limited to, costs related to the ransomware incident, acquisition and integration costs, amortization of intangible assets, restructuring and other expense, asset impairment, and the income tax effects of these items. These items are uncertain, depend on various factors, including, but not limited to, our recent acquisition of Atotech and could have a material impact on GAAP reported results for the relevant period.

## Combined Company Financial Information

All references to “combined company” financial measures reflect the combined results of MKS and Atotech, which MKS acquired on August 17, 2022, but are not calculated in accordance with Article 11 of Regulation S-X. In addition, except as otherwise indicated, Atotech financial information for periods up until MKS’ acquisition of Atotech has been adjusted from International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS”) to GAAP and includes adjustments to conform to the accounting policies of MKS.

MKS has not identified material differences in Atotech’s net revenue under GAAP and Atotech’s historical reported net revenue under IFRS. Net revenues by end market for Atotech are based on MKS’ understanding of end market uses for Atotech products and services.

For further information regarding Non-GAAP financial measures and the calculation of certain combined company financial information, please refer to the appendix at the end of this presentation. In addition, for a detailed breakout of reported, Atotech and combined company revenues by end-market, please visit the Net Revenues by End Market presentation available under Events & Presentation on the Investor Relations section of MKS’ website at [investor.mks.com](http://investor.mks.com).

Totals presented may not sum and percentages may not recalculate using figures presented due to rounding.

# Ransomware Event

- On February 3<sup>rd</sup>, MKS identified it had been a victim of a ransomware incident.
- The incident has materially impacted our business systems, as well as the operations of the Vacuum Solutions and Photonics Solutions divisions. Operations at our Materials Solutions division were not impacted.
- MKS took immediate action to contain the incident and is well into the recovery phase.
- Began starting up affected manufacturing and service operations, and expect operations will be restored over the coming weeks.
- Main focus today is on ramping up production and service operations to meet the needs of our customers.

# Reflections on 2022



- Atotech adds critical process chemistry and equipment solutions
- Integration progressing well, and initial customer engagements very positive



- Record year for our Semiconductor business
- Strong demand across our Vacuum and Photonics portfolios



- Navigated well during continued supply chain constraints and significant inflationary pressures
- Remain focused on innovation to solve the industry's critical technology challenges

# Q4'22 Market Highlights

## Semiconductor

REVENUE **\$503M**

Q/Q GROWTH<sup>(1)</sup> **-6%**

Y/Y GROWTH<sup>(1)</sup> **+2%**

- Optical Solutions business continuing to gain traction across the EUV ecosystem
- Revenue from lithography, metrology and inspection applications grew almost 30%, outpacing estimated industry growth
- Excluding the impact of FX, Semiconductor grew 7% on a year-over-year basis

## Electronics & Packaging

REVENUE **\$266M**

Q/Q GROWTH<sup>(1)</sup> **-8%**

Y/Y GROWTH<sup>(1)</sup> **-19%**

- Softening in global electronics demand impacted sales of our chemistry solutions.
- Positive customer engagement confirming strong value proposition of combined laser drilling and chemistry expertise
- Received meaningful order for Geode HDI tool in Q4, and multi-unit order from long-time Atotech customer, highlighting revenue synergy opportunity.

## Specialty Industrial

REVENUE **\$316M**

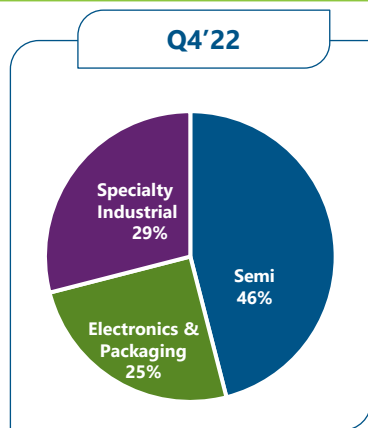
Q/Q GROWTH<sup>(1)</sup> **0%**

Y/Y GROWTH<sup>(1)</sup> **-4%**

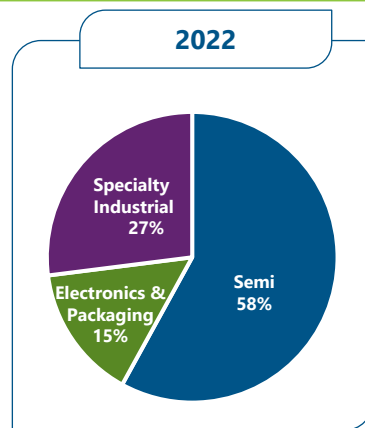
- Steady demand across Industrial, Life and Health Sciences, and Research and Defense
- Sequential growth in Photonics Solutions revenue from the Industrial and Research markets.
- Excluding impact of FX and palladium, Specialty Industrial grew 3% on a year-over-year basis

<sup>1</sup> See Slide 3 for additional information regarding the calculation of combined company results of MKS and Atotech. Quarter-over-quarter and year-over-year percentages compare the net revenue of MKS for Q4'22 with the combined company net revenue of MKS and Atotech for Q3'22 and Q4'21, respectively.

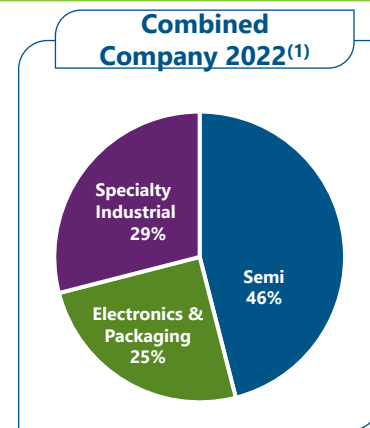
# Q4'22 and 2022 Results



Consumables & Service 37%



Consumables & Service 19%



Consumables & Service 38%

					Q4'22 vs Q4'21 <sup>(1)</sup>				2022 <sup>(1)</sup> vs 2021 <sup>(1)</sup>			
	Q4'22	2022 <sup>(1)</sup>	Q4'21 <sup>(1)</sup>	2021 <sup>(1)</sup>	Total Change	FX	Pd	Change Excluding FX & Pd	Total Change	FX	Pd	Change Excluding FX & Pd
Semiconductor	\$ 503	\$ 2,041	\$ 495	\$ 1,826	2%	-5%	0%	7%	12%	-5%	0%	16%
Electronics & Packaging	266	1,132	327	1,326	-19%	-8%	1%	-11%	-15%	-6%	-1%	-8%
Specialty Industrial	316	1,277	329	1,298	-4%	-6%	-1%	3%	-2%	-5%	0%	4%
	<b>\$ 1,085</b>	<b>\$ 4,450</b>	<b>\$ 1,151</b>	<b>\$ 4,450</b>	-6%	-6%	0%	1%	0%	-5%	0%	5%

<sup>1</sup> For comparability, figures for these periods combine the revenue of MKS and Atotech for the full period. See Slide 3 for additional information regarding the calculation of combined company results of MKS and Atotech. "Total Change" represents the percentage change in net revenues. "FX" and "Pd" reflect the estimated impact of foreign exchange rates and palladium prices on net revenues, respectively. "Change Excluding FX & Pd" is the difference between "Total Change" and "FX" and "Pd."

# Revenue & Select Financial Measures

## Q4'22 SUMMARY

- Revenue exceeded the high end of guidance range
- Revenue grew 1% Y/Y compared to combined company revenue, excluding the impact of FX and palladium pass-through<sup>(1)</sup>
- Non-GAAP gross margin exceeded the high end of guidance range
- Non-GAAP operating margin significantly above the high end of guidance range
- Non-GAAP net interest expense favorable to guidance
- Non-GAAP net earnings and earnings per share above high end of guidance range

<sup>1</sup> See Slide 3 for additional information regarding the calculation of combined company results of MKS and Atotech. See slide 7 for supporting table.

	Q4'22	Q3'22	Q4'21	2022	2021
Semiconductor	\$503M	\$536M	\$495M	\$2,041M	\$1,826M
Electronics & Packaging	\$266M	\$166M	\$73M	\$541M	\$344M
Specialty Industrial	\$316M	\$253M	\$196M	\$964M	\$780M
Revenue	\$1,085M	\$954M	\$764M	\$3,547M	\$2,950M

### Non-GAAP Financial Measures

Gross Margin	45.9%	44.9%	46.4%	45.1%	46.8%
Operating Margin	23.6%	25.1%	27.1%	24.5%	27.0%
Interest Expense, Net	\$75M	\$36M	\$6M	\$122M	\$24M
Income Tax Rate	19.9%	18.0%	16.3%	18.4%	17.7%
Net Earnings	\$133M	\$167M	\$168M	\$597M	\$634M
Net Earnings per Diluted Share	\$2.00	\$2.74	\$3.02	\$9.97	\$11.38
Adjusted EBITDA	\$282M	\$268M	\$228M	\$969M	\$879M

### GAAP Financial Measures

Gross Margin	44.7%	40.8%	46.4%	43.6%	46.8%
Operating Margin	15.0%	12.4%	23.8%	17.4%	23.7%
Interest Expense, net	\$83M	\$79M	\$6M	\$173M	\$25M
Income Tax Rate	17.1%	85.5%	15.9%	23.1%	17.1%
Net Income	\$54M	\$6M	\$150M	\$333M	\$551M
Net Income per Diluted Share	\$0.81	\$0.09	\$2.69	\$5.56	\$9.90



# Balance Sheet & Cash Flow



	Q4'22	Q4'21
Cash & Short-Term Investments	\$910M	\$1,043M
Accounts Receivable	\$720M	\$443M
Inventories	\$977M	\$577M
Total Current Assets	\$2,794M	\$2,147M
Total Assets	\$11,495M	\$4,540M
Term Loan Principal	\$5,121M	\$824M
Total Liabilities	\$7,012M	\$1,653M
Stockholders' Equity	\$4,483M	\$2,887M
Operating Cash Flow	\$184M	\$194M
Free Cash Flow	\$130M	\$171M

## Q4'22 SUMMARY

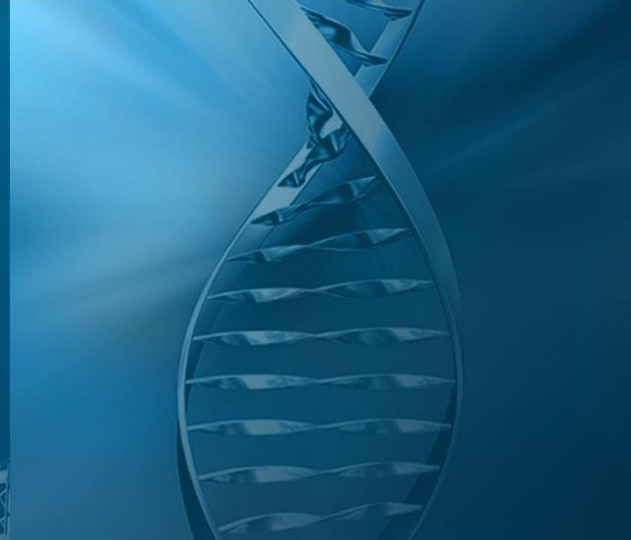
- Net leverage ratio of 3.4x at December 31, 2022, calculated on a combined company basis
- \$100 million voluntary prepayment on debt
- Remain focused on improving cash conversion cycle
- Issued cash dividend in Q4'22 of \$15M or \$0.22 per share

# Q1'23 Guidance (Prior to Ransomware Incident <sup>(1)</sup>)

- Revenue approximately \$1.0 billion
  - Semiconductor Market reflected cyclical softness in the semiconductor industry – offset somewhat by strong backlog
  - Electronics & Packaging impacted by continued softness in global electronics spending
  - Modest sequential decline in Specialty Industrial
  - Ransomware incident impact to first quarter revenue is estimated to be at least \$200 million
- Non-GAAP gross margin of 44.5%, due to lower volume and mix.
- Non-GAAP operating expenses of \$260 million
- Non-GAAP interest expense, net of \$78 million<sup>(1)</sup>
- Non-GAAP tax rate of 27%

<sup>(1)</sup> Other than interest expense, which is a current estimate

Q&A



# Appendix – GAAP to Non-GAAP Reconciliations

	Q4'22	Q3'22	Q4'21	2022	2021		Q4'22	Q3'22	Q4'21	2022	2021
Net income	\$ 54	\$ 6	\$ 150	333	551	Income from operations	\$ 163	\$ 118	\$ 182	\$ 617	\$ 699
Acquisition and integration costs (Note 1)	11	31	9	52	30	Acquisition and integration costs (Note 1)	11	31	9	52	30
Acquisition inventory step-up (Note 2)	13	39	—	52	—	Acquisition inventory step-up (Note 2)	13	39	—	52	—
Amortization of debt issuance costs (Note 3)	7	43	—	51	1	Restructuring and other (Note 4)	1	5	1	10	11
Restructuring and other (Note 4)	1	5	1	10	11	Gain on sale of long-lived assets (Note 5)	—	—	—	(7)	—
Amortization of intangible assets	69	47	15	146	55	Amortization of intangible assets	69	47	15	146	55
Gain on sale of long-lived assets (Note 5)	—	—	—	(7)	—	Non-GAAP income from operations	<u>\$ 257</u>	<u>\$ 240</u>	<u>\$ 207</u>	<u>\$ 870</u>	<u>\$ 795</u>
Currency hedge (gain) loss (Note 6)	—	—	(3)	(5)	7	Non-GAAP operating margin	23.6%	25.1%	27.1%	24.5%	27.0%
Reversal of indefinite reinvestment assertion (Note 7)	—	30	—	30	—	Interest expense, net	\$ 83	\$ 79	\$ 6	\$ 173	\$ 25
Windfall tax benefit on stock-based compensation (Note 8)	—	—	—	(1)	(4)	Amortization of debt issuance costs (Note 3)	7	43	—	51	1
Withholding tax related to Brexit (Note 9)	—	—	—	—	3	Non-GAAP interest expense, net	<u>\$ 75</u>	<u>\$ 36</u>	<u>\$ 6</u>	<u>\$ 122</u>	<u>\$ 24</u>
Tax effect of Non-GAAP adjustments (Note 10)	(22)	(34)	(4)	(64)	(20)	Net income	\$ 54	\$ 6	\$ 150	\$ 333	\$ 551
Non-GAAP net earnings	<u>\$ 133</u>	<u>\$ 167</u>	<u>\$ 168</u>	<u>\$ 597</u>	<u>\$ 634</u>	Interest expense, net	83	79	6	173	25
Non-GAAP net earnings per diluted share	<u>\$ 2.00</u>	<u>\$ 2.74</u>	<u>\$ 3.02</u>	<u>\$ 9.97</u>	<u>\$ 11.38</u>	Provision for income taxes	11	34	28	100	114
Weighted average diluted shares outstanding	66.7	61.1	55.7	59.9	55.7	Depreciation	27	17	13	70	49
						Amortization of intangible assets	69	47	15	146	55
Gross profit	\$ 485	\$ 390	\$ 355	\$ 1,547	\$ 1,380	EBITDA	<u>\$ 244</u>	<u>\$ 183</u>	<u>\$ 212</u>	<u>\$ 822</u>	<u>\$ 794</u>
Acquisition inventory step-up (Note 2)	13	39	—	52	—	Stock-based compensation	13	10	9	45	37
Non-GAAP gross profit	<u>\$ 498</u>	<u>\$ 429</u>	<u>\$ 355</u>	<u>\$ 1,599</u>	<u>\$ 428</u>	Acquisition and integration costs (Note 1)	11	31	9	52	30
Non-GAAP gross margin	45.9%	44.9%	46.4%	45.1%	46.8%	Acquisition inventory step-up (Note 2)	13	39	—	52	—
Operating expenses	\$ 322	\$ 272	\$ 173	\$ 930	\$ 681	Restructuring and other (Note 4)	1	5	1	10	11
Acquisition and integration costs (Note 1)	11	31	9	52	30	Gain on sale of long-lived assets (Note 5)	—	—	—	(7)	—
Restructuring and other (Note 4)	1	5	1	10	11	Currency hedge (gain) loss (Note 6)	—	—	(3)	(5)	7
Gain on sale of long-lived assets (Note 5)	—	—	—	(7)	—	Adjusted EBITDA	<u>\$ 282</u>	<u>\$ 268</u>	<u>\$ 228</u>	<u>\$ 969</u>	<u>\$ 879</u>
Amortization of intangible assets	69	47	15	146	55	Adjusted EBITDA margin	26.0%	28.0%	29.9%	27.3%	29.8%
Non-GAAP operating expenses	<u>\$ 242</u>	<u>\$ 189</u>	<u>\$ 148</u>	<u>\$ 729</u>	<u>\$ 585</u>						
Net cash provided by operating activities	\$ 184	\$ 199	\$ 194	\$ 529	\$ 640						
Purchases of property, plant and equipment	(54)	(26)	(23)	(164)	(87)						
Free cash flow	<u>\$ 130</u>	<u>\$ 173</u>	<u>\$ 171</u>	<u>\$ 365</u>	<u>\$ 553</u>						

in millions other than per diluted share amounts

# Appendix – GAAP to Non-GAAP Reconciliations

	Q4'22			Q4'21		
	Income Before Income Tax	Provision for Income Taxes	Effective Tax Rate	Income Before Income Tax	Provision for Income Taxes	Effective Tax Rate
GAAP	\$ 65	\$ 11	17.1%	\$ 178	\$ 28	15.9%
Acquisition and integration costs (Note 1)	11	—		9	—	
Acquisition inventory step-up (Note 2)	13	—		—	—	
Amortization of debt issuance costs (Note 3)	7	—		—	—	
Restructuring and other (Note 4)	1	—		1	—	
Amortization of intangible assets	69	—		15	—	
Currency hedge gain (Note 6)	—	—		(3)	—	
Tax effect of Non-GAAP adjustments (Note 10)	—	22		—	4	
Non-GAAP	\$ 166	\$ 33	19.9%	\$ 200	\$ 32	16.3%

	Q3'22		
	Income Before Income Tax	Provision for Income Taxes	Effective Tax Rate
GAAP	\$ 40	\$ 34	85.5%
Acquisition and integration costs (Note 1)	31	—	
Acquisition inventory step-up (Note 2)	39	—	
Amortization of debt issuance costs (Note 3)	43	—	
Restructuring and other (Note 4)	5	—	
Amortization of intangible assets	47	—	
Reversal of indefinite reinvestment assertion (Note 7)	—	(30)	
Tax effect of Non-GAAP adjustments (Note 10)	—	34	
Non-GAAP	\$ 204	\$ 37	18.0%

in millions

# Appendix – GAAP to Non-GAAP Reconciliations

	2022			2021		
	Income Before Income Tax	Provision for Income Taxes	Effective Tax Rate	Income Before Income Tax	Provision for Income Taxes	Effective Tax Rate
GAAP	\$ 433	\$ 100	23.1%	\$ 665	\$ 114	17.1%
Acquisition and integration costs (Note 1)	52	—		30	—	
Acquisition inventory step-up (Note 2)	52	—		—	—	
Amortization of debt issuance costs (Note 3)	51	—		1	—	
Restructuring and other (Note 4)	10	—		11	—	
Amortization of intangible assets	146	—		55	—	
Gain on sale of long-lived assets (Note 5)	(7)	—		—	—	
Currency hedge loss (Note 6)	(5)	—		7	—	
Reversal of indefinite reinvestment assertion (Note 7)	—	(30)		—	—	
Windfall tax benefit on stock-based compensation (Note 8)	—	1		—	4	
Withholding tax related to Brexit (Note 9)	—	—		—	(3)	
Tax effect of Non-GAAP adjustments (Note 10)	—	64		—	20	
Non-GAAP	\$ 731	\$ 134	18.4%	\$ 769	\$ 136	17.7%

in millions

# Appendix – GAAP to Non-GAAP Reconciliations

Non-GAAP financial measures adjust GAAP financial measures for the items listed below. These Non-GAAP financial measures should be viewed in addition to, and not as a substitute for, MKS' reported GAAP results, and may be different from Non-GAAP financial measures used by other companies. In addition, these Non-GAAP financial measures are not based on any comprehensive set of accounting rules or principles. MKS management believes the presentation of these Non-GAAP financial measures is useful to investors for comparing prior periods and analyzing ongoing business trends and operating results. Totals presented may not sum and percentages may not recalculate using figures presented due to rounding.

Note 1: Acquisition and integration costs during the three and twelve months ended December 31, 2022 and the three months ended September 30, 2022 primarily related to the Atotech Acquisition. Acquisition and integration costs during the three and twelve months ended December 31, 2021 primarily related to our acquisition of Photon Control Inc. ("Photon Control") and the Atotech Acquisition. Acquisition and integration costs during the twelve months ended December 31, 2021 also included costs related to a proposed acquisition that was not consummated.

Note 2: Costs of revenues during the three and twelve months ended December 31, 2022, and the three months ended September 30, 2022 include the amortization from the step-up of inventory to fair value as a result of the Atotech Acquisition.

Note 3: We recorded additional interest expense related to the amortization of debt issuance costs associated with our new and prior term loan facilities.

Note 4: Restructuring and other costs during the three months ended December 31, 2022 primarily related to the closure of two facilities in Europe and movement of certain products to low cost regions. Restructuring and other costs during the three months ended September 30, 2022 primarily related to executive payments made related to the Atotech Acquisition. Restructuring and other costs during the twelve months ended December 31, 2022 primarily related to executive payments made related to the Atotech Acquisition, severance costs due to a global cost-saving initiative, the closure of two facilities in Europe and movement of certain products to low cost regions. Restructuring and other costs during the three and twelve months ended December 31, 2021 primarily related to severance costs due to a global cost saving initiative, costs related to the closure of two facilities in Europe and movement of certain products to low cost regions. In addition, restructuring and other costs during the twelve months ended December 31, 2021 included duplicate facility costs attributed to entering into new facility leases.

Note 5: We recorded a gain on the sale of a minority interest investment in a private company.

Note 6: We realized a gain in the twelve months ended December 31, 2022 from a euro currency contract used to hedge our financing in connection with the Atotech Acquisition. The contract expired on January 31, 2022. We recorded a fair value gain from the aforementioned euro currency contract in the three and twelve months ended December 31, 2021. We also recorded a fair value loss in the twelve months ended December 31, 2021 from Canadian dollar contracts used to hedge the funding of our acquisition of Photon Control.

Note 7: We no longer intend to indefinitely reinvest earnings of our foreign subsidiaries after the Atotech Acquisition. Additional income tax expense was recorded to reflect an estimate of withholding taxes that would be due on repatriation of prior period earnings.

Note 8: We recorded windfall tax benefits on the vesting of stock-based compensation.

Note 9: We recorded additional withholding taxes on intercompany undistributed earnings following the United Kingdom's withdrawal from the European Union.

Note 10: Non-GAAP adjustments are tax effected at applicable statutory rates resulting in a difference between the GAAP and Non-GAAP tax rates.

# Appendix – Reconciliation of Net Leverage Ratio

## Combined Company

	Q4'22	Q3'22	Q2'22	Q1'22	Total
Net income	\$ 54	\$ (12)	\$ 150	\$ 187	\$ 379
Interest expense, net	83	105	21	20	229
Provision for income taxes	11	33	51	46	141
Depreciation and amortization	96	73	65	67	301
Stock-based compensation	13	13	17	11	54
Acquisition and integration costs	11	71	2	9	93
Acquisition inventory step-up	13	39	—	—	52
Restructuring and other	1	5	3	3	12
Gain on sale of long-lived assets	—	—	—	(7)	(7)
Currency hedge gain	—	—	—	(5)	(5)
Management fee	—	—	1	1	2
Adjusted EBITDA	<u>\$ 282</u>	<u>\$ 327</u>	<u>\$ 310</u>	<u>\$ 332</u>	<u>\$ 1,251</u>

Principal outstanding on New Credit Agreement at December 31, 2022

Less: Cash & Short-Term Investments at September 30, 2022

Net debt at December 31, 2022

Net leverage ratio at December 31, 2022

## MKS

	Q3'22	Q2'22	Q1'22
Net income	\$ 54	\$ 130	\$ 143
Interest expense, net	79	6	6
Provision for income taxes	44	26	28
Depreciation and amortization	28	28	28
Stock-based compensation	10	13	8
Acquisition and integration costs	30	2	8
Restructuring and other	—	3	2
Gain on sale of long-lived assets	—	—	(7)
Currency hedge gain	—	—	(5)
Adjusted EBITDA	<u>\$ 245</u>	<u>\$ 208</u>	<u>\$ 211</u>

## Atotech

Net income	\$ (66)	\$ 20	\$ 44
Interest expense, net	26	15	14
Provision for income taxes	(11)	25	18
Depreciation and amortization	45	37	39
Stock-based compensation	3	4	3
Acquisition and integration costs	41	—	1
Acquisition inventory step-up	39	—	—
Restructuring and other	5	—	1
Management fee	—	1	1
Adjusted EBITDA	<u>\$ 82</u>	<u>\$ 102</u>	<u>\$ 121</u>

\$ 5,121

910

\$ 4,211

3.4x

Combined Company combines the results of MKS (excluding Atotech/MSD for Q3'22) and the results of Atotech/MSD (including full quarter results for Q3'22) in millions