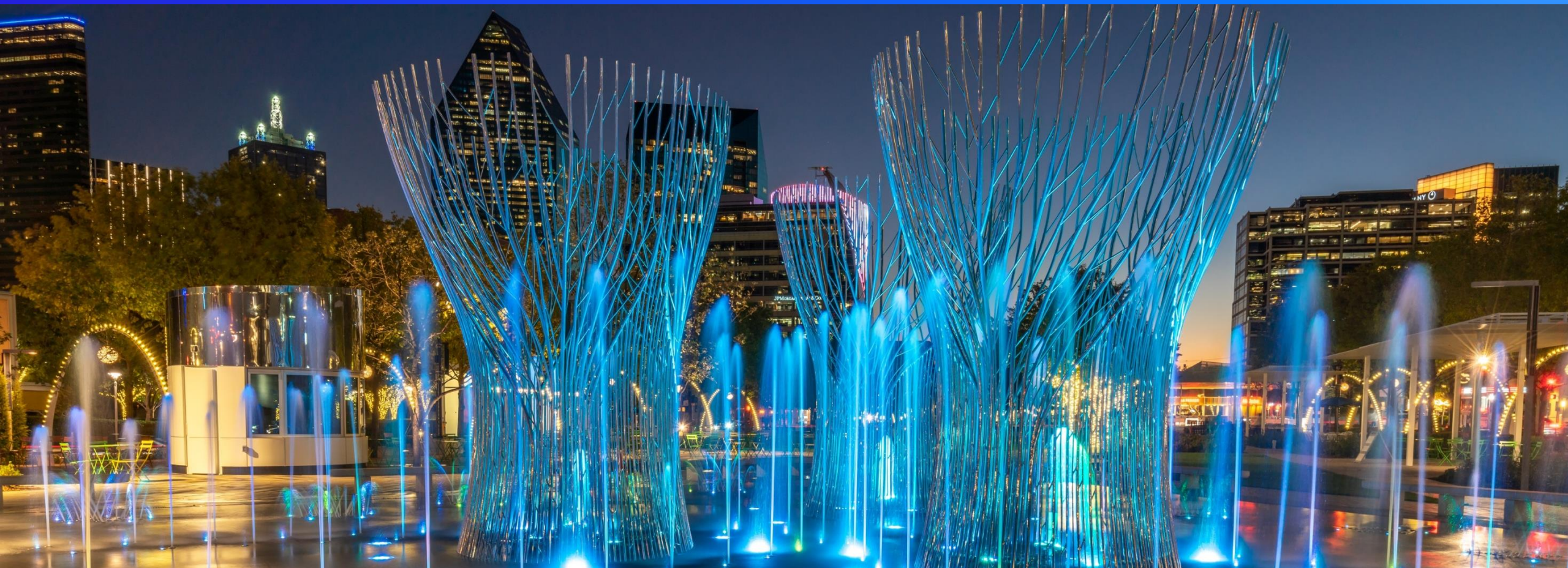


Jacobs Fiscal 2023 Third Quarter Results

August 8, 2023



Disclaimer

Forward-Looking Statement Disclaimer

Certain statements contained in this presentation constitute forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that do not directly relate to any historical or current fact. When used herein, words such as “expects,” “anticipates,” “believes,” “seeks,” “estimates,” “plans,” “intends,” “future,” “will,” “would,” “could,” “can,” “may,” “target,” “goal” and similar words are intended to identify forward-looking statements. Examples of forward-looking statements include, but are not limited to, statements regarding our expectations as to our future growth, prospects, financial outlook, and business strategy for fiscal year 2023 or future fiscal years, including our expectations for our fiscal year 2023 adjusted EPS and adjusted EBITDA based on recent FX rates (including our outlook assumptions), revenue growth, free cash flow, and fiscal 2023 cash conversion to adjusted net income, our expectations regarding our ability to maintain an investment grade profile, our plans to separate the CMS business through a spin-off that is intended to be tax-free to stockholders for U.S. federal income tax purposes, our plans to review potential alternatives to the separation, the description of the CMS business following the separation, the timing of completion for the separation, and the perceived benefits for both Jacobs and CMS to be derived from the separation. Although such statements are based on management’s current estimates and expectations, and/or currently available competitive, financial, and economic data, forward-looking statements are inherently uncertain and you should not place undue reliance on such statements as actual results may differ materially. We caution the reader that there are a variety of risks, uncertainties and other factors that could cause actual results to differ materially from what is contained, projected or implied by our forward-looking statements. Such factors include uncertainties as to the final structure and timing of the separation of the CMS business, including with respect to the scope of the businesses to be separated or retained by the Company, the possibility that closing conditions for a separation transaction may not be satisfied or waived, the impact of the separation on the Company’s and CMS’s businesses, the possible impact on Jacobs’ credit profile, and a possible decrease in the trading price of their shares, if the separation is completed, the possibility that the separation may not qualify for the expected tax treatment, the risk that any consents or approvals required in connection with the separation may not be received, the risk that the separation may be more difficult, time-consuming or costly than expected, and the possibility that we may not retain key employees while the separation is pending or after it is completed, as well as factors related to our business, such as our ability to fully execute on our three-year corporate strategy, including our ability to invest in the tools needed to implement our strategy, competition from existing and future competitors in our target markets, our ability to achieve the cost-savings and synergies contemplated by our recent acquisitions within the expected time frames or to achieve them fully and to successfully integrate acquired businesses while retaining key personnel, the impact of any pandemic, and any resulting economic downturn on our results, prospects and opportunities, measures or restrictions imposed by governments and health officials in response to the pandemic, the timing of the award of projects and funding, and potential changes to the amounts provided for, under the Infrastructure Investment and Jobs Act, any changes in U.S. or foreign tax laws, statutes, rules, regulations or ordinances that may adversely impact our future financial positions or results of operations, financial market risks that may affect the Company, including by impacting the Company’s access to capital, the cost of such capital and/or the Company’s funding obligations under defined benefit pension and postretirement plans, as well as general economic conditions, including inflation and the actions taken by monetary authorities in response to inflation, changes in interest rates and foreign currency exchange rates, changes in capital markets, the current banking crisis, the impact of a possible recession or economic downturn on our results, prospects and opportunities, and geopolitical events and conflicts, among others. The impact of such matters includes, but is not limited to, the possibility that we will not complete the spin-off or any separation transaction or that the transaction will occur on terms or conditions that are different or less favorable than expected; the possible reduction in demand for certain of our product solutions and services and the delay or abandonment of ongoing or anticipated projects due to the financial condition of our clients and suppliers or to governmental budget constraints or changes to governmental budgetary priorities; the inability of our clients to meet their payment obligations in a timely manner or at all; potential issues and risks related to a significant portion of our employees working remotely; illness, travel restrictions and other workforce disruptions that have and could continue to negatively affect our supply chain and our ability to timely and satisfactorily complete our clients’ projects; difficulties associated with retaining and hiring additional employees; and the inability of governments in certain of the countries in which we operate to effectively mitigate the financial or other impacts of a pandemic on their economies and workforces and our operations therein. The foregoing factors and potential future developments are inherently uncertain, unpredictable and, in many cases, beyond our control. For a description of these and additional factors that may occur that could cause actual results to differ from our forward-looking statements, see those listed and discussed in Item 1A, Risk Factors included in our 2022 Form 10-K and our Quarterly Reports on Form 10-Q. The Company is not under any duty to update any of the forward-looking statements after the date of this presentation to conform to actual results, except as required by applicable law.

Non-GAAP Financial Measures and Operating Metrics

To supplement the financial results presented in accordance with generally accepted accounting principles in the United States (“GAAP”), we present certain non-GAAP financial measures within the meaning of Regulation G under the Securities Exchange Act of 1934, as amended. These measures are not, and should not be viewed as, substitutes for GAAP financial measures. More information about these non-GAAP financial measures and reconciliations of these non-GAAP financial measures to the most directly comparable GAAP financial measures can be found at the end of this presentation.

Reconciliation of expected fiscal year 2023 adjusted EBITDA and adjusted EPS based on recent FX exchange rates, and adjusted non-controlling interests for fiscal year 2023 to the most directly comparable GAAP measure is not available without unreasonable efforts because the Company cannot predict with sufficient certainty all of the components required to provide such reconciliation, including with respect to the costs and charges relating to transaction expenses, restructuring and integration and other non-recurring or unusual items to be incurred in such periods.

Today's agenda

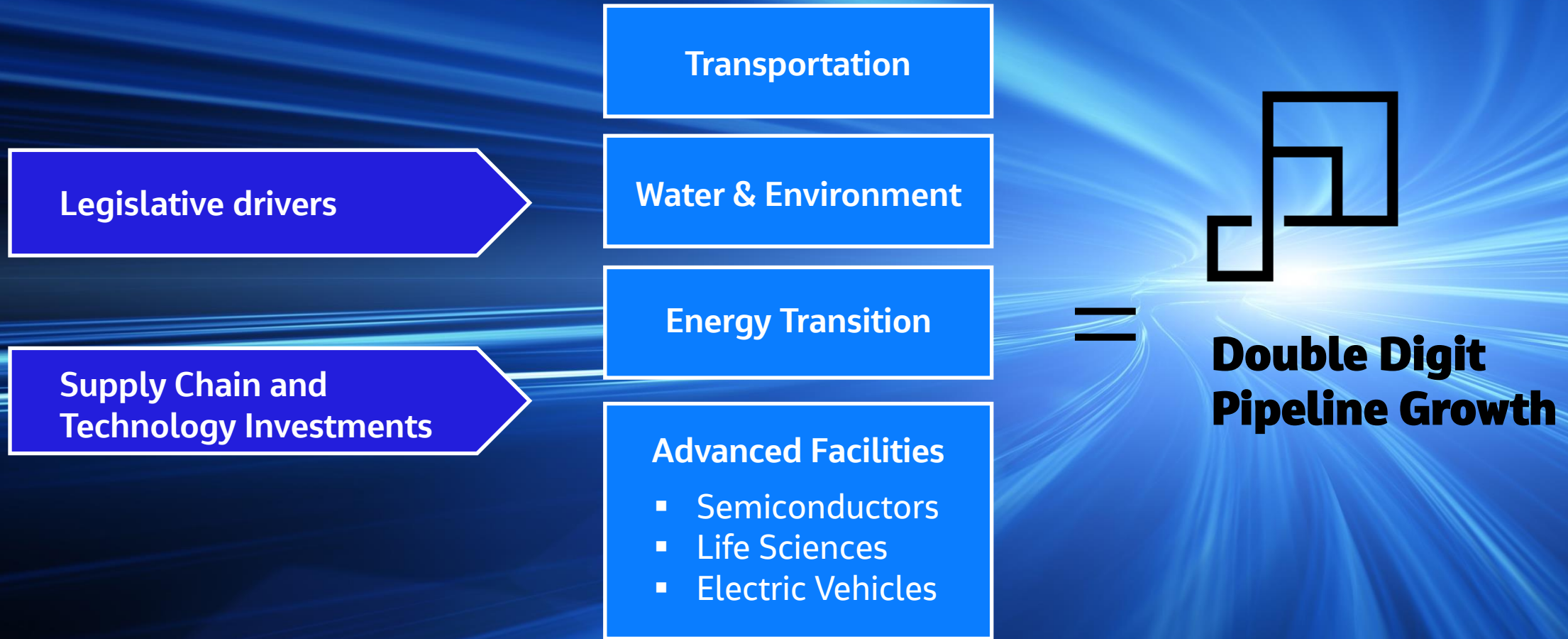
- **Overview**
 - Performance overview
 - Strategy review
- **Financial review**
 - Q3 Fiscal 2023 results
 - Q3 Segment review
 - Balance sheet and cash flow
- **Outlook & Summary**
- **Q&A**



World-class global talent pool



Well positioned for long-term growth





Challenging today.
Reinventing tomorrow.

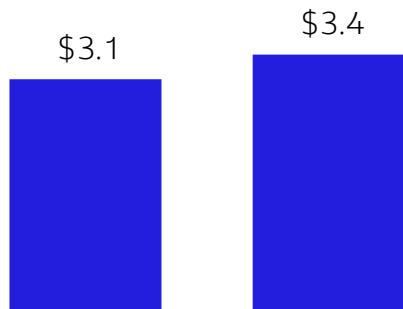
Strategy: Boldly Moving Forward

- Culture of inclusion, innovation and inspiration creates competitive advantage
- Diverse sector exposure with recurring revenue provides substantial visibility
- Climate Response, Data Solutions and Consulting & Advisory key accelerators
- Solid execution and discipline result in strong cash flow and shareholder value

Track record of execution

- Q3 adjusted net revenue increased 7.5% y/y and up 8% y/y in constant currency (cc)
- Q3 adjusted OP up 10% y/y and up 11% y/y cc
- Q3 revenue backlog \$29B, up 3% y/y with gross margin in backlog up 85 bps y/y
- Q3 P&PS adjusted net revenue up 9% y/y with OP growth up 13% y/y and up 15% y/y cc

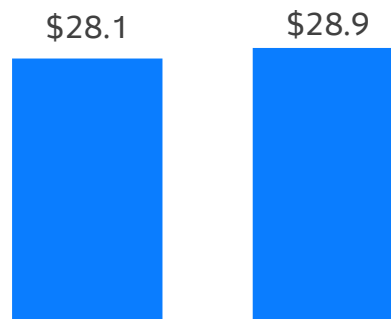
Adj. Net Revenue (\$ in Billions)



Q3 2022

Q3 2023

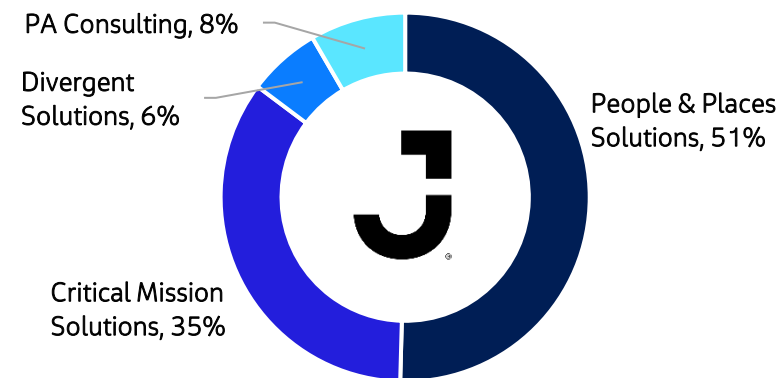
Backlog (\$ in Billions)



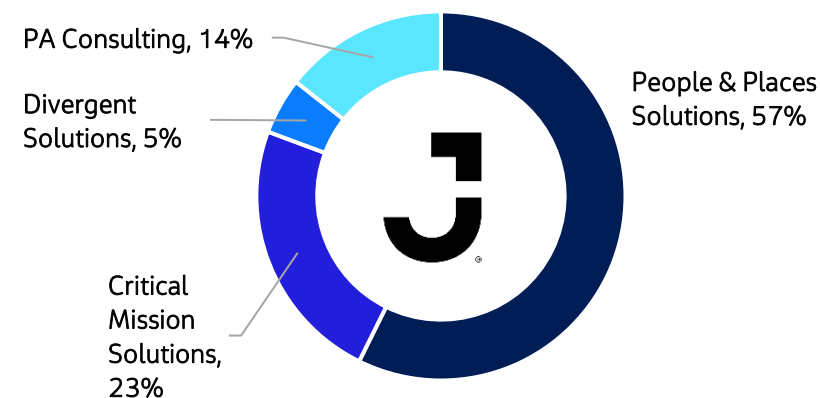
Q3 2022

Q3 2023

Q3 2023
Segment Adj. Net Revenue



Q3 2023
Segment Operating Profit



P&PS playing in critical sectors aligned to infrastructure and sustainability

Transportation



- Market leading position in Mass Transit & Rail, Marine & Port Facilities, Highways & Bridges, and Airports
- PMCM capabilities delivering world's largest Transportation megaprojects
- Transportation Advisory & Planning
- Decarbonization
- Data & Cyber solutions
- EV charging

Water



- Unique OneWater end-to-end approach providing social value across the complete water cycle
- Drinking water and reuse, wastewater, conveyancing and storage and water resources
- Water-Energy nexus
- Digital Water including OT Cyber
- Nature based solutions

Cities & Places



- Integrating data, technology, mobility and connectivity to improve economic and social equity and the resiliency of cities & communities
- Architecture, Structures, Building Systems, Interiors & Strategies
- Market leaders in Defense and Government buildings
- Industry leading PMCM capabilities
- Sustainable and intelligent buildings

Energy & Environmental



- Responding to challenges driven by climate change, urbanization, resource scarcity, energy security & digital proliferation
- Supporting global energy diversification and transition efforts across all sectors
- Renewables and hydrogen
- Environmental planning, remediation, regeneration, operational excellence and PFAS solutions

Health and Life Sciences



- Largest professional services provider to the biopharmaceutical industry
- Health System Governance, Health Infrastructure and Health Operations Advisory
- Digital Health: data solutions and cyber expertise, telehealth

Advanced Manufacturing



- Capturing unprecedented multi-year super-cycle in semiconductors in response to global supply chain disruption
- Trusted advisor to many Electronics and Specialized Manufacturing clients
- Data centers, driving decarbonization and cloud condo strategies
- Electric Vehicle Manufacturing

Empowered by digitally enabled solutions across all end sectors

Jacobs holds leading positions

Overall

- Nº 1 Top 500 in Design Firms (2023)
- Nº 1 Top 100 Pure Designers (2023)
- Nº 1 Top 20 Firms in Combined Design and CM-PM Professional Services Revenue (2023)
- Nº 1 Top 50 Program Management Firms (2023)

Energy & Environment

- Nº 1 Environmental Consulting
- Nº 1 Clean Air Compliance
- Nº 1 Chemical & Soil Remediation
- Nº 1 Site Assessment & Compliance
- Nº 1 Wind Power
- Nº 2 Co-Generation

Infrastructure

- Nº 1 Bridges
- Nº 1 Mass Transit & Rail
- Nº 1 Telecommunications
- Nº 1 Wastewater Treatment
- Nº 1 Sanitary & Storm Sewers
- Nº 1 Sewer & Waste
- Nº 1 Water Transmission Lines
- Nº 2 Water (2023)
- Nº 2 Transportation (2023)
- Nº 2 Marine & Port Facilities
- Nº 2 Airports
- Nº 2 Water Treatment, Desalination & Supply

Health & Life Sciences

- Nº 1 Pharmaceuticals
- Nº 1 Health Care

Advanced Manufacturing

- Nº 1 Data Centers
- Nº 1 Semiconductors
- Nº 1 Manufacturing
- Nº 1 Industrial Process
- Nº 1 Pulp & Paper
- Nº 1 Electronics Assembly

Cities & Places

- Nº 2 Government Offices

Fiscal 2023 Q3 results

Revenue up 9.4% y/y, adjusted net revenue increased 7.5% y/y and up 8% in constant currency

GAAP Operating Profit (OP) of \$270M and OP Margin of 6.4%

Adj. OP of \$361M up 10.2% and up 10.7% in constant currency; Adj. OP Margin (% of Adj. Net Revenue) of 10.7%

GAAP Net Earnings from Continuing Operations of \$164M

GAAP EPS from Continuing Operations of \$1.29 includes:

- \$(0.27) of expense net of NCI related to the amortization of acquired intangibles
- \$(0.01) of a non-cash charge related to reduction in real estate footprint
- \$(0.20) of transaction, restructuring and other related costs
- \$(0.05) tax adjustment to align to expected annual effective tax rate

Adj. EPS of \$1.82, down 2.2% y/y. Year-ago period benefited from gain of \$0.08 per share related to a cost method investment sold

Adjusted EBITDA of \$355M, with adjusted EBITDA margin 10.5% of Adj. Net Revenue

Q3 revenue book-to-bill 1x and gross margin percentage in backlog up over 85 bps y/y

Segment financials

\$'s in millions				
	Q3 2022	Q3 2023	Y/Y	Y/Y CC ²
People & Places Solutions Operating Profit as a % of adj. net revenue ¹	214 13.8%	243 14.4%	13.4% 58 bps	15.0%
Critical Mission Solutions Operating Profit as a % of revenue	88 8.0%	99 8.3%	12.2% 36 bps	12.5%
PA Consulting Operating Profit as a % of revenue	51 18.5%	61 21.2%	18.3% 268 bps	16.2%
Divergent Solutions Operating Profit as a % of adj. net revenue ¹	12 5.7%	21 9.5%	72.0% 384 bps	71.8%
Adjusted Unallocated Corporate Costs¹	(38)	(62)	(24)	(25)
Adjusted Operating Profit from Continuing Operations¹ as a % of adj. net revenue	327 10.4%	361 10.7%	10.2% 27 bps	10.7%
Adjusted EBITDA from Continuing Operations¹ as a % of adj. net revenue	363 11.5%	355 10.5%	(2.1%)	

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

10 ¹See Non-GAAP reconciliation and operating metrics at the end of presentation

²Year over year constant currency represents growth and margin using FX rates from the year ago period applied to current results

Balance sheet and cash flow

Strong cash flow generation

- Q3 cash flow from operations (CFFO) \$321M and FCF¹ of \$290M, resulting in YTD 127% FCF conversion of Net Income
- Expect ~100% underlying FY23 cash conversion to adjusted net income
- **Balance sheet strength affords prudent capital deployment**
- Repurchased \$125M in shares during the quarter
- Expect to maintain an investment grade credit profile
- Q3 dividend of \$0.26/share an increase of 13% y/y, to be paid August 25, 2023

Leverage Metrics (\$ billions)	FY23 Q3
Cash/debt	\$1.1B/\$3.2B
Net Debt Position	\$2.1B
Net debt to adjusted FY23E EBITDA mid-point of \$1,445	1.5x
Fixed/Floating debt (reflects \$500M notional interest rate lock)	~44%/56%
Ending Q3 weighted interest rate	~5.0%

Our foundation is strong



Purpose	To create a more connected, sustainable world.		
Values	We do things right.	We challenge the accepted.	
	We aim higher.	We live inclusion.	
Employee Value Statement	Jacobs. A world where you can.		
	Where you can be you.	Where you can do.	Where you can grow.

Outlook & Summary

Reiterating Fiscal 2023 Outlook

- Diverse portfolio of recurring revenue provides opportunity to grow under multiple economic scenarios with upside from Climate Response, Data Solutions and Consulting & Advisory accelerators.
- The company reiterates its outlook for fiscal 2023 adj. EBITDA to a range of \$1,420M to \$1,470M and adjusted EPS to \$7.25 to \$7.45².

Outlook Assumptions	
FY23 net interest expense & other income ¹	(~\$160M)
FY23 effective tax rate	~21%
FY23 adj. non-controlling interest	(~\$80M)
Q3 2023 fully diluted average share count	~127M
Annual CAPEX	~\$125M

¹Other income includes certain pension costs and other items

13 ² Reconciliation of fiscal 2023 adjusted EPS outlook and adjusted EBITDA outlook to the most directly comparable GAAP measure is not available without unreasonable efforts because the Company cannot predict with sufficient certainty all the components required to provide such reconciliation. See Non-GAAP reconciliation and operating metrics at the end of presentation

CFO transition effective on August 14, 2023



Claudia Jaramillo

EVP, Chief Financial Officer



Kevin Berryman

Special Advisor to the CEO

Appendix

Debt & interest overview

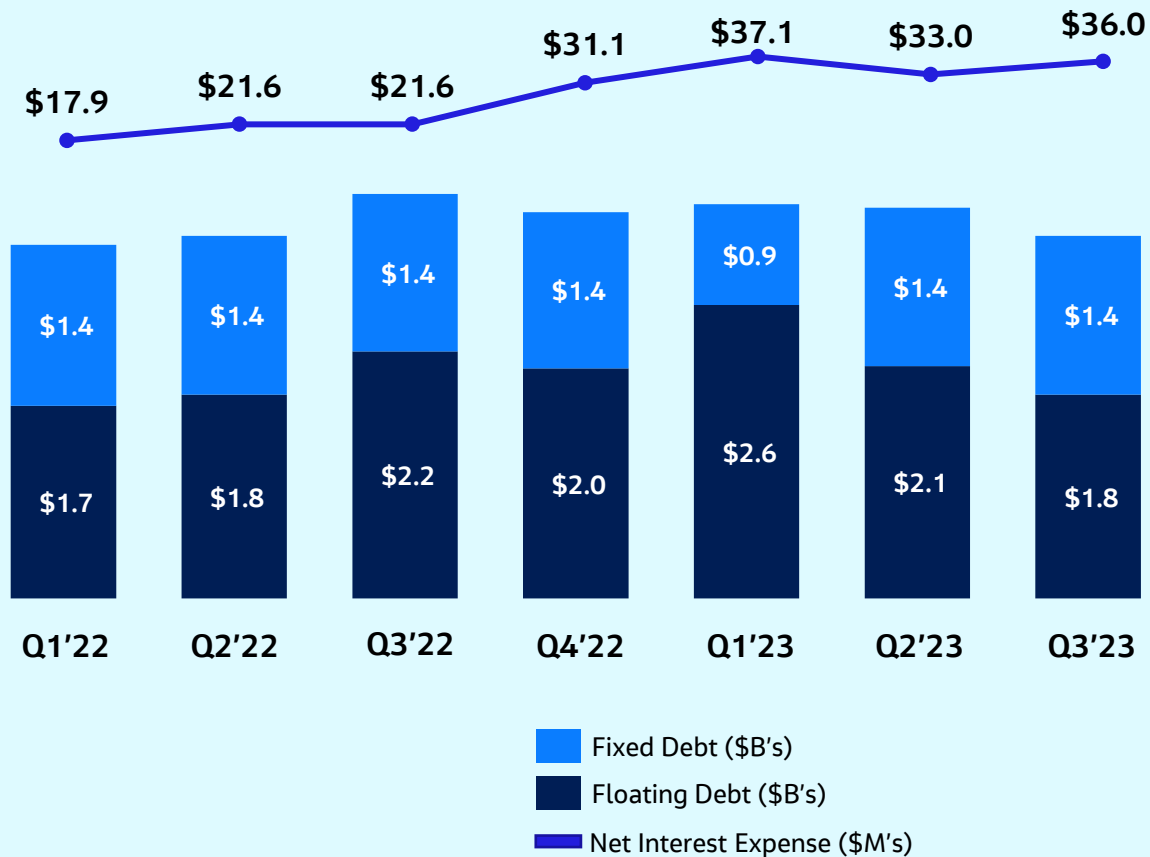
Debt Breakdown

Tranche	6/30 Debt	Q2 '23 Rate	Q3 '23 Rate
Revolver (\$2.25B)	\$675M	6.3%	6.5%
USD Term Loans	\$286M	6.3%	6.5%
GBP Term Loans	\$833M	5.6%	6.2%
Total Floating	\$1,794M	6.0%	6.3%
Sustainability-Linked Bond	\$500M	5.0%	5.0%
Swaps	\$907M	2.1%	2.0%
Total Fixed	\$1,407M	3.1%	3.1%
Total Debt	\$3,201M	4.8%	5.0%

Hedge	Notional (USD)	Fair Value	Fixed Rate ¹	Maturity
10 YR USD Floating	\$200M	\$32M	1.116% + Spread	Apr '30
5 YR USD Floating	\$325M	\$22M	0.704% + Spread	Feb '25
10 YR GBP Floating	\$254M	\$52M	0.82% + Spread	Apr '30
EUR cross-currency	\$128M	\$0.6M	0.811% + Spread	Oct '23
Total	\$907M	\$107M		

Fixed vs Floating Debt Trend

As of June 30, 2023



Selected financial data

\$'s in millions (unaudited)	Q1 2022	Q2 2022	Q3 2022	Q4 2022	FY 2022	Q1 2023	Q2 2023	Q3 2023
People and Places Solutions								
Backlog	16,930	16,950	17,527	17,014	17,014	17,243	17,562	17,498
Revenue	1,921	2,163	2,223	2,228	8,535	2,227	2,345	2,470
Adj. Net Revenue ¹	1,419	1,564	1,549	1,541	6,072	1,517	1,661	1,687
Operating Profit	189	193	214	229	825	227	232	243
Operating Profit as a % of Adj. Net Revenue	13.3%	12.3%	13.8%	14.9%	13.6%	14.9%	14.0%	14.4%
Critical Mission Solutions								
Backlog	7,524	7,509	7,219	7,622	7,622	7,632	8,136	8,097
Revenue	977	1,134	1,109	1,156	4,377	1,075	1,191	1,191
Operating Profit	91	95	88	81	356	82	94	99
Operating Profit as a % of Revenue	9.3%	8.3%	8.0%	7.0%	8.1%	7.6%	7.9%	8.3%
Divergent Solutions								
Backlog	3,291	3,063	3,019	2,957	2,957	3,077	2,956	2,965
Revenue	193	239	218	242	892	214	241	239
Adj. Net Revenue	187	230	212	233	862	201	224	218
Operating Profit	23	17	12	15	68	12	25	21
Operating Profit as a % of Adj. Net Revenue	12.3%	7.4%	5.7%	6.6%	7.8%	6.0%	11.1%	9.5%
PA Consulting								
Backlog	276	269	326	269	269	306	319	355
Revenue	290	297	278	254	1,119	282	301	287
Operating Profit	63	68	51	49	232	51	66	61
Operating Profit as a % of Revenue	21.8%	23.0%	18.5%	19.4%	20.7%	18.1%	21.8%	21.2%

Delivering sustainable solutions

Expanding sustainable electric vehicle capacity in the U.S.



Cirba Solutions, U.S.: Jacobs is supporting Cirba Solutions to expand manufacturing capacity for sustainable electric vehicle battery materials across North America. We are managing the facility design and supporting construction of multiple site locations.

Read more [here](#).

Supporting the U.K. energy transition



Fortescue Future Industries (FFI), U.K.: Jacobs has signed an Engineering Partnering Agreement with FFI to support its global ammonia, green hydrogen and renewable energy project targets. We will support FFI on a variety of decarbonization projects from concept through Final Investment Decision (FID).

Read more [here](#).

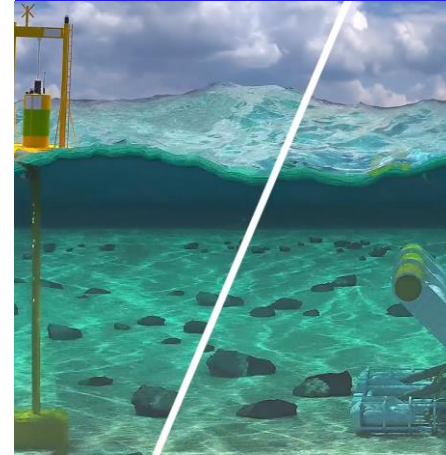
Increasing mental health support in Australia



Health Infrastructure New South Wales, Sydney, Australia: Jacobs has been selected to design a new mental health facility in Western Sydney, Australia. Jacobs will deliver architectural design and health planning services for the \$334 million project, which includes a new 10-storey, contemporary Integrated Mental Health Complex.

Read more [here](#).

First full-scale wave energy test facility in the U.S.



PacWave South, Oregon, U.S.: Jacobs completed the underground infrastructure engineering for PacWave South, the first pre-permitted, full-scale ocean wave energy testing facility in the U.S., allowing testing of up to 20 wave energy converters in real-world, open-sea conditions using environmentally-friendly horizontal directional drilling methods.

Read more [here](#).

Delivering work aligned with the United Nations Sustainable Development Goals:



Environmental, Social and Governance summary

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

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

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



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Use of Non-GAAP financial measures and operating metrics

In this presentation, the Company has included certain non-GAAP financial measures as defined in Regulation G promulgated under the Securities Exchange Act of 1934, as amended. These non-GAAP measures are described below.

Adjusted Net revenue is calculated excluding pass through revenue of the Company's People & Places Solutions and Divergent Solutions segments from the Company's revenue from continuing operations. Pass through revenues are amounts we bill to clients on projects where we are procuring subcontract labor or third-party materials and equipment on behalf of the client. These amounts are considered pass-throughs because we receive no or only a minimal mark-up associated with the billed amounts.

Adjusted operating profit, adjusted earnings from continuing operations before taxes, adjusted income taxes from continuing operations, adjusted net earnings from continuing operations and adjusted EPS from continuing operations are calculated by:

1. Excluding items collectively referred to as Restructuring, Transaction and Other Charges, which include:
 - a. costs and other charges associated with our Focus 2023 transformation initiatives, including activities associated with the re-scaling and repurposing of physical office space, employee separations, contractual termination fees and related expenses, referred to as "Focus 2023 Transformation, mainly real estate rescaling efforts";
 - b. transaction costs and other charges incurred in connection with the acquisitions of Buffalo Group, BlackLynx and StreetLight and the strategic investment in PA Consulting, including advisor fees, change in control payments, and the impact of the quarterly adjustment to the estimated performance based payout of contingent consideration to the sellers in connection with certain acquisitions; and similar transaction costs and expenses (collectively referred to as "Transaction Costs");
 - c. recoveries, costs and other charges associated with restructuring activities implemented in connection with our announced plan to separate the CMS business, including advisor fees and related costs, the acquisitions of CH2M, John Wood Group nuclear business, Buffalo Group, BlackLynx, and StreetLight, the strategic investment in PA Consulting, the sale of the ECR business and other related cost reduction initiatives, which included involuntary terminations, costs associated with co-locating offices of acquired companies, separating physical locations of continuing operations, professional services and personnel costs, amounts relating to certain commitments and contingencies relating to discontinued operations of the CH2M business, including the final settlement charges relating to the Legacy CH2M Matter, net of previously recorded reserves and charges associated with the impairment and final closing activities of our AWE ML joint venture (collectively referred to as "Restructuring, integration, separation and other charges").
2. Excluding items collectively referred to as Other adjustments, which include:
 - a. adding back amortization of intangible assets;
 - b. impact of certain subsidiary level contingent equity-based agreements in connection with the transaction structure of our PA Consulting investment;
 - c. certain non-routine income tax adjustments for the purposes of calculating the Company's annual non-GAAP effective tax rate to facilitate a more meaningful evaluation of the Company's current operating performance and comparisons to the Company's operating performance in other periods.

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

Adjustments to derive adjusted net earnings from continuing operations and adjusted EPS from continuing operations are calculated on an after-tax basis.

Adjusted EBITDA is calculated by adding income tax expense, depreciation expense and adjusted interest expense, and deducting interest income from adjusted net earnings from continuing operations.

Certain percentage changes are quantified on a constant currency basis, which provides information assuming that foreign currency exchange rates have not changed between the prior and current periods. For purposes of constant currency calculations, we use the prior period average exchange rates as applied to the current period adjusted amounts.

We believe that the measures listed above are useful to management, investors and other users of our financial information in evaluating the Company's operating results and understanding the Company's operating trends by excluding or adding back the effects of the items described above and below, the inclusion or exclusion of which can obscure underlying trends. Additionally, management uses such measures in its own evaluation of the Company's performance, particularly when comparing performance to past periods, and believes these measures are useful for investors because they facilitate a comparison of our financial results from period to period.

This presentation also contains certain operating metrics which management believes are useful in evaluating the Company's performance. Backlog represents revenue or gross margin, as applicable, we expect to realize for work to be completed by our consolidated subsidiaries and our proportionate share of work to be performed by unconsolidated joint ventures. For more information on how we determine our backlog, see our Backlog Information in our most recent quarterly or annual report filed with the Securities and Exchange Commission. We regularly monitor these operating metrics to evaluate our business, identify trends affecting our business, and make strategic decisions.

The Company provides non-GAAP measures to supplement U.S. GAAP measures, as they provide additional insight into the Company's financial results. However, non-GAAP measures have limitations as analytical tools and should not be considered in isolation and are not in accordance with, or a substitute for, U.S. GAAP measures. In addition, other companies may define non-GAAP measures differently, which limits the ability of investors to compare non-GAAP measures of the Company to those used by our peer companies.

The following tables reconcile the components and values of U.S. GAAP earnings from continuing operations before taxes, income taxes from continuing operations, net earnings attributable to Jacobs from continuing operations and Diluted Net Earnings from Continuing Operations Per Share (which we refer to as EPS from continuing operations) to the corresponding "adjusted" amount and revenue to adjusted net revenue. For the comparable periods presented below, such adjustments consist of amounts incurred in connection with the items described above. Amounts are shown in thousands, except for per-share data (note: earnings per share amounts may not add across due to rounding).

Reconciliation of GAAP to Adjusted Results

Reconciliation of Operating Profit to Adjusted Operating Profit

	Three Months Ended		Nine Months Ended	
	June 30, 2023	July 1, 2022	June 30, 2023	July 1, 2022
Operating Profit	269,741	265,762	797,408	609,310
Restructuring, Transaction and Other Charges (1)				
Focus 2023 Transformation, mainly real estate rescoring efforts	1,400	2,237	40,228	84,048
Transaction costs	4,062	5,443	15,613	18,204
Restructuring, integration and separation charges	29,783	2,470	38,900	108,734
Other Adjustments (2)				
Amortization of intangibles	51,985	51,551	152,232	146,889
Other	4,016	—	5,142	—
Adjusted Operating Profit	\$ 360,987	\$ 327,463	\$ 1,049,523	\$ 967,185

(1) Includes estimated operating profit impacts from restructuring charges relating to the Company's investment in PA Consulting and relating to the separation activities around the CMS spin-off for the three- and nine- months ended June 30, 2023, along with real estate impairments associated with the Company's Focus 2023 transformation program for the three- and nine- months ended June 30, 2023 and July 1, 2022 and for the nine months ended July 1, 2022 related to the final pre-tax settlement of the Legacy CH2M Matter, net of previously recorded reserves, as well as operating profit impacts from charges associated with various transaction costs incurred with our acquisition and restructuring related activity associated with Company restructuring and integration programs.

(2) Includes estimated operating profit impacts from amortization of intangible assets for the three- and nine- months ended June 30, 2023 and July 1, 2022 and estimated operating profit impacts on certain subsidiary level contingent equity-based agreements in connection with the transaction structure of our PA Consulting investment for the three- and nine-months ended June 30, 2023.

Reconciliation of GAAP to Adjusted Results

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

	Three Months Ended		Nine Months Ended	
	June 30, 2023	July 1, 2022	June 30, 2023	July 1, 2022
Earnings from Continuing Operations Before Taxes	\$ 226,685	\$ 272,115	\$ 676,478	\$ 596,485
Restructuring, Transaction and Other Charges (1):				
Focus 2023 Transformation, mainly real estate rescoring efforts	1,129	2,202	39,296	76,934
Transaction costs	4,062	5,442	15,613	18,204
Restructuring, integration, separation and other charges	29,783	2,375	38,900	105,166
Other Adjustments (2):				
Amortization of intangibles	51,985	51,551	152,232	146,889
Other	4,016	—	5,142	5
Adjusted Earnings from Continuing Operations Before Taxes	\$ 317,660	\$ 333,685	\$ 927,661	\$ 943,683

(1) Includes pre-tax non-cash charges relating to the Company's investment in PA Consulting and relating to the separation activities around the CMS spin-off for the three- and nine- months ended June 30, 2023, along with real estate impairments charges associated with the Company's Focus 2023 transformation program of \$0.9 million and \$— million for the three-months ended June 30, 2023 and July 1, 2022, respectively, and \$38.1 million and \$74.6 million for the nine-months ended June 30, 2023 and July 1, 2022, respectively. The nine months ended July 1, 2022 includes \$91.3 million related to the final pre-tax settlement of the Legacy CH2M Matter, net of previously recorded reserves. Also includes charges associated with various transaction costs incurred with our acquisition and restructuring related activity associated with Company restructuring and integration programs.

(2) Includes pre-tax charges for the removal of amortization of intangible assets for the three- and nine- months ended June 30, 2023 and July 1, 2022, respectively, and the impact of certain subsidiary level contingent equity-based agreements in connection with the transaction structure of our PA Consulting investment of \$4.0 million and \$5.1 million for the three- and nine- months ended June 30, 2023.

Reconciliation of GAAP to Adjusted Results

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

	Three Months Ended		Nine Months Ended	
	June 30, 2023	July 1, 2022	June 30, 2023	July 1, 2022
Income Tax Expense from Continuing Operations	\$ (54,166)	\$ (59,491)	\$ (123,329)	\$ (121,545)
Tax Effects of Restructuring, Transaction and Other Charges (1)				
Focus 2023 Transformation, mainly real estate rescaling efforts	(286)	(549)	(9,870)	(16,089)
Transaction costs	(173)	(1,338)	(2,910)	(4,476)
Restructuring, integration and separation charges	(5,599)	(553)	(7,795)	(18,976)
Tax Effects of Other Adjustments (2)				
Amortization of intangibles	(12,393)	(11,656)	(36,304)	(32,891)
Other income tax adjustments	6,669	1,177	(13,594)	(10,801)
Other	(761)	—	(1,009)	(1)
Adjusted Income Tax Expense from Continuing Operations	\$ (66,709)	\$ (72,410)	\$ (194,811)	\$ (204,779)

(1) Includes estimated income tax impacts on restructuring activities around the Company's investment in PA Consulting and relating to the separation activities around the CMS spin-off for the three- and nine- months ended June 30, 2023, along with real estate impairments associated with the Company's Focus 2023 transformation program for the three- and nine- months ended June 30, 2023 and July 1, 2022 and related to the final pre-tax settlement of the Leaoav CH2M Matter, net of previously recorded reserves for the nine months ended July 1, 2022, as well as tax impacts on charges associated with various transaction costs incurred with our acquisition and restructuring related activity associated with Company restructuring and integration programs.

(2) Includes estimated income tax impacts on amortization of intangible assets for the three- and nine- months ended June 30, 2023 and July 1, 2022, certain income tax adjustments for the purposes of presenting the Company's expected annual non-GAAP effective tax rate to facilitate a more meaningful evaluation of the Company's current operating performance and comparisons to the Company's operating performance in other periods and estimated tax impacts on certain subsidiary level contingent equity-based agreements in connection with the transaction structure of our PA Consulting investment for the three- and nine-months ended June 30, 2023.

Reconciliation of GAAP to Adjusted Results

Reconciliation of Net Earnings Attributable to Jacobs from Continuing Operations to Adjusted Net Earnings Attributable to Jacobs from Continuing Operations (in thousands)

	Three Months Ended		Nine Months Ended	
	June 30, 2023	July 1, 2022	June 30, 2023	July 1, 2022
Net Earnings Attributable to Jacobs from Continuing Operations	\$ 163,945	\$ 196,326	\$ 516,886	\$ 419,408
After-tax effects of Restructuring, Transaction and Other Charges (1):				
Focus 2023 Transformation, mainly real estate rescaling efforts	843	1,655	29,426	60,844
Transaction costs	3,155	4,105	10,947	13,728
Restructuring, integration and separation charges	19,571	1,657	26,492	85,767
After-tax effects of Other Adjustments (2):				
Amortization of intangibles	34,623	34,452	101,055	96,965
Other income tax adjustments	6,955	1,627	(13,242)	(10,612)
Other	2,231	—	2,772	4
Adjusted Net Earnings Attributable to Jacobs from Continuing Operations	\$ 231,323	\$ 239,822	\$ 674,336	\$ 666,104

(1) Includes estimated after-tax and related noncontrolling interest impacts from restructuring activities around the Company's investment in PA Consulting and relating to the separation activities around the CMS spin-off for the three- and nine- months ended June 30, 2023, along with non-cash real estate impairment charges associated the Company's Focus 2023 program for the three- and nine-months ended June 30, 2023 and July 1, 2022, and for the nine-months ended July 1, 2022, the final pre-tax settlement of the Legacy CH2M Matter, net of previously recorded reserves. Also includes charges associated with various transaction costs incurred with our acquisition and restructuring related activity associated with Company restructuring and integration programs.

(2) Includes estimated after-tax and noncontrolling interest impacts from amortization of intangible assets for the three- and nine-months ended June 30, 2023 and July 1, 2022, certain income tax adjustments for the purposes of presenting the Company's expected annual non-GAAP effective tax rate to facilitate a more meaningful evaluation of the Company's current operating performance and comparisons to the Company's operating performance in other periods and estimated tax impacts on certain subsidiary level contingent equity-based agreements in connection with the transaction structure of our PA Consulting investment for the three- and nine-months ended June 30, 2023.

Reconciliation of GAAP to Adjusted Results

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

	Three Months Ended	
	June 30, 2023	July 1, 2022
Noncontrolling Interests from Continuing Operations	\$ (8,574)	\$ (16,298)
Restructuring, Transaction and Other Charges (1)		
Transaction costs	(734)	—
Restructuring, integration and separation charges	(4,613)	(162)
Other Adjustments (2)		
Amortization of intangibles	(4,969)	(5,442)
Other income tax adjustments	286	449
Other	(1,024)	—
Adjusted Noncontrolling Interests from Continuing Operations	\$ (19,628)	\$ (21,453)

1) Includes noncontrolling interests amounts associated with the costs incurred with Company acquisition related activity costs.

2) Includes noncontrolling interests amounts relating to amortization of intangible assets for the three-months ended June 30, 2023 and July 1, 2022, certain income tax adjustments for the purposes of presenting the Company's expected annual non-GAAP effective tax rate to facilitate a more meaningful evaluation of the Company's current operating performance and comparisons to the Company's operating performance in other periods and estimated tax impacts on certain subsidiary level contingent equity-based agreements in connection with the transaction structure of our PA Consulting investment for the three-months ended June 30, 2023.

Reconciliation of GAAP to Adjusted Results

Reconciliation of Diluted Net Earnings from Continuing Operations Per Share to Adjusted Diluted Net Earnings from Continuing Operations Per Share (in thousands)

	Three Months Ended		Nine Months Ended	
	June 30, 2023	July 1, 2022	June 30, 2023	July 1, 2022
Diluted Net Earnings from Continuing Operations Per Share	\$ 1.29	\$ 1.52	\$ 4.06	\$ 3.23
After-tax effects of Restructuring, Transaction and Other Charges (1):				
Focus 2023 Transformation, mainly real estate rescaling efforts	0.01	0.01	0.23	0.48
Transaction costs	0.02	0.03	0.09	0.11
Restructuring, integration and separation charges	0.15	0.02	0.21	0.65
After-tax effects of Other Adjustments (2):				
Amortization of intangibles	0.27	0.27	0.79	0.75
Other income tax adjustments	0.05	0.01	(0.10)	(0.08)
Other	0.02	—	0.02	—
Adjusted Diluted Net Earnings from Continuing Operations Per Share	\$ 1.82	\$ 1.86	\$ 5.30	\$ 5.13

(1) Includes estimated per-share impacts from the restructuring activities around the Company's investment in PA Consulting and relating to the separation activities around the CMS spin-off for the three- and nine- months ended June 30, 2023, along with real estate impairments associated with the Company's Focus 2023 transformation program for the three- and nine-months ended June 30, 2023 and July 1, 2022, and for the nine-months ended July 1, 2022, the final pre-tax settlement of the Legacy CH2M Matter, net of previously recorded reserves. Also includes related impacts associated with various transaction costs incurred with our acquisition and restructuring related activity costs associated with Company restructuring and integration programs.

(2) Includes estimated per-share impacts from amortization of intangible assets for the three- and nine-months ended June 30, 2023 and July 1, 2022, certain income tax adjustments for the purposes of presenting the Company's expected annual non-GAAP effective tax rate to facilitate a more meaningful evaluation of the Company's current operating performance and comparisons to the Company's operating performance in other periods and certain subsidiary level contingent equity-based agreements in connection with the transaction structure of our PA Consulting investment for the three- and nine-months ended June 30, 2023.

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

Reconciliation of Adjusted EBITDA (in thousands)

	Three Months Ended	
	June 30, 2023	July 1, 2022
Adj Net earnings from Continuing Operations	\$ 231,323	\$ 239,822
Adj. Income Tax Expense for Continuing Operations	(66,709)	(72,410)
Adj. Net earnings from Continuing Operations attributable to Jacobs before income taxes	298,032	312,232
Depreciation expense	21,184	25,301
Interest income	(7,830)	(1,042)
Interest expense	43,787	26,129
Adjusted EBITDA	<u>\$ 355,173</u>	<u>\$ 362,620</u>

Reconciliation of Free Cash Flow (in thousands)

	Three Months Ended	
	June 30, 2023	July 1, 2022
Net cash provided by operating activities	\$ 321,061	\$ (249,087)
Additions to property and equipment	(30,851)	(31,830)
Free cash flow	<u>\$ 290,210</u>	<u>\$ (280,917)</u>

Reconciliation of Other Corporate Expenses to Adjusted Unallocated Corporate Costs

Reconciliation of Other Corporate Expenses to Adjusted Unallocated Corporate Costs

<u>(in millions)</u>	Three Months Ended	
	June 30, 2023	July 1, 2022
Other Corporate Expenses	\$ (118)	\$ (90)
Amortization of intangibles	52	52
Other	4	—
Adjusted Unallocated Corporate Costs	\$ (62)	\$ (38)

Reconciliation of Jacobs Constant Currency Adj. Net Revenue

\$'s in millions	Adjusted Net Revenue Impact of Constant Currency				
	Consolidated Line of Business	People & Places Solutions	Critical Mission Solutions	PA Consulting	Divergent Solutions
Q3'23 Actual Revenue	\$3,382	\$1,687	\$1,191	\$287	\$218
Currency Impact	13	10	3	(1)	0
Adj. Net Revenue in CC	\$3,395	\$1,697	\$1,194	\$286	\$218
Q3'22 Revenue	\$3,147	\$1,549	\$1,109	\$278	\$212
<i>Growth</i>	7.9%	9.6%	7.7%	2.9%	2.8%

Reconciliation of Jacobs Constant Currency Adjusted Operating Profit

\$'s in millions	Adj. OP impact of Constant Currency					Adj. Unalloc. Corp. Costs impact of Constant Currency
	Consolidated Line of Business	People & Places Solutions	Critical Mission Solutions	PA Consulting	Divergent Solutions	Corporate Functions
Q3'23 Adj. Operating Profit	\$361	\$243	\$99	\$61	\$21	(\$62)
Currency Impact	2	3	0	(1)	(0)	(1)
Adjusted Operating Profit in CC	\$363	\$246	\$99	\$60	\$21	(\$63)
Q3'22 Adjusted Operating Profit	\$327	\$214	\$88	\$51	\$12	(\$38)
<i>Growth</i>	10.7%	15.0%	12.5%	16.2%	71.8%	65.5%