Third Quarter 2023 Earnings Presentation and Business Update

August 8, 2023





### **Cautionary Statements**



This presentation is provided for general informational purposes only and it does not include every item which may be of interest, nor does it purport to present full and fair disclosure with respect to Atkore Inc. (the "Company" or "Atkore") or its operational and financial information. Atkore expressly disclaims any current intention to update any forward-looking statements contained in this presentation as a result of new information or future events or developments or otherwise, except as required by federal securities laws. This presentation is not a prospectus and is not an offer to sell securities.

This presentation contains forward-looking statements that are subject to known and unknown risks and uncertainties, many of which are beyond our control. All statements other than statements of historical fact included in this presentation are forward-looking statements. Forward-looking statements appearing throughout this presentation include, without limitation, statements regarding our intentions, beliefs, assumptions or current expectations concerning, among other things, financial position; results of operations; cash flows; prospects; growth strategies or expectations; customer retention; the outcome (by judgment or settlement) and costs of legal, administrative or regulatory proceedings, investigations or inspections, including, without limitation, collective, representative or any other litigation; and the impact of prevailing economic conditions. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "believes," "expects," "may," "will," "shall," "should," "could," "seeks," "aims," "projects," "is optimistic," "intends," "plans," "estimates," "anticipates" and other comparable terms. We caution you that forward-looking statements are not guarantees of future performance or outcomes and that actual performance and outcomes, including, without limitation, our actual results of operations, financial condition and liquidity, and the development of the market in which we operate, may differ materially from those made in or suggested by the forward-looking statements contained in this presentation. In addition, even if our results of operations, financial condition and cash flows, and the development factors, including, without limitation, the risks and uncertainties disclosed in the Company's filings with the U.S. Securities and Exchange Commission, including but not limited to the Company's most recent Annual Report on Form 10-Q and Form 8-K could cause actual results and outcomes to differ materia

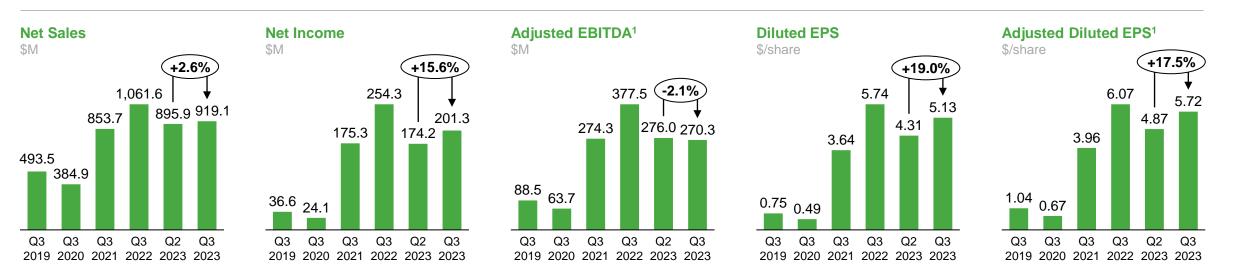
Market data and industry information used throughout this presentation are based on management's knowledge of the industry and the good faith estimates of management. We also relied, to the extent available, upon management's review of independent industry surveys, forecasts and publications and other publicly available information prepared by a number of third-party sources. All of the market data and industry information used in this presentation involves a number of assumptions and limitations which we believe to be reasonable, but you are cautioned not to give undue weight to such estimates. Although we believe that these sources are reliable, we cannot guarantee the accuracy or completeness of this information, and we have not independently verified this information. While we believe the estimated market position, market opportunity and market size information included in this presentation are generally reliable, such information, which is derived in part from management's estimates and beliefs, is inherently uncertain and imprecise. Projections, assumptions and estimates of our future performance and the future performance of the industry in which we operate are subject to a high degree of uncertainty and risk due to a variety of factors, including those described above. These and other factors could cause results to differ materially from those expressed in our estimates and beliefs and in the estimates prepared by independent parties.

This presentation should be read along with the historical financial statements of Atkore, including the most recent audited financial statements. Historical results may not be indicative of future results.

We use non-GAAP financial measures to help us describe our operating and financial performance. These measures may include Adjusted EBITDA, Adjusted EBITDA margin (Adjusted EBITDA over Net sales), Net debt (total debt less cash and cash equivalents), Adjusted Net Income Per Diluted Share (also referred to as "Adjusted Diluted EPS"), Leverage ratio (net debt or total debt less cash and cash equivalents, over Adjusted EBITDA on trailing twelve month ("TTM") basis), Free Cash Flow (net cash provided by operating activities less capital expenditures) and Return on Capital to help us describe our operating and financial performance. These non-GAAP financial measures are commonly used in our industry and have certain limitations and should not be construed as alternatives to net income, total debt, net cash provided by operating activities, return on assets, and other income data measures as determined in accordance with generally accepted accounting principles in the United States, or GAAP, or as better indicators of operating performance. These non-GAAP financial measures should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. See the appendix to this presentation for a reconciliation of the non-GAAP financial measures are determined in accordance with GAAP.

Fiscal Periods - The Company has a fiscal year that ends on September 30th. It is the Company's practice to establish quarterly closings using a 4-5-4 calendar. The Company's fiscal quarters typically end on the last Friday in December, March and June.

### Solid Results in Q3 2023



#### Business Update

- Q3 volume growth of 2%; continue to expect mid single digit percentage volume growth for FY 2023
- Year to date operating cash flow up 52% versus prior year; repurchased \$147M in stock in Q3 2023, and have repurchased over \$416M in FY 2023 YTD; approximately \$384M in remaining stock repurchase authorization
- A Changed FY 2023 accounting treatment for solar credits related to the Inflation Reduction Act which created a larger than expected tax benefit in Q3, and an unfavorable impact versus prior projections for both Adjusted EBITDA and Adjusted Diluted EPS in Q4
- Increasing Full Year 2023 Outlook for Adjusted Diluted EPS

C Atkore 1. See non-GAAP reconciliation in appendix.

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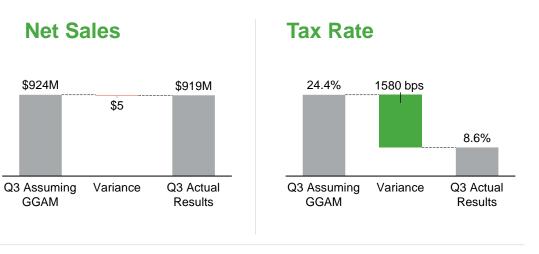
# **Solar Credit Accounting Treatment Explanation**



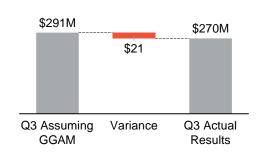
### **Background and Update**

- In Q1 and Q2 2023, Atkore utilized the Government Grant Accounting Model (GGAM) regarding transferability of the solar credits being generated as part of the Inflation Reduction Act (IRA)<sup>1</sup> and included the credits as a reduction of cost of sales
- Beginning in Q3 2023, Atkore changed the accounting treatment for the solar tax credits to utilize the ASC 740 Accounting Model (ASC 740), which records the benefit of the credits as a reduction of tax provision instead of a reduction of cost of sales
- Atkore will return to GGAM Accounting regarding the solar credits in FY 2024

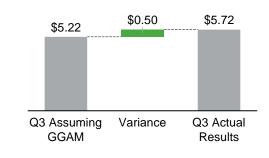
### **Q3 Solar Credit Bridges**



**Adjusted EBITDA<sup>2</sup>** 



#### **Adjusted Diluted EPS<sup>2</sup>**





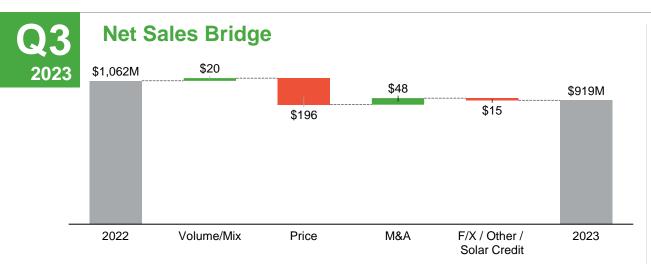
### **Q3 Income Statement Summary**



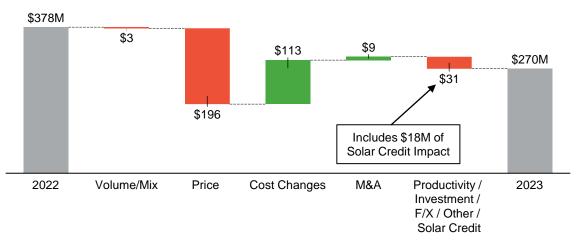
(\$'s in millions)	Q3 2023	Q3 2022	Y/Y Change	Y/Y % Change
Net Sales	\$919.1	\$1,061.6	(\$142.5)	(13.4%)
Operating Income	\$232.6	\$349.7	(\$117.2)	(33.5%)
Net Income	\$201.3	\$254.3	(\$53.0)	(20.8%)
Adjusted EBITDA <sup>1</sup>	\$270.3	\$377.5	(\$107.3)	(28.4%)
Adjusted EBITDA Margin <sup>2</sup>	29.4%	35.6%	(620 bps)	-
Tax Rate	8.6%	25.7%	(1,710 bps)	-
Net Income per Share (Diluted)	\$5.13	\$5.74	(\$0.61)	(10.6%)
Adjusted Diluted EPS <sup>1</sup>	\$5.72	\$6.07	(\$0.35)	(5.8%)



### **Consolidated Atkore Bridges**



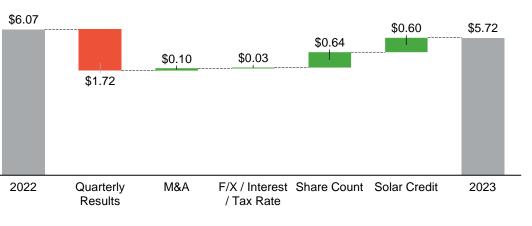
### Adjusted EBITDA Bridge<sup>1</sup>



#### **Net Sales % Change**

Volume/Mix	+2%
Price	(18%)
Acquisitions	+4%
F/X / Other	(1%)
Total	(13%)

#### Adjusted Diluted EPS Bridge<sup>1</sup>



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### **Segment Results**



#### **Electrical**

(\$'s in millions)	Q3 2023	Q3 2022	Y/Y Change
Net Sales	\$705.6	\$821.6	(14.1%)
Adjusted EBITDA	\$266.6	\$351.5	(24.2%)
Adjusted EBITDA Margin	37.8%	42.8%	(500 bps)

#### Safety & Infrastructure

(\$'s in millions)	Q3 2023	Q3 2022	Y/Y Change
Net Sales	\$213.6	\$241.9	(11.7%)
Adjusted EBITDA	\$21.5	\$45.7	(52.9%)
Adjusted EBITDA Margin	10.1%	18.9%	(880 bps)
*Assuming the GGAM Method would have been \$42M with a			

#### **Q3 Net Sales Bridge**

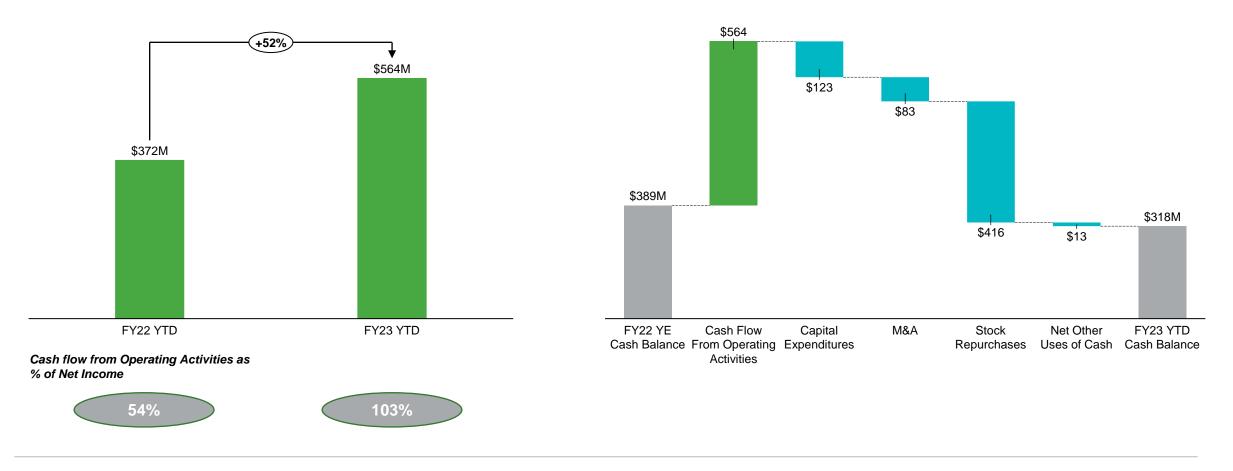


#### **Q3 Net Sales Bridge**





### Cash Flow from Operating Activities FY23 YTD Cash Bridge



### **Updated FY2023 Outlook**



Increasing FY2023 Outlook for Adjusted Diluted EPS. Continue to expect mid-single digit percentage volume growth for full year Net Sales versus prior year.

#### **Outlook Summary**

Outlook Items for Consolidated Atkore	Q4 2023 Outlook	FY2023 Outlook	Updates to FY2023 Outlook	Key Comments & Perspective
Net Sales	Down 7% – 15% vs. PY	Down 8% – 10% vs. PY	(3%) /	
Adjusted EBITDA <sup>1</sup>	\$210M – \$230M 🔺	\$1,020M - \$1,040M <b>^</b>	+\$5M / (\$25M)	Excluding the variance
Adjusted Diluted EPS <sup>1</sup>	\$3.70 - \$4.10	\$18.90 - \$19.30	+\$1.45 / +\$0.95	associated with the accounting treatment for solar credits, we
Interest Expense		~\$36M – \$38M	(\$3M) / (\$5M)	estimate that the midpoint of the
Tax Rate	18% – 20%	18% – 20%	(600 bps)	Q4 2023 and FY2023 Adjusted EBITDA Outlook would have
Capital Expenditures		~\$200M	_	been approximately \$250M and
Stock Repurchases		≥\$416M	+\$16M	\$1,080M, respectively
Diluted Shares Outstanding <sup>2</sup>		~39.5M	_	



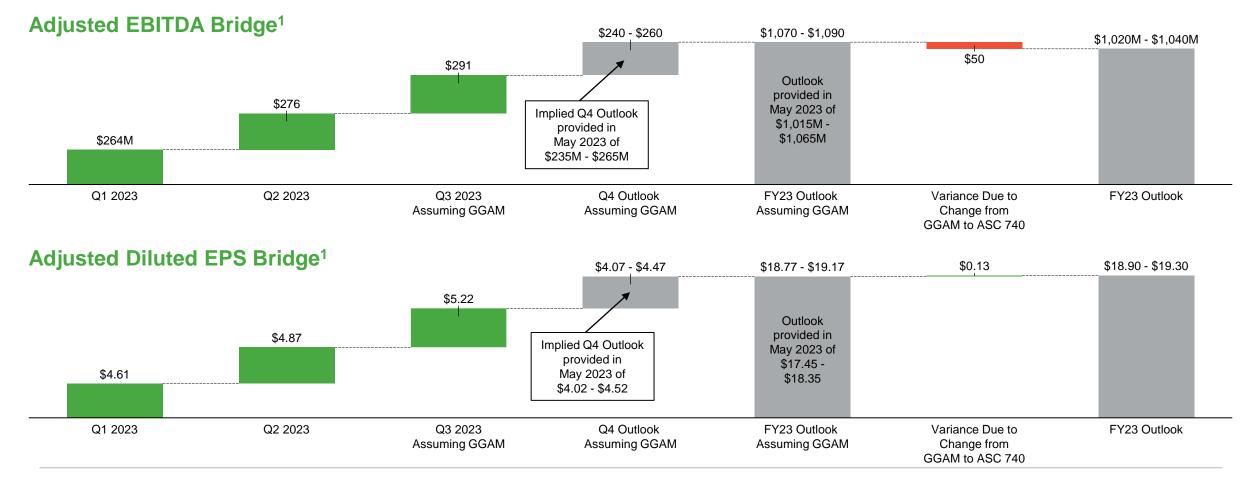
1. Reconciliations of the forward-looking quarterly and full-year 2023 outlook for Adjusted EBITDA and Adjusted EPS is not being provided as the Company does not currently have sufficient data to accurately estimate the variables and individual adjustments for such reconciliation. Accordingly, we are relying on the exception provided by Item 10(e)(1)(i)(B) of Regulation S-K to exclude these reconciliations.

2. Represents weighted-average shares outstanding in millions used in calculation of Adjusted EPS outlook.

## FY 2023 Outlook Update Comparison



Outlook expectations for both Adjusted EBITDA and Adjusted Diluted EPS for FY 2023 would have been in a position to increase versus the prior outlook provided in May under the GGAM method of accounting for solar credits





1. Reconciliations of the forward-looking quarterly and full-year 2023 outlook for Adjusted EBITDA and Adjusted EPS is not being provided as the Company does not currently have sufficient data to accurately estimate the variables and individual adjustments for such reconciliation. Accordingly, we are relying on the exception provided by Item 10(e)(1)(i)(B) of Regulation S-K to exclude these reconciliations.

# Appendix





## **Segment Information**



	Three months ended							
		June 30, 2023			June 24, 2022			
(in thousands)	Net Sales	Adjusted EBITDA	Adjusted EBITDA Margin	Net Sales	Adjusted EBITDA	Adjusted EBITDA Margin		
Electrical	\$ 705,617	\$ 266,556			\$ 351,466	42.8 %		
Safety & Infrastructure	213,606	21,493	10.1 %	241,909	45,669	18.9 %		
Eliminations	(106)			(1,885)				
Consolidated operations	<u>\$ 919,117</u>			\$1,061,590				



### **S&I Adjusted EBITDA Margin**



(Under Government Grant Accounting Model)

	T	hree months ende June 30, 2023	ed
(in thousands)	Net Sales	Adjusted EBITDA	Adjusted EBITDA Margin
Safety & Infrastructure (as reported)	\$ 213,606	\$ 21,493	10.1 %
Total solar credits generated <sup>(a)</sup>		20,248	
Rebate allocation <sup>(b)</sup>	4,780		
Safety & Infrastructure under government grant accounting model	\$ 218,386	\$ 41,741	19.1 %

(a) Solar tax credits generated by the Company were previously recorded as a reduction to cost of sales under the government grant model and would have resulted in higher income before income taxes and Adjusted EBITDA. See Note 2, "Revenue from Contracts with Customers" in the forms 10-Q filed May 9, 2023 and August 8, 2023 for additional information.

(b) Under the government grant accounting model, the Company allocated a portion of the rebate related to the transfer of solar tax credits to cost of sales. As reported, net sales includes the full economic value of the rebate. See Note 2, "Revenue from Contracts with Customers" in the forms 10-Q filed May 9, 2023 and August 8, 2023 for additional information.



### Net Income to Adjusted EBITDA Reconciliation



#### **Consolidated Atkore Inc.**

		Three months ended						
	June 30,	March 31,	June 24,	June 25,	June 26,	June 28,		
(in thousands)	2023	2023	2022	2021	2020	2019		
Net income	\$ 201,288	\$ 174,194	\$ 254,313	\$ 175,297	\$ 24,078	\$ 36,550		
Interest expense, net	8,682	8,475	7,243	8,090	9,421	12,789		
Income tax expense	18,931	53,364	88,041	61,654	8,672	11,106		
Depreciation and amortization	30,105	28,598	20,428	20,166	18,316	17,760		
Stock-based compensation	5,966	6,863	4,625	3,768	1,656	4,120		
Other <sup>(a)</sup>	5,289	4,547	2,880	5,289	1,581	6,156		
Adjusted EBITDA	\$ 270,262	\$ 276,041	\$ 377,530	\$ 274,264	\$ 63,724	\$ 88,481		

(a) Represents other items, such as inventory reserves and adjustments, loss on disposal of property, plant and equipment, release of indemnified uncertain tax positions, gain on purchase of business, loss on assets held for sale (includes loss on assets held for sale in Russia. See Note 11, "Goodwill and Intangible Assets" in the form 10-Q filed August 8, 2023 for additional information.), realized or unrealized gain (loss) on foreign currency impacts of intercompany loans and related forward currency derivatives, transaction and restructuring costs.



## Net Income to Adjusted EBITDA Reconciliation



(Under Government Grant Accounting Model)

**Consolidated Atkore Inc.** 

(in thousands)	June 30, 2023
Income before income taxes (as reported)	\$ 220,219
Total solar credits generated <sup>(a)</sup>	20,248
Income before income taxes (adjusted for solar credits)	240,467
Income tax expense (at 24.4%)	58,674
Net Income	181,793
Net income	181,793
Interest expense, net	8,682
Income tax expense	58,674
Depreciation and amortization	30,105
Stock-based compensation	5,966
Other <sup>(b)</sup>	5,289
Adjusted EBITDA	<u>\$ 290,509</u>

(a) Solar tax credits generated by the Company were previously recorded as a reduction to cost of sales under the government grant model and would have resulted in higher income before income taxes. See Note 2, "Revenue from Contracts with Customers" in the forms 10-Q filed May 9, 2023 and August 8, 2023 for additional information.

(b) Represents other items, such as inventory reserves and adjustments, loss on disposal of property, plant and equipment, release of indemnified uncertain tax positions, gain on purchase of business, loss on assets held for sale (includes loss on assets held for sale in Russia. See Note 11, "Goodwill and Intangible Assets" in the form 10-Q filed August 8, 2023 for additional information.), realized or unrealized gain (loss) on foreign currency impacts of intercompany loans and related forward currency derivatives, transaction and restructuring costs.



### **Earnings Per Share Reconciliation**



(Under Government Grant Accounting Model)

#### **Consolidated Atkore Inc.**

(in thousands)	June 30, 2023
Income before income taxes (as reported)	\$ 220,219
Total solar credits generated <sup>(a)</sup>	20,248
Income before income taxes (adjusted for solar credits)	240,467
Income tax expense (at 24.4%)	58,674
Net Income	181,793
Net income	181,793
Less: Undistributed earnings allocated to participating securities	3,086
Net income available to common shareholders	\$ 178,707
Denominator:	
Basic weighted average common shares outstanding	
Effective of dilutive securities: Non-participating employee stock options	38,132
Diluted weighted average common shares outstanding	525
Weighted-average Diluted Common Shares Outstanding	38,657
Basic earnings per share	<u>\$ 4.69</u>
Diluted earnings per share	\$ 4.62

(a) Solar tax credits generated by the Company were previously recorded as a reduction to cost of sales under the government grant model and would have resulted in higher income before income taxes. See Note 2, "Revenue from Contracts with Customers" in the forms 10-Q filed May 9, 2023 and August 8, 2023 for additional information.



### **Adjusted Diluted EPS Reconciliation**



(Adjusted Net Income Per Diluted Share)

**Consolidated Atkore Inc.** 

	Three months ended										
	June 30,	Μ	arch 31,		June 24,		lune 25,	J	lune 26,	J	une 28,
(in thousands, except per share data)	2023		2023		2022		2021		2020		2019
Net income	\$ 201,288	\$	174,194	\$	254,313	\$	175,297	\$	24,078	\$	36,550
Stock-based compensation	5,966		6,863		4,625		3,768		1,656		4,120
Intangible asset amortization	15,192		14,790		8,624		8,707		8,026		7,868
Loss on extinguishment of debt	_		_				4,202				—
Other <sup>(a)</sup>	 5,358		4,276		1,028		(863)		984		5,371
Pre-tax adjustments to net income	26,516		25,929		14,277		15,814		10,666		17,359
Tax effect	 (6,629)		(6,482)		(3,569)		(3,954)		(2,667)		(4,253)
Adjusted net income	\$ 221,175	\$	193,641	\$	265,021	\$	187,157	\$	32,077	\$	49,656
				-							
Weighted-Average Diluted Common Shares Outstanding	38,657		39,749		43,630		47,286		47,819		47,557
Net income per diluted share	\$ 5.13	\$	4.31	\$	5.74	\$	3.64	\$	0.49	\$	0.75
Adjusted net income per diluted share	\$ 5.72	\$	4.87	\$	6.07	\$	3.96	\$	0.67	\$	1.04

(a) Represents other items, such as inventory reserves and adjustments, loss on disposal of property, plant and equipment, insurance recovery related to damages of property, plant and equipment, loss on assets held for sale (includes loss on assets held for sale in Russia. See Note 11, "Goodwill and Intangible Assets" in the form 10-Q filed August 8, 2023 for additional information.), release of indemnified uncertain tax positions and realized or unrealized gain (loss) on foreign currency impacts of intercompany loans and related forward currency derivatives.



# **Adjusted Diluted EPS Reconciliation**



(Adjusted Net Income Per Diluted Share, Under Government Grant Accounting Model)

**Consolidated Atkore Inc.** 

(in thousands)	Jun	ne 30, 2023
Income before income taxes (as reported)	\$	220,219
Total solar credits generated <sup>(a)</sup>		20,248
Income before income taxes (adjusted for solar credits)		240,467
Income tax expense (at 24.4%)		58,674
Net Income		181,793
Net income		181,793
Stock-based compensation		5,966
Intangible asset amortization		15,192
Other <sup>(b)</sup>		5,358
Pre-tax adjustments to net income		26,516
Tax effect		(6,629
Adjusted Net Income	<u>\$</u>	201,680
Weighted-average Diluted Common Shares Outstanding		38,657
Net income per diluted share	\$	4.62
Adjusted net income per diluted share	\$	5.22

(a) Solar tax credits generated by the Company were previously recorded as a reduction to cost of sales under the government grant model and would have resulted in higher income before income taxes. See Note 2, "Revenue from Contracts with Customers" in the forms 10-Q filed May 9, 2023 and August 8, 2023 for additional information.

(b) Represents other items, such as inventory reserves and adjustments, loss on disposal of property, plant and equipment, release of indemnified uncertain tax positions, gain on purchase of business, loss on assets held for sale (includes loss on assets held for sale in Russia. See Note 11, "Goodwill and Intangible Assets" in the form 10-Q filed August 8, 2023 for additional information.), realized or unrealized gain (loss) on foreign currency impacts of intercompany loans and related forward currency derivatives, transaction and restructuring costs.



# **Trailing Twelve Month Adjusted EBITDA**



**Consolidated Atkore Inc.** 

	ТТМ	Three months ended			
(in thousands)	June 30, 2023	June 30, 2023	March 31, 2023	December 30, 2022	September 30, 2022
Net income	\$ 769,776	\$ 201,288	\$ 174,194	\$ 173,492	\$ 220,802
Interest expense, net	35,645	8,682	8,475	9,488	9,000
Income tax expense	187,411	18,931	53,364	48,559	66,557
Depreciation and amortization	108,617	30,105	28,598	25,967	23,947
Stock-based compensation	21,164	5,966	6,863	5,270	3,065
Other <sup>(a)</sup>	12,619	5,289	4,547	1,069	1,714
Adjusted EBITDA	\$ 1,135,233	\$ 270,262	\$ 276,041	\$ 263,845	\$ 325,085

(a) Represents other items, such as inventory reserves and adjustments, loss on disposal of property, plant and equipment, release of indemnified uncertain tax positions, gain on purchase of business, loss on assets held for sale (includes loss on assets held for sale in Russia. See Note 11, "Goodwill and Intangible Assets" in the form 10-Q filed August 8, 2023 for additional information.), realized or unrealized gain (loss) on foreign currency impacts of intercompany loans and related forward currency derivatives, transaction and restructuring costs.



### **Net Debt to Total Debt**



**Consolidated Atkore Inc.** 

(in thousands)	June 30, 2023	March 31, 2023	December 30, 2022	September 30, 2022	June 24, 2022	December 24, 2021
Long-term debt	\$ 762,149	\$ 761,612	\$ 761,074	\$ 760,537	\$ 759,999	\$ 759,461
Total debt	762,149	761,612	761,074	760,537	759,999	759,461
Less cash and cash equivalents	317,809	354,342	307,827	388,751	186,650	390,399
Net debt	\$ 444,340	\$ 407,270	\$ 453,247	\$ 371,786	\$ 573,349	\$ 369,062



### **Free Cash Flow Reconciliation**



**Consolidated Atkore Inc.** 

	Nine mon	Nine months ended		
(in thousands)	June 30, 2023	June 24, 2022		
Net cash provided by operating activities	\$ 563,748	\$ 371,776		
Capital expenditures	(122,535)	(81,990)		
Free Cash Flow	\$ 441,213	\$ 289,786		







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