



Baird Global Consumer, Technology & Services Conference

June 4, 2026

TODAY'S PRESENTERS



Scott Staples

Chief Executive
Officer



Joelle Smith

President



Steven Marks

Chief Financial
Officer

FORWARD-LOOKING STATEMENTS

This presentation contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements reflect our current views with respect to, among other things, our operations and financial performance. Forward-looking statements include all statements that are not historical facts. These forward-looking statements relate to matters such as our industry, business strategy, goals, and expectations concerning our market position, future operations, margins, profitability, capital expenditures, liquidity and capital resources, and other financial and operating information. In some cases, you can identify these forward-looking statements by the use of words such as “anticipate,” “assume,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “future,” “will,” “seek,” “foreseeable,” “target,” “guidance,” the negative version of these words, or similar terms and phrases.

These forward-looking statements are subject to various risks, uncertainties, assumptions, or changes in circumstances that are difficult to predict or quantify. Such risks and uncertainties include, but are not limited to, the following: the failure to realize the expected benefits of the Sterling Acquisition; adverse changes in external events beyond our control, including our customers’ onboarding volumes, economic drivers which are sensitive to macroeconomic cycles, such as interest rate volatility and inflation, geopolitical unrest, global trade disputes, uncertainty in financial markets, and changes in tax laws; our operations in a highly regulated industry and the fact that we are subject to numerous and evolving laws and regulations, including with respect to personal data, data security, and artificial intelligence (“AI”); our inability to identify and successfully implement our growth strategies on a timely basis or at all; potential harm to our business, brand, and reputation as a result of security breaches, cyber-attacks, social, ethical, and legal issues relating to the use of new and evolving technologies, employee or other internal misconduct, computer viruses, or the mishandling of personal data; operating in a penetrated and competitive market; our reliance on third-party data providers; our sales to government entities and higher-tier contractors to governmental customers which involve unique competitive, procurement, budget, administrative and contractual risks; due to the sensitive and privacy-driven nature of our products and solutions, we could face liability and legal or regulatory proceedings, which could be costly and time-consuming to defend and may not be fully covered by insurance; our international business exposes us to a number of risks; real or perceived errors, failures, or bugs in our products could adversely affect our business, results of operations, financial condition, and growth prospects; our ability to identify attractive targets or successfully complete such transactions; failure to comply with anti-corruption, economic and trade sanctions, and anti-money laundering laws and regulations; disruptions at our Operation Centers of Excellence and other operational sites; our contracts with our customers, which do not guarantee exclusivity or contracted volumes; the timing, manner and volume of repurchases of common stock pursuant to our share repurchase program; disruptions, outages, or other errors with our technology and network infrastructure, including our data centers, servers, and third-party cloud and internet providers and our migration to the cloud; the continued integration of our platforms and solutions with human resource providers such as applicant tracking systems and human capital management systems as well as our relationships with such human resource providers; risks relating to public opinion, which may be magnified by incidents or adverse publicity concerning our industry or operations; our reliance on third-party vendors to carry out certain portions of our operations; our dependence on the service of our key executives and other employees, and our ability to find and retain qualified employees; our ability to obtain, maintain, protect and enforce our intellectual property and other proprietary information; our ability to maintain, protect, and enforce the confidentiality of our trade secrets; the use of open-source software in our applications; seasonality in our operations from quarter to quarter; our indebtedness could adversely affect our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or our industry, and prevent us from meeting our obligations; Silver Lake’s control of us and the potential conflict of its interest with ours or those of our stockholders; and changing interpretations of tax laws.

For additional information on these and other factors that could cause First Advantage’s actual results to differ materially from expected results, please see our Annual Report on Form 10-K for the year ended December 31, 2025, filed with the Securities and Exchange Commission (the “SEC”), as such factors may be updated from time to time in our filings with the SEC, which are or will be accessible on the SEC’s website at www.sec.gov. The forward-looking statements included in this presentation are made only as of the date of this presentation, and we undertake no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments, or otherwise, except as required by law.

NON-GAAP FINANCIAL INFORMATION

This presentation contains “non-GAAP financial measures” that are financial measures that either exclude or include amounts that are not excluded or included in the most directly comparable measures calculated and presented in accordance with accounting principles generally accepted in the United States (“GAAP”). Specifically, we make use of the non-GAAP financial measures “Adjusted EBITDA,” “Adjusted EBITDA Margin,” “Adjusted Net Income,” “Adjusted Diluted Earnings Per Share,” and “Constant Currency Revenues.”

Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted Net Income, Adjusted Diluted Earnings Per Share, and Constant Currency Revenues have been presented in this presentation as supplemental measures of financial performance that are not required by or presented in accordance with GAAP because we believe they assist investors and analysts in comparing our operating performance across reporting periods on a consistent basis by excluding items that we do not believe are indicative of our core operating performance. Management believes these non-GAAP measures are useful to investors in highlighting trends in our operating performance, while other measures can differ significantly depending on long-term strategic decisions regarding capital structure, the tax jurisdictions in which we operate, and capital investments. Management uses Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted Net Income, Adjusted Diluted Earnings Per Share, and Constant Currency Revenues to supplement GAAP measures of performance in the evaluation of the effectiveness of our business strategies, to make budgeting decisions, to establish discretionary annual incentive compensation, and to compare our performance against that of other peer companies using similar measures. Management supplements GAAP results with non-GAAP financial measures to provide a more complete understanding of the factors and trends affecting the business than GAAP results alone.

Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted Net Income, Adjusted Diluted Earnings Per Share, and Constant Currency Revenues are not recognized terms under GAAP and should not be considered as an alternative to net income (loss) as a measure of financial performance or cash provided by (used in) operating activities as a measure of liquidity, or any other performance measure derived in accordance with GAAP.

We define Adjusted EBITDA as net income (loss) before interest, taxes, depreciation, and amortization, and as further adjusted for loss on extinguishment of debt, share-based compensation, transaction and acquisition-related charges, integration and restructuring charges, and other non-cash charges. We define Adjusted EBITDA Margin as Adjusted EBITDA divided by total revenues. We define Adjusted Net Income for a particular period as net income (loss) before taxes adjusted for debt-related costs, acquisition-related depreciation and amortization, share-based compensation, transaction and acquisition-related charges, integration and restructuring charges, and other non-cash charges, to which we then apply the related effective tax rate. We define Adjusted Diluted Earnings Per Share as Adjusted Net Income divided by adjusted weighted average number of shares outstanding—diluted. We define Constant Currency Revenues as current period revenues translated using prior-year period exchange rates.

For reconciliations of these non-GAAP financial measures to the most directly comparable GAAP measures, see the reconciliations included at the end of this presentation.

The presentations of these measures have limitations as analytical tools and should not be considered in isolation or as a substitute for analysis of our results as reported under GAAP. Because not all companies use identical calculations, the presentations of these measures may not be comparable to other similarly titled measures of other companies and can differ significantly from company to company.

Numerical figures included in the reconciliations have been subject to rounding adjustments. Accordingly, numerical figures shown as totals in various tables may not be arithmetic aggregations of the figures that precede them.

To facilitate comparability, we present pro forma combined company results, consisting of First Advantage and Sterling historical results and certain pro forma adjustments as if the acquisition of Sterling had occurred on 1/1/2023. The pro forma information does not constitute Article 11 pro forma information.

NOTE

This presentation contains references to historical results of Sterling. Historical results through 6/30/2024 are from Sterling’s historical SEC filings and disclosures. Historical results for 7/1/2024 through 10/31/2024 (date of acquisition) are from Sterling’s books and records. First Advantage Corporation and its subsidiaries are collectively referred to as the “Company,” “FA,” and “First Advantage.”

Who We Are

A global software and data company providing solutions covering the employee lifecycle from pre-onboarding to post-onboarding

1 PLATFORMS

2 PROPRIETARY DATA

3 AUTOMATION

Solutions:

- ✓ Automated Continuous Monitoring
- ✓ Criminal Background Checks
- ✓ Digital Identity
- ✓ Drug Screening
- ✓ Extended Workforce Screening
- ✓ Fingerprinting
- ✓ Fleet / Driver Compliance
- ✓ Form I-9
- ✓ Health Screening
- ✓ Hiring Tax Incentives
- ✓ Medical Compliance
- ✓ Work and Education Verifications



Trust in a changing world™

First Advantage At a Glance (2025)

Our Scale

200M+

Annual Screens

13+ Year

Average Tenure of Top 100 Customers

\$1.6B

Revenues
4% YoY PF Growth¹

200+

Countries and Territories

80K+

Customers
~66% of Fortune 100 and 50%+ of Fortune 500

\$441M

Adjusted EBITDA²
28% Adjusted EBITDA Margin²

1B+

Records in Proprietary Databases³

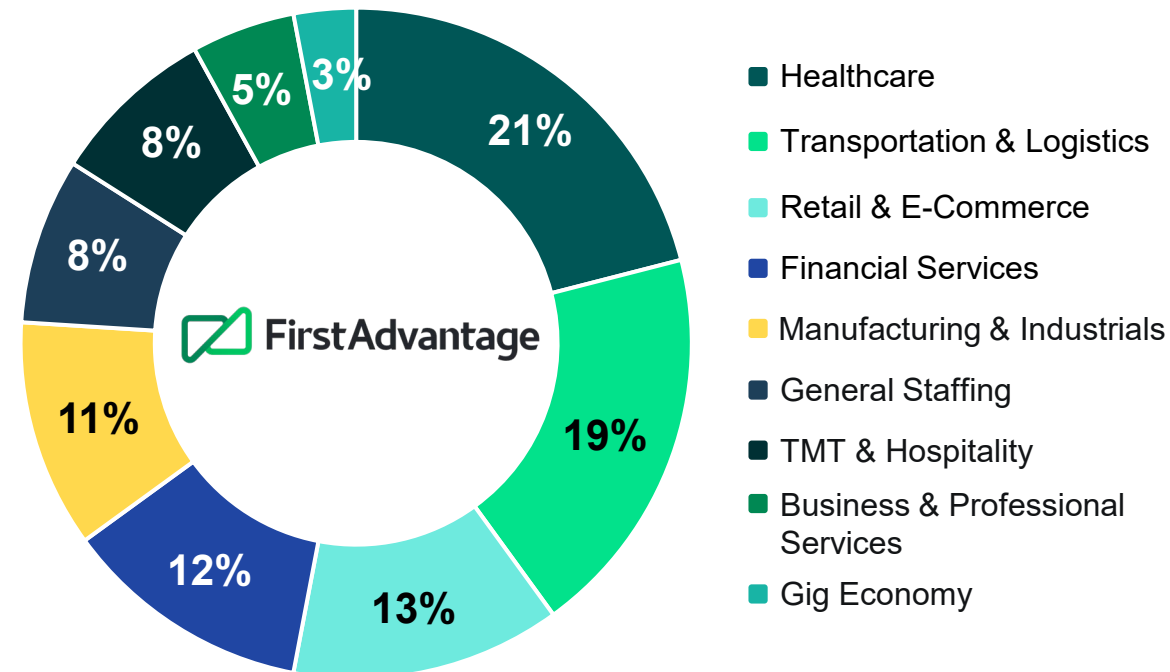
96%

Average Gross Retention

100+

ATS and HCM⁴ Integrated Partners

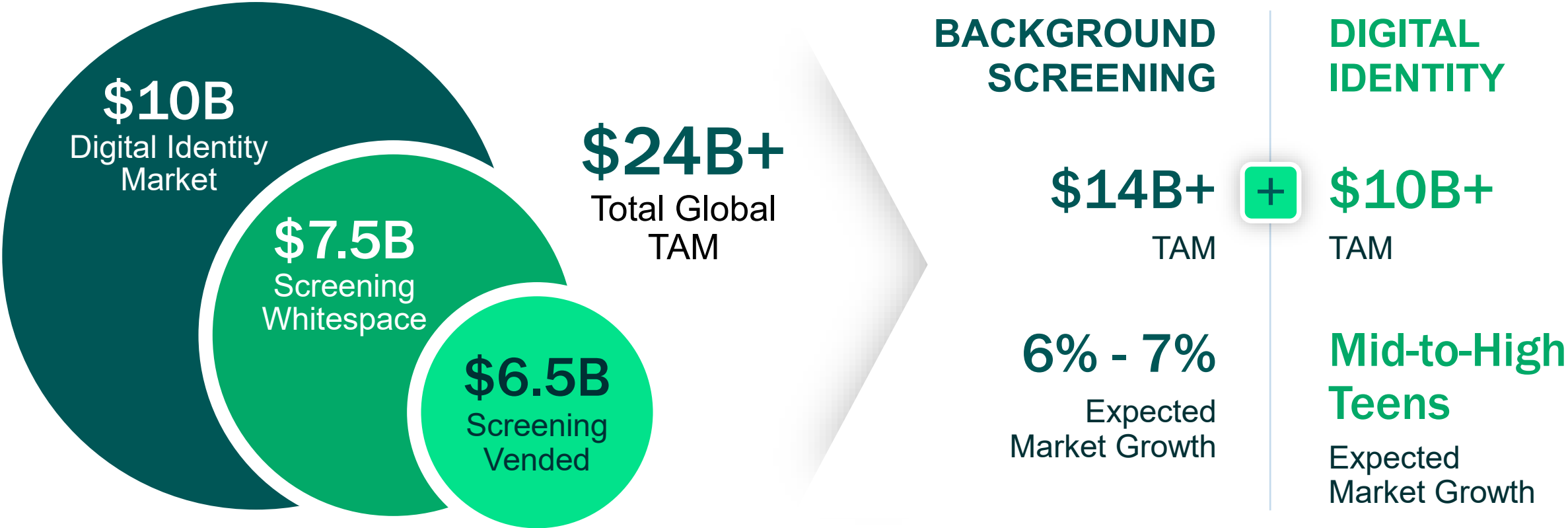
Our Verticals⁵



A Global Software and Data Company Helping Organizations Hire with Confidence and Manage Risk

Note: All metrics are approximate and as of and for the year ended December 31, 2025, unless otherwise noted. 1. Non-GAAP measure. Pro forma measures assume the acquisition of Sterling had occurred 1/1/2023. See appendix for reconciliation of pro forma Revenues to its most directly comparable GAAP measure. 2. Non-GAAP measure. See appendix for reconciliation of Adjusted EBITDA and Adjusted EBITDA Margin to their most directly comparable respective GAAP measures. 3. Proprietary databases are in the US only and only for US residents and products. 4. Applicant Tracking System and Human Capital Management. 5. Vertical breakdown chart represents each vertical as an approximate percentage of FY2025 revenues, excluding SMB. Small and Midsize Business ("SMB") represents ~6% of FY2025 revenues.

Serving Large and Growing Addressable Market of \$24B+



Attractive Industry with Opportunity for First Advantage to Outgrow the Global Market

Positioned for Ongoing Industry Leadership

Background Screening Industry Landscape



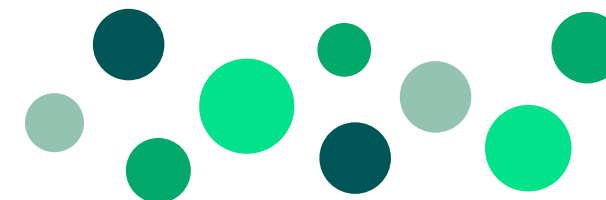
FirstAdvantage

- An industry leader with ~\$1.6B in revenues
- Broad suite of products and solutions
- 1B+ records in proprietary databases



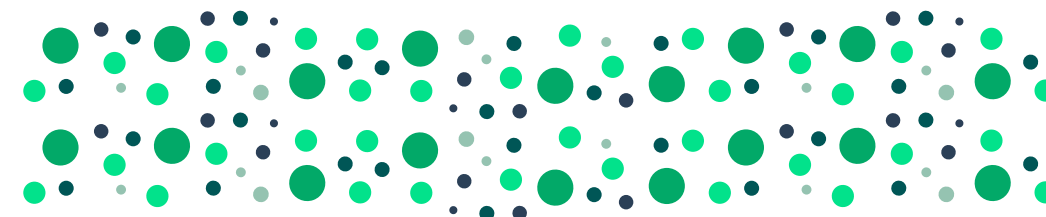
Mid-Market Players

- ~\$100-700M in annual revenues
- Good front end technology, but limited back-end automation
- Very limited proprietary data; dependent on 3rd party data



“Mom & Pop” Players

- <\$100M in revenues
- Limited technology capabilities
- Often niche-based, with only 3-4 enterprise customers



Leveraging Our Size, Scale, and Proprietary Capabilities to Set the Standard for the Industry

Competitive Advantages Position Us Well to Win



Differentiated Technology Platform

- APIs and automation
- Breadth of proprietary data



Best-in-Class Customer and Candidate Experience

- A leading provider in turnaround time and accuracy
- Differentiated candidate portals



Scaled Presence Across Key Industries and Geographies

- Vertical focus and expertise
- Ability to serve customers around the globe



Deep Customer Relationships

- Breadth of capabilities to serve all sizes of companies from large enterprises to SMB customers

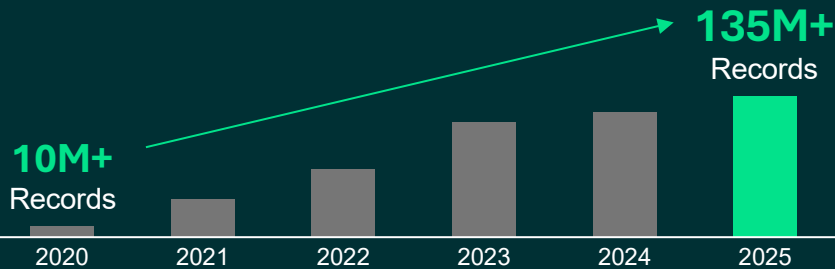


Size, Scale, and Suite of Solutions Create a Competitive Advantage

Leveraging Proprietary Data Sets to Continuously Drive Market Leadership

Verified!®

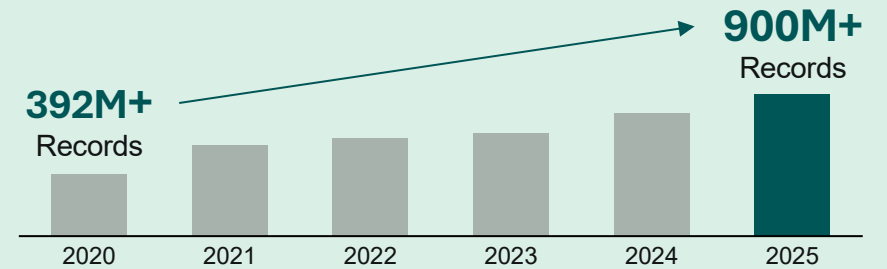
Repository of Work History and Education Records
Proprietary database that delivers cost-effective, FCRA¹-compliant employment and education verifications



- Enhances verification speed and accuracy
- Integrated with proprietary SmartHub™ technology

National Criminal File™

Repository of Criminal Records
Proprietary database of criminal records that enables a more comprehensive search

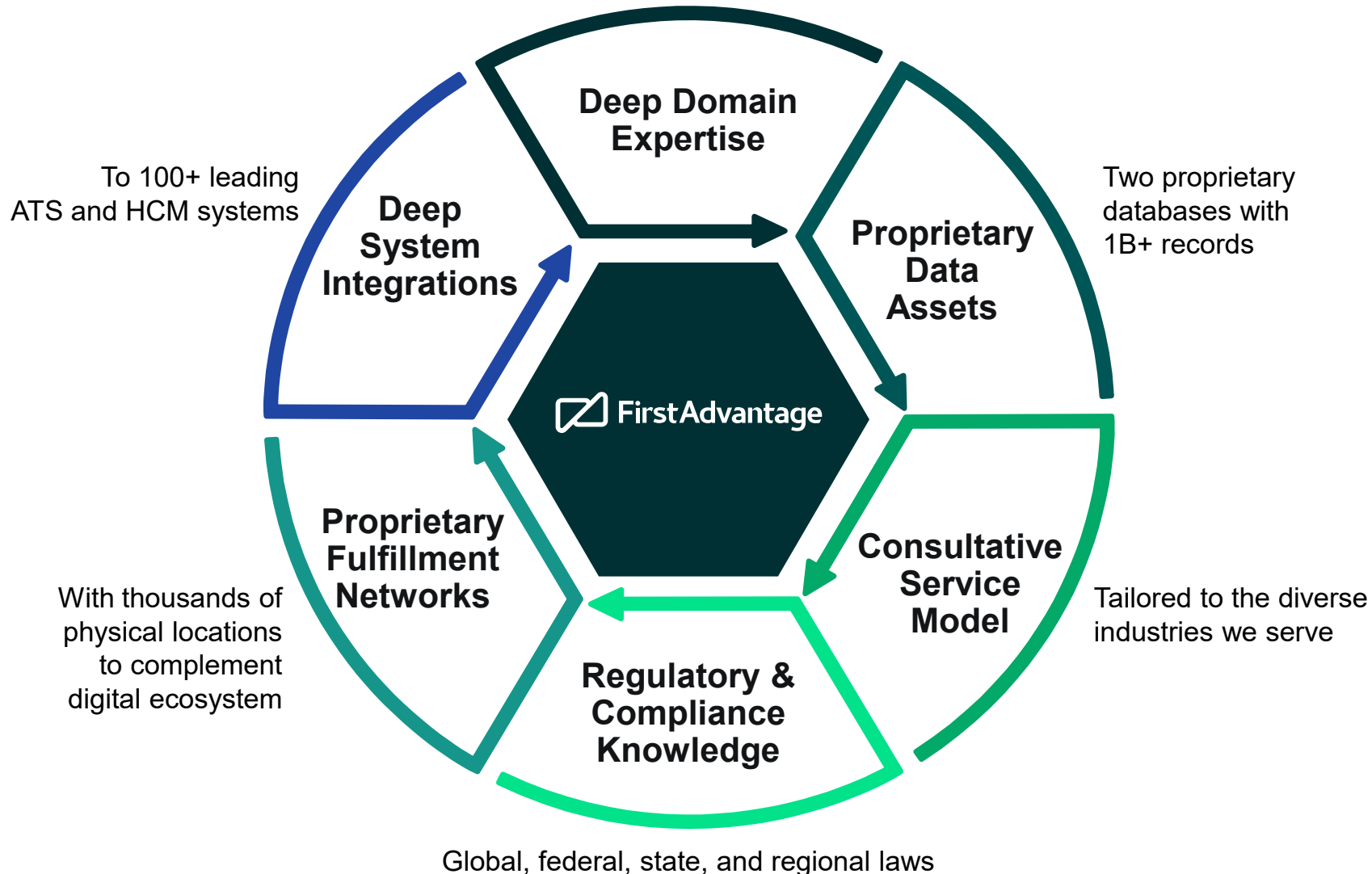


- Accelerates background check process
- Enables customers to mitigate candidate related risk
- Drives increased package density by uncovering criminal records beyond initial package scope

Proprietary Databases Enable Faster and More Automated Background Screening Processes

FA's Unique, Proprietary Platform

Across our diverse range of verticals



Resilient,
differentiated
business model
with a competitive
moat supported
by our capabilities
and proprietary
data

A Leader of AI Capabilities in the Industry

Our Advantage with AI

- Drives cost effectiveness and enhances margins
- Custom AI models trained on our proprietary data
- Deep AI expertise
- Powering key product and technology solutions
- AI productivity boost
- Improving user experience
- Agentic AI supports faster iteration and innovation
- Improving customer care productivity, efficiency, and quality

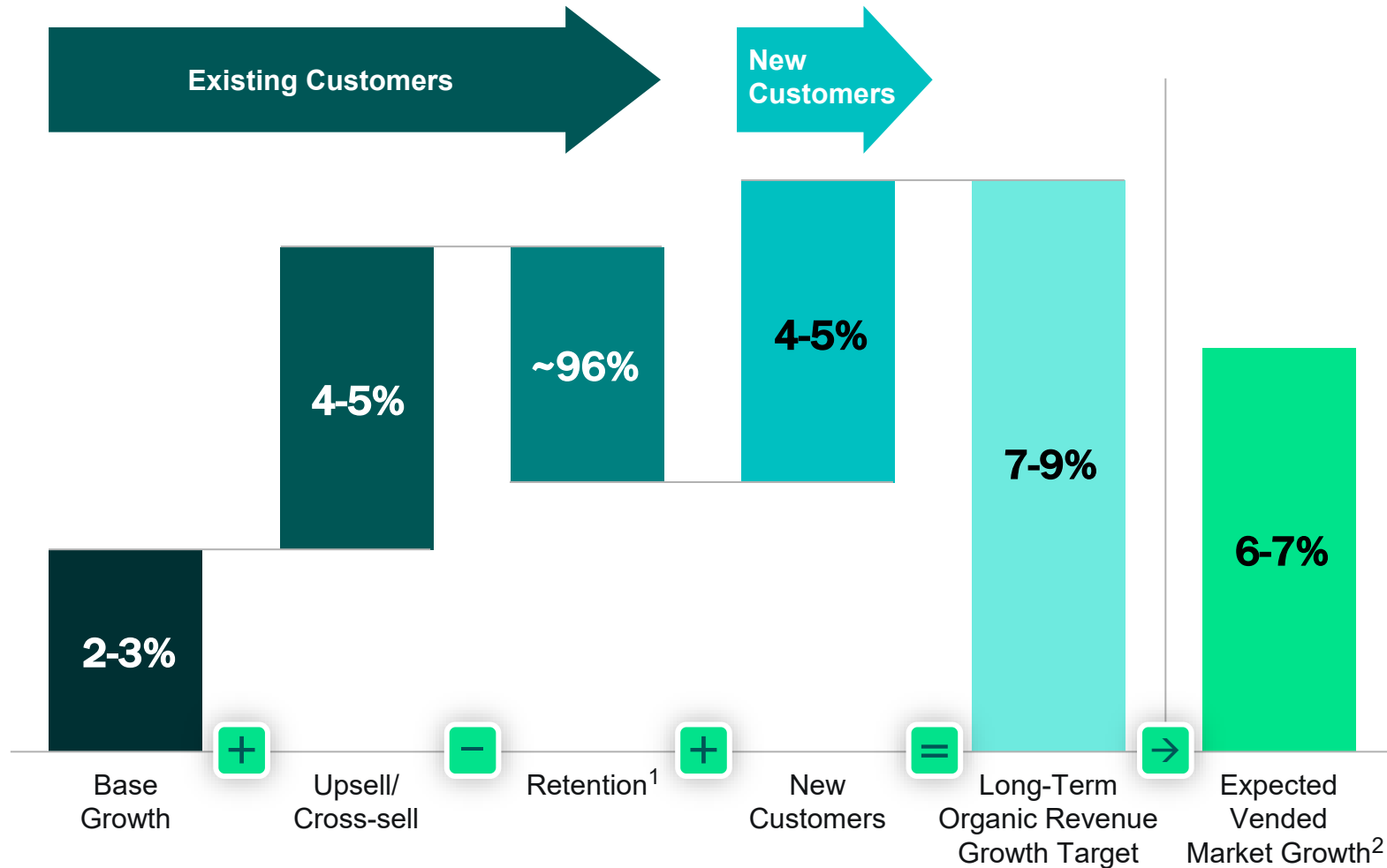
Customer Facing Capabilities

- Digital Identity
- Next Generation Profile Advantage
- Click. Chat. Call.
- Faster and Consistent Review of Data
- Analytics

Internal Operational Capabilities

- SmartHub™
- Enhanced Quality and Breadth of Data
- Increased Automation of Tasks
- Enhanced Business Intelligence and Reporting

Long-term Growth Algorithm Targets



Strategy and Key Organic Growth Drivers

- Continued focus on AI, automation, and technology
- Strong track record of innovation
- Vertical go-to-market strategy
- Candidate experience
- Quality and compliance
- Customer success
- Proprietary data

Operating Leverage Enables Adjusted EBITDA Margin Expansion

Delivering on Net Cost Synergies

from Sterling acquisition (closed October 31, 2024)



\$65-80M

Total Run Rate Synergy Target
Expected to be Actioned within 2 yrs

\$58M

Run Rate Synergies Actioned
as of 3/31/2026

\$37M

Run Rate Synergies Actioned
as of 3/31/2025



Managing Operational Costs

15-20%

Other Variable
Costs

3-5%

Fixed Costs



75-80%

Third-Party
Variable Costs

Cost of
Sales

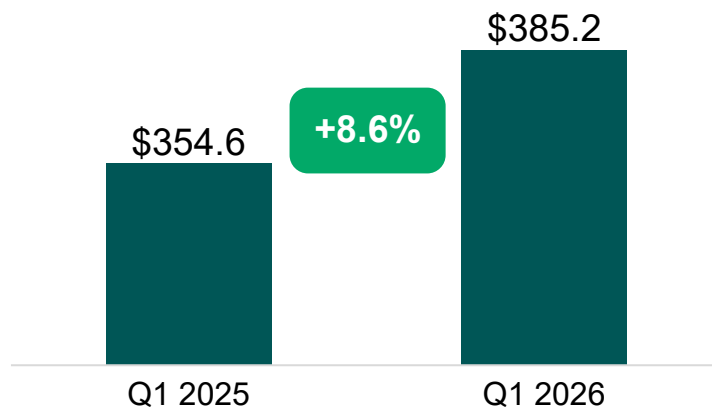
- ✓ Continuous Automation
- ✓ Proprietary Data
- ✓ Ability to Flex Workforce Capacity
- ✓ Volume-linked Third-Party Costs, with Opportunity to Manage Over Time
- ✓ Tight Management of Full-Time Employees
- ✓ Active Procurement Group
- ✓ Leveraging G&A Efficiencies

Additional long-term margin upside through use of AI & Proprietary Data

Q1 2026 Financial Results

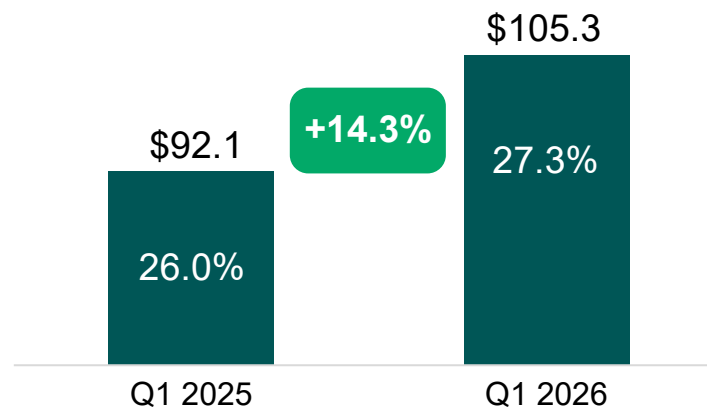
(\$ in millions, except per share data and percentages)

Revenues



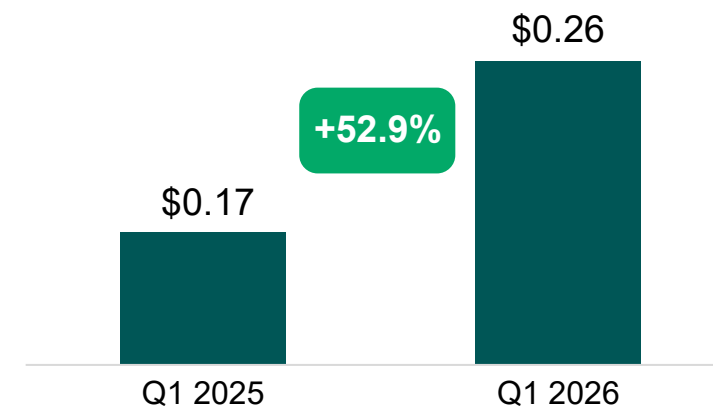
- 4th consecutive quarter of positive YoY revenue growth
- Go-to-market success resulted in strong combined new logo, upsell, and cross-sell contribution of 12%
- Base revenue impact was flat in Q1, having steadily improved over last several quarters
- Retention remained high at 97%
- Constant currency revenue growth of 7.8%²

Adjusted EBITDA and Margin¹



- Adjusted EBITDA Margin¹ increased 130 bps YoY driven by strong execution on synergies, cost discipline, and favorable mix versus expectations, particularly in March
- Deeply engrained, disciplined cost management approach within highly variable, flexible cost structure is a differentiator

Adjusted Diluted EPS¹



- Growth supported by benefits of greater scale, synergy realization, expense and capital management, and lower interest expense resulting from debt re-pricing and voluntary debt payments-to-date

1. Non-GAAP measure. See appendix for reconciliation of Adjusted EBITDA, Adjusted EBITDA Margin, and Adjusted Diluted Earnings Per Share to their most directly comparable respective GAAP measures.

2. Currency impact on revenues was \$(3.1)M. See appendix for reconciliation.

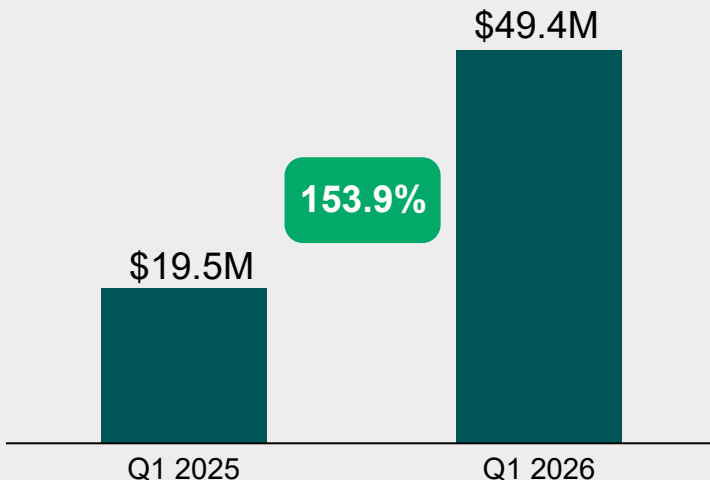
Cash Flow and Capital Structure

Q1 2026 Cash Flow

- Cash balance of \$226M at 3/31/26
- Q1 2026 Operating Cash Flows of \$49.4M
- Closely managing working capital to support cash flow and debt pay down

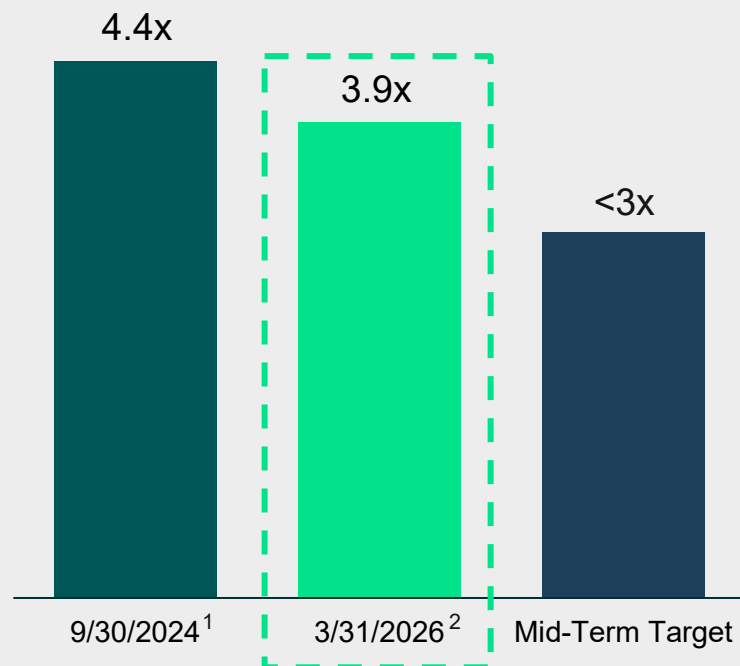
Cash Flow From Operations

(\$ in millions)



Synergized Net Leverage

De-levered by **0.5x** since close of Sterling acquisition



Capital Allocation

Share Repurchases

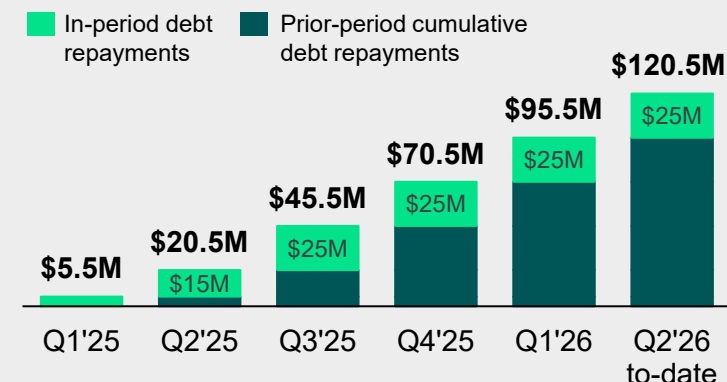
\$19.5M in Q1

\$33.3M total as of May 1
\$66.7M remaining under authorization

Debt Repayments

\$120.5M

total since Sterling acquisition close



1. As previously presented in the 11/12/2024 Q3 2024 Earnings Presentation.

2. LTM 3/31/26 synergized net leverage is based on LTM 3/31/26 Synergized Adjusted EBITDA of \$480.1M (which represents \$454.6M of LTM Adjusted EBITDA plus \$72.5M of run rate target synergies (representing the mid-point of the \$65M to \$80M run rate synergy target range which is expected to be actioned within 2 years post-closing), less \$47M of LTM Q1 2026 synergy benefits realized) and net debt as of 3/31/26; calculated as (\$2.1B Debt - \$225.9M Cash and Cash Equivalents) / \$480.1M LTM Synergized Adjusted EBITDA.

Note: Adjusted EBITDA and net leverage are non-GAAP measures. See appendix for reconciliation of Adjusted EBITDA to its most directly comparable GAAP measure.

Strategic Capital Allocation Priorities

CURRENT FOCUS

During De-Leveraging

- ✓ **BALANCE SHEET MANAGEMENT**
Continue to de-leverage to target range of 2x – 3x
- ✓ **ORGANIC GROWTH**
Invest to extend and amplify our product and technology differentiation
- ✓ **OPPORTUNISTIC RETURN OF CAPITAL**
Engage in balanced and opportunistic share buybacks

Balanced Focus on De-Leveraging While Pursuing Organic Growth and Opportunistic Shareholder Value Creation

WHEN TARGET LEVERAGE IS ACHIEVED ...

FUTURE FOCUS

Post De-Leveraging

- ✓ **INORGANIC GROWTH**
Pursue disciplined acquisitions that will accelerate our strategy
- ✓ **RETURN OF CAPITAL**
Engage in opportunistic share buybacks

Criteria for Future Acquisitions

- Geographic Expansion
- Vertical Focus
- Technology & Data Capabilities

Retain Flexibility and Evaluate Strategic Options Once We are in Our Target Leverage Range of 2x – 3x
Management track record of de-leveraging swiftly to target range

Investment Thesis and 2028 Targets

- ✓ **A market leader** offering AI-enabled proprietary technology and data in a large and growing market
- ✓ **Significant organic revenue growth potential**, accelerated by Sterling acquisition
- ✓ **Business resiliency** backed by flexible cost structure and high revenue diversity
- ✓ **An industry-leader in operating margins**, leading to strong and consistent free cash flow generation
- ✓ Track record of **value-accretive capital deployment** and balance sheet management

\$1.8B - \$2.0B

Targeted Revenues

4% - 7% CAGR (4-year)

\$560M - \$630M

Targeted Adjusted EBITDA

9% - 12% CAGR (4-year)

31% - 32%

Targeted Adjusted EBITDA Margin

\$1.65 - \$2.00

Targeted Adjusted Diluted EPS

19% - 25% CAGR (4-year)

2.0x - 3.0x

Targeted Net Leverage Ratio

The above estimated targets for the future are based on current information and assumptions available to us and arriving at such numbers requires us to make a number of assumptions that may not be true. These numbers reflect long-term targets and do not constitute guidance for any period. There are a number of circumstances in the future that could greatly impact actual results, given circumstances that are not within our control, including the factors set forth under "Forward-Looking Statements". The targets should not be relied upon when making an investment decision. A reconciliation of the targets for the non-GAAP metrics of (i) Adjusted EBITDA to GAAP net income, (ii) Adjusted EBITDA margin to GAAP net income margin and (iii) Adjusted Diluted Earnings Per Share to GAAP diluted income earnings per share cannot be provided without unreasonable effort because of the inherent difficulty of accurately forecasting the occurrence and financial impact of the various adjusting items necessary for such reconciliation that have not yet occurred, are out of our control, or cannot be reasonably predicted. For the same reasons, we are unable to assess the probable significance of the unavailable information, which could have a material impact on future GAAP financial results. Assumes base year of 2024 and no inorganic growth, other than the Sterling acquisition, over 4-year target period. Targeted Revenue and Adjusted EBITDA CAGRs calculated using 2024 pro forma. Targeted Adjusted Diluted EPS CAGR based on 2024 Adjusted Diluted EPS of \$0.82.

Appendix



Adjusted EBITDA and Revenues

	Quarters Ended					LTM
	Mar 31, 2025 Q1	Jun 30, 2025 Q2	Sep 30, 2025 Q3	Dec 31, 2025 Q4	Mar 31, 2026 Q1	Mar 31, 2026
<i>(in thousands, except percentages)</i>						
Net (loss) income	\$ (41,194)	\$ 308	\$ 2,593	\$ 3,469	\$ 2,168	\$ 8,538
Interest expense, net	46,580	44,785	40,041	37,261	29,841	151,928
Provision (benefit) for income taxes	2,231	(7,610)	(798)	3,750	1,137	(3,521)
Depreciation and amortization	61,666	61,906	62,274	62,737	62,190	249,107
Loss on extinguishment of debt	—	254	407	391	374	1,426
Share-based compensation ⁽¹⁾	7,967	5,742	5,721	5,026	4,430	20,919
Transaction and acquisition-related charges ⁽²⁾	3,996	2,390	1,585	770	565	5,310
Integration, restructuring, and other charges ⁽³⁾	10,866	6,171	6,677	3,433	4,582	20,863
Adjusted EBITDA	\$ 92,112	\$ 113,946	\$ 118,500	\$ 116,837	\$ 105,287	\$ 454,570
Revenues	354,588	390,633	409,151	420,017	385,201	1,605,002
Net (loss) income margin	(11.6)%	0.1%	0.6%	0.8%	0.6%	0.5%
Adjusted EBITDA Margin	26.0%	29.2%	29.0%	27.8%	27.3%	28.3%

- Share-based compensation for the three months ended March 31, 2025, June 30, 2025, September 30, 2025, December 31, 2025, and March 31, 2026, includes approximately \$1.9 million, \$1.8 million, \$1.9 million, \$1.5 million and \$0.6 million, respectively, of incrementally recognized expense associated with the May 2023 modification of the vesting terms of outstanding unvested and unearned performance-based options, restricted stock units, and restricted stock awards.
- Represents charges incurred related to acquisitions and similar transactions, primarily consisting of change in control-related costs, professional service fees, and other third-party costs. Transaction and acquisition related charges for the three months ended March 31, 2025, June 30, 2025, September 30, 2025, December 31, 2025, and March 31, 2026, include approximately \$3.8 million, \$2.3 million, \$1.4 million, \$0.5 million, and \$ 0.2 million of expense associated with the Sterling Acquisition.
- Represents charges from organizational restructuring and integration activities, non-cash, and other charges primarily related to nonrecurring legal exposures, foreign currency (gains) losses, (gains) losses on the sale of assets, and other non-recurring items. Integration, restructuring, and other charges for the three months ended March 31, 2025, June 30, 2025, September 30, 2025, December 31, 2025, and March 31, 2026, include approximately \$7.8 million, \$3.7 million, \$3.8 million, and \$2.7 million, and \$1.4 million, respectively, of expense associated with the Sterling Acquisition.

Pro Forma 2024 Adjusted EBITDA and Revenues

	Historical		Pro Forma	
	Period Ended Oct 31, 2024	Year Ended Dec 31, 2024	Adjustments for the Twelve Months Ended Dec 31, 2024	Year Ended Dec 31, 2024
	Legacy Sterling ⁽¹⁾	Reported First Advantage		First Advantage
<i>(in thousands, except percentages)</i>				
Net (loss) income	\$ (43,549)	\$ (110,273)	\$ 14,390	\$ (139,432)
Interest expense, net	33,320	51,848	75,013	160,181
Provision (benefit) for income taxes	367	(4,342)	4,764	789
Depreciation and amortization	52,623	145,919	87,684	286,226
Loss on extinguishment of debt	—	383	—	383
Share-based compensation	36,658	31,762	—	68,420
Transaction and acquisition-related charges	59,619	128,234	(181,851)	6,002
Integration, restructuring, and other charges	8,161	5,771	—	13,932
Adjusted EBITDA	\$ 147,198	\$ 249,302	\$ —	\$ 396,500
Revenues	650,284	860,205	(929)	1,509,560
Net loss margin	(6.7)%	(12.8)%	n/a	(9.2)%
Adjusted EBITDA Margin	22.6%	29.0%	n/a	26.3%

To facilitate comparability, we present pro forma combined company results, consisting of First Advantage and Sterling historical results and certain pro forma adjustments as if the acquisition of Sterling had occurred on 1/1/2023. The pro forma information does not constitute Article 11 pro forma information.

1. Historical results through 6/30/2024 are from Sterling's historical SEC filings and disclosures. Historical results for 7/1/2024 through 10/31/2024 (date of acquisition) are from Sterling's books and records.

Reported 2025 Adjusted EBITDA and Revenues

	Year Ended Dec 31, 2025
<i>(in thousands, except percentages)</i>	
Net (loss) income	\$ (34,824)
Interest expense, net	168,667
Provision (benefit) for income taxes	(2,427)
Depreciation and amortization	248,583
Loss on extinguishment of debt	1,052
Share-based compensation ⁽¹⁾	24,456
Transaction and acquisition-related charges ⁽²⁾	8,741
Integration, restructuring, and other charges ⁽³⁾	27,147
Adjusted EBITDA	\$ 441,395
Revenues	1,574,389
Net (loss) income margin	(2.2)%
Adjusted EBITDA Margin	28.0%

1. Share-based compensation for the year ended December 31, 2025 includes approximately \$7.1 million of incrementally recognized expense associated with the May 2023 modification of the vesting terms of outstanding unvested and unearned performance-based options, restricted stock units, and restricted stock awards.
2. Transaction and acquisition related charges for the year ended December 31, 2025 include approximately \$8.0 million of expense associated with the Sterling Acquisition, primarily consisting of \$7.7 million of compensation expense attributable to converted Sterling equity awards.
3. Represents charges from organizational restructuring and integration activities, non-cash, and other charges primarily related to nonrecurring legal exposures, foreign currency (gains) losses, impairment of capitalized software, (gains) losses on the sale of assets, and other non-recurring items. Integration, restructuring, and other charges for the year ended December 31, 2025 include approximately \$18.1 million of expense associated with the integration of Sterling, \$1.5 million of expenses related to debt refinancing activities, as well as capitalized software impairment charges of approximately \$1.2 million

Adjusted Net Income and Adjusted Earnings Per Share

(in thousands)	Quarters Ended	
	Mar 31, 2025 Q1	Mar 31, 2026 Q1
Net (loss) income	\$ (41,194)	\$ 2,168
Provision (benefit) for income taxes	2,231	1,137
(Loss) income before provision for income taxes	(38,963)	3,305
Debt-related charges ⁽¹⁾	6,803	(3,169)
Acquisition-related depreciation and amortization ⁽²⁾	50,039	50,914
Share-based compensation ⁽³⁾	7,967	4,430
Transaction and acquisition-related charges ⁽⁴⁾	3,996	565
Integration, restructuring, and other charges ⁽⁵⁾	10,866	4,582
Adjusted Net Income before income tax effect	40,708	60,627
Less: Adjusted income taxes ⁽⁶⁾	10,222	15,508
Adjusted Net Income	\$ 30,486	\$ 45,119

	Quarters Ended	
	Mar 31, 2025 Q1	Mar 31, 2026 Q1
Diluted net (loss) income per share (GAAP)	\$ (0.24)	\$ 0.01
<i>Adjusted Net (Loss) Income adjustments per share</i>		
Provision for income taxes	0.01	0.01
Debt-related charges ⁽¹⁾	0.04	(0.02)
Acquisition-related depreciation and amortization ⁽²⁾	0.29	0.29
Share-based compensation ⁽³⁾	0.05	0.03
Transaction and acquisition related charges ⁽⁴⁾	0.02	0.00
Integration, restructuring, and other charges ⁽⁵⁾	0.06	0.03
Adjusted income taxes ⁽⁶⁾	(0.06)	(0.09)
Adjusted Diluted Earnings Per Share (Non-GAAP)	\$ 0.17	\$ 0.26

Weighted average number of shares outstanding used in computation of Adjusted Diluted Earnings Per Share:

Weighted average number of shares outstanding—diluted (GAAP and Non-GAAP)	172,756,497	174,922,780
Options and restricted stock not included in weighted average number of shares outstanding—diluted (GAAP) (using treasury stock method)	2,217,580	—
Adjusted weighted average number of shares outstanding—diluted (Non-GAAP)	174,974,077	174,922,780

1. Represents the loss on extinguishment and non-cash interest expense related to the amortization of debt issuance costs related to the refinancing of the Company's First Lien Credit Facility. This adjustment also includes the impact of the change in fair value of interest rate swaps, which represents the difference between the fair value gains or losses and actual cash payments and receipts on the interest rate swaps.
2. Represents the depreciation and amortization expense related to incremental intangible and developed technology assets recorded due to the application of ASC 805, *Business Combinations*. As a result, the purchase accounting related depreciation and amortization expense will recur in future periods until the related assets are fully depreciated or amortized, and the related purchase accounting assets may contribute to revenue generation.
3. Share-based compensation for the three months ended March 31, 2025 and 2026 includes approximately \$1.9 million and \$0.6 million, respectively, of incrementally recognized expense associated with the May 2023 modification of the vesting terms of outstanding unvested and unearned performance-based options, restricted stock units, and restricted stock awards.
4. Represents charges incurred related to acquisitions and similar transactions, primarily consisting of change in control-related costs, professional service fees, and other third-party costs. Transaction and acquisition related charges for the three months ended March 31, 2025 and 2026 include approximately \$3.8 million and \$0.2 million, respectively, of expense associated with the Sterling Acquisition.
5. Represents charges from organizational restructuring and integration activities, non-cash, and other charges primarily related to nonrecurring legal exposures, foreign currency (gains) losses, (gains) losses on the sale of assets, and other non-recurring items. Integration, restructuring, and other charges for the three months ended March 31, 2025 and 2026, include approximately \$7.8 million and \$1.4 million, respectively, of expense associated with the Sterling integration.
6. Effective tax rates of approximately 25.1% and 25.6% have been used to compute Adjusted Net Income and Adjusted Diluted Earnings Per Share for the three months ended March 31, 2025 and 2026, respectively.

Constant Currency Revenues

	<u>Quarter Ended</u>
	<u>Mar 31, 2026</u>
	<u>Q1</u>
<i>(in thousands, except percentage)</i>	
Revenues, as reported (GAAP)	\$ 385,201
Foreign currency translation impact ⁽¹⁾	(3,069)
Constant currency revenues	\$ 382,132
Constant currency revenues growth	7.8%

1. Constant currency revenues is calculated by translating current period amounts using prior-year period exchange rates.