Rackspace Technology Reports Third Quarter 2024 Results

November 12, 2024

- Revenue of $676 million in the Third Quarter, down 8% Year-over-Year
- Private Cloud Revenue was $258 million, down 14% Year-over-Year
- Public Cloud Revenue was $418 million, down 3% Year-over-Year
- Third Quarter 2024 Cash Flow From Operating Activities was $52 million

SAN ANTONIO, Nov. 12, 2024 (GLOBE NEWSWIRE) -- Rackspace Technology, Inc. (Nasdaq: RXT), a leading end-to-end, hybrid, multicloud, and AI solutions company, today announced results for its third quarter ended September 30, 2024.

Amar Maletira, Chief Executive Officer, stated, “Our third-quarter results exceeded the midpoint of our guidance for revenue, operating profit, and EPS. Bookings grew double digits with Public Cloud posting a record bookings quarter since the formation of the two business units. I’m pleased with the steady progress we are making in both the businesses on multiple fronts.”

Third Quarter 2024 Results

Revenue was $676 million in the third quarter of 2024, a decrease of 8% on a reported and constant currency basis as compared to revenue of $732 million in the third quarter of 2023.

Private Cloud revenue was $258 million in the third quarter of 2024, a decrease of 14% on a reported basis and 15% on a constant currency basis as compared to revenue of $301 million in the third quarter of 2023.

Public Cloud revenue was $418 million in the third quarter of 2024, a decrease of 3% on a reported and constant currency basis compared to revenue of $432 million in the third quarter of 2023.

Loss from operations was $(174) million in the third quarter of 2024, compared to loss from operations of $(239) million in the third quarter of 2023.

Net loss was $(187) million in the third quarter of 2024, compared to net loss of $(227) million in the third quarter of 2023.

Net loss per diluted share was $(0.82) in the third quarter of 2024, compared to net loss per diluted share of $(1.05) in the third quarter of 2023.

Non-GAAP Operating Profit was $34 million in the third quarter of 2024, a decrease of 25% compared to $46 million in the third quarter of 2023.

Non-GAAP Loss Per Share was $(0.04) in the both the third quarter of 2024 and 2023.

Capital expenditures were $31 million in the third quarter of 2024, compared to $28 million in the third quarter of 2023.

As of September 30, 2024, we had cash and cash equivalents of $157 million with no balance outstanding on our New Revolving Credit Facility ($375 million of undrawn commitments).

Financial Outlook

Rackspace Technology is providing guidance as follows:

	Q4 2024 Guidance
Total Revenue	$668 - $680 million
Private Cloud Revenue	$258 - $264 million
Public Cloud Revenue	$410 - $416 million
Non-GAAP Operating Profit	$34 - $36 million
Non-GAAP Loss Per Share	$(0.03) - $(0.05)
Non-GAAP Other Income (Expense)	$(47) – $(51) million
Non-GAAP Tax Expense Rate	26%
Non-GAAP Weighted Average Shares	240 million

Information about Rackspace Technology’s use of non-GAAP financial measures is provided below under “Non-GAAP Financial Measures”.

Definitions of non-GAAP financial measures and the reconciliations to the most directly comparable measures in accordance with generally accepted accounting principles in the United States (“GAAP”) are provided in subsequent sections of this press release narrative and supplemental schedules. Rackspace Technology has not reconciled Non-GAAP Operating Profit, Non-GAAP Loss Per Share, Non-GAAP Other Income (Expense) or Non-GAAP Tax Expense Rate guidance to the most directly comparable GAAP measure because it does not provide guidance on GAAP net income (loss) or the reconciling items between these Non-GAAP measures and GAAP net income (loss) as a result of the uncertainty regarding, and the potential variability of, certain of these items, such as share-based compensation expense. Accordingly, a reconciliation of the non-GAAP financial measure guidance to the corresponding GAAP measure is not available without unreasonable effort. With respect to Non-GAAP Operating Profit, Non-GAAP Loss Per Share, Non-GAAP Other Income (Expense) and Non-GAAP Tax Expense Rate guidance, adjustments in future periods are generally expected to be similar to the kinds of charges and costs excluded from these Non-GAAP measures in prior periods, but the impact of such

adjustments could be significant.

Conference Call and Webcast

Rackspace Technology will hold a conference call today, November 12, 2024, at 4:00pm CT / 5:00pm ET to discuss its third quarter 2024 results. Interested parties may access the conference call as follows:

To listen to the live webcast or access the replay following the webcast, please visit our IR website at the following link: https://ir.rackspace.com/news-and-events/events-and-presentations.

To obtain a dial-in number, please pre-register at the following link:
https://register.vevent.com/register/BI6a615cf19559421fb574530f157e778c
Registrants will receive dial-in information and a PIN allowing them to access the live call.

About Rackspace Technology

Rackspace Technology is a leading end-to-end, hybrid, multicloud, and AI solutions company. We can design, build, and operate our customers' cloud environments across all major technology platforms, irrespective of technology stack or deployment model. We partner with our customers at every stage of their cloud journey, enabling them to modernize applications, build new products, and adopt innovative technologies.

Forward-looking Statements

Rackspace Technology has made statements in this press release and other reports, filings, and other public written and verbal announcements that are forward-looking and therefore subject to risks and uncertainties. All statements, other than statements of historical fact, included in this press release are, or could be, "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and are made in reliance on the safe harbor protections provided thereunder. These forward-looking statements relate to anticipated financial performance, management's plans and objectives for future operations, business prospects, outcome of regulatory proceedings, market conditions, and other matters. Any forward-looking statement made in this press release speaks only as of the date on which it is made. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise. Forward-looking statements can be identified by various words such as "expects," "intends," "will," "anticipates," "believes," "confident," "continue," "propose," "seeks," "could," "may," "should," "estimates," "forecasts," "might," "goals," "objectives," "targets," "planned," "projects," and similar expressions. These forward-looking statements are based on management's current beliefs and assumptions and on information currently available to management. Rackspace Technology cautions that these statements are subject to risks and uncertainties, many of which are outside of our control, and could cause future events or results to be materially different from those stated or implied in this press release, including among others, risk factors that are described in Rackspace Technology, Inc.'s Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and other filings with the Securities and Exchange Commission, including the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained therein.

Non-GAAP Financial Measures

This press release includes several non-GAAP financial measures such as constant currency revenue, Non-GAAP Gross Profit, Non-GAAP Net Income (Loss), Non-GAAP Operating Profit, Adjusted EBITDA and Non-GAAP Earnings (Loss) Per Share. These non-GAAP financial measures exclude the impact of certain costs, losses and gains that are required to be included in our profit and loss measures under GAAP. Although we believe these measures are useful to investors and analysts for the same reasons they are useful to management, as described in the accompanying pages, these measures are not a substitute for, or superior to, GAAP financial measures or disclosures. Other companies may calculate similarly-titled non-GAAP measures differently, limiting their usefulness as comparative measures. We have reconciled each of these non-GAAP measures to the applicable most comparable GAAP measure in the accompanying pages.

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RACKSPACE TECHNOLOGY, INC.
CONSOLIDATED RESULTS OF OPERATIONS
(Unaudited)

	Three Months Ended September 30,				Year-Over-Year Comparison	
	2023		2024			
(In millions, except % and per share data)	Amount	% Revenue	Amount	% Revenue	Amount	% Change
Revenue	$ 732.4	100.0%	$ 675.8	100.0%	$ (56.6)	(7.7)%
Cost of revenue	(580.4)	(79.2)%	(538.3)	(79.6)%	42.1	(7.3)%
Gross profit	152.0	20.8%	137.5	20.4%	(14.5)	(9.5)%
Selling, general and administrative expenses	(177.3)	(24.2)%	(169.5)	(25.1)%	7.8	(4.4)%
Impairment of goodwill	(165.7)	(22.6)%	(141.7)	(21.0)%	24.0	(14.5)%
Impairment of assets, net	(48.4)	(6.6)%	—	—%	48.4	(100.0)%
Loss from operations	(239.4)	(32.7)%	(173.7)	(25.7)%	65.7	(27.4)%

Other income (expense):						
Interest expense	(56.5)	(7.7)%	(18.0)	(2.7)%	38.5	(68.1)%
Gain on investments, net	—	—%	0.1	0.0%	0.1	100.0%
Debt modification costs and gain on debt extinguishment	55.4	7.6%	18.0	2.7%	(37.4)	(67.5)%
Other expense, net	(2.6)	(0.4)%	(1.0)	(0.2)%	1.6	(61.5)%
Total other income (expense)	(3.7)	(0.5)%	(0.9)	(0.1)%	2.8	(75.7)%
Loss before income taxes	(243.1)	(33.2)%	(174.6)	(25.8)%	68.5	(28.2)%
Benefit (provision) for income taxes	16.5	2.3%	(12.0)	(1.8)%	(28.5)	NM
Net loss	$ (226.6)	(30.9)%	$ (186.6)	(27.6)%	$ 40.0	(17.7)%
Net loss per share:						
Basic and diluted	$ (1.05)		$ (0.82)			
Weighted average number of shares outstanding:						
Basic and diluted	216.0		226.4			

NM = not meaningful.

RACKSPACE TECHNOLOGY, INC.
CONSOLIDATED RESULTS OF OPERATIONS
(Unaudited)

	Nine Months Ended September 30,				Year-Over-Year Comparison	
	2023		2024			
(In millions, except % and per share data)	Amount	% Revenue	Amount	% Revenue	Amount	% Change
Revenue	$ 2,237.4	100.0%	$ 2,051.5	100.0%	$ (185.9)	(8.3)%
Cost of revenue	(1,762.7)	(78.8)%	(1,649.8)	(80.4)%	112.9	(6.4)%
Gross profit	474.7	21.2%	401.7	19.6%	(73.0)	(15.4)%
Selling, general and administrative expenses	(601.7)	(26.9)%	(547.1)	(26.7)%	54.6	(9.1)%
Impairment of goodwill	(708.8)	(31.7)%	(714.9)	(34.8)%	(6.1)	0.9%
Impairment of assets, net	(48.4)	(2.2)%	(20.0)	(1.0)%	28.4	(58.7)%
Loss from operations	(884.2)	(39.5)%	(880.3)	(42.9)%	3.9	(0.4)%
Other income (expense):						
Interest expense	(170.7)	(7.6)%	(80.1)	(3.9)%	90.6	(53.1)%
Gain on investments, net	0.2	0.0%	0.2	0.0%	—	—%
Debt modification costs and gain on debt extinguishment	163.1	7.3%	147.2	7.2%	(15.9)	(9.7)%
Other expense, net	(0.3)	(0.0)%	(11.8)	(0.6)%	(11.5)	NM
Total other income (expense)	(7.7)	(0.3)%	55.5	2.7%	63.2	NM
Loss before income taxes	(891.9)	(39.9)%	(824.8)	(40.2)%	67.1	(7.5)%
Benefit for income taxes	26.1	1.2%	22.6	1.1%	(3.5)	(13.4)%
Net loss	$ (865.8)	(38.7)%	$ (802.2)	(39.1)%	$ 63.6	(7.3)%
Net loss per share:						
Basic and diluted	$ (4.03)		$ (3.59)			
Weighted average number of shares outstanding:						
Basic and diluted	214.8		223.6			

NM = not meaningful.

RACKSPACE TECHNOLOGY, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

(In millions, except per share data)	December 31, 2023	September 30, 2024
ASSETS		
Current assets:		
Cash and cash equivalents	$ 196.8	$ 157.1
Accounts receivable, net allowance for credit losses and accrued customer credits of $20.1 and $23.3, respectively	339.7	311.8
Prepaid expenses	87.4	95.4

Other current assets	114.2	84.4
Total current assets	738.1	648.7
Property, equipment and software, net	608.8	616.3
Goodwill, net	1,452.4	739.7
Intangible assets, net	1,019.0	883.4
Operating right-of-use assets	126.3	139.4
Other non-current assets	151.6	118.3
Total assets	$ 4,096.2	$ 3,145.8
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable and accrued expenses	$ 432.7	$ 407.9
Accrued compensation and benefits	72.2	94.2
Deferred revenue	78.8	68.8
Debt	23.0	27.1
Accrued interest	20.5	8.1
Operating lease liabilities	66.0	55.8
Finance lease liabilities	55.8	50.5
Financing obligations	14.0	16.3
Other current liabilities	36.5	40.2
Total current liabilities	799.5	768.9
Non-current liabilities:		
Debt	2,839.6	2,782.4
Operating lease liabilities	74.6	86.3
Finance lease liabilities	308.0	294.3
Financing obligations	52.4	39.5
Deferred income taxes	79.2	26.0
Other non-current liabilities	97.4	98.1
Total liabilities	4,250.7	4,095.5
Commitments and Contingencies		
Stockholders' deficit:		
Preferred stock, $0.01 par value per share: 5.0 shares authorized; no shares issued or outstanding	—	—
Common stock, $0.01 par value per share: 1,495.0 shares authorized; 220.5 and 230.7 shares issued; 217.4 and 227.6 shares outstanding, respectively	2.2	2.3
Additional paid-in capital	2,638.2	2,672.0
Accumulated other comprehensive income	60.3	33.4
Accumulated deficit	(2,824.2)	(3,626.4)
Treasury stock, at cost; 3.1 shares held	(31.0)	(31.0)
Total stockholders' deficit	(154.5)	(949.7)
Total liabilities and stockholders' deficit	$ 4,096.2	$ 3,145.8

RACKSPACE TECHNOLOGY, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Nine Months Ended September 30,	
(In millions)	**2023**	**2024**
Cash Flows From Operating Activities		
Net loss	$ (865.8)	$ (802.2)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	282.5	222.0
Amortization of operating right-of-use assets	57.9	51.4
Deferred income taxes	(38.9)	(46.4)
Share-based compensation expense	51.9	47.8
Impairment of goodwill	708.8	714.9

Impairment of assets, net	48.4	20.0
Debt modification costs and gain on debt extinguishment	(163.1)	(147.2)
Unrealized loss on derivative contracts	13.7	—
Gain on investments, net	(0.2)	(0.2)
Provision for bad debts and accrued customer credits	5.1	11.3
Amortization of debt issuance costs and debt discount and premium	6.0	3.5
Third party fees paid in connection with the Refinancing Transactions	—	(31.7)
Non-cash fair value adjustments	(1.0)	(2.2)
Other operating activities	0.3	(3.7)
Changes in operating assets and liabilities:		
Accounts receivable	268.8	16.9
Prepaid expenses and other current assets	23.1	(2.1)
Accounts payable, accrued expenses, and other current liabilities	(65.6)	(12.8)
Deferred revenue	(1.5)	(13.1)
Operating lease liabilities	(48.6)	(63.0)
Other non-current assets and liabilities	20.9	22.4
Net cash provided by (used in) operating activities	302.7	(14.4)
Cash Flows From Investing Activities		
Purchases of property, equipment and software	(63.0)	(91.2)
Proceeds from sale of headquarters	—	16.9
Other investing activities	0.7	5.4
Net cash used in investing activities	(62.3)	(68.9)
Cash Flows From Financing Activities		
Proceeds from employee stock plans	0.8	0.4
Shares of common stock withheld for employee taxes	(1.0)	(4.3)
Proceeds from borrowings under long-term debt arrangements	50.0	275.0
Payments on long-term debt	(151.8)	(138.5)
Debt extinguishment costs	—	(22.1)
Payments on financing component of interest rate swap	(14.3)	(13.0)
Principal payments of finance lease liabilities	(60.3)	(44.0)
Principal payments of financing obligations	(14.8)	(10.5)
Net cash provided by (used in) financing activities	(191.4)	43.0
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	0.3	0.7
Increase (decrease) in cash, cash equivalents, and restricted cash	49.3	(39.6)
Cash, cash equivalents, and restricted cash at beginning of period	231.4	199.7
Cash, cash equivalents, and restricted cash at end of period	$ 280.7	$ 160.1

Supplemental Cash Flow Information		
Cash payments for interest, net of amount capitalized	$ 166.2	$ 83.9
Cash payments for income taxes, net of refunds	$ 9.9	$ 9.7
Non-cash Investing and Financing Activities		
Acquisition of property, equipment and software by finance leases	$ 67.4	$ 22.0
Acquisition of property, equipment and software by financing obligations	8.5	—
Increase (decrease) in property, equipment and software accrued in liabilities	4.9	(1.7)
Other non-cash activity	—	(2.1)
Non-cash purchases of property, equipment and software	$ 80.8	$ 18.2

SEGMENT DATA

(In millions, except %)	Three Months Ended September 30,		% Change	
Revenue by segment:	**2023**	**2024**	**Actual**	**Constant Currency [(a)]**
Public Cloud	$ 431.5	$ 418.3	(3.1)%	(3.1)%
Private Cloud	300.9	257.5	(14.4)%	(14.7)%
Total consolidated revenue	$ 732.4	$ 675.8	(7.7)%	(7.9)%

(In millions, except %)	Nine Months Ended September 30,		% Change	
Revenue by segment:	**2023**	**2024**	**Actual**	**Constant Currency [a]**
Public Cloud	$ 1,308.7	$ 1,265.6	(3.3)%	(3.4)%
Private Cloud	928.7	785.9	(15.4)%	(15.8)%
Total consolidated revenue	$ 2,237.4	$ 2,051.5	(8.3)%	(8.5)%

(a) Refer to "Non-GAAP Financial Measures" in this section for further explanation and reconciliation.

(In millions, except %)	Three Months Ended September 30,				Year-Over-Year Comparison	
	2023		2024			
Segment operating profit [a]:	**Amount**	**% of Segment Revenue**	**Amount**	**% of Segment Revenue**	**Amount**	**% Change**
Public Cloud	$ 20.3	4.7%	$ 16.4	3.9%	$ (3.9)	(19.2)%
Private Cloud	86.2	28.6%	74.5	28.9%	(11.7)	(13.6)%
Corporate functions [b]	(61.0)		(56.6)		4.4	(7.2)%
Non-GAAP Operating Profit [c]	$ 45.5		$ 34.3		$ (11.2)	(24.6)%

(In millions, except %)	Nine Months Ended September 30,				Year-Over-Year Comparison	
	2023		2024			
Segment operating profit [a]:	**Amount**	**% of Segment Revenue**	**Amount**	**% of Segment Revenue**	**Amount**	**% Change**
Public Cloud	$ 59.5	4.5%	$ 37.5	3.0%	$ (22.0)	(37.0)%
Private Cloud	268.2	28.9%	215.9	27.5%	(52.3)	(19.5)%
Corporate functions [b]	(192.7)		(180.1)		12.6	(6.5)%
Non-GAAP Operating Profit [c]	$ 135.0		$ 73.3		$ (61.7)	(45.7)%

(a) Segment revenue less expenses directly attributable to running the respective segments' business. These expenses exclude centralized corporate function costs.

(b) Costs that are not allocated to segments. These costs are related to centralized corporate functions that provide services to the segments in areas such as accounting, information technology, marketing, legal and human resources.

(c) Refer to "Non-GAAP Financial Measures" in this section for further explanation and reconciliation.

NON-GAAP FINANCIAL MEASURES

Constant Currency Revenue

We use constant currency revenue as an additional metric for understanding and assessing our growth excluding the effect of foreign currency rate fluctuations on our international business operations. Constant currency information compares results between periods as if exchange rates had remained constant period over period and is calculated by translating the non-U.S. dollar income statement balances for the most current period to U.S. dollars using the average exchange rate from the comparative period rather than the actual exchange rates in effect during the respective period. We also believe this is an important metric to help investors evaluate our performance in comparison to prior periods.

(In millions, except %)	Three Months Ended September 30, 2023	Three Months Ended September 30, 2024			% Change	
	Revenue	**Revenue**	**Foreign Currency Translation [a]**	**Revenue in Constant Currency**	**Actual**	**Constant Currency**
Public Cloud	$ 431.5	$ 418.3	$ (0.3)	$ 418.0	(3.1)%	(3.1)%
Private Cloud	300.9	257.5	(0.8)	256.7	(14.4)%	(14.7)%
Total	$ 732.4	$ 675.8	$ (1.1)	$ 674.7	(7.7)%	(7.9)%

(In millions, except %)	Nine Months Ended September 30, 2023	Nine Months Ended September 30, 2024			% Change	
	Revenue	Revenue	Foreign Currency Translation (a)	Revenue in Constant Currency	Actual	Constant Currency
Public Cloud	$ 1,308.7	$ 1,265.6	$ (1.0)	$ 1,264.6	(3.3)%	(3.4)%
Private Cloud	928.7	785.9	(3.4)	782.5	(15.4)%	(15.8)%
Total	$ 2,237.4	$ 2,051.5	$ (4.4)	$ 2,047.1	(8.3)%	(8.5)%

(a) The effect of foreign currency is calculated by translating current period results using the average exchange rate from the prior comparative period.

Non-GAAP Gross Profit

We present Non-GAAP Gross Profit because we believe the measure is useful in analyzing trends in our underlying, recurring gross margins. We define Non-GAAP Gross Profit as gross profit, adjusted to exclude the impact of share-based compensation expense and other non-recurring or unusual compensation items, purchase accounting-related effects, certain business transformation-related costs, and costs related to the Hosted Exchange incident.

(In millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2024	2023	2024
Gross profit	$ 152.0	$ 137.5	$ 474.7	$ 401.7
Share-based compensation expense	2.0	2.0	7.4	5.9
Special bonuses and other compensation expense (a)	1.2	0.7	3.3	2.6
Purchase accounting impact on expense (b)	0.6	0.3	1.9	1.5
Restructuring and transformation expenses (c)	6.2	2.6	16.0	11.8
Hosted Exchange incident expenses, net of proceeds received or expected to be received under our insurance coverage	—	—	0.3	—
Non-GAAP Gross Profit	$ 162.0	$ 143.1	$ 503.6	$ 423.5

(a) Adjustments for retention bonuses, mainly in connection with restructuring and transformation projects, and the related payroll tax, and payroll taxes associated with the exercise of stock options and vesting of restricted stock. Beginning in the second quarter of 2023, includes expense related to the one-time grant of long-term incentive bonuses as a component of our annual compensation award process.

(b) Adjustment for the impact of purchase accounting from the November 2016 merger on expenses.

(c) Adjustment for the impact of business transformation and optimization activities, as well as associated severance, certain facility closure costs and lease termination expenses.

Non-GAAP Net Income (Loss), Non-GAAP Operating Profit and Adjusted EBITDA

We present Non-GAAP Net Income (Loss), Non-GAAP Operating Profit and Adjusted EBITDA because they are a basis upon which management assesses our performance and we believe they are useful to evaluating our financial performance. We believe that excluding items from net income that may not be indicative of, or are unrelated to, our core operating results, and that may vary in frequency or magnitude, enhances the comparability of our results and provides a better baseline for analyzing trends in our business.

We define Non-GAAP Net Income (Loss) as net income (loss) adjusted to exclude the impact of non-cash charges for share-based compensation, special bonuses and other compensation expense, transaction-related costs and adjustments, restructuring and transformation charges, costs related to the Hosted Exchange incident, the amortization of acquired intangible assets, goodwill and asset impairment charges, costs related to the closure of a UK office, the interest expense impact from the debt Refinancing Transactions, and certain other non-operating, non-recurring or non-core gains and losses, as well as the tax effects of these non-GAAP adjustments.

We define Non-GAAP Operating Profit as income (loss) from operations adjusted to exclude the impact of non-cash charges for share-based compensation, special bonuses and other compensation expense, transaction-related costs and adjustments, restructuring and transformation charges, costs related to the Hosted Exchange incident, the amortization of acquired intangible assets, goodwill and asset impairment charges, costs related to the closure of a UK office, and certain other non-operating, non-recurring or non-core gains and losses.

We define Adjusted EBITDA as net income (loss) adjusted to exclude the impact of non-cash charges for share-based compensation, special bonuses and other compensation expense, transaction-related costs and adjustments, restructuring and transformation charges, costs related to the Hosted

Exchange incident, costs related to the closure of a UK office, certain other non-operating, non-recurring or non-core gains and losses, interest expense, expenses for our accounts receivable purchase agreement, income taxes, depreciation and amortization, and goodwill and asset impairment charges.

Non-GAAP Operating Profit and Adjusted EBITDA are management's principal metrics for measuring our underlying financial performance. Non-GAAP Operating Profit and Adjusted EBITDA, along with other quantitative and qualitative information, are also the principal financial measures used by management and our board of directors in determining performance-based compensation for our management and key employees.

These non-GAAP measures are not intended to imply that we would have generated higher income or avoided net losses if the November 2016 merger and the subsequent transactions and initiatives had not occurred. In the future we may incur expenses or charges such as those added back to calculate Non-GAAP Net Income (Loss), Non-GAAP Operating Profit or Adjusted EBITDA. Our presentation of Non-GAAP Net Income (Loss), Non-GAAP Operating Profit and Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by these items. Other companies, including our peer companies, may calculate similarly-titled measures in a different manner from us, and therefore, our non-GAAP measures may not be comparable to similarly-titled measures of other companies. Investors are cautioned against using these measures to the exclusion of our results in accordance with GAAP.

Net loss reconciliation to Non-GAAP Net Loss

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	2023	2024	2023	2024
Net loss	$ (226.6)	$ (186.6)	$ (865.8)	$ (802.2)
Share-based compensation expense	17.2	15.5	51.9	47.8
Special bonuses and other compensation expense [(a)]	3.3	2.7	9.7	9.1
Transaction-related adjustments, net [(b)]	1.6	1.8	4.1	4.4
Restructuring and transformation expenses [(c)]	14.3	8.8	63.0	42.5
Hosted Exchange incident expenses, net of proceeds received or expected to be received under our insurance coverage	(5.3)	(1.2)	(0.4)	(1.1)
Impairment of goodwill	165.7	141.7	708.8	714.9
UK office closure [(d)]	—	—	12.1	—
Impairment of assets, net	48.4	—	48.4	20.0
Net gain on divestiture and investments [(e)]	—	(0.1)	(0.2)	(0.2)
Debt modification costs and gain on debt extinguishment	(55.4)	(18.0)	(163.1)	(147.2)
Interest expense impact from the Refinancing Transactions [(f)]	—	(25.0)	—	(50.6)
Other adjustments [(g)]	2.6	(4.3)	0.3	(3.8)
Amortization of intangible assets [(h)]	39.7	38.7	121.6	116.0
Tax effect of non-GAAP adjustments [(i)]	(13.6)	15.7	(16.7)	(3.6)
Non-GAAP Net Loss	$ (8.1)	$ (10.3)	$ (26.3)	$ (54.0)

Loss from operations reconciliation to Non-GAAP Operating Profit

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	2023	2024	2023	2024
Loss from operations	$ (239.4)	$ (173.7)	$ (884.2)	$ (880.3)
Share-based compensation expense	17.2	15.5	51.9	47.8
Special bonuses and other compensation expense [(a)]	3.3	2.7	9.7	9.1
Transaction-related adjustments, net [(b)]	1.6	1.8	4.1	4.4
Restructuring and transformation expenses [(c)]	14.3	8.8	63.0	42.5
Hosted Exchange incident expenses, net of proceeds received or expected to be received under our insurance coverage	(5.3)	(1.2)	(0.4)	(1.1)
Impairment of goodwill	165.7	141.7	708.8	714.9
Impairment of assets, net	48.4	—	48.4	20.0
Amortization of intangible assets [(h)]	39.7	38.7	121.6	116.0
UK office closure [(d)]	—	—	12.1	—
Non-GAAP Operating Profit	$ 45.5	$ 34.3	$ 135.0	$ 73.3

Net loss reconciliation to Adjusted EBITDA

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	2023	2024	2023	2024

Net loss	$ (226.6)	$ (186.6)	$ (865.8)	$ (802.2)
Share-based compensation expense	17.2	15.5	51.9	47.8
Special bonuses and other compensation expense [(a)]	3.3	2.7	9.7	9.1
Transaction-related adjustments, net [(b)]	1.6	1.8	4.1	4.4
Restructuring and transformation expenses [(c)]	14.3	8.8	63.0	42.5
Hosted Exchange incident expenses, net of proceeds received or expected to be received under our insurance coverage	(5.3)	(1.2)	(0.4)	(1.1)
Impairment of goodwill	165.7	141.7	708.8	714.9
UK office closure [(d)]	—	—	12.1	—
Impairment of assets, net	48.4	—	48.4	20.0
Net gain on divestiture and investments [(e)]	—	(0.1)	(0.2)	(0.2)
Debt modification costs and gain on debt extinguishment	(55.4)	(18.0)	(163.1)	(147.2)
Other expense, net [(j)]	2.6	1.0	0.3	11.8
Interest expense	56.5	18.0	170.7	80.1
Provision (benefit) for income taxes	(16.5)	12.0	(26.1)	(22.6)
Depreciation and amortization [(k)]	90.1	72.3	279.2	220.6
Adjusted EBITDA	$ 95.9	$ 67.9	$ 292.6	$ 177.9

(a) Includes expense related to retention bonuses, mainly relating to restructuring and integration projects, and the related payroll tax, senior executive signing bonuses and relocation costs, and payroll taxes associated with the exercise of stock options and vesting of restricted stock. Beginning in the second quarter of 2023, includes expense related to the one-time grant of long-term incentive bonuses as a component of our annual compensation award process.

(b) Includes legal, professional, accounting and other advisory fees related to acquisitions, certain one-time compliance costs related to being a public company, integration costs of acquired businesses, purchase accounting adjustments, payroll costs for employees that dedicate significant time to supporting these projects and exploratory acquisition and divestiture costs and expenses related to financing activities.

(c) Includes consulting and advisory fees related to business transformation and optimization activities, payroll costs for employees that dedicate significant time to these projects, as well as associated severance, certain facility closure costs, and lease termination expenses. The nine months ended September 30, 2024 also includes a $9.0 million MEIA early termination fee associated with the sale of our corporate headquarters in March 2024.

(d) Expense recognized related to the closure of a UK office that we exited in the second quarter of 2023 prior to the lease end date.

(e) Includes gains and losses on investment and from dispositions.

(f) Interest expense impact due to the accounting for contractual interest payments on debt instruments entered into as part of the March 2024 Refinancing Transactions, which reduced interest expense relative to contractual interest cost.

(g) Primarily consists of foreign currency gains and losses.

(h) All of our intangible assets are attributable to acquisitions, including the November 2016 merger.

(i) We utilize an estimated structural long-term non-GAAP tax rate in order to provide consistency across reporting periods, removing the effect of non-recurring tax adjustments, which include but are not limited to tax rate changes, U.S. tax reform, share-based compensation, audit conclusions and changes to valuation allowances. When computing this long-term rate for the 2023 and 2024 interim periods, we based it on an average of the 2022 and estimated 2023 tax rates and 2023 and estimated 2024 tax rates, respectively, recomputed to remove the tax effect of non-GAAP pre-tax adjustments and non-recurring tax adjustments, resulting in a structural non-GAAP tax rate of 26% for all periods. The non-GAAP tax rate could be subject to change for a variety of reasons, including the rapidly evolving global tax environment, significant changes in our geographic earnings mix including due to acquisition activity, or other changes to our strategy or business operations. We will re-evaluate our long-term non-GAAP tax rate as appropriate. We believe that making these adjustments facilitates a better evaluation of our current operating performance and comparisons to prior periods.

(j) Primarily consists of foreign currency gains and losses and expense related to our accounts receivable purchase agreement.

(k) Excludes accelerated depreciation expense related to facility closures.

Non-GAAP Earnings (Loss) Per Share

We define Non-GAAP Earnings (Loss) Per Share as Non-GAAP Net Income (Loss) divided by our GAAP weighted average number of shares outstanding for the period on a diluted basis and further adjusted for the weighted average number of shares associated with securities which are anti-dilutive to GAAP loss per share but dilutive to Non-GAAP Earnings (Loss) Per Share. Management uses Non-GAAP Earnings (Loss) Per Share to evaluate the performance of our business on a comparable basis from period to period, including by adjusting for the impact of the issuance of shares that would be dilutive to Non-GAAP Earnings (Loss) Per Share.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions, except per share amounts)	2023	2024	2023	2024
Net loss attributable to common stockholders	$ (226.6)	$ (186.6)	$ (865.8)	$ (802.2)
Non-GAAP Net Loss	$ (8.1)	$ (10.3)	$ (26.3)	$ (54.0)
Weighted average number of shares - Diluted	216.0	226.4	214.8	223.6
Effect of dilutive securities [(a)]	6.4	9.4	2.9	9.3

Non-GAAP weighted average number of shares - Diluted	222.4	235.8	217.7	232.9
Net loss per share - Diluted	$ (1.05)	$ (0.82)	$ (4.03)	$ (3.59)
Per share impacts of adjustments to net loss [b]	1.01	0.78	3.91	3.35
Per share impacts of shares dilutive after adjustments to net loss [a]	0.00	(0.00)	0.00	0.01
Non-GAAP Loss Per Share	$ (0.04)	$ (0.04)	$ (0.12)	$ (0.23)

(a) Reflects impact of awards that would have been anti-dilutive to net loss per share, and therefore not included in the calculation, but would be dilutive to Non-GAAP Loss Per Share and are therefore included in the share count for purposes of this non-GAAP measure. Potential common share equivalents consist of shares issuable upon the exercise of stock options, vesting of restricted stock units (including performance-based restricted stock units) or purchases under the Employee Stock Purchase Plan (the "ESPP"), as well as contingent shares associated with our acquisition of Datapipe Parent, Inc. Certain of our potential common share equivalents are contingent on Apollo achieving pre-established performance targets based on a multiple of their invested capital ("MOIC"), which are included in the denominator for the entire period if such shares would be issuable as of the end of the reporting period assuming the end of the reporting period was the end of the contingency period.

(b) Reflects the aggregate adjustments made to reconcile Non-GAAP Net Loss to our net loss, as noted in the above table, divided by the GAAP diluted number of shares outstanding for the relevant period.