A Whole Lot More Than A Memory Company

Analyst Day 2021

Mark Adams | President and CEO
Forward-Looking Statements

Today’s presentations and oral communications made during the course of these presentations contain statements that constitute forward-looking statements regarding our strategy, our expectations regarding market trends and addressable markets, our prospects and future operating results, and our M&A activity. Many of these forward-looking statements can be identified by the use of forward-looking words such as “anticipate,” “believe,” “could,” “expect,” “should,” “plan,” “intend,” “estimate” and “potential,” among others. Forward-looking statements include, but are not limited to, statements regarding the Company’s intent, belief or current expectations. Forward-looking statements are based on management’s beliefs and assumptions and on information currently available to management. Such statements are subject to risks and uncertainties, and actual results may differ materially from those expressed or implied in forward-looking statements due to various factors, including, but not limited to, those relating to the following: our inability to obtain or delays in obtaining all regulatory approvals and otherwise completing all steps required to close on the acquisition of Cree LED; issues, delays or complications in transitioning the carve-out of Cree LED to a standalone business separate from Cree, Inc. the ability of Cree LED to generate anticipated revenue and profits post-transaction close; risks associated with integration or transition of the operations, assets, systems and personnel of Cree LED; unfavorable reaction to the sale by customers, competitors, suppliers and employees of Cree LED; risks relating to the COVID-19 pandemic that might affect the Cree LED acquisition; business and economic conditions and growth trends in the technology industry, our customer markets and various geographic regions; global economic conditions and uncertainties in the geopolitical environment; disruptions in our operations or in global markets as a result of the outbreak of COVID-19; trade regulations and relations; the success of our strategic initiatives including additional investments in new products, additional capacity and acquisitions; the DRAM market and the temporary and volatile nature of pricing trends; production or manufacturing difficulties; slowing or contraction of growth in the memory market in Brazil; reduction in or termination of local content requirements in Brazil fluctuations in material costs and availability; deterioration in or loss of relations with any of our limited number of key vendors; changes in the availability of supply of materials, components or memory products; the inability of Penguin Computing to obtain and retain security clearances to expand its government business; other factors that may affect the Company’s financial condition, liquidity and results of operations; and other risk factors discussed under the caption “Risk Factors” in our current filings with the SEC.

Such factors and risks as outlined above and in such filings may not constitute all factors and risks that could cause actual results of SMART to be materially different from the historical results and/or from any future results or outcomes expressed or implied by such forward-looking statements. SMART and its subsidiaries operate in a continually changing business environment and new factors emerge from time to time. SMART cannot predict such factors, nor can it assess the impact, if any, from such factors on SMART or its subsidiaries’ results. Accordingly, investors are cautioned not to place undue reliance on any forward-looking statements. Forward-looking statements should not be relied upon as a prediction of actual results.

Forward-looking statements speak only as of the date they are made, and the Company does not undertake any obligation to update them in light of new information or future developments or to release publicly any revisions to these statements in order to reflect later events or circumstances or to reflect the occurrence of unanticipated events, except as otherwise required by the rules and regulations of the SEC.

Certain information included in this presentation was obtained from third parties and has not been independently verified by the Company.

This presentation also includes certain non-GAAP and pro-forma non-GAAP financial measures. These non-GAAP financial measures should not be considered a substitute for or superior to measures of financial performance prepared in accordance with GAAP. There are a number of limitations related to the use of these non-GAAP financial measures versus their nearest GAAP equivalents. For example, other companies may calculate non-GAAP financial measures differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of our non-GAAP financial measures as tools for comparison. Investors are encouraged to review the reconciliation of non-GAAP financial measures with their most directly comparable GAAP financial results. Investors are also encouraged to look at the GAAP results as the best measure of financial performance.

Fiscal year ends in August.
01 SGH Vision
   Mark Adams

02 Intelligent Platform Solutions Group
   Thierry Pellegrino

03 LED Solutions Group
   Claude Demby

04 Memory Solutions Group
   Jack Pacheco

05 Operating Excellence
   Jack Pacheco

06 Finance Overview
   Ken Rizvi

07 Q&A
Our Connected World
Our Connected World

- Cloud
- AI
- ML
- Compute
- Safety
- Storage
- Sensors
- Energy-Efficiency
- Lighting
The SGH Team

Mark Adams
President & Chief Executive Officer

Jack Pacheco
Executive Vice President, COO
President, SMART Modular Technologies

Ken Rizvi
Senior Vice President
Chief Financial Officer

Anne Kuykendall
Vice President
General Counsel

Claude Demby
Senior Vice President
President, Cree LED

Thierry Pellegrino
Senior Vice President
President, Penguin

Bruce Goldberg
Vice President
Chief of Staff

Valerie Sassani
Vice President
Marketing & Communications

Jean McDaniel
Vice President
Office of Transformation
Enabling growth-oriented companies in specialty markets by empowering them to solve our customers’ advanced technology problems
Proven operating system to accelerate integration, capture synergies, and create long-term value while leveraging a capital-efficient model.
SGH Acquisition Framework

- Compete in high-value specialty markets
- Serve strategic customers and partners
- Embody SGH corporate culture and values
- Leverage our proven operating system
- Create shareholder value
## Executing On Our Strategy

<table>
<thead>
<tr>
<th>Memory Solutions Group</th>
<th>Intelligent Platform Solutions Group</th>
<th>LED Solutions Group</th>
</tr>
</thead>
<tbody>
<tr>
<td>Design, development and advanced packaging of memory solutions</td>
<td>Supply Chain Excellence</td>
<td>Capital-Efficient Model</td>
</tr>
<tr>
<td>Global Manufacturing Scale/Efficiency</td>
<td>Customer Relationship Management</td>
<td>Global Manufacturing/Efficiency</td>
</tr>
<tr>
<td>Consistent performance through multiple cycles</td>
<td>Improved gross margin by 400 bps in year 1</td>
<td>Achieved 50% revenue growth year over year</td>
</tr>
<tr>
<td>Founded 1988</td>
<td>Improved gross margin by ~570 bps in year 1</td>
<td>Expanding gross margins by leveraging our proven operating system</td>
</tr>
<tr>
<td>June 2018</td>
<td>July 2019</td>
<td>July 2019</td>
</tr>
<tr>
<td>July 2019</td>
<td>March 2021</td>
<td></td>
</tr>
</tbody>
</table>
Intelligent Platform Solutions

Accelerating our customers' digital transformation with emerging technologies, innovative platforms that create value, improve competitiveness, and unify edge, core, and cloud.

LED Solutions

Established global technology leader in the LED lighting market with the industry’s strongest LED brand.

Memory Solutions

Enabling high performance computing through design, development and advanced packaging of leading edge to trailing edge memory solutions.
Our business lines have a long history of collaborating and serving some of the world’s largest enterprise customers
Growth & Diversification

Since FY 2016, we have grown revenues while diversifying our business.

- FY16 – 100% Memory
- FY21* – 55% Memory

* % mix based on mid-point of Q3 FY21 guidance, annualized
Accelerate our customers’ digital transformation with emerging technologies, innovative platforms that create value, improve competitiveness, and unify edge, core, and cloud.
The Continuum
From the Edge to the Core to the Cloud

Edge
Core
Cloud
Intelligent Platform Solutions Today

**Edge**

**Key Capabilities**
- Application-specific embedded platforms for near and far edge
- Solutions for industrial and consumer applications (IOT)

**Key Differentiators**
- Deep industry experience
- Custom and rugged design capabilities
- Full software and solution integration

**Core**

**Key Capabilities**
- Complete design services
- Data center optimized solutions for HPC & AI
- Managed and professional services
- Software portfolio for deployment, provisioning and cloud integration

**Key Differentiators**
- Deep industry domain expertise
- Flexible and agile end-to-end design model
- Single point of ownership (design to operation)
- Flexible consumption models

**Cloud**

**Key Capabilities**
- HPC and AI cloud integration services (Private, Public)
- Cloud-native workload portability tools
- Data gravity solutions

**Key Differentiators**
- True Cloud HPC and AI optimized platform (POD)
- Ease of deployment and operation
- Hybrid HPC/AI cloud offering
Focused Market Segments and Customers

**Edge**
Embedded, modular and IoT solutions that extend our customers’ core environments to edge applications

**Core**
High-growth sectors of HPC and AI

**Cloud**
Technical computing cloud service, multi-cloud orchestration platform, cloud-native reference architectures
Technology, Products and Services

**Custom Platforms**
Delivering the impossible
Highly dense data center compute, ruggedized edge and mobile, IoT systems

**Innovative End-to-End Solutions**
Accelerate adoption of emerging technologies
Integrated hardware, software and services platforms designed for modern workloads from core to edge

**Software Platforms**
Extending the data center
Cloud-native workflow, software defined infrastructure, private cloud, VDI, data gravity

**Services**
Filling the skills gap
Professional, managed, design, cloud
Market Opportunity and Trends

**Platform Complexity as-a-Service**

**Edge**
- Data explosion
- Extension of data center for improved user experience and faster insight

**Core**
- HPC & AI growth in the Enterprise
- 11.4% CAGR

**Cloud 2.0**
- Cloud appropriate vs Cloud first, Repatriation, Hybrid/Multi-Cloud, Data driven
- 19.6% CAGR

Sources:
- Hyperion Research: SC20 Virtual HPC Market Update, November 2020;
- MarketsandMarkets Research: Video Analytics Market – Global Forecast to 2025, June 2020;
- MarketsandMarkets Research: Edge Computing Market – Global Forecast to 2025, July 2020;
Key Growth Initiatives

**Solutions**

Drive growth and profitability through product mix with increased breadth and depth of innovative solutions.

**Software**

Drive growth, profitability, and customer value solving emerging challenges in multi-cloud workflow orchestration and AI workflow automation for edge to core to cloud operations.

**Cloud**

Enhance features and capabilities of HPC cloud service with hybrid and multi-cloud features that also enable as-a-service OpEx revenue models.

Plans for the Future

Growing Our Business Today

**Edge**
- Far and Near Edge
  - Embedded compute platforms
    - Federal
    - Industrial
    - Consumer
- Edge computing platforms
  - Telco
  - Healthcare
  - Retail
  - Ad tech
  - Surveillance

**Core-Cloud**
- Data Center HPC & AI
  - Tailored HPC & AI platforms
    - Energy
    - FSI
- Federal / USG platforms
- Ready to run solutions
  - Emerging technologies
  - Software defined
- Focused software platforms
  - VDI
  - Private cloud

**Edge-Core-Cloud**
- HPC & AI Cloud Service
- Software
  - Hybrid/Multi-cloud suite for technical computing
  - Unified interface for on-prem and cloud assets
- AI/ML
  - Ready to run reference AI platforms
  - AI life-cycle infrastructure
- Innovative as-a-service consumption models
  - On-prem, dedicated cloud, public cloud

Long-Term Growth Vectors
Case Study: AI / Machine Learning

Background

Customer Type
Social Media

Business Challenge
Urgent need for large scale AI/ML platform capability to support key product and regulatory initiatives
Leading edge technology

Context
Need for internal platform design and optimization expertise
Expansion of data center facilities
Critical need for management and administration capabilities

The Solution

Platform
Highly scalable AI/ML platform designed for research, development and production workloads. GPU AI platform with high-speed flash storage

Services
Design services, Professional services, Managed services and Hosting services

Differentiation
Experience in large-scale AI architecture for the enterprise, solution outperformed 15 other competitors

Usage Model
Remote hosted and on-premises
Integrated Managed services and Hosting services

Result
Customer found a single partner to fulfill a critical, missing component of their IT infrastructure in order to deliver on their top two corporate objectives of new product creation and regulatory monitoring.

Penguin’s fully integrated capabilities in AI platform design, Professional services Managed services and Hosting services enabled the customer to accelerate their project schedule by 10x in year one alone.

Have expanded to create one of the largest AI compute resources in the world
Why We Win

Focused, Agile and Quick to Market

Innovative Solutions

Engineering Expertise

Highly Collaborative

End-to-End Capabilities
Transform-Leverage-Grow

Our path to revenue growth and strong gross margin expansion

**Transform**
- Go to market with platform solutions spanning from the edge to the cloud
- Focus efforts on high growth vertical markets
- Increase focus on software-based differentiators
- Innovate to bring cloud integration to our customers’ fingertips

**Leverage and Grow**
- Leverage best in class operational excellence across SGH
- Promote the value of our integrated platform solutions
- Drive growth in data center/cloud/AI markets

---

1. Gross margin is non-GAAP
Established global technology leader in the LED lighting market with the industry’s strongest LED brand.
Cree LED
Overview

Established global technology leader with the industry’s strongest LED brand, 1650+ patents, and established global sales and distribution channels.

Leading Position in Attractive Markets

- Best-in-class, high-power technology
- Broad portfolio of specific, application-optimized solutions
- Global customer and distribution network with thousands of customers

Strong Track Record of Product Innovation

- 1,650+ patents issued and 250 patents pending
- Highly focused R&D-centric strategy
- Core elemental technologies to drive performance across categories

Global Footprint

- Manufacturing transformation to a fab-lite model
- Enabling an OpEx lean, CapEx lite business model
- Creating a resilient business model
Our Brand Advantage

Cree LED’s industry leadership is underpinned by strong brand equity and a reputation for superior performance.

Cree LED’s Industry Recognition

- "Product of the Year Award: XLamp High Intensity LEDs"
  - Electronic Products Awards

- "Technology Brand of the Year"
  - Architectural SSL Magazine
  - Product Innovation Awards

- "Market Leadership: Technology Brand Leader"
  - Architectural SSL Magazine Awards

- "Best Packaged LED: XLamp High Density LEDs"
  - Sapphire Awards

- "Outstanding Innovation in Product or System Tech: XLamp XP-G3 Royal Blue LED"
  - Asabe Awards

- "Product Innovation: XLamp High Intensity and XHP LEDs"
  - Architectural SSL Magazine Product Innovation Awards (PIA)

- "Best Indoor Directional LED: Mini CXA HD"
  - Lighting For Tomorrow

Cree LED by the Numbers

- #1 in HP Lighting for over 12 years
- >30 years of experience and domain know-how
- ~2,250 total headcount
- 1,650+ issued patents supported by leading know-how
- ~220 highly skilled R&D engineers
Our Winning Strategy

Cree LED is focused on delivering a differentiated value proposition with best-in-class technology to high-margin end markets.

Focus on attractive market segments delivering application optimized solutions

Leverage an OpEx lean, CapEx light business model

Achieve revenue growth with strong gross margin expansion
Attractive Market Opportunities

Cree LED is well-positioned to grow its position in differentiated, higher-value specialty areas while solidifying its leading position in HP Lighting and expand its position in MP Lighting.

Video Screens
5YR CAGR: ~11%
- Better quality & reliability leading to longer lifetimes
- Good contrast, consistent color at all viewing angles
- Superior packaging

Specialty
5YR CAGR: ~9%
- Most valuable portable LED brand and industry leading portfolio for a variety of applications including horticulture, architecture, and machine vision

HP General Lighting
5YR CAGR: ~2%
- Leading performance and reliability
- Best customer support and application expertise
- Broadest portfolio to address market needs

MP General Lighting
5YR CAGR: ~2%
- Leading performance and customer support
- Better quality & reliability leading to longer lifetimes
- JV partner brings manufacturing scale

Cree LED SAM

Sources: Omdia: Packaged LEDs Report, June 2020; LEDInside: LED Industry Demand and Supply Data Base – 1Q20, March 2020; SGH analysis.
Diverse Customer Base & Market Segments

For over 30 years, Cree LED has established itself as a leader in the industry offering new and differentiated technologies to a broad base of customers across multiple market segments.

- Leading global players in each target market segment
- These customers help shape the landscape in their markets
- Cree LED boasts over 25,000 customers serving the broader LED lighting market

HP General Lighting

MP General Lighting

Video Screens

Specialty
Cree LED has a 30-year track record of innovation and industry firsts driven by the R&D team.

The commitment to R&D has driven Cree LED’s patent portfolio to be recognized worldwide.
Key Growth Initiatives

Cree LED’s manufacturing transformation is designed to enhance business resiliency and facilitate expansion into higher-value specialty areas.

-分离和整合
-推动全球销售和分销基础设施

Cree LED的制造转型旨在增强业务的韧性和促进高端专业领域的拓展。

-转型
-利用
-增长

-分离和集成
-推动和整合全球销售和分销基础设施
-制造转型

-专注于关键增长领域
-战略性扩展
-保持表现领导地位
Customer Case Study

Customer Problem
The SoFi display ring is the biggest in the NFL. Customer wanted a 360-degree 2-sided visible ring with 4K Ultra HD resolution throughout stadium so the fans can have the same “experience” wherever they are seated.

End Market
Full color video displays

Unique Solution
Cree CLY6C LED’s optimized to a single intensity and color bin for the displays

Opportunity Size
94M pieces of CLY6C-FKC RGB LEDs creating the NFL’s largest screen

SoFi Stadium | Home of the Los Angeles Rams
Cree LED is a driving force of innovation in the LED industry, delivering the best system value and superior products to customers across attractive end markets.

- **Focus on attractive markets**
  where our best-in-class technology and solutions are differentiated and valued

- **Create a more resilient LED business**
  via our manufacturing transformation

- **Leverage our global presence,**
  highly effective distribution and sales network technology, IP and brand leadership
Transform-Leverage-Grow

Our path to revenue growth and gross margin expansion

Transformation

• Moving to fab-lite manufacturing model creating greater agility
• Completing the separation and integration
• Drive a focused global sales and distribution infrastructure

Leverage to Grow

• Performance leadership
• Drive growth in four key areas
• Realizing strategic scale
• Leveraging shared services platform to drive IT, HR and supply chain optimization with SGH

Mid single digit Revenue CAGR

~$400M

~21% Gross Margin\(^1\)

2020

30%+ Gross Margin\(^1\)

Long Term Target

1. Gross margin is non-GAAP
Enabling high performance computing through design, development, and advanced packaging of leading edge to legacy memory solutions
Broad Portfolio of Memory and Storage Products

**Legacy**
- DDR 3
- Embedded Flash
- Low-Capacity SSD
- Multi form-factors

**Standard Solutions**
- DDR 4, eMCP, SSD

**Leading Edge**
- NV-DIMM
- DDIMM
- Optane Memory
- Gen Z/CXL

Customer-Centric Engineering Focus

Application-Specific Solutions

Build-to-Order
Low-Volume High Mix
Targeting Large & Growing Markets

**Standard and Specialty NAND Flash and DRAM Products Market**

- **92-97%** Standard Modules & Mobile Memory
- **3-8%** Specialty Memory

**Memory Solutions Group**

- **6.9% CAGR**
  - **2020:** $122.5bn
  - **2024:** $159.9bn
- **5.0% CAGR**
  - **2020:** $1.4bn
  - **2024:** $1.6bn

Key Customers Across Multiple Growth Markets

PC & Laptops

Mobile Memory

Networking & Telecom

Industrial, Aerospace, Medical

Servers & Storage
Memory Solutions for Diverse Applications

DRAM

Fabric Attached
- Gen-Z ZMM
- User Programmable Memory Module

Serial Attached
- OpenCAPI DDIMM
- CXL DRAM/PM/EDSFF

Direct/Parallel Attached (Derivatives)
- DDR4 32GB ULP ECC UDIMM
- DDR4-3200 16Gb Mini-DIMM

Direct/Parallel Attached (JEDEC)
- DDR4-3200 16Gb Modules
- DDR4-3200 16Gb SO-DIMM
- DDR 3200 NVDIMM-N

SSD

Advanced IC Packaging

- eMMC/eMCP/uMCP
- Die Stacking
- Flip Chip
Key Growth Initiatives

Controller-based DRAM products

- Open CAPI – in initial production
- Gen-Z – design kits sold
- CXL – in design
- Datacenter accelerator cards – initial customer qualification
- Estimated FY24 TAM: $1.5B\(^1\)
- Goal is 15% market share

Locally packaged SSDs for notebooks

- 7.2 million notebooks/PCs sold per year
- Current attach rate – 25%
- Targeted attach rate by 2024 – 75%

1. TAM is based on SGH market research and analysis.
Industrial Automation

• Long-term supply partner
• Reputation for quality and technical support
• Good manufacturing support – passed extensive audits
• Firmware revision control
• Wide product portfolio

Storage

• Persistent Memory reduces I/O bottleneck
• Eliminates need to write to slow NAND
• Long qual cycle, sticky design win, core customer engineering integration

SSD Brazil

• m.2 NVMe PCIe SSD with Local Flash IC (controller inside)
• Strong customer relationship in mobile and notebook
• High quality with very low DPPM
SMART Wins by Creating Value

Integration of technologies and products enables greater R&D efficiency and customer value creation

Time to Market
Design and delivery expertise from 30 years of providing OEM products
Deep customer-centric engineering focus, with ongoing collaboration

Differentiated Products
Dedicated, product-specific development teams
Robust, end-to-end capabilities and application-specific solutions

Best-in-Class Quality
Long product life cycles for greater ROI
Configurable systems
Build-to-order manufacturing

Customer Solutions
Product and Test Engineering
Performance Reliability Quality
Process and Package R&D
Transform-Leverage-Grow

Our path to revenue growth and gross margin expansion

Transformation

• Launching controller based leading edge DRAM products
• DRAM modules/SSD manufacturing in Manaus
• Focus on higher value added/gross margin products

Leverage to Grow

• Drive growth in Data Center/Cloud/AI markets
• Introduction of locally manufactured SSDs in Brazil
• Drive economies of scale in the combined memory solutions group
• Launching controller based leading edge DRAM products
• DRAM modules/SSD manufacturing in Manaus
• Focus on higher value added/gross margin products

$857M

2020

Low to mid single digit Revenue CAGR

~18% Gross Margin\(^1\)

20%+

Gross Margin\(^1\)

Long Term Target

1. Gross margin is non-GAAP
Operating Excellence
Analyst Day 2021

Jack Pacheco | Chief Operating Officer SGH
Key Themes

Cost Effective
Investing in automation
LEAN transformation

Best-in-Class Quality
Sub 250 DPPM
>95% First Pass Yields

Leading Edge
Industry 4.0 SMT Lines
First one in Western USA

Automation
Test and final inspection
using machine learning/AI

Automation  Connection  IOT  Big Data
Workflow  Artificial Intelligence  Cloud Computing  System Integration
Worldwide Factory Footprint

- **Newark, CA**
  - Advanced Test/Board and Module Assembly
  - Memory
  - Intelligent Platform Solutions

- **Durham, NC**
  - Reliability Lab
  - LED

- **Fremont, CA**
  - System Integration and Test
  - Intelligent Platform Solutions

- **Tempe, AZ**
  - System Integration and Test
  - Intelligent Platform Solutions

- **Penang, Malaysia**
  - Board/System/Module Assembly
  - Memory
  - Intelligent Platform Solutions

- **Huizhou, China**
  - Packaging/Module Assembly
  - LED

- **Atibia, Brazil**
  - Advanced IC Packaging/
    - Module Assembly
  - Memory
Embracing Futuristic Leading Edge Technology

Holistic approach incorporating Industry 4.0 core pillars to drive forward operational excellence.

**I4.0 SMT lines**
Automatic Program Creation | Automatic Process Correctional Capabilities

**I4.0 Automation**
Power AI Vision System (PAIV)
- Robotic final inspection using machine learning
- Reduce risk of error and less human dependant processes

Volumetric-Dimensional Measurement System (VDMS)
- Automated weighing and measurement process for shipping

Augmented Reality Technology
- Virtual AR solution for Preventive Maintenance and Mechanical Assembly processes
- Establishing process consistency and error proofing

Made possible by data Science
- Scientific approach towards data analytics using a machine learning model.
- Enhancing decision making process
Worldwide supply chain capabilities across all regions

Vertically integrated freight and customs brokerage

Integrated IT systems
One version of the truth

Superior Supply Chain/Inventory Management
Managing commodities proactively by anticipating shortages and positioning materials for optimal lead times
SMART Global System – Single Source of Truth

ERP: SAP on HANA

Enterprise Resource Planning System
- FI / CO
- SD / LE
- Actual Costing

Analytics
Business Intelligence
Data Warehouse

Planning Engine

SMART Intranet

Enterprise Portals

API
EDI
XML
CSV
Flat file
FTP
MS Excel

Suppliers

Customers

SMART Modular, Newark
SMART Embedded Computing, Tempe
Penguin Computing, Fremont
SMART Modular, Europe
SMART Modular Modules, Brazil
SMART Modular Packaging, Brazil
SMART Modular, Malaysia
Cree LED, Durham & Huizhou

Enterprise Portals

Customer Portal
Supplier Portal
LEAN Culture
Elevating operations value proposition
Cost optimization and efficiency improvement

Embarking on LEAN transformation initiatives

End-to-end business transformation from order entry to shipping

Incorporating a “SMART Workforce”:
Assemble an empowered, cross-functional team
Manufacturing flexibility – instilling capability to easily adapt to changes

Cost Optimization
Operating the factory with optimized cost

SMART Goals
Setting the specific, measurable, achievable, realistic, and timely goals

Right Resource Level
Producing talented and knowledgeable resources

Predictable Factory
Achieving a predictable SMART Factory
SGH Value Creation Strategy

Growth and Diversification
Enabling growth-oriented companies to solve customers’ advanced technology problems

Operating Excellence
Leveraging the SGH operating system and acquisition framework to create long-term value

Value Creation
Delivering value to our customers, suppliers, shareholders, and employees
Expanding Serviceable Addressable Market (“SAM”)

SGH Total SAM$^1$ has increased by $13B in the past 3 years

1. SAM Reflects CY20 figures.

Memory Solutions

~$4B SAM$^2$
Pre – 2018

Intelligent Platform Solutions

~$9B SAM$^3$
June 2018 - July 2019

LED Solutions

~$4B SAM$^4$
March 2021

~$17B CUMULATIVE SAM
Growing Revenue While Diversifying the Business

1. CAGR based on annual FY16A – FY21E revenue; FY21E revenue based on consensus analyst estimates as of April 7, 2021.
2. Pro forma is based on midpoint of guidance for Q3 FY21, provided on April 6, 2021.

IPS and LED Solutions driving double-digit CAGR

Continued diversification strategy beyond Memory Solutions
Increasing Momentum in Gross Profit and Cash Flow Generation

- > $1.2B in cumulative Gross Profit since FY16

Gross Profit¹

- > $680M in cumulative Adjusted EBITDA since FY16

Adjusted EBITDA¹

1. Gross profit and adjusted EBITDA are non-GAAP; see appendix for reconciliation of non-GAAP to GAAP financial measures.
2. CAGR based on annual FY16A – FY21E non-GAAP gross profit; FY21E non-GAAP gross profit based on consensus analyst estimates as of April 7, 2021.
3. CAGR based on annual FY16A – FY21E adjusted EBITDA; FY21E adjusted EBITDA based on consensus analyst estimates as of April 7, 2021.
Capital Allocation Priorities

**Investing for Growth and Margin Expansion**
- $500M+ of R&D\(^1\), S&M\(^1\), and CapEx spend since FY16

**Strategic and Accretive Acquisitions**
- ~$325M\(^2\) cumulative spend since FY17
- Proven M&A framework, and efficient synergy capture
- Disciplined revenue, margin, cash flow, and ROI criteria
- Accretive transactions

**Maintaining a Strong Balance Sheet**
- Prudent and flexible debt
- Minimum cash balance of ~ $80-100M
- Expect to grow cash for M&A flexibility

---
1. Note: R&D and S&M are non-GAAP; see appendix for reconciliation of non-GAAP to GAAP financial measures.
2. Note: Cumulative spend amount does not include potential earn-out related to Cree LED acquisition.
Investing for Growth and Margin Expansion

Gross Margin

Initiatives
- Portfolio Optimization
- Driving down BOM costs and implementing Industry 4.0 initiatives
- IPS expansion into solutions, software, and services
- Cree LED transitioning from SiC to Sapphire and leveraging fab-lite model

Operating Margin

Initiatives
- Reallocation of OpEx from lower yielding ROI opportunities to higher ROI, growth areas of the business
- Incremental investments to support gross margin expansion
- G&A optimization and shared service leverage
- Expanding shareholder value through improved operating margin performance

1. Gross margin and operating margin are non-GAAP; see appendix for reconciliation of non-GAAP to GAAP financial measures.
Strategic and Accretive Acquisitions

Financial Criteria

- Revenue Growth
- Margin Expansion
- Positive Free Cash Flow
- Non-GAAP EPS Accretion in First Full Year
- Prudent Leverage

Strong Track Record of Successful Acquisitions

- **PENGUIN**
  - June 2018
  - Improved gross margin by 400 bps in year 1
- **ARTESYN EMBEDDED TECHNOLOGIES**
  - July 2019
  - Improved gross margin by ~570 bps in year 1
- **INFORCE COMPUTING**
  - July 2019
  - Achieved 50% revenue growth YoY
- **CREE LED**
  - March 2021
  - Significant opportunity to expand gross margins

Utilizing SGH’s operating system to drive improved growth and performance
Maintaining a Strong Balance Sheet

Reduced leverage and increased cash balance since FY 2016, while driving growth and diversification spanning four acquisitions.

1. Q3 LTM FY21E EBITDA includes (1) Cree LED based on estimated Q3 annualized EBITDA run rate and (2) $125M in seller note and ABL use for Cree LED acquisition.
SGH Long-Term Model

Our Path For Creating Long-term Shareholder Value

FY21E¹

Revenue

$1.4 - $1.5B

Non-GAAP Gross Margin

~19-20%

Non-GAAP Operating Margin

~ 8-9%

Long-Term Financial Framework

High Single Digit CAGR

>500 bps improvement

Inorganic Growth Criteria

Revenue Growth

Margin Expansion

Positive Free Cash Flow

Non-GAAP EPS Accretion in Year

Prudent leverage

¹. Based on consensus analyst estimates as of April 7, 2021.
Strong Financial Momentum

- Revenue Growth
- Gross Margin Expansion
- Operating Margin Expansion
- Significant Cash Flow Generation

Leveraging SGH’s Proven Operating System and Acquisition Framework to Drive Growth and Value
Thank You
Appendix
# GAAP to Non-GAAP Reconciliation: FY’16 – FY’18

<table>
<thead>
<tr>
<th>($ in millions)</th>
<th>Q1’16</th>
<th>Q2’16</th>
<th>Q3’16</th>
<th>Q4’16</th>
<th>Q1’17</th>
<th>Q2’17</th>
<th>Q3’17</th>
<th>Q4’17</th>
<th>Q1’18</th>
<th>Q2’18</th>
<th>Q3’18</th>
<th>Q4’18</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>GAAP gross profit</strong></td>
<td>23.3</td>
<td>23.1</td>
<td>30.6</td>
<td>29.9</td>
<td>29.7</td>
<td>37.2</td>
<td>47.4</td>
<td>48.0</td>
<td>57.8</td>
<td>73.0</td>
<td>78.1</td>
<td>82.7</td>
</tr>
<tr>
<td><strong>GAAP gross margin</strong></td>
<td>19.2%</td>
<td>19.7%</td>
<td>20.5%</td>
<td>20.4%</td>
<td>18.6%</td>
<td>21.6%</td>
<td>22.9%</td>
<td>21.5%</td>
<td>21.8%</td>
<td>23.3%</td>
<td>23.3%</td>
<td>22.1%</td>
</tr>
<tr>
<td>Share-based compensation included in cost of sales</td>
<td>0.2</td>
<td>0.1</td>
<td>0.1</td>
<td>0.1</td>
<td>0.1</td>
<td>0.2</td>
<td>0.2</td>
<td>0.2</td>
<td>0.4</td>
<td>0.5</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Intangible amortization included in cost of sales</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Purchase accounting adjustment</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Non-GAAP gross profit</strong></td>
<td>23.5</td>
<td>23.2</td>
<td>30.7</td>
<td>30.0</td>
<td>29.8</td>
<td>37.3</td>
<td>47.6</td>
<td>48.2</td>
<td>58.1</td>
<td>73.2</td>
<td>78.5</td>
<td>83.8</td>
</tr>
<tr>
<td><strong>Non-GAAP gross margin</strong></td>
<td>19.3%</td>
<td>19.8%</td>
<td>20.5%</td>
<td>20.5%</td>
<td>18.7%</td>
<td>21.7%</td>
<td>23.0%</td>
<td>21.6%</td>
<td>21.9%</td>
<td>23.4%</td>
<td>23.4%</td>
<td>22.4%</td>
</tr>
<tr>
<td><strong>GAAP net income (loss)</strong></td>
<td>(10.8)</td>
<td>(6.3)</td>
<td>(1.3)</td>
<td>(1.5)</td>
<td>(3.2)</td>
<td>(2.3)</td>
<td>(8.0)</td>
<td>(10.2)</td>
<td>21.0</td>
<td>36.8</td>
<td>31.9</td>
<td>29.7</td>
</tr>
<tr>
<td>Share-based compensation expense</td>
<td>1.4</td>
<td>0.6</td>
<td>0.9</td>
<td>0.9</td>
<td>1.1</td>
<td>1.1</td>
<td>1.4</td>
<td>1.8</td>
<td>1.6</td>
<td>1.7</td>
<td>3.3</td>
<td>4.0</td>
</tr>
<tr>
<td>Amortization of intangible assets</td>
<td>3.3</td>
<td>3.3</td>
<td>3.3</td>
<td>3.4</td>
<td>3.0</td>
<td>2.9</td>
<td>3.0</td>
<td>3.0</td>
<td>1.3</td>
<td>1.2</td>
<td>1.2</td>
<td>2.4</td>
</tr>
<tr>
<td>Interest expense, net</td>
<td>6.5</td>
<td>6.4</td>
<td>6.3</td>
<td>6.3</td>
<td>6.3</td>
<td>8.5</td>
<td>8.3</td>
<td>6.1</td>
<td>4.6</td>
<td>4.2</td>
<td>4.1</td>
<td>6.2</td>
</tr>
<tr>
<td>Provision for income tax</td>
<td>0.5</td>
<td>(0.6)</td>
<td>2.3</td>
<td>0.3</td>
<td>0.7</td>
<td>2.1</td>
<td>3.4</td>
<td>3.8</td>
<td>3.1</td>
<td>6.6</td>
<td>5.5</td>
<td>3.1</td>
</tr>
<tr>
<td>Depreciation</td>
<td>4.6</td>
<td>4.5</td>
<td>4.4</td>
<td>4.7</td>
<td>5.5</td>
<td>6.0</td>
<td>4.8</td>
<td>4.9</td>
<td>5.0</td>
<td>5.1</td>
<td>4.8</td>
<td>5.1</td>
</tr>
<tr>
<td>Management advisory fees</td>
<td>1.0</td>
<td>1.0</td>
<td>1.0</td>
<td>1.0</td>
<td>1.0</td>
<td>1.0</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Debt extension costs</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Loss on early debt repayment</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Loss on extinguishment of LT debt</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restructuring</td>
<td>0.7</td>
<td>0.3</td>
<td>0.1</td>
<td>(0.0)</td>
<td>(0.0)</td>
<td>0.5</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Special retention bonuses</td>
<td>0.7</td>
<td>0.3</td>
<td>0.3</td>
<td>0.3</td>
<td>0.0</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Valuation adj for prepaid state value-added taxes</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Investment advisory fees</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Obsolete inventory related to restructuring</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Misappropriated product shipment</td>
<td>0.7</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>S-1 related costs</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Purchase accounting adjustment</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Acquisition-related expenses</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>0.6</td>
<td></td>
</tr>
<tr>
<td>Contingent consideration fair value adjustment</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Adjusted EBITDA</strong></td>
<td>8.6</td>
<td>9.5</td>
<td>17.4</td>
<td>16.3</td>
<td>14.7</td>
<td>23.5</td>
<td>29.9</td>
<td>31.3</td>
<td>36.9</td>
<td>56.2</td>
<td>51.5</td>
<td>51.0</td>
</tr>
</tbody>
</table>
## GAAP to Non-GAAP Reconciliation: FY’19 – Q2’21

(\$ in millions)

<table>
<thead>
<tr>
<th></th>
<th>Q1’19</th>
<th>Q2’19</th>
<th>Q3’19</th>
<th>Q4’19</th>
<th>Q1’20</th>
<th>Q2’20</th>
<th>Q3’20</th>
<th>Q4’20</th>
<th>Q1’21</th>
<th>Q2’21</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>GAAP gross profit</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>GAAP gross profit</td>
<td>$85.1</td>
<td>$57.1</td>
<td>$43.0</td>
<td>$52.3</td>
<td>$54.3</td>
<td>$51.5</td>
<td>$54.2</td>
<td>$56.3</td>
<td>$52.6</td>
<td>$53.5</td>
</tr>
<tr>
<td>Share-based compensation included in cost of sales</td>
<td>0.5</td>
<td>0.6</td>
<td>0.7</td>
<td>0.7</td>
<td>0.7</td>
<td>0.7</td>
<td>0.9</td>
<td>0.8</td>
<td>0.8</td>
<td>0.8</td>
</tr>
<tr>
<td>Intangible amortization included in cost of sales</td>
<td>0.0</td>
<td>0.1</td>
<td>0.0</td>
<td>0.4</td>
<td>0.6</td>
<td>0.6</td>
<td>0.6</td>
<td>0.6</td>
<td>0.6</td>
<td>0.6</td>
</tr>
<tr>
<td>Import taxes - Out of period adjustment</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>0.3</td>
<td></td>
</tr>
<tr>
<td>COVID-19 expenses</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>4.3</td>
</tr>
<tr>
<td><strong>Non-GAAP gross profit</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Non-GAAP gross profit</td>
<td>$85.6</td>
<td>$57.8</td>
<td>$43.7</td>
<td>$53.4</td>
<td>$55.7</td>
<td>$52.9</td>
<td>$55.9</td>
<td>$57.8</td>
<td>$54.1</td>
<td>$59.3</td>
</tr>
</tbody>
</table>

### Non-GAAP gross margin

21.7%  19.0%  18.5%  19.2%  20.5%  19.4%  19.9%  19.5%  18.6%  19.5%

<table>
<thead>
<tr>
<th></th>
<th>Q1’19</th>
<th>Q2’19</th>
<th>Q3’19</th>
<th>Q4’19</th>
<th>Q1’20</th>
<th>Q2’20</th>
<th>Q3’20</th>
<th>Q4’20</th>
<th>Q1’21</th>
<th>Q2’21</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>GAAP net income (loss)</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>GAAP net income (loss)</td>
<td>$31.0</td>
<td>$12.8</td>
<td>$1.9</td>
<td>$5.6</td>
<td>$0.2</td>
<td>$(9.7)</td>
<td>$0.8</td>
<td>$7.5</td>
<td>$2.0</td>
<td>$5.8</td>
</tr>
<tr>
<td>Share-based compensation expense</td>
<td>4.1</td>
<td>4.1</td>
<td>4.4</td>
<td>5.6</td>
<td>6.0</td>
<td>4.6</td>
<td>4.9</td>
<td>3.2</td>
<td>11.1</td>
<td>5.4</td>
</tr>
<tr>
<td>Amortization of intangible assets</td>
<td>1.0</td>
<td>1.1</td>
<td>1.0</td>
<td>2.6</td>
<td>3.4</td>
<td>3.4</td>
<td>3.4</td>
<td>3.4</td>
<td>3.4</td>
<td>3.4</td>
</tr>
<tr>
<td>Interest expense, net</td>
<td>5.9</td>
<td>5.3</td>
<td>5.0</td>
<td>4.6</td>
<td>4.5</td>
<td>4.2</td>
<td>3.1</td>
<td>3.3</td>
<td>3.2</td>
<td>4.4</td>
</tr>
<tr>
<td>Provision for income tax</td>
<td>7.6</td>
<td>4.6</td>
<td>0.6</td>
<td>2.1</td>
<td>0.3</td>
<td>1.3</td>
<td>2.7</td>
<td>6.1</td>
<td>3.3</td>
<td>1.2</td>
</tr>
<tr>
<td>Depreciation</td>
<td>5.4</td>
<td>5.9</td>
<td>5.8</td>
<td>6.5</td>
<td>6.1</td>
<td>6.0</td>
<td>5.4</td>
<td>5.2</td>
<td>5.0</td>
<td>5.4</td>
</tr>
<tr>
<td>Legal fees - term loan (payment holiday)</td>
<td>0.1</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
</tr>
<tr>
<td>Acquisition-related expenses</td>
<td>1.4</td>
<td>—</td>
<td>0.4</td>
<td>1.1</td>
<td>0.9</td>
<td>—</td>
<td>—</td>
<td>1.1</td>
<td>1.6</td>
<td>1.1</td>
</tr>
<tr>
<td>Contingent consideration fair value adjustment</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
</tr>
<tr>
<td>Integration/restructuring expenses</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>2.1</td>
<td>1.0</td>
<td>1.4</td>
<td>3.5</td>
<td>—</td>
<td>—</td>
</tr>
<tr>
<td>COVID-19 expenses</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>0.5</td>
<td>—</td>
<td>—</td>
<td>—</td>
</tr>
<tr>
<td>Import taxes - Out of period adjustment</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>4.3</td>
</tr>
<tr>
<td>Extinguishment of term loan</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>6.6</td>
<td>0.2</td>
<td>—</td>
<td>—</td>
</tr>
<tr>
<td>Capped call MTM adjustment</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>4.8</td>
<td>2.9</td>
<td>—</td>
<td>—</td>
</tr>
<tr>
<td>Gain on settlement of indemnity claim</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
</tr>
<tr>
<td><strong>Adjusted EBITDA</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Adjusted EBITDA</td>
<td>$56.5</td>
<td>$33.8</td>
<td>$19.2</td>
<td>$25.2</td>
<td>$23.5</td>
<td>$22.3</td>
<td>$25.4</td>
<td>$33.0</td>
<td>$29.5</td>
<td>$31.0</td>
</tr>
</tbody>
</table>
# GAAP to Non-GAAP Reconciliation: FY’19 – Q2’21

<table>
<thead>
<tr>
<th></th>
<th>Q1’19</th>
<th>Q2’19</th>
<th>Q3’19</th>
<th>Q4’19</th>
<th>Q1’20</th>
<th>Q2’20</th>
<th>Q3’20</th>
<th>Q4’20</th>
<th>Q1’21</th>
<th>Q2’21</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>GAAP gross profit</strong></td>
<td>$85.1</td>
<td>$57.1</td>
<td>$43.0</td>
<td>$52.3</td>
<td>$54.3</td>
<td>$51.5</td>
<td>$54.2</td>
<td>$56.3</td>
<td>$52.6</td>
<td>$53.5</td>
</tr>
<tr>
<td>GAAP gross margin</td>
<td>21.6%</td>
<td>18.8%</td>
<td>18.3%</td>
<td>18.8%</td>
<td>20.0%</td>
<td>18.9%</td>
<td>19.3%</td>
<td>19.0%</td>
<td>18.0%</td>
<td>17.6%</td>
</tr>
<tr>
<td>Share-based compensation included in cost of sales</td>
<td>0.5</td>
<td>0.6</td>
<td>0.7</td>
<td>0.7</td>
<td>0.7</td>
<td>0.7</td>
<td>0.9</td>
<td>0.8</td>
<td>0.8</td>
<td></td>
</tr>
<tr>
<td>Intangible amortization included in cost of sales</td>
<td>0.0</td>
<td>0.1</td>
<td>0.0</td>
<td>0.4</td>
<td>0.6</td>
<td>0.6</td>
<td>0.6</td>
<td>0.6</td>
<td>0.6</td>
<td></td>
</tr>
<tr>
<td>Import taxes - Out of period adjustment</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>4.3</td>
<td>—</td>
<td></td>
</tr>
<tr>
<td>COVID-19 expenses</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>0.3</td>
<td>—</td>
<td>—</td>
<td></td>
</tr>
<tr>
<td><strong>Non-GAAP gross profit</strong></td>
<td>$85.6</td>
<td>$57.8</td>
<td>$43.7</td>
<td>$53.4</td>
<td>$55.7</td>
<td>$52.9</td>
<td>$55.9</td>
<td>$57.8</td>
<td>$54.1</td>
<td>$59.3</td>
</tr>
<tr>
<td>Non-GAAP gross margin</td>
<td>21.7%</td>
<td>19.0%</td>
<td>18.5%</td>
<td>19.2%</td>
<td>20.5%</td>
<td>19.4%</td>
<td>19.9%</td>
<td>19.5%</td>
<td>18.6%</td>
<td>19.5%</td>
</tr>
<tr>
<td><strong>GAAP net income (loss)</strong></td>
<td>$31.0</td>
<td>$12.8</td>
<td>$1.9</td>
<td>$5.6</td>
<td>$0.2</td>
<td>$(9.7)</td>
<td>$0.8</td>
<td>$7.5</td>
<td>$2.0</td>
<td>$5.8</td>
</tr>
<tr>
<td>Share-based compensation expense</td>
<td>4.1</td>
<td>4.1</td>
<td>4.4</td>
<td>5.6</td>
<td>6.0</td>
<td>4.6</td>
<td>4.9</td>
<td>3.2</td>
<td>11.1</td>
<td>5.4</td>
</tr>
<tr>
<td>Amortization of intangible assets</td>
<td>1.0</td>
<td>1.1</td>
<td>1.0</td>
<td>2.6</td>
<td>3.4</td>
<td>3.4</td>
<td>3.4</td>
<td>3.4</td>
<td>3.4</td>
<td>3.4</td>
</tr>
<tr>
<td>Interest expense, net</td>
<td>5.9</td>
<td>5.3</td>
<td>5.0</td>
<td>4.6</td>
<td>4.5</td>
<td>4.2</td>
<td>3.1</td>
<td>3.3</td>
<td>3.2</td>
<td>4.4</td>
</tr>
<tr>
<td>Provision for income tax</td>
<td>7.6</td>
<td>4.6</td>
<td>0.6</td>
<td>2.1</td>
<td>0.3</td>
<td>1.3</td>
<td>2.7</td>
<td>6.1</td>
<td>3.3</td>
<td>1.2</td>
</tr>
<tr>
<td>Depreciation</td>
<td>5.4</td>
<td>5.9</td>
<td>5.8</td>
<td>6.5</td>
<td>6.1</td>
<td>6.0</td>
<td>5.4</td>
<td>5.2</td>
<td>5.0</td>
<td>5.4</td>
</tr>
<tr>
<td>Legal fees - term loan (payment holiday)</td>
<td>0.1</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
</tr>
<tr>
<td>Acquisition-related expenses</td>
<td>1.4</td>
<td>—</td>
<td>0.4</td>
<td>1.1</td>
<td>0.9</td>
<td>—</td>
<td>—</td>
<td>1.1</td>
<td>1.6</td>
<td>1.1</td>
</tr>
<tr>
<td>Contingent consideration fair value adjustment</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>(2.7)</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
</tr>
<tr>
<td>Integration/restructuring expenses</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>2.1</td>
<td>1.0</td>
<td>1.4</td>
<td>3.5</td>
<td>—</td>
<td>—</td>
<td>—</td>
</tr>
<tr>
<td>COVID-19 expenses</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>0.5</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
</tr>
<tr>
<td>Import taxes - Out of period adjustment</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>4.3</td>
<td>—</td>
<td>—</td>
</tr>
<tr>
<td>Extinguishment of term loan</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>6.6</td>
<td>0.2</td>
<td>—</td>
<td>—</td>
</tr>
<tr>
<td>Capped call MTM adjustment</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>4.8</td>
<td>2.9</td>
<td>—</td>
<td>—</td>
</tr>
<tr>
<td>Gain on settlement of indemnity claim</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>(0.4)</td>
<td>—</td>
<td>—</td>
</tr>
<tr>
<td><strong>Adjusted EBITDA</strong></td>
<td>$56.5</td>
<td>$33.8</td>
<td>$19.2</td>
<td>$25.2</td>
<td>$23.5</td>
<td>$22.3</td>
<td>$25.4</td>
<td>$33.0</td>
<td>$29.5</td>
<td>$31.0</td>
</tr>
</tbody>
</table>
## GAAP to Non-GAAP Reconciliation: FY’20

<table>
<thead>
<tr>
<th>($ in millions)</th>
<th>FY’20</th>
<th>($ in millions)</th>
<th>FY’20</th>
</tr>
</thead>
<tbody>
<tr>
<td>GAAP gross profit</td>
<td>$216.4</td>
<td>GAAP income from operations</td>
<td>$41.3</td>
</tr>
<tr>
<td>GAAP gross margin</td>
<td>19.3%</td>
<td>GAAP operating margin</td>
<td>3.7%</td>
</tr>
<tr>
<td>Share-based compensation included in cost of sales</td>
<td>3.0</td>
<td>Share-based compensation expense</td>
<td>18.7</td>
</tr>
<tr>
<td>Intangible amortization included in cost of sales</td>
<td>2.6</td>
<td>Amortization of intangible assets</td>
<td>13.7</td>
</tr>
<tr>
<td>COVID-19 expenses</td>
<td>0.3</td>
<td>Acquisition-related expenses</td>
<td>0.9</td>
</tr>
<tr>
<td>Non-GAAP gross profit</td>
<td>$222.3</td>
<td>Integration/restructuring expenses</td>
<td>9.1</td>
</tr>
<tr>
<td>Non-GAAP gross margin</td>
<td>19.8%</td>
<td>COVID-19 expenses</td>
<td>0.5</td>
</tr>
<tr>
<td>Non-GAAP income from operations</td>
<td>$84.2</td>
<td>Non-GAAP operating margin</td>
<td>7.5%</td>
</tr>
</tbody>
</table>