

NEWS RELEASE

SGH Reports Third Quarter Fiscal 2024 Financial Results

7/9/2024

Sequential Revenue Growth Drives GAAP EPS of \$0.10, Non-GAAP EPS of \$0.37

MILPITAS, Calif.--(BUSINESS WIRE)-- **SMART Global Holdings**, Inc. ("SGH" or the "Company") (NASDAQ: **SGH**) today reported financial results for the third quarter of fiscal 2024.

Third Quarter Fiscal 2024 Highlights

- Net sales of \$300.6 million, up 5.5% versus the prior quarter
- GAAP gross margin of 29.6% versus 28.8% in the prior quarter
- Non-GAAP gross margin of 32.3% versus 31.5% in the prior quarter
- GAAP EPS of \$0.10 versus \$(0.26) in the prior quarter
- Non-GAAP EPS of \$0.37 versus \$0.27 in the prior quarter, up 37% quarter over quarter

"We are pleased with our Q3 operating results and continued progress in our transformation into a highperformance, high-availability enterprise solutions company," said Mark Adams, CEO of SGH. "Our customers are looking for a trusted deployment partner to help them solve the complexity of AI, and we feel we are well positioned with our portfolio of systems, software and managed services to enable their success," concluded Adams.

Quarterly Financial Results

			(GAAP (1)			Non-GAAP (2)					
(in thousands, except per share amounts)	Ç	3 FY24		Q2 FY24	(Q3 FY23		Q3 FY24	(22 FY24	(Q3 FY23
Net sales:												
Memory Solutions Intelligent Platform Solutions LED Solutions	\$	91,629 144,968 63,983	\$	83,297 141,405 60,119	\$	109,458 170,854 64,106	\$	91,629 144,968 63,983	\$	83,297 141,405 60,119	\$	109,458 170,854 64,106
Total net sales	\$	300,580	\$	284,821	\$	344,418	\$	300,580	\$	284,821	\$	344,418
Gross profit Operating income (loss) Net income (loss) attributable to SGH	\$	88,906 11,511 5,616	\$	81,934 (3,312) (13,620)	\$	100,480 (2,386) (19,648)	\$	96,962 33,325 20,221	\$	89,735 26,514 14,141	\$	108,990 42,327 28,731
Diluted earnings (loss) per share	\$	0.10	\$	(0.26)	\$	(0.40)	\$	0.37	\$	0.27	\$	0.57

GAAP represents U.S. Generally Accepted Accounting Principles.
 Non-GAAP represents GAAP excluding the impact of certain activities. Further information regarding the Company's use of non-GAAP measures and reconciliations between GAAP and non-GAAP measures is included within this press release.

Business Outlook

As of July 9, 2024, SGH is providing the following financial outlook for the fourth quarter of fiscal 2024:

	GAAP Outlook	Adjustr	nents	Non-GAAP Outlook
Net sales	\$325 million +/- \$25 million			\$325 million +/- \$25 million
Gross margin	29.5% +/- 1.5%	2%	(A)	31.5% +/- 1.5%
Operating expenses	\$81 million +/- \$2 million	(\$15) million	(B)(C)	\$66 million +/- \$2 million
Diluted earnings (loss) per share	\$0.03 +/- \$0.15	\$0.37	(A)(B)(C)(D)	\$0.40 +/- \$0.15
Diluted shares	55.7 million	(1) mi	llion	54.7 million

Non-GAAP adjustments (in millions)	
(A) Share-based compensation and amortization of acquisition-related intangibles included in cost of sales	\$ 8
(B) Share-based compensation and amortization of acquisition-related intangibles included in R&D and SG&A	12
(C) Other adjustments	3
(D) Estimated income tax effects	(2)
	\$ 21

Third Quarter Fiscal 2024 Earnings Conference Call and Webcast Details

SGH will hold a conference call and webcast to discuss the third quarter of fiscal 2024 results and related matters today, July 9, 2024, at 1:30 p.m. Pacific Time (4:30 p.m. Eastern Time). Interested parties may access the call by dialing +1-833-470-1428 in the United States or +1-929-526-1599 from international locations, using the access code 829754. The earnings presentation and a live webcast of the conference call can be accessed from the Company's investor relations website (https://ir.smartm.com/investors/default.aspx) where they will remain available for approximately one year.

Use of Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements concerning or regarding future events and the future financial and operating performance of SGH, including each of its lines of business; statements regarding the extent and timing of and expectations regarding SGH's future revenues and expenses and customer demand; statements regarding SGH's strategic investments and priorities; statements regarding long-term effective tax rates; and statements regarding the business and financial outlook for the next fiscal quarter described under "Business Outlook" above.

These statements can be identified by the fact that they do not relate strictly to historical or current facts. Forwardlooking statements often use words such as "anticipate," "target," "expect," "estimate," "intend," "plan," "goal," "believe," "could," and other words of similar meaning. Forward-looking statements provide SGH's current expectations or forecasts of future events, circumstances, results or aspirations and are subject to a number of significant risks, uncertainties and other factors, many of which are outside of SGH's control, including but not limited to: global business and economic conditions and growth trends in technology industries, our customer markets and various geographic regions; uncertainties in the geopolitical environment; the ability to manage our cost structure; disruptions in our operations or supply chain; changes in trade regulations or adverse developments in international trade relations and agreements; changes in currency exchange rates; overall information technology spending; appropriations for government spending; the success of our strategic initiatives including additional investments in new products and additional capacity; acquisitions of companies or technologies and the failure to successfully integrate and operate them or customers' negative reactions to them; incurring unanticipated costs related to the sale of our SMART Brazil business; issues, delays or complications in integrating the operations of Stratus Technologies; limitations on or changes in the availability of supply of materials and components; fluctuations in material costs; the temporary or volatile nature of pricing trends in memory or elsewhere; deterioration in customer relationships; our dependence on a select number of customers and the timing and volume of customer orders; production or manufacturing difficulties; competitive factors; technological changes; difficulties with, or delays in, the introduction of new products; slowing or contraction of growth in the LED market; changes to applicable tax regimes or rates; prices for the end products of our customers; strikes or labor disputes; deterioration in or loss of relations with any of our limited number of key vendors; the inability to maintain or expand government business; and the continuing availability of borrowings under term loans and revolving lines of credit and our ability to raise capital through debt or equity financings.

These and other risks, uncertainties and factors are described in greater detail under the sections titled "Risk Factors," "Critical Accounting Estimates," "Results of Operations," "Quantitative and Qualitative Disclosures About

Market Risk" and "Liquidity and Capital Resources" contained in the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q and the Company's other filings with the U.S. Securities and Exchange Commission. In addition, such risks, uncertainties and factors as outlined above and in such filings do not constitute all risks, uncertainties and factors that could cause actual results of SGH to be materially different from such forward-looking statements. Accordingly, investors are cautioned not to place undue reliance on any forwardlooking statements. Any forward-looking statements that the Company makes in this press release speak only as of the date of this press release. Except as required by law, SGH does not undertake to update the forward-looking statements contained in this press release to reflect the impact of circumstances or events that may arise after the date that the forward-looking statements were made.

Statement Regarding Use of Non-GAAP Financial Measures

SGH management uses non-GAAP measures to supplement SGH's financial results under GAAP. Management uses these measures to analyze its operations and make decisions as to future operational plans and believes that this supplemental non-GAAP information is useful to investors in analyzing and assessing the Company's past and future operating performance. These non-GAAP measures exclude certain items, such as share-based compensation expense; amortization of acquisition-related intangible assets (consisting of amortization of developed technology, customer relationships, trademarks/trade names and backlog acquired in connection with business combinations); acquisition-related inventory adjustments; diligence, acquisition and integration expense; restructure charges; impairment of goodwill; changes in the fair value of contingent consideration; gains (losses) from changes in currency exchange rates; amortization of debt discount and other costs; gain (loss) on extinguishment of debt; other infrequent or unusual items and related tax effects and other tax adjustments. While amortization of acquisition-related intangible assets is excluded, the revenues from acquired companies is reflected in the Company's non-GAAP measures and these intangible assets contribute to revenue generation. Management believes the presentation of operating results that exclude certain items provides useful supplemental information to investors and facilitates the analysis of the Company's core operating results and comparison of operating results across reporting periods. Management also uses adjusted EBITDA, which represents GAAP net income (loss), adjusted for net interest expense; income tax expense; depreciation and amortization expense; share-based compensation expense; acquisition-related inventory adjustments; diligence, acquisition and integration expense; restructure charges; impairment of goodwill; changes in the fair value of contingent consideration; gain (loss) on extinguishment of debt and other infrequent or unusual items.

Beginning in 2024, for our non-GAAP reporting, we are utilizing a long-term projected non-GAAP effective tax rate of 28%, which includes the tax impact of pre-tax non-GAAP adjustments and reflects currently available information as well as other factors and assumptions. While we expect to use this normalized non-GAAP effective tax rate through 2024, this long-term non-GAAP effective tax rate may be subject to change for a variety of reasons, including the

rapidly evolving global tax environment, significant changes in our geographic earnings mix or changes to our strategy or business operations. Our GAAP effective tax can vary significantly from quarter to quarter based on a variety of factors, including, but not limited to, discrete items which are recorded in the period they occur, the tax effects of certain items of income or expense, significant changes in our geographic earnings mix or changes to our strategy or business operations. We are unable to predict the timing and amounts of these items, which could significantly impact our GAAP effective tax rate, and therefore we are unable to reconcile our forward-looking non-GAAP effective tax rate measure to our GAAP effective tax rate.

Non-GAAP financial measures should not be considered as a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP, as they exclude important information about SGH's financial results, as noted above. The presentation of these adjusted amounts varies from amounts presented in accordance with GAAP and therefore may not be comparable to amounts reported by other companies. In addition, adjusted EBITDA does not purport to represent cash flow provided by, or used for, operating activities in accordance with GAAP and should not be used as a measure of liquidity. Investors are encouraged to review the "Reconciliation of GAAP to Non-GAAP Measures" tables below.

About SMART Global Holdings - SGH

At SGH, we design, build, deploy and manage high-performance, high-availability enterprise solutions that help our customers solve for the future. Across our computing, memory, and LED lines of business, we focus on serving our customers by providing deep technical knowledge and expertise, custom design engineering, build-to-order flexibility and a commitment to best-in-class quality.

Learn more about us at SGHcorp.com.

SMART Global Holdings, Inc. Consolidated Statements of Operations (In thousands, except per share amounts) (Unaudited)

	Th	ree	Months En	deo	b	Nine Mor	ths	Ended
	 May 31, 2 024		March 1, 2 024		May 26, 2 023	May 31, 2 024		May 26, 2 023
Net sales: Memory Solutions Intelligent Platform Solutions LED Solutions	\$ 91,629 144,968 63,983	\$	83,297 141,405 60,119	\$	109,458 170,854 64,106	\$ 260,594 405,197 193,857	\$	338,083 604,276 182,233
Total net sales Cost of sales	300,580 211,674		284,821 202,887		344,418 243,938	859,648 605,958		1,124,592 801,006
Gross profit	88,906		81,934	_	100,480	 253,690		323,586
Operating expenses: Research and development Selling, general and administrative	19,681 57,249		20,526 61,385		20,338 67,914	61,596 175,851		69,682 195,696 5

\$

Impairment of goodwill Change in fair value of contingent consideration Other operating (income) expense Total operating expenses Operating income (loss)		465 77,395 11,511		3,335 85,246 (3,312)		14,800 (186) 102,866 (2,386)	 6,739 244,186 9,504	 17,558 24,900 5,366 313,202 10,384
Non-operating (income) expense: Interest expense, net Other non-operating (income) expense Total non-operating (income) expense Income (loss) before taxes	_	6,167 441 6,608 4,903	_	7,249 248 7,497 (10,809)	_	9,314 354 9,668 (12,054)	 22,975 113 23,088 (13,584)	 27,238 12,299 39,537 (29,153)
Income tax provision (benefit) Net income (loss) from continuing operations Net income (loss) from discontinued operations Net income (loss) Net income attributable to noncontrolling interest Net income (loss) attributable to SGH	\$	(1,323) 6,226 	\$	2,198 (13,007) (13,007) 613 (13,620)	\$	7,216 (19,270) (4,807) (24,077) 378 (24,455)	\$ 4,409 (17,993) (8,148) (26,141) 1,784 (27,925)	\$ 26,687 (55,840) 10,301 (45,539) 1,143 (46,682)
Basic earnings (loss) per share: Continuing operations Discontinued operations	\$	0.11 — 0.11	\$ \$	(0.26) — (0.26)	\$	(0.40) (0.10) (0.50)	\$ (0.38) (0.15) (0.53)	\$ (1.16) 0.21 (0.95)
Diluted earnings (loss) per share: Continuing operations Discontinued operations	\$	0.10	\$	(0.26)	\$	(0.40) (0.10) (0.50)	\$ (0.38) (0.15) (0.53)	\$ (1.16) 0.21 (0.95)
Shares used in per share calculations: Basic Diluted		52,570 54,283		52,031 52,031		49,380 49,380	52,219 52,219	49,152 49,152

SMART Global Holdings, Inc. Reconciliation of GAAP to Non-GAAP Measures (In thousands, except percentages) (Unaudited)

	_	Thi	ree	Months En	deo	d		Nine Months Ended				
		May 31, 2 024		March 1, 2 024		May 26, 2 023		May 31, 2 024		May 26, 2 023		
GAAP gross profit Share-based compensation expense Amortization of acquisition-related intangibles Flow-through of inventory step up	\$	88,906 1,760 5,909 —	\$	81,934 1,691 5,894	\$	100,480 1,595 6,704	\$	253,690 5,266 17,747 —	\$	323,586 4,545 19,785 2,599		
Cost of sales-related restructure		387		216		211		1,271		5,763		
Non-GAAP gross profit	\$	96,962	\$	89,735	\$	108,990	\$	277,974	\$	356,278		
GAAP gross margin Effect of adjustments		29.6% 2.7%		28.8% 2.7%		29.2% 2.4%		29.5% 2.8%		28.8% 2.9%		
Non-GAAP gross margin	_	32.3%	_	31.5%	_	31.6%	_	32.3%		31.7%		
GAAP operating expenses Share-based compensation expense Amortization of acquisition-related intangibles Diligence, acquisition and integration expense Impairment of goodwill Change in fair value of contingent consideration Restructure charge Other	\$	77,395 (9,432) (3,857) (4) (465) 	\$	85,246 (8,948) (3,857) (5,885) — (3,335) —	\$	102,866 (8,047) (4,905) (8,637) (14,800) 186 —	\$	244,186 (27,535) (11,778) (6,678) 	\$	313,202 (25,109) (13,497) (18,193) (17,558) (24,900) (5,366) (1,800)		
Non-GAAP operating expenses	\$	63,637	\$	63,221	\$	66,663	\$	191,456	\$	206,779		
GAAP operating income (loss) Share-based compensation expense	\$	11,511 11,192	\$	(3,312) 10,639	\$	(2,386) 9,642	\$	9,504 32,801	\$	10,384 29,654 6		

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11,609	29,525	33,282
		2,599
211	1,271	5,763
8,637	6,678	18,193
		17,558
14,800	—	24,900
(186)	6,739	5,366 1,800
· _ ·		1,800
\$ 42,327	\$ 86,518	\$ 149,499
	211 8,637 14,800 (186)	211 1,271 8,637 6,678 14,800 — (186) 6,739

SMART Global Holdings, Inc. Reconciliation of GAAP to Non-GAAP Measures (In thousands, except per share amounts) (Unaudited)

May 31, 2 024 Warch 1, 2 024 May 26, 2 023 May 21, 2 024 May 26, 2 023 GAAP net income (loss) attributable to SGH \$ 5,616 \$ (19,648) \$ (19,777) \$ (56,883) Share-based compensation expense flow-through of invectory step up cost of sales-related restructure 39,762 9,773 11,60 29,52 25,999 Cost of sales-related restructure 387 216 211 1,271 5,763 Diligence, acquisition and integration expense 4 5,885 8,637 6,678 18,133 Impairment of goodwill charge in a value of contingent consideration - - - 14,800 - 24,900 Restructure charge maximum of their diment arring repayment of debt 922 925 937 2,177 15,924 Foreign currency (gains) losses 666 182 410 242 15,924 Non-GAAP net income attributable to SGH \$ 20,221 \$ 14,141 \$ 28,731 \$ 46,900 \$ 109,275 Veighted-average shares outstanding 53,950 53,074 50,134 53,433 49,922 Dilutect					Months En			Nine Months Ended					
Share-based compensation expense 11,192 10,639 9,642 32,801 29,654 Amortization of acquisition-related intangibles 9,766 9,751 11,609 29,525 33,282 Flow-through of inventory step up 2,599 Cost of sale-related restructure 387 216 211 12,71 5,763 Diligence, acquisition and integration expense 4 5,885 8,637 6,678 18,193 Change in fair value of contingent consideration - - - 17,558 Change in fair value of contingent consideration - - - 14,800 - 24,900 Restructure charge 645 3,335 1180 6,733 5,366 Amortization of edubt discount and other costs 616 122 410 24,227 3,054 Loss gain on extinguisitment or prepayment of debt 702 2,319 1,1152 5,550 Otice currency (gains) losses 606 122 41,414 3,28,731 4,9,380 52,219 <td></td> <td></td> <td>May 31, 2 024</td> <td>I</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>			May 31, 2 024	I									
Cost of safes-related restructive 387 216 211 1,271 5,763 Diligence, acquisition and integration expense 4 5,885 8,637 6,678 18,193 Impairment of goodwill - - - - - - - - 2,4900 Restructure charge 465 3,335 (186) 6,739 5,386 Amortization of debt discount and other costs 817 968 937 2,827 3,054 Loss (gain) on extinguishment or prepayment of debt 792 325 - 1,117 15,924 Other (3,540) 2,319 (14,523) 8,110 8,110 Non-GAAP net income attributable to SGH \$ 20,221 \$ 14,141 \$ 28,731 \$ 46,900 \$ 109,275 Weighted-average shares outstanding 54,283 52,031 49,380 52,219 49,152 Adjustment for dilutive securities and capped calls (333) 1,043 754 1,216 7700 GAAP weighted	Share-based compensation expense Amortization of acquisition-related intangibles	\$	11,192	\$	10,639	\$	9,642	\$	32,801	\$	29,654		
Restructure charge 465 3.335 (186) 6,739 5,266 Amortization of debt discount and other costs 817 968 937 2,827 3,054 Loss (gain) on extinguishment or prepayment of debt 792 325 1,117 15,924 Loss (gain) on extinguishment or prepayment of debt 792 325 1,117 15,924 Other 1,800 \$109,275 Other 1,800 Non-GAAP net income attributable to SGH \$ 20,221 \$ 14,141 \$ 28,731 \$ 46,900 \$ 109,275 Weighted-average shares outstanding 1,216 770 Non-GAAP weighted-average shares outstanding 53,950 53,074 50,134 53,435 49,922 Diluted earnings (loss) per share from 2,057 \$ 0.88 \$ 2,19 Non-GAAP diluted earnings (loss) per share \$ 0.10 \$ 0.27 0.53 0.97 1,26 3.35 Iffect	Cost of sales-related restructure Diligence, acquisition and integration expense		4		5,885		8,637				5,763 18,193 17,558		
Income tax effects (9,424) (3,540) 2,319 (14,523) 8,110 Non-GAAP net income attributable to SGH \$ 20,221 \$ 14,141 \$ 28,731 \$ 46,900 \$ 109,275 Weighted-average shares outstanding - Diluted: GAAP weighted-average shares outstanding \$ 54,283 \$ 52,031 49,380 \$ 52,219 49,152 Adjustment for dilutive securities and capped calls (333) 1,043 754 1,216 770 Non-GAAP weighted-average shares outstanding \$ 3,950 \$ 30,074 \$ 50,134 \$ 53,435 49,922 Diluted earnings (loss) per share from continuing operations: GAAP diluted earnings (loss) per share \$ 0.10 \$ 0.261 \$ 0.401 \$ (0.38) \$ (1.16)1 Effect of adjustments 0.27 0.53 0.97 1.26 3.35 Non-GAAP diluted earnings per share \$ 0.616 7,249 9,314 22,275 27,238 Income (loss) attributable to SGH \$ 1,525 17,156 18,554 50,335 52,802 Interest expense, net 1,192 10,639 9,642 32,801 2	Restructure charge Amortization of debt discount and other costs Loss (gain) on extinguishment or prepayment of debt Foreign currency (gains) losses		465 817 792		3,335 968 325		(186) 937 — 410 —		2,827 1,117		5,366 3,054 15,924 55		
Weighted-average shares outstanding - Diluted: 94,283 52,031 49,380 52,219 49,152 Adjustment for dilutive securities and capped calls (333) 1,043 754 1,216 770 Non-GAAP weighted-average shares outstanding 53,950 53,074 50,134 53,435 49,922 Diluted earnings (loss) per share from continuing operations: 53,950 53,074 50,134 53,435 49,922 GAAP diluted earnings (loss) per share \$ 0,10 \$ (0.26) \$ (0.40) \$ (0.38) \$ (1.16) Effect of adjustments 0,27 0,53 0.97 1,26 3,35 Non-GAAP diluted earnings per share \$ 0,37 \$ 0,57 \$ 0.88 \$ 2,19 Net income (loss) attributable to SGH \$ 5,616 \$ (13,620) \$ (19,648) \$ (19,777) \$ (56,983) Interset expense, net 6,167 7,249 9,314 22,975 27,238 Income tax provision (benefit) (1,323) 2,198 7,216 4,409 26,687	Income tax effects		(9,424)		(3,540)		2,319		(14,523)				
Diluted: GAAP weighted-average shares outstanding 54,283 52,031 49,380 52,219 49,152 Adjustment for dilutive securities and capped calls (333) 1,043 754 1,216 770 Non-GAAP weighted-average shares outstanding 53,950 53,074 50,134 53,435 49,922 Diluted earnings (loss) per share from continuing operations: GAAP diluted earnings (loss) per share \$ 0.10 \$ (0.26) \$ (0.40) \$ (0.38) \$ (1.16) Effect of adjustments 0.27 0.53 0.97 1.26 3.35 Non-GAAP diluted earnings per share \$ 0.37 \$ 0.27 \$ 0.57 \$ 0.88 \$ 2.19 Net income (loss) attributable to SGH \$ 5,616 \$ (13,620) \$ (19,648) \$ (19,777) \$ (56,983) Income tax provision (benefit) (1,323) 2,198 7,216 4,409 26,687 Depreciation expense and amortization of intangible assets 15,255 17,156 18,554 50,335 52,802 Share-based compensation expense 11,192 10,639 9,642 32,801 22,659 Cost of sales-relaterestructure 387 216	Non-GAAP net income attributable to SGH	\$	20,221	\$	14,141	\$	28,731	\$	46,900	\$	109,275		
Adjustment for dilutive securities and capped calls (333) 1,043 754 1,216 770 Non-GAAP weighted-average shares outstanding 53,950 53,074 50,134 53,435 49,922 Diluted earnings (loss) per share from continuing operations: GAAP diluted earnings (loss) per share \$ 0.10 \$ (0.26) \$ (0.40) \$ (0.38) \$ (1.16) Effect of adjustments 0.27 0.53 0.97 1.26 3.35 Non-GAAP diluted earnings (loss) per share \$ 0.37 \$ 0.27 \$ 0.57 \$ 0.88 \$ 2.19 Net income (loss) attributable to SGH \$ 5,616 \$ (13,620) \$ (19,648) \$ (19,777) \$ (56,983) Interest expense, net 6,167 7,249 9,314 22,975 27,238 Income tax provision (benefit) (1,323) 2,198 7,216 4,409 26,687 Depreciation expense and amortization of intangible assets 15,525 17,156 18,554 50,335 52,802 Share-based compensation expense 11,192 10,639 9,642 32,801 29,654 Diligence, acquisition and integration expense 4 5,885 8,637	Diluted:		54.202		52.024		40,200		52.240		40.452		
Non-GAAP weighted-average shares outstanding 53,950 53,074 50,134 53,435 49,922 Diluted earnings (loss) per share from continuing operations:	0 0												
continuing operations: GAAP diluted earnings (loss) per share \$ 0.10 \$ (0.26) \$ (0.40) \$ (0.38) \$ (1.16) Effect of adjustments 0.27 0.53 0.97 1.26 3.35 Non-GAAP diluted earnings per share \$ 0.37 \$ 0.27 \$ 0.53 0.97 1.26 3.35 Non-GAAP diluted earnings per share \$ 0.37 \$ 0.27 \$ 0.57 \$ 0.88 \$ 2.19 Net income (loss) attributable to SGH \$ 5,616 \$ (13,620) \$ (19,648) \$ (19,777) \$ (56,983) Income tax provision (benefit) (1,323) 2,198 7,216 4,409 26,687 Depreciation expense and amortization of intangible assets 15,525 17,156 18,554 50,335 52,802 Share-based compensation expense 11,192 10,639 9,642 32,801 29,654 Flow-through of inventory step up - - - - 2,599 Cost of sales-related restructure 387 216 211 1,271 5,763 Diligence, acquisition and integration expense 4 5,885 8,637 6,678 18,199		_	53,950	_	53,074	_	50,134	_	53,435		49,922		
GAAP diluted earnings (loss) per share \$ 0.10 \$ (0.26) \$ (0.40) \$ (0.38) \$ (1.16) Effect of adjustments 0.27 0.53 0.97 1.26 3.35 Non-GAAP diluted earnings per share \$ 0.37 \$ 0.27 \$ 0.57 \$ 0.88 \$ 2.19 Net income (loss) attributable to SGH \$ 5,616 \$ (13,620) \$ (19,648) \$ (19,777) \$ (56,983) Interest expense, net 6,167 7,249 9,314 22,975 27,238 Depreciation expense and amortization of intangible assets 15,525 17,156 18,554 50,335 52,802 Share-based compensation expense 11,192 10,639 9,642 32,801 29,654 Flow-through of inventory step up - - - - 2,599 Cost of sales-related restructure 387 216 211 1,271 5,763 Diligence, acquisition and integration expense 4 5,885 8,637 6,678 18,193 Impairment of g													
Non-GAAP diluted earnings per share \$ 0.37 \$ 0.27 \$ 0.57 \$ 0.88 \$ 2.19 Net income (loss) attributable to SGH \$ 5,616 \$ (13,620) \$ (19,648) \$ (19,777) \$ (56,983) Interest expense, net 6,167 7,249 9,314 22,975 27,238 Income tax provision (benefit) (1,323) 2,198 7,216 4,409 26,687 Depreciation expense and amortization of intangible assets 15,525 17,156 18,554 50,335 52,802 Share-based compensation expense 11,192 10,639 9,642 32,801 29,654 Flow-through of inventory step up — — — — 2,599 Cost of sales-related restructure 387 216 211 1,271 5,763 Diligence, acquisition and integration expense 4 5,885 8,637 6,678 18,193 Impairment of goodwill — — — — — 24,900 Restructure charge 465 3,335 (186) 6,739 5,366	GAAP diluted earnings (loss) per share	\$		\$		\$		\$		\$			
Interest expense, net 6,167 7,249 9,314 22,975 27,238 Income tax provision (benefit) (1,323) 2,198 7,216 4,409 26,687 Depreciation expense and amortization of intangible assets 15,525 17,156 18,554 50,335 52,802 Share-based compensation expense 11,192 10,639 9,642 32,801 29,654 Flow-through of inventory step up		\$	0.37	\$	0.27	\$	0.57	\$	0.88	\$	2.19		
assets 15,525 17,156 18,554 50,335 52,802 Share-based compensation expense 11,192 10,639 9,642 32,801 29,654 Flow-through of inventory step up — — — — 2,599 Cost of sales-related restructure 387 216 211 1,271 5,763 Diligence, acquisition and integration expense 4 5,885 8,637 6,678 18,193 Impairment of goodwill — — — — — 24,900 Restructure charge 465 3,335 (186) 6,739 5,366 Loss on extinguishment of debt 792 3225 — 1,117 15,924 Other — — — — — 1,800	Interest expense, net Income tax provision (benefit)	\$	6,167	\$	7,249	\$	9,314	\$	22,975	\$	27,238		
Cost of sales-related restructure 387 216 211 1,271 5,763 Diligence, acquisition and integration expense 4 5,885 8,637 6,678 18,193 Impairment of goodwill - - - - 17,558 Change in fair value of contingent consideration - - 14,800 - 24,900 Restructure charge 465 3,335 (186) 6,739 5,366 Loss on extinguishment of debt 792 325 - 1,117 15,924 Other - - - - - 1,800	assets Share-based compensation expense										29,654		
Change in fair value of contingent consideration - - 14,800 - 24,900 Restructure charge 465 3,335 (186) 6,739 5,366 Loss on extinguishment of debt 792 325 - 1,117 15,924 Other - - - - - 1,800	Cost of sales-related restructure Diligence, acquisition and integration expense										5,763 18,193		
	Change in fair value of contingent consideration Restructure charge Loss on extinguishment of debt		465 792		325						24,900 5,366 15,924		
	Adjusted EBITDA	\$	38,825	\$	33,383	\$	48,540	\$	106,548	\$	171,501		

SMART Global Holdings, Inc. Consolidated Balance Sheets (In thousands) (Unaudited)

As of	May 31, 2 024	A	ugust 25, 2 023
Assets Cash and cash equivalents Short-term investments Accounts receivable, net Inventories Other current assets Current assets of discontinued operations	\$ 453,791 13,746 211,842 177,299 85,649	\$	365,563 25,251 219,247 174,977 51,790 70,574
Total current assets Property and equipment, net Operating lease right-of-use assets Intangible assets, net Goodwill Deferred tax assets Other noncurrent assets	942,327 107,646 61,729 131,380 161,958 77,903 63,190		907,402 118,734 68,444 160,185 161,958 74,085 15,150
Total assets	\$ 1,546,133	\$	1,505,958
Liabilities and Equity Accounts payable and accrued expenses Current debt Deferred revenue Other current liabilities Acquisition-related contingent consideration Current liabilities of discontinued operations Total current liabilities Long-term debt Noncurrent operating lease liabilities Other noncurrent liabilities Total liabilities Commitments and contingencies	\$ 230,646 — 88,719 31,777 — 351,142 667,042 62,054 35,374 1,115,612	\$	182,035 35,618 48,096 32,731 50,000 77,770 426,250 754,820 66,407 29,248 1,276,725
SMART Global Holdings shareholders' equity: Ordinary shares Additional paid-in capital Retained earnings Treasury shares Accumulated other comprehensive income (loss) Total SGH shareholders' equity Noncontrolling interest in subsidiary Total equity Total liabilities and equity	\$ 1,790 517,548 54,532 (150,438) 17 423,449 7,072 430,521 1,546,133	\$	1,726 476,703 82,457 (132,447) (205,964) 222,475 6,758 229,233 1,505,958

SMART Global Holdings, Inc. Consolidated Statements of Cash Flows (In thousands) (Unaudited)

	Thi	ree	Months En	de	d		Nine Mon	ths	Ended
	 May 31, 2 024	March 1, 2 024		May 26, 2 023		May 31, 2 024			May 26, 2 023
Cash flows from operating activities									
Net income (loss)	\$ 6,226	\$	(13,007)	\$	(24,077)	\$	(26,141)	\$	(45,539)
Net income (loss) from discontinued operations	 —			_	(4,807)		(8,148)		10,301
Net income (loss) from continuing operations Adjustments to reconcile net income (loss) from continuing operations to cash provided by (used for) operating activities Depreciation expense and amortization of intangible	6,226		(13,007)		(19,270)		(17,993)		(55,840)
	45 525		17 150		10 55 4		50 225		F2 002
assets Amortization of debt discount and issuance costs	15,525 817		17,156		18,554 937		50,335 2,827		52,802 3,054
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Share-based compensation expense Impairment of goodwill	11,192	10,639 —	9,642	32,801	29,654 17,558
Change in fair value of contingent consideration			14,800	4 4 4 7	24,900
(Gain) loss on extinguishment or prepayment of debt Deferred income taxes, net	792 (3,840)	325 476	(5)	1,117 (3,646)	15,924 1,625
Other	(3,228)	(208)	(809)	(2,772)	3,307
Changes in operating assets and liabilities:	(0,220)	(200)	(000)		5,507
Accounts receivable	(42,124)	872	(12,525)	7,406	159,508
Inventories	(4,535)	35,678	56,413	(2,321)	66,653
Other assets	15,424	(23,229)	16,950	(5,703)	7,057
Accounts payable and accrued expenses and other liabilities	83,632	(22,587)	(51,612)	84,626	(226,357)
Payment of acquisition-related contingent consideration	—	(29,000)		(29,000)	(73,724)
Net cash provided by (used for) operating activities from continuing operations	79,881	(21,917)	33,075	117,677	26,121
Net cash provided by (used for) operating activities from	(101)	(= - / /	7,963		41,467
discontinued operations	. ,			(28,336)	
Net cash provided by (used for) operating activities	79,780	(21,917)	41,038	89,341	67,588
Cash flows from investing activities					
Capital expenditures and deposits on equipment	(3,777)	(5,204)	(11,984)	(13,629)	(31,674)
Capital expenditures and deposits on equipment Acquisition of business, net of cash acquired	_	—	· · · _ ·		(213,073)
Proceeds from maturities of investment securities	9,915	12,290	—	31,870	
Purchases of held-to-maturity investment securities	(1,000)	(11,034)		(20,503)	
Other	(518)	(558)	431	(1,264)	670
Net cash provided by (used for) investing activities from	4.620	(4.500)		(2.526)	(244.077)
continuing operations	4,620	(4,506)	(11,553)	(3,526)	(244,077)
Net cash provided by (used for) investing activities from discontinued operations	451		(1,273)	119,389	(5,745)
Net cash provided by (used for) investing activities	\$ 5,071	\$ (4,506)	\$ (12,826)	\$ 115,863	\$ (249,822)

SMART Global Holdings, Inc. Consolidated Statements of Cash Flows, Continued (In thousands) (Unaudited)

	Thr	ee	Months En	de	d		Nine Mon	ths	Ended
	 May 31, 2 024		March 1, 2 024		May 26, 2 023		May 31, 2 024	[May 26, 2 023
Cash flows from financing activities									
Repayments of debt	\$ (75,000)	\$	(37,211)	\$	(7,211)	\$	(126,634)	\$	(14,422)
Payment of acquisition-related contingent consideration	(2.4.20)		(21,000)				(21,000)		(28,100)
Payments to acquire ordinary shares	(2,129)		(2,732)		(660)		(17,991) (1,470)		(16,883) (2,009)
Proceeds from issuance of ordinary shares	3,817		792		4,180		8,064		8,430
Proceeds from debt	5,017								295,287
Payment of premium in connection with convertible note									
exchange			_						(14,141)
Net cash paid for settlement and purchase of Capped Calls	(1)		(1)		(6.99)		(EQ.4)		(4,304)
Other	 (1)		(1)		(688)		(584)		(5,765)
Net cash used for financing activities from continuing operations	(73,313)		(60,152)		(4,379)		(159,615)		218,093
Net cash used for financing activities from discontinued operations	_		_		(255)		(606)		(379)
Net cash provided by (used for) financing activities	 (73,313)		(60,152)		(4,634)		(160,221)		217,714
Effect of changes in currency exchange rates	(76)		(155)		813		(1,256)		2,730
Net increase (decrease) in cash and cash equivalents	 11,462		(86,730)		24.391	_	43,727		38,210
Cash and cash equivalents at beginning of period	442,329		529,059		376,884		410,064		363,065
Cash and cash equivalents at end of period	\$ 453,791	\$	442,329	\$	401,275	\$	453,791	\$	401,275

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Source: SMART Global Holdings, Inc.