UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 28, 2024

GETTY IMAGES HOLDINGS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware (State or Other Jurisdiction of Incorporation)

001-41453 (Commission

87-3764229 (IRS Employer Identification No.)

605 5th Ave S. Suite 400 Seattle, WA (Address of Principal Executive Offices) File Number)

98104 (Zip Code)

Registrant's telephone number, including area code: (206) 925-5000

Not Applicable (Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e 4(c))

Securities registered pursuant to Section 12(b) of the Act:

		Name of each exchange
Title of each class	Trading Symbol(s)	on which registered
Class A Common Stock	GETY	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company 🗵

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. \Box

Item 7.01. Regulation FD Disclosures

On May 28, 2024, Getty Images Holdings, Inc. (the "Company") posted an investor presentation dated May 28, 2024 to its website at investors.gettyimages.com. The presentation included a video providing an overview of the Company's Generative AI by Getty Images tool powered by NVIDIA, including anticipated additional capabilities. A copy of the presentation is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information contained in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 referenced in Item 7.01 above, is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section. Such information shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

 Exhibit No.

 99.1
 Investor Presentation of Getty Images Holdings, Inc., dated May 28, 2024

 104
 Cover Page Interactive Data File (embedded within the Inline XBRL document)

2

Description

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 28, 2024

GETTY IMAGES HOLDINGS, INC.

By: Name: Title:

/s/ Kjelti Kellough Kjelti Kellough Senior Vice President, General Counsel, and Corporate Secretary

Exhibit 99.1

gettyimages iStock LUnsplash

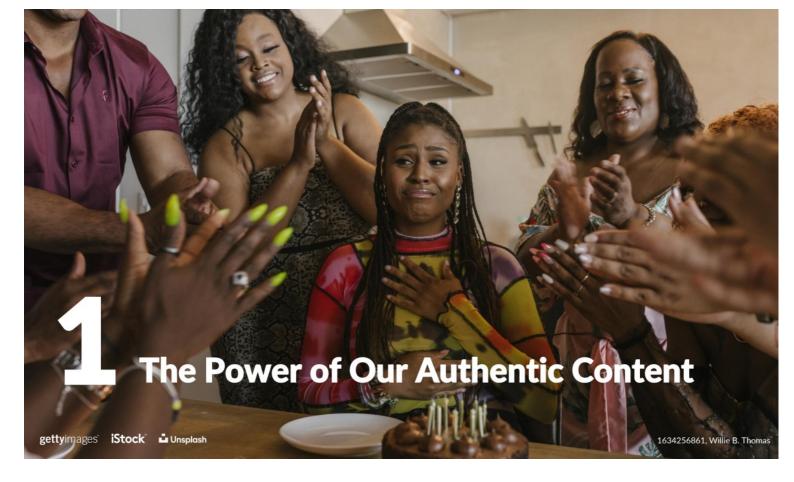
Move the World

With the Power of Elevated Visual Content

May 28, 2024

469262742, wundervisuals





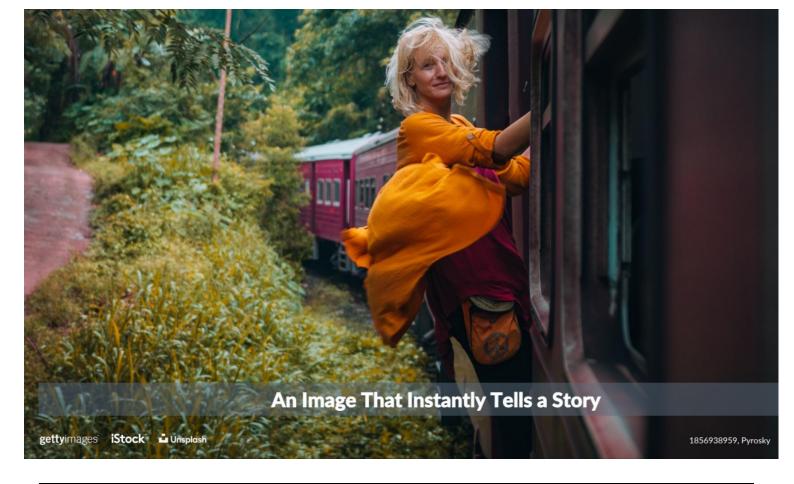
We Believe in the Power of Visual Content

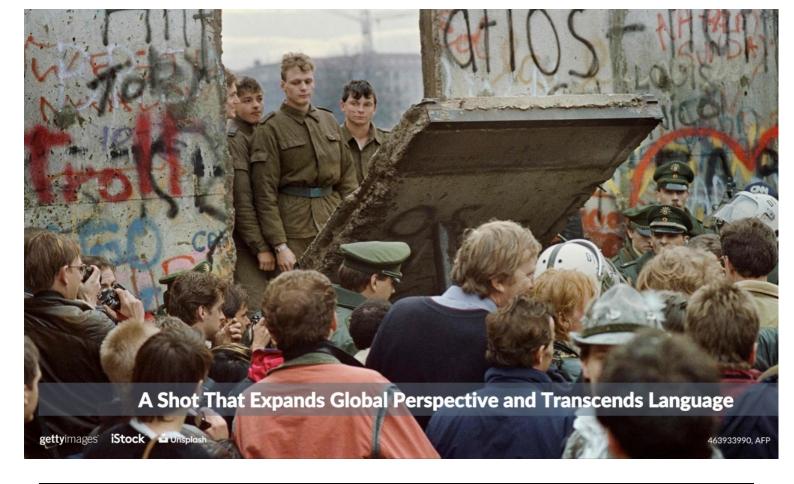
gettyimages*

iStock[™]

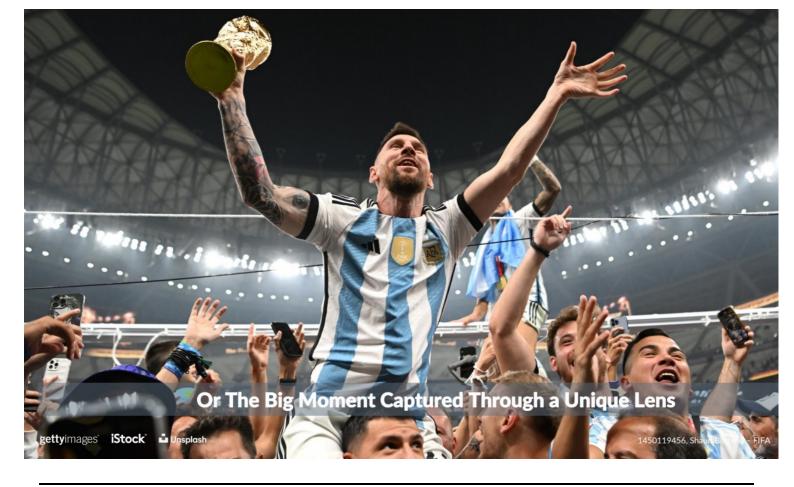
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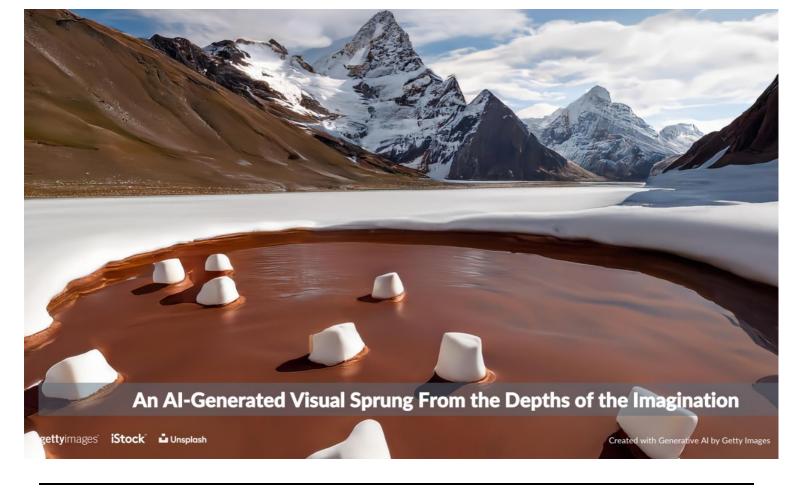












There's a Story in Every Picture, a Narrative in Every Frame

gettyimages i

iStock[™]

Unsplash

With the Omnipresence of Visual Storytelling...



Spent Daily Consuming Digital Media on Average by American Adults in 2023¹



Of Consumers Prefer Visual Content Over Text When Making Purchase Decisions²



Growth in People Actively Using Social Media Globally Since 2000 (~62% of World Population)³



Increase in the Percentage of Americans Who Place No Trust in Mass Media Since 2000⁴



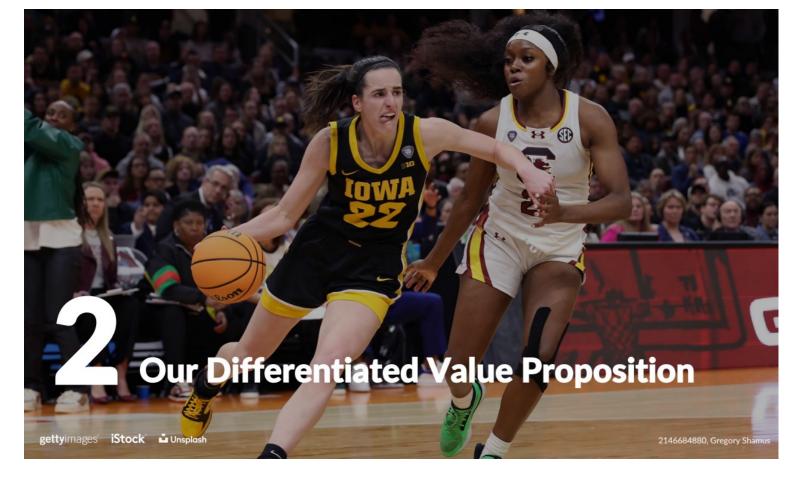




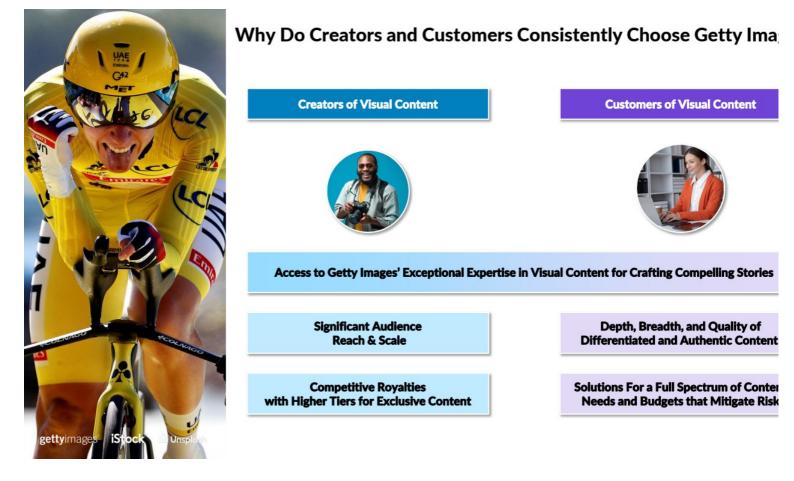


...Our Authentic, Differentiated, High Quality Content Stands Out More than Eve

gettyimages iStock Unsplash Source: 1 2023 study by eMarketer. 2 2019 study by Performics and Northwestern's Medill School of Journalism. 2 2024 meta-analysis by We Are Social and Meltwater utilizing data from Kepid 4 2023 polling by Gallup.







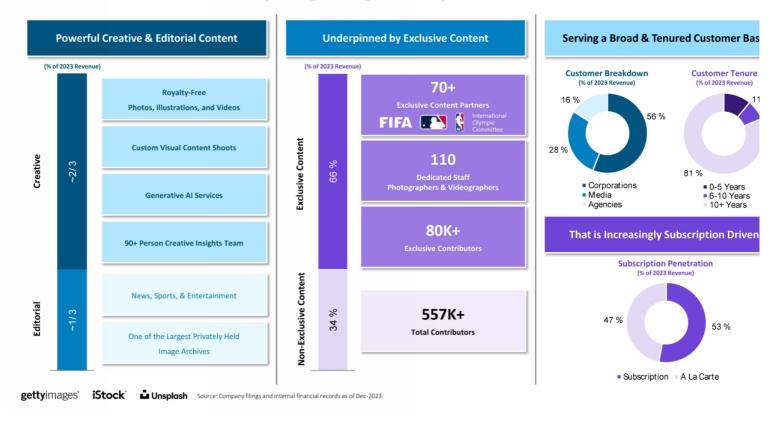
We Are Uniquely Positioned at the Center of the Creative Economy

	getty images*	iStock	🗳 Unsplash
Target Customer	Enterprises	SMBs	SMBs, Prosumers, Pro & Semipro Content Creators
Asset Type	Premium Creative & Editorial (Stills, Music, Video, and Generative AI)	Budget-Conscious Stills, Video, and Generative Al	Free & Low-Cost Creative Stills
Asset Rights	Uncapped Indemnification & Rights Customized to Customer Needs	Capped Indemnification With Option for More Protection	Capped / No Indemnification
Go-to-Market	Premium Account Management & Dedicated Support	Primarily E-Commerce & Online Service	Primarily E-Commerce & Online Service
Plans & Pricing	A La Carte, Subscriptions, & Custom Assignments	A La Carte, Subscriptions	Free (Ads), Subscriptions, Paid API Integrations



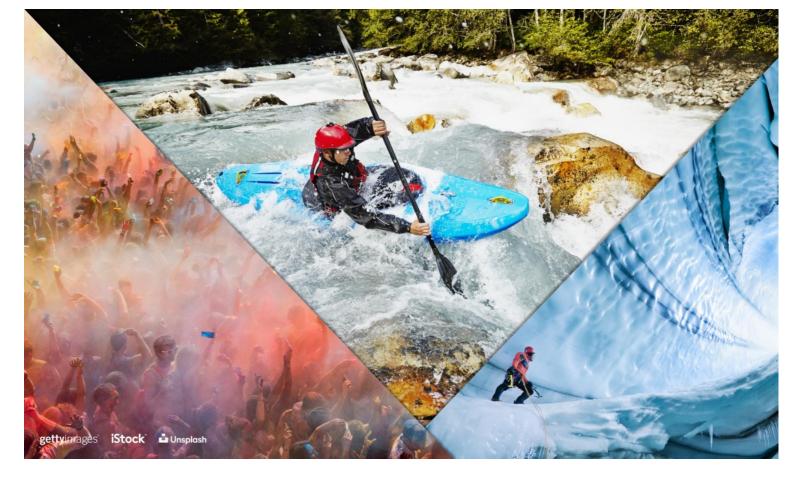
gettyimages' iStock Lunsplash

Getty Images' High Quality Revenue Model

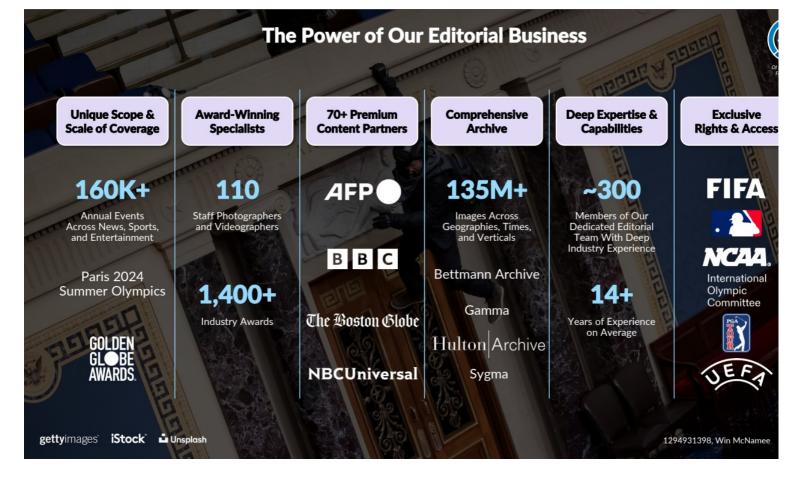


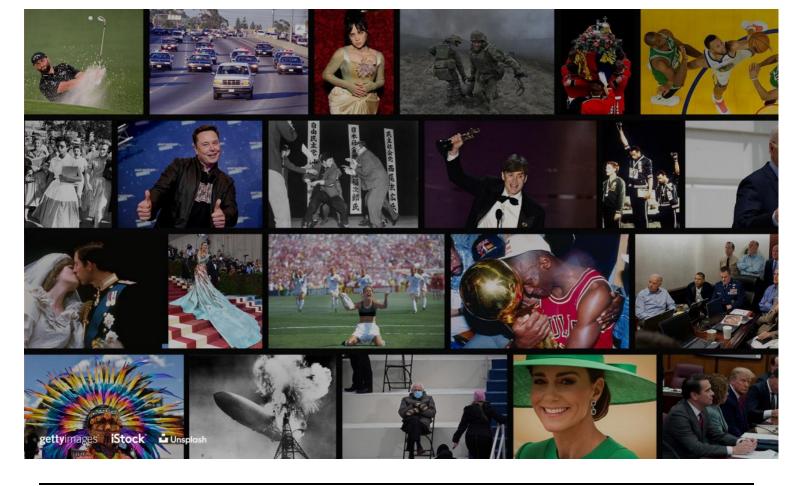
Creative: Introducing Our Differentiated and Authentic Offering







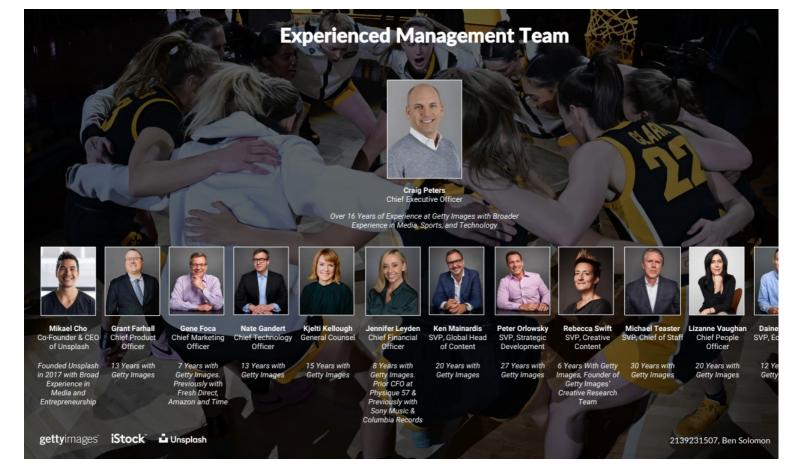




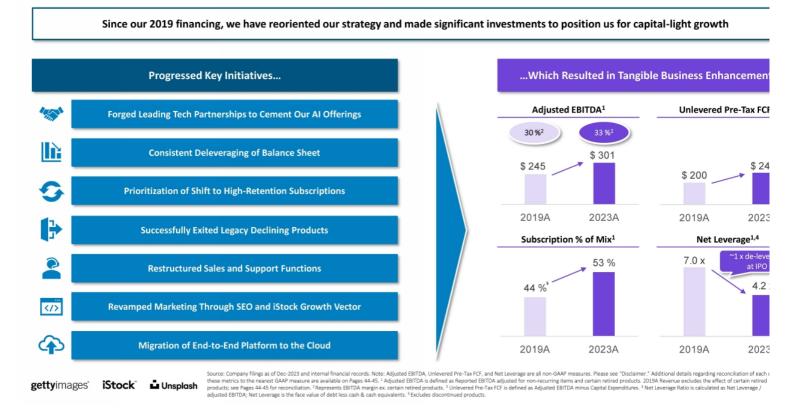
Exclusive Content Underpins Competitive Differentiation and Drives ~2/3 of Reve

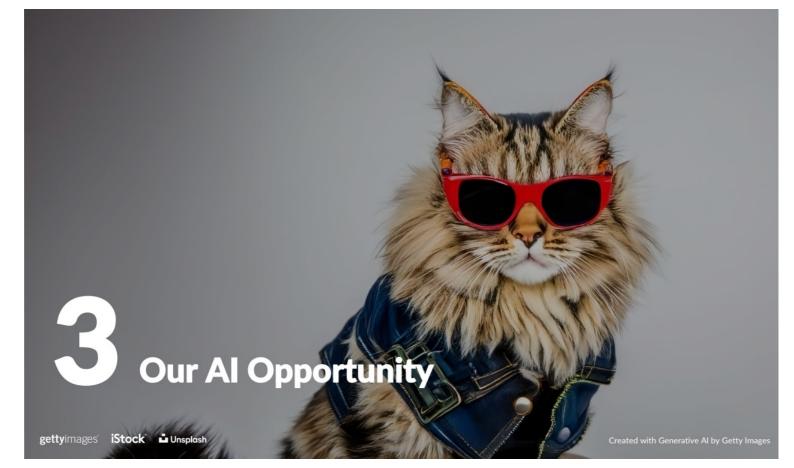
For many customers, Getty Images is the preferred visual content partner because of our exceptional access to exclusive content that cannot be obtained anywhere else.

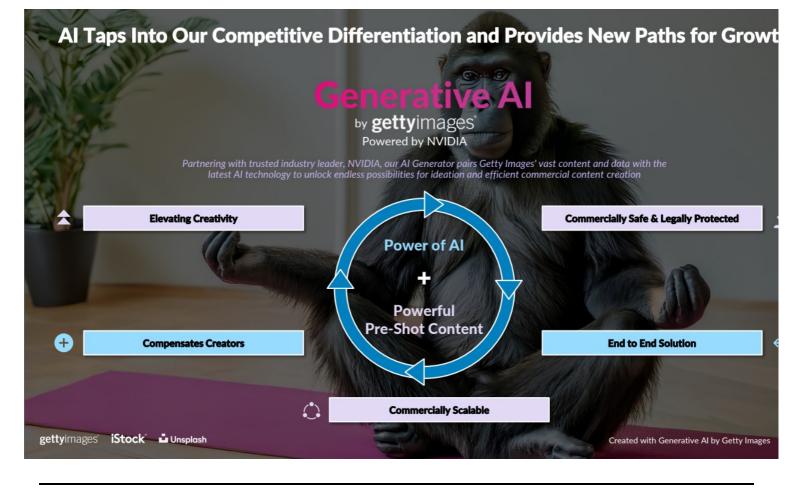




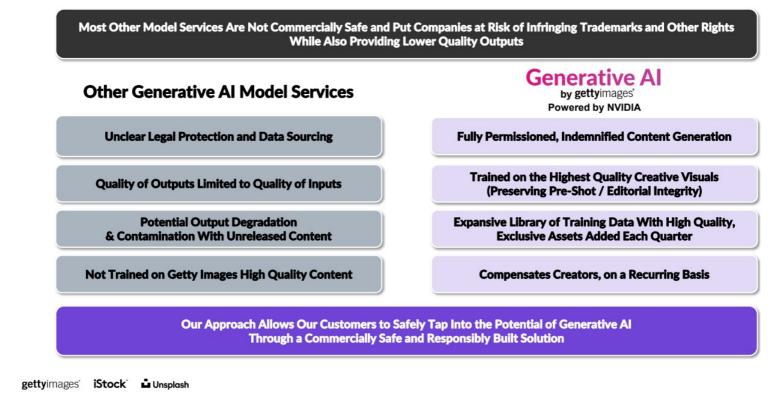
Our Strategic Transformation Positioned Us to Deliver Growth







We Are Uniquely Positioned to Benefit From AI





The Future of AI at Getty Images

The following is for illustrative purposes only and the final user experience may vary. All content shown in this video that is Al generated content was created by Generative Al by Getty Images/iStock. All content in this video that is pre-shot content is available for license on iStock.com. There is no guarantee that the future functionality portrayed in this video will be released in a timely way or at all. Some of the search results have been adjusted for illustrative purposes.

This video is intended to be viewed in connection with the presentation posted to investors.gettyimages.com on May 28, 2024 and by viewing this video you agree that all Disclaimers set out in that presentation apply to this video.

Getty Images' Unique Pre-Shot Library + Generative AI Technology Combines to Create a Powerful Tool for Content Creation

Generative AI by Getty Images Builds on the Millions of Images in Our Vast Pre-Shot Library, Opening up Incredible Opportunities for Brands and Marketers to Elevate Their Creativity and Expand Efficiencies Throughout the Creative Process. This Powerful Combination of Carefully Crafted Imagery and the Latest AI Technology Allows Customers To:



Tap Into the Expertise of Our Creative Directors and Content Creators

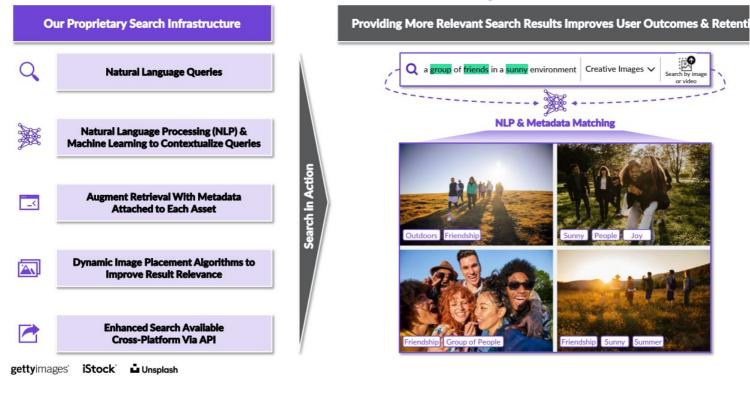
Quickly Ideate on Trending Themes that Connect with Consumers

Turn Unique Ideas Into Original Content

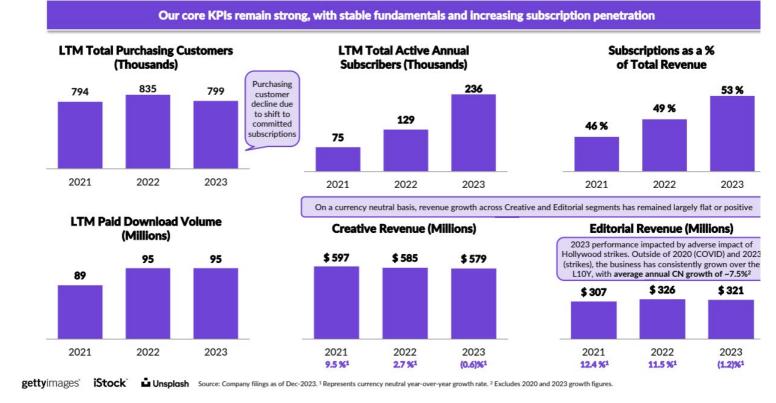
Test, Learn and Iterate on Generated Content Until it's the Perfect Match for any Visual Need

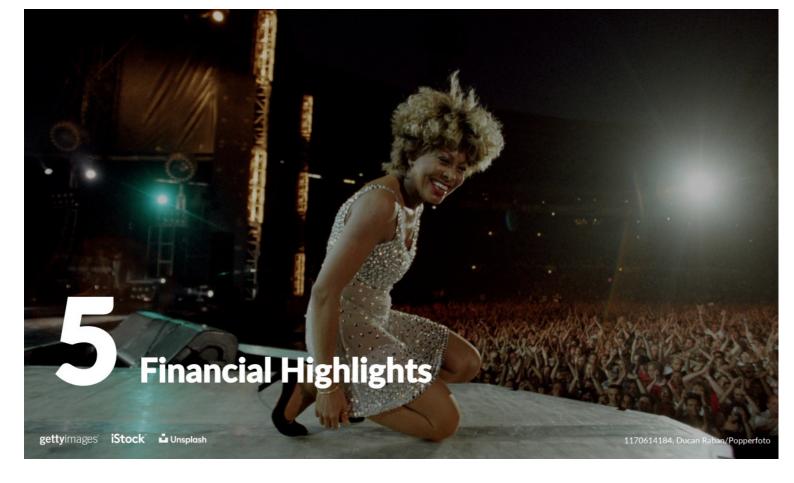
gettyimages' iStock unsplash

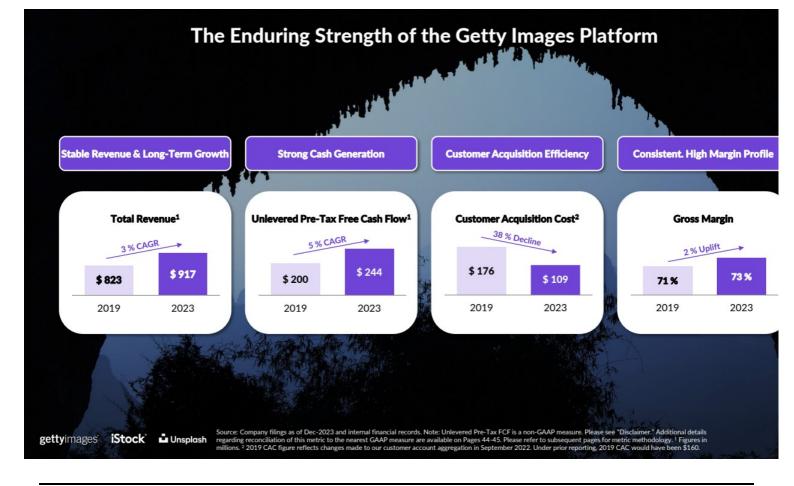
In Addition to Our Generative AI, We Are Embedding AI Across Some of Our Other Capabilities

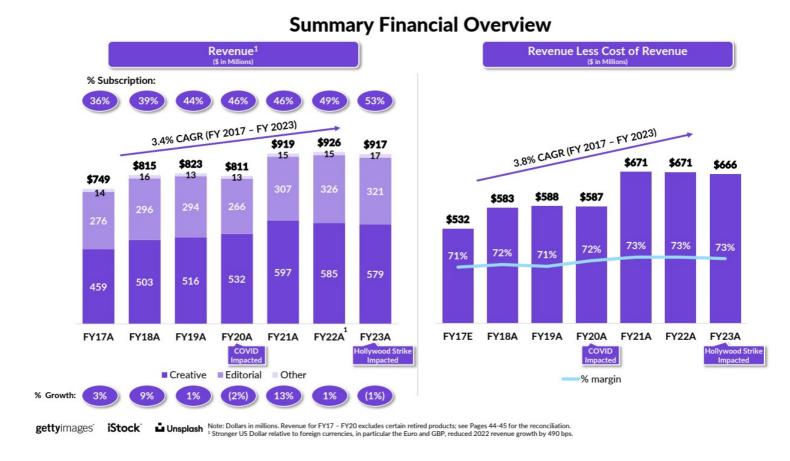


Our Core Business Remains Healthy in the Age of AI

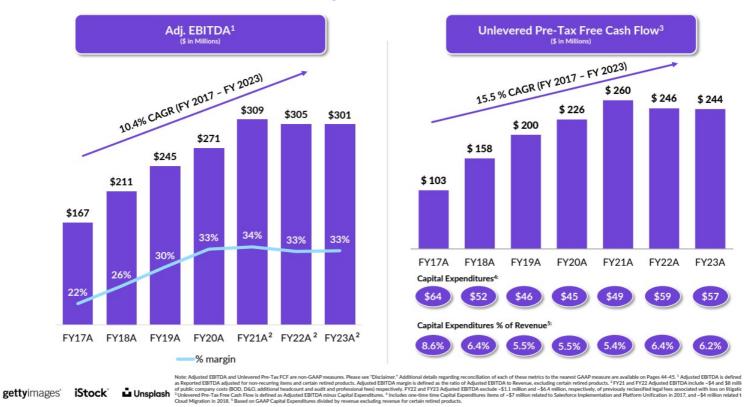




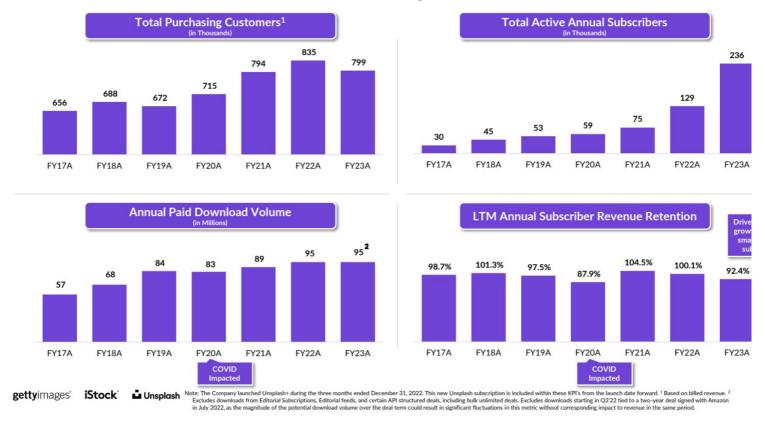




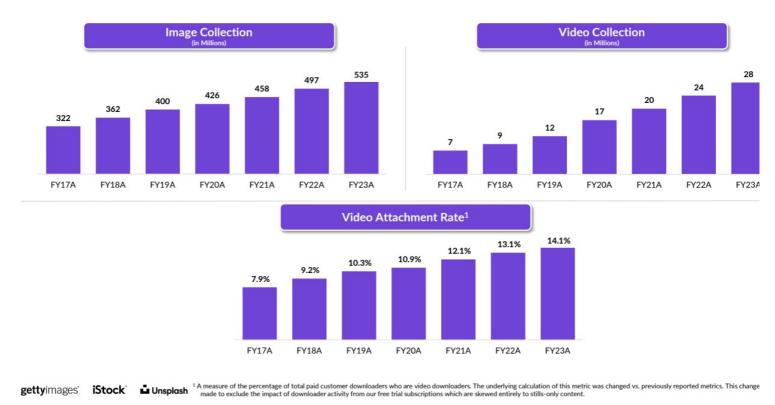
Summary Financial Overview



Consistent Growth Across Key Performance Indicators



Consistent Growth Across All Key Performance Indicators



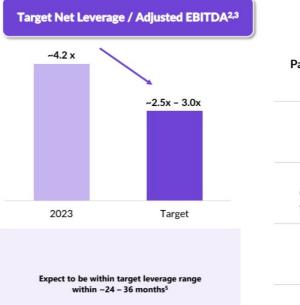
Capital Structure and Cash Flow Priorities



· Interest savings from further leverage reduction

the rise in interest rates

and potential refinancing of debt structure to offset



Priorities for Cash Flow Spend

Pay Down Debt to De-lever Business

> Investment in Marketing to Drive Growth

Investment in Data Capabilities and Technolog to Drive Product Innovatio

> Opportunistically Evaluate M&A

Balance Capital Structure and Shareholder Return

gettyimages' iSto

iStock Note: Unlevered Pre-Tax FCF and Adjusted EBITDA are non-GAAP measures. Please see "Disclaimer." Additional details regarding reconciliation of each of these metrics to the nearest GAAP me are available on Pages 44-45. ¹ Unlevered Pre-Tax Free Cash Flow is defined as Adjusted EBITDA minus Capital Expenditures. ² Net Leverage is the face value of total debt less cash & cash equivalents at December 31, 2023. ³ Adjusted EBITDA for twelve months ending December 31, 2023. ⁴ 2023 and 2023 Unlevered Pre-Tax Free Cash Flow vas negatively impacted due to EBITD Decline. ³ Net Leverage Target based on assumption that Company continues to generate strong free cash flow and uses excess cash flow to pay down debt.

Q1 2024: Fading Residual Headwinds Position Us For Growth For the Rest of 202

Q1 2024 Summary Financial Overview

		(\$1		
(\$mm)	Q1 2024	Q1 2023		
Revenue	\$ 222	\$ 236		
% YoY Reported Growth	(5.7)%	2.0 %		
Revenue less Cost of Revenue	\$ 162	\$ 172		
Margin %	72.9 %	73.1 %		
Adjusted EBITDA	\$ 70	\$ 76		
Adjusted EBITDA as % of Total Revenue	31.6%	32.4%		
Unlevered Pre-Tax Free Cash Flow ¹	\$ 56	\$ 61		

- Q1'2024 results continue to demonstrate the consistency and resiliency of our business, despite the residual effects of last year's Hollywood strikes
- Profitability: Margins remain steady with gross margin of ~73% and Adjusted EBITDA margin of ~32%, demonstrating our continued fiscal discipline
- 2024 Outlook: We remain steadfastly confident in our ability to return to growth in 2024 as our headwinds dissipate and we flip the calendar to a robust Editorial season in the second half of the year

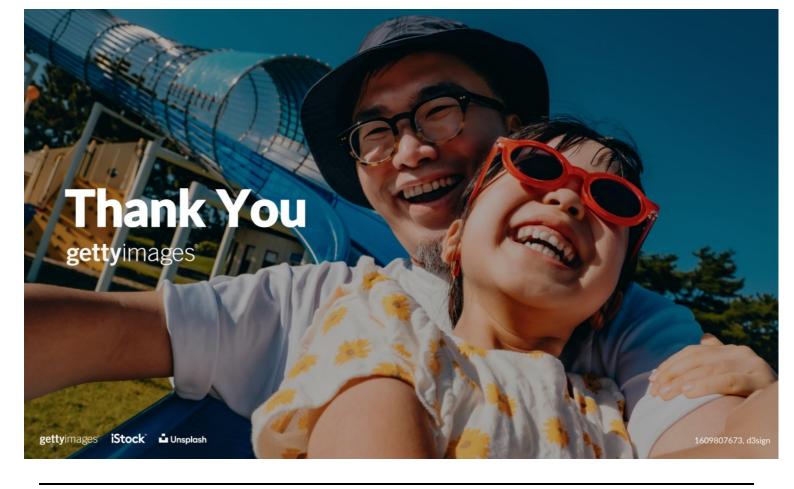
Q1 2024 Select KPIs

024	Q1 2023
69	829
2)%	
62	147
2 %	
95	95
) %	
	2)% 62 2 % 95

- Decline in purchasing customers driven by residual headwinds in the agency segment and a continued shift from a-la-carte purchases to committed subscriptions
- Stable Paid Download Volume reflects the enduring demand for our content from our global customer base
- 6th consecutive quarter of YoY Active Annual Subscriber growth >50%, with YoY growth of 78.2% in Q1, with the majority of growth stemming from our commerce subscriptions and new customer acquisition

gettyimages' iStock' iUnsplosh Note: Unlevered Pre-Tax FCF and Adjusted EBITDA are non-GAAP measures. Please see "Disclaimer." Additional details regarding reconciliation of each of these metrics to the nearest GAAP me are available on Pages 44-45. ¹ Unlevered Pre-Tax FCF and Adjusted EBITDA - Capital Expenditures.







GAAP vs. Non-GAAP Reconciliation

	GAAP vs. Non-GAAP Reconciliation									
(\$mm)	2017A	2018A	2019A	2020A	2021A	2022A	2023A	Q1 2024A		
Reported Revenues	\$ 838	\$ 868	\$847	\$814	\$ 919	\$ 926	\$ 917	\$ 903		
(-) Retired Products ¹	(89)	(53)	(24)	(3)	0	0	0	0		
Revenue (Excl. Retired Products)	\$ 749	\$ 815	\$ 823	\$ 811	\$ 919	\$ 926	\$ 917	\$ 903		
Adjusted Revenue Growth %		9 %	1 %	(1)%	13 %	1 %	(1)%			
Reported Net Income / (Loss)	\$(109)	\$(57)	\$(53)	\$(37)	\$ 117	\$(78)	\$ 20	\$ 30		
Net Income Margin	(13)%	(7)%	(6)%	(5)%	13 %	(8)%	2 %	3 %		
(+) D&A	\$ 212	\$ 119	\$ 106	\$ 99	\$ 100	\$ 93	\$ 78	\$73		
(+) Net Interest Expense	142	142	135	125	122	117	127	129		
(+/-) Income Tax Expense (Benefit)	(36)	19	30	10	19	44	(46)	(39)		
Reported EBITDA	\$ 208	\$ 223	\$ 218	\$ 196	\$ 359	\$ 177	\$ 178	\$ 194		
(+) Equity-Based Compensation	13	10	8	8	6	9	38	41		
(+) Restructuring Costs	10	17	7	9	0	(1)	0	0		
(+) Loss on Debt Ext. & Modification Expenses	0	0	7	(O)	0	3	0	0		
(+) Loss on Litigation, Net of Recovery	0	0	0	0	0	1	56	58		
(+) Non-Recurring Operating Expenses ²	6	5	1	0	0	161	2	4		
(+/-) FX Gains / Losses & Other Expenses ³	(6)	(6)	19	59	(56)	(45)	28	(1)		
(-) Retired Products	(65)	(38)	(16)	(2)	0	0	0	0		
Adjusted EBITDA	\$ 167	\$ 211	\$ 245	\$ 271	\$ 309	\$ 305	\$ 301	\$ 295		
Adjusted EBITDA Growth		26%	16 %	11 %	14 %	(1)%	(1)%			
Adjusted EBITDA Margin	22 %	26%	30 %	33 %	34 %	33 %	33 %	33 %		
Total Debt	\$ 2,374	\$ 2,354	\$ 1,835	\$ 1,829	\$ 1,772	\$ 1,434	\$ 1,401	\$ 1,386		
(-) Cash & Cash Equivalents	(87)	(89)	(113)	(156)	(186)	(98)	(137)	(134)		
Total Net Leverage	\$ 2,287	\$ 2,265	\$ 1,721	\$ 1,672	\$ 1,585	\$ 1,336	\$ 1,264	\$ 1,252		
Net Leverage / Adjusted EBITDA	13.7 x	10.7 x	7.0 x	6.2 x	5.1 x	4.4 x	4.2 x	4.2 x		
Net Leverage / Reported EBITDA	11.0 x	10.2 x	7.9 x	8.5 x	4.4 x	7.6 x	7.1 x	6.5 x		
Adjusted EBITDA	\$ 167	\$ 211	\$ 245	\$ 271	\$ 309	\$ 305	\$ 301	\$ 295		
(-) Capital Expenditures	(64)	(52)	(46)	(45)	(49)	(60)	(57)	(56)		
Unlevered Pre-Tax Free Cash Flow	\$ 103	\$ 158	\$ 200	\$ 226	\$ 260	\$ 245	\$ 244	\$ 239		

gettyimages' iStock' iUniversed Pre-Tax FCF and Adjusted EBITDA are non-GAAP measures. Please see "Disclaimer". ¹Represents the removal of the historial revenue and cost of revenue as a % of revenue for certain retired products (e.g., Rights Managed, Thinkstock, Unauthorized Use). ²Ron-recurring opense related to the impairment of long-lived assets, accretion on leases, change in fair value of contingent consideration and income / loss from equity investor ³Includes Gain/Losses on FX Currency, Gain/Losses on FV of Hedge Derivatives and Interest Income from Investments.

ents.

Historical Quarterly Financials & Reconciliations

	2021 Q1	2021	2021 Q3	2021 Q4	2022 Q1	2022 Q2	2022 Q3	2022 Q4	2023 Q1	2023 Q2	2023 Q3	2023 Q4	2024 Q1
		Q2											
		4-											
Total Creative	\$ 145	\$ 148	\$ 148	\$156	\$ 148	\$ 147	\$ 145	\$ 145	\$ 146	\$ 141	\$ 145	\$ 146	\$ 139
% YoY Reported Growth	16 %	17 %	8 %	7 %	3 %	(1)%	(2)%	(7)%	(1)%	(4)%	(0)%	0 %	(5)%
Total Editorial	\$ 70	\$72	\$ 84	\$ 80	\$ 79	\$ 83	\$82	\$ 82	\$ 85	\$ 80	\$ 80	\$ 76	\$ 79
% YoY Reported Growth	1%	28 %	24 %	10 %	12 %	15 %	(3)%	3 %	8 %	(3)%	(2)%	(8)%	(6)%
Total Other	\$3	\$4	\$4	\$4	\$4	\$4	\$3	\$4	\$5	\$4	\$4	\$4	\$4
% YoY Reported Growth	22 %	15 %	45 %	7 %	11 %	(6)%	(19)%	14 %	18 %	11 %	22 %	7 %	(12)%
Total Revenue	\$ 218	\$ 224	\$ 237	\$ 239	\$ 231	\$ 233	\$ 230	\$ 231	\$ 236	\$ 226	\$ 229	\$ 226	\$ 222
% YoY Reported Growth	10 %	21 %	13 %	8 %	6 %	4 %	(3)%	(3)%	2 %	(3)%	(1)%	(2)%	(6)%
Net Income (Loss)	\$ 30	\$13	\$ 34	\$ 42	\$ 25	\$ 39	\$(118)	\$(23)	\$3	\$(4)	\$(18)	\$ 39	\$ 14
(+) D&A	25	26	25	25	25	24	24	20	20	21	21	16	15
(+) Net Interest Expense	31	31	31	30	30	30	29	28	30	32	32	32	33
(+/-) Income Tax Expense / (Benefit)	14	(3)	9	(O)	13	15	11	5	3	3	5	(58)	11
Reported EBITDA	\$ 99	\$ 65	\$ 98	\$ 96	\$ 93	\$ 108	\$(54)	\$ 30	\$ 57	\$ 51	\$ 40	\$ 30	\$ 72
(+) Equity-Based Compensation	\$2	\$2	\$2	\$2	\$2	\$1	\$3	\$3	\$6	\$12	\$9	\$10	\$9
(+) Restructuring Costs	0	0	0	0	0	0	0	0	0	0	0	0	0
(+) Loss on Debt Ext. & Modification Expenses	0	0	0	0	0	0	3	0	0	0	0	0	0
(+) Loss on Litigation, Net of Recovery ¹	0	0	0	0	0	0	0	1	0	6	46	4	2
(+) Non-Recurring Operating Expenses	(1)	0	(O)	1	3	1	162	(5)	0	0	(O)	1	3
(+/-) FX Gains / Losses & Other Expenses ²	(25)	3	(18)	(16)	(19)	(36)	(36)	46	13	3	(15)	27	(16)
Total Adjusted EBITDA	\$ 76	\$70	\$ 82	\$ 82	\$78	\$74	\$78	\$76	\$ 76	\$73	\$ 80	\$72	\$ 70
Adjusted EBITDA as % of Total Revenue	35 %	31 %	34 %	34 %	34 %	32 %	34 %	33 %	32 %	32 %	35 %	32 %	32 %
Subscriptions													
Subscription Revenue as % of Total Revenue	44.8%	44.3%	47.1%	46.1%	48.3%	48.2%	49.4%	50.2%	50.7%	51.8%	55.9%	54.5%	55.4%

gettyimages iStock i Beginning in the third quarter 2023 reporting period, the Company reclassified historical legal fees associated with our warrant litigation from "Selling, general and administrative expenses "Loss on litigation" within the Condensed Consolidated Statements of Operations, and revised its Adjusted EBITDA calculation. ² Fair value adjustments for our swaps and foreign currency exchar contracts, foreign exchange gains (losses) and other insignificant non-operating related expenses.

Disclaimer

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Disclaimer (Cont'd)

Forward-Looking Statements

Certain statements included in this Presentation that are not historical facts are forward-looking statements for purposes of the safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of the word's such as "believe," "may," "will," "estimate," "continue, "anticipate," "intend," "expect," "should," "would,or," "arget" or similar expressions that predict or indicate future events or that are not statements of historical matters. These forwardlooking statements include, but are not limited to, statements regarding estimates and forecasts of other financial and performance metrics and projections of market opportunity. These statements are based on various assumptions, whether or not identified in this report, and on the current expectations of our management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond our control.

These forward-looking statements are subject to a number of risks and uncertainties, including: our inability to continue to license third-party content and offer relevant quality and diversity of content to satisfy customer needs; our ability to attract new customers and retain and motivate an increase in spending by its existing customers; the user experience of our customers on its websites; the extent to which we are able to maintain and expand the breadth and quality of our content library through content licensed from third-party suppliers, content acquisitions and imagery captured by our staff of in-house photographers; the mix of and basis upon which we are unable to successfully execute our business strategy or effectively manage costs; our inability to effectively manage our growth; our inability to maintain an effective system of internal controls and financial reporting; the risk that we may lose the right to use "Getty limages" trademarks; our inability to evaluate our future prospects and challenges due to evolving markets and customers' industries; the legal, social and ethical issues relating to the use of new and evolving technologies, such as Artificial Intelligence ("AI"), including statements regarding AI and innovation momentum, including our ability to expland our AI product offerings as described herein or at all; the risk that due or operations in and continue devapansion into international markets bring additional business, political, regulatory, operational, financial and economic risks; our inability to adquately adapt our technology systems to ingest and deliver sufficient new content; the risk of technologies and to increase in government regulation of ustomers and supplier awareness of new and energing products and services, including with respect to our AI initiatives; the loss of and inability to attract and retain key personnel that could negatively impact our business yterical international markets bring additional business, the inability to access credit and significant politi

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These and other factors that could cause actual results to differ from those implied by the forward-looking statements in this Presentation are more fully described under the heading "Item 1A. Risk Factors" in our nost recently field Annual Report on Form 10-K. The risks described under the heading "Item 1A. Risk Factors" are not exhaustive. New risk factors emerge from time to time and it is not possible to predict all such risk factors, nor can we assess the impact of all such risk factors on our business or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statements. All forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Non-GAAP Financial Measures

In order to assist investors in understanding the core operating results that our management uses to evaluate the business and for financial planning, we present the following non-GAAP measures: (1) Adjusted EBITDA, (2) Adjusted EBITDA Margin, (3) Unlevered Pre-Tax Free Cash Flow, and (4) Net Leverage. The presentation of this financial information is not intended to be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with U.S. GAAP.

The Company believes that these measures are relevant and provide useful information widely used by analysts, investors and other interested parties in our industry to provide a baseline for evaluating and comparing our operating performance, and in the case of free cash flow and levered pre-tax free cash flow, our liquidity results. We also evaluate our revenue on an as reported (U.S. GAAP) and currency neutral basis. We believe presenting currency neutral information provides valuable supplemental information regarding our comparable results, consistent with how we evaluate our performance internally.

Please see Pages 25 and 36 for definitions of such non-GAAP measures and pages 44 and 45 for reconciliations of these non-GAAP measures to the most comparable GAAP measures. Certain totals, subtotals and percentages may not reconcile due to rounding.

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