

RB Global reports second quarter 2024 results

8/6/2024

WESTCHESTER, III.--(BUSINESS WIRE)-- RB Global, Inc. (NYSE & TSX: RBA, the "Company", "RB Global", "we", "us", "their", or "our") reported the following results for the three months ended June 30, 2024.

"I am proud of our teammates as they continue to demonstrate operational excellence and financial discipline to drive consistent solid execution for our partners," said Jim Kessler, CEO of RB Global.

"We are pleased that we have now actioned \$110 million in cost synergies and will reach full run rate ahead of what was communicated during the transaction," said Eric J. Guerin, Chief Financial Officer. "Our strong operational leverage this quarter is a result of our commitment to efficiency, and we will continue to focus on profitable growth."

Second Quarter Financial Highlights 1,2,3 :

- GTV decreased 1% year-over-year to \$4.1 billion.
- Total revenue decreased 1% year-over-year to \$1.1 billion.
 - Service revenue increased 7% year-over-year to \$859.1 million.
 - Inventory sales revenue decreased 21% year-over-year to \$237.0 million.
- Net income available to common stockholders increased 30% year-over-year to \$100.7 million.
- Diluted earnings per share available to common stockholders increased 29% to \$0.54 per share.
- Diluted adjusted earnings per share available to common stockholders increased 15% year-over-year to \$0.94 per share.
- Adjusted EBITDA increased 11% year-over-year to \$342.0 million.
- Increased quarterly cash dividend by 7% to \$0.29 per share to common stockholders

2024 Financial Outlook

The Company has updated its full-year 2024 outlook for select financial data, as shown below:

(in U.S. dollars in millions, except percentages)	Current Outlook	Prior Outlook
GTV growth ⁴	0% to 2%	1% to 4%
Adjusted EBITDA	\$1,220 to \$1,270	\$1,200 to \$1,260
Full year 2024 tax rate (GAAP and Adjusted)	25% to 27%	25% to 27%
Capital expenditures ⁵	\$275 to \$325	\$275 to \$325

The Company has not provided a reconciliation of Adjusted EBITDA outlook for fiscal 2024 to GAAP net income, the most directly comparable GAAP financial measure, because without unreasonable efforts, it is unable to predict with reasonable certainty the amount or timing of non-GAAP adjustments that are used to calculate Adjusted EBITDA, including but not limited to: (a) the net loss or gain on the sale of property plant & equipment or other assets, (b) acquisition-related or integration costs relating to our mergers and acquisition activity, including severance costs, (c) other legal, advisory, restructuring and non-income tax expenses, (d) share-based payments compensation expense which value is directly impacted by the fluctuations in our share price and other variables, and (e) other expenses that we do not believe are indicative of our ongoing operations. These adjustments are uncertain, depend on various factors that are beyond our control and could have a material impact on net income for fiscal 2024.

¹ For information regarding RB Global's use and definition of certain measures, see "Key Operating Metrics" and "Non-GAAP Measures" sections in this press release.

² All figures are presented in U.S. dollars.

³ For the second quarter of 2024 as compared to the second quarter of 2023.

⁴ Compared to pro forma combined 2023 results.

⁵ Capital expenditures is defined as property, plant and equipment, net of proceeds on disposals, plus intangible asset additions.

Additional Financial and Operational Highlights

(in U.S. dollars in millions, except EPS and percentages)	Three months ended June 30,			Six months ended June 30,		
	2024	2023	% Change 2024 over 2023	2024	2023	% Change 2024 over 2023
GTV	\$ 4,104.1	\$ 4,144.0	(1)%	\$ 8,181.5	\$ 6,043.2	35%
Service revenue	859.1	806.1	7%	1,708.2	1,149.6	49%
Service revenue take rate	20.9%	19.5%	140bps	20.9%	19.0%	190bps
Inventory sales revenue	\$ 237.0	\$ 300.4	(21)%	\$ 452.6	\$ 469.3	(4)%
Inventory return	14.3	8.5	68%	33.3	25.9	29%

Inventory rate	6.0%	2.8%	320bps	7.4%	5.5%	190bps
Net income	\$ 111.0	\$ 86.8	28%	\$ 218.4	\$ 58.6	273%
Net income available to common stockholders	100.7	77.4	30%	197.8	44.2	348%
Adjusted EBITDA	342.0	306.9	11%	673.1	439.6	53%
Diluted earnings per share available to common stockholders	\$ 0.54	\$ 0.42	29%	\$ 1.07	\$ 0.29	269%
Diluted adjusted earnings per share available to common stockholders	\$ 0.94	\$ 0.82	15%	\$ 1.84	\$ 1.44	28%

Revenue

(in U.S. dollars in millions)	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Commissions	\$ 236.3	\$ 233.3	\$ 463.7	\$ 363.8
Buyer fees	485.2	465.1	987.9	604.6
Marketplace services revenue	137.6	107.7	256.6	181.2
Total service revenue	859.1	806.1	1,708.2	1,149.6
Inventory sales revenue	237.0	300.4	452.6	469.3
Total revenue	\$ 1,096.1	\$ 1,106.5	\$ 2,160.8	\$ 1,618.9

For the Second Quarter:

- GTV decreased 1% year-over-year to \$4.1 billion with declines in the automotive and other sectors, primarily offset by growth in the commercial construction and transportation sector.
- Service revenue increased 7% year-over-year to \$859.1 million as a result of a higher average service revenue take rate, partially offset by lower GTV. Service revenue take rate expanded 140 basis points year-over-year to 20.9% driven by growth in our marketplace services revenue and higher buyer fee rates structure. Growth in marketplace services revenue was driven by an increase in transportation services, primarily in connection with the large consignment contract in the transportation sector in the United States.
- Inventory sales revenue decreased 21% year-over-year to \$237.0 million due to lower revenues from the commercial construction and transportation and automotive sectors. Inventory rate expanded 320 basis points year-over-year to 6.0%, attributable to better performance in all sectors.
- Net income available to common stockholders increased to \$100.7 million, mainly due to strong operational performance.
- Adjusted EBITDA 1 increased 11% year-over-year driven by service revenue take rate expansion, improved inventory return, and better operational execution, partially offset by lower GTV.

¹ For information regarding RB Global's use and definition of this measure, see "Key Operating Metrics" and "Non-GAAP Measures" sections in this press release.

GTV by Sector

(in U.S. dollars in millions, except percentages)	Three months ended June 30,			Six months ended June 30,		
	2024	2023	% Change	2024	2023	% Change
			2024 over 2023			2024 over 2023
Automotive	\$ 2,007.7	\$ 2,101.9	(4)%	\$ 4,112.7	\$ 2,433.6	69%
Commercial construction and transportation	1,613.3	1,481.3	9%	3,174.5	2,671.3	19%
Other	483.1	560.8	(14)%	894.3	938.3	(5)%
Total GTV	\$ 4,104.1	\$ 4,144.0	(1)%	\$ 8,181.5	\$ 6,043.2	35%

Lots Sold by Sector

(in '000's of lots sold, except percentages)	Three months ended June 30,			Six months ended June 30,		
	2024	2023	% Change	2024	2023	% Change
			2024 over 2023			2024 over 2023
Automotive	547.7	573.4	(4)%	1,132.3	660.9	71%
Commercial construction and transportation	118.2	84.4	40%	227.0	141.0	61%
Other	173.6	172.8	—%	319.2	278.0	15%
Total lots	839.5	830.6	1%	1,678.5	1,079.9	55%

Reconciliation of Operating Expenses

The below table reconciles as reported operating expenses by line item to adjusted operating expenses to exclude the impact of adjustments as defined in our Non-GAAP Measures.

For the three months ended June 30, 2024

(in U.S. dollars in millions)	Cost of services	Cost of inventory sold	Selling, administrative expenses	Acquisition- related and integration costs	Depreciation and amortization	Total operating expenses
As reported	\$ 348.8	\$ 222.7	\$ 208.6	\$ 4.1	\$ 110.3	\$ 894.5
Share-based payments expense	—	—	(18.1)	—	—	(18.1)
Acquisition- related and integration costs	—	—	—	(4.1)	—	(4.1)
Amortization of acquired intangible assets	—	—	—	—	(69.0)	(69.0)
(Loss) gain on disposition of property, plant and equipment and related costs	—	—	(0.7)	—	—	(0.7)
Prepaid consigned vehicle charges	1.3	—	—	—	—	1.3
Other legal, advisory, restructuring and non-income tax expenses	—	—	(7.7)	—	—	(7.7)
Executive transition costs	—	—	(2.0)	—	—	(2.0)
Adjusted	\$ 350.1	\$ 222.7	\$ 180.1	\$ —	\$ 41.3	\$ 794.2

For the six months ended June 30, 2024

(in U.S. dollars in millions)	Cost of services	Cost of inventory sold	Selling, general and administrative expenses	Acquisition-related and integration costs	Depreciation and amortization	Total operating expenses
As reported	\$ 701.8	\$ 419.3	\$ 406.7	\$ 16.9	\$ 218.0	\$ 1,762.7
Share-based payments expense	—	—	(31.4)	—	—	(31.4)
Acquisition-related and integration costs	—	—	—	(16.9)	—	(16.9)
Amortization of acquired intangible assets	—	—	—	—	(138.6)	(138.6)
(Loss) gain on disposition of property, plant and equipment and related costs	—	—	(1.4)	—	—	(1.4)
Prepaid consigned vehicle charges	3.4	—	—	—	—	3.4
Other legal, advisory, restructuring and non-income tax expenses	—	—	(8.1)	—	—	(8.1)
Executive transition costs	—	—	(3.7)	—	—	(3.7)
Adjusted	\$ 705.2	\$ 419.3	\$ 362.1	\$ —	\$ 79.4	\$ 1,566.0

Dividend Information

Quarterly Dividend

On August 2, 2024, the Company declared a quarterly cash dividend of \$0.29 per common share, payable on September 18, 2024, to shareholders of record on August 28, 2024.

Second Quarter 2024 Earnings Conference Call

RB Global is hosting a conference call to discuss its financial results for the quarter ended June 30, 2024 at 8:30 AM ET on August 6, 2024. The replay of the webcast will be available through August 6, 2025.

Conference call and webcast details are available at the following link: <https://investor.rbglobal.com>

About RB Global

RB Global, Inc. (NYSE: RBA) (TSX: RBA) is a leading, omnichannel marketplace that provides value-added insights, services and transaction solutions for buyers and sellers of commercial assets and vehicles worldwide. Through our auction sites and digital platform, we have a wide global presence and serve customers across a variety of asset classes, including automotive, commercial transportation, construction, government surplus, lifting and material handling, energy, mining and agriculture. Our marketplace brands include Ritchie Bros., the world's largest auctioneer of commercial assets and vehicles offering online bidding, and IAA, Inc. ("IAA"), a leading global digital marketplace connecting vehicle buyers and sellers. Our portfolio of brands also includes Rouse Services ("Rouse"), which provides a complete end-to-end asset management, data-driven intelligence and performance benchmarking system; SmartEquip Inc. ("SmartEquip"), an innovative technology platform that supports customers' management of the equipment lifecycle and integrates parts procurement with both OEMs and dealers; and VeriTread LLC

("VeriTread"), an online marketplace for heavy haul transport.

Forward-looking Statements

This news release contains forward-looking statements and forward-looking information within the meaning of applicable US and Canadian securities legislation (collectively, "forward-looking statements"), including, in particular, statements regarding future financial and operational results, opportunities, and any other statements regarding events or developments that RB Global believes or anticipates will or may occur in the future. Forward-looking statements are statements that are not historical facts and are generally, although not always, identified by words such as "expect", "plan", "anticipate", "project", "target", "potential", "schedule", "forecast", "budget", "confident", "estimate", "intend" or "believe" and similar expressions or their negative connotations, or statements that events or conditions "will", "would", "may", "remain", "could", "should" or "might" occur. All such forward-looking statements are based on the opinions and estimates of management as of the date such statements are made. Forward-looking statements necessarily involve assumptions, risks and uncertainties, certain of which are beyond RB Global's control, including risks and uncertainties related to: the effects of the business combination with IAA, including the Company's future financial condition, results of operations, strategy and plans; potential adverse reactions or changes to business or employee relationships, including those resulting from the completion of the merger; the diversion of management time on transaction-related issues; the response of competitors to the merger; the ultimate difficulty, timing, cost and results of integrating the operations of IAA; the fact that operating costs and business disruption may be greater than expected; the effect of the consummation of the merger on the trading price of RB Global's common shares; the ability of RB Global to retain and hire key personnel and employees; the significant costs associated with the merger; the outcome of any legal proceedings that could be instituted against RB Global; the ability of the Company to realize anticipated synergies in the amount, manner or timeframe expected or at all; the failure of the Company to achieve expected operating results in the amount, manner or timeframe expected or at all; changes in capital markets and the ability of the Company to generate cash flow and/or finance operations in the manner expected or to de-lever in the timeframe expected; the failure of RB Global or the Company to meet financial forecasts and/or key performance targets including the Company's key operating metrics; the Company's ability to commercialize new platform solutions and offerings; legislative, regulatory and economic developments affecting the combined business; general economic and market developments and conditions; the evolving legal, regulatory and tax regimes under which RB Global operates; unpredictability and severity of catastrophic events, including, but not limited to, pandemics, acts of terrorism or outbreak of war or hostilities, as well as RB Global's response to any of the aforementioned factors. Other risks that could cause actual results to differ materially from those described in the forward-looking statements are included in RB Global's periodic reports and other filings with the Securities and Exchange Commission ("SEC") and/or applicable Canadian securities regulatory authorities, including the risk factors identified under Item 1A "Risk Factors" and the section titled "Summary of Risk Factors" in RB Global's most recent Annual Report on Form 10-K for

the fiscal year ended December 31, 2023, and RB Global's periodic reports and other filings with the SEC, which are available on the SEC, SEDAR and RB Global' websites. The foregoing list is not exhaustive of the factors that may affect RB Global's forward-looking statements. There can be no assurance that forward-looking statements will prove to be accurate, and actual results may differ materially from those expressed in, or implied by, these forward-looking statements. Forward-looking statements are made as of the date of this news release and RB Global does not undertake any obligation to update the information contained herein unless required by applicable securities legislation. For the reasons set forth above, you should not place undue reliance on forward-looking statements.

Key Operating Metrics

We regularly review a number of metrics, including the following key operating metrics, to evaluate our business, measure our performance, identify trends affecting our business, and make operating decisions. We believe these key operating metrics are useful to investors because management uses these metrics to assess the growth of our business and the effectiveness of our operational strategies.

We define our key operating metrics as follows:

Gross transaction value : Represents total proceeds from all items sold on our auctions and online marketplaces, third-party online marketplaces, private brokerage services and other disposition channels. GTV is not a measure of financial performance, liquidity, or revenue, and is not presented in the Company's consolidated financial statements.

Total service revenue take rate : Total service revenue divided by total GTV.

Inventory return : Inventory sales revenue less cost of inventory sold.

Inventory rate : Inventory return divided by inventory sales revenue.

Total lots sold : A single asset to be sold or a group of assets bundled for sale as one unit. Low value assets are sometimes bundled into a single lot, collectively referred to as "small value lots".

Historically, we presented GTV from the sale of parts in our vehicle dismantling business within our automotive sector and excluded the number of parts sold from our total lots sold metric. Commencing in the second quarter of 2024, management has begun to review the number of parts sold in our vehicle dismantling business within our other sector and as part of our total lots sold metric.

GTV and Selected Condensed Consolidated Financial Information

GTV and Condensed Consolidated Income Statements

(Expressed in millions of U.S. dollars, except share and per share data)
(Unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
GTV	\$ 4,104.1	\$ 4,144.0	\$ 8,181.5	\$ 6,043.2
Revenue:				
Service revenue	\$ 859.1	\$ 806.1	\$ 1,708.2	\$ 1,149.6
Inventory sales revenue	237.0	300.4	452.6	469.3
Total revenue	1,096.1	1,106.5	2,160.8	1,618.9
Operating expenses:				
Costs of services	348.8	287.3	701.8	363.7
Cost of inventory sold	222.7	291.9	419.3	443.4
Selling, general and administrative	208.6	194.5	406.7	342.7
Acquisition-related and integration costs	4.1	46.3	16.9	172.5
Depreciation and amortization	110.3	109.6	218.0	145.8
Total operating expenses	894.5	929.6	1,762.7	1,468.1
Gain on disposition of property, plant and equipment	0.3	2.7	2.7	3.9
Operating income	201.9	179.6	400.8	154.7
Interest expense	(59.9)	(65.0)	(123.8)	(85.9)
Interest income	6.8	5.0	13.4	11.3
Other income (loss), net	(0.2)	0.2	(1.0)	2.6
Foreign exchange loss	(1.0)	(0.4)	(1.9)	(0.7)
Income before income taxes	147.6	119.4	287.5	82.0
Income tax expense	36.6	32.6	69.1	23.4
Net income	\$ 111.0	\$ 86.8	\$ 218.4	\$ 58.6
Net income attributable to:				
Controlling interests	\$ 111.1	\$ 86.9	\$ 218.5	\$ 58.8
Redeemable non-controlling interests	(0.1)	(0.1)	(0.1)	(0.2)
Net income	\$ 111.0	\$ 86.8	\$ 218.4	\$ 58.6
Net income attributable to controlling interests	\$ 111.1	\$ 86.9	\$ 218.5	\$ 58.8
Cumulative dividends on Series A Senior Preferred Shares	(6.7)	(6.7)	(13.4)	(10.9)
Allocated earnings to Series A Senior Preferred Shares	(3.7)	(2.8)	(7.3)	(3.7)
Net income available to common stockholders	\$ 100.7	\$ 77.4	\$ 197.8	\$ 44.2
Earnings per share available to common stockholders:				
Basic	\$ 0.55	\$ 0.43	\$ 1.08	\$ 0.29
Diluted	\$ 0.54	\$ 0.42	\$ 1.07	\$ 0.29
Weighted average number of shares outstanding:				
Basic	183,887,145	181,860,026	183,473,233	151,343,397
Diluted	184,912,584	182,810,399	184,746,818	152,404,830

Condensed Consolidated Balance Sheets

(Expressed in millions of U.S. dollars, except share data)
(Unaudited)

	June 30,	December 31,
	2024	2023
Assets		
Cash and cash equivalents	\$ 599.5	\$ 576.2
Restricted cash	146.1	171.7
Trade and other receivables, net of allowance for credit losses of \$4.9 and \$6.4, respectively	911.8	731.5
Prepaid consigned vehicle charges	57.2	66.9
Inventory	145.9	166.5
Other current assets	82.9	91.2
Income taxes receivable	22.2	10.0
Total current assets	1,965.6	1,814.0
Property, plant and equipment, net	1,230.9	1,200.9
Operating lease right-of-use assets	1,455.2	1,475.5

Other non-current assets	92.6	85.6
Intangible assets, net	2,791.5	2,914.1
Goodwill	4,526.4	4,537.0
Deferred tax assets	16.7	10.3
Total assets	\$12,078.9	\$ 12,037.4
Liabilities, Temporary Equity and Stockholders' Equity		
Auction proceeds payable	\$ 651.0	\$ 502.5
Trade and other liabilities	709.1	685.8
Current operating lease liabilities	115.2	118.0
Income taxes payable	8.7	8.5
Short-term debt	29.9	13.7
Current portion of long-term debt	4.3	14.2
Total current liabilities	1,518.2	1,342.7
Long-term operating lease liabilities	1,345.4	1,354.3
Long-term debt	2,822.6	3,061.6
Other non-current liabilities	87.6	86.7
Deferred tax liabilities	657.2	682.7
Total liabilities	6,431.0	6,528.0
Temporary equity:		
Series A Senior Preferred Shares; shares authorized, issued and outstanding: 485,000,000 (December 31, 2023: 485,000,000)	482.0	482.0
Redeemable non-controlling interest	8.3	8.4
Stockholders' equity:		
Senior preferred and junior preferred stock, no par value, unlimited shares authorized; issued and outstanding shares, other than Series A Senior Preferred Shares: nil (December 31, 2023: nil)		
Common stock, no par value, unlimited shares authorized; shares issued and outstanding: 184,238,275 (December 31, 2023: 182,843,942)	4,132.7	4,054.2
Additional paid-in capital	81.9	88.0
Retained earnings	1,020.2	918.5
Accumulated other comprehensive loss	(79.5)	(44.0)
Stockholders' equity	5,155.3	5,016.7
Non-controlling interests	2.3	2.3
Total stockholders' equity	5,157.6	5,019.0
Total liabilities, temporary equity and stockholders' equity	\$12,078.9	\$ 12,037.4

Condensed Consolidated Statements of Cash Flows

(Expressed in millions of U.S. dollars)
(Unaudited)

Six months ended June 30,	2024	2023
Cash provided by (used in):		
Operating activities:		
Net income	\$ 218.4	\$ 58.6
Adjustments for items not affecting cash:		
Depreciation and amortization	218.0	145.8
Share-based payments expense	35.1	25.0
Deferred income tax benefit	(31.0)	(18.2)
Unrealized foreign exchange loss	0.4	6.8
Gain on disposition of property, plant and equipment	(2.7)	(3.9)
Allowance for expected credit losses	4.9	—
Loss on redemption of Notes	—	3.3
Gain on remeasurement of investment upon acquisition	—	(1.4)
Amortization of debt issuance costs	6.7	4.6
Amortization of right-of-use assets	75.8	37.9
Other, net	9.6	0.7
Net changes in operating assets and liabilities	(73.1)	(209.3)
Net cash provided by operating activities	462.1	49.9
Investing activities:		
Acquisition of IAA, net of cash acquired	—	(2,755.2)
Acquisition of VeriTread, net of cash acquired	—	(24.7)
Property, plant and equipment additions	(73.9)	(92.2)
Proceeds on disposition of property, plant and equipment	1.0	31.1
Intangible asset additions	(56.2)	(44.9)
Repayment of loans receivable	4.0	1.6
Issuance of loans receivable	(5.5)	(7.7)
Other	(1.1)	(0.5)
Net cash used in investing activities	(131.7)	(2,892.5)

Financing activities:		
Issuance of Series A Senior Preferred Shares and common stock, net of issuance costs	—	496.9
Dividends paid to common stockholders	(98.9)	(199.5)
Dividends paid to Series A Senior Preferred shareholders	(17.0)	(13.4)
Proceeds from exercise of options and share option plans	51.9	4.0
Payment of withholding taxes on issuance of shares	(11.2)	(14.5)
Net increase (decrease) in short-term debt	16.2	(11.5)
Proceeds from long-term debt	—	3,175.0
Repayment of long-term debt	(252.2)	(602.2)
Payment of debt issue costs	—	(41.6)
Repayment of finance lease and equipment financing obligations	(12.9)	(9.0)
Proceeds from equipment financing obligations	1.7	—
Net cash (used in) provided by financing activities	(322.4)	2,784.2
Effect of changes in foreign currency rates on cash, cash equivalents, and restricted cash	(10.3)	5.8
Net decrease in cash, cash equivalents, and restricted cash	(2.3)	(52.6)
Cash, cash equivalents, and restricted cash, beginning of period	747.9	625.9
Cash, cash equivalents, and restricted cash, end of period	\$ 745.6	\$ 573.3

Non-GAAP Measures

This news release references non-GAAP measures. These measures do not have a standardized meaning and are, therefore, unlikely to be comparable to similar measures presented by other companies. The presentation of this financial information, which is not prepared under any comprehensive set of accounting rules or principles, is not intended to be considered in isolation of, or as a substitute for, the financial information prepared and presented in accordance with US GAAP.

In the third quarter of 2023, we updated our calculation of non-GAAP measures and no longer adjust for the purchase accounting adjustments relating to long-lived assets from the application of acquisition accounting in the IAA acquisition. This change was applied retrospectively to the second quarter of 2023.

Please refer to the quarterly report on Form 10-Q for the quarter ended June 30, 2024 for a summary of adjusting items during the trailing twelve months ended June 30, 2024 and June 30, 2023.

Adjusted Net Income Available to Common Stockholders and Diluted Adjusted EPS Available to Common Stockholders Reconciliation

The Company believes that adjusted net income available to common stockholders provides useful information about the growth or decline of the net income available to common stockholders for the relevant financial period and eliminates the financial impact of adjusting items the Company does not consider to be part of the normal operating results. Diluted adjusted EPS available to common stockholders eliminates the financial impact of adjusting items from net income available to common stockholders that the Company does not consider to be part of the normal operating results.

Adjusted net income available to common stockholders is calculated as net income available to common stockholders, excluding the effects of adjusting items that we do not consider to be part of our normal operating results, such as share-based payments expense, acquisition-related and integration costs, amortization of acquired

intangible assets, executive transition costs and certain other items. Net income available to common stockholders is calculated as net income attributable to controlling interests, less cumulative dividends on Series A Senior Preferred Shares and allocated earnings to participating securities.

Diluted adjusted EPS available to common stockholders is calculated by dividing adjusted net income available to common stockholders by the weighted average number of dilutive shares outstanding, except that it is computed based upon the lower of the two-class method or the if-converted method, which includes the effects of the assumed conversion of the Series A Senior Preferred Shares and the effect of shares issuable under the Company's stock-based incentive plans, if such effect is dilutive.

The following table reconciles adjusted net income available to common stockholders and diluted adjusted EPS available to common stockholders to net income available to common stockholders and diluted EPS available to common stockholders, which are the most directly comparable GAAP measures in our consolidated financial statements:

(in U.S. dollars in millions, except share, per share data, and percentages)	Three months ended June 30,			Six months ended June 30,		
	2024	2023	% Change 2024 over 2023	2024	2023	% Change 2024 over 2023
Net income available to common stockholders	\$ 100.7	\$ 77.4	30%	\$ 197.8	\$ 44.2	348%
Share-based payments expense	18.1	12.3	47%	31.4	19.0	65%
Acquisition-related and integration costs	4.1	46.3	(91)%	16.9	172.5	(90)%
Amortization of acquired intangible assets	69.0	76.0	(9)%	138.6	92.7	50%
Loss (gain) on disposition of property, plant and equipment and related costs	0.4	(1.5)	NM	(1.4)	(1.5)	(7)%
Prepaid consigned vehicles charges	(1.3)	(39.7)	(97)%	(3.4)	(52.1)	(93)%
Loss on redemption of the 2016 and 2021 Notes and certain related interest expense	—	—	—%	—	3.3	NM
Other legal, advisory, restructuring and non-income tax expenses	7.7	0.5	1,440%	10.0	0.7	1329%
Executive transition costs	2.0	—	NM	3.7	—	NM
Remeasurements in connection with business combinations	—	—	—%	—	(2.9)	NM
Related tax effects of the above	(24.0)	(18.8)	28%	(48.8)	(52.5)	(7)%
Related allocation of the above to participating securities	(2.6)	(2.9)	(10)%	(5.2)	(4.6)	13%
Adjusted net income available to common stockholders	\$ 174.1	\$ 149.6	16%	\$ 339.6	\$ 218.8	55%
Weighted average number of dilutive shares outstanding	184,912,584	182,810,399	1%	184,746,818	152,404,830	21%
Diluted earnings per share available to common stockholders	\$ 0.54	\$ 0.42	29%	\$ 1.07	\$ 0.29	269%
Diluted adjusted earnings per share available to common stockholders	\$ 0.94	\$ 0.82	15%	\$ 1.84	\$ 1.44	28%

NM = Not meaningful

Adjusted EBITDA

The Company believes adjusted EBITDA provides useful information about the growth or decline of its net income

when compared between different financial periods. The Company uses adjusted EBITDA as a key performance measure because the Company believes it facilitates operating performance comparisons from period to period and provides management with the ability to monitor its controllable incremental revenues and costs.

Adjusted EBITDA is calculated by adding back depreciation and amortization, interest expense, income tax expense, and subtracting interest income from net income, as well as adding back the adjusting items.

The following table reconciles adjusted EBITDA to net income, which is the most directly comparable GAAP measure in, or calculated from, our consolidated financial statements:

	Three months ended June 30,			Six months ended June 30,		
	2024	2023	% Change 2024 over 2023	2024	2023	% Change 2024 over 2023
(in U.S. dollars in millions, except percentages)						
Net income	\$ 111.0	\$ 86.8	28%	\$ 218.4	\$ 58.6	273%
Add: depreciation and amortization	110.3	109.6	1%	218.0	145.8	50%
Add: interest expense	59.9	65.0	(8)%	123.8	85.9	44%
Less: interest income	(6.8)	(5.0)	36%	(13.4)	(11.3)	19%
Add: income tax expense	36.6	32.6	12%	69.1	23.4	195%
EBITDA	311.0	289.0	8%	615.9	302.4	104%
Share-based payments expense	18.1	12.3	47%	31.4	19.0	65%
Acquisition-related and integration costs	4.1	46.3	(91)%	16.9	172.5	(90)%
Loss (gain) on disposition of property, plant and equipment and related costs	0.4	(1.5)	NM	(1.4)	(1.5)	(7)%
Remeasurements in connection with business combinations	—	—	—%	—	(1.4)	NM
Prepaid consigned vehicles charges	(1.3)	(39.7)	(97)%	(3.4)	(52.1)	(93)%
Other legal, advisory, restructuring and non-income tax expenses	7.7	0.5	1,440%	10.0	0.7	1,329%
Executive transition costs	2.0	—	NM	3.7	—	NM
Adjusted EBITDA	\$ 342.0	\$ 306.9	11%	\$ 673.1	\$ 439.6	53%

NM = Not meaningful

Adjusted Net Debt and Adjusted Net Debt/Adjusted EBITDA Reconciliation

The Company believes that comparing adjusted net debt/adjusted EBITDA on a trailing twelve-month basis for different financial periods provides useful information about the performance of its operations as an indicator of the amount of time it would take to settle both the Company's short and long-term debt. The Company does not consider this to be a measure of its liquidity, which is its ability to settle only short-term obligations, but rather a measure of how well it funds liquidity. Measures of liquidity are noted under "Liquidity and Capital Resources" in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2024.

Adjusted net debt is calculated by subtracting cash and cash equivalents from short and long-term debt and long-term debt in escrow. Adjusted net debt/Adjusted EBITDA is calculated by dividing adjusted net debt by adjusted EBITDA.

The following table reconciles adjusted net debt to debt, adjusted EBITDA to net income, and adjusted net debt/adjusted EBITDA to debt/ net income, respectively, which are the most directly comparable GAAP measures in, or calculated from, our consolidated financial statements.

(in U.S. dollars in millions, except percentages)	At and for the twelve months ended June 30,		
	2024	2023	% Change over 2023
Short-term debt	\$ 29.9	\$ 17.2	74%
Long-term debt	2,826.9	3,123.4	(9)%
Debt	2,856.8	3,140.6	(9)%
Less: cash and cash equivalents	(599.5)	(432.9)	38%
Adjusted net debt	2,257.3	2,707.7	(17)%
Net income	\$ 365.8	\$ 146.8	149%
Add: depreciation and amortization	424.4	194.4	118%
Add: interest expense	251.7	104.6	141%
Less: interest income	(24.1)	(16.9)	43%
Add: income tax expense	122.1	51.7	136%
EBITDA	1,139.9	480.6	137%
Share-based payments expense	57.9	37.0	56%
Acquisition-related and integration costs	60.5	196.7	(69)%
(Gain) loss on disposition of property, plant and equipment and related costs	(0.7)	0.3	NM
Remeasurements in connection with business combinations	—	(1.4)	NM
Prepaid consigned vehicles charges	(18.3)	(52.1)	(65)%
Other legal, advisory, restructuring and non-income tax expenses	11.3	2.4	371%
Executive transition costs	15.7	—	NM
Adjusted EBITDA	\$ 1,266.3	\$ 663.5	91%
Debt/net income	7.8 x	21.4 x	(64)%
Adjusted net debt/adjusted EBITDA	1.8 x	4.1 x	(56)%

NM = Not meaningful

Sameer Rathod | Vice President, Investor Relations and Market Intelligence 1-510-381-7584 |

srathod@rbglobal.com

Source: RB Global