

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2023  
OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 001-39352**

**Mirion Technologies, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or organization)

**1218 Menlo Drive Atlanta, Georgia 30318**  
(Address of Principal Executive Office)  
(770) 432-2744  
(Registrant's telephone number, including area code)

**83-0974996**  
(I.R.S. Employer Identification Number)

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

<b>Title of each class</b>	<b>Trading symbol(s)</b>	<b>Name of each exchange on which registered</b>
Class A Common Stock, \$0.0001 par value per share	MIR	New York Stock Exchange
Redeemable warrants, each exercisable for one share of Class A common stock at an exercise price of \$11.50	MIR WS	New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No  
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No  
Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No  
Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	<input checked="" type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-accelerated Filer	<input type="checkbox"/>	Smaller Reporting Company	<input type="checkbox"/>
		Emerging Growth Company	<input type="checkbox"/>

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.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No  
The aggregate market value of voting and non-voting common stock held by non-affiliates of the registrant (for this purpose, executive officers and directors of the registrant are considered affiliates) as of June 30, 2023 (the last business day of the most recently completed second quarter) was approximately \$1.72 billion based on the closing sales price of the registrant's common stock on that date as reported on the New York Stock Exchange.

Number of shares of the registrant's Class A common stock outstanding at February 23, 2024: 218,644,423.  
Number of shares of the registrant's Class B common stock outstanding at February 23, 2024: 7,417,333.

**DOCUMENTS INCORPORATED BY REFERENCE**

Certain information required by Part III of this Report, to the extent not set forth herein, is incorporated herein by reference from the registrant's definitive proxy statement relating to the annual meeting of stockholders to be held in 2024. Except with respect to information specifically incorporated by reference in this Annual Report on Form 10-K, the registrant's definitive proxy statement shall not be deemed to be filed as part hereof.

**INTRODUCTORY NOTE**

On October 20, 2021 (the “Closing” or the “Closing Date”), Mirion Technologies, Inc. (formerly known as GS Acquisition Holdings Corp II or “GSAH”) consummated its business combination with GSAH (the “Business Combination”) pursuant to the Business Combination Agreement dated June 17, 2021 (as amended, the “Business Combination Agreement”). On the Closing Date, GSAH was renamed Mirion Technologies, Inc.

Unless the context otherwise requires, all references in this Annual Report on Form 10-K to “Mirion,” the “Company,” “we,” “us,” or “our” refer to Mirion Technologies, Inc. following the Business Combination, other than certain historical information which refers to the business of Mirion Technologies (TopCo), Ltd. (“Mirion TopCo”) prior to the consummation of the Business Combination.

As a result of the Business Combination, Mirion’s financial statement presentation distinguishes Mirion TopCo as the “Predecessor” for periods prior to the closing of the Business Combination and Mirion Technologies, Inc. as the “Successor” for periods after the closing of the Business Combination. As a result of the application of the acquisition method of accounting in the Successor Period, the financial statements for the Successor Period are presented on a full step-up basis as a result of the Business Combination, and are therefore not comparable to the financial statements of the Predecessor Period that are not presented on the same full step-up basis due to the Business Combination.

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Annual Report on Form 10-K contains forward-looking statements within the meaning of the “safe-harbor” provisions of the Private Securities Litigation Reform Act of 1995 that reflect future plans, estimates, beliefs, and expected performance. All statements contained in this Annual Report on Form 10-K other than statements of historical fact, including statements regarding our future operating results and financial position, our business strategy and plans, our objectives for future operations, macroeconomic trends, and our competitive positioning are forward-looking statements. This includes, without limitation, statements under “Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” regarding our financial position, capitalization and capital structure, indebtedness, business strategy, and the plans and objectives of management for future operations, market share and products sales, future market opportunities, future manufacturing capabilities and facilities, future sales channels and strategies, goodwill impairment, backlog, our supply chain challenges, the Russia-Ukraine conflict, relations between United States and China, conflict in the Middle East, foreign exchange, interest rate and inflation trends, any merger, acquisition, divestiture or investment activity, including integration of previously completed mergers and acquisitions, or other strategic transactions and investments, legal claims, litigation, arbitration or similar proceedings, including with respect to customer disputes, and the future or expected impact on us of any epidemic, pandemic or other crises. These statements constitute projections, forecasts, and forward-looking statements, and are not guarantees of performance. When used in this Annual Report on Form 10-K, words such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “should,” “strive,” “seeks,” “plans,” “scheduled,” “would” and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. When we discuss our strategies or plans we are making projections, forecasts, or forward-looking statements. Such statements are based on the beliefs of, as well as assumptions made by and information currently available to, our management.

The forward-looking statements contained in this Annual Report on Form 10-K are based on our current expectations and beliefs concerning future developments and their potential effects on us. There can be no assurance that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties, (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, the following risks, uncertainties, and other factors:

- changes in domestic and foreign business, market, economic, financial, political, and legal conditions, including related to matters affecting Russia, the relationship between the United States and China, conflict in the Middle East and risks of slowing economic growth or economic recession in the United States and globally;
- developments in the government budgets (defense and non-defense) in the United States and other countries, including budget reductions, sequestration, implementation of spending limits or changes in budgetary priorities, delays in the government budget process, a U.S. government shutdown or the U.S. government's failure to raise the debt ceiling;
- risks related to the public’s perception of nuclear radiation and nuclear technologies
- risks related to the continued growth of our end markets;
- our ability to win new customers and retain existing customers;
- our ability to realize sales expected from our backlog of orders and contracts;
- risks related to governmental contracts;
- our ability to mitigate risks associated with long-term fixed price contracts, including risks related to inflation;
- risks related to information technology disruption or security;
- risks related to the implementation and system failures or other disruptions or cybersecurity, data or other security threats;
- our ability to manage our supply chain or difficulties with third-party manufacturers;
- risks related to competition;
- our ability to manage disruptions of, or changes in, our independent sales representatives, distributors, and original equipment manufacturers;
- our ability to realize the expected benefit from strategic transactions, such as acquisitions, divestitures and investments, including any synergies or internal restructuring and improvement efforts;
- our ability to issue debt, equity or equity-linked securities in the future;
- risks related to changes in tax law and ongoing tax audits;
- risks related to future legislation and regulation both in the United States and abroad;
- risks related to the costs or liabilities associated with product liability claims;
- our ability to attract, train, and retain key members of our leadership team and other qualified personnel;
- risks related to the adequacy of our insurance coverage;
- risks related to the global scope of our operations, including operations in international and emerging markets;
- risks related to our exposure to fluctuations in foreign currency exchange rates, interest rates and inflation, including the impact on our debt service costs;

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- our ability to comply with various laws and regulations and the costs associated with legal compliance;
- risks related to the outcome of any litigation, government and regulatory proceedings, investigations and inquiries;
- risks related to our ability to protect or enforce our proprietary rights on which our business depends or third-party intellectual property infringement claims;
- liabilities associated with environmental, health, and safety matters;
- our ability to predict our future operational results;
- the effects of health epidemics, pandemics and similar outbreaks may have on our business, results of operations or financial condition; and
- other risks and uncertainties indicated in this Annual Report on Form 10-K, including those under the heading “Risk Factors,” and other documents filed or to be filed with the SEC by us.

There can be no assurance that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements.

Forward-looking statements included in this Annual Report on Form 10-K speak only as of the date of this Annual Report on Form 10-K or any earlier date specified for such statements. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as may be required under applicable securities laws.

We intend to announce material information to the public through the Mirion Investor Relations website, available at [ir.mirion.com](http://ir.mirion.com), SEC filings, press releases, public conference calls, and public webcasts. We use these channels, as well as social media, to communicate with our investors, customers, and the public about our company, our offerings, and other issues. It is possible that the information we post on our website or social media could be deemed to be material information. As such, we encourage investors, the media, and others to follow the channels listed above, including the social media channels listed on our investor relations website, and to review the information disclosed through such channels. Any updates to the list of disclosure channels through which we will announce information will be posted on the investor relations website.

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**CERTAIN DEFINED TERMS**

Unless the context otherwise requires, all references in this Annual Report on Form 10-K to “Mirion,” the “Company,” “we,” “us” or “our” refer to Mirion Technologies, Inc. following the Business Combination, other than certain historical information which refers to the business of Mirion Technologies (TopCo), Ltd. (“Mirion TopCo”) prior to the consummation of the business combination (the “Business Combination”) of GS Acquisition Holdings Corp II (“GSAH”) with Mirion TopCo on October 20, 2021, pursuant to that certain Business Combination Agreement, dated June 17, 2021 (as amended, the “Business Combination Agreement”), by and among GSAH, Mirion and the other parties thereto. In addition, as a result of the Business Combination, our financial statement presentation distinguishes Mirion TopCo as the “Predecessor” for periods prior to the closing of the Business Combination. Mirion, which includes consolidation of Mirion’s subsidiaries, is the “Successor” for periods after the closing of the Business Combination.

Unless otherwise stated in this Annual Report on Form 10-K or the context otherwise requires, references to:

“ASC” are to the Accounting Standards Codification;

“Board” and “Board of Directors” are to the board of directors of Mirion Technologies, Inc. following the closing of the Business Combination;

“Bylaws” are to the bylaws of Mirion Technologies, Inc. in effect as of the date of this Annual Report on Form 10-K;

“Charter” are to the certificate of incorporation of Mirion Technologies, Inc. in effect as of the date of this Annual Report on Form 10-K;

“Class A common stock” are to shares of Mirion’s common stock, par value \$0.0001 per share;

“Class B common stock” are to shares of Mirion’s common stock, par value \$0.0001 per share;

“Common stock” are to the Class A common stock and Class B common stock;

“DGCL” are to the General Corporation Law of the State of Delaware;

“Exchange Act” are to the Securities Exchange Act of 1934, as amended;

“Fiscal 2021” are to the twelve months ended June 30, 2021;

“Founder shares” are to the Founder Shares (as defined under Note 15, *Related Party Transactions*, in the notes to the financial statements included in this Annual Report on Form 10-K);

“GSAH” are to GS Acquisition Holdings Corp II, prior to the consummation of the Business Combination;

“IntermediateCo” are to Mirion IntermediateCo, Inc., a Delaware corporation direct subsidiary of Mirion;

“IntermediateCo Class A common stock” are to the shares of Class A common stock of IntermediateCo, par value \$0.0001 per share;

“IntermediateCo Class B common stock” are to the shares of Class B common stock of IntermediateCo, par value \$0.0001 per share;

“Mirion TopCo” are to Mirion Technologies (TopCo), Ltd;

“Predecessor Period” refers to all reported financial periods prior to the Business Combination Closing Date on October 20, 2021;

“Predecessor Stub Period” means the transition period preceding the Business Combination from July 1, 2021 through October 19, 2021;

“Private placement warrants” are to the Private Placement Warrants (as defined under Note 16, *Related-Party Transactions* in the notes to the financial statements included in this Annual Report on Form 10-K);

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“Public warrants” are to the Public Warrants (as defined under Note 16, *Related-Party Transactions*, in the notes to the financial statements included in this Annual Report on Form 10-K);

“Sarbanes-Oxley Act” are to the Sarbanes-Oxley Act of 2002;

“Securities Act” are to the Securities Act of 1933, as amended;

“Sponsor” are to GS Sponsor II LLC, a Delaware limited liability company;

“Sponsor Agreement” are to the Second Amended and Restated Sponsor Agreement, dated as of October 20, 2021, by and among us, the Sponsor and the other parties thereto;

"Successor Period" refers to the period from the Closing Date, October 20, 2021, and ended on December 31, 2022; and

“Warrants” are to the public warrants and private placement warrants.

**PART I**

**ITEM 1. BUSINESS**

**Business Overview**

For more than 60 years Mirion and our predecessor companies have provided products, services, and software that allow our customers to safely leverage the power of ionizing radiation for applications that benefit the health, safety, vitality, and technological progress of humanity. Our solutions have critical applications in the medical, nuclear energy and defense markets, as well as in laboratories and scientific research, analysis, and space exploration. Many of our markets are characterized by the need to meet rigorous regulatory standards, design qualifications, and operating requirements. Throughout our history, we have successfully leveraged the strength of our expertise in ionizing radiation to continually drive innovation and expand the commercial applications of our core technology competencies. Through our facilities in 12 countries, we supply our solutions in the Americas, Europe, Africa, the Middle East, and Asia Pacific regions.

We are headquartered in Atlanta, Georgia and have operations in the United States, Canada, the United Kingdom, France, Germany, Finland, China, Belgium, Netherlands, Estonia, Japan, and South Korea.

We have two reportable business segments: Medical and Technologies. Our Medical segment supports applications in medical diagnostics, cancer treatment, practitioner safety, and rehabilitation. Our Technologies segment is focused on addressing critical radiation safety, measurement and analysis applications across nuclear energy, defense, laboratories and research and other industrial markets. See “Part I, Item 1. Business—Our Segments” for more information.

Our products, software and services have been sold directly and indirectly to a variety of end-use customers, including medical service providers, the vast majority of the U.S. nuclear power producers, and the addressable global installed base of active nuclear power reactors, many of the leading nuclear reactor design firms, universities, numerous international government and supranational agencies, 19 of the 31 NATO militaries, national laboratories, environmental laboratories, research institutes, and industrial companies.

Our broad product and services portfolio of medical, search, measurement, scientific analysis and reactor safety, and control systems are supported by our engineering and research and development organization of 442 scientists, engineers, and technicians, who represented approximately 15% of our workforce as of December 31, 2023. Our products and solutions are in use in over 130 countries and 80% of cancer centers worldwide, including all top 100 Cancer Centers in the United States. We possess numerous product qualifications, trade secrets, and patents that support our market position and our ability to deliver next generation products and services. In addition, we maintain design, manufacturing, and sales capabilities across 12 countries in America, Europe, and Asia, enabling us to capitalize on growth opportunities including the ongoing growth in spending for medical, defense and homeland security, and the ongoing growth for nuclear power.

**Industry Overview**

We have two reportable business segments: Medical and Technologies. Our Medical segment is based around our sales, products, and services to customers in the medical market. The Technologies segment is primarily based around the nuclear energy, defense, laboratories, and scientific research markets as well as other industrial markets. Below is a brief description of the key markets we serve:

*Medical*

Our medical market is comprised of rapidly growing product applications in the diagnosis and treatment of cancer and occupational dosimetry services. We offer both hardware and software solutions, as well as value added services within diagnostic imaging, radiotherapy, and nuclear medicine that enhance the effectiveness and safety of life-saving procedures.

*Laboratories and Research*

The laboratory and research market includes different types of facilities such as environmental radiochemistry laboratories, research laboratories, research reactors and education laboratories. All these facilities analyze nuclear samples or monitor experiments to identify the chemical composition of the material involved or understand the basic structure of matter.

*Nuclear*

The nuclear end market spans the entire nuclear fuel cycle, including mining, enrichment, fuel manufacturing, nuclear power generation, waste management and fuel reprocessing. Key nuclear installations include mines, fuel fabrication



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facilities, commercial nuclear power reactors, reprocessing facilities, research facilities, and waste storage facilities. We sell products and services for use in each of these types of installations at any stage of their life (construction, operation, decommissioning and dismantling), with commercial nuclear power reactors representing the majority of our sales into the nuclear end market. This market is segmented between new builds, installed base requesting upgrades/uprates/re-licensing, and decommissioning and dismantling.

### *Defense*

Our global defense end market is driven by a combination of military, civil defense and event-driven security spending. The proliferation of global security threats has reached a significant level and as a result, militaries, civil defense and other security organizations have bolstered investment in the prevention and detection of radiological threats as well as in technologies capable of detecting and monitoring radiation levels in the aftermath of radiological attack.

### *Technologies*

Other end markets include industrial facilities such as cement kilns, pulp and paper mills and coal/gas fired power boilers that utilize high-temperature industrial processes. Imaging equipment capable of withstanding the high temperatures and environmental conditions found in these facilities is employed to monitor and optimize process efficiency. These imaging systems require routine replacement or upgrades. Other end markets also include original equipment manufacturers, or OEMs, for general industrial market or medical applications, using radiation measurement detectors to sort material or precisely locate some radioisotopes.

## **Our Market Opportunity**

We believe that significant opportunities for growth exist within each of our primary end markets.

### *Medical*

*Radiological procedure growth.* The use of radiodiagnostic and radiotherapeutic procedures is expanding globally due to aging population demographics, technological advancements and emerging middle classes in developing economies. As the use of radiological procedures increases in the medical industry, so does the associated market opportunity for our products that are deployed in hospitals, clinics, and other diagnostic and therapeutic centers around the world. According to a global consulting firm, we believe the global nuclear medicine market is expected to grow approximately 4% per year from 2022 through 2028, primarily driven by the increase in the prevalence and incidences of cancer worldwide. Likewise, the global radiotherapy market is expected to grow approximately 7% per year from 2022 through 2028, primarily driven by factors including growing awareness about the benefits of radiotherapy for cancer control and eradication, increasing incidence and prevalence of cancer, and technological advancements in the field of radiotherapy.

*Dosimetry outsourcing.* Radiation dosimetry in the fields of health physics and radiation protection is the measurement, calculation and assessment of the ionizing radiation dose absorbed by an object, usually the human body. We believe that more government agencies are outsourcing dosimetry services to private providers due to favorable cost dynamics in some regions. This provides a market opportunity where we can leverage our technical expertise and North American service experience to expand into other regions as we have done through our acquisitions of state-owned dosimetry services businesses in the Netherlands and Germany. According to a global leading consulting firm, we believe our core dosimetry market is expected to grow approximately 4% per year from 2022 through 2028, primarily driven by volume increase in number of healthcare workers exposed to radiation and standard annual price increases. In addition, through the differentiating factors behind the innovative Instadose product line, we believe that we have the right product ecosystem to maximize this opportunity.

### *Laboratories and Research*

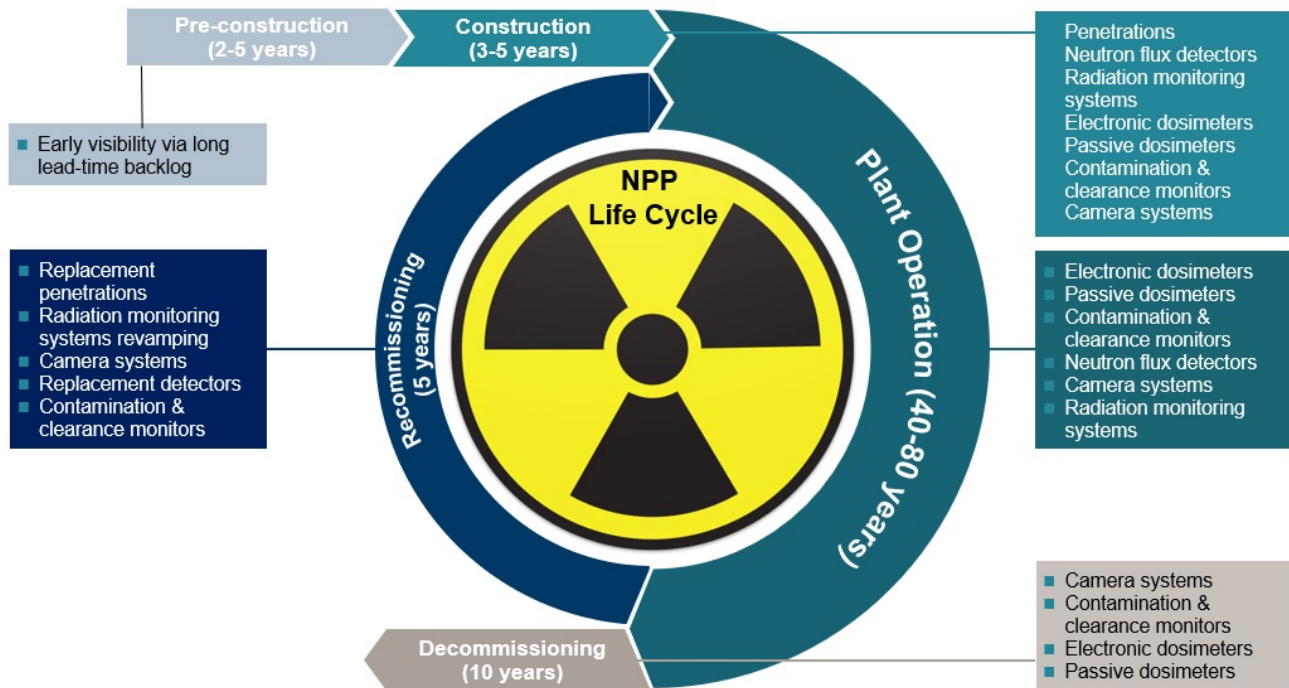
*Customer loyalty.* Loyalty is driven by long standing relationships, customer hesitancy to switch suppliers, high switching costs and limited competition globally. We believe we can benefit from price growth in most of our markets. In addition, our business is well protected by consistent replacement cycles on installed base. According to a global leading consulting firm, we believe our laboratories and research market is expected to grow approximately 5% per year from 2022 through 2028, primarily driven by governmental funding growth.

### *Nuclear*

The overall market conditions for Nuclear continue to be positive. In September 2023, the International Atomic Energy Agency (IAEA) raised its annual nuclear projections as countries turn to nuclear for energy security and climate action. In December 2023 at the annual United Nations climate change conference (COP28), the United Nations countries launched a declaration to triple nuclear energy capacity by 2050, recognizing the key role of nuclear energy in reaching climate control

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objectives. Our legacy in the nuclear industry positions us to capitalize on the growth in demand for radiation detection, measurement, analysis and monitoring products and services in each phase of the nuclear life cycle, as outlined in the chart below.



We provide essential products and services to NPPs throughout the entire life cycle of a plant: from construction and operation to decommissioning and decontamination. For example, we provide (i) radiation measurement and monitoring solutions that are typically installed during construction and replaced or upgraded during the lifetime of the reactors, (ii) reactor instrumentation and control detectors installed during construction that are replaced or upgraded regularly, (iii) measurement and expertise services to help customers address nuclear measurement needs, (iv) imaging systems and cameras for all stages of the nuclear lifecycle and (v) waste management systems that are used during the lifetime of the reactors. We believe the following dynamics support the sustainability of our existing business and will drive new sources of organic growth.

In addition, factors such as (i) upgrade, replacement and retirement cycles of our radiation detection, measurement, analysis and monitoring products, (ii) aging installed base of existing global installed nuclear reactors requiring frequent product replacements and upgrades, (iii) increased decontamination and decommissioning activity, (iv) large installed base of "orphaned" products and systems requiring operators of many aging NPPs to consider new suppliers to meet their detection needs, (v) dosimetry outsourcing and (vi) new build opportunity all represent opportunities for growth.

### Defense

*Focus on military personnel.* Global militaries must contend with radiological threats and the difficulties of protecting soldiers and monitoring areas of enemy engagement. The combination of our active dosimeters and telemetry technology provides a differentiated solution that addresses the radiation detection needs of modern militaries.

*Increased civil defense spending on radiation detection.* Civil defense and homeland security organizations are focused on preventing the illicit transportation of radiological materials across borders. The commercial application of our radiation detection expertise positions us to benefit from government spending on detection technologies.

*Enhanced event specific security.* The visibility of high profile events and venues has increased their value as targets of terrorist activity. In response, security spending at events, such as the Olympic Games, has increased, as has the utilization of radiation detection technology, providing an expanding market opportunity for our products.

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According to a global leading consulting firm, we believe our defense market is expected to grow 5% per year from 2022 through 2028.

### **Our Competitive Strengths**

We believe that the following competitive strengths will enable us to maintain our position and capitalize on growth opportunities in our end markets:

*Trusted ionizing radiation detection and measurement provider.* Our end markets, including the medical, defense and nuclear industries, are highly regulated and require compliance with strict product specifications. Our track record enables us to gain market share across our product and service offerings. We and our predecessor companies have served the radiation detection measurement, analysis and monitoring needs of our customers for over 60 years, having developed trusted, recognized brands supported by our tradition of technical excellence, product reliability and customer service. We believe we have a leadership position in 15 of the 18 market segments we serve. In addition, we have leveraged our ionizing detection expertise to develop new applications for our core historical markets and to expand into adjacent markets through acquisitions.

*Broad and complementary product and service portfolio.* We are one of relatively few companies to offer ionizing radiation detection and measurement products and services to satisfy customer requirements throughout the medical and industrial markets. Our comprehensive product line supports virtually all radiation detection and monitoring needs associated with these markets. As a result, we believe that we have consistently gained market share as some of our key customers rationalize their supply chain. Furthermore, our portfolio provides us with a natural opportunity to cross-sell our products and services to our customers. As a result, we have a diversified portfolio across end markets and geographies.

*Large installed base driving recurring revenue.* We possess longstanding customer relationships in all of our end markets. We believe our quality assurance, or QA, products are used by the vast majority of cancer treatment centers in the United States and in the majority of such centers globally. This drives recurring revenue and opportunities for cross sales from our other activities. Our products were also installed at the vast majority of the addressable installed base of active nuclear power reactors globally, which have a median age of about 34 years. This installed base drives recurring revenue through replacement and service cycles associated with our offerings and the typical 40 to 80 year operating life cycle of an NPP. The length and quality of supplier relationships are important customer buying criteria due to high switching costs and the importance of proven product reliability. In addition, we maintain relationships with global military and government organizations that value operating longevity and technological expertise. For example, our products have been sold to 19 of the 31 NATO militaries as well as the U.S. Departments of Energy, State, Defense and Homeland Security. Our customers' focus on personnel protection drives their recurring expenditures on service, recalibration and product upgrades in our defense end market. In the laboratories and research markets, we have developed relationships with certain customers over the past 50 years, gaining their loyalty based on product performance and customer services. Such relationships provide us with recurrent revenues when our customers upgrade and replace their existing installed base.

*Technical complexity creates high barriers to entry.* Across our end markets, we design our products to meet demanding customer specifications, qualifications and regulatory requirements. In many circumstances, we design our products to be compatible with highly complex facilities and operate effectively in harsh environments. Replicating our products is difficult given underlying technical specifications. In addition, customers generally work with their incumbent suppliers to service, maintain and replace equipment over product lifetime resulting in a natural barrier to entry.

*Global footprint designed to meet local customer needs.* Our global footprint, augmented by our established network of suppliers and distributors, enables us to be responsive to our customers and provide locally customized solutions. We operate facilities in 12 countries, accommodating the desire of certain of our customers to procure products and services from local providers. Sales to customers inside the United States and Canada accounted for approximately 48% of total revenue for fiscal 2023, with an additional 32% and 17% of total revenue accounted for by sales to customers in Europe and Asia Pacific respectively. We believe that our established global infrastructure provides a scalable platform to meet the growing worldwide demand for our products and services.

*Proven M&A strategy and track record of integrating acquisitions.* We have been built through successive mergers and acquisitions. Since 2016, we have acquired and integrated sixteen companies. Through these acquisitions, we have developed tools and experience across deal sourcing, modeling and integrating acquired companies. We have a business ecosystem in place to identify and act upon cost saving opportunities as well as the ability to leverage our scale platform to capture cross-selling opportunities.

*Seasoned management team complemented by highly skilled engineers.* We are led by an experienced management team with a mix of private sector and government experience across different industries and functions. Our senior management

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team is complemented by an engineering and research and development organization of 442 scientists, engineers and technicians as of December 31, 2023. A number of our employees are participants in international and U.S. standards setting organizations related to radiation detection in the nuclear, defense and medical end markets. Through these activities, we help define the setting of standards and preview changes that impact our products, customers and end markets.

### **Our Strategy**

Our objective is to continue enhancing our position as a global provider of radiation detection, measurement, analysis and monitoring products and services for the global medical and industrial end markets. We intend to achieve this through the following strategies:

***Exploit under-penetrated market opportunities.*** We believe that we can exploit historically under-penetrated segments of our end markets by leveraging our existing positions across our major product categories. For example, we have leveraged our technical expertise to develop and commercialize innovative products to increase sales in the U.S. dosimetry services market and in the radiotherapy quality assurance market, and we have expanded our radiation monitoring solutions offering by leading integrated offers with other key suppliers for some nuclear new build projects in Europe to increase our scope of supply and gain share in the nuclear market.

***Expand addressable market.*** We believe that substantial opportunities exist for us to expand our addressable market by marketing our products and services to customers in new geographic regions; providing products and services to customers moving to an outsource model; entering markets where the government is privatizing services; introducing new applications for existing technologies and pursuing strategic acquisitions.

- ***Geographic expansion.*** Although we have sold products and services to customers in over 130 countries historically, we believe we have additional opportunities in certain international markets. For example, in India, a market we currently serve through local partners, we intend to leverage our relationships with leading reactor design firms to capitalize on the opening of the nuclear end market to U.S. and European firms. Another such market is the European dosimetry services market. Through acquisitions, we have developed our presence in the Netherlands and Germany, and we plan to continue expanding into other European countries. Also in our Medical segment, our SunScan product, a cylindrical water scanning system for linear accelerator commissioning, received regulatory clearance in the European market in late 2023 which will drive additional market adoption.
- ***Customer outsourcing.*** We believe we will continue to capitalize on customer outsourcing within the nuclear end market. Within the United States, several NPP operators have recently outsourced their dosimetry services in order to reduce costs. We have been able to benefit from economies of scale as well as advantages in materials procurement and processing technology to provide enhanced dosimetry services to many of these NPPs at a lower cost.
- ***Service privatization.*** In regions outside the United States, dosimetry services have historically been provided by government agencies. However, privatization of dosimetry services is occurring in some regions, such as Europe. As illustrated by our acquisitions in the Netherlands and Germany, providers seek to reduce costs and benefit from enhanced service offerings. This provides us with an opportunity to leverage our expertise and North American service experience, where we have demonstrated a strong track record of success, to expand market share in other geographies. For the fiscal periods ended December 31, 2023 and 2022, service revenue represented approximately 25.4% and 25.7%, respectively, of our consolidated revenue.
- ***Expand into new end markets.*** We periodically review our adjacent markets and identify opportunities for expansion. For example, we have developed a new personal radiation detector, or PRD, called Accurad to expand our presence in the civil services markets such as the police and fire departments. In our Medical segment, we have also entered in the nuclear imaging, radiotherapy and radiopharmaceutical markets through the acquisitions of Capintec, Biodex, Sun Nuclear, CIRS, and ec<sup>2</sup> Software Solutions. In November 2023, we acquired ec<sup>2</sup> Software Solutions, an organization specializing in the design, implementation, and support of software to simplify daily facility operations, including radiopharmaceutical production, distribution, and patient administration. We believe that the radiopharmaceutical market will increase by more than 10% over the next decade presenting a unique growth opportunity for the Company. Finally, in our Technologies segment, we entered the command-and-control cybersecurity solutions markets through the acquisition of Secure Integrated Solutions (SIS) in August 2022.
- ***New applications for existing technologies.*** A portion of our development effort is focused on adapting existing technologies to alternative applications. For example, we have adapted the technology used for the medical and

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nuclear markets to develop the Mirion Battlefield Dosimeter which is currently being deployed by the U.S. Army and the U.S. Navy.

***Develop new products and services.*** We believe that significant near-term opportunities exist for us to develop new products and services by capitalizing on our understanding of our customers' needs and requirements. Cross pollination of technologies between end markets also drives new growth opportunities as we leverage our Medical distribution channels to market and sell Technologies products. For example, we created a new product called evrCAM to meet the needs of the radiation oncology market by leveraging our core technology from decades of experience in radiation tolerant cameras for the nuclear power industry. In our Technologies segment, the development of small module nuclear reactors (SMRs) continues to be a strategic focus, including our announced strategic design contract with X-Energy Reactor Company.

***Software and digital solutions:*** Another area of strategic focus is the introduction of various software applications in the markets we serve, including both on-premise and software as a service (SaaS) solutions. For example, our most recent acquisitions (SIS and ec2) are focused in software applications. Also, in our Medical segment, a component of our strategy is to continue to enhance software products such as SunCHECK, which also includes a SaaS based platform. In our Technology segment, we released our Genie 4.0 software upgrade, to our flagship spectroscopy software, delivering a range of new features that enhance efficiency and accuracy for both existing and new users.

***Continuously improve our cost structure and productivity.*** As we continue to grow our business, we have implemented a coordinated program of ongoing operating improvements, such as optimizing our manufacturing footprint, rationalizing excess costs and minimizing working capital requirements. We are continuously implementing our business system principles to challenge our practices and improve our performance across all our businesses. For example, we have optimized and simplified our footprint by transferring the activities from our facilities in Loches, France, certain activities in our Irvine, California facility and certain activities in our Shirley, New York facility to other Company sites to achieve operational synergies.

***Pursue strategic acquisitions and other transactions.*** Between 2016 and 2023, we acquired 16 companies, with the objective of complementing our portfolio, reinforcing our supply chain and expanding into new markets such as nuclear imaging and radiotherapy. Since then, we have effectively integrated these businesses, creating a global platform of ionizing radiation detection and measurement solutions. We continuously monitor potential acquisitions and intend to further complement our organic growth with selective acquisitions that enhance our existing products and services, strengthen our position with existing customers and enable us to expand into new markets. From time to time we also divest businesses as part of a process to streamline our operations and focus our resources on certain more strategic markets.

## **Our Segments**

### ***Medical***

Our Medical segment encompasses product categories focused on supporting applications in medical diagnostics, cancer treatment, and practitioner safety. Our products in these fields focus on addressing the challenge that every cancer center worldwide faces in ensuring that the Oncologists prescriptions and intended doses are accurately, consistently, and safely delivered to their patients. Our predominant product category is in the Cancer Diagnostics and Therapeutics Quality & Safety, where we provide integrated solutions for independent quality management in the diagnosis and treatment of cancer. Our suite of patient, machine, and diagnostic QA solutions are relied on in the field to mitigate errors, reduce inefficiencies, validate technologies/techniques and most importantly improve the quality of clinical care. Our products include arrays for machine and patient QA solutions, software platforms for centralized data analytics and data storage, lasers to align Linacs to patient or QA devices, and phantoms (devices to simulate the imaging and radiation dose absorption characteristics of human tissue) for machine and patient QA.

Other product categories include:

***Nuclear Medicine and Medical Imaging:*** we provide solutions for patient dosing, imaging, diagnosis and radiopharmaceutical production and handling. Our products include our range of dose calibrators, radiation shielding, phantoms for quality assurance, phantoms, thyroid uptake systems, lung scan ventilation systems, ultrasound tables, C-Arm tables and accessories. We also provide software solutions to simplify the daily operations of medical facilities for the production of radiopharmaceuticals, their distribution, and their administration to patients.

***Dosimetry Services:*** our product offering is an information service, which provides environmental radiation monitoring services, as well as an official dose of record to employers and occupationally exposed radiation workers, enhancing the effectiveness and efficiency of radiation safety programs at practitioner sites. Key product lines include the innovative

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Instadose dosimetry platform, optically stimulated luminescence, or OSL, dosimeters, and our range of eye, finger, and extremity dosimeters that integrate with our Dose Central data platform.

### *Technologies*

Our Technologies segment is focused on addressing critical radiation safety, measurement and analysis applications across defense, nuclear energy, laboratories and research and other industrial markets.

Reactor Safety and Control Systems: we provide radiation monitoring systems and reactor instrumentation and control systems that ensure the safe operation of nuclear reactors and other nuclear fuel cycle facilities. Product lines include, but are not limited to, a range of areas such as effluent release and operational process monitors, as well as in-core and ex-core detector systems, electrical penetrations, boron meters, and nuclear containment seals. Select product categories include:

- *Radiation Monitoring Systems*: sensors, displays, control electronics and software used for barrier leak control, effluent release monitoring, operational process monitoring and “post event” monitoring in NPPs, nuclear fuel cycle industry, research reactors and laboratories, military reactors and installations.
- *Reactor Instrumentation and Control Equipment and Systems*: sensors, cables and electronics designed to monitor radiation and temperature within a reactor core and in surrounding areas.
- *Neutron Flux Measurement Systems*: sensors, displays, control electronics and software used to control the core of a reactor in NPPs, research reactors, and military reactors.
- *Secure integrated solutions*: we provide command-and-control software solutions for nuclear power plants and government facilities to protect their systems against cybersecurity threats or compromise.

Radiological Search, Measurement and Analysis Systems: we provide solutions to locate, measure and perform in-depth scientific analysis of radioactive sources for radiation safety, security, and scientific applications. Product portfolios include but are not limited to our laboratory and scientific analysis systems (gamma/alpha spectroscopy, alpha/beta counting, specialty detectors, spectroscopy software), radiation measurement and health physics instrumentation (contamination and clearance monitors, portable radiation measurement, electronic dosimetry, telemetry, waste measurement) and search and radiological security systems (Military CBRNE, or Chemical, Biological, Radiological, Nuclear and high-yield Explosives, security and search). We also provide a wide range of on-site managed and professional services to our end market customers. Select product categories include:

- *Dosimeters*: active and passive dosimeters which monitor radiation dose rate and cumulative dose, along with readers, calibrators, telemetry, software and other accessories.
- *Contamination and Clearance Monitors*: stationary systems designed to detect radioactive contamination of people, waste, tools, laundry, vehicles and cargo.
- *Detection & Identification Devices*: hand-held and fixed devices to detect and locate ionizing radiation.
- *Customized Research Detectors*: highly customized detectors for scientific research, including nuclear physics research, space and synchrotron applications, and ruggedized detectors.
- *Environmental Monitoring Systems*: sensors, displays, control electronics and software used for environmental monitoring in NPPs, nuclear fuel cycle industry, research reactors and laboratories, military reactors and installations.
- *Radiochemistry*: high precision instruments for detection and analysis of sample radioactivity, identification of radionuclide and quantification of activity used in laboratories, research, education, defense and NPPs.
- *Imaging Systems*: radiation-hardened imaging systems for nuclear fuel handling, control, monitoring and inspection; reactor vessel maintenance; underwater surveillance; tank and vessel inspection; and cameras for remotely operated vehicles.
- *Waste measurement systems*: systems to measure the radioactivity content of waste such as gamma neutron counting systems, non-destructive assay systems and neutron counting systems

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- *Services:* we offer services to measure and analyze nuclear material more efficiently, calibration services, customer training programs, installation of instruments and software, technical support and repairs for our products, as well as local operational support, technical support, and a wide range of consulting services

### **Backlog and Deferred Contract Revenue**

Total backlog represents committed but undelivered contracts and purchase orders at period end. Backlog excludes maintenance-related activity and agreements that do not represent firm purchase orders. Customer agreements that contain cancellation for convenience terms are generally not reflected in backlog until firm purchase orders are received. Backlog is not a complete measure of our future business due to these customer agreements. Our customers may experience project or funding delays or cancel orders due to factors beyond our control. If customers terminate, reduce or defer firm orders, whether due to fluctuations in their business needs or purchasing budgets or other reasons, our sales will be adversely affected and we may not realize the revenue we expect to generate from our backlog or, if realized, the revenue may not translate into profit. Backlog can fluctuate significantly due to the timing of large project awards. In addition, annual or multi-year contracts are subject to rescheduling and cancellation by customers due to the long-term nature of the contracts.

Deferred contract revenue represents prepayments from customers, including milestone or installment payments, on projects for which services have commenced, as well as unbilled amounts attributable to services rendered and products constructed associated with customer contracts for which revenue is not able to be recognized.

Information on backlog and deferred contract revenue follows (in millions):

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Backlog	857.1	\$ 737.4
Deferred contract revenue	\$ 103.4	\$ 83.0

Approximately 46% of our backlog as of December 31, 2023 is expected to be recognized in calendar year 2024.

### **Competition**

The global markets for our products and services are competitive and continually evolving. Within each of our operating segments, we encounter a variety of competitors, ranging from small independent companies providing niche solutions to larger multi-national corporations providing a broader set of products and services to our targeted end markets. We believe that the principal bases upon which we compete in our target end markets include product quality and reliability, technical capability and product qualification, strength of customer relationships, customer service and price. In particular, customers in the defense and nuclear end markets tend to emphasize product quality and reliability, technical capability and strength of supplier relationships, while customers in the medical end markets, in particular for passive dosimetry products and services, tend to make purchasing decisions based on a combination of brand recognition, price, service and reliability.

We believe the primary competitors in each of our segments are as follows:

- Medical: Landauer (Fortive), PTW, IBA, Standard Imaging, Comecer and LAP
- Technologies: Thermo Fisher Scientific, Ortek (Ametek), FLIR (Teledyne), Framatome, Ludlum, Fuji Electric, Caen System, Fluke (Fortive) and Berthold Technologies

### **Research and Development**

Our research and development efforts allow us to introduce new products to the marketplace, fulfill specific customer needs and continue to meet qualification requirements and other evolving regulatory standards. Our Medical and Technologies segments are committed to both technology research and product development to fulfill their strategic objectives and are supported by our engineering and research and development organization consisting of about 150 software engineers, 292 scientists, technicians, and other engineers, representing approximately 15% of our total workforce, as of December 31, 2023. A number of these individuals participate in international standards setting organizations and committees. We engage in research and development activities at most of our facilities worldwide.

Our research and development expenses were \$31.7 million for the fiscal year ended December 31, 2023, \$30.3 million for the fiscal year ended December 31, 2022, \$6.7 million for the Successor Period from October 20, 2021 through December 31, 2021, \$10.3 million for the Predecessor Stub Period from July 1, 2021 through October 19, 2021, and \$29.4 million for fiscal 2021. We conduct these efforts through a mix of in-house research, collaboration with academia, customers and regulatory authorities as well as selected outsourcing through external vendors. The scope and extent of the outsourced

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portion of research and development activities vary by segment but typically, critical hardware design, software development and project management activities are conducted in-house while specialized services such as consulting services, algorithm design, thermal analysis, complex modeling and calculations and testing services are provided by third parties.

### **Sales and Marketing**

We sell our products and services through our direct sales organization and indirectly through our global network of independent, third-party sales representatives and distributors. Our internal sales team is organized by operating segment and end market to provide a higher level of service and understanding of our customers' unique needs. We have 50 sales offices throughout North America, Europe and Asia, and as of December 31, 2023, our sales and marketing personnel consisted of 273 employees, which represents approximately 9% of our total workforce.

We derive a portion of our revenue from sales of our products and services through channel partners, such as independent sales representatives and distributors. In particular, our independent sales representatives are an important source of sales leads for us and augment our internal resources in remote geographies. We sell through distributors in situations in which our customers prefer to purchase from a local business entity or purchase in smaller volume.

Our marketing activities include participation in many trade shows worldwide across our defense, medical and nuclear end markets. We advertise in technical journals, publish articles in leading industry periodicals and utilize direct mail campaigns.

We periodically host seminars and participate in trade shows. For example, we host the annual Mirion Connect Seminar, where customers participate in a variety of programs designed to exchange ideas and discuss occupational challenges. The event also brings together key channel partners and vendors to strengthen our sales and marketing network. Attendees gain insight into our product plans and participate in interactive sessions that give them the opportunity to better understand our current suite of products and services as well as provide feedback on our product roadmap.

### **Our Customers**

Our principal customers include hospitals, clinics and urgent care facilities, dental offices, veterinary offices, radiation treatment facilities, OEMs for radiation therapy, laboratories, military organizations, government agencies, industrial companies, power and utility companies, reactor design firms and NPPs. We have long-standing relationships with our customers. For the Predecessor Stub Period from July 1, 2021 through October 19, 2021 and the Successor Period from October 20, 2021 through December 31, 2021, the fiscal year ended December 31, 2022, and the fiscal year ended December 31, 2023 no customer accounted for greater than 5% of our consolidated revenue, our top five customers together accounted for approximately 14%, 13%, 13%, and 12% of our consolidated revenue, respectively, and our top ten customers represented approximately 20%, 19%, 19%, and 19% of our consolidated revenue, respectively.

### **Manufacturing and Supply Chain**

Given the diversity of our products, we employ numerous manufacturing techniques, including high-volume process manufacturing, discrete manufacturing, cellular manufacturing and hybrid approaches. Our production personnel engage in manufacturing, procurement and logistics activities. Our production activities are located in the United States, Canada, France, Germany, Belgium, Estonia, Finland and the United Kingdom. As of December 31, 2023, our production personnel consisted of 1,707 employees, which represents approximately 57% of our total workforce.

Our manufacturing activities are focused mainly on the production of the core value-add devices and components of our products, while non-core components and sub-assemblies are generally outsourced. This strategy enables us to protect important intellectual property and trade secrets while minimizing the time, cost and effort to produce commoditized components. Most of the time, the design, assembly and integration of the components are performed in-house, allowing our engineers to customize the products according to customer specifications. For highly engineered nuclear products, production volumes are typically low. For other product lines, such as, the DMC 3000 Electronic Dosimeter, the Mirion Battlefield Dosimeter, Accurad PRD and the Instadose dosimeter, production volumes tend to be higher. We apply rigorous quality control processes and calibrate radiation detection devices internally, leading to high quality standards and customization capabilities. Most of our production sites are certified to production quality standards such as those of ISO 9001, the U.S. Nuclear Regulatory Commission (10 C.F.R. 50 Appendix B), the American Society of Engineers (ASME NQA-1) and ISO19443 (in France).

The principal materials used in our manufacturing processes are commodities that are available from a variety of sources. The key metal materials used in our manufacturing processes include precious metals (such as rhodium), tungsten, copper,



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aluminum, magnesium products, steel, stainless steel and various alloys, which are formed into parts such as detectors, sensors, metal housings and frames, and cable assemblies. The key non-metal materials used in our manufacturing processes include amorphous and crystalline scintillator materials, ceramics, epoxies, silicon and fused silica, polyethylene, polyurethane and injection molded plastic parts and components such as lenses, monitors, sensors, dosimeters, electronic boards, detectors and cables.

### **Environmental, Social and Governance (ESG)**

We are committed to create positive change through sustainable and responsible operations. In 2023, we published our inaugural Corporate Social Responsibility Report detailing our focus and commitment to continuing to grow as a responsible company. We also published an Anti-Bribery and Corruption Policy outlining the Company's commitment to compliance with regulatory requirements and regular employee training on bribery and corruption, a Whistleblower Policy outlining information, procedures and non-retaliation guidelines for reporting suspected violations of our Code of Ethics, policies or procedures, and a Human and Labor Rights Statement outlining expectations with regard to respecting the dignity of our employees and all persons involved in the Company's business. We plan to continue to add policies and disclosures to further our sustainability goals which we believe will advance our position as both an innovative company and a competitor in our industries.

Corporate responsibility and employee safety are at the core of our business strategy and we continue to align this strategy with our ESG priorities. We are focused on initiatives across the organization, including:

- Vendor and Supply Chain Oversight
- Human and Labor Rights
- Product and Service Safety
- Diversity, Equity & Inclusion (DEI)
- Human Capital Management (HCM)
- Ethics and Compliance
- Environmental Impact and Sustainable Operations
- Governance Structure

We are committed to robust oversight of ESG issues. Our Board of Directors has direct oversight of ESG, including environmental, climate risk and sustainability matters, as well as employee health and safety through the Nominating and Corporate Governance Committee, working in collaboration with the Audit and Compensation Committees. The Nominating and Corporate Governance Committee is briefed by the Executive team at each regular meeting and provides corresponding updates to the full Board of Directors.

### **Human Capital Resources**

We are committed to our people and aim to be an employer of choice in the industries in which we operate. Our culture is team-based and progressive; our core values are central to how we operate as a company. Engaged, skilled, and diverse employees are vital to our mission of harnessing the strength of our expertise in ionizing radiation for the greater good of humanity. We are furthering our commitment to fostering an inclusive culture by promoting diversity and employee engagement across our company.

As of December 31, 2023, we employed 3,000 full-time and part-time employees. We also use temporary or contract workers who totaled approximately 213 as of December 31, 2023, on a full-time equivalent basis. Of these, approximately 1,402 were employees in the United States and 1,598 were employees outside of the United States. Some of our operations are subject to union contracts, with 3 unions active in the United States as of December 31, 2023. Approximately 1.2% of our workforce is covered by collective bargaining agreements.

#### *Diversity, Equity and Inclusion*

We are committed to fostering a diverse and inclusive workplace that attracts and retains exceptional talent. We value teamwork, practicing intellectual honesty and candor. We support a diversity of backgrounds, experiences and perspectives in our workforce and promote an engaging workplace that encourages participation and inclusion of all employees. To promote inclusion, we conduct regular workplace harassment and diversity and inclusion training for all employees.

We demonstrate our commitment to Diversity, Equity and Inclusion through various Company-wide efforts, including:

- Maintaining diverse representation at the executive and board level
- Providing transparent workforce diversity disclosures

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- Offering employee mentorship programs
- Initiating a Women's Employee Resource Group
- Distributing diversity content on our internal communications platform to acknowledge global efforts such as Black History Month, International Women's Day, Diversity Month, Global Employee Health and Fitness Month and World Mental Health Day

We are intent on maintaining diverse representation at all levels of our company, and our Corporate Governance Guidelines reflect our policy to consider diversity (including diversity of gender, race, ethnicity, age, sexual orientation and gender identity) in the initial pool of candidates when selecting new director nominees.

### *Employee Engagement*

We regularly conduct employee engagement surveys to collect feedback to better understand and improve employees' experience and identify opportunities to strengthen our culture. Through surveys, town halls, emails and other platforms, we hear directly from employees on what is working well, what we can do better, and how well our employees understand and are practicing our values. We mandate quarterly check-ins between employees and their managers as key human capital measures and objectives. We frequently report employee engagement results to our Board of Directors to drive action in response to employee feedback.

### *Employee Compensation and Benefits*

We require a talented workforce and are committed to providing total rewards that are market-competitive and performance-based, driving innovation and operational excellence. Our compensation programs, practices and policies reflect our commitment to reward short- and long-term performance that aligns with, and drives, stockholder value. Total direct compensation is generally positioned within a competitive range of the relevant market median, with differentiation based on tenure, skills, proficiency, and performance.

In addition to providing competitive compensation, another part of our strategy to attract and retain high-performing employees is to offer a variety of benefits to further their personal and professional development. In the U.S., these include:

- Telecommuting and flexible work schedules
- Comprehensive medical, dental and vision coverage for employees and their families
- A 401(k) plan with an employer match of up to 4% for eligible employees
- PTO programs, including parental leave, personal sick and bereavement time off
- Workplace support for families and children such as childcare benefits including dependent care assistance via employee flexible spending accounts and access to an employee assistance program
- Eight hours of paid volunteer time off for eligible employees

In other jurisdictions, we provide similar or other benefits adapted to local practices.

### *Training and Development*

Human capital development underpins our efforts to execute our strategy and continue to design, manufacture and market innovative products and services. The professional development of our employees is critical to this success. We invest in our employees' career growth and provide employees with a wide range of development opportunities, including but not limited to mentoring, product and sales training, as well as compliance training including on the topics of cybersecurity and other workplace safety training.

### *Employee Health and Safety*

As a company that manufactures devices to keep others safe, we place great focus on the safety of our own employees. We are committed to providing a safe and healthy work environment. Safety is a key consideration in our manufacturing processes. We are deliberate in designing programs to protect our employees and mitigating potential workplace incidents that could arise. All facilities are expected to comply with local safety laws and regulations. Additionally, each site maintains comprehensive safety programs, including corrective action processes and emergency response plans. Employees undergo regular health and safety training to ensure compliance with, and communication of, safety policies and procedures. Occupational health and safety incidents are reported to our Risk Management Committee (f/k/a Conduct, Compliance and Ethics Committee), which monitors safety performance across the Company. We are continuously assessing risk and looking to improve our processes in an effort to prevent safety incidents.

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### **Intellectual Property**

The success of our business depends, in part, on our ability to maintain and protect our proprietary technologies, information, processes and know-how. We rely on a combination of intellectual property rights, including trade secrets, patents, copyrights and trademarks, as well as contractual protections, to protect our proprietary products, methods, documentation and other technology.

As of December 31, 2023, we own approximately 69 issued U.S. utility patents, 47 issued foreign utility patents (including in Canada, the European Union, Russia, China and Japan), 4 pending U.S. utility non-provisional patent applications, 10 pending foreign utility patent applications (including in the European Union and France) including pending Patent Cooperation Treaty, or PCT, patent applications. These issued patents are expected to expire between 2024 to 2038 and these pending applications, if issued, are expected to expire between 2039 to 2040, in each case without taking into account any possible patent term adjustment or extensions and assuming payment of all appropriate maintenance, renewal, annuity, or other governmental fees. We do not expect the expiration of any of the patents that are scheduled to expire in 2024 to have a material impact on its business. These patents include two co-owned issued U.S. patents and three co-owned issued foreign patents. We also hold exclusive and non-exclusive licenses related to patents and other intellectual property of third parties. We also own trademark registrations or registration applications in the United States and in certain foreign jurisdictions.

#### *Medical Segment*

As of December 31, 2023, we own approximately 36 issued U.S. utility patents, 27 issued foreign utility patents (including in the European Union, China, Japan and Canada), 3 pending U.S. non-provisional utility patent applications and 5 pending foreign utility patent application in the European Union that include claims directed to products in our medical segment, including our cancer diagnostics and therapeutics QA, occupational dosimetry, medical imaging and nuclear medicine equipment products. These issued patents are expected to expire between 2024 to 2038 and these pending applications, if issued, are expected to expire between 2039 to 2040, in each case without taking into account any possible patent term adjustment or extensions and assuming payment of all appropriate maintenance, renewal, annuity, or other governmental fees.

#### *Technologies Segment*

As of December 31, 2023, we own approximately 33 issued U.S. utility patents, 20 issued foreign utility patents (including in the European Union, Canada, Russia and Japan), 1 pending U.S. non-provisional utility patent application and 5 pending foreign utility patent applications (including pending PCT patent applications) that contain claims directed to products in our Technologies segment, including our alpha/beta counting instruments, contamination and clearance monitors, gamma spectroscopy software and detector systems, NDA and waste measurement systems, portable radiation measurement instruments, radiation monitoring systems and reactor instrumentation and controls products. Our issued patents are expected to expire between 2024 to 2037 and our pending applications, if issued, are expected to expire between 2032 to 2040, in each case without taking into account any possible patent term adjustment or extensions and assuming payment of all appropriate maintenance, renewal, annuity, or other governmental fees.

In many instances (for both the Medical and Technologies Segments), we rely on trade secret protection and confidentiality agreements to safeguard our interests. Due to the long useful life of certain aspects of our technology, we believe that the patent registration process, which requires public disclosure of patented claims and inventions, could harm our competitive position. We differentiate our products and technologies primarily through our proprietary know-how, technology or data that are not covered by patents or patent applications, including technical processes, equipment designs, testing and other procedures. Our employees are generally required to assign to us all of the inventions, designs and technologies they develop during the course of employment with us, either through written agreements or by operation of law, depending on the jurisdiction. Where appropriate, we require third parties with whom we deal to enter into agreements with us that address issues of confidentiality and intellectual property. For a discussion of the risks and uncertainties affecting our business related to our protection of intellectual property and other proprietary information, please see “Part I, Item 1A. Risk Factors—Legal and Regulatory Risks.”

### **Seasonality**

General economic conditions impact our business and financial results, and our business experiences seasonal and other trends related to the industries and end markets that we serve. While we believe that we are poised for growth from governmental customers in both of our segments, our revenues and cash flows from government customers are influenced, particularly in the short-term, by budgetary cycles. This impact can be either positive or negative. However, as a whole, we believe we are not subject to significant seasonality. For more information about the trends that impact our business and

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financial results, see “Part I, Item 1A—Risk Factors—Risks Related to Our Business and Industry—Our results of operations may fluctuate significantly, which could make our future results difficult to predict and could cause our results of operations to fall below expectations.”

### **Government Regulation**

#### *Environmental Regulations*

We use, generate, discharge and dispose of hazardous substances, chemicals and wastes at some of our facilities in connection with our product development, testing and manufacturing activities. In addition, some of our facilities are located on properties with a history of use involving hazardous substances, chemicals and wastes and may be contaminated.

We are subject to a variety of laws and regulations concerning environmental matters and health and safety in the United States and other countries. U.S. federal environmental legislation that affects us includes the Comprehensive Environmental Response, Compensation and Liability Act of 1980, or CERCLA (also known as the Superfund Law) and its state analogues, the Resource Conservation and Recovery Act of 1976 as amended by the Hazardous and Solid Waste Amendments of 1984, the Toxic Substances Control Act of 1976, and the Clean Water Act. We are also subject to regulation by the Occupational Safety and Health Act (OSHA) concerning employee safety and health matters. The United States Environmental Protection Agency, OSHA and other federal agencies have the authority to promulgate regulations that have an effect on our operations.

In addition to these federal laws and regulations, various states have been delegated certain authority under the aforementioned federal statutes and have authority over these matters under state laws.

Our operations outside the United States are subject to similar, and sometimes more stringent, laws and regulations. For example, an EU directive relating to the restriction of hazardous substances in electrical and electronic equipment, or RoHS directive, and a directive relating to waste electrical and electronic equipment, or WEEE directive, have been implemented in EU member states. China and South Korea and certain other jurisdictions have laws similar to the RoHS and WEEE directives. In addition, the EU has a regulation regarding the registration, authorization and restriction of chemical substances in industrial products, or REACH. REACH and other regulations requires us or our suppliers to substitute certain chemicals contained in our products with substances the EU considers less dangerous. See “Part I, Item 1A. Risk Factors—Legal and Regulatory Risks—We could incur substantial costs as a result of violations of, or liabilities under, environmental laws.”

#### *Other Laws and Regulations*

We are subject to a variety of laws and regulations, including but not limited to those of the United States, Canada, the EU, the EU member states and the People’s Republic of China, that impose regulatory systems that govern many aspects of our operations. The multi-jurisdictional legal and regulatory environments in which we operate are subject to extensive and changing laws and regulations administered by various national, regional and local governmental agencies both within and outside the United States.

Some of the U.S. laws affecting our operations include, but are not limited to, the Atomic Energy Act, or "AEA", the Energy Reorganization Act of 1974, or "ERA", as well as the state laws governing radiation control in the states of New York, Georgia, California, Connecticut, Tennessee, New Jersey, Florida and Wisconsin, each as from time to time amended. We are also subject to a variety of U.S. federal and state employment and labor laws and regulations, including the Americans with Disabilities Act, the Federal Fair Labor Standards Act, the Worker Adjustment and Restructuring Notification Act, or "WARN Act", and other regulations related to working conditions, wage-hour pay, overtime pay, employee benefits, anti-discrimination and termination of employment. We are also subject to the employment and labor laws and regulations of the foreign jurisdictions where many of our employees are located. The classified work that we currently perform at one of our U.S. facilities subjects us to the industrial security regulations of the Department of Defense and other federal agencies that are designed to safeguard against unauthorized access by foreigners and others to classified and other sensitive information.

In the United States, the AEA and ERA authorize the Nuclear Regulatory Commission or "NRC", and state authorities where applicable, to regulate the receipt, possession, use and transfer of radioactive materials. The NRC, and state authorities where applicable, sets regulatory standards for worker protection and public exposure to radioactive materials or wastes to which we are required to adhere in our operations that use radioactive materials in research and development, product manufacture, testing and calibration, and monitoring.

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Certain of our products require the use of radioactive sources. For certain of our products, these radioactive sources are often obtained by our customers directly from third-party providers, and for others, we directly incorporate these radioactive sources into our products. Certain of our reactor instrumentation and control equipment and systems for NPPs incorporate radioactive materials. In all such cases, licenses for radioactive sources and materials are provided by the appropriate regulatory authority in the relevant jurisdiction and such authorities may be at the state or national level. For example, at our sites in the United States that handle radioactive sources or materials, the appropriate licenses are issued by state-level authorities which are, respectively, the New York State Department of Health, Georgia Department of Natural Resources, California Department of Public Health, Connecticut Department of Energy & Environmental Protection, New Jersey Department of Environmental Protection, Tennessee Department of Environment and Conservation, Florida Department of Health and Wisconsin Department of Health Services. Similarly, licenses for radioactive sources and materials are maintained at each of our international sites where such licenses are required, including in Belgium, China, Canada, Estonia, Finland, Germany, France, Japan and the Netherlands.

In most cases, our various sites (including our predecessors) have held, maintained and (where required) renewed their licenses for a decade or more. In all cases, the licenses we require related to radioactive sources or materials are current and in force and, to the best of our knowledge, we are not aware of any basis to expect that any existing licenses subject to periodic renewals will not be renewed.

As a supplier of equipment and systems to the nuclear power industry, we are subject to regulations promulgated by the NRC that are applicable to vendors. Owners of nuclear power plants in the United States are licensed to build, operate, and maintain those plants by the NRC. Their license and applicable NRC regulations require that they qualify their suppliers and contractors to ensure that the suppliers and contractors comply with NRC regulations. The NRC has a robust inspection regime for commercial nuclear plants, which includes verification that, for example, design, procurement, maintenance, and radiation protection programs comply with NRC safety and quality assurance regulations and requirements.

Inspections of nuclear materials licensees are conducted frequently, in areas such as personnel training, radiation protection, and security of nuclear materials. Parts of the NRC's inspection regime—including portions of 10 C.F.R. Part 21 on reporting of defects and noncompliance and Appendix B of 10 C.F.R. Part 50 related to Quality Assurance—are also directly applicable to contractors, suppliers, and other non-licensees. The NRC routinely conducts inspections at vendor sites on these matters and others. As a supplier to the nuclear power industry, we must demonstrate to our customers that we comply with NRC regulations related to quality assurance, reporting of defects and safety issues, security and control of personnel access and conduct. Section 170 of the AEA, which is also known as the Price-Anderson Act, supports the nuclear services industry by offering broad nuclear liability and insurance coverage and indemnification to commercial NPP operators and their suppliers, as well as Department of Energy, or DOE, contractors, for liabilities arising out of nuclear incidents at power plants licensed by the NRC and at DOE nuclear facilities. The indemnification authority of the NRC and DOE under the Price-Anderson Act was extended through 2025 by the Energy Policy Act of 2005. Our nuclear power plant customers are covered by the nuclear liability insurance and indemnification provisions of the Price-Anderson Act. In addition, other jurisdictions have similar nuclear liability protection and indemnification regimes for nuclear facilities.

We deal with numerous U.S. and non-U.S. government agencies and entities, including the U.S. military, the armed forces of many NATO countries, the U.S. Department of Defense, the U.S. Department of State, the U.S. Department of Treasury, the NRC, the U.S. Department of Energy, the U.S. Department of Homeland Security and the corresponding governmental agencies and entities in the European Union and Canada. When working with these and other government agencies and entities, we must comply with, and are affected by, laws and regulations relating to the formation, administration and performance of contracts. These laws and regulations, among other things require certification and disclosure of all cost or pricing data in connection with various contract negotiations; impose acquisition regulations that define allowable and unallowable costs and otherwise govern our right to reimbursement under various cost-based U.S. government contracts; and restrict the use and dissemination of information classified for national security purposes and the exportation of certain products and technical data.

### **Export Controls**

Our products and technologies are subject to export controls under the laws of the United States, Canada, the United Kingdom and the member states of the European Union. Depending on a number of factors, including the specific product or technology, the origin of that product or technology, the destination, the end-user and the end-use, exports of our products and technologies may require export licenses, permits or other authorizations from government export control authorities. Whether we will be able to conclude proposed transactions involving products or technologies that are subject to those export licensing requirements will depend on the relevant government agency's determination on whether the proposed transaction is consistent with the exporting country's national security and foreign policy interests.

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As examples of export control laws and regulations potentially applicable to our products and technologies, our products, when manufactured in or exported from the United States, are subject to export controls under the U.S. Department of Energy's Part 810 regulations (10 C.F.R. Part 810) governing transfer of commercial nuclear technology and assistance, the U.S. Commerce Department's Export Administration Regulations ("EAR"), the U.S. State Department's International Traffic in Arms Regulations ("ITAR"), or the Nuclear Regulatory Commission ("NRC") export licensing regulations in 10 C.F.R. Part 110 governing exports of nuclear materials and equipment. Canadian, EU and UK export control regimes have separate, sometimes overlapping requirements, which must also be considered for a proper export compliance system.

We have implemented detailed export control compliance procedures, in the form of our Export Management and Control Program ("EMCP"), to identify those products, technologies and transactions for which export licenses, permits or other authorizations are required, and to assure that all transactions are handled in accordance with all applicable export control laws and regulations. Among other things, the Mirion EMCP includes (i) third party service provider screening of all parties against the various governments' lists of prohibited, restricted and sanctioned parties; (ii) end-use reviews and certification procedures; (iii) monitoring regulatory announcements; and (iv) periodic reviews of applicable export control regulations in order to assure that the compliance procedures are up to date and properly maintained. See "Part I, Item 1A. Risk Factors—Legal and Regulatory Risks—Legal compliance with import and export controls, as well as with sanctions, in the United States and other countries, is complex, and compliance restrictions and expenses could materially and adversely impact our revenue and supply chain."

### **Economic Sanctions**

Various United States laws and regulations implemented by the U.S. Treasury Department's Office of Foreign Assets Control ("OFAC") impose economic sanctions on certain countries, business entities and individuals. Those OFAC economic sanctions regulations: (i) impose comprehensive commercial and financial embargoes on transactions directly and indirectly with Cuba, Iran, North Korea, Syria or the Crimean Region, and Russia or certain regions of Ukraine more recently, including any entity or person located in those jurisdictions; and (ii) include a substantial list of persons and entities that have been determined to be closely affiliated with the government of an embargoed country, engaged in or supporting international terrorism, trafficking in narcotics, engaged in activities related to the proliferation of weapons of mass destruction, or otherwise acting in a manner contrary to United States foreign policy interests. United States persons (i.e., United States citizens, permanent residents and companies) are generally prohibited from engaging in any transaction which involves any property or any interest in property in which an embargoed country, a person in an embargoed country or a person on the OFAC list of sanctioned parties has an interest. The prohibitions on engaging in transactions with Cuba and Iran also extend to foreign subsidiaries of United States companies. Moreover, no United States person may approve, ratify, participate in, or otherwise "facilitate" any offshore transaction between a foreign company and any country, entity or person that is sanctioned under the OFAC economic sanctions regulations. The Department of Commerce's Bureau of Industry and Security ("BIS") keeps an Entity List and other sanctions-related lists that are separate from the OFAC requirements.

Violations of United States export control regulations or the OFAC economic sanctions regulations are punishable by criminal and civil fines, imprisonment, loss of export privileges, debarment from United States Government contracts and, in extreme cases, listing on the OFAC list of sanctioned parties. See "Part I, Item 1A. Risk Factors—Legal and Regulatory Risks—Legal compliance with import and export controls, as well as with sanctions, in the United States and other countries, is complex, and compliance restrictions and expenses could materially and adversely impact our revenue and supply chain."

### **Anti-Corruption Laws**

We are subject to anti-bribery and anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (the "FCPA"), the United Kingdom Bribery Act (the "UKBA"), and anti-corruption laws enacted in various other countries which implement the Organization of Economic Cooperation and Development (the "OECD"), Convention on Combating Bribery of Foreign Officials in International Business. Those laws generally prohibit any person or company from making payments to any "foreign official" for the purpose of obtaining or retaining business or obtaining any other unfair or improper advantage.

Violations of the FCPA are punishable by criminal and civil fines and imprisonment and disgorgement of revenues derived from improper conduct. Any investigation or proceeding involving allegations of improper payments under the FCPA could materially and adversely affect our business, results of operations, financial condition, standing with customers, particularly government customers, and/or our business reputation. We must comply with the FCPA and analogous non-U.S. anti-bribery and anti-corruption statutes including the UKBA. Our or our sales representatives' or distributors' failure to comply with such laws could subject us to "imputed liability" under anti-corruption laws.

### **Compliance Procedures**

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To address the compliance challenges presented by the foregoing laws and regulations, we have adopted and implemented compliance policies and detailed compliance procedures. Our commitment to compliance with anti-corruption laws and regulations is memorialized in the Mirion Code of Ethics and Conduct, which sets forth our overall compliance policies and informs all of our employees of their compliance responsibilities. Our export controls and economic sanctions compliance policies are set forth in our EMCP and implemented at each of our sites via local procedures. Our compliance programs are reinforced with (i) ethics and compliance training for all employees; (ii) due diligence reviews of all prospective distributors, sales representatives and other third party intermediaries; (iii) detailed anti-corruption compliance contractual covenants in third-party agreements; (iv) detailed recordkeeping procedures; and (v) auditing of third parties' business practices as needed.

### **Medical Device Regulation**

We are required to register for permits and/or licenses with, obtain approvals from and comply with operating standards of the U.S. Food and Drug Administration (the "FDA"), the U.S. Department of Health and Human Services ("HHS"), the European Medicines Agency (the "EMA"), the U.K. Medicines and Healthcare Products Regulatory Agency (the "MHRA"), and other foreign agencies, and accrediting bodies depending upon the type of operations we are conducting and the location of product distribution, manufacturing and sale. Because our operations include the manufacture and distribution of nuclear medical products, we are also subject to regulation by the NRC and the departments of health in each state in which we operation, which leaves us with a complex collection of requirements to navigate.

Many of our products in the medical end market, for instance our nuclear medicine products for cardiology, oncology, endocrinology, diagnostic radiology and radiation therapy; imaging products in the form of positioning devices, ultrasound tables and MRI stretchers; and our energy measurement products, including radiation monitoring and measuring instruments, are classified as medical devices and are subject to restrictions applicable to medical devices under domestic and foreign laws, rules, regulations, self-regulatory codes, circulars, and orders, including the U.S. Food, Drug, and Cosmetic Act (the "FDCA"). We incur a number of costs associated with obtaining and maintaining the approval to market our medical device products. Furthermore, the FDA conducts detailed inspections of and controls over our manufacturing, marketing, distribution, import and export, record keeping and storage and disposal practices for medical products, together with various post-marketing requirements.

Specifically, the FDCA requires these products, when sold in the United States, to be safe and effective for their intended uses and to comply with the regulations promulgated and enforced by the FDA. The FDA regulates the design, development, research, preclinical and clinical testing, introduction, manufacture, advertising, labeling, packaging, marketing, distribution, import and export, and record keeping for such products.

Medical devices can be marketed only for the indications for which they are cleared or approved. After a device has received 510(k) clearance (a pathway for the FDA to approve a new medical device for marketing) for a specific intended use, any change or modification that significantly affects its safety or effectiveness, such as a significant change in the design, materials, method of manufacture, or intended use, may require a new 510(k) clearance and payment of an FDA user fee.

Any medical devices we manufacture and distribute are subject to pervasive and continuing regulation by the FDA, state and certain other comparable foreign authorities. As a medical device manufacturer, our manufacturing facilities are subject to inspection on a routine basis by the FDA and other comparable foreign authorities, as well as audits by our notified body in the European Economic Area, or EEA, as described below. We are required to adhere to the current Good Manufacturing Practices ("cGMP") requirements, as set forth in the Quality Systems Regulation ("QSR"), which require manufacturers, including third-party manufacturers, to follow stringent design, testing, control, documentation and other quality assurance procedures during all phases of the design and manufacturing process.

We must also comply with post-market surveillance regulations, including adverse event reporting requirements, which require that we review and report to the FDA and other comparable foreign authorities any incident in which our products may have caused or contributed to a death or serious injury. Further, we are required to report any incident in which our product has malfunctioned if that malfunction would likely cause or contribute to a death or serious injury if it were to recur. The FDA can withdraw marketing authorization for a medical device product if compliance with regulatory standards is not maintained or if problems occur after the product reaches the market. Later discover of previously unknown problems with a product may result in restrictions on the product or complete withdrawal of the product from the market.

Labeling, advertising and promotional activities are subject to scrutiny by the FDA and other comparable foreign authorities and, in certain circumstances, by the Federal Trade Commission and other foreign counterparts. Medical devices

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approved or cleared by the FDA, foreign regulators, or our notified bodies may not be promoted for undocumented, unapproved or uncleared uses, otherwise known as “off-label” promotion. The FDA, other U.S. agencies and other comparable foreign authorities actively enforce the laws and regulations prohibiting the promotion of off-label uses.

Market access, sales and marketing of medical devices in non-U.S. countries are subject to foreign regulatory requirements that vary widely from country to country. The time required to obtain approval for marketing a medical device in a foreign country could be longer or shorter than the time required by the FDA. Furthermore, the requirements are different in each country. For example in the EEA, a medical device must meet the Medical Devices Directive’s (the “MDD”), Essential Requirements or the Medical Devices Regulation’s (the “MDR”), General Safety and Performance Requirements, if certified from May 26, 2021. Before placing a medical device on the EEA market, the manufacturer must prepare a declaration of conformity, certifying that the device complies with the MDD/MDR, and must then affix the CE mark. The notified body typically audits and examines the device’s technical documentation, and the quality system for the manufacture, design and final inspection of the relevant device before issuing a CE certificate. Following the issuance of this CE certificate, manufacturers may prepare the declaration of conformity and affix the CE mark to the devices covered by this CE certificate. Similar requirements apply in the UK. For access to the UK market, manufacturers must obtain a UKCA Certificate and affix a UKCA mark to their medical devices. However, the CE mark will be accepted in the UK until July 1, 2023.

The standard by which conformity with applicable standards and directives is measured is dependent upon the type and class of the product, but normally involves a combination of self-assessment by the manufacturer and a third party assessment by a notified body. In the European Union, or EU, the third party assessment may consist of an audit of the manufacturer’s quality system (currently ISO 13485), provisions of the MDD and specific testing of the manufacturer’s device. Further, the MDR came into effect in the European Union on May 26, 2021, which requires us to obtain certification against the MDR to include a CE mark on new products, or make significant changes to existing products. We are subject to additional regulations in other foreign countries, including the United Kingdom and the EU to sell our products. We intend that either we or our distributors will receive any necessary approvals or clearance prior to marketing our products in those international markets.

We are subject to various U.S. federal healthcare related laws regulating fraud and abuse, research and development, pricing and sales and marketing practices, and the privacy and security of health information such as the U.S. Federal Anti-Kickback Statute, the Health Insurance Portability and Accountability Act of 1996 (HIPAA), and the False Claims Act. Similar laws and regulations may apply in foreign countries.

Federal consumer protection and unfair competition laws broadly regulate marketplace activities and activities that potentially harm consumers. Analogous U.S. state laws and regulations, such as state anti-kickback and false claims laws, also may apply to our business practices, including research, distribution, sales and marketing arrangements, and claims involving healthcare items or services reimbursed by any third-party payor, including private insurers. Further, there are state laws that require medical device manufacturers to comply with the voluntary compliance guidelines and the relevant compliance guidance promulgated by the U.S. federal government, or otherwise restrict payments that may be made to healthcare providers and other potential referral sources; state laws and regulations that require manufacturers to file reports relating to pricing and marketing information, which requires tracking gifts and other remuneration and items of value provided to healthcare professionals and entities; state and local laws requiring the registration of sales representatives; and state laws governing the privacy and security of health information in certain circumstances, many of which differ from each other in significant ways and often are not preempted by HIPAA. Similar laws and regulations apply in many non-U.S. countries.

### **Privacy and Information Security Laws**

In the ordinary course of our business, we collect, store, use, transmit and otherwise process certain types of data, including personal information, which subjects us to certain privacy and information security laws in the United States and internationally, including the EU General Data Protection Regulation (“EU GDPR”), as the GDPR as incorporated into the laws of the United Kingdom (“UK GDPR” together with EU GDPR, “GDPR”) the California Consumer Privacy Act of 2018 (“CCPA”), and other laws, rules and regulations designed to regulate the processing of personal information. These laws impose obligations with respect to the collection, processing, storage, disposal, use, transfer, retention and disclosure of personal information. In addition, under certain of these laws, we must provide notice to individuals of our policies and practices for sharing personal information with third parties, provide advance notice of any changes to our policies and in some cases give individuals the right to prevent processing of their personal information and disclosure of it to third parties. Further, all 50 states in the United States have laws including obligations to provide notification of unauthorized acquisition of personal information to affected individuals, state officers and others. Some laws may also impose physical and electronic security requirements regarding the safeguarding of personal information. In order to comply with privacy and information security laws, we have confidentiality and information security standards and procedures in place for our



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business activities. Privacy and information security laws evolve regularly, and complying with these evolving laws, rules, regulations and standards could cause us to incur substantial costs that are likely to increase over time, requiring us to adjust our compliance program on an ongoing basis and presenting compliance challenges, change our business practices in a manner adverse to our business, divert resources from other initiatives and projects, and restrict the way products and services involving data are offered. See “Part I, Item 1A. Risk Factors—Legal and Regulatory Risks—Any actual or perceived failure to comply with evolving data privacy and data security laws and regulations in the jurisdictions where we operate, both inside and outside of the United States, could lead to government enforcement actions (which could include civil or criminal penalties), private litigation or adverse publicity and could materially and adversely affect our business.”

### **Available Information**

Our website is [www.mirion.com](http://www.mirion.com). The information found on, or that can be accessed from or that is hyperlinked to, our website is not part of this Annual Report on Form 10-K. We file or furnish Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, including exhibits, amendments to these reports and other information with the United States Securities and Exchange Commission (“SEC”). You may obtain a copy of any of these reports, free of charge, from the Investors Relations section of our website as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. The SEC maintains an Internet site that also contains these reports at: [www.sec.gov](http://www.sec.gov).

## **ITEM 1A. RISK FACTORS**

Our business is subject to certain risks and uncertainties. Any of the following risk factors to one or more of our business segments could cause our actual results to differ materially from historical or anticipated results. You should carefully consider the following risk factors, together with all of the other information included in this Annual Report on Form 10-K, before making an investment decision. The occurrence of one or more of the events or circumstances described in these risk factors, alone or in combination with other events or circumstances may have an adverse effect on our business, cash flows, financial condition and results of operations. You should also carefully consider the following risk factors in addition to the other information contained in this Annual Report on form 10-K, including Part II, Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the “Notes to Consolidated Financial Statements” of Part II, Item 8 “Financial Statements and Supplementary Data.” However, the risks described below are not the only risks we face but represent the risks we believe are material. Additional risks and uncertainties not currently known to us or those we currently view to be immaterial may also materially and adversely affect our cash flows, financial condition and results of operations. In such a case, the trading price of our securities could decline and you may lose all or part of your investment.

### **Summary of Risk Factors**

Below is a summary of some of the risks that we face. This summary should be read together with the entire section titled “Part I, Item 1A. Risk Factors” in this Annual Report on Form 10-K, as well as the other information in this Annual Report on Form 10-K and the other filings that we make with the SEC.

#### **Risks Related to Our Business and Industry**

- We have incurred operating losses in the past and expect to incur operating losses in the future and we may not be able to achieve or maintain profitability.
- Our results of operations may fluctuate significantly, which could make our future results difficult to predict and could cause our results of operations to fall below expectations.
- The military conflict between Russia and Ukraine and the sanctions imposed as a result have adversely affected and may further adversely affect our business, results of operations, and financial condition.
- We operate in an industry where the risks associated with radioactive materials and the public perception of nuclear energy could materially and adversely affect our customers and the markets in which we operate, increase regulatory requirements and costs.
- We have made and continue to make acquisitions, investments and divestitures that involve certain risks and uncertainties.
- We derive a significant portion of our revenue from international sales and our operations in foreign countries are subject to political, economic, legal and other risks, which could materially and adversely affect us.
- We derive a material portion of our revenue from contracts with governmental customers or their contractors and such customers may be subject to reduced spending levels from government budgets.
- Issues raised by the use of Artificial Intelligence and machine learning in our operations may subject us to new or heightened legal, regulatory, ethical or other concerns and result in liability or reputational harm.

#### **Legal and Regulatory Risks**

- We are subject to a variety of federal, state, local and foreign laws and failure to comply with such laws and regulations could materially and adversely affect our business, results of operations and financial condition.
- We are subject to risks related to legal claims and proceedings filed by or against us, and adverse outcomes in these matters may materially harm our business.
- Our ability to compete successfully and achieve future growth will depend on our ability to obtain, maintain, protect, defend and enforce our intellectual property and to operate without infringing, misappropriating or otherwise violating the intellectual property of others.

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### **Risks Related to Our Liquidity and Capital Resources**

- Our indebtedness could adversely affect our financial condition.
- Unfavorable currency exchange rate fluctuations could materially and adversely affect our financial results.
- Changes in our effective tax rate, or adverse outcomes resulting from an examination of our income tax returns, could materially and adversely affect our results of operations.

### **Risks Related to Ownership of Our Securities**

- The price of our Class A common stock and warrants may be volatile.
- We may require additional capital to support our growth plans, and such capital may not be available on terms acceptable to us and this could hamper our growth and adversely affect our business.
- Our warrants are exercisable for our Class A common stock, we may elect to issue shares of our Class A common stock in connection with the redemption shares of IntermediateCo Class B common stock and the founder shares may vest, each of which would increase the number of shares eligible for future resale in the public market and results in dilution to our stockholders
- The public warrants may never be in the money, they may expire worthless and the terms of the warrants may be amended in a manner adverse to a holder if holders of at least 50% of the then outstanding public warrants approve of such amendment.
- We may redeem your unexpired warrants prior to their exercise at a time that is disadvantageous to you, thereby making them worth less.
- Our warrants are accounted for as derivative liabilities and the changes in the value of our warrants have had and may continue to have a material effect on our financial results.
- We are subject to certain ownership and voting power laws which may limit the ability of stockholders to acquire our Class A common stock and therefore limit demand for our Class A common stock.

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### **Risks Related to Our Business and Industry**

***We have incurred operating losses in the past, expect to incur operating losses in the future, and we may not be able to achieve or maintain profitability.***

As of December 31, 2023, we had an accumulated deficit of \$505.4 million. For the year ended December 31, 2023, the year ended December 31, 2022, the period from October 20, 2021 through December 31, 2021 (the “Successor Stub Period”), the period from July 1, 2021 through October 19, 2021 (the “Predecessor Stub Period”), and the fiscal year ended June 30, 2021, we experienced net losses of \$98.7 million, \$288.4 million, \$23.0 million, \$105.7 million, and \$158.4 million, respectively. We cannot assure you that we will achieve positive net income in any future period. We expect our operating expenses to increase in the future as we expand our operations. Furthermore, as a public company, we are incurring additional legal, accounting and other expenses that we did not incur as a private company. If our revenue and gross profit do not grow at a greater rate than our operating expenses, we will not be able to achieve and maintain profitability, which also could result in future additional goodwill impairments. We expect to incur significant losses in the future for a number of reasons, including without limitation the other risks and uncertainties described herein. Additionally, we may encounter unforeseen operating or legal expenses, difficulties, complications, delays and other factors that may result in losses in future periods. If our expenses exceed our revenue, we may never achieve or maintain profitability and our business may be harmed.

***Our results of operations may fluctuate significantly, which could make our future results difficult to predict and could cause our results of operations to fall below expectations.***

Our business depends on the demand for our radiation detection, measurement, analysis and monitoring products, our nuclear medicine and related quality management products, and services in the nuclear, defense, medical and other end markets. In the past, the demand for our products in these markets has fluctuated due to a variety of factors, many of which are beyond our control. This has caused our results of operations to fluctuate.

In addition, our operating results may be difficult to compare with our results for prior periods due to our change in fiscal year end from June 30 to December 31. If we are unable to address these challenges, our overall business, results of operations or financial condition may be materially and adversely affected.

***The military conflict between Russia and Ukraine and the sanctions imposed as a result have adversely affected and may further adversely affect our business, results of operations, and financial condition.***

We do business with Russian customers both within and outside of Russia and with customers who have contracts with Russian counterparties. Russia’s invasion of Ukraine, the ensuing build-up of Russian sanctions and other impacts on this region have impacted the global economic environment and currencies resulting in fluctuating demand for our products and services, delays or cancellations of customer projects and difficulties in supplying and sourcing products from this and other geographic regions. In addition, it has become more difficult for certain of our customers and business partners to satisfy their obligations to us as a result of the conflict due to the continuous expansion of the list of Russian persons and entities subject to economic sanctions and we may experience further impacts as the conflict continues. In May 2022, Finland terminated a contract with a Russia state-owned entity to build a nuclear power plant in Finland, and as we were a subcontractor for this contract the termination had an impact on our goodwill and our backlog (see Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Recent Developments—Russia and Ukraine and Note 8, *Goodwill and Intangible Assets*, to the consolidated financial statements, each included elsewhere in this Annual Report on Form 10-K). To date, we have not reached final agreement on our compensation for the work that was performed on this Finnish contract and in June 2023, the Russian state-owned entity demanded the return of approximately \$10.2 million of payments it had made to the Company while the Finland project was active. In relation to a separate active contract for a project in Hungary, the same Russian state-owned entity attempted unsuccessfully to call on a demand guarantee securing an advance payment in March 2023, subsequently demanded the return of advance payments and claimed approximately \$19.3 million in penalties for project delays in April 2023, and sent an updated claim statement in October 2023 totaling \$21 million (\$18 million of which accrue daily penalties) subject to a \$14 million contractual cap (all amounts converted from Euros to U.S. Dollars) (See Part I, Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Recent Developments—Russia and Ukraine). While our management disputes these claims and believes that the Company has substantial defenses, negotiations are taking longer than anticipated, the contract is governed by Russian law, and there is uncertainty as to how its resolution, including any financial impact from potential modifications or termination of the underlying active contract, and the resolution of the Finnish contract, will impact our business, results of operations and financial condition. In addition, we have experienced and may continue to experience delays in revenue recognition, order booking and contract payments due to export controls and other sanctions instituted to date. The Russian-Ukraine conflict may also escalate or expand in scope, thereby exacerbating its impact. A number of nuclear power plants are being constructed, and/or are being operated, by or with the participation of Russian

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state-owned enterprises. As the situation evolves, there is a growing risk that those Russian state-owned enterprises could become sanctioned by the United States Government and/or the European Union. It is widely understood that the Russian nuclear industry has largely escaped United States and European Union sanctions to date because of its hold on the global uranium supply, specifically the supply of High-Assay Low-Enriched Uranium (HALEU) fuel to civilian nuclear power plants. However in December 2023, at the annual United Nations climate change conference (COP28), the United States, Canada, France, Japan and the United Kingdom (the "Sapporo 5") resolved to "establish a resilient global uranium supply market free from Russian influence" signaling an intent to join forces and "invite all like-minded nations seeking reliable nuclear energy partners to join us in securing the global uranium supply chain."

We also are continuing to sell medical equipment and related products into Russia in compliance with applicable U.S. export control regulations, for medical/humanitarian applications, however this process has become more complicated, time-consuming and uncertain as most medical equipment exports now require export licenses and we may be subject to criticism for continuing to sell products to Russia which may damage our reputation, the consequences of which are difficult to predict.

The broader consequences of the conflict between Russia and Ukraine cannot be predicted, nor can we predict the conflict's ultimate impact on the global economy or our business, results of operations, and financial condition. We could be prevented from selling our products or required to cease work on certain customer projects if additional sanctions related to the Russia-Ukraine conflict are imposed or due to changes in applicable export control or sanctions regulations. The Russia-Ukraine conflict has heightened other risks disclosed herein, including through increased inflation, limited availability of certain commodities, supply chain disruption, disruptions to our global technology infrastructure, including cyber-attacks, increased terrorist activities, volatility or disruption in the capital markets, and delays or cancellations of customer projects, each of which could materially adversely affect our business, results of operations, and financial condition.

***We and many of our customers operate in an industry where the risks associated with radioactive materials such as accidents involving nuclear power facilities, terrorist acts or other high profile events involving radioactive materials and the public perception of nuclear energy could materially and adversely affect our customers and the markets in which we operate and increase regulatory requirements and costs that could in turn materially and adversely affect our business.***

The risks associated with radioactive materials and the public perception of those risks can affect our business. Successful execution of our business model in the nuclear power end market is dependent upon a certain level of public support for nuclear power. Opposition by third parties including competitive energy sources, individuals, and organizations can slow down or prevent construction of new nuclear power plants, or lead to an early shut down of existing power plants, or a dampening of the favorable regulatory climate needed to introduce new nuclear technologies all of which could negatively impact our business. A nuclear incident at a nuclear power plant or any use of nuclear weapons could have devastating consequences and, could foster public opposition to nuclear power, lead to more onerous regulatory requirements with increased costs and dampen customer demand for our products in the nuclear end market, all of which could materially and adversely affect our business, results of operations and financial condition.

***Our reliance upon sole or limited sources for certain materials and components and supply shortages could cause production interruptions, delays and increasing costs for the commodities or components that we use in our operations which may materially and adversely impact our business, results of operations and financial condition.***

We purchase materials, components, and equipment from third parties for use in our manufacturing operations. Some of our business purchases are from sole or limited source suppliers for reasons of quality assurance, cost effectiveness, availability, contractual obligations or uniqueness of design or technology. If these or other suppliers encounter financial, operating, quality, or other issues or if our relationship with them changes, we might not be able to quickly establish or qualify replacement sources of supply. If we cannot purchase sufficient products at competitive prices and quality on a timely enough basis to meet increasing demand, we may not be able to satisfy market demand, product shipments may be delayed, our costs may increase, or we may breach our contractual commitments and incur liabilities or be subject to litigation.

The supply chains for our businesses could also be disrupted by supplier capacity constraints, operational or quality issues, bankruptcy or exiting of the business for other reasons, decreased availability of key raw materials or commodities, and external events such as natural disasters, pandemic health issues, war, terrorist actions, governmental actions, and legislative or regulatory changes. Any of these factors could result in production interruptions, delays, extended lead times, and inefficiencies. If we are not able to mitigate the impact of any disruptions in our supply chain, then our business, results of operations and financial condition may be materially and adversely impacted.

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### ***Our sales cycles in certain end markets can be long and unpredictable.***

Our sales cycle for products whose procurement relates to the construction of new, or the refurbishment of existing, NPPs ranges from 12 to 36 months and has, in some cases, extended up to 60 months or more. In the medical end market, the typical sales cycle depends upon the type of product and whether the sales are international or within the United States, and can range from 1 to 18 months. As a result, we invest significant resources prior to orders being placed for our products, with no assurances that we will secure a sale.

In addition, a significant amount of time can pass before we recognize the revenue associated with an order once it has been placed. We may need a notice to proceed with an order from the customer before starting to execute the customer's order, which may delay revenue recognition. We may also not recognize revenue for sales of certain of our products until the customer certifies the successful installation and operation of the product, which can be many months or, particularly with regard to our Sensing Systems and Radiation Monitoring Systems products, years following the receipt of a customer order. The installation of our equipment may also be subject to construction or scheduled outage delays unrelated to our products, which can further defer the recognition of revenue.

Our long and uncertain sales cycle and the unpredictable period of time between the placement of an order and our ability to recognize the revenue associated with the order makes revenue predictions difficult, particularly on a quarterly basis, and can cause our operating results to fluctuate significantly.

### ***We have made and continue to make acquisitions, investments and divestitures that involve numerous risks and uncertainties.***

As part of our business and growth strategy, we have made and plan to continue to consider acquisitions of and significant investments, in businesses, products or technologies on a selective basis. In addition, we periodically divest businesses, including businesses that are no longer a part of our strategic plans, and may continue to do so. There can be no assurance that we will be able to identify suitable acquisition opportunities or investments in the future or that we will be able to consummate any such transactions on terms and conditions acceptable to us. In addition, it is possible that we will not realize the expected benefits over the timeframe we expect, or at all, or that our existing operations and financial condition will be adversely affected as a result of acquisitions or investments.

Our ability to grow our business through acquisitions and investments is subject to numerous risks, including competition for attractive or promising businesses or assets, the need to finance such transactions through cash on hand or debt, equity or equity-linked financing, and the need to secure required governmental approvals under antitrust, competition and foreign direct investment laws in the United States and worldwide. The sale of equity or equity-linked securities or issuance of debt to finance any such acquisitions could result in dilution to our stockholders. The incurrence of indebtedness would result in increased fixed obligations and could also include covenants or other restrictions that would impede our ability to manage our operations. Divestitures similarly require a significant investment of time and resources, may disrupt our business, may not close on the expected timing or at all, distract management from other responsibilities and may result in losses on disposal or continued financial involvement in the divested business, including through indemnification, guarantee or other financial arrangements, for a period of time following the transaction.

Acquisitions, divestitures, investments and joint ventures expose us to many risks, including that expected results may not materialize on the projected timeframe, if at all, the integration of any new acquisition may not be successful or may involve greater expenses than anticipated and that we may assume liabilities for which we are not indemnified.

Our inability to overcome problems encountered in connection with any acquisition, investment, joint venture or divestiture could divert the attention of management, consume scarce corporate resources and otherwise harm our business. If our expected returns on these transactions are not achieved, it could adversely impact our business, results of operations and financial condition.

### ***Many of our products and services involve the detection, identification, measurement or monitoring of radiation and the failure of our products or services to perform to specification could materially and adversely affect our business, results of operations and financial condition.***

Our products and services involve the detection and monitoring of radiation and are crucial components of the safety measures employed with respect to ionizing radiation. In the medical end market, our products and services are often used, for example, to ensure that radiation oncology patients receive accurate doses of radiation. We are committed to upholding high standards for our products. The failure of our products to perform to specification could result in personal injury or death and we have had to implement safety notices and voluntary product recalls to mitigate against such risks in the past. Product failures could also cause property damage (including environmental contamination), or the incorrect treatment

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being administered to patients. Legal and regulatory actions taken in response to product failure could result in significant costs to us. Additionally, the failure of our products to perform to specification could adversely affect market perception of the quality and effectiveness of our products and services, which would harm our ability to attract new customers and could cause our existing customers to cease doing business with us.

While we have attempted to secure appropriate insurance coverage at a reasonable cost, we do not insure against all risks, cannot assure you that our insurers will pay a particular claim, or that we will be able to maintain coverage at reasonable rates in the future, or at all. We may also be subject to significant deductibles.

Our contracts with customers generally seek to limit our liability in connection with product failure, but we cannot assure you that these contractual limitations on liability will be effective or sufficient in scope in all cases. The costs of defending against a claim arising out of such failure, and any damages awarded as a result of such a claim, could adversely affect our business, results of operations and financial condition.

***Certain of our products require the use of radioactive sources or incorporate radioactive materials, which subject us and our customers to regulations, related costs and delays and potential liabilities for injuries or violation of environmental, health and safety laws.***

The majority of our products designed to detect, quantify and analyze ionizing radiation require the use of radioactive sources for testing and calibration. The required radioactive sources, or other sources of ionizing radiation, e.g., X-ray machines, are held by our facilities performing these tests and calibrations. Our customers hold equivalent sources for ongoing testing and re-calibration. Customers often acquire the radioactive sources directly from third party providers but may also purchase the sources from us as accessory to the product.

Certain of our reactor instrumentation and control equipment and systems in our Technologies segment incorporate radioactive materials. In all such cases, licenses for radioactive sources and materials or other sources of ionizing radiation are provided by the appropriate regulatory authority in the relevant jurisdiction and such authorities may be at the state or national level. Our failure or any customer's failure to obtain the necessary license for radioactive sources or materials required by or incorporated into our products could result in the cancellation or delay of purchases by our customers, or remedial action by the relevant regulators.

While the specific process and criteria for receiving a license differ from jurisdiction to jurisdiction, it generally involves policies and procedures designed to ensure worker, workplace and public safety, including emergency plans; setting forth the proper handling, control and security of radioactive sources or materials on site; detailing any disposal or decommissioning considerations, including financial assurance for decommissioning; and adequately training personnel at the site in proper access to, and handling of, radioactive sources or materials.

Our noncompliance with, or failure to properly implement, such policies and procedures could delay or otherwise preclude us from obtaining the necessary license for radioactive sources or materials required by or incorporated into our products, which could result in the cancellation or delay of purchases by our customers.

The particular license requirements in a given jurisdiction are normally tailored to the specific radioactive elements or compounds involved, their physical form and possession limits. Once authorities complete their application review and any required follow-up, the authority issues the site a license which imposes specific on-going compliance obligations that typically include requirements for us to pay periodic licensing fees, submit periodic written compliance reports, and agree to periodic site inspections by regulators, which may be announced or unannounced. Our failure to comply with any of these on-going obligations could result in the revocation of the necessary license for radioactive sources or materials required by or incorporated into our products, which could result in the cancellation or delay of purchases by our customers.

We are subject to federal, state and local regulations governing storage, handling and disposal of these radioactive materials and waste products. Outside of the United States, we are also subject to radiation regulations that vary from country to country. The improper storage, use and disposal of such materials by us and/or our customers could result in direct or secondary liability, including penalties and fines, to us in the event of environmental contamination or physical injury. We cannot eliminate the risk of accidental contamination or injury from those radioactive materials nor can we control the practices of our customers. The sale and use of our products with radioactive sources or materials could also lead to the filing of claims if someone were to allege injury from the use of one of our products or allege that one of our products was defective. Such a claim could result in substantial damages, be costly and time-consuming to defend and adversely affect the marketability of our products and our reputation.

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***We enter into fixed-price contracts with our customers and our failure to mitigate certain risks associated with such contracts may result in reduced operating margins.***

We periodically enter into contracts with fixed-price arrangements which do not provide for price escalation in the event of unanticipated cost overruns. Under these contracts, we perform our services and provide our products at a fixed price. Fixed-price contracts carry inherent risks, including risks of losses from underestimating costs, operational difficulties and other changes that may occur over the contract period. We have in the past experienced unanticipated cost overruns on some of our fixed-price contracts. If our cost estimates for a contract are inaccurate or if we do not execute the contract within our cost estimates, we may incur losses or the contract may not be as profitable as we expected. In addition, even though some of our longer-term contracts contain price escalation provisions, such provisions may not fully provide for cost increases, whether from inflation, the cost of goods and services to be delivered under such contracts or otherwise. In addition, we are sometimes required to incur costs in connection with modifications to a contract that may not be approved by the customer as to scope or price, or to incur unanticipated costs, including costs for customer-caused delays, errors in specifications or designs or contract termination, that we may not be able to recover. These, in turn, could materially and adversely affect our business, results of operations and financial condition.

The revenue, cost and gross profit realized on such contracts can vary, sometimes substantially, from the original projections due to changes in a variety of factors, such as:

- failure to properly estimate, or changes in, the costs of material, components or labor;
- inflation and currency exchange rate fluctuations;
- unanticipated technical problems with the products or services being supplied by us, which may require that we spend our own money to remedy the problem;
- our suppliers' or subcontractors' failure to perform;
- difficulties of our customers in obtaining required governmental permits or approvals;
- changes in local laws and regulations;
- unanticipated delays in construction of new NPPs and decommissioning of existing NPPs; and
- limited history with new products and new customers.

Furthermore, we intend to continue pursuing longer-term contracts which may continue to contain fixed-price arrangements, and the amount of revenue associated with such contracts may change in future periods. As a result of one or more of these factors, we may incur losses or contracts may not be as profitable as we expect, and this could materially and adversely affect our business, results of operations and financial condition.

### **Risks Related to Our Business Operations**

***We operate as an entrepreneurial, decentralized company, which presents both benefits and certain risks. In particular, significant growth in a decentralized operating model may put strain on certain business group resources and our corporate functions, which could materially and adversely affect our business, results of operations and financial condition.***

The decentralization of our organization structure necessarily places significant control and decision-making powers in the hands of local management, which presents certain risks, including the risk that we may be slower to detect or react to compliance-related matters, that “company-wide” business initiatives may be more challenging or costly to implement, and the risk of noncompliance or failures is higher than they may be in a more centralized operating environment. In addition, key business group resources and our corporate functions, which are leanly staffed but responsible for supporting our decentralized operations, may also not be able to detect or resolve financial, operational, and compliance matters on a timely basis. Our failure to adapt our financial, operational and compliance controls and systems to effectively manage our decentralized business and comply with our obligations as a public company could materially and adversely affect our business, results of operations and financial condition.



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***We derive a significant portion of our revenue from international sales and our operations in foreign countries are subject to political, economic, legal, currency and other risks, which could materially and adversely affect us.***

Revenue generated from outside of North America accounted for approximately 36%, 36%, 40%, 36%, and 45% of our net sales for the year ended December 31, 2023, the year ended December 31, 2022, the Successor Period from October 20, 2021 through December 31, 2021, the Predecessor Stub Period from July 1, 2021 through October 19, 2021, and in our fiscal year ending June 30, 2021 ("fiscal 2021"), respectively. We anticipate that international sales will continue to constitute a material percentage of our total net sales in future periods. As a result, our operations are subject to risks associated with global operations and sales, including:

- foreign currency exchange fluctuations;
- changes in regulatory requirements and compliance with complex foreign laws and treaties;
- tariffs and other barriers;
- timing and availability of export licenses and obtaining, governmental approvals for products that may require certification;
- localization requirements in certain of our market, in particular Russia, China, India and South Korea limiting our ability to sell our products;
- difficulties in accounts receivable collections;
- difficulties in protecting and enforcing our intellectual property;
- difficulties in staffing and managing international operations;
- difficulties in managing sales agents, distributors and other third parties to assist in selling our products and services including the risks associated with the failure of these representatives to perform as expected or to secure regulatory approvals in jurisdictions where they are required to do so;
- rescission or termination of contracts by governmental parties without penalty and regardless of the terms of the contract;
- restrictions on transfers of funds and other assets of our subsidiaries between jurisdictions;
- potentially adverse tax consequences; and
- uncertainties relative to regional political and economic circumstances.

Failure to comply with the legislation and regulations relating to the import and export of our products in addition to the other risks identified above could materially and adversely affect our business, results of operations and financial condition.”

***We rely on third-party sales representatives to assist in selling our products and services, and the failure of these representatives to perform as expected or to secure regulatory approvals in jurisdictions where they are required to do so could reduce our future sales.***

We derive a significant portion of our revenue from sales through third-party sales representatives. We have established relationships with some of our third-party sales representatives recently, and we are unable to predict the extent to which our third-party sales representatives will be successful in marketing and selling our products and services. Moreover, many of our third-party sales representatives also market and sell competing products and services, which may affect the extent to which our third-party sales representatives promote our products and services. If our third party sales representatives advertise or promote or characterize our products in a manner inconsistent with our (or their) messaging, as approved by our regulatory affairs professionals, such acts could be imputed to us and we could become subject to risk or liability from government regulatory bodies or agencies for criminal or civil claims, including false claims, and we could become susceptible to individual consumer actions or class actions based on false or improper advertising and promotion, off-label promotion, failure to warn defects in our products and unfair competition or unfair trade practices claims. Mirion may also be subject to potential liabilities under anti-corruption laws, including the FCPA and the UKBA, if any such third-party sales representatives make, give, offer or promise improper payments or other things of value in connection with the

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promotion and sale of Mirion products or services, all of which could lead to adverse publicity, fines, penalties, judgments, money damages and other significant losses.

***We derive a material portion of our revenue from contracts with governmental customers or their contractors, and such customers may be subject to increased pressures to reduce expenses (due to reduction in capital resources or government funding), require unusual or more onerous contractual terms and conditions or require that we undergo audits and investigations with an increased risk of sanctions and penalties.***

U.S. government contractors and subcontractors must comply with specific procurement regulations and other requirements. Accordingly, we are subject to routine audits and investigations by U.S. government agencies and held to strict compliance standards. Furthermore, we have bid, and may in the future submit bids, for U.S. government contracts that require various levels of security clearances with the Department of Defense or Department of Energy. Obtaining and maintaining security clearances for employees involves a lengthy process, such clearances may ultimately not be granted and it can also be difficult to identify, recruit and retain employees who already hold security clearances. If we fail to comply and demonstrate our compliance with the specific procurement regulations, or if we or our employees are unable to obtain or retain security clearances, we could be subject to delays in fulfilling contracts, inability to secure new government contracts, contract modification or termination, the assessment of criminal and civil penalties and fines, suspension or debarment from government contracting and subcontracting which could seriously harm our business, damage our reputation and make us ineligible to work on any classified programs.

Further any reduction in the capital resources or government funding of our customers, including as a result of a government shutdown or the U.S. government's failure to raise the debt ceiling, could reduce our sales and impede our ability to generate revenue. The spending policies of our customers are based on a wide variety of factors, including available resources and public policy spending priorities. Any changes in capital spending or changes in the capital budgets of our customers could significantly reduce demand for our products. Spending by some of our customers fluctuates based on budget allocations and the timely passage of the annual federal budget.

***If we do not maintain the privacy and security of customer, employee or other confidential information, due to cybersecurity-related "hacking" attacks, intrusions into our systems by unauthorized parties or otherwise, we could incur significant costs, litigation, regulatory enforcement actions and damage to our reputation, any one of which could materially and adversely impact our business, reputation, results of operations and financial condition.***

We and companies like us that possess personally identifiable information ("PII") personal health information ("PHI") and other confidential information have experienced a significant increase in cybersecurity risks in recent years from increasingly aggressive and sophisticated cyberattacks, including hacking, computer viruses, malicious or destructive code, ransomware, social engineering attacks (including phishing and impersonation), denial-of-service attacks and other attacks and similar disruptions from the unauthorized use of or access to IT systems. Our IT systems are subject to constant attempts to gain unauthorized access in order to disrupt our business operations and capture, destroy or manipulate various types of information that we rely on, including PII, PHI, and other confidential information. Any significant compromise or breach of our data security, whether external or internal, or misuse of PII and other confidential information may result in significant costs, litigation and regulatory enforcement actions and, therefore, may have a material adverse impact on our business, results of operations or financial condition. Further, if any such compromise, breach or misuse is not detected quickly, the effect could be compounded.

While we have implemented information security systems and processes to protect against unauthorized access to or use of secured data and to prevent data loss and theft, there is no guarantee that these procedures are adequate to safeguard against all data security breaches or misuse of the data. We have previously been, and may in the future become, the target of cyberattacks by third parties seeking unauthorized access to our information, systems, or infrastructure, or to disrupt our operations. In addition, certain of our confidential information, and information regarding our customers, may be gathered, processed, and stored through, or on, the networks or other systems of third-party vendors or service providers whom we have engaged. While we endeavor to conduct due diligence on those third parties regarding their data security and protection policies and procedures, and the methods they use to safeguard such information, we ultimately do not, and are unable to, manage or control those third parties' efforts to safeguard against data security breaches or misuse of data, or data loss or theft, that may involve our confidential information or the confidential information of our customers. We maintain private liability insurance intended to help mitigate the financial risks of such incidents, but there can be no guarantee that insurance will be sufficient to cover all losses related to such incidents, and our exposure resulting from any serious unauthorized access to, or use of, secured data, or serious data loss or theft, could far exceed the limits of our insurance coverage for such events. Further, a significant compromise of PII or other confidential information could result in regulatory penalties and harm our reputation with our customers and others, potentially resulting in a material adverse effect on our business, results of operations or financial condition.

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***We, our collaborators and our service providers may be subject to a variety of privacy and data protection laws, regulations and contractual obligations, which may require us to incur substantial compliance costs, and any failure or perceived failure by us to comply with them could expose us to fines or other penalties and otherwise harm our business and operations.***

The regulatory environment related to information security, data collection and use and consumer privacy is increasingly rigorous with new and constantly changing requirements applicable to our business and compliance with those requirements could result in additional costs. These regulations, for example, include the California Consumer Privacy Act (“CCPA”) which is a comprehensive law that creates individual privacy rights for California consumers (as defined in the law) and places increased privacy and security obligations on entities handling personal data of consumers or households. The CCPA requires covered companies to provide certain disclosures to consumers about its data collection, use and sharing practices, and to provide affected California residents with ways to opt-out of certain sales or transfers of personal information. Further, as of January 1, 2023, the California Privacy Rights Act (“CPRA”), amended the CCPA and created additional obligations with respect to processing and storing personal information and sensitive personal information. Numerous other states have also enacted or are in the process of enacting or considering comprehensive state-level data privacy and security laws, rules and regulations. Like the CCPA, these laws grant consumers rights in relation to their personal information and impose new obligations on regulated businesses, including, in some instances, broader data security requirements. In addition, various federal and state privacy laws and regulations impose restrictive requirements regulating the use and disclosure of health information.

Internationally, virtually every jurisdiction in which we operate has established its own data privacy and security legal framework with which we must comply. For example, we are required to comply with the Health Insurance Portability and Accountability Act of 1996 (“HIPAA”) for certain medical data in the US, and the European Union General Data Protection Regulation (“GDPR”). Additionally, following the United Kingdom’s withdrawal from the EU, we also are subject to the U.K. General Data Protection Regulation, a version of the GDPR as implemented into the laws of the U.K. GDPR regulations may impose additional responsibility and liability in relation to the personal data that we process and we may be required to put in place additional mechanisms to ensure compliance with any new data protection rules.

Compliance with changes in consumer privacy and information security laws may result in significant expense due to increased investment in technology, the development of new operational processes and oversight. Failure to comply with these laws subjects us to potential regulatory enforcement activity, fines, private litigation including class actions, and other costs.

***Issues raised by the use of Artificial Intelligence (AI) and machine learning in our operations may subject us to new or heightened legal, regulatory, ethical or other concerns and result in liability or reputational harm.***

We have started to leverage AI in certain of our operations and implemented policies and controls to mitigate many of the novel risks presented by these new technologies. If our employees, customers or business partners do not comply, or are dissatisfied with, our policies and practices related to the use of such technologies we may experience legal, regulatory or reputational liability. Further, new laws and regulations will be adopted in the United States and other jurisdictions to regulate the use of these technologies, the impact and cost of which could be significant.

***The loss of the services of our key personnel, including our executive officers, and our ability to attract, develop and retain key talent could have a material adverse effect on our business and operations.***

The Company's future success depends to a significant degree on the skills, experience and efforts of its executive management team and other key personnel and their ability to provide the Company with uninterrupted leadership and direction. The loss of leadership of any of the executive officers or a failure to provide adequate succession plans for key personnel could have an adverse impact on our business and operations. Further, we believe that the unexpected loss of certain key technical personnel in the future could have a material adverse effect on our business and operations. The inability to attract, develop and retain qualified individuals, or a significant increase in the costs to do so, could have a material adverse effect on our operations.

***If we encounter manufacturing problems, or if our manufacturing facilities do not continue to meet federal, state or foreign manufacturing standards, we may be required to temporarily cease all or part of our manufacturing operations, which would result in delays and lost revenue.***

Many of our products are complex and require the integration of a number of components from several sources of supply. We must manufacture and assemble these complex systems in commercial quantities in compliance with regulatory requirements and at an acceptable cost. We may also experience limitations in the availability of qualified personnel as a result of shelter-in-place rules, quarantine requirements, or illness. If our manufacturing capacity does not keep pace with

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product demand, we will not be able to fulfill orders in a timely manner which may breach our obligations to our business partners or we may need to outsource production or rely on licensing and other arrangements with third parties which could have a negative effect on our financial results and overall business and reduce our gross margin and expose us to the risks inherent in relying on others.

Our manufacturing processes and the manufacturing processes of our third-party suppliers are subject to inspections and required to comply with various regulatory requirements, See "Risk Factors—Legal and Regulatory Requirements". Our failure to take prompt and satisfactory corrective action in response to an adverse inspection or our failure to comply with applicable regulatory requirements and standards could result in enforcement actions, including a shutdown of our manufacturing operations, a recall of our products, civil or criminal penalties, or other sanctions, which would cause our sales and business to suffer. Any inspection or government action based on alleged violations of law could require us to expend significant time and resources in response and could generate negative publicity.

***Our operations, and the operations of our suppliers, distributors or customers, could be subject to natural and man made disasters, other business disruptions as well as the impact of governmental actions and regulations in response to climate change, any of which could materially and adversely affect our business and increase our expenses.***

There is growing concern from many members of the scientific community and the general public that an increase in global average temperatures due to emissions of greenhouse gases and other human activities have caused, and will continue to cause, significant changes in weather patterns and increases in the frequency and severity of natural disasters. Our operations could be subject to natural disasters such as winter storms, hurricanes, earthquakes, tornadoes and other business disruptions, which could lead to reductions of revenue and increases in costs and expenses. For example, some of our facilities are located in areas with earthquake fault lines or in hurricane zones such as our Sun Nuclear business located in Florida. Depending on the location and severity of such events we could experience business interruptions, destruction of or damage to facilities and/or loss of life, any of which could materially and adversely affect our business, results of operations and financial condition.

We could also incur significant costs to improve the climate resiliency of our infrastructure and supply chain and otherwise prepare for, respond to, and mitigate the effects of climate change. Government mandates, standards and regulations, including the Corporate Sustainability Reporting Directive in the EU, intended to reduce greenhouse gas emissions or projected climate change impacts have resulted in and are likely to continue to result in an increase to our direct and indirect operational and compliance burdens, and cause us to incur expenses that will place pressure on margins or that will require us to increase the price of our products and services to the point that it affects demand for those products and services which could adversely affect our financial condition and results of operations. We monitor developments in climate change-related laws, regulations and policies for their potential effect on us, however, we currently are not able to accurately predict the materiality of any potential costs associated with such developments.

### **Legal and Regulatory Risks**

***We are subject to, or may otherwise be impacted by, a variety of federal, state, local and foreign laws and regulatory regimes, including anti-corruption laws, environmental laws, governmental export and import controls, and sanctions. Failure to comply with such laws and regulations could subject us to, among other things, penalties and legal expenses which could materially and adversely affect our business, results of operations, revenue, supply chain and financial condition.***

Our business is subject to extensive regulation by various federal, state, and local governmental agencies in the United States and all other countries in which we conduct business, including with respect to radioactive material exposure, antitrust, environmental, health and occupational safety, food and drug, medical device and other applicable healthcare and laboratory regulations, import and export controls, and labor and employment regulations. Noncompliance with applicable regulations could subject us to investigations, sanctions, prosecution, enforcement actions, damages, fines, civil and criminal penalties, settlements, injunctions or debarment from government contracting or subcontracting. In addition, from time to time we have received, and may in the future receive, correspondence from former employees who threaten to bring claims against us alleging that we have violated one or more labor or employment regulations. An adverse outcome in any such litigation could require us to pay damages. If we become subject to government enforcement actions, or any governmental sanctions are imposed, or if we do not prevail in any civil or criminal litigation, our business, results of operations and financial condition could be materially and adversely affected. In addition, responding to any action could be costly and result in a significant diversion of management's attention and resources. We are subject to anti-corruption laws such as the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, and other anti-corruption, sanctions, anti-bribery, anti-money laundering and similar laws in the United States and other countries in which we conduct activities. We leverage third parties, including intermediaries, agents and channel partners, to conduct our business in the U.S. and in other countries. Wrongful actions by those third parties may be imputed to the Company and as we increase our

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international sales and business, our risks under these laws may increase. While we have policies and procedures to address compliance with these laws, we cannot assure you that they will be effective, or that all of our employees, representatives, contractors, and third parties have not taken, or will not take actions, in violation of our policies and applicable law, for which we may be ultimately held responsible.

Our operations and properties are subject to a variety of federal, state, local and foreign environmental, health and safety laws and regulations governing, among other things, air emissions, wastewater discharges, management and disposal of hazardous, non-hazardous and radioactive materials and waste and remediation of releases of hazardous materials. Compliance with environmental requirements could require us to incur significant operating or capital expenditures or result in significant restrictions on our operations. Our failure to comply with these environmental, health and safety laws and regulations, including failing to obtain any necessary permits, could cause us to incur substantial civil or criminal fines or penalties or enforcement actions, including regulatory or judicial orders enjoining or curtailing our operations or requiring us to conduct or fund remedial or corrective measures, install pollution control equipment or perform other actions.

***Legal compliance with import and export controls, as well as with sanctions, in the United States and other countries, is complex, and compliance restrictions and expenses could materially and adversely impact our revenue and supply chain.***

Many of our products are controlled items under export control laws and regulations and we are subject to a variety of import laws, export controls and economic sanctions laws and regulations, including rule changes, and evolving enforcement practices. Changes in import and export control or trade sanctions laws may restrict our business practices and affect our ability to supply our products to various countries and/or to various customers, including cessation of business activities in sanctioned countries or with sanctioned entities, and may result in claims for breach of existing contracts and modifications to existing compliance programs and training schedules. Violations of the applicable export or import control, or economic sanctions laws and regulations, such as an export to an embargoed country, or to a denied party, or the export of a product without the appropriate governmental license, may result in penalties, including fines, debarment from export privileges, and loss of authorizations needed to conduct aspects of our international business, and may harm our ability to enter into contracts with our customers who have contracts with the U.S. government. A violation of the laws and regulations enumerated and the impact of sanctions and export controls imposed against Russia, China or other countries or parties in those countries where we do business could materially and adversely impact our business, results of operations and financial condition. For more information, see “Risks Related to Our Business and Industry—The military conflict between Russia and Ukraine and the sanctions imposed as a result have adversely affected and may further adversely affect our business, results of operations, and financial condition.”

Many of our products are subject to various domestic and international standards and are subject to product testing. Our customers and partners are required to obtain, and to comply with, federal, state, local and foreign government licenses, permits and approvals with respect to either their facilities or possession and use of radioactive sources or other radioactive materials. Any of these accreditations, qualifications, licenses, permits or other approvals may be subject to denial, revocation or modification under various circumstances. If the requirements to obtain such permits or approvals change, we or our customers or partners may incur substantial costs to adapt our products. We cannot assure you that we or our customers will be able to meet all potential regulatory challenges on a timely or cost-effective basis, or at all, and as such our business, results of operations and financial condition could be materially and adversely affected.

***Enhanced international tariffs, including tariffs that affect our products or components within our products, other trade barriers or global trade wars or domestic preferences could increase our costs and materially and adversely affect our business, results of operations and financial condition.***

Our global business could be negatively affected by trade barriers and other governmental protectionist measures, any of which can be imposed suddenly and unpredictably. There is currently significant uncertainty about the future trade relationships between the United States and various other countries, most significantly Russia and China, with respect to trade policies, treaties, government regulations, sanctions and tariffs.

Certain components that we import into the United States from our suppliers are currently subject to enhanced or extraordinary tariffs and such additional tariffs can be imposed from time to time. The imposition of enhanced or extraordinary tariffs could increase our costs and require us to raise prices on our products, which may negatively impact the demand for our products in the affected market. If we are not successful in offsetting the impact of any such tariffs, our revenue, gross margins and operating results may be adversely affected.

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***We are subject to risks related to legal claims and proceedings filed by or against us, and adverse outcomes in these matters may materially harm our business.***

We are subject from time to time to various claims, disputes, investigations, demands, arbitration, litigation or other legal proceedings which may result in material damages or place restrictions on our business operations and/or divert our management's attention from other business issues and opportunities. Legal matters are inherently uncertain and we cannot predict the duration, scope, cost, outcome or consequences of such matters. Significant adverse judgments, penalties, settlement amounts or defense costs could materially and adversely affect our liquidity and capital resources. It is also possible that, as a result of a present or future governmental or other proceeding or settlement, significant restrictions will be placed upon, or significant changes made to our business practices and operations. Any such restrictions or changes may adversely affect our profitability or increase our compliance costs. The unfavorable resolution of one or more of these matters could have a material and adverse impact on our business, results of operations and financial condition.

***We and our customers and partners operate in highly regulated industries that require us and them to obtain, and comply with, federal, state, local and foreign government permits and approvals.***

We and our customers operate in a highly regulated environment. Many of our products, particularly those offered by our Technologies segment, are subject to various domestic and international standards and are subject to product testing under extreme temperature, pressure, radiation and seismic conditions, known collectively as a qualification, for any given nuclear reactor design. In addition, many of our products and services, particularly those offered by our Medical segment, must be certified by the National Voluntary Laboratory Accreditation Program and/or the FDA in the United States and by other governmental agencies in international markets. In addition, our customers and partners are required to obtain, and to comply with, federal, state, local and foreign government licenses, permits and approvals with respect to either their facilities or possession and use of radioactive sources or other radioactive materials.

Any of these accreditations, qualifications, licenses, permits or other approvals may be subject to denial, revocation or modification under various circumstances. Although such existing permits or approvals are routinely renewed by various regulators, renewal could be denied or jeopardized by various factors, including but not limited to:

- failure to comply with environmental and safety laws and regulations;
- failure to comply with permit conditions or violations found during inspections or otherwise;
- local community, political or other opposition; and
- other governmental action.

Furthermore, if the requirements to obtain such permits or approvals change, including if existing rules or regulations are interpreted or enforced differently, we or our customers or partners may also incur substantial costs to adapt our products. Regulatory issues experienced by our customers may lead to delay or cancellation of their orders for our products and services or the discontinuance of future orders. Changes in industry standards and governmental regulations may increase our expenses or reduce demand for our products or services. We cannot assure you that we or our customers will be able to meet all potential regulatory challenges on a timely or cost-effective basis, or at all, and as such our business, results of operations and financial condition could be materially and adversely affected.

***Changes in global or regional environmental conditions and governmental actions in response to climate changes may materially and adversely affect us.***

Government mandates, standards or regulations intended to reduce greenhouse gas emissions or projected climate change impacts have resulted, and are likely to continue to result, in operational constraints and cause us to incur expenses that will place pressure on margins or that will require us to increase the price of our products and services to the point that it affects demand for those products and services and our business, results of operations and financial condition could be materially and adversely affected.

***We could incur substantial costs as a result of violations of, or liabilities under, environmental laws.***

We are subject to a variety of laws and regulations concerning environmental matters and workers health and safety in the United States and other countries, and have been subjected to claims of violations which could result in litigation that may require the company to pay significant defense costs, even if we are successful.

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A European Union (“EU”) directive relating to the restriction of hazardous substances in electrical and electronic equipment (“RoHS Directive”) and an EU directive relating to waste electrical and electronic equipment (“WEEE Directive”) have been and are being implemented in EU member states. In addition, laws similar to the RoHS and WEEE directives were passed in China in 2006 and South Korea in 2007. Governments in other countries and states, including the United States, have implemented or are considering implementing similar laws or regulations.

In addition, a regulation regarding the registration, authorization and restriction of chemical substances in industrial products (“REACH”) became effective in the EU in 2007. REACH and other regulations require us or our suppliers to substitute certain chemicals contained in our products with substances the EU considers less dangerous. The costs associated with complying with future laws and regulations could include costs associated with modifying, requalifying or reformulating our products, recycling and other waste processing costs, or legal and regulatory costs and insurance costs. The costs of complying with future environmental and worker health and safety laws and regulations could materially and adversely affect our business, results of operations and financial condition.

***Our ability to compete successfully and achieve future growth will depend on our ability to obtain, maintain, protect, defend and enforce our intellectual property and to operate without infringing, misappropriating or otherwise violating the intellectual property of others.***

Our intellectual property is an essential asset of our business. Failure to adequately protect our intellectual property rights, obtain issuance of patents, or if our patent claims or other intellectual property rights are rendered invalid, unenforceable, or narrowed in scope, the coverage of patents and other intellectual property rights afforded our products could be impaired. This impairment could materially and adversely affect our business, results of operations and financial condition, including forcing us to, among other things, rebrand or re-design our affected products.

The laws of foreign countries also may not adequately protect our intellectual property rights, including due to a lack of adequate remedies and enforcement mechanisms. Because we conduct a substantial portion of our operations and a majority of our sales have been outside of the United States, we have significant exposure to foreign intellectual property risks.

Third parties have claimed and may continue to assert claims against us that we have infringed upon, misappropriated or misused their proprietary rights. Such claims have resulted and could continue to result in litigation that may require the company to pay significant defense costs, even if we are successful. If we aren’t successful in defending against such claims, we could be required to pay substantial damages, cease the manufacture, use and sale of certain products, expend significant resources to develop or acquire non-infringing technology, discontinue the use of certain processes, obtain licenses to use the infringed technology or indemnify our customers. Any of these results would materially and adversely affect our business, results of operations and financial condition.

***Our use of “open source” software could negatively affect our ability to sell our products and subject us to possible litigation.***

A portion of our products incorporate so-called “open source” software, and we may incorporate additional open source software in the future. If an author or other third party that distributes such open source software were to allege that we had not complied with the conditions of one or more of these licenses, we could be required to incur significant legal expenses defending against such allegations and could be subject to significant damages, enjoined from the sale of our products that contained the open source software and required to comply with the foregoing conditions, which could disrupt the distribution and sale of some of our products and adversely affect our business, results of operations and financial condition.

***Our obligations to indemnify our customers for the infringement, misappropriation or other violation by our products of the intellectual property rights of others could require us to pay substantial damages and impose other costs and fees.***

We currently have in effect, and may in the future enter into, agreements in which we agree to defend, indemnify and hold harmless our customers or suppliers from damages and costs that may arise from the infringement, misappropriation or other violation by our products of third-party patents, trademarks or other proprietary rights. Litigation related to such obligations could result in significant expense to us and divert the efforts of our technical and management personnel, whether or not such litigation is ultimately determined in our favor. Our insurance does not cover intellectual property infringement. Any of the foregoing could materially and adversely affect our business, results of operations and financial condition.

***Any actual or perceived failure to comply with evolving data privacy and data security laws and regulations in the jurisdictions where we operate, both inside and outside of the United States, could lead to government enforcement***

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***actions (which could include civil or criminal penalties), private litigation or adverse publicity and could materially and adversely affect our business.***

Privacy and data security have become significant issues in the United States, Europe and in many other jurisdictions where we conduct our operations. Our collection, processing, distribution, and storage of personal information is subject to a variety of laws and regulations both in the United States and abroad, which could limit the way we market and provide our products and services. Compliance with these privacy and data security requirements is rigorous and time-intensive and may increase our cost of doing business and, despite these efforts, there is a risk that we fail to comply and may become subject to government enforcement actions, fines and penalties, litigation and reputational harm, which could materially and adversely affect our business, results of operations and financial condition. In addition, the regulatory framework for the handling of personal and confidential information is rapidly evolving and is likely to remain uncertain for the foreseeable future as new privacy laws are being enacted globally and existing laws are being updated and strengthened. These regulations include Health Insurance Portability and Accountability Act of 1996 ("HIPAA") for certain medical data in the US, as well as the California Consumer Privacy Act ("CCPA") and California Privacy Rights Act ("CPRA"). The CPRA also establishes a regulatory agency dedicated to enforcing the CCPA and the CPRA, which is in the process of developing new regulations. Numerous other states have also enacted or are in the process of enacting or considering comprehensive state-level data privacy and security laws, rules and regulations. Moreover, we are required to provide notice under certain circumstances to consumers whose personal information has been disclosed as a result of a data breach. These state statutes, and other similar state or federal laws that may be enacted in the future, may require us to modify our data processing practices and policies, incur substantial compliance-related costs and expenses, and otherwise suffer adverse impacts on our business. Internationally, virtually every jurisdiction in which we operate has established its own data privacy and security legal framework with which we must comply. For example, we are required to comply with the European Union General Data Protection Regulation ("GDPR"). Additionally, following the United Kingdom's withdrawal from the EU, we also are subject to the U.K. General Data Protection Regulation, a version of the GDPR as implemented into the laws of the U.K.

Moreover, while we strive to publish and prominently display privacy policies that are accurate, comprehensive, and compliant with applicable laws, rules regulations and industry standards, we cannot ensure that our privacy policies and other statements regarding our practices will be sufficient to protect us from claims, proceedings, liability or adverse publicity relating to data privacy and security. Although we endeavor to comply with our privacy policies, we may at times fail to do so or be alleged to have failed to do so. If our public statements about our use, collection, disclosure and other processing of personal information, whether made through our privacy policies, information provided on our website, press statements or otherwise, are alleged to be deceptive, unfair or misrepresentative of our actual practices, we may be subject to potential government or legal investigation or action, including by the Federal Trade Commission or applicable state attorneys general.

These laws, rules and regulations may be inconsistent from one jurisdiction to another, subject to differing interpretations and may be interpreted to conflict with our practices. Additionally, we may be bound by contractual requirements applicable to our collection, use, processing and disclosure of various types of data, including personal information, and may be bound by, or voluntarily comply with, self-regulatory or other industry standards relating to these matters. Claims that we have violated individuals' privacy rights, failed to comply with privacy and data security laws, or breached our contractual obligations, even if we are not found liable, could be expensive and time consuming to defend and could result in adverse publicity could increase our operational costs and harm our business, results of operations and financial condition.

***We do not control our suppliers, customers or business partners, and facts or circumstances that may occur as a result of their actions or omissions could harm our reputation and sales.***

We do not control our suppliers, customers or partners, or their environmental or other practices. A violation of environmental or other laws by our suppliers, other customers or partners, or an environmental or public health incident at customer locations could create negative publicity and harm our reputation. Any conduct or actions that our suppliers could take could reduce demand for our products, harm our ability to meet demand or harm our reputation, brand image, business, results of operations and financial condition.

***Some of our workforce is represented by labor unions or by works councils and are covered by collective bargaining agreements in connection with such representations. Labor group representation may lead to work stoppages that could materially and adversely affect our business, including as a result of a failure to negotiate a collective bargaining agreement.***

The majority of our EU employees are members of, or are represented by, works councils or trade unions and are covered by collective bargaining agreements, and in addition a small number of our U.S. employees are presently unionized. In



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addition, employees who are not currently members of, or otherwise represented by, labor organizations may seek such membership or representation, as applicable, in the future. We may experience related work stoppages or other labor disturbances in the future, including in connection with the renegotiation of collective bargaining agreements as they expire, which could adversely affect our business. Union and works council rules may limit our flexibility to respond to changing market conditions and the application of these rules could harm our business. Additionally, any renegotiation of current collective bargaining agreements may result in terms that are less favorable to us.

***The elimination or any modification of the Price-Anderson Act's financial protection and indemnification authority could have adverse consequences for our business.***

Certain of our products require the use of radioactive sources. In the United States, the Atomic Energy Act of 1954, as amended ("AEA"), comprehensively regulates the manufacture, use and storage of radioactive materials. Section 170 of the AEA, which is known as the Price-Anderson Act, supports the nuclear services industry by offering financial protection through nuclear liability insurance and broad indemnification for third-party public liability claims arising from a nuclear accident occurring at any commercial NPP in the United States. If the nuclear liability and indemnification authority in the United States or other countries is eliminated or adversely modified in the future, our business could be adversely affected if the owners and operators of NPPs cancel or delay plans to build new plants or curtail the operations of existing plants. Although it is unlikely that the nuclear liability financial protection authority under the Price-Anderson Act would be completely abolished, some aspects of the Act could be changed during future reauthorizations.

***Certain of our products and software are subject to ongoing regulatory oversight by the FDA or equivalent regulatory agencies in international markets. If we are not able to obtain or maintain the necessary regulatory approvals we may not be able to continue to market and sell such products, which could materially and adversely affect our business and results of operations.***

The FDA regulates virtually all aspects of a medical device design, development, testing, manufacturing, labeling, storage, record keeping, adverse event reporting, sale, promotion, distribution and shipping. Additionally, outside of the United States, our products are subject to clearances and approvals by foreign FDA counterparts. In order to market our products internationally, we must obtain licenses or approvals from these governmental agencies, which could include local requirements, safety standards, testing or certifications, and this process can be time consuming, burdensome and uncertain. We can offer no assurance that a particular device or a modification of a device will be approved or cleared by the FDA, or any foreign governmental agency in a timely fashion or at all. Even if we are granted regulatory clearances or approvals, they may include significant limitations on the indicated uses of the product, which may limit the market for those products and how those products can be promoted.

We are also subject to medical device reporting regulations, which require us to report to the FDA and other international governmental agencies if our products cause or contribute to a death or a serious injury, or malfunction in a way that would likely cause or contribute to a death or a serious injury. Further, we are subject to cGMP in the QSR in the United States and ISO 13485 certification in many international markets, and we are required to be in ongoing compliance with these requirements to receive and maintain FDA and other international clearances to market new products and to continue to market cleared or approved products in the United States and globally. After a product is placed in the market, we are also subject to oversight by the FDA and Federal Trade Commission related to the advertising and promotion of our products to ensure our claims are consistent with our regulatory clearances, that there is scientific data to substantiate our claims, and that our advertising is not false or misleading. Advertising and promotion of our products are also subject to state regulations and various international laws and regulations.

The FDA requires device manufacturers to make their own determination of whether a modification to a previously approved product requires a new approval or clearance; however, the FDA can review a manufacturer's decision not to submit for additional approvals or clearances. We cannot ensure that the FDA will agree with our decisions not to seek approvals or clearances for particular device modifications or that we will be successful in obtaining premarket approvals or 510(k) clearances for modifications in a timely fashion, if at all.

The FDA regulations and other similar governmental regulations in other countries require the recall of products in the event of material deficiencies or defects in design, manufacture or labeling. Recalls are generally voluntary, but can also be mandated by a governmental agency. A government mandated recall, or a voluntary recall by us of our products, could occur as a result of component failures, manufacturing errors or design defects, including defects in labeling and user manuals. We have in the past, and will likely in the future, implement voluntary product recalls from time to time. Any recall could divert management's attention, cause us to incur significant expenses, generate negative publicity, harm our reputation with regulators and customers, negatively affect our future sales and business, require redesign of our products, and harm our business, financial condition and operating results. In these circumstances, we may also be subject to

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significant enforcement action. If any of these events were to occur, our ability to introduce new or enhanced products would be adversely affected, which in turn would also harm our future growth.

***We are subject to federal, state, local and international laws and regulations related to healthcare, the violation of which could result in substantial penalties and harm our business in the medical end market.***

Our operations are subject to numerous laws and regulations governing interactions with healthcare providers. Such laws impact our sales, marketing and other promotional activities by limiting the types of financial arrangements we may have with our customers, potential customers, marketing consultants and other service providers. They particularly impact how we structure our sales offerings, including discount practices, customer support, product loans, education and training programs, physician consulting, research grants and other service arrangements.

In addition to such laws, federal and state “false claims” laws generally prohibit the knowing filing or causing the filing of a false claim, or the knowing use of false statements to obtain payment from government payers.

We are also subject to federal and state physician self-referral laws.

There are a number of federal and state laws protecting the confidentiality of certain patient health information such as the Health Insurance Portability and Accountability Act (“HIPAA”). Our failure to protect health information received from customers in compliance with HIPAA or other laws could subject us to civil and criminal liability to the government and civil liability to the covered entity, could result in adverse publicity, and could harm our business and financial condition and impair our ability to attract new customers.

In addition, the Physician Payments Sunshine Act requires each applicable entity, which includes medical device manufacturers, to track and report to the federal government on an annual basis all payments and other transfers of value from such applicable manufacturer to U.S. licensed physicians and teaching hospitals as well as physician ownership of such applicable manufacturer’s equity, in each case subject to certain statutory exceptions. Failure to comply can result in monetary penalties, which could materially impact our financial condition. In addition, we are subject to similar state and foreign laws related to the tracking and reporting of payments and other transfers of value to healthcare professionals, the violation of which could, among other things, result in civil monetary penalties and adversely impact our reputation and business and financial condition.

***If third-party payers do not provide sufficient coverage and reimbursement to healthcare providers or if there is a reduction in the number of patients with health insurance, demand for our products and our revenue could be materially and adversely affected.***

Our customers rely significantly on reimbursement from public and private third-party payers for procedures utilizing our radiation oncology and other medical products. Our ability to commercialize our products successfully and increase market acceptance of our products depends in significant part on the extent to which public and private third-party payers provide adequate coverage and reimbursement for procedures that are performed with our products and the extent to which patients that are treated by our products continue to be covered by health insurance. Third-party payers establish and change the reimbursement rates for medical products and services that significantly influences the purchase of medical products and services. If reimbursement policies or other cost containment measures are instituted in a manner that significantly reduces the coverage or payment for the procedures that are performed with our products or if there is a prolonged reduction in the number of patients eligible to be treated by our products that are covered by health insurance, our revenue may decline, our existing customers may not continue using our products or may decrease their use of our products, and we may have difficulty obtaining new customers. Such actions would likely materially and adversely affect our business, results of operations and financial condition.

In addition, the Centers for Medicare and Medicaid Services (“CMS”), reviews reimbursement rates annually and may implement significant changes in future years, which could discourage existing and potential customers from purchasing or using our products. Further, outside of the United States, reimbursement practices vary significantly by country. Market acceptance of our products may depend on the availability and level of coverage and reimbursement in any country within a particular time.

***Some of our products depend on our ability to source data from third parties who could take steps to block our access to such data. Such blocking could limit the effectiveness of these products, increase our expenses or materially and adversely impact our business.***

Our SunCHECK software requires access to data such as electronic health information (“EHI”) from other third-party vendors of our customers, typically original equipment manufacturers, in order to perform quality assessments. The functioning of our analytics applications and our ability to perform analytics services is predicated on our ability to

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establish interfaces that download the relevant data from these third party source systems on a repeated basis and in a reliable manner. If certain market actors engage in “information blocking,” meaning activity that is likely to interfere with, prevent or materially discourage access, exchange or use of EHI, it may inhibit our ability to access the relevant data on behalf of customers and any steps we take to enforce the anti-information blocking provisions of the Cures Act could be costly, could distract management attention from the business and could materially and adversely impact our business, results of operations and financial condition.

### **Risks Related to Our Liquidity and Capital Resources**

#### ***Our indebtedness could adversely affect our financial condition.***

As of December 31, 2023, we had \$694.6 million aggregate principal amount of indebtedness outstanding under our senior secured term loan facility (the “Term Loan Facility”) and there is additional availability under our senior secured revolving facility (the “Revolving Facility”) and, together with the Term Loan Facility, the “Credit Facilities”) of up to \$90.0 million. In addition, our Credit Facilities bear interest based on variable interest rates which have recently increased and may increase further from time to time in the future. Continued increases in interest rates will increase the cost of servicing our outstanding indebtedness as well incurring new indebtedness and refinancing our outstanding indebtedness, and could materially and adversely affect our business, results of operations and financial condition.

Our indebtedness could have important consequences to us, including:

- requiring us to dedicate a significant portion of our cash flows from operations to the payment of interest and principal on our debt, which would reduce the funds available to us for our working capital, capital expenditures, acquisitions and other general corporate requirements;
- increasing our vulnerability to adverse changes in general economic, industry and competitive conditions;
- limiting our flexibility in planning for, or reacting to, changes in our business and industry;
- placing us at a competitive disadvantage compared to our competitors with less indebtedness or more liquidity;
- limiting our ability to obtain additional financing in the future for working capital, capital expenditures, acquisitions, general corporate purposes or other purposes; and
- exposure to market conditions impact on our variable interest rate debt and increasing our borrowing costs.

If we cannot make scheduled payments on our indebtedness, we will be in default and the lenders could terminate their commitments to loan us money, declare all outstanding principal and interest to be due and payable, or foreclose against the assets securing their borrowings, any of which could force us into bankruptcy or liquidation.

We may incur additional debt in the future and the terms of the credit agreement governing our Credit Facilities (the “Credit Agreement”) permits us to do so subject to certain limitations. We have the ability to draw upon our \$90 million Revolving Facility. We also have the ability to utilize the uncommitted “accordion” under the Credit Facilities (subject to the receipt of commitments and satisfaction of certain other conditions), which permits the incurrence of additional debt if certain incurrence and leverage ratio tests in the Credit Agreement are satisfied, and the Credit Agreement contains other provisions allowing us to incur significant amounts of additional debt. If additional debt is added to the debt that is originally incurred under the Credit Facilities, the related risks could intensify and we may not be able to meet all our respective debt obligations.

Additionally, the Credit Agreement contains restrictive covenants that restrict our activities by, among other limitations, limiting our ability to incur additional indebtedness, merge or consolidate with other entities and create liens. The covenants in the Credit Agreement include a certain “First Lien Net Leverage Ratio” (as defined in the Credit Agreement). Our ability to meet this financial ratio could be affected by events beyond our control, and there can be no assurance that we will meet that ratio. The failure to comply with any of the covenants or any other term of the Credit Agreement could cause a default under the Credit Agreement. A default, if not waived, could result in acceleration of the outstanding indebtedness under the Credit Agreement, in which case such indebtedness would become immediately due and payable, and could also cause the acceleration of other indebtedness outstanding at such time. If any default occurs, we may not be able to pay our debt or borrow sufficient funds to refinance it. Even if new financing is available, it may not be available on terms that are acceptable to us. Complying with these covenants may cause us to take actions that we otherwise would not take or not take actions that we otherwise would take.

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### ***Unfavorable currency exchange rate fluctuations could materially and adversely affect our financial results.***

Our international sales and our operations in countries other than the United States expose us to risks associated with fluctuating currency values and exchange rates. A significant amount of our international sales, costs, assets and liabilities are denominated in currencies other than the U.S. dollar. For example, in fiscal 2023, approximately 31% of our sales were denominated in euros, 3% in pounds sterling, 2% in Japanese yen and 2% in Canadian dollars. Gains and losses on the conversion of accounts receivable, accounts payable and other monetary assets and liabilities to U.S. dollars have contributed and may continue to contribute to fluctuations in our results of operations. In addition, continued increases in the value of the U.S. dollar relative to the euro could have an adverse effect on our results of operations. We do not currently purchase forward contracts to hedge against the risks associated with fluctuations in exchange rates.

### ***Fluctuations in our effective tax rate, including as a result of changes in law or recent changes in our organizational structure, or adverse outcomes resulting from examination of our income tax returns, could materially and adversely affect our results of operations.***

As a global company we are subject to taxation in numerous countries, states and other jurisdictions. Our effective tax rate could be adversely affected by several factors, many of which are outside of our control, including:

- a change in the mix of our profitability from jurisdiction to jurisdiction;
- our inability to use tax credits;
- changing tax laws or related interpretations, accounting standards and regulations and interpretations in multiple tax jurisdictions in which we operate;
- an increase in expenses not deductible for tax purposes, including certain share-based compensation expense and impairment of goodwill;
- the tax effects of purchase accounting for acquisitions and restructuring charges and other discrete recognition of taxable events and exposures that may cause fluctuations between reporting periods;
- changes related to our ability to ultimately realize future benefits attributed to net operating loss and other carryforwards included in our deferred tax assets;
- the results of examinations and audits of our tax filings; and
- a change in our decision to indefinitely reinvest foreign earnings.

Any of these factors could cause us to experience an effective tax rate significantly different from previous periods or our current expectations, which could have an adverse effect on our business, results of operations and cash flows.

### **Risks Related to Ownership of our Securities**

#### ***The price of our Class A common stock and warrants may be volatile.***

The price of our Class A common stock and our warrants may fluctuate due to a variety of factors, including:

- changes in the industries in which we and our customers operate;
- developments involving our competitors;
- changes in laws and regulations affecting our business;
- variations in our operating performance and the performance of our competitors in general;
- actual or anticipated fluctuations in our quarterly or annual operating results;
- publication of research reports by securities analysts about us, our competitors or our industry;
- the public's reaction to our press releases, our other public announcements and our filings with the SEC;

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- actions by stockholders, including the sale by any of our principal stockholders of any of their shares of our Class A common stock;
- the potential sales of 18,750,000 founder shares outstanding as of December 31, 2023 upon the satisfaction of certain vesting requirements;
- the issuance and potential sales of 7,787,333 shares of our Class A common stock upon the redemption of 7,787,333 shares of Class B common stock of Mirion IntermediateCo, Inc. (“IntermediateCo”) together with 7,787,333 shares of our Class B common stock outstanding as of December 31, 2023;
- the issuance and potential sales of 27,249,779 shares of Class A common stock upon the exercise of the public warrants and private placement warrants outstanding as of December 31, 2023;
- additions and departures of key personnel;
- litigation involving us, our industry or both, or investigations by regulators into our operations or those of our competitors;
- changes in our capital structure, such as future issuances of equity and equity-linked securities or the incurrence of additional debt;
- the volume of shares of our Class A common stock available for public sale;
- general economic and political conditions, such as the effects of the Russia-Ukraine and Middle East conflicts, pandemics, recessions, interest rates, inflation, local and national elections, fuel prices, international currency fluctuations, changes in diplomatic and trade relationships, political instability, acts of war or terrorism and natural disasters; and
- other risk factors listed in this section “Risk Factors.”

In addition, if we raise additional funds through future issuances of equity, equity-linked or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our Class common stock. These market and industry factors may materially reduce the market price of shares of Class A common stock and warrants regardless of our operating performance.

***We may require additional capital to support our growth plans, and such capital may not be available on terms acceptable to us, if at all. This could hamper our growth and adversely affect our business.***

We intend to continue to make significant investments to support our business growth and may require additional funds to respond to business challenges, improve our operating infrastructure or acquire complementary businesses, personnel and technologies. Accordingly, we may need to engage in equity, equity-linked or debt financings to secure additional funds, including for possible use in acquisitions. If we raise additional funds through future issuances of equity, equity-linked or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our Class A common stock.

Any additional debt financing that we secure in the future could involve offering additional security interests and undertaking restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to support our business growth and to respond to business challenges could be significantly impaired, and our business, results of operations and financial condition may be harmed.

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***Our warrants are exercisable for our Class A common stock, we may elect to issue shares of our Class A common stock in connection with the redemption of shares of IntermediateCo Class B common stock and the founder shares may vest, each of which would increase the number of shares eligible for future resale in the public market and result in dilution to our stockholders.***

Outstanding warrants to purchase an aggregate of 27,249,779 shares of our Class A common stock (including 18,749,779 public warrants and 8,500,000 private placement warrants) are exercisable. The exercise price of these warrants is \$11.50 per share. In addition, up to 7,787,333 shares of Class A common stock may be issued in connection with the redemption of IntermediateCo Class B common stock and up to 18,750,000 founder shares may vest and become unrestricted upon the occurrence of certain vesting requirements. To the extent such warrants are exercised and such shares are issued or become unrestricted, additional shares of our Class A common stock will be issued or become eligible for resale, which will result in dilution to the holders of our common stock and increase the number of shares eligible for resale in the public market. Sales of substantial numbers of such shares in the public market or the fact that such warrants may be exercised could adversely affect the market price of our Class A common stock.

***The public warrants may never be in the money, they may expire worthless and the terms of the warrants may be amended in a manner adverse to a holder if holders of at least 50% of the then outstanding public warrants approve of such amendment.***

The exercise price for our warrants is \$11.50 per share of Class A common stock. There is no guarantee that the warrants will be in the money at any given time prior to their expiration on October 20, 2026. If the trading price of our common stock declines, the warrants may expire worthless. The warrants were issued in registered form under our warrant agreement, which provides that the terms of the warrants may be amended without the consent of any holder to cure any ambiguity or correct any defective provision, but requires the approval by the holders of at least 50% of the then outstanding public warrants to make any change that adversely affects the interests of the registered holders of public warrants. Accordingly, we may amend the terms of the public warrants in a manner adverse to a holder if holders of at least 50% of the then outstanding public warrants approve of such amendment. Although our ability to amend the terms of the public warrants with the consent of at least 50% of the then outstanding public warrants is unlimited, examples of such amendments could be amendments to, among other things, increase the exercise price of the warrants, convert the warrants into cash or stock (at a ratio different than initially provided), shorten the exercise period or decrease the number of shares of our Class A common stock purchasable upon exercise of a warrant.

***We may redeem your unexpired warrants prior to their exercise at a time that is disadvantageous to you, thereby making your warrants worth less.***

We have the ability to redeem outstanding warrants, in whole and not in part, at any time prior to their expiration, at a price of \$0.01 per warrant, provided that the last reported sales price of our Class A common stock equals or exceeds \$18.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within a 30 trading-day period ending on the third trading day prior to the date we send the notice of redemption to the warrant holders. If and when the warrants become redeemable by us, we may exercise our redemption right even if we are unable to register or qualify the underlying securities for sale under all applicable state securities laws.

In addition, we may redeem the outstanding warrants, in whole and not in part, at a price of \$0.10 per warrant provided that:

- holders will be able to exercise their warrants on a cashless basis prior to redemption and receive that number of shares of Class A common stock provided for in the warrant agreement;
- if, and only if, the last reported sale price of our Class A common stock equals or exceeds \$10.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) on the trading day prior to the date on which we send the notice of redemption to the warrant holders; and
- if, and only if, there is an effective registration statement covering the issuance of the shares of Class A common stock issuable upon exercise of the warrants and a current prospectus relating thereto available throughout the 30-day period after written notice of redemption is given.

Such redemption may occur at a time when the warrants are “out-of-the-money,” in which case you would lose any potential embedded value from a subsequent increase in the value of the Class A common stock had your warrants remained outstanding.

Redemption of the outstanding warrants could force you to: (1) exercise your warrants and pay the exercise price therefor at a time when it may be disadvantageous for you to do so; (2) sell your warrants at the then-current market price when you

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might otherwise wish to hold your warrants; or (3) accept the nominal redemption price which, at the time the outstanding warrants are called for redemption, is likely to be substantially less than the market value of your warrants.

None of the private placement warrants will be redeemable by us so long as they are held by the Sponsor or its permitted transferees.

***Our warrants are accounted for as derivative liabilities and the changes in the value of our warrants have had and may continue to have a material effect on our financial results.***

Our warrants are included on our balance sheet as derivative liabilities. ASC 815 provides for the remeasurement of the fair value of such derivatives at each balance sheet date, with a resulting non-cash gain or loss related to the change in the fair value being recognized in earnings in the statement of operations. As a result of the recurring fair value measurement, our financial statements and results of operations have fluctuated and may continue to fluctuate quarterly, based on factors which are outside of our control. Due to the recurring fair value measurement, we expect that we will recognize non-cash gains or losses on our warrants each reporting period and that the amount of such gains or losses could be material.

***We will have broad discretion over the use of proceeds from the exercise of the warrants, and we may invest or spend the proceeds in ways with which investors do not agree and in ways that may not yield a return.***

We will have broad discretion over the use of proceeds from the exercise of warrants. Investors may not agree with our decisions, and our use of the proceeds may not yield a return on investment. We intend to use these net proceeds for general corporate purposes, which may include capital expenditures, investments and working capital. In addition, from time to time in the past we have considered, and we continue to consider, acquisitions and strategic transactions, and we also may use such net proceeds for such purposes. Our use of these proceeds may differ substantially from our current plans. Our failure to apply the net proceeds from the exercises of warrants and options effectively could impair our ability to pursue our growth strategy or could require us to raise additional capital.

***We are subject to certain ownership and voting power laws and regulations which may limit the ability of stockholders to acquire our Class A common stock and therefore limit demand for our Class A common stock.***

Under foreign direct investment (FDI) and public interest laws, including in Germany, Finland, France, and the UK, and potentially other jurisdictions, certain acquisitions of our Class A common stock by investors are subject to government approval requirements. For example, in Germany, German FDI law require foreign investors to obtain approval from the German Federal Ministry for Economic Affairs and Energy for the direct or indirect acquisition of shares of a German company if the acquirer directly or indirectly holds at least 10% of the voting rights of the company following the acquisition. Any acquisition in violation of the aforementioned provisions of German FDI law may be void. Any violation of the prohibition to consummate an acquisition without approval of the Ministry may be subject to sanctions. Similar FDI laws exist in other jurisdictions in which we have substantial operations. In Finland, government approvals are required if an investor holds at least 10% of the voting rights of the company following the investment. In France, the prior approval from the French Minister of Economy is required if a non-EU investor exceeds, directly or indirectly, 25% of the voting rights of the French entities of the company following the investment or, for an EU non-French investor, in case of acquisition of control, direct or indirect, of the French entities. The U.K. has a 25% voting rights threshold for mandatory filings under the National Security and Investment Act 2021 which became operational on January 4, 2022. Accordingly, these restrictions on and approval requirements for the acquisition of a substantial shareholding in our share capital may restrict certain investments and limit demand for shares of our Class A common stock.

***Anti-takeover provisions contained in our Charter and Bylaws, as well as provisions of Delaware law, could impair or delay a takeover attempt.***

Our Charter and Bylaws contain provisions that may discourage unsolicited takeover proposals that stockholders may consider to be in their best interests. We are also subject to anti-takeover provisions under Delaware law, which could delay or prevent a change of control, in particular from one or more large stockholders owning 15% or more of our outstanding voting stock. Together, these provisions may make more difficult the removal of management and may discourage transactions that otherwise could involve payment of a premium over prevailing market prices for our securities. Certain of these provisions provide:

- the ability of our board of directors to issue shares of preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquirer;

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- no cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates;
- the exclusive right of our Board to elect a director to fill a vacancy created by the expansion of our Board or the resignation, death or removal of a director in certain circumstances, which prevents stockholders from being able to fill vacancies on our Board;
- a prohibition on stockholder action by written consent, which forces stockholder action to be taken at an annual or special meeting of our stockholders;
- a prohibition on stockholders calling a special meeting and the requirement that a meeting of stockholders may only be called by members of our Board or our Chief Executive Officer, which may delay the ability of our stockholders to force consideration of a proposal or to take action, including the removal of directors;
- certain amendments to our amended and restated certificate of incorporation require the approval of two-thirds of the then-outstanding voting power of our capital stock; and
- advance notice procedures that stockholders must comply with in order to nominate candidates to our Board or to propose matters to be acted upon at a meeting of stockholders, which may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to obtain control of us.

***Our Charter includes forum selection clauses, which could discourage claims or limit stockholders' ability to make a claim against us, our directors, officers, other employees or stockholders.***

Our Charter provides that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for any stockholder (including a beneficial owner) to bring: (a) any derivative action or proceeding brought on behalf of the Company; (b) any claim or cause of action for breach of a fiduciary duty owed by any current or former director, officer or other employee of the Company, to the Company or the Company's stockholders; (c) any claim or cause of action against the Company or any current or former director, officer or other employee of the Company, arising out of or pursuant to any provision of the DGCL or our certificate of incorporation or bylaws; (d) any claim or cause of action seeking to interpret, apply, enforce or determine the validity of our certificate of incorporation or bylaws (as each may be amended from time to time, including any right, obligation, or remedy thereunder), (e) any claim or cause of action as to which the DGCL confers jurisdiction on the Court of Chancery of the State of Delaware; and (f) any claim or cause of action against the Company or any current or former director, officer or other employee of the Company, governed by the internal-affairs doctrine, in all cases to the fullest extent permitted by law and subject to the court having personal jurisdiction over the indispensable parties named as defendants.

In addition, our Charter provides that, unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act. Notwithstanding the foregoing, the Securities Act forum selection clause will not apply to suits brought to enforce any liability or duty created by the Exchange Act or any other claim for which the federal district courts of the United States of America shall be the sole and exclusive forum. These forum selection clauses may discourage claims or limit stockholders' ability to submit claims in a judicial forum that they find favorable and may result in additional costs for a stockholder seeking to bring a claim. While we believe the risk of a court declining to enforce these forum selection clauses is low, if a court were to determine a forum selection clause to be inapplicable or unenforceable in an action, we may incur additional costs in conjunction with our efforts to resolve the dispute in an alternative jurisdiction, which could have a negative impact on our business, results of operations and financial condition.

### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

### **ITEM 1C. CYBERSECURITY**

#### **Cyber Risk Management and Strategy**

Under the guidance of our Chief Information Officer and Director of Enterprise Information Security, we have adopted cybersecurity risk management processes that are informed by the ISO 27000 framework and take a risk based approach to improving capabilities, addressing vulnerability, and performing detection and response activities against cyber events.



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We have also implemented a process to require our employees, contractors, and consultants to complete annual cybersecurity training that is designed to raise awareness of cybersecurity threats and risks through training and simulations. Our cybersecurity risk management processes also include dedicated teams, tools, and processes focused on the reduction of vulnerability and exposures, risk management, and incident detection, investigation, and remediation. We have also engaged in reviews of vendor cybersecurity risk, including through review of certain vendor certifications.

We also rely on a managed detection and response service provider that helps us manage cybersecurity risks, monitors our environment, and is retained to provide incident response services. We have also engaged other third-party cybersecurity experts to conduct periodic audits and testing of our processes and systems.

### **Governance**

The Board has overall oversight responsibility for our risk management, and delegates its oversight of risk assessment and management guidelines to the Audit Committee. The Audit Committee reviews and makes recommendations to management or the Board on matters relating to cybersecurity. Management provides quarterly updates to the Audit Committee and an annual update to the Board. These discussions may include updates on threat focus, roadmaps covering planned improvements, status updates on key improvements efforts, overview information on any recent incidents or significant vulnerabilities (if any), and the status of key information security initiatives.

Our cybersecurity program is led by our Chief Information Officer (CIO) and Director of Enterprise Information Security. The CIO is responsible for the management of cybersecurity risks and the associated capabilities are developed and operated under the Director of Enterprise Information Security. The Director of Enterprise Information Security has a Masters degree in Information Security Engineering. Other leaders and contributors on the cybersecurity team have experience in information assurance, digital forensics, network security, and information technology. Several members of the team hold over 15 years of cybersecurity experience and over 20 years of information technology experience, and hold cybersecurity and vendor certifications. The Director of Enterprise Information Security provides regular updates on the cybersecurity program to key executives including the CIO and CFO.

As of this filing, we have not identified any cybersecurity incidents or threats that have materially affected us or are reasonably likely to materially affect us. However, like other companies in our industry, we and our third-party vendors have from time to time experienced threats to and security incidents relating to information systems. For more information, please see the section entitled "Item 1A. Risk Factors."

### **ITEM 2. PROPERTIES**

The Company's principal executive offices are located at 1218 Menlo Drive, Atlanta, Georgia. Our headquarters facilities consist of two buildings, which we have leased through 2031. The buildings contain approximately 31,000 square feet of floor space. The Company also leases administrative offices, as well as engineering, production and warehouse space in various locations in the United States, Canada, France, Germany, the United Kingdom, Finland, Estonia, The Netherlands, China, Japan, and South Korea. In addition to these leased properties, we also own facilities in Belgium, France, Canada and the United States. We believe that these facilities are suitable and adequate to meet our current operating needs.

### **ITEM 3. LEGAL PROCEEDINGS**

Due to the nature of our activities, we are at times subject to pending and threatened legal actions that arise out of the ordinary course of business. For information regarding legal proceedings and other claims in which we are involved, see "Note 11. Commitments and Contingencies" in the notes to the financial statements included in this Annual Report on Form 10-K. The disposition of any such currently pending or threatened matters is not expected to have a material effect on our business, results of operations or financial condition. However, the results of legal actions cannot be predicted with certainty. Therefore, it is possible that our business, results of operations and financial condition could be materially adversely affected in any particular period by the unfavorable resolution of one or more legal actions. Regardless of the outcome, litigation can have an adverse impact on our business because of defense and settlement costs, diversion of management resources and other factors. In addition, the expense of litigation and the timing of this expense from period to period are difficult to estimate, subject to change and could adversely affect our consolidated financial statements.

### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**PART II - OTHER INFORMATION**

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

***Market Information***

Prior to the consummation of the Business Combination, our publicly-traded Class A common stock, units and warrants were listed on the NYSE under the symbols "GSAH," "GSAH.U" and "GSAH WS," respectively. Since the consummation of the Business Combination, our Class A common stock and warrants are listed on the NYSE under the symbols "MIR" and "MIR WS," respectively. Since the consummation of the Business Combination, our outstanding units that were not previously separated into the underlying shares of Class A common stock and one-fourth of a warrant were cancelled and each unit holder received one share of Class A common stock and one-fourth of a warrant, provided that no fractional warrants were issued upon separation of our units. Such units no longer trade as a separate security and were delisted from the NYSE.

***Holdings***

As of February 23, 2024, the company had 218,644,423 shares of Class A common stock, including 18,750,000 founder shares subject to vesting requirements, outstanding and held by 23 holders, and 7,417,333 shares of Class B common stock outstanding and held by approximately 14 holders. Such amounts do not include DTC participants or beneficial owners holding shares through nominee names.

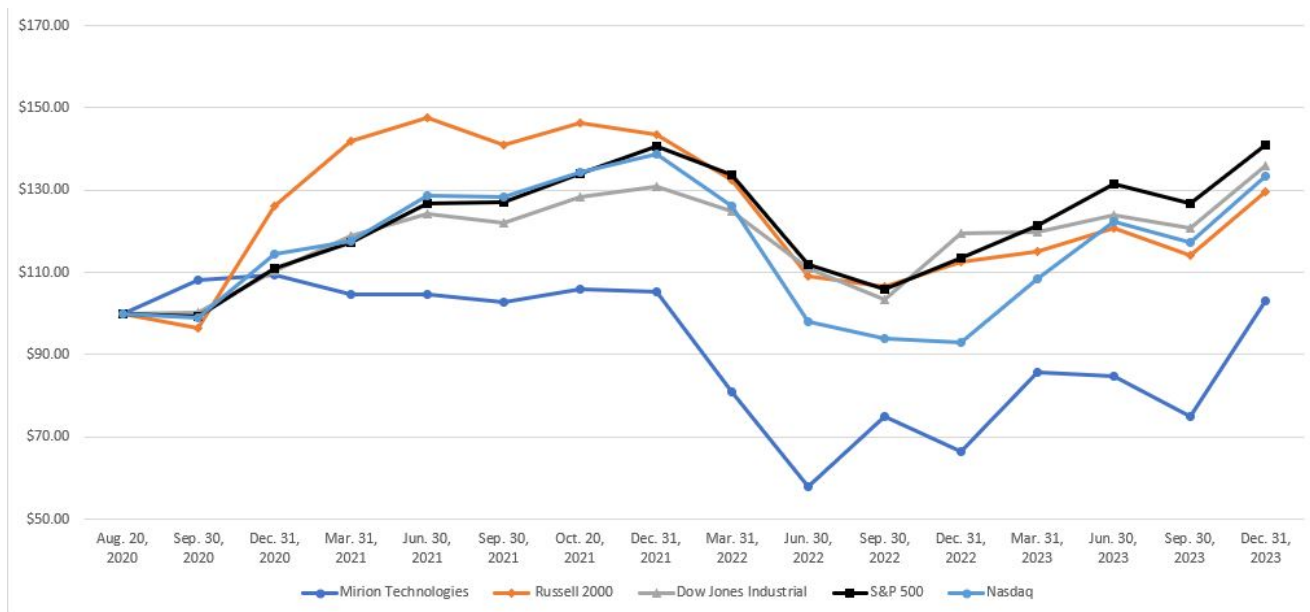
***Dividends***

We have not paid any cash dividends on common stock to date. Our ability to pay dividends is limited by restrictions on our ability to pay dividends or make distributions under the terms of the Credit Facilities. Any future determination to declare dividends will be made at the discretion of our board of directors, subject to applicable laws, and will depend on a number of factors, including our financial condition, results of operations, capital requirements, contractual restrictions, general business conditions and other factors that our board of directors may deem relevant.

***Performance Graph***

The graph below compares the cumulative total return for our shares of Class A common stock from August 20, 2020 through December 31, 2023 with the comparable cumulative return of four indices: the S&P 500 Index ("S&P 500"), Nasdaq, the Dow Jones Technologies Average Index ("DJIA"), and the Russell 2000. The graph assumes \$100 invested on August 20, 2020 in each of our Class A common stock and the three indices presented. The stock price performance included in the below graph is not necessarily indicative of future stock performance. The Business Combination closed on October 20, 2021 and GSAH was renamed Mirion Technologies, Inc. and, pursuant to the terms of the Business Combination Agreement, Mirion TopCo combined with a subsidiary of GSAH. Our Class A common stock is listed on the NYSE under the ticker symbol "MIR." The graph below represents GSAH until October 20, 2021 and MIR from October 20, 2021 to December 31, 2023.

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This performance graph shall not be deemed “soliciting material” or to be “filed” with the SEC for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any our filings under the Securities Act or the Exchange Act.

### *Recent Sales of Unregistered Securities; Use of Proceeds from Registered Offerings*

#### **a. Sale of Unregistered Equity Securities**

The information required has been previously disclosed in our Current Report on Form 8-K filed with the Securities and Exchange Commission on October 25, 2021.

#### **b. Use of Proceeds from Public Offering of Common Stock**

None.

### *Issuer Purchases of Equity Securities*

None.

### **ITEM 6. [RESERVED]**

## **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*You should read the following discussion and analysis of Mirion's financial condition and results of operations together with the consolidated financial statements and related notes of Mirion Technologies, Inc. that are included elsewhere in this Annual Report on Form 10-K. This discussion contains forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under the section entitled "Part I, Item 1A. Risk Factors" or in other parts of this Annual Report on Form 10-K. Please also see the section entitled "Cautionary Note Regarding Forward-Looking Statements." Unless the context otherwise requires, references in this section to "we," "us," "our," "Mirion" and "the Company" refer to the business and operations of Mirion Technologies TopCo, Ltd. and its consolidated subsidiaries prior to the Business Combination and to Mirion and its consolidated subsidiaries, following the consummation of the Business Combination. Unless the context otherwise requires or unless otherwise specified, all dollar amounts in this section are in millions.*

### **Overview**

We are a global provider of products, services, and software that allow our customers to safely leverage the power of ionizing radiation for the greater good of humanity through critical applications in the medical, nuclear and defense markets, as well as laboratories, scientific research, analysis, and exploration.

We provide dosimetry solutions for monitoring the total amount of radiation medical staff members are exposed to over time, radiation therapy quality assurance solutions for calibrating and verifying imaging and treatment accuracy, and radionuclide therapy products for nuclear medicine applications such as shielding, product handling, medical imaging furniture, and rehabilitation products. We provide robust, field-ready personal radiation detection and identification equipment for defense applications and radiation detection and analysis tools for power plants, labs, and research applications. Nuclear power plant product offerings are used for the full nuclear power plant lifecycle including core detectors, essential measurement devices for new build, maintenance, decontamination and decommission, and equipment for monitoring and control during fuel dismantling and remote environmental monitoring.

We manage and report results of operations in two business segments: Medical and Technologies.

- Our revenues were \$800.9 million for the year ended December 31, 2023, of which 35.5% and 64.5% were generated in the Medical segment and the Technologies segment, respectively. Revenues were \$717.8 million for the year ended December 31, 2022, of which 37.9% and 62.1% were generated in the Medical segment and the Technologies segment, respectively. Revenues were \$154.1 million for the Successor Period from October 20, 2021 through December 31, 2021, \$168.0 million for the Predecessor Period from July 1, 2021 through October 19, 2021, and \$346.2 million for the unaudited six months ended June 30, 2021, of which 31.9%, 35.9% and 29.9% were generated in the Medical segment for the Successor Period, Predecessor Period, and unaudited six months ended June 30, 2021, respectively, and 68.1%, 64.1% and 70.1% were generated in the Technologies segment for the Successor Period, Predecessor Period, and unaudited six months ended June 30, 2021, respectively.
- Backlog (representing committed but undelivered contracts and purchase orders, including funded and unfunded government contracts) was \$857.1 million and \$737.4 million as of December 31, 2023, and December 31, 2022, respectively.

### **The Mirion Business Combination**

The Business Combination closed on October 20, 2021 (the "Closing Date"), and GS Acquisition Holdings Corp II ("GSAH") was renamed Mirion Technologies, Inc. Our Class A common stock is listed on the New York Stock Exchange (the "NYSE") under the ticker symbol "MIR."

The Business Combination has been accounted for under ASC 805, Business Combinations. GSAH has been determined to be the accounting acquirer. Mirion constitutes a business in accordance with ASC 805 and the Business Combination constitutes a change in control. Accordingly, the Business Combination has been accounted for using the acquisition method. Under this method of accounting, Mirion is treated as the "acquired" company for financial reporting purposes and our net assets are stated at fair value, with goodwill or other intangible assets recorded.

On October 20, 2021, the Board of Directors determined to change Mirion TopCo's fiscal year end from June 30 of each year to December 31 of each year. The determination was made to align Mirion's fiscal year end with GSAH's fiscal year end. See the "Basis of Presentation" section below for further details regarding the impact of the Business Combination and the change in fiscal year-end on the presentation of our financial statements.

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As a result of the Business Combination, Mirion’s financial statement presentation distinguishes Mirion TopCo as the “Predecessor” for periods prior to the closing of the Business Combination and Mirion Technologies, Inc. as the “Successor” for periods after the closing of the Business Combination. As a result of the application of the acquisition method of accounting in the Successor Period, the financial statements for the Successor Period are presented on a full step-up basis as a result of the Business Combination, and are therefore not comparable to the financial statements of the Predecessor Period that are not presented on the same full step-up basis due to the Business Combination.

### **Key Factors Affecting Our Performance**

We believe that our business and results of operations and financial condition may be impacted in the future by various trends and conditions, including the following:

- **International Conflict such as the Russia-Ukraine conflict and conflict in the Middle East**—International conflict such as the Russia-Ukraine conflict which has impacted and may continue to impact us, and conflict in the Middle East which may impact us in the future including through increased inflation, limited availability of certain commodities, supply chain disruption, disruptions to our global technology infrastructure, including cyberattacks, increased terrorist activities, volatility or disruption in the capital markets, and delays or cancellations of customer projects.
- **Inflation and Interest Rates**—We continue to actively monitor, evaluate and respond to developments relating to operational challenges in the current inflationary environment. Global supply chain disruptions and the higher inflationary environment remain unpredictable and our past results may not be indicative of future performance. In addition, the increase in interest rates has in turn led to increases in the interest rates applicable to our indebtedness and increased our debt service costs.
- **Tariffs or Sanctions**—The United States imposes tariffs on imports from China and other countries, which has resulted in retaliatory tariffs and restrictions implemented by China and other countries. There are, at any given time, a multitude of ongoing or threatened armed conflicts around the world. As one example, sanctions by the United States, the European Union, and other countries against Russian entities or individuals related to the Russia-Ukraine conflict, along with any Russian retaliatory measures could increase our costs, adversely affect our operations, or impact our ability to meet existing contractual obligations.
- **Medical end market trends**—Growth and operating results in our Medical segment are impacted by:
  - Changes to global regulatory standards, including new or expanded standards;
  - Increased focus on healthcare safety;
  - Changes to healthcare reimbursement;
  - Potential budget constraints in hospitals and other healthcare providers;
  - Medical/lab dosimetry growth supported by growing and aging demographics, increased number of healthcare professionals, and penetration of radiation therapy/diagnostics; and
  - Medical radiation therapy quality assurance (“RT QA”) growth driven by growing and aging population demographics, low penetration of RT QA technology in emerging markets, and increased adoption of advanced software and hardware solutions for improved outcomes and administrative and labor efficiencies.
- **Strategic transactions**—A large driver of our historical growth has been the acquisition and integration of related businesses. Our ability to integrate, restructure, and leverage synergies of these businesses will impact our operating results over time. From time to time we also divest businesses which could also impact our operating results.
- **Environmental objectives of governments**—Growth and operating results in our Technologies segment are impacted by environmental policy decisions made by governments in the countries where we operate. Our nuclear power customers may benefit from decarbonization efforts given the relatively low carbon footprint of nuclear power to other existing energy sources. In addition, decisions by governments to build new power plants or decommission existing plants can positively and negatively impact our customer base.
- **Government budgets**—While we believe that we are poised for growth from governmental customers in both of our segments, our revenues and cash flows from government customers are influenced, particularly in the short-term, by budgetary cycles. This impact can be either positive or negative.
- **Nuclear new build projects**—A portion of our backlog is driven by contracts associated with the construction of new nuclear power plants. These contracts can be long-term in nature and provide us with a strong pipeline for the recognition of future revenues in our Technologies segment. We perform our services and provide our products at a fixed price for certain contracts. Fixed-price contracts carry inherent risks, including risks of losses from underestimating costs, operational difficulties and other changes that may occur over the contract period. If our

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cost estimates for a contract are inaccurate or if we do not execute the contract within our cost estimates, we may incur losses or the contract may not be as profitable as we expected. In addition, even though some of our longer-term contracts contain price escalation provisions, such provisions may not fully provide for cost increases, whether from inflation, the cost of goods and services to be delivered under such contracts or otherwise.

- **Research and development**—A portion of our operating expenses is associated with research and development activities associated with the design of new products. Given the specific design and application of certain of these products, there is some risk that these costs will not result in successful products in the market. Further, the timing of these products can move and be challenging to predict.
- **Financial risks**—Our business and financial statements can be adversely affected by foreign currency exchange rates, changes in our tax rates (including as a result of changes in tax laws) or income tax liabilities/assessments, changes in interest rates, recognition of impairment charges for our goodwill or other intangible assets and fluctuations in the cost and availability of commodities.
- **Global risk**—Our business depends in part on operations and sales outside the United States. Risks related to those international operations and sales include new foreign investment laws, new export/import regulations, and additional trade restrictions (such as sanctions and embargoes). New laws that favor local competitors could prevent our ability to compete outside the United States. Additional potential issues are associated with the impact of these same risks on our suppliers and customers. If our customers or suppliers are impacted by these risk factors, we may see the reduction or cancellation of customer orders, or interruptions in raw materials and components.

### **Non-GAAP Financial Measures**

We report our financial results in accordance with generally accepted accounting principles in the United States (“GAAP”). However, management believes certain non-GAAP financial measures provide investors and other users with additional meaningful information that should be considered when assessing our ongoing performance. Management also uses these non-GAAP financial measures in making financial, operating, and planning decisions, and in evaluating our performance. These non-GAAP measures include adjustments in recent periods to increase period-to-period comparability following the Mirion business combination and becoming a public company in the fourth quarter of 2021. Non-GAAP financial measures should be viewed in addition to, and not as an alternative for, our GAAP results. The non-GAAP financial measures we present may differ from similarly captioned measures presented by other companies. Investors are encouraged to review the related GAAP financial measures and the reconciliation of these non-GAAP financial measures to their most directly comparable GAAP financial measures, and not to rely on any single financial measure to evaluate our business.

We use the non-GAAP financial measures “Adjusted revenues”, “EBITDA,” “EBITA,” and “Adjusted EBITDA”. “Adjusted EBITDA” is used in the calculation of the First Lien Net Leverage Ratio in the 2021 Credit Agreement described in Note 9 *Borrowings*. See the “Quarterly Results of Operations” sections below for definitions of our non-GAAP financial measures and reconciliation to their most directly comparable GAAP measures. Tax impacts for the non-GAAP financial measures are calculated based on the appropriate tax rate for each individual item presented.

See the “Basis of Presentation” section below regarding the Successor and Predecessor periods. The following tables present a reconciliation of certain non-GAAP financial measures for the year ended December 31, 2023, the year ended December 31, 2022, Successor Period from October 20, 2021 through December 31, 2021, the Predecessor Periods from July 1, 2021 through October 19, 2021, and for the Predecessor fiscal year ended June 30, 2021.

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	Successor	Successor	Successor	Predecessor	Predecessor
	Year Ended	Year Ended	From	From July 1,	Year Ended
	December	December	October 20,	through	June 30,
	31, 2023	31, 2022	October 20,	October 19,	2021
			2021	2021	2021
			through		
			December		
			31, 2021		
<i>(In millions)</i>					
<b>Net loss</b>	<b>\$ (98.7)</b>	<b>\$ (288.4)</b>	<b>\$ (23.0)</b>	<b>\$ (105.7)</b>	<b>\$ (158.4)</b>
Interest expense, net	57.1	41.9	6.2	52.8	163.2
Income tax (benefit) provision	(6.6)	(18.2)	(6.8)	(5.6)	(5.9)
Amortization	131.3	145.8	32.0	19.7	62.8
<b>EBITA</b>	<b>\$ 83.1</b>	<b>\$ (118.9)</b>	<b>\$ 8.4</b>	<b>\$ (38.8)</b>	<b>\$ 61.7</b>
Depreciation - Mirion Business Combination step-up	6.4	6.4	1.3	—	—
Depreciation - all other	25.1	22.3	4.0	6.2	20.8
<b>EBITDA</b>	<b>\$ 114.6</b>	<b>\$ (90.2)</b>	<b>\$ 13.7</b>	<b>\$ (32.6)</b>	<b>\$ 82.5</b>
Stock-based compensation expense	21.9	31.8	5.3	9.3	—
Decrease in fair value of warrant liabilities	24.8	(37.6)	(1.2)	—	—
Goodwill impairment	—	211.8	—	—	—
Other impairments <sup>(1)</sup>	—	7.0	—	—	—
Debt extinguishment	2.6	—	—	15.9	—
Foreign currency loss (gain), net	(0.3)	4.9	1.6	(0.6)	13.4
Revenue reduction from purchase accounting	—	—	2.3	4.5	8.0
Cost of revenues impact from inventory valuation purchase accounting	—	6.3	15.8	—	5.2
Non-operating expenses <sup>(2)(3)(4)(5)(6)(7)</sup>	17.1	30.7	7.0	34.7	43.1
<b>Adjusted EBITDA</b>	<b>\$ 180.7</b>	<b>\$ 164.7</b>	<b>\$ 44.5</b>	<b>\$ 31.2</b>	<b>\$ 152.2</b>

- (1) Other impairments for the year ended December 31, 2022 consist of \$7.0 million of impairment charges primarily related to a business held for sale and an equity investment.
- (2) Non-operating expenses relate to costs that are nonrecurring in nature in our operations and are further described below.
- (3) Pre-tax non-operating expenses of \$17.1 million for the year ended December 31, 2023 include \$5.9 million loss on disposal of Rehab business, net of gain on lease termination, \$4.2 million related to mergers and acquisition expenses, \$1.8 million of information technology system set-up costs to support public company requirements, \$1.7 million in costs for one time set-up and integration for operational initiatives, \$1.6 million of restructuring costs, \$1.0 million secondary offering fees incurred pursuant to our registration rights agreement in connection with offerings by one of our pre-Business Combination investors, and \$0.8 million related to the Business Combination and incremental one-time costs associated with becoming a public company.
- (4) Pre-tax non-operating expenses of \$30.7 million for the year ended December 31, 2022 include \$9.9 million in costs for one time set-up and integration for operational initiatives, \$8.0 million related to the Business Combination and incremental one-time costs associated with becoming a public company, \$6.0 million of restructuring costs, \$3.8 million related to mergers and acquisition expenses, and \$3.0 million of information technology system set-up costs to support public company requirements.
- (5) Pre-tax non-operating expenses of \$7.0 million for the Successor Period from October 20, 2021 through December 31, 2021 includes \$1.9 million in costs for one-time set-up and integration initiatives, \$2.2 million related to the Business Combination and costs to prepare for becoming a public company, \$1.4 million of restructuring costs, \$0.5 million of Merger and Acquisition Expense, and \$1.0 million of information technology system set-up costs to support public company requirements.
- (6) Pre-tax non-operating expenses of \$34.7 million for the Predecessor Stub Period from July 1, 2021 through October 19, 2021 includes \$26.2 million related to the Business Combination and costs to prepare for becoming a public company, \$4.1 million in costs to achieve integration and operational synergies, \$1.5 million of restructuring costs, \$0.2 million of Merger and Acquisition Expense, and \$1.5 million of costs to achieve information technology system integration and efficiency.
- (7) Pre-tax non-operating expenses of \$43.1 million for the Predecessor Period fiscal year ended June 30, 2021 includes \$14.2 million of legal and professional fees related to the Business Combination and costs to prepare for becoming a public company, \$13.1 million in costs to achieve integration and operational synergies, \$5.9 million of mergers and acquisition expenses, \$5.5 million of restructuring costs, and \$4.5 million of costs to achieve information technology system integration and efficiency.

The following tables present a reconciliation of non-GAAP Adjusted Revenue and Adjusted EBITDA by segment for the year ended December 31, 2023, year ended December 31, 2022, Successor Stub Period, Predecessor Stub Period, and unaudited six months ended June 30, 2021.

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	Year Ended December 31, 2023 (Successor)				
(In millions)	Medical	Industrial	Corporate & Other	Consolidated	
<b>Income from operations</b>	\$ 13.0	\$ 46.0	\$ (80.9)	\$ (21.9)	
Amortization	54.7	76.6	—	131.3	
Depreciation - core	15.7	8.9	0.5	25.1	
Depreciation - Mirion Business Combination step-up	4.8	1.4	0.2	6.4	
Stock-based compensation	0.7	1.3	19.9	21.9	
Non-operating expenses	8.6	1.1	8.5	18.2	
Other Income / Expense	—	0.1	(0.4)	(0.3)	
<b>Adjusted EBITDA</b>	<b>\$ 97.5</b>	<b>\$ 135.4</b>	<b>\$ (52.2)</b>	<b>\$ 180.7</b>	

	Year Ended December 31, 2022 (Successor)				
(In millions)	Medical	Industrial	Corporate & Other	Consolidated	
<b>Income from operations</b>	\$ (98.9)	\$ (103.1)	\$ (95.8)	\$ (297.8)	
Amortization	64.3	81.5	—	145.8	
Depreciation - core	13.3	8.2	0.8	22.3	
Depreciation - Mirion Business Combination step-up	4.8	1.4	0.2	6.4	
Cost of revenues impact from inventory valuation purchase accounting	0.9	5.4	—	6.3	
Stock-based compensation	0.6	1.0	30.2	31.8	
Goodwill impairment	87.3	124.5	—	211.8	
Other impairments	—	2.5	4.5	7.0	
Non-operating expenses	14.6	2.6	13.8	31.0	
Other Income / Expense	—	—	0.1	0.1	
<b>Adjusted EBITDA</b>	<b>\$ 86.9</b>	<b>\$ 124.0</b>	<b>\$ (46.2)</b>	<b>\$ 164.7</b>	

	From October 20, 2021 through December 31, 2021 (Successor)				
(in millions)	Medical	Technologies	Corporate & Other	Consolidated	
<b>Revenues</b>	\$ 49.2	\$ 104.9	\$ —	\$ 154.1	
Revenue reduction from purchase accounting	2.3	—	—	2.3	
<b>Adjusted Revenues</b>	<b>\$ 51.5</b>	<b>\$ 104.9</b>	<b>\$ —</b>	<b>\$ 156.4</b>	
<b>Income from operations</b>	\$ (5.4)	\$ (0.8)	\$ (16.7)	\$ (22.9)	
Amortization	13.8	18.2	—	32.0	
Depreciation - core	2.3	1.5	0.2	4.0	
Depreciation - Mirion Business Combination step-up	0.9	0.4	—	1.3	
Revenue reduction from purchase accounting	2.3	—	—	2.3	
Cost of revenues impact from inventory valuation purchase accounting	3.3	12.5	—	15.8	
Stock based compensation	—	—	5.3	5.3	
Non-operating expenses	1.1	1.9	3.6	6.6	
Other Income / Expense	—	—	0.1	0.1	
<b>Adjusted EBITDA</b>	<b>\$ 18.3</b>	<b>\$ 33.7</b>	<b>\$ (7.5)</b>	<b>\$ 44.5</b>	



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	From July 1, 2021 through October 19, 2021 (Predecessor)			
(in millions)	Medical	Technologies	Corporate & Other	Consolidated
<b>Revenues</b>	\$ 60.3	\$ 107.7	\$ —	\$ 168.0
Revenue reduction from purchase accounting	4.5	—	—	4.5
<b>Adjusted Revenues</b>	<u>\$ 64.8</u>	<u>\$ 107.7</u>	<u>\$ —</u>	<u>\$ 172.5</u>
<b>Income from operations</b>	\$ (1.8)	\$ 8.2	\$ (48.0)	\$ (41.6)
Amortization	9.8	9.9	—	19.7
Depreciation - core	3.5	2.5	0.2	6.2
Depreciation - Mirion Business Combination step-up	—	—	—	—
Revenue reduction from purchase accounting	4.5	—	—	4.5
Stock based compensation	—	—	9.3	9.3
Non-operating expenses	2.5	3.5	27.5	33.5
Other Income / Expense	—	—	(0.4)	(0.4)
<b>Adjusted EBITDA</b>	<u>\$ 18.5</u>	<u>\$ 24.1</u>	<u>\$ (11.4)</u>	<u>\$ 31.2</u>
	<b>Unaudited</b>			
	Six Months Ended June 30, 2021 (Predecessor)			
(in millions)	Medical	Technologies	Corporate & Other	Consolidated
<b>Revenues</b>	\$ 103.6	\$ 242.6	\$ —	\$ 346.2
Revenue reduction from purchase accounting	8.0	—	—	8.0
<b>Adjusted Revenues</b>	<u>\$ 111.6</u>	<u>\$ 242.6</u>	<u>\$ —</u>	<u>\$ 354.2</u>
<b>Income from operations</b>	\$ (5.3)	\$ 37.4	\$ (36.3)	\$ (4.2)
Amortization	17.2	20.0	—	37.2
Depreciation - core	6.4	5.1	0.4	11.9
Revenue reduction from purchase accounting	8.0	—	—	8.0
Cost of revenues impact from inventory valuation purchase accounting	4.7	—	—	4.7
Stock based compensation	—	—	(0.1)	(0.1)
Non-operating expenses	2.6	10.3	19.2	32.1
Other Income / Expense	—	—	0.3	0.3
<b>Adjusted EBITDA</b>	<u>\$ 33.6</u>	<u>\$ 72.8</u>	<u>\$ (16.5)</u>	<u>\$ 89.9</u>

## Our Business Segments

We manage and report our business in two business segments: Medical and Technologies.

**Medical** includes products and services for radiation therapy and personal dosimetry. This segment's principal offerings include solutions for calibrating and/or verifying imaging, treatment machine, patient treatment plan, and patient treatment accuracy; solutions for monitoring the total amount of radiation medical staff members are exposed to over time; and products for nuclear medicine in radiation measurement, shielding, product handling, medical imaging furniture and rehabilitation.

**Technologies** includes products and services for defense, nuclear energy, laboratories and research and other industrial markets. This segment's principal offerings are:

- **Reactor Safety and Control Systems**, which includes radiation monitoring systems and reactor instrumentation and control systems that ensure the safe operation of nuclear reactors and other nuclear fuel cycle facilities; and
- **Radiological Search, Measurement and Analysis Systems**, which includes solutions to locate, measure and perform in-depth scientific analysis of radioactive sources for radiation safety, security, and scientific applications

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### **Recent Developments**

#### *Russia and Ukraine*

The United States, the European Union, the United Kingdom and other governments have implemented major trade and financial sanctions against Russia and related parties in response to Russia's invasion of Ukraine. We do business with Russian customers both within and outside of Russia and with customers who have contracts with Russian counterparties. The conflict's impact on the Company is predominantly in our Technologies segment. As of December 31, 2023, the Company has approximately \$0.7 million in net contract assets and accounts receivable, net of related reserves of approximately \$0.9 million for Russian customers and channel partners (the Company collected approximately \$0.9 million of related accounts receivable during 2023). The Company maintains \$14.2 million in advance payment guarantees and \$14.4 million in performance guarantees in support of these projects. As of December 31, 2023, we continue to experience delays in recognizing project revenue due to the trade and financial sanctions made to date. The remaining performance obligations in our backlog for Russian-related projects was approximately \$155.7 million at December 31, 2023.

In April 2023, one of our Russian customers made a claim against the Company, including liquidated damages for certain delays under the terms of an active project, in the amount of \$19.3 million, and sent an updated claim statement in October 2023 totaling \$21 million (\$18 million of which accrue daily penalties), subject to a \$14 million contractual cap (all amounts converted from Euros to U.S. Dollars). In June 2023, the same customer made a demand against the Company for the return of all payments received by the Company (\$10.2 million) related to a Finland nuclear power plant project cancelled in May 2022. No legal actions have been taken to date by the customer on these matters, and management disputes these claims, believes that the Company has substantial defenses and expects to vigorously defend against these claims. However, uncertainty exists as to the resolutions of these matters, including any impact from a potential settlement of the claim related to the Finland project and any potential modifications of the active project.

The Company will continue to monitor the social, political, regulatory and economic environment in Ukraine and Russia, and will consider actions as appropriate.

#### *T. Rowe Price Direct Investment and Debt Repayment*

T. Rowe Price funds acquired 17,142,857 registered shares of our Class A common stock at \$8.75 per share, the closing price of the company's Class A common stock on the New York Stock Exchange on February 17, 2023. The Company used \$127 million of the proceeds to pay down outstanding debt and interest on its 2021 Credit Agreement. The early debt repayment resulted in a \$2.6 million write-off of deferred financing costs during the three months ended March 31, 2023.

#### *Supply Chain*

The global supply chain continued to be stressed by increased demand, along with pandemic-related and other global events that caused increased disruptions to us during the year ended December 31, 2023. The most notable impacts to us were delays in sourcing key devices and components needed for our products, resulting in delays in revenue recognition, and increased costs in materials and freight. We mitigated a portion of these cost impacts with price increases on certain products. While we experienced some improvements in shipping delivery and associated labor availability during the year ended December 31, 2023, the supply chain disruption continues to be a challenge and a risk of negatively impacting our future operating margins.

#### *Biodex Rehab Sale*

On April 3, 2023, the Company closed the sale of Rehab to Salona Global Medical Device Corporation ("Salona") for \$1.0 million in cash at closing and an additional \$7.0 million in deferred cash payments through January 1, 2024. Subsequent to the closing and during the three months ended June 30, 2023, significant events occurred that may negatively impact the Company's ability to collect the remaining \$7.0 million of cash payments, including disclosure by Salona that substantial doubt existed as to its ability to continue as a going concern. The Company applied ASC 450 Contingencies to determine the loss on the business disposal since remaining payments are contingent on Salona's financial situation. While management plans to continue to pursue and work with Salona on these payments, we determined it was probable that the \$7.0 million of cash payments would not be received, and as a result a loss on sale of business of \$6.5 million was recorded in the Condensed Consolidated Statement of Operations during the nine months ended September 30, 2023.

#### *ec2 Software Solutions LLC and NUMA LLC Acquisition*

On November 1, 2023, the Company acquired ec2 Software Solutions LLC and NUMA LLC (collectively "ec2") for \$33 million of cash consideration. Headquartered in Somerset, NJ, ec2 is a medical software company that designs,

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implements, and supports comprehensive software solutions servicing the nuclear medicine industry. The ec2 team and portfolio of solutions will be integrated into the Company's Medical segment, and ec2's portfolio of solutions will play a key role in expanding the Company's software offerings to Medical customers.

### *Interest Rates*

In connection with the Business Combination, certain of our subsidiaries of the Company entered into the 2021 Credit Agreement to refinance and replace the credit agreement from March 2019. On June 23, 2023, the 2021 Credit Agreement was amended to replace the interest rate based on the London interbank offered rate ("LIBOR") and related LIBOR-based mechanics applicable to U.S. Dollar borrowings under the Existing Credit Agreement with an interest rate based on SOFR and related SOFR-based mechanics. Refer to Note 9, *Borrowings*, to the Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K for more details. Interest rates increased during the year ended December 31, 2023 and 2022 as central banks, specifically the Federal Reserve, have raised their interest rates in response to inflation. As a result, the interest rate for the term loan was 8.40% and 7.48% as of December 31, 2023 and 2022, respectively. We will continue to monitor our applicable interest rates, and will consider actions as appropriate.

### **Basis of Presentation**

Financial information presented was derived from our historical consolidated financial statements and accounting records, and they reflect the historical financial position, results of operations and cash flows of the business in conformity with U.S. GAAP for financial statements and pursuant to the accounting and disclosure rules and regulations of the SEC. The consolidated financial statements include the accounts of the Company and its wholly owned and majority-owned or controlled subsidiaries. For consolidated subsidiaries where our ownership is less than 100%, the portion of the net income or loss allocable to noncontrolling interests is reported as "Income (Loss) attributable to noncontrolling interests" in the consolidated statements of operations. All intercompany accounts and transactions have been eliminated in consolidation.

As a result of the Business Combination, the Company's financial statement presentation distinguishes Mirion TopCo as the "Predecessor" through the Closing Date. The Company, which includes the combination of GSAH and Mirion subsequent to the Business Combination, is the "Successor" for periods after the Closing Date. As a result of the application of the acquisition method of accounting in the Successor Period, the financial statements for the Successor Period are presented on a full step-up basis as a result of the Business Combination, and are therefore not comparable to the financial statements of the Predecessor Periods that are not presented on the same full step-up basis due to the Business Combination.

### **Certain Factors Affecting Comparability to Prior Period Financial Results**

Prior to the Business Combination, GSAH operated as a special purpose acquisition company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses or assets. As a result, operations were minimal before the Business Combination and are not presented in the Predecessor Periods presented prior to the Business Combination. After the Business Combination our results of operations are not directly comparable to historical results of the operations for the periods presented, primarily because, in connection with the Business Combination, certain assets and liabilities had fair value adjustments applied to the Predecessor's consolidated financial statements on the Closing Date, most notably:

- Inventory;
- Property, plant, and equipment;
- Goodwill;
- Intangible assets; and
- Taxes.

As a result, historical results of operations and other financial data, as well as period-to-period comparisons of these results, may not be comparable or indicative of future operating results or future financial condition.

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### Results of Operations

#### Year ended December 31, 2023 (Successor) compared to year ended December 31, 2022 (Successor)

<i>(Dollars in millions)</i>	Year Ended December 31, 2023	Year Ended December 31, 2022	\$ Change	% Change
Revenues	\$ 800.9	\$ 717.8	\$ 83.1	11.6 %
Cost of revenues	444.5	407.7	36.8	9.0 %
Gross profit	356.4	310.1	46.3	14.9 %
Selling, general and administrative expenses	340.1	362.3	(22.2)	(6.1)%
Research and development	31.7	30.3	1.4	4.6 %
Goodwill impairment	—	211.8	(211.8)	(100.0)%
Impairment loss on business held for sale	—	3.5	(3.5)	(100.0)%
Loss on disposal of business	6.5	—	6.5	100.0 %
Income from operations	(21.9)	(297.8)	275.9	(92.6)%
Interest expense, net	57.1	41.9	15.2	36.3 %
Loss on debt extinguishment	2.6	—	2.6	100.0 %
Foreign currency (gain)/loss, net	(0.3)	4.9	(5.2)	(106.1)%
Increase (decrease) in fair value of warrant liabilities	24.8	(37.6)	62.4	(166.0)%
Other (income) expense, net	(0.8)	(0.4)	(0.4)	100.0 %
Loss before benefit from income taxes	(105.3)	(306.6)	201.3	(65.7)%
Benefit from income taxes	(6.6)	(18.2)	11.6	(63.7)%
Net loss	(98.7)	(288.4)	189.7	(65.8)%
Income (loss) attributable to noncontrolling interests	(1.8)	(11.5)	9.7	(84.3)%
Net loss attributable to stockholders	<u>\$ (96.9)</u>	<u>\$ (276.9)</u>	<u>\$ 180.0</u>	<u>(65.0)%</u>

#### Overview

Revenues for the year ended December 31, 2023 were \$800.9 million resulting in an increase of \$83.1 million, or 11.6%, from the prior year. Our Medical segment contributed \$284.5 million and \$271.7 million of revenues for the year ended December 31, 2023 and 2022, respectively. Our Technologies segment contributed \$516.4 million and \$446.1 million of revenues for the year ended December 31, 2023 and 2022, respectively. Gross profit was \$356.4 million and \$310.1 million for the year ended December 31, 2023 and 2022, respectively, resulting in a \$46.3 million increase from the prior year.

Net loss was \$98.7 million and \$288.4 million for the year ended December 31, 2023 and 2022, respectively. Our Medical segment contributed \$13.0 million income from operations and \$98.9 million loss from operations for the year ended December 31, 2023 and 2022, respectively. Our Technologies segment was responsible for \$46.0 million income from operations and \$103.1 million loss from operations for the year ended December 31, 2023 and 2022, respectively. The overall decrease in net loss is primarily driven by increased revenues in both Medical and Technologies segments, decreased amortization expense in the current year due to fully amortized intangibles and certain intangibles amortizing using the double declining balance method, lower selling, general and administrative costs associated with reduced stock-based compensation expense, lower professional services fees associated with becoming a public company in the prior year and lower costs to achieve operational efficiencies, and \$87.3 million and \$124.5 million goodwill impairment charges in the Medical and Technologies segment, respectively, during the year ended December 31, 2022. Partially offsetting these items were an increase in interest expense in the current year, a \$62.4 million change in the loss from fair value of warrant liabilities, and a \$2.6 million loss on debt extinguishment in the year ended December 31, 2023.

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### *Revenues*

Revenues were \$800.9 million for the year ended December 31, 2023 and \$717.8 million for the year ended December 31, 2022. Revenues increased \$83.1 million from the year ended December 31, 2022.

Medical segment revenues increased for the year ended December 31, 2023 compared with the year ended December 31, 2022 primarily due to price increases, organic volume growth across all end markets, and increased revenues from the acquisition in the year ended December 31, 2023. Partially offsetting the increase in Medical segment revenues period over period was a negative impact from supply chain issues and reduced revenues from the disposal of the Biodex Rehabilitation ("Rehab") business (see Note 3, *Disposal of a Business*, to the Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K).

Technologies segment revenues increased period over period primarily due to price increases, organic volume growth driven by Nuclear and Labs & Research, the positive impact from foreign currency exchange rate fluctuations, and the impact of the SIS acquisition. See "Business segments" below for more information on our business segments.

### *Cost of revenues*

Cost of revenues was \$444.5 million for the year ended December 31, 2023 and \$407.7 million for the year ended December 31, 2022, which represents a \$36.8 million increase period over period.

Cost of revenues related to the Medical segment decreased \$3.3 million period over period due to a reduction of cost of revenues from the disposal of Rehab (see Note 3, *Disposal of a Business*, to the Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K) and an improvement in product margin mix. Additionally, cost of revenues for the year ended December 31, 2022 includes costs from purchase accounting related to the fair value of inventory from the Business Combination that were not applicable during the year ended December 31, 2023. This reduction was partially offset by increased cost of revenues due to an increased revenues over the same period and the impact of inflation.

Cost of revenues related to the Technologies segment increased \$40.1 million period over period. The increase was primarily driven by an increase in operations and revenues over the same period, increased costs related to the SIS business acquired in August 2022, an unfavorable foreign currency impact, increased costs from supply chain issues, and inflation. Partially offsetting the increase in cost of revenues was an improved product margin mix and delays due to the Russia-Ukraine conflict. In addition, cost of revenues for the year ended December 31, 2022 includes costs from purchase accounting related to the fair value of inventory from the Business Combination that were not applicable during the year ended December 31, 2023.

### *Selling, general and administrative expenses*

Selling, general and administrative ("SG&A") expenses were \$340.1 million for the year ended December 31, 2023 and \$362.3 million for the year ended December 31, 2022, resulting in a decrease of \$22.2 million.

Our Medical segment incurred lower SG&A expenses of \$7.6 million for the year ended December 31, 2023 compared to the previous period. The decreases were primarily due to the impact of the decreased amortization expense resulting from intangible assets acquired in the Business Combination that were fully amortized by the fourth quarter of 2022 and other intangibles from the Business Combination that were amortized using the double declining balance method and lower SG&A expenses related to the Rehab business that was disposed in the year ended December 31, 2023. Additionally, SG&A for the year ended December 31, 2022 includes a full impairment of an equity investment. Partially offsetting the decreases was the impact of higher bad debt expense and inflation. Our Technologies segment incurred higher SG&A expenses of \$5.2 million for the year ended December 31, 2023 compared to the previous period. The increase was primarily driven by inflation, foreign currency impacts, and higher SG&A associated with the acquired SIS business, partially offset by decreased amortization expense resulting from certain intangible assets acquired in the Business Combination that were amortized using the double declining balance method.

Corporate SG&A expenses were \$70.2 million for the year ended December 31, 2023 and \$90.0 million for the year ended December 31, 2022. The lower SG&A expenses of \$19.8 million were driven by a decrease in stock-based compensation expense under the 2021 Omnibus Incentive Plan and Profit Interests (see Note 15, *Stock-Based Compensation*, to the Consolidated Financial Statements included elsewhere this Annual Report on Form 10-K), a reduction in insurance costs, a decrease in public company expenses, and reduced costs to achieve information technology system integration and efficiency in the current year, partially offset by increased compensation costs.

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### *Research and development*

Research and development (“R&D”) expenses were \$31.7 million for the year ended December 31, 2023 and \$30.3 million for the year ended December 31, 2022, resulting in an increase of \$1.4 million. The increase in R&D expense was primarily due to the impact of the EC2 acquisition in the amount of \$1.7 million in the Medical segment for the year ended December 31, 2023, partly offset by R&D spend decreases in both the Medical and Technologies segments.

### *Goodwill impairment*

Goodwill impairment charges were \$211.8 million for the year ended December 31, 2022. In the second quarter of the year ended December 31, 2022, the Company concluded that a triggering event had occurred in the RMS reporting unit of the Industrial segment as a result of the Russia-Ukraine conflict during the year. Based on the quantitative test for the RMS reporting unit, the Company determined that the carrying value exceeded the fair value. As such, the Industrial segment recognized its best estimate of a non-cash impairment loss in the amount of \$55.2 million (see Note 8, *Goodwill and Intangible Assets*, to the Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K).

In the fourth quarter of the year ended December 31, 2022, the Company performed its annual impairment test for all reporting units. The results of the analysis indicated that carrying values of the DMD EA (Industrial segment) and DSD (Medical segment) reporting units were in excess of their respective fair values. Therefore, the Company recorded non-cash impairment losses of \$69.3 million and \$87.3 million for the DMD EA and DSD reporting units, respectively, in the caption Goodwill impairment in our Consolidated Statements of Operations (see Note 8, *Goodwill and Intangible Assets*, to the Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K).

### *Impairment loss on business held for sale*

Impairment loss on business held for sale was \$3.5 million for the year ended December 31, 2022. In November 2022, the Company reached a preliminary agreement to sell the Rehab business to Salona Global Medical Device Corporation (“Salona”) for a purchase price of \$8.0 million. As of December 31, 2022, the Company classified the assets and liabilities of Rehab as held for sale, and recorded an impairment loss of \$3.5 million during the year ended December 31, 2022 representing the difference between fair value less cost to sell and carrying value.

### *Loss on disposal of business*

Loss on disposal of business was \$6.5 million for the year ended December 31, 2023. Subsequent to the final closing of the sale of Rehab business to Salona on April 3, 2023 and during the year ended December 31, 2023, significant negative events occurred which impacted the Company's ability to collect a remaining \$7.0 million of cash payments from the sale to Salona. Management determined it was not probable that the \$7.0 million of cash payments would be collected and recorded a loss on sale of business of \$6.5 million in selling, general and administrative expenses in the Consolidated Statement of Operations during the year ended December 31, 2023 (see Note 3, *Disposal of a Business*, to the Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K).

### *Loss from operations*

Loss from operations were \$21.9 million and \$297.8 million for the year ended December 31, 2023 and 2022, respectively, representing a decrease of \$275.9 million. On a segment basis, income from operations in the Medical segment for the year ended December 31, 2023 was \$13.0 million and loss from operations for the year ended December 31, 2022 was \$98.9 million, representing an increase of \$111.9 million. Income from operations in the Technologies segment for the year ended December 31, 2023 was \$46.0 million and loss from operations for the year ended December 31, 2022 was \$103.1 million, representing an increase of \$149.1 million. Corporate expenses were \$80.9 million and \$95.8 million for the year ended December 31, 2023 and 2022, respectively, representing a decrease in loss from operations of \$14.9 million. See “Business segments” and “Corporate and other” below for further details.

### *Interest expense*

Interest expense, net, was \$57.1 million for the year ended December 31, 2023 and \$41.9 million for the year ended December 31, 2022. The \$15.2 million increase in interest was due to higher interest rates associated with the 2021 Credit Agreement during the year ended December 31, 2023 compared to the interest rates during the year ended December 31, 2022, partially offset by the impact from the early debt repayment achieved with the proceeds from the T. Rowe Price direct investment and interest settlements of open derivatives in the current year. For more information, see Note 9,

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*Borrowings*, and Note 19, *Derivatives and Hedging*, to the Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K.

### *Foreign currency (gain) loss, net*

We recorded a gain of \$0.3 million for the year ended December 31, 2023 and a loss of \$4.9 million for the year ended December 31, 2022 from foreign currency exchange. The \$5.2 million change in net foreign currency losses was due to appreciation in European local currencies in relation to the U.S. dollar in the year ended December 31, 2023 opposed to the depreciation in European local currencies in the year ended December 31, 2022.

### *Change in fair value of warrant liabilities*

We recognized an unrealized loss of \$24.8 million for the year ended December 31, 2023 and an unrealized gain of \$37.6 million for the year ended December 31, 2022, which resulted in an increased loss of \$62.4 million. The increased loss was due to an increase in the fair value of the Public Warrant and Private Placement Warrant liabilities during the year ended December 31, 2023. See Note 18, *Fair Value Measurements*, to the Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K.

### *Income taxes*

The effective income tax rate was 6.3% and 5.9% for the year ended December 31, 2023 and December 31, 2022, respectively. The difference in effective tax rate between the periods was primarily attributable to mix of earnings and valuation allowances recorded during 2023.

The effective income tax rate differs from the U.S. statutory rate of 21% due primarily to U.S. federal permanent differences and the impact of valuation allowances.

### *Business segments*

The following provides detail for business segment results for the years ended December 31, 2023 and December 31, 2022. Segment income from operations includes revenues of the segment less expenses that are directly related to those revenues but excludes certain charges to cost of revenues and selling, general and administrative expenses predominantly related to corporate costs, which are included in Corporate and Other in the table below. Interest expense, loss on debt extinguishment, foreign currency loss (gain), net, and other expense (income), net, are not allocated to segments.

For reconciliations of segment revenues and operating income to our consolidated results, see Note 17, *Segment Information*, to the Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K.

### *Medical*

<b>(Dollars in millions)</b>	<b>December 31, 2023</b>	<b>December 31, 2022</b>	<b>\$ Change</b>	<b>% Change</b>
Revenues	\$ 284.5	\$ 271.7	\$ 12.8	4.7 %
Income (loss) from operations	\$ 13.0	\$ (98.9)	\$ 111.9	(113.1)%
Income (loss) from operations as a % of revenues	4.6 %	(36.4)%		

Medical segment revenues were \$284.5 million for the year ended December 31, 2023 and \$271.7 million for the year ended December 31, 2022, which is an increase of \$12.8 million. Revenues increased \$26.7 million primarily due to price increases and organic growth across all end markets, in addition to an increase in revenues \$1.6 million due to the acquisition of the EC2 business in the year ended December 31, 2023. Partially offsetting the increase in the Medical segment revenues period over period were reduced revenues from the disposal of Rehab by \$12.0 million and delays in project deliveries due to supply chain issues in the year ended December 31, 2023 by approximately \$3.4 million.

Income from operations was \$13.0 million for the year ended December 31, 2023 and loss from operations was \$98.9 million for the year ended December 31, 2022, respectively, representing an increase in income from operations of \$111.9 million. The increase in income from operations period over period was largely due to the increase in revenues described above, a \$9.6 million decrease in amortization expenses due to fully amortized intangibles and certain intangibles amortized using the double declining balance method, \$3.2 million lower SG&A expenses related to Rehab that was disposed in the year ended December 31, 2023, an improvement in product margin mix of \$2.7 million, and a goodwill

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impairment charge of \$87.3 million that were not applicable during the year ended December 31, 2023. Offsetting the increase in income from operations was a loss on disposal of Rehab business in the amount of \$6.5 million (see Note 3, *Disposal of a Business*, to the Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K), higher bad debt expense of \$2.2 million in the year ended December 31, 2023, increased SG&A of \$1.0 million related to the EC2 business acquired in the year ended December 31, 2023, and a negative impact of \$9.1 million from inflation.

### *Technologies*

<b>Dollars in millions)</b>	<b>December 31, 2023</b>	<b>December 31, 2022</b>	<b>\$ Change</b>	<b>% Change</b>
Revenues	\$ 516.4	\$ 446.1	\$ 70.3	15.8 %
Income (loss) from operations	\$ 46.0	\$ (103.1)	\$ 149.1	(144.6)%
Income (loss) from operations as a % of revenues	8.9 %	(23.1)%		

Technologies segment revenues were \$516.4 million for year ended December 31, 2023 and \$446.1 million for the year ended December 31, 2022, representing an increase of \$70.3 million. The increase is primarily driven by \$45.5 million from price increases and organic growth mainly in our Nuclear and Labs and Research markets, the impact of the SIS acquisition by \$20.7 million, and the favorable foreign currency impact of \$4.1 million.

Income from operations was \$46.0 million for the year ended December 31, 2023 and loss from operations was \$103.1 million for the year ended December 31, 2022. Income from operations increased \$149.1 million period over period driven primarily by the increase in revenues described above, a \$5.5 million decrease in amortization expenses due to certain intangibles being amortized using the double declining balance method, and the goodwill impairment charge and inventory step-up of \$124.5 million and \$5.4 million, respectively, recognized during year ended December 31, 2022 that no longer impacts the year ended December 31, 2023. Offsetting the increases in income from operations were increased cost of revenues and operating expenses of \$21.1 million driven by the SIS acquisition, increased cost of revenues of \$1.1 million due to supply chain issues, and a negative inflation impact of \$11.5 million.

### *Corporate and other*

Corporate and other costs include costs associated with our corporate headquarters located in Georgia, as well as centralized global functions including Executive, Finance, Legal and Compliance, Human Resources, Technology, Strategy, and Marketing and other costs related to company-wide initiatives (e.g., Business Combination transaction expenses, merger and acquisition activities, restructuring and other initiatives).

Corporate and other costs were \$80.9 million for the year ended December 31, 2023 and \$95.8 million for the year ended December 31, 2022, which represents a decrease of \$14.9 million. The decrease versus the comparable period was predominantly driven by a decrease in stock-based compensation expense of \$9.8 million (see Note 15, *Stock-Based Compensation*, to the Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K), a \$1.5 million reduction in insurance costs, a decrease of \$7.2 million in professional services mostly due to costs in the prior year related to becoming a public company, and a \$1.2 million reduction in costs to achieve information technology system integration and efficiency, offset by an increase of \$3.2 million in compensation expenses. For reconciliations of segment operating income and corporate and other costs to our consolidated results, see Note 17, *Segment Information*, to the Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K.



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### **For the Year Ended December 31, 2022 (Successor) Compared to the Successor Stub Period from October 20, 2021 through December 31, 2021, Predecessor Stub Period from July 1, 2021 through October 19, 2021, and unaudited Six Months Ended June 30, 2021**

The following tables summarizes our results of operations for the periods presented below (in millions):

<i>(Dollars in millions)</i>	<b>Successor</b>		<b>Unaudited Predecessor</b>	
	<b>Year Ended December 31, 2022</b>	<b>From October 20, 2021 through December 31, 2021</b>	<b>From July 1, 2021 through October 19, 2021</b>	<b>Six months ended June 30, 2021</b>
Revenues	\$ 717.8	\$ 154.1	\$ 168.0	\$ 346.2
Cost of revenues	407.7	100.2	97.7	204.1
Gross profit	310.1	53.9	70.3	142.1
Selling, general and administrative expenses	362.3	70.1	101.6	127.1
Research and development	30.3	6.7	10.3	19.2
Goodwill impairment	211.8	—	—	—
Impairment loss on business held for sale	3.5	—	—	—
Loss from operations	(297.8)	(22.9)	(41.6)	(4.2)
Interest expense, net	41.9	6.2	52.8	86.8
Foreign currency loss (gain), net	4.9	1.6	(0.6)	(2.9)
Change in fair value of warrant liabilities - (gain)/loss	(37.6)	(1.2)	—	—
Other expense (income), net	(0.4)	0.3	1.6	(0.7)
Loss on debt extinguishment	—	—	15.9	—
Loss before benefit from income taxes	(306.6)	(29.8)	(111.3)	(87.4)
Benefit from income taxes	(18.2)	(6.8)	(5.6)	7.3
Net loss	(288.4)	(23.0)	(105.7)	(94.7)
Loss attributable to noncontrolling interests	(11.5)	(0.8)	—	(0.1)
Net loss attributable to stockholders	\$ (276.9)	\$ (22.2)	\$ (105.7)	\$ (94.6)

For purposes of management's discussion and analysis below, period over period comparisons represent full year 2022 results compared to the accumulation of the Successor Stub Period, Predecessor Stub Period, and the unaudited six months ended June 20, 2021.

#### *Overview*

Revenues were \$717.8 million for the year ended December 31, 2022 and \$154.1 million, \$168.0 million and \$346.2 million for the Successor Stub Period, Predecessor Stub Period, and unaudited six months ended June 30, 2021, respectively. Our Medical segment contributed \$271.7 million, \$49.2 million, \$60.3 million, and \$103.6 million of revenues for the year ended December 31, 2022, Successor Stub Period, Predecessor Stub Period, and unaudited six months ended June 30, 2021, respectively. Our Technologies segment contributed \$446.1 million, \$104.9 million, \$107.7 million, and \$242.6 million of revenues for the year ended December 31, 2022, Successor Stub Period, Predecessor Stub Period, and unaudited six months ended June 30, 2021, respectively. Gross profit was \$310.1 million, \$53.9 million, \$70.3 million, and \$142.1 million for December 31, 2022, Successor Stub Period, Predecessor Stub Period, and unaudited six months ended June 30, 2021, respectively.

Net loss was \$288.4 million \$23.0 million, \$105.7 million, and \$94.7 million for the year ended December 31, 2022, Successor Stub Period, Predecessor Stub Period, and unaudited six months ended June 30, 2021. Our Medical segment contributed \$84.4 million and \$4.3 million losses from operations for the year ended December 31, 2022 and Successor Stub Period, respectively, and contributed \$0.7 million income from operations and \$2.7 million loss from operations for the Predecessor Stub Period, and unaudited six months ended June 30, 2021, respectively. Our Technologies segment was responsible for \$98.0 million loss from operations for the year ended December 31, 2022, and \$1.1 million, \$11.7 million, and \$47.7 million income from operations for the Successor Stub Period, Predecessor Stub Period, and unaudited six months ended June 30, 2021, respectively. The overall increase in net loss is primarily driven by reduced revenues in the

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Technologies segment, a \$211.8 million goodwill impairment charge in the Medical (\$87.3 million) and Technologies segments (\$124.5 million), increased amortization and depreciation expense due to the impact of purchase accounting related to the fair values of intangible assets and property, plant, and equipment for the Business Combination, and higher selling, general and administrative costs associated with stock-based compensation expense and costs associated with becoming a public company. Offsetting these items were increased revenues in the Medical segment; reductions in research and development expenses, interest expense, and loss on debt extinguishment; and a \$36.4 million gain from change in fair value of warrant liabilities.

### *Revenues*

Revenues were \$717.8 million for the year ended December 31, 2022 and \$154.1 million, \$168.0 million, and \$346.2 million for the Successor Stub Period, Predecessor Stub Period, and unaudited six months ended June 30, 2021, respectively. Revenues increased \$49.5 million in the year ended December 31, 2022.

Medical segment revenues increased for the year ended December 31, 2022 compared with the Successor Stub Period, Predecessor Stub Period, and unaudited six months ended June 30, 2021, primarily due to the results of acquisitions in the Medical segment (CIRS acquisition), price increases, and organic growth. Also driving the increase was the impact of the deferred revenue fair value adjustment for the SNC acquisition, which reduced revenues for the Successor Stub Period, Predecessor Stub Period, and unaudited six months ended June 30, 2021. Offsetting the increase in Medical segment revenues period over period was a negative impact from foreign currency exchange.

Technologies segment revenues decreased primarily due to project execution delays (driven by supply chain issues and the Russia-Ukraine conflict) and foreign exchange rate fluctuations, offset by the price increases and the impact of the SIS acquisition in 2022.

### *Cost of revenues*

Cost of revenues was \$407.7 million for the year ended December 31, 2022 and \$100.2 million, \$97.7 million, and \$204.1 million for the Successor Stub Period, Predecessor Stub Period, and unaudited six months ended June 30, 2021, respectively, representing an increase of \$5.7 million in the year ended December 31, 2022.

Cost of revenues related to the Medical segment increased \$19.2 million period over period due to an increase in compensation costs in conjunction with increased headcount over the same period, as well as inflation in the current year. In addition, cost of revenues for the year ended December 31, 2022 includes purchase accounting related to the fair value of inventory from the Business Combination and increased amortization and depreciation expenses resulting from increased intangible assets and increased fair values of property, plant, and equipment, respectively, from the Business Combination. Finally, cost of revenues for the Predecessor Stub Period and unaudited six months ended June 30, 2021 includes costs from purchase accounting related to the fair value of inventory from previous acquisitions that no longer impact the year ended December 31, 2022.

Cost of revenues related to the Technologies segment decreased \$9.6 million period over period. The decrease was primarily driven by a decrease in manufacturing supplies and materials costs due to delays in contract execution related to the overall revenue decrease in the Technologies segment, as well as lower costs from foreign exchange impacts in Europe. Offsetting the decrease in Cost of revenues were increased costs due to inflation, inventory write-offs due to defective circuit boards, the increased amortization and depreciation expenses from the Business Combination, additional costs for the purchase accounting related to the fair value of inventory from the Business Combination, and an incremental cost of revenues related to the SIS acquisition made in the year ended December 31, 2022. Finally, cost of revenues for the Predecessor Stub Period and unaudited six months ended June 30, 2021 includes costs from purchase accounting related to the fair value of inventory from previous acquisitions that no longer impact the year ended December 31, 2022.

### *Selling, general and administrative expenses*

Selling, general and administrative (“SG&A”) expenses were \$362.3 million for the year ended December 31, 2022 and \$70.1 million, \$101.6 million, and \$127.1 million for the Successor Stub Period, Predecessor Stub Period, and unaudited six months ended June 30, 2021, respectively, resulting in an increase of \$63.5 million.

Our Medical segment incurred higher SG&A expenses of \$33.0 million for the year ended December 31, 2022. The increase was primarily due to the impact of the increased amortization expense resulting from intangible assets acquired in the Business Combination, the CIRS acquisition in the Medical segment and increased compensation expenses and increased receivable reserves related to switching distributors in China. Our Technologies segment incurred higher SG&A

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expenses of \$37.4 million for the year ended December 31, 2022. The increase was primarily driven by the increased amortization expense resulting from intangible assets acquired in the Business Combination, as well as increased receivable reserves related to a Russian based customer.

Corporate SG&A expenses were \$105.8 million for the year ended December 31, 2022, resulting in a decrease in SG&A expenses of \$6.9 million. The decrease was primarily driven by the decrease in other costs related to company-wide initiatives including legal and professional fees related to the Business Combination and reduced restructuring cost in the current year. The decrease was offset by an increase in stock-based compensation expense under the 2021 Omnibus Incentive Plan and Profit Interests (see Note 15, *Stock-Based Compensation*, to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K), impairment charges related to a business held for sale and an equity investment, an increase in compensation expense, an increase in Corporate insurance, and higher professional services mostly due to becoming a public company.

### *Research and development*

Research and development (“R&D”) expenses were \$30.3 million for the year ended December 31, 2022 and \$6.7 million, \$10.3 million, and \$19.2 million for the Successor Stub Period, Predecessor Stub Period, and unaudited six months ended June 30, 2021, respectively, resulting in a decrease of \$5.9 million. The decrease in R&D expense was primarily a result of a reduction in R&D program spend of \$2.8 million in the Medical segment and \$2.9 million in the Technologies segment for the year ended December 31, 2022.

### *Goodwill impairment*

Goodwill impairment charges were \$211.8 million for the year ended December 31, 2022. In the second quarter of the year ended December 31, 2022, the Company concluded that a triggering event had occurred in the RMS reporting unit of the Technologies segment as a result of the Russia-Ukraine conflict during the year. Based on the quantitative test for the RMS reporting unit, the Company determined that the carrying value exceeded the fair value. As such, the Technologies segment recognized its best estimate of a non-cash impairment loss in the amount of \$55.2 million (see Note 8, *Goodwill and intangible assets*, to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K).

In the fourth quarter of the year ended December 31, 2022, the Company performed its annual impairment test for all reporting units. The results of the analysis indicated that carrying values of the DMD EA (Technologies segment) and DSD (Medical segment) reporting units were in excess of their respective fair values. Therefore, the Company recorded non-cash impairment losses of \$69.3 million and \$87.3 million for the DMD EA and DSD reporting units, respectively, in the caption Goodwill impairment in our consolidated statements of operations (see Note 8, *Goodwill and intangible assets*, to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K).

### *(Loss) income from operations*

Loss from operations were \$297.8 million for the year ended December 31, 2022 and \$22.9 million, \$41.6 million, \$4.2 million for the Successor Stub Period, Predecessor Stub Period, and unaudited six months Ended June 30, 2021, which resulted in an increased loss of \$229.1 million. On a segment basis, loss from operations in the Medical segment for the twelve months ended December 31, 2022 and the comparison periods was \$84.4 million and \$6.3 million, respectively, representing an increase of \$78.1 million. Loss from operations in the Technologies segment for the year ended December 31, 2022 was \$98.0 million and income from operations for the comparison periods was \$1.1 million, \$11.7 million and \$47.7 million, respectively, representing an increase of \$158.5 million. Corporate expenses were \$115.4 million for the year ended December 31, 2022 and \$19.7 million, \$54.0 million and \$49.2 million for the Successor Stub Period, Predecessor Stub Period, and unaudited six months Ended June 30, 2021, respectively, representing a decrease in loss from operations of \$7.5 million. See “Business segments” and “Corporate and other” below for further details.

### *Interest expense, net*

Interest expense, net, was \$41.9 million for the year ended December 31, 2022 and \$6.2 million, \$52.8 million and \$86.8 million for the Successor Stub Period, Predecessor Stub Period, and unaudited six months ended June 30, 2021, respectively, representing a \$103.9 million decrease on a period over period basis. \$105.2 million of the decrease is a non-cash decrease in interest related to the Shareholder Notes which were paid in full in connection with the closing of the Business Combination. \$1.3 million is an increase in interest due to a higher interest rate associated with 2021 Credit Agreement as of December 31, 2022 (7.48%) compared to the interest rate for the 2021 Credit Agreement as of December 31, 2021 (3.25%) or that of 2019 Credit Facility as of December 31, 2021 (4.25%) which was paid in full in connection

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with the closing of the Business Combination. For more information, see Note 9, *Borrowings*, to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

### *Foreign currency loss, net*

We recorded a loss of \$4.9 million for the twelve months ended December 31, 2022 and a gain of \$1.9 million for the Successor Stub Period, Predecessor Stub Period, and unaudited six months ended June 30, 2021 from foreign currency exchange. The change in net foreign currency losses is primarily due to depreciation of European local currencies in relation to the U.S. dollar and its impact on certain intercompany loans between Company subsidiaries.

### *Change in fair value of warrant liabilities*

We recognized an unrealized gain of \$37.6 million resulting from a decrease in the fair value of the Public Warrant and Private Placement Warrant liabilities during the year ended December 31, 2022. See Note 18, *Fair Value Measurements*, to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

### *Income taxes*

The effective income tax rate was 5.9% for the year ended December 31, 2022 and 22.8%, 5.0%, and (8.4)% for the Successor Stub Period, Predecessor Stub Period, and unaudited six months ended June 30, 2021, respectively. The difference in the effective income tax rate for the year ended December 31, 2022 and the Successor Stub Period was primarily due to an impairment on our goodwill during the year ended December 31, 2022. The difference in the effective income tax rate between the Successor Stub Period and the prior periods was primarily attributable to the mix of earnings and certain adjustments for the Successor Stub Period as a result of the Business Combination.

The effective income tax rate for the Successor Period differs from the U.S. statutory rate of 21% due primarily to an impairment on our goodwill during the year ended December 31, 2022 and U.S. federal permanent differences. The effective income tax rate for the Predecessor Periods differs from the U.K. statutory rate of 19% due primarily to valuation allowances on certain U.K. losses and nondeductible interest expense.

On August 16, 2022, the U.S. enacted the Inflation Reduction Act that includes a new alternative minimum tax based upon financial statement income (book minimum tax), an excise tax on stock buybacks and tax incentives for energy and climate initiatives, among other provisions. The Inflation Reduction Act is not expected to have a material impact on our consolidated financial statements.

Under the Tax Cuts and Jobs Act of 2017, research and development costs are no longer fully deductible and are required to be capitalized and amortized for U.S. tax purposes effective January 1, 2022. The mandatory capitalization requirement increased our deferred tax assets and cash taxes.

### *Business segments*

The following provides detail for business segment results for the year ended December 31, 2022, Successor Stub Period, Predecessor Stub Period, and unaudited six months ended June 30, 2021, respectively. Segment (loss) income from operations includes revenues of the segment less expenses that are directly related to those revenues but excludes certain charges to cost of revenues and SG&A expenses predominantly related to corporate costs, shared overhead and other costs related to restructuring activities and costs to achieve operational initiatives, which are included in Corporate and Other in the table below. Interest expense, loss on debt extinguishment, foreign currency loss (gain), net, and other expense (income), net, are not allocated to segments.

For reconciliations of segment revenues and operating (loss) income to our consolidated results, see Note 17, *Segment Information*, to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

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### Medical

<i>(Dollars in millions)</i>	Successor		Unaudited Predecessor	
	Year Ended December 31, 2022	From October 20, 2021 through December 31, 2021	From July 1, 2021 through October 19, 2021	Six months ended June 30, 2021
	Revenues	\$ 271.7	\$ 49.2	\$ 60.3
(Loss) income from operations	\$ (84.4)	\$ (4.3)	\$ 0.7	\$ (2.7)
(Loss) income from operations as a % of revenues	(31.1)%	(8.7)%	1.2 %	(2.6)%

Medical segment revenues were \$271.7 million for the year ended December 31, 2022 and \$49.2 million, \$60.3 million, and \$103.6 million for the Successor Stub Period, Predecessor Stub Period, and unaudited six months ended June 30, 2021, respectively, which represents an increase of \$58.6 million. Revenues increased primarily due to the impact of the CIRS acquisition contributing \$14.6 million, the impact of prior year purchase accounting adjustment related to the SNC acquisition which resulted in a revenue reduction in the prior year of \$14.8 million, and an increased revenue of \$32.8 million due to price increases and organic growth. Offsetting the increase in the Medical segment revenues period over period was a negative foreign currency exchange impact by approximately \$2.4 million.

Loss from operations, which excludes non-operational costs, was \$84.4 million for the year ended December 31, 2022 and \$4.3 million for the Successor Stub Period, respectively. Income from operations was \$0.7 million and loss from operations was \$2.7 million for the Predecessor Stub Period and the unaudited six months ended June 30, 2021, respectively, representing an increase in loss from operations of \$78.1 million. The increase in loss from operations period over period was largely due to the goodwill impairment charge of \$87.3 million recognized during the year ended December 31, 2022 in the DSD reporting unit, an increase in amortization expenses of \$23.3 million and depreciation expenses of \$4.8 million, resulting from increased intangible assets and increased fair value of property, plant, and equipment, respectively, from the Business Combination, costs related to CIRS business of \$10.0 million, higher compensation costs of \$5.9 million, higher bad debt reserves related to switching distributors in China of \$1.5 million, and the inflation impact offset by the negative foreign currency exchange impact. Offsetting the increase in loss from operation further were the increase in revenues described above and the prior period inventory step-up of \$3.3 million that no longer impact the year ended December 31, 2022.

### Technologies

<i>(Dollars in millions)</i>	Successor		Unaudited Predecessor	
	Year Ended December 31, 2022	From October 20, 2021 through December 31, 2021	From July 1, 2021 through October 19, 2021	Six months ended June 30, 2021
	Revenues	\$ 446.1	\$ 104.9	\$ 107.7
(Loss) Income from operations	\$ (98.0)	\$ 1.1	\$ 11.7	\$ 47.7
(Loss) Income from operations as a % of revenues	(22.0)%	1.0 %	10.9 %	19.7 %

Technologies segment revenues were \$446.1 million for year ended December 31, 2022 and \$104.9 million, \$107.7 million, and \$242.6 million for the Successor Stub Period, Predecessor Stub Period, and unaudited six months ended June 30, 2021, respectively, representing a decrease of \$9.1 million. The decrease is primarily driven by volume decreases due to both the delays caused by project execution timing from supply chain issues and impacts from the Russia-Ukraine conflict of \$7.0 million and foreign exchange rate fluctuations of \$28.6 million, offset by the price increase of \$13.6 million and the impact of the SIS acquisition in \$15.4 million in 2022.

Loss from operations, which excludes non-operational costs, was \$98.0 million for the year ended December 31, 2022 and Income from operations was \$1.1 million, \$11.7 million, and \$47.7 million for the Successor Stub Period, Predecessor Stub Period, and unaudited six months ended June 30, 2021, respectively. Loss from operations, which excludes non-operational costs, increased \$158.5 million period over period driven primarily by the decrease in revenues described above, the goodwill impairment charge of \$124.5 million recognized during the year ended December 31, 2022 in the RMS and DMD EA reporting units, costs related to SIS business of \$13.2 million, higher cost of revenues including \$5.4 million of inventory step-up, higher amortization of \$33.5 million, both related to the Business Combination purchase accounting, a

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bad debt reserve with a Russian customer, inventory write-offs of defective circuit boards, and the inflation impact offset by the negative foreign currency exchange impact. Offsetting the increase further was the prior period inventory step-up of \$12.6 million that no longer impact the year ended December 31, 2022.

### *Corporate and other*

Corporate and other costs include costs associated with our corporate headquarters located in Georgia, as well as centralized global functions including Executive, Finance, Legal and Compliance, Human Resources, Technology, Strategy, and Marketing and other costs related to company-wide initiatives (e.g., Business Combination transaction expenses, merger and acquisition activities, restructuring and other initiatives).

Corporate and other costs were \$115.4 million for the year ended December 31, 2022 and \$19.7 million, \$54.0 million, and \$49.2 million for the Successor Stub Period, Predecessor Stub Period, and unaudited six months ended June 30, 2021, respectively, which represents a decrease of \$7.5 million. The decrease in the year ended December 31, 2022 was predominantly driven by a \$34.6 million decrease in other costs related to company-wide initiatives including legal and professional fees related to the Business Combination that occurred during the Successor Stub Period and a \$7.2 million reduction in operations and information technology integration costs. The decrease was offset by an increase in stock-based compensation expense of \$15.6 million (see Note 15, *Stock-Based Compensation*, to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K), an increase in impairment charges of \$7.0 million related to a business held for sale and an equity investment, and an increase in compensation expense, facility costs (including Corporate insurance) and professional services in the amount of \$10.8 million mostly due to becoming a public company. For reconciliations of segment operating income and corporate and other costs to our consolidated results, see Note 17, *Segment Information*, to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

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### Periods from October 20, 2021 through December 31, 2021 (Successor) and July 1, 2021 through October 19, 2021 (Predecessor Stub Period) Compared to Unaudited Six Months Ended December 31, 2020 (Predecessor)

<i>(Dollars in millions)</i>	Successor	Predecessor	
	From October 20, 2021 through December 31, 2021	From July 1, 2021 through October 19, 2021	Six Months Ended December 31, 2020 (unaudited)
Revenues	\$ 154.1	\$ 168.0	\$ 265.4
Cost of revenues	100.2	97.7	155.8
Gross profit	53.9	70.3	109.6
Selling, general and administrative expenses	70.1	101.6	84.0
Research and development	6.7	10.3	10.3
Income (loss) from operations	(22.9)	(41.6)	15.3
Interest expense, net	6.2	52.8	76.4
Foreign currency loss (gain), net	1.6	(0.6)	16.3
Change in fair value of warrant liabilities	(1.2)	—	—
Other expense (income), net	0.3	1.6	(0.3)
Loss on debt extinguishment	—	15.9	—
Loss before benefit from income taxes	(29.8)	(111.3)	(77.1)
Benefit from income taxes	(6.8)	(5.6)	(17.4)
Net loss	(23.0)	(105.7)	(59.7)
Loss attributable to noncontrolling interests	(0.8)	—	—
Net loss attributable to stockholders	<u>\$ (22.2)</u>	<u>\$ (105.7)</u>	<u>\$ (59.7)</u>

#### Overview

Revenues were \$154.1 million for the Successor Period from October 20, 2021 through December 31, 2021 and \$168.0 million for the Predecessor Stub Period from July 1, 2021 through October 19, 2021. The increase of \$56.7 million from the six months ended December 31, 2020 was primarily driven by acquisitions in the Medical segment and organic growth in the Medical segment. Cost of revenues was \$100.2 million for the Successor Period and \$97.7 million in the Predecessor Stub Period which increased 27.0% compared to the unaudited six months ended December 31, 2020, reflecting the increase in revenues. Gross profit increased by \$14.6 million from the unaudited six months ended December 31, 2020. There was a net loss attributable to stockholders of \$22.2 million for the Successor Period and \$105.7 million for the Predecessor Stub Period. Net loss for the unaudited six months ended December 31, 2020 was \$59.7 million. There was a \$68.2 million increase in net loss as a result of the increase in gross profit, more than offset by higher SG&A expenses of \$87.7 million, primarily driven by the impact of acquisitions in the Medical segment, increased non-operational legal and professional fees incurred to prepare for being a public company, and stock-based compensation expense. Offsetting the increase in net loss period over period was decreased net interest expense of \$17.4 million, the positive impact of foreign currency exchange of \$15.3 million, a gain recognized on the change in fair value of warrant liabilities of \$1.2 million, offset by a net increase in income tax benefit of \$5.0 million and a net increase in other expense (income), net of \$2.3 million. The impact of purchase accounting related to the fair value adjustment of deferred revenue for the SNC acquisition reduced revenue for the Successor and Predecessor Stub Periods by \$6.8 million. The impact of purchase accounting related to the fair value of inventory increased cost of revenues by \$15.8 million for the Successor Period and \$0.5 million for the unaudited six months ended December 31, 2020. The impact of purchase accounting related to the fair values of intangible assets and property, plant, and equipment for the Business Combination resulted in increased amortization and depreciation expense and increased net loss by \$18.7 million and \$1.3 million, respectively.

#### Revenues

Revenues were \$154.1 million for the Successor Period and \$168.0 million for the Predecessor Stub Period. Revenues increased \$56.7 million from the unaudited six months ended December 31, 2020. The majority of the increase was a result of the acquisitions in the Medical segment contributing \$61.3 million (of which \$53.9 million was generated by SNC, \$5.1 million by Biodex, \$1.5 million by CIRS, and \$0.8 million by other acquisitions) and a \$3.2 million increase due to organic growth. Technologies segment revenues decreased \$0.7 million, primarily driven by foreign exchange rate fluctuations of \$2.5 million offset by a \$1.8 million increase due to organic growth. The impact of purchase accounting related to the fair

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value adjustment of deferred revenue for the SNC acquisition reduced Medical segment revenues for the Successor and Predecessor Stub Periods by \$2.3 million and \$4.5 million, respectively.

By segment, revenues for the Successor and Predecessor Period were \$49.2 million and \$60.3 million in the Medical segment, respectively, and \$104.9 million and \$107.7 million in the Technologies segment for the Successor and Predecessor Periods, respectively. Movements in revenues by segment are detailed in the “Business Segments” section below.

### *Cost of revenues*

Cost of revenues was \$100.2 million for the Successor Period and \$97.7 million for the Predecessor Stub Period. Cost of Revenues for the unaudited six months ended December 31, 2020 were \$155.8 million. Cost of revenues as a percentage of revenues was 65.0% for the Successor Period, 58.2% for the Predecessor Stub Period, and 58.7% for the six months ended December 31, 2020. The increase in the Successor Period was driven by purchase accounting related to the fair value of inventory from the Business Combination. In addition, cost of revenues increased over the unaudited six months ended December 31, 2020 due to acquisitions in our Medical segment (\$25.9 million combined from SNC, Biodex, CIRS, and other acquisitions) and an increase in our Technologies segment cost of revenues of \$0.7 million offset by a decrease due to the impacts from foreign currency exchange rate fluctuations of \$1.9 million. Cost of revenues for the Successor Period includes \$15.8 million due to purchase accounting related to the fair value of inventory from the Business Combination, \$0.9 million of increased amortization expense resulting from increased intangible assets from the Business Combination, and \$1.1 million of increased depreciation expense resulting from increased fair values of property, plant, and equipment from the Business Combination. Cost of revenues for the unaudited six months ended December 31, 2020 includes \$0.5 million due to purchase accounting related to the fair value of inventory from previous acquisitions.

### *Selling, general and administrative expenses*

Selling, general and administrative (“SG&A”) expenses were \$70.1 million for the Successor Period and \$101.6 million for the Predecessor Stub Period. SG&A expenses were \$84.0 million for the unaudited six months ended December 31, 2020, resulting in an increase of \$87.7 million. The primary drivers behind the increase in SG&A expenses were the impact of acquisitions in the Medical segment (\$20.8 million combined from SNC, Biodex, and CIRS), a \$28.4 million increase related to the Business Combination and costs to prepare for becoming a public company, and a \$14.6 million increase in stock based compensation expense related to the Profits Interests (see Note 15, *Stock-based compensation*). SG&A for the Successor Period includes \$17.8 million of increased amortization expense resulting from increased intangible assets from the Business Combination and \$0.2 million of increased depreciation expense resulting from increased fair values of property, plant, and equipment from the Business Combination.

### *Research and development*

Research and development (“R&D”) expenses were \$6.7 million for the Successor Period and \$10.3 million for the Predecessor Stub Period. R&D expenses were \$10.3 million for the unaudited six months ended December 3, 2020, resulting in an increase of \$6.7 million. The increase in R&D expense was primarily a result of the prior period acquisitions in our Medical segment (\$9.7 million combined from SNC, Biodex, and CIRS), partially offset by a decrease in R&D activity expensed in our Technologies segment of \$2.2 million.

### *Income (loss) from operations*

Loss from operations was \$22.9 million for the Successor Period and \$41.6 million for the Predecessor Stub Period. Income from operation was \$15.3 million during the unaudited six months ended December 31, 2020 which resulted in an increased loss of \$79.8 million. On a segment basis, income (loss) from operations in the Medical segment for the Successor Period and Predecessor Stub Period was \$(4.3) million and \$0.7 million, respectively, which includes \$16.2 million and \$4.5 million, respectively, in purchase accounting impacts described in revenues, cost of revenues, and SG&A above. Income from operations in the Technologies segment for the Successor Period and Predecessor Stub Period was \$1.1 million and \$11.7 million, respectively, which includes \$21.4 million in purchase accounting impacts described in cost of revenues and SG&A above in the Successor Period. Corporate expenses were \$19.7 million and \$54.0 million for the Successor Period and Predecessor Stub Period, respectively. See “Business segments” and “Corporate and other” below for further details.



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### *Interest expense, net*

Interest expense, net, was \$6.2 million for the Successor Period and \$52.8 million for the Predecessor Stub Period. Interest expense, net, was \$76.4 million for the unaudited six months ended December 31, 2020. The \$17.4 million change is a non-cash decrease in interest related to the Shareholder Notes which were paid in full in connection with the closing of the Business Combination. See Note 9, *Borrowings*, to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

### *Loss on debt extinguishment*

Loss on debt extinguishment in the Predecessor Stub Period of \$15.9 million is the result of the write-off of previously deferred financing costs related to the 2019 Credit Facility that was extinguished in connection with the Business Combination. See Note 9, *Borrowings*, to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

### *Foreign currency (gain) loss, net*

The Company recorded a loss of \$1.6 million for the Successor Period and a gain of \$0.6 million for the Predecessor Stub Period from foreign currency exchange. The Company recorded a loss of \$16.3 million for the unaudited six months ended December 31, 2020, from foreign currency exchange. The change in net foreign currency losses is due to appreciation in European and Canadian local currencies in relation to the U.S. dollar and primarily related to our Euro debt in the prior year comparable period.

### *Change in fair value of warrant liabilities*

The Company recognized an unrealized gain of \$1.2 million resulting from an increase in the fair value of the Public Warrant and Private Placement Warrant liabilities during the Successor Period. See Note 18, *Fair Value Measurements*, to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

### *Income taxes*

Income tax benefit was \$6.8 million for the Successor Period and \$5.6 million for the Predecessor Stub Period. Income tax benefit was \$17.4 million for the unaudited six months ended December 31, 2020. Income tax benefit in the Successor Period differed from income tax benefit in the Predecessor Stub Period and the unaudited six months ended December 31, 2020, primarily due to changes in valuation allowances.

### *Business segments*

The following provides detail for business segment results for the Successor Period, the Predecessor Stub Period, and the unaudited six months ended December 31, 2020. Segment income from operations includes revenues of the segment less expenses that are directly related to those revenues but excludes certain charges to cost of revenues and SG&A expenses predominantly related to corporate costs, shared overhead and other costs related to restructuring activities and costs to achieve operational initiatives, which are included in Corporate and Other in the table below. Interest expense, loss on debt extinguishment, foreign currency loss (gain), net, and other expense (income), net, are not allocated to segments.

For reconciliations of segment revenues and operating income to our consolidated results, see Note 17, *Segment Information*, to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

### *Medical*

	Successor	Predecessor	
	From October 20, 2021 through December 31, 2021	From July 1, 2021 through October 19, 2021	Six Months Ended December 31, 2020 (unaudited)
<i>(Dollars in millions)</i>			
Revenues	\$ 49.2	\$ 60.3	\$ 52.1
Income (loss) from operations	\$ (4.3)	\$ 0.7	\$ 8.7
Income (loss) from operations as a % of revenues	(8.7)%	1.2 %	16.7 %

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Medical segment revenues were \$49.2 million for the Successor Period and \$60.3 million for the Predecessor Stub Period, which is an increase of \$57.4 million from Medical segment revenues of \$52.1 million for the unaudited six months ended December 31, 2020. Revenues increased primarily due to the impact of acquisitions contributing \$61.3 million (of which \$53.9 million was generated by SNC, \$5.1 million by Biodex, \$1.5 million by CIRS, and \$0.8 million by other acquisitions) and an increase of \$3.2 million in our legacy business due to organic growth. Additionally, foreign currency exchange rates positively impacted Medical revenues by approximately \$0.3 million. The impact of purchase accounting related to the fair value adjustment of deferred revenue for the SNC acquisition reduced Medical segment revenues for the Successor and Predecessor Stub Periods by \$2.3 million and \$4.5 million, respectively.

Loss from operations, which excludes non-operational costs, was \$4.3 million for the Successor Period and income from operations was \$0.7 million for the Predecessor Stub Period. Income from operations, which excludes non-operational costs, was \$8.7 million for the unaudited six months ended December 31, 2020, representing a decrease in income from operations of \$12.3 million. Income from operations as a percentage of revenues decreased approximately 20.0% largely due to the lower margins and higher operating expenses of acquisitions, driven in large part by amortization expense (reducing margins by \$1.6 million and increasing operating expenses by \$5.8 million). Additionally, income from operations as a percentage of revenues was impacted in the Successor Period by a \$2.3 million reduction in revenue resulting from purchase accounting related to the SNC acquisition; increases in cost of revenues resulting from the purchase accounting impacts on inventory, amortization, and depreciation in connection with the Business Combination of \$3.2 million, \$2.0 million, and \$0.8 million, respectively; and increases in SG&A expenses resulting from the purchase accounting impacts on amortization and depreciation in connection with the Business Combination of \$8.3 million and \$0.1 million, respectively. Income from operations as a percentage of revenues was impacted in the Predecessor Stub Period by a \$4.5 million reduction in revenue resulting from purchase accounting related to the SNC acquisition, and in the unaudited six months ended December 31, 2020 by a \$0.5 million due to purchase accounting related to the fair value of inventory from previous acquisitions.

### *Technologies*

<i>(Dollars in millions)</i>	Successor	Predecessor	
	From October 20, 2021 through December 31, 2021	From July 1, 2021 through October 19, 2021	Six Months Ended December 31, 2020 (unaudited)
Revenues	\$ 104.9	\$ 107.7	\$ 213.3
Income from operations	\$ 1.1	\$ 11.7	\$ 33.8
Income from operations as a % of revenues	1.0 %	10.9 %	15.8 %

Technologies segment revenues were \$104.9 million for the Successor Period and \$107.7 million for the Predecessor Stub Period, which was a slight decrease of \$0.7 million from revenues of \$213.3 million for the unaudited six months ended December 31, 2020. The slight decrease is primarily driven by foreign exchange rate fluctuations of \$2.5 million offset by a \$1.8 million increase due to organic growth.

Income from operations, which excludes non-operational costs, was \$1.1 million for the Successor Period and \$11.7 million for the Predecessor Stub Period. Income from operations, which excludes non-operational costs, was \$33.8 million for the period ending December 31, 2020, representing a decrease of \$21.0 million driven primarily by higher cost of revenues including \$12.6 million of inventory step-up and higher amortization of \$8.4 million, both related to the Business Combination purchase accounting.

### *Corporate and other*

Corporate and other costs include costs associated with our corporate headquarters located in Georgia, as well as centralized global functions including Executive, Finance, Legal and Compliance, Human Resources, Technology, Strategy, and Marketing and other costs related to company-wide initiatives (e.g., Business Combination transaction expenses, merger and acquisition activities, restructuring and other initiatives).

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Corporate and other costs were \$19.7 million for the Successor period and \$54.0 million for the Predecessor Stub Period which is an increase of \$46.7 million when compared to the unaudited six months ended December 31, 2020. The increase versus the comparable period was predominantly driven by \$28.4 million of fees related to the Business Combination and costs to prepare for becoming a public company, an increase in stock-based compensation expense of \$14.6 million related to the Profits Interests (see Note 15, *Stock based compensation*), \$2.0 million increase in other costs related to company-wide initiatives (\$4.2 million in operations and information technology integrations, \$1.6 million in restructuring costs, partially offset by \$3.6 million in lower merger and acquisition costs), an increase of \$1.8 million in compensation expense, \$0.9 million increase in facility costs and \$0.9 million increase in corporate insurance mostly due to becoming a public company. For reconciliations of segment operating income and corporate and other costs to our consolidated results, see Note 17, *Segment Information*, to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

## Quarterly Results of Operations

The following table sets forth selected unaudited quarterly financial data for the quarters during the current fiscal year and during the year ended December 31, 2022. The information for each of these periods reflects all adjustments that are of a normal, recurring nature and that we consider necessary for a fair presentation of our operating results for such periods. The results of operations presented should be read in conjunction with our audited consolidated financial statements and notes thereto appearing elsewhere in this document and are not necessarily indicative of our operating results for any future period. Revenues for certain quarters/periods are impacted by the capital spending patterns of government customers, which are influenced by budgetary considerations and driven by timing of fiscal year-ends.

(In millions)	For the three months ended							
	December 31, 2023	September 30, 2023	June 30, 2023	March 31, 2023	December 31, 2022	September 30, 2022	June 30, 2022	March 31, 2022
Net loss	\$ (14.5)	\$ (12.9)	\$ (28.4)	\$ (42.9)	\$ (159.7)	\$ (50.4)	\$ (59.3)	\$ (19.0)
EBITA <sup>(1)(2)</sup>	\$ 28.2	\$ 33.2	\$ 17.2	\$ 4.5	\$ (114.6)	\$ (7.1)	\$ (20.8)	\$ 23.6
EBITDA <sup>(1)(2)</sup>	\$ 36.4	\$ 41.1	\$ 24.8	\$ 12.3	\$ (106.8)	\$ 0.3	\$ (13.5)	\$ 29.8
Adjusted EBITDA <sup>(1)(2)</sup>	\$ 61.0	\$ 38.8	\$ 44.3	\$ 36.6	\$ 56.4	\$ 30.8	\$ 42.6	\$ 34.9

- (1) EBITA is a non-GAAP measure defined as U.S. GAAP net income (loss) before net interest expenses (including loss on debt extinguishment), income tax (benefit) provision, and amortization. EBITDA is a non-GAAP measure defined as income before net interest expense (including loss on debt extinguishment), income tax (benefit) provision, and depreciation (including finance lease amortization) and amortization. EBITA and EBITDA are not terms defined under U.S. GAAP and do not purport to be alternatives to net income as measures of operating performance or to cash flows from operating activities as measures of liquidity. Additionally, EBITA and EBITDA are not intended to be measures of free cash flow available for management's discretionary use as they do not consider certain cash requirements such as interest payments, tax payments and debt service requirements.

Adjusted EBITDA is a non-GAAP measure defined as EBITDA excluding the items described in our previous non-GAAP table above. Adjusted EBITDA is used by management as a measure of operating performance. We believe that the inclusion of supplementary adjustments to EBITDA applied in presenting Adjusted EBITDA is appropriate to provide additional information to investors about our results of operations that management utilizes on an ongoing basis to assess our core operating performance.

EBITA, EBITDA and Adjusted EBITDA may not be comparable to similarly titled measures used by other companies. You should not consider our EBITA, EBITDA and Adjusted EBITDA as alternatives to operating income (loss) or net income (loss), determined in accordance with U.S. GAAP.

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- (2) The following table reconciles non-GAAP measures EBITA, EBITDA and Adjusted EBITDA to the most directly comparable U.S. GAAP financial performance measure, which is net loss:

(In millions)	For the three months ended							
	December 31, 2023	September 30, 2023	June 30, 2023	March 31, 2023	December 31, 2022	September 30, 2022	June 30, 2022	March 31, 2022
<b>Net loss</b>	\$ (14.5)	\$ (12.9)	\$ (28.4)	\$ (42.9)	\$ (159.7)	\$ (50.4)	\$ (59.3)	\$ (19.0)
Interest expense, net	14.4	14.2	13.6	14.9	12.5	13.1	8.4	7.9
Income tax (benefit) provision	(3.5)	(0.8)	(1.2)	(1.1)	(1.7)	(5.0)	(7.4)	(4.1)
Amortization	31.8	32.7	33.2	33.6	34.3	35.2	37.5	38.8
<b>EBITA</b>	\$ 28.2	\$ 33.2	\$ 17.2	\$ 4.5	\$ (114.6)	\$ (7.1)	\$ (20.8)	\$ 23.6
Depreciation	8.2	7.9	7.6	7.8	7.8	7.4	7.3	6.2
<b>EBITDA</b>	\$ 36.4	\$ 41.1	\$ 24.8	\$ 12.3	\$ (106.8)	\$ 0.3	\$ (13.5)	\$ 29.8
Stock-based compensation expense	4.2	6.1	6.0	5.6	7.0	8.5	8.5	7.8
Increase (decrease) in fair value of warrant liabilities	18.5	(12.8)	5.7	13.4	(10.1)	12.0	(19.6)	(19.9)
Goodwill impairment	—	—	—	—	156.6	—	55.2	—
Other impairments	—	—	—	—	4.5	2.5	—	—
Debt extinguishment	—	—	—	2.6	—	—	—	—
Foreign currency (gain) loss, net	(1.3)	1.5	(0.2)	(0.3)	(3.0)	3.1	3.3	1.5
Cost of revenues impact from inventory valuation purchase accounting	—	—	—	—	—	—	—	6.3
Non-operating expenses	3.2	2.9	8.0	3.0	8.2	4.4	8.7	9.4
<b>Adjusted EBITDA</b>	\$ 61.0	\$ 38.8	\$ 44.3	\$ 36.6	\$ 56.4	\$ 30.8	\$ 42.6	\$ 34.9

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### **Liquidity and Capital Resources**

#### *Overview of Liquidity*

Our primary future cash needs relate to working capital, operating activities, capital spending, strategic investments, and debt service.

Mirion management believes that net cash provided by operating activities, augmented by long-term debt arrangements, will provide adequate liquidity for the next 12 months of independent operations, as well as the resources necessary to invest for growth in existing businesses and manage its capital structure on a short- and long-term basis. Access to capital and availability of financing on acceptable terms in the future will be affected by many factors, including our credit rating, economic conditions, and the overall liquidity of capital markets. There can be no assurance of continued access to financing from the capital markets on acceptable terms or at all.

At December 31, 2023 and December 31, 2022, we had \$128.8 million and \$73.5 million, respectively, in cash and cash equivalents, which include amounts held by entities outside of the United States of approximately \$105.4 million and \$66.4 million, respectively, primarily in Europe and Canada. Non-U.S. cash is generally available for repatriation without legal restrictions, subject to certain taxes, mainly withholding taxes. We are asserting indefinite reinvestment of cash for certain non-U.S. subsidiaries. The Company has alternative repatriation options other than dividends should the need arise. The 2021 Credit Agreement provides for up to \$90.0 million of revolving borrowings. The amount available on the revolver as of December 31, 2023 and December 31, 2022 was approximately \$73.3 million and \$80.6 million, respectively.

There is a discussion in Note 9, *Borrowings*, of the Consolidated Financial Statements included elsewhere in this Form 10-K of the long-term debt arrangements issued by Mirion. For more information on our lease commitments, see Note 10, *Leased Assets*, of the Consolidated Financial Statements and for other commitments and contingencies, see Note 11, *Commitments and Contingencies* to the Consolidated Financial Statements, included elsewhere in this Annual Report on Form 10-K.

### **Debt Profile**

#### *2021 Credit Agreement*

On the Closing Date, certain subsidiaries of the Company entered into a credit agreement (the "2021 Credit Agreement") among Mirion Technologies (HoldingSub2), Ltd., a limited liability company incorporated in England and Wales, as Holdings, Mirion Technologies (US Holdings), Inc., as the Parent Borrower, Mirion Technologies (US), Inc., as the Subsidiary Borrower, the lending institutions party thereto, Citibank, N.A., as the Administrative Agent and Collateral Agent and Goldman Sachs Lending Partners, Citigroup Global Markets Inc., Jefferies Finance LLC and JPMorgan Chase Bank, N.A., as the Joint Lead Arrangers and Bookrunners. The 2021 Credit Agreement refinanced and replaced an earlier credit facility (the "2019 Credit Facility").

The 2021 Credit Agreement provides for an \$830.0 million senior secured first lien term loan facility and a \$90.0 million senior secured revolving facility (collectively, the "Credit Facilities"). Funds from the Credit Facilities are permitted to be used in connection with the Business Combination and related transactions, to refinance the 2019 Credit Facility referred to above and for general corporate purposes. The term loan facility is scheduled to mature on October 20, 2028 and the revolving facility is scheduled to expire and mature on October 20, 2026. The agreement requires the payment of a commitment fee of 0.50% per annum for unused revolving commitments, subject to stepdowns to 0.375% per annum and 0.25% per annum upon the achievement of specified leverage ratios. Any outstanding letters of credit issued under the 2021 Credit Agreement reduce the availability under the revolving line of credit.

The 2021 Credit Agreement is secured by a first priority lien on the equity interests of the Parent Borrower owned by Holdings and substantially all of the assets (subject to customary exceptions) of the borrowers and the other guarantors thereunder. Interest with respect to the facilities is based on, at the option of the borrowers, (i) a customary base rate formula for borrowings in U.S. dollars or (ii) a floating rate formula based on LIBOR (with customary fallback provisions described below) for borrowings in U.S. dollars, a floating rate formula based on EURIBOR for borrowings in Euro or a floating rate formula based on SONIA for borrowings in Pounds Sterling, each as described in the 2021 Credit Agreement with respect to the applicable type of borrowing. The 2021 Credit Agreement includes fallback language that seeks to either facilitate an agreement with our lenders on a replacement rate for LIBOR in the event of its discontinuance or that automatically replaces LIBOR with benchmark rates based on the Secured Overnight Financing Rate ("SOFR") or other benchmark replacement rates upon triggering events.

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On June 23, 2023, the 2021 Credit Agreement was amended, among other things, to replace the interest rate based on the London interbank offered rate (“LIBOR”) and related LIBOR-based mechanics applicable to U.S. Dollar borrowings under the Existing Credit Agreement with an interest rate based on SOFR (including, solely with respect to currently outstanding term loans, a customary spread adjustment of 0.11448%, 0.26161% and 0.42826% for borrowings with interest periods of 1, 3 and 6 months, respectively) and related SOFR-based mechanics. The interest rate under the 2021 Credit Agreement was 8.40% and 7.48% as of December 31, 2023 and December 31, 2022, respectively.

The 2021 Credit Agreement contains customary representations and warranties as well as customary affirmative and negative covenants and events of default. The negative covenants include, among others and in each case subject to certain thresholds and exceptions, limitations on incurrence of liens, limitations on incurrence of indebtedness, limitations on making dividends and other distributions, limitations on engaging in asset sales, limitations on making investments, and a financial covenant that the “First Lien Net Leverage Ratio” (as defined in the 2021 Credit Agreement) as of the end of any fiscal quarter is not greater than 7.00 to 1.00 if on the last day of such fiscal quarter certain borrowings outstanding under the revolving credit facility exceed 40% of the total revolving credit commitments at such time. The covenants also contain limitations on the activities of Mirion Technologies (HoldingSub2), Ltd. as the “passive” holding company. If any of the events of default occur and are not cured or waived, any unpaid amounts under the 2021 Credit Agreement may be declared immediately due and payable, the revolving credit commitments may be terminated and remedies against the collateral may be exercised.

## Hedges

As a result of the Company’s European operations, we are exposed to fluctuations in exchange rates between the Euro and U.S. dollar (our functional currency). As such, we entered into cross-currency rate swaps during the year ended December 31, 2022 to manage currency risks related to foreign exchange in foreign operations. The Company is also subject to interest rate risk related to the Credit Facilities. As such, we entered into an interest rate swap (notional amount of \$75.0 million) during the year ended December 31, 2023 to mitigate the risk of adverse changes in benchmark interest rates on the Company's future interest payments.

The interest rate swap is a derivative financial instrument that has been designated and qualify as a cash flow hedge. The changes in the fair values of the cash flow hedge are recorded in accumulated other comprehensive loss (“AOCL”) and are reclassified into the line item in our Consolidated Statements of Operations in which the hedged items are recorded in the same period the hedged items affect earnings. The changes in the fair values of hedges that are determined to be ineffective are immediately reclassified from AOCL into earnings. During the year ended December 31, 2023, the new interest rate swap resulted in gains of \$0.1 million recognized in other comprehensive income (“OCI”), respectively. Gains of \$0.6 million were recognized in income through interest expense and reclassified from OCI during the same periods.

The cross-currency rate swaps are derivative financial instruments that have been designated and qualify as hedges of net investments in our foreign operations. Accordingly, the changes in the fair values of the swaps are recognized in net investment hedges adjustments, a component of accumulated other comprehensive loss (“AOCL”), to offset the changes in the values of the net investments being hedged. Any ineffective portions of net investment hedges are reclassified from AOCL into earnings during the period of change. The following table summarizes the notional values and pretax impact of changes in the fair values of instruments designated as net investment hedges (in millions):

	Notional Amount		Gain (Loss) Recognized in AOCL		
	As of		Year Ended December 31, 2023	Year Ended December 31, 2022	From October 20, 2021 through December 31, 2021
	December 31, 2023	December 31, 2022			
Cross-currency rate swaps	€ 238.8	€ 238.8	\$ (10.4)	\$ (12.9)	\$ —
Total	€ 238.8	€ 238.8	\$ (10.4)	\$ (12.9)	\$ —

For more discussion of the hedges of net investments, see Note 18, *Fair Value Measurement*, and Note 19, *Derivatives and Hedging*, to the Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K.

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### Cash flows

(In millions)	Successor			Unaudited Predecessor		
	Fiscal Year Ended December 31, 2023	Fiscal Year Ended December 31, 2022	From October 20, 2021 through December 31, 2021	From July 1, 2021 through October 19, 2021	Six Months Ended June 30, 2021	Six Months Ended December 31, 2020
Net cash provided by (used in) operating activities	\$ 95.2	\$ 39.4	\$ (12.2)	\$ 13.1	\$ 33.7	\$ 19.4
Net cash used in investing activities	\$ (64.7)	\$ (39.5)	\$ (2,189.4)	\$ (12.5)	\$ (28.9)	\$ (284.5)
Net cash (used in) provided by financing activities	\$ 22.6	\$ (7.0)	\$ 1,537.7	\$ 1.0	\$ (9.9)	\$ 249.3

#### Year ended December 31, 2023 (Successor) as compared to year ended December 31, 2022 (Successor)

##### *Net Cash Provided by (Used in) Operating Activities*

Operating activities provided net cash of \$95.2 million for the year ended December 31, 2023 (Successor), as compared to net cash provided of \$39.4 million for the year ended December 31, 2022 (Successor). The increase in net cash provided of \$55.8 million is due to improved net income of \$18.1 million after adjusting for non-cash items with the remainder due to increased cash from net working capital, specifically from reduced inventory levels due to a more favorable supply chain and collections on contract assets and liabilities in the current year.

##### *Net Cash Used in Investing Activities*

Net cash used in investing activities was \$64.7 million for the year ended December 31, 2023 (Successor) as compared to used net cash of \$39.5 million for the year ended December 31, 2022 (Successor). The increase in net cash used of \$25.2 million was driven primarily by the \$31.4 million cash consideration paid for the Asset Purchase of EC2 during the year ended 2023 as compared to \$6.6 million of cash consideration paid for the purchase of the Critical Infrastructure business of Collins Aerospace, offset by an increase of \$3.3 million in interest received on the cross currency swaps that were entered into during the fourth quarter of 2022 (see Note 19, *Derivatives and Hedging*, to the Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K).

##### *Net Cash (Used in) Provided by Financing Activities*

Financing activities provided net cash of \$22.6 million for the year ended December 31, 2023 (Successor) as compared to net cash used of \$7.0 million during the year ended December 31, 2022 (Successor). The increase in net cash provided of \$29.6 million primarily relates to the \$150.0 million proceeds received on the T. Rowe direct investment offset by increased debt repayments of approximately \$120.7 million (see "*Recent Developments*" above).

#### For the Year Ended December 31, 2022 (Successor) Compared to the Successor Stub Period from October 20, 2021 through December 31, 2021, Predecessor Stub Period from July 1, 2021 through October 19, 2021, and unaudited Six Months Ended June 30, 2021

##### *Net Cash Provided by (Used in) Operating Activities*

Operating activities provided net cash of \$39.4 million for the year ended December 31, 2022 (Successor), used net cash of \$12.2 million for the Successor Stub Period, provided net cash of \$13.1 million for the Predecessor Stub Period, and provided net cash of \$33.7 million for the six months ended June 30, 2021 (Predecessor), representing an increase of \$4.8 million.

The increase is partially due to our net loss, adjusted for non-cash items, improving by \$27.9 million; net loss increased by \$65.0 million but was offset by a net increase of non-cash add-backs of \$92.9 million. Non-cash add-backs to net income increased primarily due to a \$211.8 million increase related to goodwill impairment expense, \$62.3 million due to increased depreciation and amortization expense, and \$17.3 million due to increased stock-based compensation expense, partially offset by a decrease of accrual of in-kind interest on notes payable to related parties by \$104.2 million, a decline in the fair value of warrant liabilities of \$36.4 million, a net decline in deferred income taxes of \$22.4 million, a decline in

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loss on debt extinguishment of \$15.9 million, and a \$14.8 million decrease in amortization of deferred revenue step-down due to acquisitions. Cash provided by working capital decreased by \$23.1 million period over period primarily due to a decline in changes in inventories of \$32.2 million, a decline in changes in other liabilities of \$23.0 million, a decline in changes in accounts payable of \$12.1 million, and a decline in changes in deferred contract revenue of \$7.0 million, partially offset by an increase in changes in accounts receivable of \$21.3 million and an increase in changes in other assets of \$16.6 million.

### *Net Cash Used in Investing Activities*

Net cash used in investing activities was \$39.5 million for the year ended December 31, 2022 (Successor), \$2,189.4 million in the Successor Stub Period, \$12.5 million in the Predecessor Stub Period, and \$28.9 million for the six months ended June 30, 2021 (Predecessor). The \$2,191.3 million decline in cash used in investing activities is primarily attributable to decline in acquisition activity of \$2,192.7 million (\$6.6 million of cash consideration paid for the purchase of the Critical Infrastructure business of Collins Aerospace during the year ended December 31, 2022 versus \$2,124.8 million paid for the Business Combination in the Successor Stub Period, \$54.1 million paid for the acquisition of CIRS in the Successor Stub Period, and \$15.0 million paid during the six months ended June 30, 2021 for deferred consideration related to the SNC acquisition).

### *Net Cash (Used in) Provided by Financing Activities*

Net cash used in financing activities was \$7.0 million during the year ended December 31, 2022 (Successor), net cash provided by financing activities was \$1,537.7 million in the Successor Stub Period and \$1.0 million during the Predecessor Stub Period, and net cash used in financing activities was \$9.9 million for the six months ended June 30, 2021 (Predecessor). Cash outflows during the year ended December 31, 2022 (Successor) were primarily driven by \$6.6 million of principal repayments of term loan debt. Net cash inflows during the Successor and Predecessor periods in the year ended December 31, 2021 primarily relate to financing activities associated with the Business Combination including \$807.3 million of borrowings from third-parties, net of discount and issuance costs, \$753.7 million provided by issuances of common stock, net of redemptions, and \$18.7 million of transaction fees reimbursed by the Sellers, partially offset by payments of \$26.3 million in deferred underwriting fees and \$13.3 million of stock issuance costs.

### **From October 20, 2021 through December 31, 2021 (Successor) and July 1, 2021 through October 19, 2021 (Predecessor Stub Period) Compared to Six Months Ended December 31, 2020 (Predecessor)**

### *Net Cash Provided by Operating Activities*

Net cash (used in) or provided by operating activities was \$(12.2) million for the Successor period and \$13.1 million for the Predecessor Stub Period which was a decrease of \$18.5 million over the net cash provided by operating activities of \$19.4 million for the unaudited six months ended December 31, 2020.

The decrease compared to the prior year unaudited comparable period is primarily due to a decrease in cash inflows of \$15.9 million resulting from net loss adjusted for non-cash items, which was predominantly driven by Business Combination transaction fees recorded in the Predecessor Stub Period. Cash from working capital was flat, comparing the Successor and Predecessor Stub Period with the unaudited six months ended December 31, 2020. Within working capital, accounts receivable increased by \$31.9 million as a result of higher billings, accrued expense decreased \$1.9 million and net other assets and liabilities increased \$2.9 million. These working capital cash outflows were mostly offset by an increase in accounts payable of \$14.0 million, a decrease in inventory of \$1.2 million from higher sales and an increase in net, deferred contract revenue and associated deferred costs of \$15.2 million.

### *Net Cash Used in Investing Activities*

Net cash used in investing activities was \$2.2 billion in the Successor period and \$12.5 million in the Predecessor Stub Period. The periods reflected the Business Combination of \$2.1 billion, acquisitions of \$59.5 million, primarily related to CIRS of \$54 million, and capital expenditures of \$6.0 million and \$11.6 million related to property, plant, and equipment and badges in the Successor Period and the Predecessor Stub Period, respectively.

### *Net Cash Provided by Financing Activities*

Net cash provided by financing activities was \$1.5 billion in the Successor period and was immaterial in the Predecessor Stub Period. Cash inflow in the Successor Period related to the Business Combination including \$807.3 million of new borrowings, \$753.7 million from issuance of stock, net of redemptions, \$18.7 million of transaction fees reimbursed by the



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Sellers. These cash inflows were partially offset by \$26.3 million in deferred underwriting fees and \$13.3 million of stock issuance costs.

### **Critical Accounting Policies and Estimates**

Our Consolidated Financial Statements are prepared in accordance with U.S. GAAP. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses and related disclosures. Such estimates are based on historical experience and on various other factors that management believes are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these judgments and estimates under different assumptions or conditions and any such differences may be material. We believe that the accounting policies discussed below are critical to understanding historical and future performance, as these policies relate to the more significant areas involving management's judgments and estimates.

#### *Business combinations*

We account for business acquisitions in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 805, "Business Combinations". This standard requires the acquiring entity in a business combination to recognize all the assets acquired and liabilities assumed in the transaction and establishes the acquisition date fair value as the measurement objective for all assets acquired and liabilities assumed in a business combination. Certain provisions of this standard prescribe, among other things, the determination of acquisition date fair value of consideration paid in a business combination (including contingent consideration) and the exclusion of transaction and acquisition-related restructuring costs from acquisition accounting.

The determination of the fair value of assets acquired and liabilities assumed involves assessments of factors such as the expected future cash flows associated with individual assets and liabilities and appropriate discount rates at the closing date of the acquisition. For non-observable market values, the Company determines fair value using acceptable valuation principles (e.g., multiple excess earnings, relief from royalty and cost methods).

Results of operations for acquired companies are included in our consolidated results of operations from the date of acquisition.

#### *Goodwill*

Goodwill represents the excess of the purchase price paid over the estimated fair value of the net assets acquired and liabilities assumed in the acquisition of a business.

Goodwill has an indefinite useful life, and is not amortized, but instead tested for impairment annually during the fiscal year fourth quarter or more often if events or changes in circumstances indicate that the carrying amount may exceed fair value as set forth in ASC 350, "Intangibles—Goodwill and Other". The Company tests for goodwill impairment at the reporting unit level, which is an operating segment or one level below an operating segment. The amount of goodwill acquired in a business combination that is assigned to one or more reporting units as of the acquisition date is the excess of the purchase price of the acquired businesses (or portion thereof) included in the reporting unit, over the fair value assigned to the individual assets acquired or liabilities assumed from a market participant perspective. Goodwill is assigned to the reporting unit(s) expected to benefit from the synergies of the combination even though other assets or liabilities of the acquired entity may not be assigned to that reporting unit.

ASC 350 allows an optional qualitative assessment as part of annual impairment testing, prior to a quantitative assessment test, to determine whether it is more likely than not that the fair value of a reporting unit exceeds its carrying amount. If a qualitative assessment determines an impairment is more likely than not, the Company is required to perform a quantitative impairment test. Otherwise, no further analysis is required. Alternatively, the Company may elect to proceed directly to the quantitative impairment test.

In conducting a qualitative assessment, the Company analyzes actual and projected growth trends for net sales and margin for each reporting unit, as well as historical performance versus plan and the results of prior quantitative tests performed. Additionally, the Company assesses factors that may impact its business, including macroeconomic conditions and the related impact, market-related exposures, plans to market for sale all or a portion of the business, competitive changes, new or discontinued product lines, changes in key personnel, and any potential risks to projected financial results.

If performed, the quantitative test compares the fair value of a reporting unit with its carrying amount. We determine the fair value of each reporting unit by estimating the present value of expected future cash flows, discounted by the applicable

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discount rate, and peer company multiples. If the carrying value exceeds the fair value, the Company recognizes an impairment loss in the amount equal to the excess, not to exceed the total amount of goodwill allocated to that reporting unit.

### *Intangible Assets*

Intangible assets relate to the value associated with our developed technology, customer relationships, backlog, and trade names at the time of acquisition through business combinations.

The Company determined the fair value of intangible assets acquired through an income approach, using the excess earnings method for customer relationships and backlog. Under the excess earnings method, an intangible asset's fair value is equal to the present value of the incremental after-tax cash flows attributable solely to the intangible asset over its remaining useful life. The relief from royalty method was used to determine the fair value of developed technology and trade name. The valuation models were based on estimates of future operating projections of the acquired business and rights to sell products as well as judgments on the discount rates used and other variables. We determined the forecasts based on a number of factors, including our best estimate of near-term net sales expectations and long-term projections, which include review of internal and independent market analyses. The discount rate used was representative of the weighted average cost of capital.

The customer relationships definite lived intangible assets are amortized using the double declining balance method with estimated useful lives ranging from 6 to 13 years, while all other definite lived intangible assets are amortized on a straight-line basis over their estimated useful lives, ranging from 5 to 16 years for developed technology and 1 to 10 years for trade names and other. The Company regularly evaluates the amortization period assigned to each intangible asset to ensure that there have not been any events or circumstances that warrant revised estimates of useful lives.

### *Revenue Recognition*

The Company recognizes revenue from arrangements that include performance obligations to design, engineer, manufacture, deliver, and install products. The Company identifies a performance obligation for each promise in a contract to transfer a distinct good or service to the customer. As part of its assessment, the Company considers all goods and/or services promised in the contract, regardless of whether they are explicitly stated or implied by customary business practices. The Company's contracts may contain either a single performance obligation, including the promise to transfer individual goods or services that are not separately distinct within the context of the respective contracts, or multiple performance obligations. For contracts that contain multiple performance obligations, the Company allocates the consideration to which it expects to be entitled to each performance obligation based on relative standalone selling prices and recognizes the related revenue when or as control of each individual performance obligation is transferred to customers. The Company does not assess whether promised goods or services are performance obligations if they are immaterial in the context of the contract with the customer. The Company combines multiple contracts entered into at or around the same time with a customer if the contracts are negotiated as a package with a single commercial objective, the consideration paid under the contracts depends on the price or performance of the other contract, or if the goods or services promised in the contracts are a single performance obligation. Service revenues (service-type warranty, post contract support, installation, and subscription-based services) are recognized over time as the customers receive and consume benefits of such services simultaneously. Assurance-type warranties guarantee that a product complies with agreed-upon specifications and accordingly are not separate performance obligations. A provision for these warranties is recognized in the period during which the associated revenue is recognized. In most cases, installation services represent a separate performance obligation. The customer simultaneously receives and consumes the benefits as the installation services are performed, as other entities could complete the installation at any point during the installation process. When the product and installation service are determined to be a combined performance obligation, revenue is recognized over time as the installation is performed and included in product revenue in the consolidated statement of operations.

Variable consideration such as rebates, sales discounts and sales returns are estimated and treated as a reduction of revenue in the same period the related revenue is recognized. These are estimated based on contractual terms, historical practices, and current trends, and are adjusted as new information becomes available. Revenues exclude any taxes that the Company collects from customers and remits to tax authorities. Amounts billed to customer for shipping and handling are included in revenue, while the related shipping and handling costs are reflected in cost of products in the period in which revenue is recognized. The Company has elected a practical expedient under ASC 606 that allows for shipping and handling activities that occur after the customer has obtained control of a good to be accounted for as a fulfillment cost. The Company does not adjust the promised amount of consideration for the effects of a significant financing component, if, at contract inception, the Company expects the period between the time when the Company transfers a promised good or service to the customer and the time when the customer pays for that good or service will be one year or less.

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The Company exercises judgment in determining the timing of revenue by analyzing the point in time or the period over which the customer has the ability to direct the use of and obtain substantially all of the remaining benefits of the performance obligation. Typically, over-time revenue recognition is based on the utilization of the input measure of costs incurred to date relative to total estimated costs to measure progress. Changes in total estimated costs are recognized using the cumulative catch-up method of accounting which recognize the cumulative effect of the changes on current and prior periods in the current period. Accordingly, the effect of the changes on future periods of contract performance is recognized as if the revised estimate had been the original estimate. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are first determined. A significant change in an estimate on one or more contracts could have a material effect on the Company's consolidated financial position, results from operations, or cash flows. However, there were no significant changes in estimated contract costs for the year ended December 31, 2023, the year ended December 31, 2022, the Successor Period of October 20, 2021 through December 31, 2021, the Predecessor Periods of July 1, 2021 through October 19, 2021, or the fiscal year ended June 30, 2021.

If a performance obligation does not qualify for over-time revenue recognition, revenue is then recognized at the point-in-time in which control of the distinct good or service is transferred to the customer, typically based upon the terms of delivery.

Certain of the Company's products are sold through distributors and third-party sales representatives under standard agreements whereby distributors purchase products from the Company and resell them to customers. These agreements give distributors the right to sell the Company's products within certain territories and establish minimum order requirements. These arrangements do not provide stock rotation or price protection rights and do not contain extended payment terms. Rights of return are limited to repair or replacement of delivered products that are defective or fail to meet the Company's published specifications. Provisions for these warranty costs are recognized in the same period that the related revenue is recorded similar to other assurance-type warranties.

Revenue derived from passive dosimetry and analytical services is of a subscription nature and is provided to customers on an agreed-upon recurring monthly, quarterly or annual basis. Services are provided to the customer via passive dosimeter badges that the Company supplies to customer personnel. Depending on the type of badge utilized, either customers return the used badges to the Company for analysis, or they obtain the analysis directly via a self-service web portal. The Company believes that badge production, badge wearing, badge analysis and report preparation are not individually distinct and therefore a single performance obligation recognized over time. Revenue is recognized ratably over the service period as the service is continuous, and no other discernible pattern of recognition is evident. Many customers pay for these measuring and monitoring services in advance. The amounts are recorded as deferred contract revenue in the consolidated balance sheets and represent customer deposits invoiced in advance for services to be rendered over the service period, net of a reserve for estimated cancellations.

Payment terms for shipments to end-users are generally net 30 days. Payment terms for distributor shipments may range from 30 to 90 days. Service arrangements commonly call for payments in advance of performing the work (e.g., extended warranty and service contracts), upon completion of contract milestones (e.g., custom development manufacturing), or a combination of each.

The Company's costs to obtain contracts are typically comprised of sales commissions. A majority of these costs relate to revenue that is recognized over a period that is less than one year. For costs related to revenue recognized over a period less than one year, the Company has elected the practical expedient under ASC 606 to expense these costs as incurred.

### *Contract Balances*

Revenue earned in excess of billings on contracts in progress (contract assets) are classified in the consolidated balance sheet as a current asset and included in costs in excess of billings on uncompleted contracts. Amounts billed in excess of revenue earned (contract liabilities) are included in deferred contract revenue. For more information, see Note 4, *Contracts in Progress*, to the Consolidated Financial Statements included elsewhere this Annual Report on Form 10-K.

### *Remaining Performance Obligations*

The remaining performance obligations for all open contracts as of December 31, 2023 include assembly, delivery, installation, and trainings. The aggregate amount of the transaction price allocated to the remaining performance obligations for all open customer contracts was approximately \$857.1 million and \$737.4 million as of December 31, 2023 and December 31, 2022, respectively. As of December 31, 2023, the Company expects to recognize approximately 46%, 18%, 11%, and 8% of the remaining performance obligations as revenue during the fiscal years 2024, 2025, 2026 and 2027, respectively, and the remainder thereafter.

### *Disaggregation of Revenues*

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A disaggregation of the Company's revenues by segment, geographic region, timing of revenue recognition and product category is provided in Note 17, *Segment Information*, to the Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K.

### *Accounting for Income Taxes*

The Company accounts for income taxes and the related accounts under the asset and liability method. Deferred tax assets and liabilities are recognized for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts. Valuation allowances are recorded to reduce deferred tax assets to the amount that will more likely than not be realized. The Company classifies all deferred tax assets and liabilities, and any related valuation allowance, as non-current in the Consolidated Balance Sheets.

The Company accounts for uncertainty in income taxes using a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement. The Company classifies the liability for unrecognized tax benefits as current in the balance sheet, to the extent that the Company anticipates payment or receipt of cash within one year. Interest and penalties related to uncertain tax positions are recognized in the provision for income taxes.

### *Derivative Warrant Liabilities*

We evaluate all of our financial instruments, including issued stock purchase warrants, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives, pursuant to ASC 480 and FASB ASC Topic 815, "Derivatives and Hedging". The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. In accordance with ASC Topic 825-10 "Financial Instruments", offering costs attributable to the issuance of the derivative warrant liabilities have been allocated based on their relative fair value of total proceeds and are recognized in the statement of operations as incurred.

The Public Warrants and the Private Placement Warrants are recognized as derivative liabilities in accordance with ASC 815. Accordingly, we recognize the warrant instruments as liabilities at fair value and adjust the instruments to fair value at each reporting period. The liabilities are subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in our statement of operations. The fair value of the Public Warrants as of December 31, 2022 is based on observable listed prices for such warrants. As the transfer of Private Placement Warrants to anyone who is not a permitted transferee would result in the Private Warrants having substantially the same terms as the Public Warrants, we determined that the fair value of each Private Warrant is equivalent to that of each Public Warrant. The determination of the fair value of the warrant liability may be subject to change as more current information becomes available and accordingly the actual results could differ significantly. Derivative warrant liabilities are classified as non-current liabilities as their liquidation is not reasonably expected to require the use of current assets or require the creation of current liabilities. Derivative warrant liabilities were \$55.3 million and \$30.5 million as of December 31, 2023 and December 31, 2022, respectively, as the fair value of the Public and Private Placement Warrants increased from \$1.12 per warrant to \$2.03 per warrant in the year ended December 31, 2023.

### *Derivatives and Hedging*

#### *Predecessor Period*

The Company uses certain derivative financial instruments to help manage its risk or exposure to changes in interest rates in relation to variable rate debt and foreign currency exchange rate fluctuations. The Company records these derivatives at fair value in the balance sheet as either an asset or a liability and any changes in fair value are recognized in earnings as incurred.

#### *Successor Period*

The Company uses derivatives to manage underlying commercial risks, including risks related to foreign exchange and interest rate. Accounting for derivatives as hedges requires that, at inception and over the term of the arrangement, the hedged item and related derivative meet the requirements for hedge accounting. In evaluating whether a particular relationship qualifies for hedge accounting, the Company tests effectiveness at inception and each reporting period thereafter by determining whether changes in the fair value of the derivative offset, within a specified range, changes in the fair value of the hedged item. If fair value changes fail this test, the Company discontinues applying hedge accounting to that relationship prospectively. Fair values of both the derivative instrument and the hedged item are calculated using internal valuation models incorporating market-based assumptions, subject to third-party confirmation, as applicable.

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The changes in the fair values of derivatives that have been designated and qualify as hedges of net investments in foreign operations are recorded in accumulated other comprehensive loss ("AOCL") and are reclassified into the line item in our consolidated statement of income in which the hedged items are recorded in the same period the hedged items affect earnings. The changes in the fair values of derivatives that were not designated and/or did not qualify as hedging instruments are immediately recognized in earnings.

The Interest Rate Swap and Cross-Currency Rate Swaps the Company entered into are not exchange traded instruments and their fair value is determined using the cash flows of the swap contracts, discount rates to account for the passage of time, USD-SOFR CME term, current foreign exchange market data and credit risk, which are all based on inputs readily available in public markets and categorized as Level 2 fair value hierarchy measurements. As such, the Company recognized gains of \$0.1 million in AOCL for the year ended December 31, 2023 for the swap that qualified as a cash flow hedge. The Company recognized a loss of \$10.4 million and \$12.9 million in AOCL for the year ended December 31, 2023 and 2022, respectively, for the swaps that qualified as net investment hedges.

### **New Accounting Standards**

See "Note 1. Nature of Business and Summary of Significant Accounting Policies" included elsewhere in this Annual Report on Form 10-K for a full description of any recent accounting pronouncements, including the respective expected dates of adoption and expected effects on our results of operations and financial condition.

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

### **Quantitative and Qualitative Disclosures about Market Risk**

#### *Market risk*

The market risk inherent in financial statements represents the potential loss in fair value, earnings or cash flows arising from adverse changes in foreign currency exchange rates, commodity prices or interest rates. We may use derivative financial instruments like interest rate swaps to manage exposure to market risks. We do not use derivative financial instruments for trading purposes.

#### *Foreign currency exchange rate risk*

In the normal course of business, we are exposed to changes in foreign currency exchange rates due to its worldwide presence and business profile. Foreign currency exposures relate to transactions denominated in currencies that differ from the function currencies of our subsidiaries. We may from time to time use cross currency swap agreements or other hedging instruments to manage certain foreign currency exposures.

We derived approximately 40.6%, 40.2%, 43.7%, 40.4%, and 49.9%, of our revenues during the Successor Period ended December 31, 2023, December 31, 2022 and from October 20, 2021 through December 31, 2021 and the Predecessor Period from July 1, 2021 through October 19, 2021 and the fiscal year ended June 30, 2021, respectively, from outside the United States through international operations, some of which were transacted in U.S. dollars. In addition, certain of our domestic operations have sales to foreign customers. Although we are impacted by the exchange rates of several currencies, our largest exposures are generally to the Euro, Canadian dollar, British Pound, and Japanese Yen. In conducting our foreign operations, we also make inter-company sales denominated in different currencies. These activities expose us to the effect of changes in foreign currency exchange rates. Flows of foreign currencies into and out of our operations are generally stable, regularly occurring and are recorded at fair market value in our financial statements.

During the Successor Period ended December 31, 2023, December 31, 2022 and from October 20, 2021 through December 31, 2021 and the Predecessor Period from July 1, 2021 through October 19, 2021 and the fiscal year ended June 30, 2021, the effect of a hypothetical 10% change in foreign currencies that we have exposure to compared to the U.S. dollar would have impacted our revenues by approximately \$39.3 million, \$34.3 million \$8.7 million, \$9.3 million, and \$41.7 million, respectively.

During the Successor Period ended December 31, 2022 and from October 20, 2021 through December 31, 2021 and during the Predecessor Periods from July 1, 2021 through October 19, 2021 and the fiscal year ended June 30, 2021, the effect of a hypothetical 1% change in exchange rates would have impacted accumulated other comprehensive income by approximately \$20.7 million, \$18.8 million, \$2.5 million, \$4.0 million, and \$4.5 million, respectively. This impact does not consider the effects of a stronger or weaker dollar on our ability to compete for export business or the overall economic activity that could exist in such an environment. Changes in foreign exchange rates could impact the price and the demand

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for our products such as a strengthening dollar causes exports to become more expensive to foreign customers and businesses that must pay for them in other currencies.

### *Interest rates risk*

We are exposed to changes in interest rates primarily as a result of our long-term debt. We may from time to time use interest rate swap agreements or other hedging instruments to manage the interest rate characteristics of a portion of our outstanding debt. In the year ended December 31, 2023, we executed an interest rate swap agreement effective June 30, 2023 through June 30, 2026, which entitles the Company to floating interest receipts for fixed interest payments on \$75 million notional value. Based on the amounts and mix of our floating rate debt at December 31, 2023, if market interest rates increase an average of 100 basis points, our year-to-date interest expense would increase by approximately \$7.2 million. We determined these amounts by considering the impact of the hypothetical interest rates on our borrowing costs. This analysis does not consider the effects of changes in the level of overall economic activity that could exist in such an environment.

### *Inflation risk*

We are experiencing inflationary pressure on our operating costs. Competition for skilled labor is acute and we have experienced increased personnel costs as a result. We also continue to face higher costs for commodities and energy used in production of our goods, as well as increased prices from suppliers for components. Freight costs for inbound shipments of materials and components, and outbound shipments of our finished goods, have increased as well. These increases are expected to persist into 2023. Given market competition we may not be able to offset these higher costs through price increases, which may materially and adversely affect our business, results of operations and financial condition. Any price increases we may impose may lead to declines in sales volume or market share, if competitors do not similarly adjust their prices, or customers refuse to purchase at the higher prices.

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### ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

<a href="#"><u>Report of Independent Registered Public Accounting Firm</u></a> (Deloitte & Touche LLP, Atlanta, GA, PCAOB ID No. 34)	<a href="#"><u>88</u></a>
<a href="#"><u>Consolidated Balance Sheets</u></a> as of December 31, 2023 and December 31, 2022	<a href="#"><u>91</u></a>
<a href="#"><u>Consolidated Statements of Operations</u></a> for the fiscal year ended December 31, 2023, December 31, 2022, the periods ended December 31, 2021 and October 19, 2021, and the fiscal years ended June 30, 2021	<a href="#"><u>92</u></a>
<a href="#"><u>Consolidated Statements of Comprehensive Loss</u></a> for the fiscal year ended December 31, 2023, December 31, 2022, the periods ended December 31, 2021 and October 19, 2021, and the fiscal years ended June 30, 2021	<a href="#"><u>93</u></a>
<a href="#"><u>Consolidated Statements of Stockholders' Equity (Deficit)</u></a> for the fiscal year ended December 31, 2023, December 31, 2022, the periods ended December 31, 2021 and October 19, 2021, and the fiscal years ended June 30, 2021	<a href="#"><u>94</u></a>
<a href="#"><u>Consolidated Statements of Cash Flows</u></a> for the fiscal year ended December 31, 2023, December 31, 2022, the periods ended December 31, 2021 and October 19, 2021, and the fiscal years ended June 30, 2021	<a href="#"><u>96</u></a>
<a href="#"><u>Notes to Consolidated Financial Statements</u></a>	<a href="#"><u>97</u></a>

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the shareholders and the Board of Directors of Mirion Technologies, Inc.

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Mirion Technologies, Inc. and subsidiaries (the "Company") as of December 31, 2023 (Successor) and 2022 (Successor), and the related consolidated statements of operations, comprehensive loss, stockholders' equity (deficit), and cash flows, for the years ended December 31, 2023 (Successor) and 2022 (Successor), for the period from October 20, 2021 through December 31, 2021 (Successor), for the period from July 1, 2021 through October 19, 2021 (Predecessor), and for the year ended June 30, 2021 (Predecessor) and the related notes and the schedules listed in the Index at Item 16 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 (Successor) and 2022 (Successor), and the related consolidated statements of operations, comprehensive loss, stockholders' equity (deficit), and cash flows, for the years ended December 31, 2023 (Successor) and 2022 (Successor), for the period from October 20, 2021 through December 31, 2021 (Successor), for the period from July 1, 2021 through October 19, 2021 (Predecessor), and for the year ended June 30, 2021 (Predecessor) in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 28, 2024, expressed an unqualified opinion on the Company's internal control over financial reporting.

**Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

**Critical Audit Matters**

The critical audit matters communicated below are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

***Contracts in Progress - Refer to Notes 1 and 4 to the financial statements***

***Critical Audit Matter Description***

The Company recognizes revenue from certain contracts that involve customization of equipment to customer specifications using a percentage-of-completion method measured on the cost-to-cost basis, because transfer of control to the customer is continuous. The accounting for these contracts involves judgment, particularly as it relates to the process of estimating total costs for the performance obligation. The Company uses costs incurred as the input method to determine progress, and revenue is recognized based on costs incurred to date plus the estimate of the margin at completion.

Given the judgments necessary to estimate total costs to complete for certain fixed-price contracts that involve customization of equipment, auditing such estimates required extensive audit effort due to the subjectivity of cost to



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complete estimates and a high degree of auditor judgment when performing audit procedures and evaluating the results of those procedures.

### *How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to Contracts in Progress included the following, among others:

- We selected a sample of fixed-price contracts that involve customization of equipment and performed the following:
  - Evaluated whether the contracts were properly included in management's calculation of percentage-of-completion revenue based on the terms and conditions of each contract, including whether continuous transfer of control to the customer occurred as progress was made toward fulfilling the performance obligation.
  - Compared the transaction prices to the consideration expected to be received based on current rights and obligations under the contracts and any modifications that were agreed upon with the customers.
  - Tested management's identification of distinct performance obligations by evaluating whether the underlying goods, services, or both were highly interdependent and interrelated.
  - Tested the accuracy and completeness of the costs incurred to date for the performance obligation.
  - Evaluated the estimates of total cost by:
    - Comparing the expected total cost to previous estimates of expected total cost to identify potential bias in estimates.
    - Evaluating management's ability to achieve the estimates of total cost and profit by performing corroborating inquiries with the Company's project managers and engineers and comparing the estimates to engineering specifications.
    - Comparing management's estimates of cost for certain labor and material inputs to salary information and vendor invoices or vendor quotes, when applicable.
- Tested the mathematical accuracy of management's calculation of revenue for the performance obligation.
- We evaluated management's ability to estimate total costs accurately by evaluating significant fluctuations in margins year over year on percentage-of-completion contracts.

### ***Goodwill — DSD, Technologies Europe and Asia, and Technologies North America Reporting Units — Refer to Notes 1 and 8 to the financial statements***

#### *Critical Audit Matter Description*

The Company's evaluation of goodwill for impairment involves the comparison of the fair value of each reporting unit to its carrying value. The annual impairment test for all reporting units was performed as of October 1, 2023. The Company determines the fair value of its reporting units using a combination of the income approach and the market approach. The determination of the fair value using the income approach requires management to make significant estimates and assumptions related to estimated future cash flows. The determination of the fair value using the market approach requires management to make significant assumptions related to the metrics of publicly traded companies or historically completed transactions of comparable businesses. Changes in these assumptions could have a significant impact on either the fair value, the amount of any goodwill impairment charge, or both. No impairment was recognized for any reporting unit, as the fair value of each reporting unit exceeded its carrying value as of the measurement date.

- We identified goodwill for DSD, Technologies Europe and Asia, and Technologies North America as a critical audit matter because of the significant estimates and assumptions management makes to estimate the fair value of the DSD, Technologies Europe and Asia, and Technologies North America reporting units and the increased uncertainty in the estimated future cash flow and selected discount rate. Accordingly, this audit area required a high degree of auditor judgment and an increased extent of effort, including the need to involve our fair value specialists, when performing audit procedures to evaluate the reasonableness of management's estimates and assumptions, in particular related to the selection of the discount rates.

#### *How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to testing the estimated future cash flows and the selection of discount rates for the DSD, Technologies Europe and Asia, and Technologies North America reporting units included the following procedures, among others:

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- With the assistance of fair value specialists, we evaluated whether the method (i.e., valuation technique) used by management was appropriate in the context of the applicable financial reporting framework, as well as determining (i) whether a single method or multiple methods would be most appropriate in the circumstances and (ii) whether the results of each respective measure of fair value were appropriately evaluated and weighted by the entity.
- We evaluated management's ability to accurately forecast by comparing actual results to management's historical forecasts.
- We evaluated the reasonableness of management's forecasts by comparing the forecasts to (1) historical results, (2) internal communications to management and the Board of Directors, and (3) forecasted information included in Company press releases as well as in analyst and industry reports of the Company and companies in its peer group.
- We considered the impact of changes in the regulatory environment on management's forecasts.
- With the assistance of our fair value specialists, we evaluated the discount rates, including testing the underlying source information and the mathematical accuracy of the calculations, and developing a range of independent estimates and comparing those to the discount rates selected by management.

/s/ DELOITTE & TOUCHE LLP

Atlanta, GA  
February 28, 2024

We have served as the Company's auditor since 2015.

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### Mirion Technologies, Inc. Consolidated Balance Sheets (In millions, except share data)

	December 31, 2023	December 31, 2022
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 128.8	\$ 73.5
Restricted cash	0.6	0.5
Accounts receivable, net of allowance for doubtful accounts	172.3	171.2
Costs in excess of billings on uncompleted contracts	48.7	50.0
Inventories	144.1	143.3
Prepaid expenses and other current assets	44.1	33.6
Assets held for sale	—	8.5
Total current assets	538.6	480.6
Property, plant, and equipment, net	134.5	124.3
Operating lease right-of-use assets	32.8	40.1
Goodwill	1,447.6	1,418.0
Intangible assets, net	538.8	650.4
Restricted cash	1.1	1.0
Other assets	25.1	24.3
Total assets	<u>\$ 2,718.5</u>	<u>\$ 2,738.7</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
Current liabilities:		
Accounts payable	\$ 58.7	\$ 67.7
Deferred contract revenue	103.4	83.0
Third-party debt, current	1.2	5.3
Operating lease liability, current	6.8	8.5
Accrued expenses and other current liabilities	95.6	79.8
Total current liabilities	265.7	244.3
Third-party debt, non-current	684.7	801.5
Warrant liabilities	55.3	30.5
Operating lease liability, non-current	28.1	34.3
Deferred income taxes, non-current	84.0	116.3
Other liabilities	50.7	44.6
Total liabilities	1,168.5	1,271.5
Commitments and contingencies (Note 11)		
Stockholders' equity:		
Class A common stock; \$0.0001 par value, 500,000,000 shares authorized; 218,177,832 shares issued and outstanding at December 31, 2023; 200,298,834 shares issued and outstanding at December 31, 2022	—	—
Class B common stock; \$0.0001 par value, 100,000,000 shares authorized; 7,787,333 issued and outstanding at December 31, 2023 and 8,040,540 issued and outstanding at December 31, 2022	—	—
Treasury stock, at cost; 149,076 shares at December 31, 2023 and 0 shares at December 31, 2022	(1.3)	—
Additional paid-in capital	2,056.5	1,882.4
Accumulated deficit	(505.4)	(408.5)
Accumulated other comprehensive loss	(65.3)	(75.7)
Mirion Technologies, Inc. stockholders' equity	1,484.5	1,398.2
Noncontrolling interests	65.5	69.0
Total stockholders' equity	1,550.0	1,467.2
Total liabilities and stockholders' equity	<u>\$ 2,718.5</u>	<u>\$ 2,738.7</u>

The accompanying notes are an integral part of these consolidated financial statements.

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### Mirion Technologies, Inc. Consolidated Statements of Operations (In millions, except per share data)

	Successor			Predecessor	
	Fiscal Year Ended December 31, 2023	Fiscal Year Ended December 31, 2022	From October 20, 2021 through December 31, 2021	From July 1, 2021 through October 19, 2021	Fiscal Year Ended June 30, 2021
Revenues:					
Product	\$ 597.8	\$ 533.0	\$ 120.9	\$ 123.4	\$ 459.3
Service	203.1	184.8	33.2	44.6	152.3
Total revenues	800.9	717.8	154.1	168.0	611.6
Cost of revenues:					
Product	339.7	307.5	83.1	74.0	284.1
Service	104.8	100.2	17.1	23.7	75.7
Total cost of revenues	444.5	407.7	100.2	97.7	359.8
Gross profit	356.4	310.1	53.9	70.3	251.8
Operating expenses:					
Selling, general and administrative	340.1	362.3	70.1	101.6	211.2
Research and development	31.7	30.3	6.7	10.3	29.4
Goodwill impairment	—	211.8	—	—	—
Impairment loss on business held for sale	—	3.5	—	—	—
Loss on disposal of business	6.5	—	—	—	—
Total operating expenses	378.3	607.9	76.8	111.9	240.6
(Loss) income from operations	(21.9)	(297.8)	(22.9)	(41.6)	11.2
Other expense (income):					
Third-party interest expense	61.9	42.5	6.2	12.5	41.2
Third-party interest income	(4.8)	(0.6)	—	—	(0.2)
Related-party interest expense (Note 9)	—	—	—	40.3	122.2
Loss on debt extinguishment	2.6	—	—	15.9	—
Foreign currency (gain) loss, net	(0.3)	4.9	1.6	(0.6)	13.4
Increase (decrease) in fair value of warrant liabilities	24.8	(37.6)	(1.2)	—	—
Other (income) expense, net	(0.8)	(0.4)	0.3	1.6	(1.1)
Loss before income taxes	(105.3)	(306.6)	(29.8)	(111.3)	(164.3)
Benefit from income taxes	(6.6)	(18.2)	(6.8)	(5.6)	(5.9)
Net loss	(98.7)	(288.4)	(23.0)	(105.7)	(158.4)
Loss attributable to noncontrolling interests	(1.8)	(11.5)	(0.8)	—	(0.1)
Net loss attributable to Mirion Technologies, Inc. (Successor) / Mirion Technologies (TopCo), Ltd. (Predecessor) stockholders	<u>\$ (96.9)</u>	<u>\$ (276.9)</u>	<u>\$ (22.2)</u>	<u>\$ (105.7)</u>	<u>\$ (158.3)</u>
Net loss per common share attributable to Mirion Technologies, Inc. (Successor) / Mirion Technologies (TopCo), Ltd. (Predecessor) stockholders — basic and diluted	<u>\$ (0.49)</u>	<u>\$ (1.53)</u>	<u>\$ (0.12)</u>	<u>\$ (15.81)</u>	<u>\$ (24.18)</u>
Weighted average common shares outstanding — basic and diluted	<u>196.369</u>	<u>181.149</u>	<u>180.773</u>	<u>6.685</u>	<u>6.549</u>

The accompanying notes are an integral part of these consolidated financial statements.

**Mirion Technologies, Inc.**  
**Consolidated Statements of Comprehensive Loss**  
*(In millions)*

	Successor			Predecessor	
	Fiscal Year Ended December 31, 2023	Fiscal Year Ended December 31, 2022	From October 20, 2021 through December 31, 2021	From July 1, 2021 through October 19, 2021	Fiscal Year Ended June 30, 2021
Net loss	\$ (98.7)	\$ (288.4)	\$ (23.0)	\$ (105.7)	\$ (158.4)
Other comprehensive (loss) income, net of tax:					
Foreign currency translation gain (loss), net of tax	18.8	(50.3)	(20.5)	(7.5)	34.2
Unrecognized actuarial (loss) gain and prior service benefit, net of tax	(0.1)	2.0	(0.2)	0.6	0.9
Unrealized losses on net investment hedges, net of tax	(8.0)	(10.0)	—	—	—
Unrealized gain on cash flow hedge, net of tax	0.1	—	—	—	—
Other comprehensive income (loss), net of tax	10.8	(58.3)	(20.7)	(6.9)	35.1
Comprehensive loss	(87.9)	(346.7)	(43.7)	(112.6)	(123.3)
Less: Comprehensive loss attributable to noncontrolling interests	(1.4)	(14.8)	(0.8)	—	(0.1)
Comprehensive loss attributable to Mirion Technologies, Inc. (Successor) / Mirion Technologies (TopCo), Ltd. (Predecessor) stockholders	<u>\$ (86.5)</u>	<u>\$ (331.9)</u>	<u>\$ (42.9)</u>	<u>\$ (112.6)</u>	<u>\$ (123.2)</u>

*The accompanying notes are an integral part of these consolidated financial statements.*

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**Mirion Technologies, Inc.**  
**Consolidated Statements of Stockholders' Equity (Deficit)**  
*(In millions, except share amounts)*

Predecessor	A Ordinary Shares	A Ordinary Amount	B Ordinary Shares	B Ordinary Amount	Additional Paid-In Capital	Receivable from Employees for purchase of Common Stock	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests	Total Stockholders' Deficit
<b>Balance June 30, 2020</b>	<b>1,483,795</b>	<b>\$ —</b>	<b>5,353,970</b>	<b>\$ 0.1</b>	<b>\$ 9.5</b>	<b>\$ (2.7)</b>	<b>\$ (729.7)</b>	<b>\$ 4.1</b>	<b>\$ 2.2</b>	<b>\$ (716.5)</b>
Receivable from Employees	—	—	—	—	—	0.3	—	—	—	0.3
Net loss	—	—	—	—	—	—	(158.3)	—	(0.1)	(158.4)
Other comprehensive income	—	—	—	—	—	—	—	35.1	—	35.1
<b>Balance June 30, 2021</b>	<b>1,483,795</b>	<b>—</b>	<b>5,353,970</b>	<b>0.1</b>	<b>9.5</b>	<b>(2.4)</b>	<b>(888.0)</b>	<b>39.2</b>	<b>2.1</b>	<b>(839.5)</b>
Share-based compensation expense	—	—	—	—	9.3	—	—	—	—	9.3
Impairment loss on lease adoption	—	—	—	—	—	—	(2.9)	—	—	(2.9)
Receivable from employees	—	—	—	—	—	1.6	—	—	—	1.6
Net loss	—	—	—	—	—	—	(105.7)	—	—	(105.7)
Other comprehensive loss	—	—	—	—	—	—	—	(6.9)	—	(6.9)
<b>Balance October 19, 2021</b>	<b>1,483,795</b>	<b>\$ —</b>	<b>5,353,970</b>	<b>\$ 0.1</b>	<b>\$ 18.8</b>	<b>\$ (0.8)</b>	<b>\$ (996.6)</b>	<b>\$ 32.3</b>	<b>\$ 2.1</b>	<b>\$ (944.1)</b>

**Mirion Technologies, Inc.**  
**Consolidated Statements of Stockholders' Equity (Deficit)**  
*(In millions, except share amounts)*  
*(Continued)*

Successor	Class A Common Stock		Class B Common Stock		Treasury Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount					
<b>Balance October 20, 2021</b>	<b>—</b>	<b>\$ —</b>	<b>18,750,000</b>	<b>\$ —</b>	<b>—</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ (109.4)</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ (109.4)</b>
Conversion of class B Founder Shares to shares of Class A common stock upon Business Combination	18,750,000	—	(18,750,000)	—	—	—	—	—	—	—	—
Reclassification of temporary equity shares previously subject to redemption	60,371,390	—	—	—	—	—	603.7	—	—	—	603.7
Issuance of shares of Class A common stock to PIPE Investors, net of offering costs	90,000,000	—	—	—	—	—	886.7	—	—	—	886.7
Issuance of shares of common stock to Mirion Sellers and recognition of noncontrolling interests in Mirion Business Combination	30,401,902	—	8,560,540	—	—	—	329.1	—	91.6	—	420.7
Equity contribution from Mirion Sellers	—	—	—	—	—	—	18.7	—	—	—	18.7
Forgiveness of working capital note from Sponsor	—	—	—	—	—	—	2.0	—	—	—	2.0
Stock-based compensation expense	—	—	—	—	—	—	5.3	—	—	—	5.3

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Net loss	—	—	—	—	—	—	—	(22.2)	—	(0.8)	(23.0)
Other comprehensive loss	—	—	—	—	—	—	—	—	(20.7)	—	(20.7)
<b>Balance December 31, 2021</b>	<b>199,523,292</b>	<b>\$ —</b>	<b>8,560,540</b>	<b>\$ —</b>	<b>—</b>	<b>\$ —</b>	<b>\$ 1,845.5</b>	<b>\$ (131.6)</b>	<b>\$ (20.7)</b>	<b>\$ 90.8</b>	<b>\$ 1,784.0</b>
Warrant redemptions	100	—	—	—	—	—	—	—	—	—	—
Stock issued for vested restricted stock units	220,396	—	—	—	—	—	—	—	—	—	—
Stock compensation to directors in lieu of cash compensation	35,046	—	—	—	—	—	0.4	—	—	—	0.4
Conversion of shares of class B common stock to class A common stock	520,000	—	(520,000)	—	—	—	5.1	—	—	(5.1)	—
Purchase accounting adjustments to fair value of noncontrolling interests	—	—	—	—	—	—	—	—	—	(1.9)	(1.9)
Stock-based compensation expense	—	—	—	—	—	—	31.4	—	—	—	31.4
Net loss	—	—	—	—	—	—	—	(276.9)	—	(11.5)	(288.4)
Other comprehensive loss	—	—	—	—	—	—	—	—	(55.0)	(3.3)	(58.3)
<b>Balance December 31, 2022</b>	<b>200,298,834</b>	<b>\$ —</b>	<b>8,040,540</b>	<b>\$ —</b>	<b>—</b>	<b>\$ —</b>	<b>\$ 1,882.4</b>	<b>\$ (408.5)</b>	<b>\$ (75.7)</b>	<b>\$ 69.0</b>	<b>\$ 1,467.2</b>
Warrant redemptions	100	—	—	—	—	\$ —	—	—	—	—	—
Stock issued for vested restricted stock units	588,274	—	—	—	—	—	—	—	—	—	—
Shares repurchased to satisfy tax withholdings for vesting restricted stock units	(149,076)	—	—	—	149,076	(1.3)	—	—	—	—	(1.3)
Stock compensation to directors in lieu of cash compensation	43,636	—	—	—	—	—	0.4	—	—	—	0.4
Conversion of shares of class B common stock to class A common stock	253,207	—	(253,207)	—	—	—	2.1	—	—	(2.1)	—
Issuance of shares of class A common stock under a direct registered offering, net of offering costs	17,142,857	—	—	—	—	—	149.8	—	—	—	149.8
Stock-based compensation expense	—	—	—	—	—	—	21.8	—	—	—	21.8
Net loss	—	—	—	—	—	—	—	(96.9)	—	(1.8)	(98.7)
Other comprehensive loss	—	—	—	—	—	—	—	—	10.4	0.4	10.8
<b>Balance December 31, 2023</b>	<b>218,177,832</b>	<b>\$ —</b>	<b>7,787,333</b>	<b>\$ —</b>	<b>149,076</b>	<b>\$ (1.3)</b>	<b>\$ 2,056.5</b>	<b>\$ (505.4)</b>	<b>\$ (65.3)</b>	<b>\$ 65.5</b>	<b>\$ 1,550.0</b>

The accompanying notes are an integral part of these consolidated financial statements.

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**Mirion Technologies, Inc.**  
**Consolidated Statements of Cash Flows**  
*(In millions)*

	Successor			Predecessor	
	Fiscal Year Ended December 31, 2023	Fiscal Year Ended December 31, 2022	From October 20, 2021 through December 31, 2021	From July 1, 2021 through October 19, 2021	Fiscal Year Ended June 30, 2021
<b>OPERATING ACTIVITIES:</b>					
Net loss	\$ (98.7)	\$ (288.4)	\$ (23.0)	\$ (105.7)	\$ (158.4)
<i>Adjustments to reconcile net loss to net cash provided by operating activities:</i>					
Accrual of in-kind interest on notes payable to related parties	—	—	—	40.2	121.2
Depreciation and amortization expense	162.8	174.5	37.3	25.9	83.6
Stock-based compensation expense	21.9	31.8	5.3	9.3	—
Loss on debt extinguishment	2.6	—	—	15.9	—
Amortization of debt issuance costs	3.1	3.5	0.7	1.1	3.2
Provision for doubtful accounts	1.8	0.3	(0.8)	0.3	2.1
Inventory obsolescence write down	2.3	0.9	0.3	—	0.7
Change in deferred income taxes	(30.9)	(37.2)	(11.2)	(8.4)	(16.6)
Loss (gain) on disposal of property, plant and equipment	0.6	3.4	0.8	1.6	(0.1)
(Gain) loss on foreign currency transactions	(0.3)	4.9	1.6	(0.6)	13.4
Increase (decrease) in fair values of warrant liabilities	24.8	(37.6)	(1.2)	—	—
Amortization of deferred revenue step-down	—	—	2.3	4.5	8.0
Amortization of inventory step-up	—	6.3	15.8	—	5.2
Goodwill impairment	—	211.8	—	—	—
Loss on disposal of business	6.5	—	—	—	—
Other	(0.6)	3.6	(0.1)	—	1.4
Changes in operating assets and liabilities:					
Accounts receivable	(5.0)	(14.8)	(42.5)	18.2	(4.2)
Costs in excess of billings on uncompleted contracts	1.9	(4.5)	6.3	(5.7)	(3.8)
Inventories	(0.5)	(34.8)	5.1	(10.2)	(4.2)
Deferred cost of revenue	0.7	(0.8)	(0.3)	(0.4)	6.6
Prepaid expenses and other current assets	(14.0)	(2.4)	(2.5)	2.6	(10.1)
Accounts payable	(9.9)	4.5	(8.9)	19.2	2.6
Accrued expenses and other current liabilities	2.6	5.5	(8.4)	0.4	(2.2)
Deferred contract revenue	23.9	6.9	10.6	4.5	(2.8)
Other assets	0.3	5.4	(6.1)	(2.2)	0.5
Other liabilities	(0.7)	(3.4)	6.7	2.6	7.5
<b>Net cash provided by (used in) operating activities</b>	<b>95.2</b>	<b>39.4</b>	<b>(12.2)</b>	<b>13.1</b>	<b>53.6</b>
<b>INVESTING ACTIVITIES:</b>					
Acquisition of Mirion, net of cash and cash equivalents acquired	—	—	(2,124.8)	—	—
Acquisitions of businesses, net of cash and cash equivalents acquired	(31.4)	(6.6)	(58.6)	(0.9)	(290.1)
Purchases of property, plant, and equipment and badges	(37.1)	(34.2)	(6.0)	(11.6)	(23.2)
Sales of property, plant, and equipment	—	0.8	—	—	—
Proceeds from net investment hedge derivative contracts	3.8	0.5	—	—	—
Proceeds from business disposal	1.0	—	—	—	—
Other investing	(1.0)	—	—	—	—
<b>Net cash used in investing activities</b>	<b>(64.7)</b>	<b>(39.5)</b>	<b>(2,189.4)</b>	<b>(12.5)</b>	<b>(313.3)</b>
<b>FINANCING ACTIVITIES:</b>					
Issuances of common stock	150.0	—	900.0	—	—
Common stock issuance costs	(0.3)	—	(13.3)	—	—
Stock repurchased to satisfy tax withholding for vesting restricted stock units	(1.0)	—	—	—	—
Transaction fees reimbursed by Sellers	—	—	18.7	—	—
Payment of deferred underwriting costs	—	—	(26.3)	—	—
SPAC share redemption	—	—	(146.3)	—	—
Borrowings from third-parties, net of discount and issuance costs	—	—	807.3	1.9	218.8
Principal repayments	(127.3)	(6.6)	(1.7)	(2.4)	(14.8)
Deferred financing costs	—	—	(0.9)	—	—
Borrowings from notes payable – related parties	—	—	—	—	70.0
Payment on revolving term loan	—	—	—	—	(35.0)
Proceeds from net cash flow hedge derivative contracts	0.6	—	—	—	—
Other financing	0.6	(0.4)	0.2	1.5	—
<b>Net cash provided by (used in) financing activities</b>	<b>22.6</b>	<b>(7.0)</b>	<b>1,537.7</b>	<b>1.0</b>	<b>239.0</b>
<b>Effect of exchange rate changes on cash, cash equivalents, and restricted cash</b>	<b>2.4</b>	<b>(3.2)</b>	<b>(1.0)</b>	<b>(0.9)</b>	<b>3.1</b>
<b>Net increase (decrease) in cash, cash equivalents, and restricted cash</b>	<b>55.5</b>	<b>(10.3)</b>	<b>(664.9)</b>	<b>0.7</b>	<b>(17.6)</b>
Cash, cash equivalents, and restricted cash at beginning of period	75.0	85.3	750.2	102.4	120.0
<b>Cash, cash equivalents, and restricted cash at end of period</b>	<b>\$ 130.5</b>	<b>\$ 75.0</b>	<b>\$ 85.3</b>	<b>\$ 103.1</b>	<b>\$ 102.4</b>

The accompanying notes are an integral part of these consolidated financial statements.



**Mirion Technologies, Inc.**  
**Notes to Consolidated Financial Statements**

**1. Nature of Business and Summary of Significant Accounting Policies**

**Nature of Business**

Mirion Technologies, Inc. ("Mirion," the "Company," "Successor," "we," "our," or "us" and formerly GS Acquisition Holdings Corp II ("GSAH")) is a global provider of radiation detection, measurement, analysis, and monitoring products and services to the medical, nuclear, and defense end markets. The Company provides products and services through two operating and reportable segments; (i) Medical and (ii) Technologies. The Medical segment provides radiation oncology quality assurance, delivering patient safety solutions for diagnostic imaging and radiation therapy centers around the world, dosimetry solutions for monitoring the total amount of radiation medical staff members are exposed to over time, radiation therapy quality assurance solutions for calibrating and verifying imaging and treatment accuracy, and radionuclide therapy products for nuclear medicine applications such as shielding, product handling and medical imaging furniture. The Technologies segment provides robust, field ready personal radiation detection and identification equipment for defense applications and radiation detection and analysis tools for power plants, labs, and research applications. Nuclear power plant product offerings are used for the full nuclear power plant lifecycle including core detectors and essential measurement devices for new build, maintenance, decontamination and decommission equipment for monitoring and control during fuel dismantling and remote environmental monitoring.

The Company is headquartered in Atlanta, Georgia and has operations in the United States, Canada, the United Kingdom, France, Germany, Finland, China, Belgium, the Netherlands, Estonia, and Japan.

On October 20, 2021 (the "Closing Date"), the Company, consummated its previously announced business combination (the "Business Combination") pursuant to the certain business combination agreement (the "Business Combination Agreement"). As contemplated by the Business Combination Agreement, the Company became the corporate parent of Mirion Technologies TopCo., Ltd. ("Mirion TopCo"). In order to implement a structure similar to that of an "Up-C," the Company established a Delaware corporation, Mirion IntermediateCo, Inc. ("IntermediateCo"), as a subsidiary of the Company. In connection with the Business Combination, stockholders of GSAH elected to redeem 14,628,610 shares of Class A common stock, par value \$0.0001 per share, of the Company (the "Class A common stock"), representing approximately 19.5% of the Company's issued and outstanding Class A common stock before giving effect to the Business Combination.

GSAH was originally incorporated as a Delaware corporation on May 31, 2018 for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. GSAH units, each of which consisted of one share of Class A common stock and one fourth of one warrant were sold in GSAH's initial public offering on June 29, 2020. GSAH units, Class A common stock and warrants were listed on the New York Stock Exchange (the "NYSE") under the symbols, "GSAH.U", "GSAH" and "GSAH.WS", respectively. On the Closing Date, GSAH was renamed Mirion Technologies, Inc. Our Class A common stock and warrants are listed on the NYSE under the ticker symbols "MIR" and "MIR WS", respectively.

The aggregate business combination consideration (the "Business Combination Consideration") paid by the Company to the selling shareholders of Mirion TopCo (the "Sellers") in connection with the consummation of the Business Combination was \$1.3 billion in cash, 30,401,902 newly issued shares of Class A common stock and 8,560,540 newly issued shares of the Company's Class B common stock that have voting rights but no economic interest in the Company, par value \$0.0001 per share (the "Class B common stock" and, together with the Class A common stock, the "Common Stock").

**Basis of Presentation and Principles of Consolidation**

The accompanying Consolidated Financial Statements and notes to Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for financial statements and pursuant to the accounting and disclosure rules and regulations of the U.S. Securities and Exchange Commission (the "SEC"). The Consolidated Financial Statements include the accounts of the Company and its wholly owned and majority-owned or controlled subsidiaries. For consolidated subsidiaries where our ownership is less than 100%, the portion of the net income or loss allocable to noncontrolling interests is reported as "Income (Loss) attributable to noncontrolling interests" in the Consolidated Statements of Operations. All intercompany accounts and transactions have been eliminated in consolidation.

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The Company recognizes a noncontrolling interest for the portion of Class B common stock of IntermediateCo that is not attributable to the Company. See Note 22, *Noncontrolling Interest*.

On October 20, 2021, the Company's Board of Directors determined to change Mirion TopCo's fiscal year end from June 30<sup>th</sup> of each year to December 31<sup>st</sup> of each year in order to align Mirion's fiscal year end with GSAH's fiscal year end.

### **Predecessor and Successor Reporting**

The financial statements separate the Company's presentation into two distinct periods. The period before the Closing Date of the Business Combination (the "Predecessor Period") depicts the financial statements of Mirion TopCo, and the period after the Closing (the "Successor Period") depicts the financial statements of the Company, including the consolidation of GSAH with Mirion Technologies, Inc.

The Business Combination was accounted for under Accounting Standards Codification ("ASC") 805, Business Combinations. GSAH was determined to be the accounting acquirer. Mirion Technologies, Inc. constituted a business in accordance with ASC 805 and the business combination constituted a change in control. Accordingly, the Business Combination was accounted for using the acquisition method. Under this method of accounting, Mirion TopCo was treated as the "acquired" company for financial reporting purposes and the acquired net assets were stated at fair value, with goodwill or other intangible assets recorded. Refer to Note 2, *Business Combinations and Acquisitions*, for further detail.

As a result of the application of the acquisition method of accounting in the Successor Period, the financial statements for the Successor Period are presented on a full step-up basis as a result of the Business Combination, and are therefore not comparable to the financial statements of the Predecessor Period.

### **Segments**

The Company manages its operations through two operating and reportable segments: Medical and Technologies. These segments align the Company's products and service offerings with customer use in medical and industrial markets and are consistent with how the Company's Chief Executive Officer, its Chief Operating Decision Maker ("CODM"), reviews and evaluates the Company's operations. The CODM allocates resources and evaluates the financial performance of each operating segment. The Company's segments are strategic businesses that are managed separately because each one develops, manufactures and markets distinct products and services. Refer to Note 17, *Segment Information*, for further detail.

### **Use of Estimates**

Management estimates and judgments are an integral part of financial statements prepared in accordance with GAAP. We believe that the critical accounting policies listed below address the more significant estimates required of management when preparing our Consolidated Financial Statements in accordance with GAAP. We consider an accounting estimate critical if changes in the estimate may have a material impact on our financial condition or results of operations. We believe that the accounting estimates employed are appropriate and resulting balances are reasonable; however, actual results could differ from the original estimates, requiring adjustment to these balances in future periods. The accounting policies that reflect our more significant estimates, judgments and assumptions and which we believe are the most critical to aid in fully understanding and evaluating our reported financial results include but are not limited to: business combinations, goodwill and intangible assets; estimated progress toward completion for certain revenue contracts; uncertain tax positions, tax valuation allowances and derivative warrant liabilities.

### **Cash and Cash Equivalents**

The Company considers all cash on deposit and money market accounts purchased with original maturities of three months or less to be cash and cash equivalents. Cash equivalents primarily consist of amounts held in interest-bearing money market accounts that are readily convertible to cash.

The Company maintains cash in bank deposit accounts that, at times, may exceed the insured limits of the local country, which may lead to a concentration of credit risk. Substantially all of the Company's cash and cash equivalent balances were deposited with financial institutions which management has determined to be high-credit quality institutions. The Company has not experienced any losses in such accounts.

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### **Restricted Cash**

The Company maintains restricted cash and cash equivalent accounts with various financial institutions to support performance bonds with irrevocable letters of credit for contractual obligations to certain customers. As of December 31, 2023 and December 31, 2022, combined current and non-current restricted cash on the Consolidated Balance Sheets was \$1.7 million and \$1.5 million, respectively.

### **Accounts Receivable and Allowance for Doubtful Accounts**

Accounts receivable are recorded at the invoiced amount and do not bear interest. The allowance for doubtful accounts is based on the Company's assessment of the collectability of customer accounts. The Company regularly reviews the allowance by considering factors such as historical experience, credit quality, the age of the accounts receivable balances and current economic conditions that may affect a customer's ability to pay. The allowance for doubtful accounts was \$7.8 million and \$7.4 million as of December 31, 2023 and December 31, 2022, respectively.

### **Inventories**

Inventories are stated at the lower of cost or net realizable value. Cost is computed using actual costs or standard costs that approximate actual cost, determined on a first-in, first-out basis. A portion of the inventory relates to evaluation units located at customer locations to facilitate customer tests prior to purchasing. Inventories also include completed products and in-process customer projects for which the related revenue has been deferred pending delivery, completion of services or determination that all customer-specific acceptance criteria have been met. Inventory in excess of expected future demand or obsolete inventory is written down to its estimated realizable value based on future demand forecasts and historical demand trends.

### **Prepaid Expenses and Other Current Assets**

Prepaid expenses and other current assets are primarily comprised of various prepaid assets including prepaid insurance, short-term marketable securities, and income tax receivables.

The components of prepaid expenses and other current assets consist of the following (in millions):

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Prepaid insurance	\$ 1.0	\$ 3.2
Prepaid vendor deposits	7.6	5.1
Prepaid software licenses	3.5	3.2
Short-term marketable securities	5.3	4.3
Income tax receivable and prepaid income taxes	8.0	2.8
Other tax receivables	1.4	1.6
Other current assets	17.3	13.4
	<u>\$ 44.1</u>	<u>\$ 33.6</u>

### **Lease Assets**

The Company leases certain logistics, office, and manufacturing facilities, as well as vehicles, copiers and other equipment. We record our operating lease right of use ("ROU") assets and liabilities at the commencement date of the lease based on the present value of lease payments over the lease term.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Our leases may include options to extend or terminate the lease. These options to extend are included in the lease term when it is reasonably certain that we will exercise that option. While some leases provide for variable payments, they are not included in the ROU assets and liabilities because they are not based on an index or rate. Variable payments for real estate leases primarily relate to common area maintenance, insurance, taxes and utilities. Variable payments for equipment, vehicles and leases within supply agreements primarily relate to usage, repairs, and maintenance. As the implicit rate is not readily determinable for our leases, we apply a portfolio approach using an estimated incremental borrowing rate to determine the initial present value of lease payments over the lease terms on a collateralized basis over a similar term, which is based on market and company specific information. We use the unsecured

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borrowing rate and risk-adjust that rate to approximate a collateralized rate, and apply the rate based on the currency of the lease, which is updated on a quarterly basis for measurement of new lease liabilities.

We have made an accounting policy election to not recognize ROU assets and liability for leases with a term of 12 months or less unless the lease includes an option to renew or purchase the underlying asset that are reasonably certain to be exercised. In addition, the Company has applied the practical expedient to account for the lease and non-lease components as a single lease component for all of the Company's leases.

See Note 10, *Leased Assets* for additional details.

### **Property, Plant, and Equipment**

Property, plant, and equipment are carried at cost, net of accumulated depreciation and amortization. Property, plant and equipment acquired through the acquisition of a business are recorded at their estimated fair value at the date of acquisition. Depreciation is computed when an asset is placed into service using the straight-line method over the estimated useful life of the asset. Leasehold improvements are amortized using the straight-line method over the shorter of the related lease term or the estimated useful life of the improvements. Repair and maintenance costs are expensed as incurred.

The Company capitalizes costs incurred in the acquisition and development of software for both internal use software and externally-marketed software, including the costs of software, materials, consultants, and payroll-related costs of employees incurred in developing the computer software. Costs associated with externally-marketed software are expensed as incurred until technological feasibility has been established. Development costs related to internal-use software are amortized using the straight-line method over the shorter of the software license or the estimated useful life of the software. Costs associated with externally-marketed software are amortized equal to the greater of the amount computed using (i) the ratio that current gross revenue for a software product bears to the total of current and anticipated future revenue for that software product or (ii) the straight-line method over the remaining estimated economic life of the software product.

Estimated useful lives are periodically reviewed and, when appropriate, changes to estimates are made prospectively. When certain events or changes in operating conditions occur, asset lives may be adjusted, and an impairment assessment may be performed on the recoverability of the carrying amounts. Refer to Note 6, Property, Plant and Equipment, Net, for disclosure of estimated useful lives.

When property, plant equipment is retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the balance sheet. Any difference between the net asset value and the proceeds on sale are charged or credited to income.

### **Business Combinations**

We account for business acquisitions in accordance with ASC 805, "Business Combinations". This standard requires the acquiring entity in a business combination to recognize all the assets acquired and liabilities assumed in the transaction and establishes the acquisition date fair value as the measurement objective for all assets acquired and liabilities assumed in a business combination. Certain provisions of this standard prescribe, among other things, the determination of acquisition date fair value of consideration paid in a business combination (including contingent consideration) and the exclusion of transaction and acquisition-related restructuring costs from acquisition accounting.

The determination of the fair value of assets acquired and liabilities assumed involves assessments of factors such as the expected future cash flows associated with individual assets and liabilities and appropriate discount rates at the closing date of the acquisition. For non-observable market values, the Company determines fair value using acceptable valuation principles (e.g., multiple excess earnings, relief from royalty and cost methods).

Results of operations for acquired companies are included in our consolidated results of operations from the date of acquisition.

### **Goodwill**

Goodwill represents the excess of the purchase price paid over the estimated fair value of the net assets acquired and liabilities assumed in the acquisition of a business.

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Goodwill has an indefinite useful life, and is not amortized, but instead tested for impairment annually as of October 1 or more often if events or changes in circumstances indicate that the carrying amount may exceed fair value as set forth in ASC 350, “Intangibles — Goodwill and Other.” The Company tests for goodwill impairment at the reporting unit level, which is an operating segment or one level below an operating segment. The amount of goodwill acquired in a business combination that is assigned to one or more reporting units as of the acquisition date is the excess of the purchase price of the acquired businesses (or portion thereof) included in the reporting unit, over the fair value assigned to the individual assets acquired or liabilities assumed from a market participant perspective. Goodwill is assigned to the reporting unit(s) expected to benefit from the synergies of the combination even though other assets or liabilities of the acquired entity may not be assigned to that reporting unit.

ASC 350 allows an optional qualitative assessment as part of annual impairment testing, prior to a quantitative assessment test, to determine whether it is more likely than not that the fair value of a reporting unit exceeds its carrying amount. If a qualitative assessment determines an impairment is more likely than not, the Company is required to perform a quantitative impairment test. Otherwise, no further analysis is required. Alternatively, the Company may elect to proceed directly to the quantitative impairment test.

In conducting a qualitative assessment, the Company analyzes actual and projected growth trends for net sales and margin for each reporting unit, as well as historical performance versus plan and the results of prior quantitative tests performed. Additionally, the Company assesses factors that may impact its business, including macroeconomic conditions and the related impact, market-related exposures, plans to market for sale all or a portion of the business, competitive changes, new or discontinued product lines, changes in key personnel, and any potential risks to projected financial results.

If performed, the quantitative test compares the fair value of a reporting unit with its carrying amount. We determine the fair value of each reporting unit by estimating the present value of expected future cash flows, discounted by the applicable discount rate, and/or peer company multiples. If the carrying value exceeds the fair value, the Company recognizes an impairment loss in the amount equal to the excess, not to exceed the total amount of goodwill allocated to that reporting unit.

The Company may reorganize its reporting unit structure to better align the Company's operations within its reporting unit structure. In such cases, the Company assesses and re-defines reporting units effective as of the reorganization date including reallocation of goodwill on a relative fair value basis as applicable to affected reporting units. Goodwill impairment analysis will be performed as of the effective reorganization date both before and after the reorganization to test for any goodwill impairment. Refer to Note 8, *Goodwill and Intangible Assets*, for further detail.

### **Intangible Assets**

Intangible assets relate to the value associated with our developed technology, customer relationships, backlog, and trade names at the time of acquisition through business combinations.

The Company determined the fair value of intangible assets acquired through an income approach, using the excess earnings method for customer relationships and backlog. Under the excess earnings method, an intangible asset's fair value is equal to the present value of the incremental after-tax cash flows attributable solely to the intangible asset over its remaining useful life. The relief from royalty method was used to determine the fair value of developed technology and trade name. The valuation models were based on estimates of future operating projections of the acquired business and rights to sell products as well as judgments on the discount rates used and other variables. We determined the forecasts based on a number of factors, including our best estimate of near-term net sales expectations and long-term projections, which include review of internal and independent market analyses. The discount rate used was representative of the weighted average cost of capital.

The customer relationships definite lived intangible assets are amortized using the double declining balance method with estimated useful lives ranging from 6 to 13 years, while all other definite lived intangible assets are amortized on a straight-line basis over their estimated useful lives, ranging from 5 to 16 years for developed technology and 1 to 10 years for trade names and other. The Company regularly evaluates the amortization period assigned to each intangible asset to ensure that there have not been any events or circumstances that warrant revised estimates of useful lives. Refer to Note 8, *Goodwill and Intangible Assets*, for further detail.

### **Impairment of Long-Lived Assets**

The Company reviews long-lived assets and definite-lived intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If an evaluation of recoverability is

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required, the estimated undiscounted future cash flows associated with the asset group are compared to the asset group's carrying amount to determine if a write-down is required. If the undiscounted cash flows are less than the carrying amount, an impairment loss is recorded to the extent that the carrying amount exceeds the fair value. No impairment was recorded during any periods or fiscal years presented.

### **Facility and Equipment Decommissioning Liabilities**

The Company has asset retirement obligations ("ARO") consisting primarily of equipment and facility decommissioning costs. The estimated fair value of these ARO liabilities is recognized in the period in which the liability is generated and a corresponding increase to the carrying value of the related asset is recorded and depreciated over the useful life of the asset. The Company's estimates of its ultimate AROs could change because of changes in regulations, the extent of environmental remediation required, the means of reclamation, cost estimates, exit or disposal activities or time period estimates.

ARO liabilities totaled \$2.3 million and \$2.5 million at December 31, 2023 and December 31, 2022, respectively, and were included in Other liabilities in the consolidated balance sheets. Accretion expense related to these liabilities was not material for any periods presented.

### **Product Warranty**

The Company offers warranties against material defects for most of its products for a specified time period, usually twelve to twenty-four months from delivery or acceptance. When the related revenues are recognized, the Company provides for the estimated future costs of warranty obligations in cost of revenues. The accrued warranty costs represent the Company's best estimate at the time of sale of the total costs that will be incurred to repair or replace product parts that fail while still under warranty.

The amount of the accrued estimated warranty cost obligations for established products is based on historical experience as to product failures adjusted for current information on repair costs. For new products, estimates include the historical experience of similar products, as well as a reasonable allowance for warranty expenses associated with the new products. On a quarterly basis, the Company reviews the accrued warranty costs and updates the historical warranty cost trends, if required.

### **Warrant Liability**

As of December 31, 2023, the Company had outstanding warrants to purchase up to 27,249,779 shares of Class A common stock. The Company accounts for the warrants in accordance with the guidance contained in ASC 815, "Derivatives and Hedging", under which the warrants do not meet the criteria for equity treatment and must be recorded as derivative liabilities. Accordingly, the Company classifies the warrants as liabilities at their fair value and adjusts the warrants to fair value at each reporting period. This liability is subject to re-measurement at each balance sheet date until the warrants are exercised or expire, and any change in fair value is recognized in the Company's consolidated statements of operations. The fair value of the warrants (the "Public Warrants") issued in connection with GSAH's initial public offering has been measured based on the listed market price of such Public Warrants. As the transfer of certain warrants issued in a private placement (the "Private Placement Warrants") to GS Sponsor II LLC, the sponsor of GSAH (the "Sponsor"), to anyone who is not a permitted transferee would result in the Private Placement Warrants having substantially the same terms as the Public Warrants, we determined that the fair value of each Private Placement Warrant is equivalent to that of each Public Warrant. The determination of the fair value of the warrant liability may be subject to change as more current information becomes available and accordingly the actual results could differ significantly. Derivative warrant liabilities are classified as non-current liabilities as their liquidation is not reasonably expected to require the use of current assets or require the creation of current liabilities. See Note 18, *Fair Value Measurements*.

### **Revenue Recognition**

The Company recognizes revenue from arrangements that include performance obligations to design, engineer, manufacture, deliver, and install products. The Company identifies a performance obligation for each promise in a contract to transfer a distinct good or service to the customer. As part of its assessment, the Company considers all goods and/or services promised in the contract, regardless of whether they are explicitly stated or implied by customary business practices. The Company's contracts may contain either a single performance obligation, including the promise to transfer individual goods or services that are not separately distinct within the context of the respective contracts, or multiple performance obligations. For contracts that contain multiple performance obligations, the Company allocates the consideration to which it expects to be entitled to each performance obligation based on relative standalone selling prices

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and recognizes the related revenue when or as control of each individual performance obligation is transferred to customers. The Company does not assess whether promised goods or services are performance obligations if they are immaterial in the context of the contract with the customer. The Company combines multiple contracts entered into at or around the same time with a customer if the contracts are negotiated as a package with a single commercial objective, the consideration paid under the contracts depends on the price or performance of the other contract, or if the goods or services promised in the contracts are a single performance obligation. Service revenues (service-type warranty, post contract support, installation, and subscription-based services) are recognized over time as the customers receive and consume benefits of such services simultaneously. Assurance-type warranties guarantee that a product complies with agreed-upon specifications and accordingly are not separate performance obligations. A provision for these warranties is recognized in the period during which the associated revenue is recognized. In most cases, installation services represent a separate performance obligation. The customer simultaneously receives and consumes the benefits as the installation services are performed, as other entities could complete the installation at any point during the installation process. When the product and installation service are determined to be a combined performance obligation, revenue is recognized over time as the installation is performed and included in product revenue in the consolidated statement of operations.

Variable consideration such as rebates, sales discounts and sales returns are estimated and treated as a reduction of revenue in the same period the related revenue is recognized. These are estimated based on contractual terms, historical practices, and current trends, and are adjusted as new information becomes available. Revenues exclude any taxes that the Company collects from customers and remits to tax authorities. Amounts billed to customer for shipping and handling are included in revenue, while the related shipping and handling costs are reflected in cost of products in the period in which revenue is recognized. The Company has elected a practical expedient under ASC 606 that allows for shipping and handling activities that occur after the customer has obtained control of a good to be accounted for as a fulfillment cost. The Company does not adjust the promised amount of consideration for the effects of a significant financing component, if, at contract inception, the Company expects the period between the time when the Company transfers a promised good or service to the customer and the time when the customer pays for that good or service will be one year or less.

The Company exercises judgment in determining the timing of revenue by analyzing the point in time or the period over which the customer has the ability to direct the use of and obtain substantially all of the remaining benefits of the performance obligation. Typically, over-time revenue recognition is based on the utilization of the input measure of costs incurred to date relative to total estimated costs to measure progress. Changes in total estimated costs are recognized using the cumulative catch-up method of accounting which recognize the cumulative effect of the changes on current and prior periods in the current period. Accordingly, the effect of the changes on future periods of contract performance is recognized as if the revised estimate had been the original estimate. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are first determined. A significant change in an estimate on one or more contracts could have a material effect on the Company's consolidated financial position, results from operations, or cash flows. However, there were no significant changes in estimated contract costs for the year ended December 31, 2023, the year ended December 31, 2022, the Successor Period of October 20, 2021 through December 31, 2021, the Predecessor Periods of July 1, 2021 through October 19, 2021, or the fiscal year ended June 30, 2021.

If a performance obligation does not qualify for over-time revenue recognition, revenue is then recognized at the point-in-time in which control of the distinct good or service is transferred to the customer, typically based upon the terms of delivery.

Certain of the Company's products are sold through distributors and third-party sales representatives under standard agreements whereby distributors purchase products from the Company and resell them to customers. These agreements give distributors the right to sell the Company's products within certain territories and establish minimum order requirements. These arrangements do not provide stock rotation or price protection rights and do not contain extended payment terms. Rights of return are limited to repair or replacement of delivered products that are defective or fail to meet the Company's published specifications. Provisions for these warranty costs are recognized in the same period that the related revenue is recorded similar to other assurance-type warranties.

Revenue derived from passive dosimetry and analytical services is of a subscription nature and is provided to customers on an agreed-upon recurring monthly, quarterly or annual basis. Services are provided to the customer via passive dosimeter badges that the Company supplies to customer personnel. Depending on the type of badge utilized, either customers return the used badges to the Company for analysis, or they obtain the analysis directly via a self-service web portal. The Company believes that badge production, badge wearing, badge analysis and report preparation are not individually distinct and therefore a single performance obligation recognized over time. Revenue is recognized ratably over the service period as the service is continuous, and no other discernible pattern of recognition is evident. Many customers pay for these measuring and monitoring services in advance. The amounts are recorded as deferred contract revenue in the consolidated balance sheets and represent customer deposits invoiced in advance for services to be rendered over the service period, net of a reserve for estimated cancellations.

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Payment terms for shipments to end-users are generally net 30 days. Payment terms for distributor shipments may range from 30 to 90 days. Service arrangements commonly call for payments in advance of performing the work (e.g., extended warranty and service contracts), upon completion of contract milestones (e.g., custom development manufacturing), or a combination of each.

The Company's costs to obtain contracts are typically comprised of sales commissions. A majority of these costs relate to revenue that is recognized over a period that is less than one year. For costs related to revenue recognized over a period less than one year, the Company has elected the practical expedient under ASC 606 to expense these costs as incurred.

### *Contract Balances*

Revenue earned in excess of billings on contracts in progress (contract assets) are classified in the consolidated balance sheet as a current asset and included in costs in excess of billings on uncompleted contracts. Amounts billed in excess of revenue earned (contract liabilities) are included in deferred contract revenue. For more information, see Note 4, *Contracts in Progress*.

### *Remaining Performance Obligations*

The remaining performance obligations for all open contracts as of December 31, 2023 include assembly, delivery, installation, and trainings. The aggregate amount of the transaction price allocated to the remaining performance obligations for all open customer contracts was approximately \$857.1 million and \$737.4 million as of December 31, 2023 and December 31, 2022, respectively. As of December 31, 2023, the Company expects to recognize approximately 46%, 18%, 11%, and 8% of the remaining performance obligations as revenue during the fiscal years 2024, 2025, 2026 and 2027, respectively, and the remainder thereafter.

### *Disaggregation of Revenues*

A disaggregation of the Company's revenues by segment, geographic region, timing of revenue recognition and product category is provided in Note 17, *Segment Information*.

## **Warrants**

As described above, the Company has outstanding warrants to purchase up to 27,249,779 shares of Class A common stock. One whole warrant entitles the holder thereof to purchase one share of Mirion Class A common stock at a price of \$11.50 per share. The Company's warrants are not included in the Company's calculation of basic loss per share and were excluded from the calculation of diluted loss per share because their inclusion would be anti-dilutive.

## **Founder Shares**

Founder shares are shares of Class A common stock subject to certain vesting events and forfeiture if a required vesting event does not occur within five years of the closing of the Business Combination. The founder shares are subject to vesting in three equal tranches, based on the volume-weighted average price of the Class A common stock being greater than or equal to \$12, \$14 and \$16 per share for any 20 trading days in any 30 consecutive trading day period. Holders of the founder shares are entitled to vote such founder shares and receive dividends and other distributions with respect to such founder shares prior to vesting, but such dividends and other distributions with respect to unvested founder shares will be set aside by the Company and shall only be paid to the holders of the founder shares upon the vesting of such founder shares.

As the holders of the founder shares are not entitled to participate in earnings unless the vesting conditions are met, the founders shares have been excluded from the calculation of basic earnings per share. The founders shares are also excluded from the calculation of diluted earnings per share because their inclusion would be anti-dilutive.

## **Predecessor Period**

In the Predecessor Periods presented, the rights, including the liquidation, dividend rights, sharing of losses, and voting rights of the A Ordinary Shares and B Ordinary Shares of Mirion TopCo were identical. As the rights of both classes of shares were identical, the undistributed earnings are allocated on a proportionate basis and the resulting net loss per share attributed to common stockholders is therefore the same for A Ordinary Shares and B Ordinary Shares on an individual or combined basis.



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The Company's participating securities include the Company's non-vested A Ordinary Shares, as the holders are entitled to non-forfeitable dividend rights in the event a dividend were paid on common stock. The holders of non-vested A Ordinary Shares did not have a contractual obligation to share in losses.

The rights, including the liquidation, dividend rights, sharing of losses, and voting rights of the A Ordinary Shares and B Ordinary Shares are identical. As the rights of both classes of shares were identical, the undistributed earnings were allocated on a proportionate basis and the resulting net loss per share attributed to common stockholders was therefore the same for A Ordinary Shares and B Ordinary Shares on an individual or combined basis.

Basic loss per share is computed by dividing loss available to shareholders by the weighted average number of common shares outstanding, adjusted for the outstanding non-vested shares. Diluted loss per share is computed by giving effect to all potentially dilutive securities outstanding for the period using the treasury stock method or the if-converted method based on the nature of such securities. For periods in which the Company reports net losses, diluted net loss per common share attributable to shareholders is the same as basic net loss per ordinary share attributable to shareholders, because potentially dilutive common shares are not assumed to have been issued if their effect is anti-dilutive.

### **Selling, General, and Administrative Expenses**

The Company's selling, general and administrative expenses consist of direct and indirect costs related to sales and corporate personnel, facilities, professional services, amortization of intangible assets, share-based compensation, and other operating activities.

### **Advertising Costs**

Advertising costs, which the Company expenses when incurred, were approximately \$1.3 million, \$1.7 million, \$0.4 million, \$0.4 million, and \$0.9 million for the fiscal year ended December 31, 2023, for the fiscal year ended December 31, 2022, the Successor Period from October 20, 2021 through December 31, 2021, the Predecessor Periods from July 1, 2021 through October 19, 2021 and the fiscal year ended June 30, 2021, respectively. Trade show costs were approximately \$2.7 million, \$2.8 million, \$0.5 million, \$0.7 million, and \$0.3 million for the fiscal year ended December 31, 2023, December 31, 2022, Successor Period from October 20, 2021 through December 31, 2021, the Predecessor Periods from July 1, 2021 through October 19, 2021, and the fiscal year ended June 30, 2021, respectively.

### **Research and Development**

Research and development expenses include costs of developing new products and processes, as well as non-project specific design and engineering costs. Research and development costs are expensed as incurred. Development costs related to software incorporated in the Company's products are not material.

### **Concentrations of Risk**

Financial instruments that are potentially subject to concentration of credit risk consist primarily of cash and cash equivalents and accounts receivable. The Company maintains cash in bank deposit accounts that, at times, may exceed the insured limits of the local country. The Company has not experienced any losses in such accounts.

The Company sells its products and services mainly to large, private and governmental organizations in the Americas, Europe, the Middle East and Asia Pacific regions. The Company performs ongoing evaluations of its customers' financial condition and limits the amount of credit extended when deemed necessary. The Company generally does not require its customers to provide collateral or other security to support accounts receivable.

As of December 31, 2023 and December 31, 2022, no customer accounted for more than 10% of the accounts receivable balance.

### **Assets and Liabilities Held for Sale**

We classify long-lived assets (disposal groups) as held for sale in the period when all of the following conditions have been met:

- We have approved and committed to a plan to sell the assets or disposal group;
- The asset or disposal group is available for immediate sale in its present condition;
- An active program to locate a buyer and other actions required to complete the sale have been initiated;

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- The sale of the asset or disposal group is probable and expected to be completed within one year;
- The asset or disposal group is being actively marketed for sale at a price that is reasonable in relation to its current fair value; and
- It is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

We initially measure a long-lived asset (disposal group) that is classified as held for sale at the lower of its carrying value or fair value less any costs to sell. Any loss resulting from this measurement is recognized in the period in which the held for sale criteria are met. Conversely, gains are not recognized on the sale of a long-lived asset (disposal group) until the date of sale. We assess the fair value of a long-lived asset (disposal group) less any costs to sell each reporting period it remains classified as held for sale. A loss is recognized for any write-down to fair value less cost to sell. A gain is recognized for any subsequent increase in fair value less cost to sell, but not in excess of the cumulative loss previously recognized. Upon being classified as held for sale, we cease depreciation on depreciable assets.

Upon determining that a long-lived asset (disposal group) meets the criteria to be classified as held for sale, we report the assets and liabilities of the disposal group in our consolidated balance sheets as assets held for sale and liabilities held for sale, respectively. If the sale is expected to occur within the year and the proceeds will be used in the regular course of business (e.g., not being used to pay off long-term debt), the assets and liabilities held for sale are considered current. If the sale is not expected during the next year or the proceeds will be used to pay off long-term debt, the assets and liabilities held for sale are considered non-current.

### **Derivatives and Hedging**

The Company uses derivatives to manage underlying commercial risks, including risks related to foreign exchange and interest rate. Accounting for derivatives as hedges requires that, at inception and over the term of the arrangement, the hedged item and related derivative meet the requirements for hedge accounting. In evaluating whether a particular relationship qualifies for hedge accounting, the Company tests effectiveness at inception and each reporting period thereafter by determining whether changes in the fair value of the derivative offset, within a specified range, changes in the fair value of the hedged item. If fair value changes fail this test, the Company discontinues applying hedge accounting to that relationship prospectively. Fair values of both the derivative instrument and the hedged item are calculated using internal valuation models incorporating market-based assumptions, subject to third-party confirmation, as applicable.

The changes in the fair values of derivatives that have been designated and qualify as cash flow hedges or hedges of net investments in foreign operations are recorded in accumulated other comprehensive loss ("AOCL") and are reclassified into the line item in our consolidated statement of income in which the hedged items are recorded in the same period the hedged items affect earnings. The changes in the fair values of derivatives that were not designated and/or did not qualify as hedging instruments are immediately recognized in earnings.

The Interest Rate Swap and Cross-Currency Rate Swaps the Company entered into are not exchange traded instruments and their fair value is determined using the cash flows of the swap contracts, discount rates to account for the passage of time, USD-SOFR CME term, current foreign exchange market data and credit risk, which are all based on inputs readily available in public markets and categorized as Level 2 fair value hierarchy measurements. Refer to Note 18, *Fair Value Measurement*, and Note 19, *Derivatives and Hedging*, for further details.

### **Stock-Based Compensation Awards**

The Company adopted and obtained stockholder approval at its special meeting of the stockholders on October 19, 2021 of the 2021 Omnibus Incentive Plan (the "2021 Plan"). The purpose of the 2021 Plan is to motivate and reward employees and other individuals to perform at their highest level and contribute significantly to the success of the Company. The 2021 Plan is an omnibus plan that may provide these incentives through grant of stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards, other cash-based awards and other stock-based awards to employees, directors, or consultants of the Company. See Note 15, *Stock-based Compensation*, for further information on this plan.

Stock-based compensation is awarded to employees and directors of the Company and accounted for in accordance with ASC 718, "Compensation—Stock Compensation". Stock-based compensation expense is recognized for equity awards over the vesting period based on their grant-date fair value. During the Successor Period, the Company uses various forms of long-term incentives including, but not limited to Restricted Stock Units ("RSUs") and Performance-based RSUs ("PSUs"), provided that the issuance of such stock options was contingent upon the Company filing a registration statement on Form S-8 with the SEC, which occurred on December 27, 2021. The grant date fair value of the PSUs is determined using a Monte Carlo simulation model. The grant date fair value of the RSUs is determined using the closing

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price of the Company's Class A common stock price on the day before the grant date. Stock-based compensation expense is included within the same financial statement caption where the recipient's other compensation is reported. The Company accounts for forfeitures as they occur.

In conjunction with entering into the Business Combination Agreement, on June 17, 2021 the Sponsor issued membership interests to certain Mirion employees and the current Chairman of the Board of Mirion (collectively, the "Profits Interests"). The Profits Interests are subject to service and performance vesting conditions and do not fully vest until all of the applicable conditions are satisfied. In addition, the Profits Interests are subject to certain forfeiture conditions. Accordingly, these awards have been treated as stock based compensation under ASC 718. The grant date fair value of the Profits Interests is based upon a valuation model using Monte Carlo simulations. As the Profits Interests included the completion of the Business Combination as a vesting condition, the expense that accumulated prior to the Business Combination was recorded on the last day of the Predecessor Period and the remainder is recorded over the future vesting period.

Prior to the Business Combination, the Company accounted for share-based compensation related to restricted stock awards granted to certain employees by recognizing the grant date fair value of the awards over the requisite service period, which is equal to the vesting period. The Company had the option to buy back the unvested awards upon termination of employment at the lesser of the original issuance price paid by employees or the fair value of the shares on the buy-back date. The Company estimated the value of the restricted stock awards by using the Black-Scholes option valuation model, which requires the use of certain subjective assumptions. Significant assumptions include management's estimates of the estimated stock price volatility, the expected life of the awards and related employee forfeiture rates.

For more information see Note 15, *Stock-based Compensation*.

### **Treasury Stock**

We account for treasury stock under the cost method pursuant to the provisions of ASC 505-30, Treasury Stock. Under the cost method, the gross cost of the shares reacquired is charged to a contra equity account, treasury stock. The equity accounts that were originally credited for the original share issuance, Common Stock and additional paid-in capital, remain intact.

If the treasury shares are ever reissued in the future at a price higher than its cost, the difference is recorded as a component of additional paid-in-capital in our consolidated balance sheets. When treasury stock is re-issued at a price lower than its cost, the difference is recorded as a component of additional paid-in-capital to the extent that there are previously recorded gains to offset the losses. If there are no treasury stock gains in additional paid-in-capital, the losses upon re-issuance of treasury stock are recorded as a reduction of retained earnings in our consolidated balance sheets. If treasury stock is reissued in the future, a cost flow assumption (e.g., FIFO, LIFO or specific identification) will be adopted to compute excesses and deficiencies upon subsequent share reissuance.

### **Accounting for Income Taxes**

The Company accounts for income taxes and the related accounts under the asset and liability method. Deferred tax assets and liabilities are recognized for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts. Valuation allowances are recorded to reduce deferred tax assets to the amount that will more likely than not be realized. The Company classifies all deferred tax assets and liabilities, and any related valuation allowance, as non-current in the Consolidated Balance Sheets.

The Company accounts for uncertainty in income taxes using a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement. The Company classifies the liability for unrecognized tax benefits as current in the balance sheet, to the extent that the Company anticipates payment or receipt of cash within one year. Interest and penalties related to uncertain tax positions are recognized in the provision for income taxes.

### **Defined Benefit Pension Plans and Other Employee Benefits**

The Company has defined benefit pension plans that cover certain of its employees in France, Japan, and Germany. The Company also has a post-retirement plan that provides for the reimbursement of a portion of medical and life insurance premiums for certain retirees and eligible dependents in the United States. Plan liabilities are revalued annually based on assumptions relating to the discount rates used to measure future obligations and expenses, salary-scale inflation rates,

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mortality and other assumptions. The selection of assumptions is based on historical trends and known economic and market conditions at the time of valuation; however, actual results may differ from the Company's estimates.

### **Foreign Currency Translation**

Local currency is the functional currency for substantially all of the Company's foreign operations. Assets and liabilities of foreign operations are translated into U.S. dollars using the exchange rates in effect at the balance sheet reporting date, while income and expenses are translated at the average monthly exchange rates during the period. We record gains and losses from the translation of financial statements in foreign currencies into U.S. dollars in other comprehensive income. The income tax effect of currency translation adjustments related to foreign subsidiaries that are not considered indefinitely reinvested is recorded as a component of deferred taxes with an offset to other comprehensive income. We record gains and losses from changes in exchange rates on transactions denominated in currencies other than each reporting location's functional currency in the consolidated statements of operations for each period.

### **Loss Per Share**

Net loss per share of common stock is computed using the two-class method required for multiple classes of common stock and participating securities based upon their respective rights to receive dividends as if all income for the period has been distributed. Basic loss per share is computed by dividing loss available to common stockholders by the weighted average number of common shares outstanding, adjusted for the outstanding non-vested shares. Diluted loss per share is computed by giving effect to all potentially dilutive securities outstanding for the period using the treasury stock method or the if-converted method based on the nature of such securities. For periods in which the Company reports net losses, diluted net loss per common share attributable to common stockholders is the same as basic net loss per common share attributable to common stockholders, because potentially dilutive common shares are not assumed to have been issued if their effect is anti-dilutive.

### **Successor Period**

Upon the closing of the Business Combination, the following classes of stock were considered in the loss per share calculation.

#### *Class A Common Stock*

Holders of shares of our Class A common stock are entitled to one vote for each share held of record on all matters on which stockholders are entitled to vote generally, including the election or removal of directors. The holders of our Class A common stock do not have cumulative voting rights in the election of directors. Holders of shares of our Class A common stock are entitled to receive dividends when and if declared by our Board out of funds legally available therefor, subject to any statutory or contractual restrictions on the payment of dividends and to any restrictions on the payment of dividends imposed by the terms of any outstanding preferred stock. Upon our liquidation, dissolution or winding up and after payment in full of all amounts required to be paid to creditors and to the holders of preferred stock having liquidation preferences, if any, the holders of shares of our Class A common stock will be entitled to receive pro rata our remaining assets available for distribution. Class A common stock issued and outstanding is included in the Company's basic loss per share calculation.

#### *Class B Common Stock*

Holders of shares of our Class B common stock also hold shares of IntermediateCo Class B common stock on a one-to-one basis (the "paired interests"). Holders of shares of our Class B common stock are entitled to one vote for each share held of record on all matters on which stockholders are entitled to vote generally, including the election or removal of directors. If at any time the ratio at which shares of IntermediateCo Class B common stock are redeemable or exchangeable for shares of our Class A common stock changes from a one-for-one basis, the number of votes to which our Class B common stockholders are entitled will be adjusted accordingly. The holders of our Class B common stock do not have cumulative voting rights in the election of directors. Except for transfers to us pursuant to the IntermediateCo Charter or to certain permitted transferees set forth in our Charter, the shares of our Class B common stock and corresponding shares of IntermediateCo Class B common stock may not be sold, transferred or otherwise disposed of.

Holders of shares of our Class B common stock are not entitled to economic interests in us or to receive dividends or to receive a distribution upon our liquidation or winding up. However, if IntermediateCo makes distributions to us other than solely with respect to our Class A common stock, the holders of shares of IntermediateCo Class B common stock will be entitled to receive distributions pro rata in accordance with the percentages of their respective shares of IntermediateCo Class B common stock.

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Our shares of Class B common stock are excluded from the calculation of basic and diluted earnings per share because such shares have voting rights but no economic interest in the Company.

### **Recent Accounting Pronouncements**

In March 2020, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2020-04 "Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting". ASU 2020-04 provides temporary optional expedients and exceptions for applying GAAP guidance on contract modifications and hedge accounting to ease the financial reporting burdens of the expected market transition from the London Interbank Offered Rate ("LIBOR") and other interbank offered rates to alternative reference rates, such as the Secured Overnight Financing Rate ("SOFR"). In December 2022, the FASB issued ASU 2022-06 to defer the sunset date of ASC 848 from December 31, 2022 to December 31, 2024, after which entities will no longer be permitted to apply the optional expedients in ASC 848.

The Company adopted ASC 848 on June 23, 2023 upon entry into Amendment No. 2 to the Company's Credit Agreement to transition to SOFR, as further discussed in Note 9, Borrowings. The adoption of this standard did not have an impact on the consolidated financial statements and related disclosures as the optional expedients under ASC 848 have allowed the Company to account for contract modifications as continuations of the existing contracts without further reassessments or remeasurements. Outstanding derivatives (see Note 19, *Derivatives and Hedging*) at the time of adoption were not impacted by the transition to SOFR.

### ***Accounting Guidance Issued But Not Yet Adopted***

In October 2023, the FASB issued ASU 2023-06 "Disclosure Improvements". ASU 2023-06 clarifies or improves disclosure and presentation requirements of a variety of topics. For entities subject to the SEC's existing disclosure requirements, the effective date for each amendment will be the date on which the SEC's removal of that related disclosure from Regulation S-X or Regulation S-K becomes effective, with early adoption prohibited. For all entities, if by June 30, 2027, the SEC has not removed the applicable requirement from Regulation S-X or Regulation S-K, the pending content of the related amendment will be removed from the codification and will not become effective for any entity. The Company is currently evaluating the impact of this ASU.

In November 2023, the FASB issued ASU 2023-07 "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures". ASU 2023-07 improves reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. For all entities, the amendments will be effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The amendments will be applied retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the impact of this ASU.

In December 2023, the FASB issued ASU 2023-09 "Income Taxes (Topic 740): Improvements to Income Tax Disclosures". ASU 2023-09 enhances the existing income tax disclosures primarily related to the rate reconciliation and income taxes paid information. For public business entities, the amendments are effective for annual periods beginning after December 15, 2024, with early adoption permitted for annual financial statements that have not yet been issued or made available for issuance. The amendments will be applied on a prospective basis, with retrospective application permitted. The Company is currently evaluating the impact of this ASU.

## **2. Business Combinations and Acquisitions**

All acquisitions are accounted for under the acquisition method of accounting, and the related assets acquired and liabilities assumed are recorded at fair value. The Company makes an initial allocation of the purchase price at the date of acquisition based upon its understanding of the fair value of the acquired assets and assumed liabilities. The Company obtains the information used for the purchase price allocation during due diligence and through other sources. In the months after closing, as the Company obtains additional information about the acquired assets and liabilities, including through tangible and intangible asset appraisals, and learns more about the newly acquired business, it is able to refine the estimates of fair value and more accurately allocate the purchase price. The fair values of acquired intangibles are determined based on estimates and assumptions that are deemed reasonable by the Company. Significant assumptions include the discount rates and certain assumptions that form the basis of the forecasted results of the acquired business including revenue, earnings before interest, taxes, depreciation and amortization ("EBITDA"), and growth rates. These assumptions are forward looking and could be affected by future economic and market conditions. Only facts and circumstances that existed as of the acquisition date are considered for subsequent adjustment. The Company will make appropriate adjustments to the purchase price allocation prior to completion of the measurement period, as required.

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Purchases of acquired businesses resulted in the recognition of goodwill in the Company's Consolidated Financial Statements, which is calculated as the excess of the consideration transferred over the net assets recognized and represents the future economic benefits arising from the other assets acquired that could not be individually identified and separately recognized. The goodwill is not amortized but some portion may be deductible for income tax purposes. This goodwill recorded includes the following:

- The expected synergies and other benefits that we believe will result from combining the operations of the acquired business with the operations of Mirion;
- Any intangible assets that did not qualify for separate recognition, as well as future, yet unidentified projects and products;
- The value of the existing business as an assembled collection of net assets versus if the Company had acquired all of the net assets separately.

### **Current Year Acquisition - EC2 Business**

On November 1, 2023, Mirion closed the acquisition of ec<sup>2</sup> Software Solutions, LLC and NUMA LLC (Collectively "EC2") with a purchase price of \$31.4 million in a taxable transaction pursuant to an asset purchase agreement dated November 1, 2023 between Mirion and EC2. As part of the Mirion Medical segment, EC2 will complement the Nuclear Medicine and Molecular Imaging portfolio of Capintec. Transaction costs related to the EC2 Acquisition were not material for the year ended December 31, 2023. The total business enterprise value acquired for the EC2 acquisition was comprised of \$14.5 million of intangible assets related to technology, trade name, and customer list, \$17.4 million of goodwill and \$0.5 million of liabilities mainly related to deferred revenue. The estimated fair values of all assets acquired and liabilities assumed in the acquisition are provisional and may be revised as a result of additional information obtained during the measurement period of up to one year from the acquisition date, including but not limited to deferred revenue balances and the valuation of tax accounts.

### **Acquisition during the Fiscal Year Ended December 31, 2022 - SIS Business**

On August 1, 2022, the Company acquired the Critical Infrastructure ("CI") business of Collins Aerospace (renamed as Secure Integrated Solutions "SIS") via an Asset Purchase Agreement. The Company paid cash of \$6.6 million. The SIS business joined our Technologies segment and specializes in delivering physical and cyber security systems to critical infrastructure based on a command-and-control platform that includes video surveillance, access control, intrusion detection, credential/training management, biometrics, and video analytics. The Company used carrying values as of the closing date of the acquisition of CI (the "CI Acquisition") to value certain current and non-current assets and liabilities, as we determined that they represented the fair value of those items at such date. All identifiable intangible assets acquired in the CI Acquisition were assigned to developed technology for accounting purposes. Transaction costs related to the CI Acquisition were not material for the year ended December 31, 2022.

Measurement period adjustments to the previously disclosed preliminary fair value of net assets related to the CI Acquisition were recorded in 2023, resulting in a \$0.9 million net increase in goodwill and corresponding \$0.9 million net

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increase in Other Accrued Liabilities during the three months ended March 31, 2023. The fair value of net assets recorded for the CI Acquisition was deemed final as of September 30, 2023.

### **Successor Stub Period Acquisitions (from October 20, 2021 to December 31, 2021)**

The following briefly describes the Company's acquisition activity subsequent to the Business Combination and prior to December 31, 2021.

<b>Year Ended December 31,</b>	<b>Company Name</b>	<b>Description of the Business</b>	<b>Description of the Acquisition</b>
2021	CIRS	Computerized Imaging Reference Systems, Inc. ("CIRS") is a U.S.-based company which specializes in design, development, and commercialization of tissue equivalent medical imaging and radiation therapy phantoms.	On December 1, 2021, the Company acquired 100% of the equity interest for approximately \$55.1 million of purchase consideration, subject to final closing statement balances.
2021	Safeline	Safeline Monitors Systems LLC is a U.S.-based provider of dosimetry services which will increase the U.S. footprint of Mirion's industry-leading dosimetry product offerings.	On December 1, 2021, the Company acquired 100% of the member equity interest for approximately \$1.5 million, which includes a \$0.5 million contingent consideration, based on actual revenues from existing customers for 6 months subsequent to the transaction date.
2021	CHP	CHP Dosimetry is a U.S.-based provider of dosimetry services which will increase the U.S. footprint of Mirion's industry-leading dosimetry product offerings.	On November 1, 2021, the Company acquired 100% of the assets for approximately \$2.5 million, subject to final closing statement balances.

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The following table summarizes the total business enterprise value, comprised of the fair value of net assets acquired for the CIRS acquisition.

<i>(in millions)</i>	<i>CIRS</i>
Date of acquisition	December 1, 2021
Segment	Medical
Goodwill	\$ 34.0
Developed technology (1)	19.2
Customer relationships (2)	1.6
Trade names (3)	0.4
Backlog (4)	0.6
Amortizable intangible assets	\$ 21.8
Cash	1.0
Accounts receivable	1.6
Inventory	2.0
Property, Plant and Equipment	0.4
Operating ROU assets	3.8
Current lease liabilities	(0.5)
Other long-term liabilities	(9.0)
Net tangible assets acquired	\$ (1.7)
Purchase consideration	55.1
Less: cash acquired	(1.0)
GAAP purchase consideration, net of cash acquired	\$ 54.1
Acquiree revenue post acquisition through the period ended December 31, 2021	\$ 1.5
Acquiree income (loss) from operations post acquisition through the period ended December 31, 2021	\$ (0.1)

- (1) The useful life for developed technology is 5 years.
- (2) The useful life for customer relationships is 7 years.
- (3) The useful life for trade names is 3 years.
- (4) The useful life for backlog is 2 years.

In connection with the acquisitions of CIRS, the Company incurred approximately \$0.4 million of transaction expenses for the period ended December 31, 2021. The Company incurred no additional transaction expenses for the period ended December 31, 2022.

Measurement period adjustments to the previously disclosed preliminary fair value of net assets acquired in the CIRS acquisition were recorded in 2022, resulting in a \$1.0 million net decrease in goodwill and corresponding \$1.0 million net decrease in other long term liabilities for the year ended December 31, 2022.

### **Business Combination**

On October 20, 2021, Mirion Technologies, Inc. consummated its previously announced Business Combination pursuant to the Business Combination Agreement. On December 1, 2021, the Company acquired 100% of the equity interest of CIRS.

The aggregate Business Combination Consideration paid by the Company to the Sellers in connection with the consummation of the Business Combination was \$1.3 billion in cash, 30,401,902 newly issued shares of Class A common stock and 8,560,540 newly issued shares of the Company's Class B common stock. The Sellers receiving shares of Class B common stock also received one share of IntermediateCo Class B common stock per share of Class B common stock as a paired interest. Each of the shares of Class A common stock and each paired interest were valued at \$10.00 per share for purposes of determining the aggregate number of shares issued to the Sellers.

The Business Combination is being accounted for under ASC 805, "Business Combinations". GSAH was determined to be the accounting acquirer. Mirion TopCo constitutes a business in accordance with ASC 805, and the Business Combination constitutes a change in control. Accordingly, the Business Combination is being accounted for using the acquisition method. Under this method of accounting, Mirion TopCo is treated as the "acquired" company for financial reporting purposes and our net assets are stated at fair value, with goodwill or other intangible assets recorded.



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As a result of the Business Combination, the Company's financial statement presentation distinguishes Mirion TopCo as the "Predecessor" through the Closing Date. The Company, which includes the combination of GSAH and Mirion TopCo subsequent to the Business Combination, is the "Successor" for periods after the Closing Date. As a result of the application of the acquisition method of accounting in the Successor Period, the financial statements for the Successor Period are presented on a full step-up basis as a result of the Business Combination, and are therefore not comparable to the financial statements of the Predecessor Periods that are not presented on the same full step-up basis due to the Business Combination.

The following table summarizes the consideration transferred by GSAH:

Cash consideration paid by GSAH	\$	1,310.0
Cash repayment of existing Mirion TopCo third-party debt		903.6
Reimbursement of Mirion TopCo transaction costs		11.7
Cash consideration paid by GSAH	\$	2,225.3
Shares issued to Mirion TopCo sellers at fair value <sup>(1)</sup>		407.0
Total consideration transferred	\$	<u>2,632.3</u>

<sup>(1)</sup> A total of 30,401,902 shares of Class A common stock were issued to the Sellers at fair value and recognition of noncontrolling interests for 8,560,540 shares Class B common stock at the Closing.

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The following table summarizes the total business enterprise value, comprised of the fair value of net assets acquired for the Business Combination.

Date of acquisition Segment	Mirion TopCo			
	October 20, 2021			
	Medical	Technologies	Corporate	Total
Goodwill <sup>(1)</sup>	\$ 680.4	\$ 962.5	\$ —	\$ 1,642.9
Amortizable intangible assets:				
Customer relationships <sup>(2)</sup>	152.7	186.1	—	338.8
Developed technology <sup>(3)</sup>	66.3	168.3	—	234.6
Trade names <sup>(4)</sup>	36.8	63.7	—	100.5
Distributor relationships <sup>(5)</sup>	52.5	8.6	—	61.1
Backlog <sup>(6)</sup>	17.7	63.8	—	81.5
Non-compete agreements <sup>(7)</sup>	4.5	—	—	4.5
Total amortizable intangible assets	\$ 330.5	\$ 490.5	\$ —	\$ 821.0
Tangible assets:				
Cash	7.8	39.5	54.6	101.9
Accounts receivable	44.0	70.3	—	114.3
Cost in excess of billings	—	63.3	—	63.3
Inventory	25.1	119.5	—	144.6
Property, Plant and Equipment	52.6	72.7	1.1	126.4
Other current and non-current assets	5.8	13.3	5.3	24.4
Right of use assets	22.3	20.1	0.9	43.3
Other non-current assets	8.0	2.8	—	10.8
Current liabilities	(31.8)	(82.7)	(33.7)	(148.2)
Current lease liability	(4.1)	(4.4)	(0.3)	(8.8)
Deferred contract revenue	(34.7)	(24.2)	—	(58.9)
Notes payable assumed	(1.8)	(1.2)	—	(3.0)
Other long-term liabilities	(70.0)	(147.6)	(23.8)	(241.4)
Minority interest	—	(0.2)	(0.1)	(0.3)
Net tangible assets acquired	\$ 23.2	\$ 141.2	\$ 4.0	\$ 168.4
Purchase consideration				\$ 2,632.3
Less: cash acquired				(101.9)
GAAP purchase consideration, net of cash acquired				\$ 2,530.4

- (1) The goodwill of \$1,642.9 million represents the excess of the gross consideration transferred over the fair value of the underlying net tangible and identifiable intangible assets acquired and liabilities assumed. Qualitative factors that contribute to the recognition of goodwill include certain intangible assets that are not recognized as separate identifiable intangible assets apart from goodwill. Intangible assets not recognized apart from goodwill consist primarily of the strong market position and the assembled workforce of Mirion TopCo. A portion of the goodwill recognized is expected to be deductible for income tax purposes.
- (2) The useful life for customer relationships ranges from 6 to 13 years.
- (3) The useful life for developed technology ranges from 5 to 16 years.
- (4) The useful life for trade names is 10 years.
- (5) The useful life for distributor relationships ranges from 7 to 13 years.
- (6) The useful life for backlog ranges from 1 to 4 years.
- (7) The useful life for non-compete agreements is 1 year.

In connection with the acquisitions of Mirion TopCo, the Company incurred approximately \$2.2 million and \$26.2 million of transaction expenses for the Successor Period from October 20, 2021 through December 31, 2021 and the Predecessor Period from July 1, 2021 through October 19, 2021, respectively.

Measurement period adjustments to the previously disclosed preliminary fair value of net assets acquired in the Business Combination were recorded in 2022, resulting in a \$3.9 million net increase in goodwill and corresponding \$4.3 million net

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decrease in non-current deferred tax assets and taxes payable, \$1.8 million decrease in noncontrolling interest, and \$1.4 million decrease in other items for the year ended December 31, 2022.

### **Business Combination - Unaudited Pro Forma Financial Information**

The following unaudited pro forma financial information presents the Company's results of operations for the years ended December 31, 2021 and June 30, 2021 to illustrate the estimated effects of the acquisition of Mirion as if it had occurred on July 1, 2020. The pro forma financial information is presented for comparative purposes only and is not necessarily indicative of the Company's operating results that may have actually occurred had the acquisition of Mirion had been completed on July 1, 2020. The unaudited pro forma financial information does not reflect the expected realization of any anticipated cost savings, operating efficiencies, or other synergies that may have been associated with the acquisition.

	Successor	Predecessor	
	From October 20, 2021 through December 31, 2021	From July 1, 2021 through October 19, 2021	Fiscal Year Ended June 30, 2021
<i>(amounts in millions)</i>			
Total revenues	\$ 154.1	\$ 168.0	\$ 611.6
Net income (loss)	\$ (5.2)	\$ (56.3)	\$ (192.1)
Net income (loss) attributable to Mirion Technologies, Inc. stockholders	\$ (3.6)	\$ (54.0)	\$ (184.2)

The unaudited pro forma financial information reflects pro forma adjustments to present the combined pro forma results of operations as if the acquisition had occurred on July 1, 2020 to give effect to certain events the Company believes to be directly attributable to the acquisitions. These pro forma adjustments primarily include:

- A net increase in cost of revenues, depreciation, and amortization expense that would have been recognized due to acquired inventory, property, plant and equipment and intangible assets;
- A decrease in interest expense to reflect the elimination of interest expense on debt assumed settled as of July 1, 2020, and the recognition of interest on new debt issued in conjunction with the acquisition;
- A reduction in expenses for the Successor Period from October 20, 2021 through December 31, 2021 and the Predecessor Period from July 1, 2021 through October 19, 2021, and a corresponding increase in the fiscal year ended June 30, 2021, for acquisition-related transaction costs directly attributable to the acquisition;
- A reduction in expenses for the Successor Period from October 20, 2021 through December 31, 2021 and the Predecessor Period from July 1, 2021 through October 19, 2021, and a corresponding increase in the fiscal year ended June 30, 2021, for stock-based compensation related to Profits Interests;
- A reversal of gain due to a change in fair value of warrants for the Successor Period from October 20, 2021 through December 31, 2021, and a corresponding gain in fair value of the warrants in the fiscal year ended June 30, 2021;
- A change in income tax expense to reflect the income tax effect of the pro forma adjustments based upon an estimated blended statutory rate of 25%; and
- The attribution of the non-controlling interest for the Class B shares of common stock issued to certain existing Mirion TopCo stockholders.

For the Successor Period ended December 31, 2021 and the Predecessor Periods ended October 19, 2021 and fiscal year ended June 30, 2021, pro forma adjustments directly attributable to the Business Combination include (i) the purchase accounting effect of inventories acquired of \$15.8 million, and (ii) transaction costs of \$28.4 million.

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### Predecessor Periods Acquisitions

The following briefly describes the Company's acquisition activity prior to the Business Combination for the Predecessor Periods ended October 19, 2021 and for the fiscal year ended June 30, 2021.

<b>Predecessor Periods ended October 19, 2021</b>	<b>Company Name</b>	<b>Description of the Business</b>	<b>Description of the Acquisition</b>
2021	Dosimetry Badge	Dosimetry Badge is a U.S.-based provider of dosimetry services which will increase the U.S. footprint of Mirion's industry-leading dosimetry product offerings.	On September 1, 2021 the Company acquired 100% of the assets for approximately \$1.8 million, which includes a \$0.8 million earn-out, based on revenues from existing customers for 12 months subsequent to the transaction date.
<b>Year Ended June 30,</b>	<b>Company Name</b>	<b>Description of the Business</b>	<b>Description of the Acquisition</b>
2021	Sun Nuclear	Sun Nuclear Corporation ("SNC" or "Sun Nuclear") is a provider in radiation oncology quality assurance, delivering patient safety solutions for diagnostic imaging and radiation therapy centers around the world.	On December 18, 2020, the Company acquired 100% of the equity interest for approximately \$258.1 million of purchase consideration, net of cash acquired.
2021	Dosimetrics	Dosimetrics is a provider in the development and production of OSL personal radiation dosimeters and dosimetry solutions, including readers, erasers, software, accessories, and automation systems.	On December 1, 2020, the Company acquired 100% of the equity interest for approximately \$3.0 million of purchase consideration, net of cash acquired.
2021	Biodex	Biodex is a manufacturer and distributor of medical devices and related replacement parts for physical and nuclear medicine, as well as medical imaging applications located in the United States.	On September 1, 2020, the Company acquired 100% of the equity interest for approximately \$26.9 million of purchase consideration, net of cash acquired.

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The following summarizes the fair value of assets acquired and liabilities assumed for the Biodex and SNC acquisitions during the year ended June 30, 2021 (in millions):

	Predecessor	
	Biodex	SNC
Date of acquisition	September 1, 2020	December 18, 2020
Segment	Medical	Medical
Goodwill	\$ 11.1	\$ 130.2
Customer relationships (1)	2.3	59.5
Trade names (2)	1.4	12.0
Non-Compete Agreements (3)	0.3	7.5
Developed Technology (4)	2.6	46.5
Amortizable intangible assets	\$ 6.6	\$ 125.5
Cash	4.1	18.8
Accounts receivable	4.0	24.0
Inventory	6.4	13.9
Property, Plant and Equipment	1.0	5.9
Other current and non-current assets	0.6	8.0
Current liabilities	(2.6)	(9.3)
Deferred contract revenue	(0.2)	(6.5)
Other long-term liabilities	—	(33.6)
Net tangible assets acquired	\$ 13.3	\$ 21.2
Purchase consideration (5)	31.0	276.9
Less: cash acquired	(4.1)	(18.8)
Purchase consideration, net of cash acquired	\$ 26.9	\$ 258.1
Acquiree revenue post acquisition through the period ended June 30, 2021	\$ 32.6	\$ 48.9
Acquiree income (loss) from operations post acquisition through the period ended June 30, 2021	\$ 0.7	\$ (5.5)

The following useful lives were used for the initial acquisition and were all reassessed in connection with the Business Combination:

- (1) The useful life for customer relationships ranges from 10 to 11 years
- (2) The useful life for trade names is 7 years
- (3) The useful life for non-compete agreements ranges from 2 to 3 years.
- (4) The useful life for developed technology ranges from 7 to 10 years.
- (5) Biodex purchase consideration consisted of cash. SNC purchase consideration consisted of \$261.9 million cash and \$15.0 million of deferred consideration paid in February 2021.

In connection with the acquisition of Sun Nuclear, the Company incurred approximately \$1.2 million of transaction expenses for the year ended June 30, 2021.

### Predecessor Period Acquisitions - Unaudited Pro Forma Financial Information

The following unaudited pro forma financial information presents the Company's results of operations for the year ended June 30, 2021 to illustrate the estimated effects of the acquisitions of Biodex and SNC as if they had occurred on July 1, 2019. The pro forma financial information is presented for comparative purposes only and is not necessarily indicative of the Company's operating results that may have actually occurred had the acquisitions of Biodex and SNC been completed on July 1, 2019. The unaudited pro forma financial information does not reflect the expected realization of any anticipated cost savings, operating efficiencies, or other synergies that may have been associated with the acquisitions.

	Predecessor
	Year ended June 30, 2021
<i>(amounts in millions)</i>	
Total revenues	\$ 670.9
Net loss	(142.9)
Net loss attributable to Mirion TopCo stockholders	(127.9)

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The unaudited pro forma financial information reflects pro forma adjustments to present the combined pro forma results of the operations as if the acquisitions had occurred on July 1, 2019 to give effect to certain events the Company believes to be directly attributable to the acquisitions. These pro forma adjustments primarily include:

- A net increase in cost of revenues, depreciation and amortization expense that would have been recognized due to acquired inventory, property, plant and equipment and intangible assets;
- An increase to interest expense to reflect the additional borrowings of the Company in conjunction with the acquisition;
- A reduction in expenses for the year ended June 30, 2021 for acquisition-related transaction costs directly attributable to the acquisition;
- A reduction in revenues due to the elimination of deferred contract revenue assigned no value at the acquisition date;
- An increase in income tax expense using the U.S. statutory rate of 25% to reflect a change in tax status had the Biodex and SNC results of operations been included in the Company's consolidated tax return; and
- The related income tax effects of the adjustments noted above.

For the years ended June 30, 2021, pro forma adjustments directly attributable to the acquisitions include: (i) the purchase accounting effect of inventories acquired of \$5.2 million, (ii) transaction costs of \$4.8 million; and (iii) the reduction in revenues of \$14.8 million due to the elimination of deferred contract revenue assigned no value at the acquisition date.

### **3. Disposal of a Business**

In the fourth quarter of the year ended December 31, 2022, the Biodex Rehabilitation ("Rehab") business was deemed as held for sale. On April 3, 2023, the Company closed the sale of Rehab to Salona Global Medical Device Corporation ("Salona") for \$1.0 million in cash at closing and an additional \$7.0 million in deferred cash payments through January 1, 2024. Subsequent to the closing and during the three months ended June 30, 2023, significant negative events occurred which may impact the Company's ability to collect the remaining \$7.0 million of cash payments, including disclosure by Salona that substantial doubt existed as to its ability to continue as a going concern. The Company applied ASC 450 *Contingencies* to determine the loss on the business disposal since remaining payments are contingent upon Salona's financial situation. Management determined it was not probable that the \$7.0 million of cash payments would be collected. The Company recorded a loss on sale of business of \$6.5 million in the Consolidated Statement of Operations during the year ended December 31, 2023.

The following table presents information related to the major classes of assets and liabilities that were classified as held for sale related to Rehab as of December 31, 2022 (in millions):

	<u>Successor</u>
	<u>December 31, 2022</u>
Inventories	\$ 3.9
Prepaid expenses and other current assets	0.1
Property, plant and equipment, net	0.7
Goodwill	3.8
Assets held for sale	<u>\$ 8.5</u>
Accrued liabilities	0.7
Other non-current liabilities	0.1
Liabilities held for sale <sup>(1)</sup>	<u>\$ 0.8</u>

(1) Included in accrued expenses and other liabilities within the Consolidated Balance Sheets.

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### 4. Contracts in Progress

Costs and billings on uncompleted construction-type contracts consist of the following (in millions):

	December 31, 2023	December 31, 2022
Costs incurred on contracts (from inception to completion)	\$ 324.5	\$ 249.6
Estimated earnings	208.7	163.1
Contracts in progress	533.2	412.7
Less: billings to date	(511.3)	(371.8)
	<u>\$ 21.9</u>	<u>\$ 40.9</u>

The carrying amounts related to uncompleted construction-type contracts are included in the accompanying consolidated balance sheets under the following captions (in millions):

	December 31, 2023	December 31, 2022
Costs and estimated earnings in excess of billings on uncompleted contracts – current	\$ 48.7	\$ 50.0
Costs and estimated earnings in excess of billings on uncompleted contracts – non-current (1)	18.2	17.3
Billings in excess of costs and estimated earnings on uncompleted contracts – current (2)	(41.1)	(25.5)
Billings in excess of costs and estimated earnings on uncompleted contracts – non-current (3)	(3.9)	(0.9)
	<u>\$ 21.9</u>	<u>\$ 40.9</u>

(1) Included in other assets within the consolidated balance sheets.

(2) Included in deferred contract revenue – current within the consolidated balance sheets.

(3) Included in other liabilities within the consolidated balance sheets.

For the year ended December 31, 2023, the Company has recognized revenue of \$17.3 million related to the contract liabilities balance as of December 31, 2022.

### 5. Inventories

The components of inventories consist of the following (in millions):

	December 31, 2023	December 31, 2022
Raw materials	\$ 67.2	\$ 69.7
Work in progress	35.3	28.2
Finished goods	41.6	45.4
	<u>\$ 144.1</u>	<u>\$ 143.3</u>

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### 6. Property, Plant and Equipment, Net

Property, plant and equipment, net consist of the following (in millions):

	Depreciable Lives	December 31, 2023	December 31, 2022
Land, buildings, and leasehold improvements	3-39 years	\$ 49.4	\$ 46.5
Machinery and equipment	5-15 years	38.5	33.6
Badges	3-5 years	41.0	33.4
Furniture, fixtures, computer equipment and other	3-10 years	22.9	20.8
Software development costs	3-5 years	10.7	5.0
Construction in progress <sup>(1)</sup>	—	28.6	15.9
		191.1	155.2
Less: accumulated depreciation and amortization		(56.6)	(30.9)
		<u>\$ 134.5</u>	<u>\$ 124.3</u>

(1) Includes \$4.2 million and \$4.5 million of Construction in progress for internally developed software as of December 31, 2023 and December 31, 2022, respectively.

Certain reclassifications have been made to the components of property, plant and equipment for the year ending December 31, 2022 to conform to the 2023 presentation.

Total depreciation expense included in costs of revenues and operating expenses was as follows (in millions):

	Successor			Predecessor	
	Fiscal Year Ended December 31, 2023	Fiscal Year Ended December 31, 2022	From October 20, 2021 through December 31, 2021	From July 1, 2021 through October 19, 2021	Fiscal Year Ended June 30, 2021
Depreciation expense in:					
Cost of revenues	\$ 19.2	\$ 18.0	\$ 3.5	\$ 3.9	\$ 14.0
Operating expenses	\$ 12.0	\$ 10.1	\$ 1.7	\$ 2.1	\$ 6.8

### 7. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consist of the following (in millions):

	December 31, 2023	December 31, 2022
Compensation and related benefit costs	\$ 41.8	\$ 37.6
Customer deposits	8.5	8.5
Accrued commissions	0.3	0.4
Accrued warranty costs	4.5	4.4
Non-income taxes payable	11.8	8.7
Pension and other post-retirement obligations	0.3	0.3
Income taxes payable	4.2	5.5
Derivative liability (cross currency swap)	10.7	—
Restructuring	—	1.5
Liabilities held for sale	—	0.8
Other accrued expenses	13.5	12.1
Total	<u>\$ 95.6</u>	<u>\$ 79.8</u>



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### **8. Goodwill and Intangible Assets**

#### **Goodwill**

Goodwill is calculated as the excess of consideration transferred over the net assets recognized for acquired businesses and represents future economic benefits arising from the other assets acquired that could not be individually identified and separately recognized. Goodwill is assigned to reporting units at the date the goodwill is initially recorded and is reallocated as necessary based on the composition of reporting units over time.

The Company assesses goodwill for impairment at the reporting unit level annually on the first day of the fourth quarter and upon the occurrence of a triggering event or change in circumstance that would more likely than not reduce the fair value of a reporting unit below its carrying amount.

A quantitative test performed upon the occurrence of a triggering event compares the fair value of a reporting unit with its carrying amount. The Company determines fair values for each of the reporting units, as applicable, using the market approach, when available and appropriate, or the income approach, or a combination of both. The Company assesses the valuation methodology based upon the relevance and availability of the data at the time the Company performs the valuation. If multiple valuation methodologies are used, the results are weighted appropriately.

Valuations using the market approach are derived from metrics of publicly traded companies or historically completed transactions of comparable businesses. The selection of comparable businesses is based on the markets in which the reporting units operate giving consideration to risk profiles, size, geography, and diversity of products and services. A market approach is limited to reporting units for which there are publicly traded companies that have characteristics similar to the Company's businesses.

Under the income approach, fair value is determined based on the present value of estimated future cash flows, discounted at an appropriate risk-adjusted rate. The Company uses its internal forecasts to estimate future cash flows and include an estimate of long-term future growth rates based on our most recent views of the long-term outlook for each business. Actual results may differ from those assumed in the forecasts. The Company derives its discount rates using a capital asset pricing model and by analyzing published rates for industries relevant to its reporting units to estimate the cost of equity financing. The Company uses discount rates that are commensurate with the risks and uncertainty inherent in the respective businesses and in our internally developed forecasts.

#### **Fiscal year ended December 31, 2023**

The Company performed its annual impairment assessment as of October 1, 2023 for its five reporting units. For the assessment, the fair values of the reporting units were determined using both a discounted cash flow methodology and a market approach methodology with peer company multiples. Under the discounted cash flow methodology, the present value of expected future cash flows utilized discount rates ranging from 12% to 14%, which have increased since the date of the Business Combination. The discounted cash flow used a terminal future cash flows growth rate of 3.5% for all reporting units. The Company also compared fair value to peer company multiples.

The Company's quantitative impairment assessment in 2023 for all reporting units indicated fair values were in excess of their carrying values. The results of this assessment indicated that the DSD, Technologies Europe and Asia and Technologies North America reporting units had a fair value less than 20% in excess over carrying value, primarily due to the impairments recorded in the prior period discussed below and an increased discount rate utilized in the current year discounted cash flows.

#### **Fiscal year ended December 31, 2022**

During the second quarter of the year ended December 31, 2022, the Company concluded that a triggering event had occurred in the Radiation Monitoring Systems ("RMS") reporting unit of the Technologies segment as a result of the Russia-Ukraine conflict. Goodwill in the Technologies segment was recognized as a result of the Mirion Business Combination in October 2021, at which time approximately \$257.2 million of goodwill was attributed to the RMS reporting unit. In May 2022, one of the customers in the RMS reporting unit terminated a contract with a Russian state-owned entity to build a nuclear power plant in Finland. The remaining performance obligation related to this contract within our backlog was approximately \$67 million, of which approximately 80% was scheduled to be recognized as revenue over the next five years.

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Therefore, due to the impact on our planned revenues, the Company conducted a quantitative test for the RMS reporting unit, determining the fair value by estimating the present value of expected future cash flows, discounted by the applicable discount rate of 10.5% (compared to 9% used in determining the initial goodwill from the Business Combination) and assumed a terminal future cash flows growth rate of 3.5%. The Company also compared fair value to peer company multiples which have decreased since the date of the Business Combination. As the carrying value exceeded the fair value, the Company recognized its best estimate of a non-cash impairment loss of \$55.2 million during the second quarter of the year ended December 31, 2022. The impairment loss was recorded in the caption "Goodwill impairment" in our consolidated statements of operations.

The Company performed its annual impairment assessment as of October 1, 2022. Concurrent with the assessment, the Company reorganized its reporting unit structure (six reporting units) to better align the Company's operations on a geographic basis (five reporting units). The reorganization did not impact the operating segments of the Company. The quantitative goodwill impairment analyses were performed both before and after the reorganization. For both assessments, the fair values of the reporting units were determined using both a discounted cash flow methodology and a market approach methodology with peer company multiples. Under the discounted cash flow methodology, the present value of expected future cash flows utilized discount rates ranging from 11% to 13%, which have increased since the date of the Business Combination. The discounted cash flow used a terminal future cash flows growth rate of 3.5% for all reporting units. The Company also compared fair value to peer company multiples, which have decreased since the date of the Business Combination.

The Company's quantitative impairment assessments in 2022 for all of its pre-reorganization reporting units indicated that four out of six reporting units had fair value in excess of their carrying value, while two reporting units (DMD EA and DSD) had fair value less than their carrying value, resulting in impairment charges of \$69.3 million and \$87.3 million for the Technologies and Medical segment, respectively.

The Company performed the impairment assessments again following the reorganization and impairment charges, including reallocating goodwill of impacted reporting units based on relative fair values, and no additional impairments were recognized. The results of this assessment indicated that three out of five post reorganization reporting units (DSD, Technologies North America and Technologies Europe and Asia) had fair values less than 10% in excess over carrying value.

The following table shows changes in the carrying amount of goodwill by reportable segment as of December 31, 2023 and December 31, 2022 (in millions):

	Medical	Industrial	Consolidated
<b>Balance—December 31, 2021</b>	<b>\$ 712.5</b>	<b>\$ 950.1</b>	<b>\$ 1,662.6</b>
Business Combination and other acquisitions - measurement period adjustments	(1.9)	5.3	3.4
CI acquisition		4.9	4.9
Goodwill impairment	(87.3)	(124.5)	(211.8)
Goodwill reclassified as assets held for sale	(7.3)	—	(7.3)
Translation adjustment	—	(33.8)	(33.8)
<b>Balance—December 31, 2022</b>	<b>\$ 616.0</b>	<b>\$ 802.0</b>	<b>\$ 1,418.0</b>
Measurement Period Adjustment	—	0.9	0.9
Acquisition of EC2	17.4	—	17.4
Translation Adjustment	—	11.3	11.3
<b>Balance—December 31, 2023</b>	<b>\$ 633.4</b>	<b>\$ 814.2</b>	<b>\$ 1,447.6</b>

A portion of goodwill is deductible for income tax purposes.

Gross carrying amounts and cumulative goodwill impairment losses are as follows (in millions):

	December 31, 2023		December 31, 2022	
	Gross Carrying Amount	Cumulative Impairment	Gross Carrying Amount	Cumulative Impairment
Goodwill	\$ 1,659.4	\$ (211.8)	\$ 1,629.8	\$ (211.8)

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### Intangible Assets

Intangible assets consist of our developed technology, customer relationships, backlog, trade names, and non-compete agreements at the time of acquisition through business combinations. The customer relationships definite lived intangible assets are amortized using the double declining balance method while all other definite lived intangible assets are amortized on a straight-line basis over their estimated useful lives.

Many of our intangible assets are not deductible for income tax purposes. A summary of intangible assets useful lives, gross carrying value and related accumulated amortization is below (in millions):

	Successor			
	Original Average Life in Years	December 31, 2023		
		Gross Carrying Amount	Accumulated Amortization	Net Book Value
Customer relationships	6 - 13	\$ 340.8	\$ (143.1)	\$ 197.7
Distributor relationships	7 - 13	60.9	(16.0)	44.9
Developed technology	5 - 16	264.1	(67.8)	196.3
Trade names	3 - 10	99.7	(22.1)	77.6
Backlog and other	1 - 4	76.0	(53.7)	22.3
Total		<u>\$ 841.5</u>	<u>\$ (302.7)</u>	<u>\$ 538.8</u>
	Successor			
	Original Average Life in Years	December 31, 2022		
		Gross Carrying Amount	Accumulated Amortization	Net Book Value
Customer relationships	6 - 13	\$ 336.8	\$ (83.1)	\$ 253.7
Distributor relationships	7 - 13	60.9	(8.7)	52.2
Developed technology	5 - 16	248.9	(36.3)	212.6
Trade names	3 - 10	98.2	(12.0)	86.2
Backlog and other	1 - 4	74.8	(29.1)	45.7
Total		<u>\$ 819.6</u>	<u>\$ (169.2)</u>	<u>\$ 650.4</u>

Aggregate amortization expense for intangible assets included in cost of revenues and operating expenses was as follows (in millions):

	Successor			Predecessor	
	Fiscal Year Ended December 31, 2023	Fiscal Year Ended December 31, 2022	From October 20, 2021 to December 31, 2021	From July 1, 2021 through October 20, 2021	Fiscal Year Ended June 30, 2021
Amortization expense for intangible assets in:					
Cost of revenues	\$ 27.1	\$ 26.5	\$ 5.6	\$ 6.6	\$ 20.9
Operating expenses	\$ 104.2	\$ 119.3	\$ 26.4	\$ 13.1	\$ 41.9

### 9. Borrowings

On June 17, 2021, Mirion and certain selling shareholders (the "Sellers") entered into the Business Combination Agreement with GSAH, a special purpose acquisition company. On October 20, 2021, Mirion consummated the Business Combination pursuant to the Business Combination Agreement, combining with a subsidiary of GSAH at the Closing, for total consideration of approximately \$2.6 billion. The Sellers received cash consideration of approximately \$1.3 billion and 30,401,902 shares of Class A and 8,560,540 shares of Class B common stock valued at approximately \$0.4 billion on the Closing Date (based upon a \$10.45 average price per share of GSAH's Class A common stock on the Closing Date). The Shareholder Notes and Management Notes (each as defined below) were acquired by GSAH at the Closing for a price equal to the full outstanding principal amount together with all accrued but unpaid interest up to but excluding the Closing Date using a portion of the Business Combination Consideration. In connection with the Closing, GSAH contributed the

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Shareholder Notes and the Management Notes described below to Mirion TopCo, and then the Shareholder Notes and Management Notes were extinguished in full. Borrowings under the 2019 Credit Facility (as defined below) as of the Closing Date were paid in full through the cash consideration and new financing obtained through the 2021 Credit Agreement described below.

Third-party debt consists of the following (in millions):

	December 31, 2023	December 31, 2022
2021 Credit Agreement	\$ 694.6	\$ 821.7
Canadian Financial Institution	1.0	1.0
Other	2.8	2.0
Total third-party debt	698.4	824.7
Less: third-party debt, current	(1.2)	(5.3)
Less: deferred financing costs	(12.5)	(17.9)
Notes third-party debt, non-current	<u>\$ 684.7</u>	<u>\$ 801.5</u>

As of December 31, 2023 and December 31, 2022, the fair market value of the Company's 2021 Credit Agreement was \$695.5 million and \$803.2 million, respectively. The fair market value for the 2021 Credit Agreement was estimated using primarily level 2 inputs, including borrowing rates available to the Company at the respective period ends. The fair market value for the Company's remaining third-party debt approximates the respective carrying amounts as of December 31, 2023 and December 31, 2022.

### ***2021 Credit Agreement***

In connection with the Business Combination, certain subsidiaries of the Company entered into the 2021 Credit Agreement among Mirion Technologies (HoldingSub2), Ltd., a limited liability company incorporated in England and Wales, as Holdings, Mirion Technologies (US Holdings), Inc., as the Parent Borrower, Mirion Technologies (US), Inc., as the Subsidiary Borrower, the lending institutions party thereto, Citibank, N.A., as the Administrative Agent and Collateral Agent and Goldman Sachs Lending Partners, Citigroup Global Markets Inc., Jefferies Finance LLC and JPMorgan Chase Bank, N.A., as the Joint Lead Arrangers and Bookrunners.

The 2021 Credit Agreement refinanced and replaced the credit agreement from March 2019, by and between, among others, Mirion Technologies (HoldingRep), Ltd. ("Mirion HoldingRep"), its subsidiaries and Morgan Stanley Senior Funding Inc., as administrative agent, certain other revolving lenders and a syndicate of institutional lenders (the "2019 Credit Facility") which is described in more detail below.

The 2021 Credit Agreement provides for an \$830.0 million senior secured first lien term loan facility and a \$90.0 million senior secured revolving facility (collectively, the "Credit Facilities"). Funds from the Credit Facilities are permitted to be used in connection with the Business Combination and related transactions to refinance the 2019 Credit Facility referred to below and for general corporate purposes. The term loan facility is scheduled to mature on October 20, 2028 and the revolving facility is scheduled to expire and mature on October 20, 2026. The agreement requires the payment of a commitment fee of 0.50% per annum for unused revolving commitments, subject to stepdowns to 0.375% per annum and 0.25% per annum upon the achievement of specified leverage ratios. Any outstanding letters of credit issued under the 2021 Credit Agreement reduce the availability under the revolving line of credit.

The 2021 Credit Agreement is secured by a first priority lien on the equity interests of the Parent Borrower owned by Holdings and substantially all of the assets (subject to customary exceptions) of the borrowers and the other guarantors thereunder. Interest with respect to the facilities is based on, at the option of the borrowers, (i) a customary base rate formula for borrowings in U.S. dollars or (ii) a floating rate formula based on the London interbank offered rate ("LIBOR") (with customary fallback provisions) for borrowings in U.S. dollars, a floating rate formula based on Euro Interbank Offered Rate ("EURIBOR") for borrowings in Euro or a floating rate formula based on SONIA for borrowings in Pounds Sterling, each as described in the 2021 Credit Agreement with respect to the applicable type of borrowing. The 2021 Credit Agreement included fallback language that seeks to either facilitate an agreement with the Company's lenders on a replacement rate for LIBOR in the event of its discontinuance or that automatically replaces LIBOR with benchmark rates based upon the Secured Overnight Financing Rate ("SOFR") or other benchmark replacement rates upon certain triggering events.

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On June 23, 2023, the 2021 Credit Agreement was amended, among other things, to replace the interest rate based on LIBOR and related LIBOR-based mechanics applicable to U.S. Dollar borrowings under the Credit Agreement with an interest rate based on SOFR (including, solely with respect to currently outstanding term loans, a customary spread adjustment of 0.11448%, 0.26161%, and 0.42826% for borrowing with interest periods of 1, 3, and 6 months, respectively) and related SOFR-based mechanics.

The 2021 Credit Agreement contains customary representations and warranties as well as customary affirmative and negative covenants and events of default. The negative covenants include, among others and in each case subject to certain thresholds and exceptions, limitations on incurrence of liens, limitations on incurrence of indebtedness, limitations on making dividends and other distributions, limitations on engaging in asset sales, limitations on making investments, and a financial covenant that the “First Lien Net Leverage Ratio” (as defined in the 2021 Credit Agreement) as of the end of any fiscal quarter is not greater than 7.00 to 1.00 if on the last day of such fiscal quarter certain borrowings outstanding under the revolving credit facility exceed 40% of the total revolving credit commitments at such time. The covenants also contain limitations on the activities of Mirion Technologies (HoldingSub2), Ltd. as the “passive” holding company. If any of the events of default occur and are not cured or waived, any unpaid amounts under the 2021 Credit Agreement may be declared immediately due and payable, the revolving credit commitments may be terminated and remedies against the collateral may be exercised. Mirion Technologies (HoldingSub2), Ltd. and subsidiaries were in compliance with all debt covenants on December 31, 2023 and December 31, 2022.

*Term Loan* - The term loan has a seven-year term (expiring October 2028) and bears interest at the greater of LIBOR (through June 30, 2023) / SOFR (subsequent to June 2023) or 0.50%, plus 2.75% and has quarterly principal repayments of 0.25% of the original principal balance. The interest rate was 8.40% and 7.48% as of December 31, 2023 and December 31, 2022, respectively. The Company repaid \$127.1 million and \$6.6 million for the period ended December 31, 2023 and the period ended December 31, 2022, respectively.

During the year ended December 31, 2023, the Company used \$125.0 million of proceeds received from a direct registered equity offering to pay down early outstanding amounts on the term loan. This payment satisfied the quarterly principal repayment requirement (0.25% of the original principal balance) such that no additional principal repayments are necessary until the expiration of the term loan.

*Revolving Line of Credit* - The revolving line of credit arrangement has a five year term and bears interest at the greater of LIBOR (through June 30, 2023) / SOFR (subsequent to June 2023) or 0%, plus 2.75%. The agreement requires the payment of a commitment fee of 0.50% per annum for unused commitments. The revolving line of credit matures in October 2026, at which time all outstanding revolving facility loans and accrued and unpaid interest are due. Any outstanding letters of credit reduce the availability of the revolving line of credit. There was no outstanding balance under the arrangement as of December 31, 2023 and December 31, 2022. Additionally, the Company has standby letters of credit issued under its 2021 Credit Agreement that reduce the availability under the revolver of \$16.7 million and \$9.4 million as of December 31, 2023 and December 31, 2022, respectively. The amount available on the revolver as of December 31, 2023 and December 31, 2022 was approximately \$73.3 million and \$80.6 million, respectively.

### *Deferred Financing Costs*

In connection with the issuance of the 2021 Credit Agreement term loan, we incurred debt issuance costs of \$21.7 million on date of issuance. In accordance with accounting for debt issuance costs, we recognize and present deferred finance costs associated with non-revolving debt and financing obligations as a reduction from the face amount of related indebtedness in our consolidated balance sheets.

In connection with the issuance of the 2021 Credit Agreement revolving line of credit, we incurred debt issuance costs of \$1.8 million. We recognize and present debt issuance costs associated with revolving debt arrangements as an asset and include the deferred finance costs within other assets on our consolidated balance sheets. We amortize all debt issuance costs over the life of the related indebtedness.

For the twelve month periods ended December 31, 2023 and December 31, 2022, we incurred approximately \$5.7 million (including a \$2.6 million loss on debt extinguishment for the \$125.0 million early debt repayment) and \$3.6 million, respectively, of amortization expense of the deferred financing costs.

### *2019 Credit Facility*

In conjunction with the Business Combination, the 2021 Credit Agreement refinanced and replaced the 2019 Credit Facility.

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The 2019 Credit Facility provided for financing of a \$450.0 million senior secured term loan facility and a €125.0 million term loan facility, as well as a \$90.0 million revolving line of credit. The 2019 Credit Facility was amended to provide an additional \$225.0 million, \$34.0 million and \$66.0 million in gross proceeds from the USD term loan in December 2020, July 2019, and December 2019, respectively.

*USD term loan* – The term loan had a seven-year term (expiring March 2026), bearing interest at the greater of Adjusted London Interbank Offered Rate (“LIBOR”) or 0%, plus 4.00%, and had quarterly principal repayments of 0.25% of the original principal balance.

*Euro term loan* - The Euro portion of the term loan had a seven-year term (expiring March 2026), bearing interest at the greater of European union interbank market (“Euribor”) or 0%, plus 4.25% and had quarterly principal repayments of 0.25% of the original principal balance.

*Revolving Line of Credit* - The revolving line of credit arrangement had a five-year term and bearing interest at the greater of LIBOR or 0%, plus 4.00%. The agreement required the payment of a commitment fee of 0.50% per annum for unused commitments. The revolving line of credit would have matured in March 2024, at which time all outstanding revolving facility loans and accrued and unpaid interest would have been due.

### *Deferred Financing Costs*

As noted above, the 2021 Credit Agreement refinanced and replaced the 2019 Credit Facility. In conjunction with the Business Combination purchase accounting we wrote off the remaining unamortized original issue discounts (OID) and debt issuance costs of \$15.4 million related to the term loan and \$0.4 million related to the revolving line of credit and recorded as a loss on extinguishment of debt on the last day of the Predecessor Period.

In connection with the issuance of the 2019 Credit Facility, we incurred debt issuance costs of \$16.3 million on date of issuance, and an additional \$6.2 million of costs for incremental proceeds in fiscal year June 30, 2021 and June 30, 2020, respectively. In connection with the issuance of the 2019 Credit Facility revolving line of credit, we incurred debt issuance costs of \$0.9 million.

During fiscal year ended June 30, 2021, we incurred approximately \$3.2 million of amortization expense of the deferred finance costs.

***Canadian Financial Institution*** - In May 2019, the Company entered into a credit agreement for C\$1.7 million (\$1.3 million) with a Canadian financial institution that matures in April 2039. The note bears annual interest at 4.69%. The credit agreement is secured by the facility acquired using the funds obtained.

### ***Overdraft Facilities***

The Company has overdraft facilities with certain German and French financial institutions. As of December 31, 2023 and December 31, 2022, there were no outstanding amounts under these arrangements.

### ***Accounts Receivable Sales Agreement***

We are party to an agreement to sell short-term receivables from certain qualified customer trade accounts to an unaffiliated French financial institution without recourse. Under this agreement, the Company can sell up to €12.3 million (\$13.6 million) and €12.1 million (\$13.0 million) as of December 31, 2023 and December 31, 2022, respectively, of eligible accounts receivables. The accounts receivable under this agreement are sold at face value and are excluded from the consolidated balance if revenue has been recognized on the related receivable. When the related revenue has not been recognized on the receivable the Company considers the accounts receivable to be collateral for short-term borrowings. As of December 31, 2023 and December 31, 2022, there was approximately \$1.0 million and \$0.1 million, respectively, outstanding under these arrangements included as Other in the Borrowings table above.

Total costs associated with this arrangement were immaterial for the Successor Periods and for all Predecessor Periods presented and are included in selling, general and administrative expense in the consolidated statements of operations.

### ***Performance Bonds and Other Credit Facilities***

The Company has entered into various line of credit arrangements with local banks in France and Germany. These arrangements provide for the issuance of documentary and standby letters of credit of up to €71.8 million (\$79.3 million) and €63.6 million (\$68.1 million), as of December 31, 2023 and December 31, 2022, respectively, subject to certain local

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restrictions. As of December 31, 2023 and December 31, 2022, there were €54.7 million (\$60.4 million) and €43.3 million (\$46.3 million), respectively, of the lines had been utilized to guarantee documentary and standby letters of credit, with interest rates ranging from 0.5% to 2.0%. In addition, the Company posts performance bonds with irrevocable letters of credit to support certain contractual obligations to customers for equipment delivery. These letters of credit are supported by restricted cash accounts, which totaled \$1.7 million and \$1.5 million as of December 31, 2023 and December 31, 2022, respectively.

At December 31, 2023, contractual principal payments of total third-party borrowings are as follows (in millions):

Fiscal year ending December 31:	
2024	\$ 1.2
2025	0.1
2026	1.7
2027	0.1
2028	694.7
Thereafter	0.6
Gross Payments	698.4
Unamortized debt issuance costs	(12.5)
Total third-party borrowings, net of debt issuance costs	<u>\$ 685.9</u>

### ***Notes Payable to Related Parties***

Concurrent with the Closing, a portion of the Business Combination Consideration was used to extinguish the Shareholder Notes and the Management Notes in full.

***Shareholder and Management Notes*** – Mirion Technologies (HoldingSub1), Ltd., was authorized to issue \$900.0 million (plus accrued paid in-kind (PIK) interest) of notes to shareholders (the “Shareholder Notes”) and up to \$5.0 million (plus paid in-kind (PIK) cash and interest) of notes to certain members of management (the “Management Notes”). The notes ranked pari passu between each other and other unsecured obligations of the Company. The notes could be prepaid without penalty at the Company’s option and were subordinate in right of payment to any indebtedness of the Company to banks or to other financial institutions (either currently existing or to occur in the future). Certain of the Shareholder and Management Notes were admitted to trading and were on the official listing of The International Stock Exchange (TISE).

The notes bore simple annual interest at 11.5%. For the Shareholder Notes, the interest was added to the principal outstanding on December 31 of each year until extinguished and were referred to as Shareholder Funding Bonds on TISE. For the Management Notes, half of the interest was added to the principal outstanding on December 31 of each year until extinguished and was referred to as Management Funding Bonds on TISE, while the remaining half was payable in cash annually. The listing on the TISE for Shareholder and Management Funding Bonds was an optional election and certain shareholders had elected to opt-out of listing their Shareholder Funding Bonds. All other shareholders and management had elected to list their funding bonds on TISE. The notes were due when the Company completes a public offering, a winding-up, a sale, or on March 30, 2026, whichever occurred first. The redemption price was equal to the outstanding principal plus all accrued and unpaid interest then outstanding.

### **10. Leased Assets**

The Company primarily leases certain logistics, office, and manufacturing facilities, as well as vehicles, copiers and other equipment. These operating leases generally have remaining lease terms between 1 month and 30 years, and some include options to extend (generally 1 to 10 years). The exercise of lease renewal options is at the Company’s discretion. The Company evaluates renewal options at lease inception and on an ongoing basis, and includes renewal options that it is reasonably certain to exercise in its expected lease terms when classifying leases and measuring lease liabilities. Lease agreements generally do not require material variable lease payments, residual value guarantees or restrictive covenants.

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The table below presents the locations of the operating lease assets and liabilities on the consolidated balance sheets as of December 31, 2023 and December 31, 2022, respectively (in millions):

	Balance Sheet Line Item	December 31, 2023	December 31, 2022
Operating lease assets	Operating lease right-of-use assets	\$ 32.8	\$ 40.1
Financing lease assets	Other assets	\$ 0.1	\$ 0.5
Operating lease liabilities:			
Current operating lease liabilities	Current operating lease liabilities	\$ 6.8	\$ 8.5
Non-current operating lease liabilities	Operating lease liability, non-current	28.1	34.3
Liabilities held for sale	Accrued expenses and other current liabilities	—	0.5
Total operating lease liabilities:		<u>\$ 34.9</u>	<u>\$ 43.3</u>
Financing lease liabilities:			
Current financing lease liabilities	Accrued expenses and other current liabilities	\$ 0.1	\$ 0.4
Non-current financing lease liabilities	Other liabilities	0.1	0.1
Total financing lease liabilities:		<u>\$ 0.2</u>	<u>\$ 0.5</u>

The depreciable lives are limited by the expected lease term for operating lease assets and by shorter of either the expected lease term or economic useful life for financing lease assets.

The Company's leases generally do not provide an implicit rate, and therefore the Company uses its incremental borrowing rate as the discount rate when measuring the lease liabilities. The incremental borrowing rate represents an estimate of the interest rate the Company would incur at lease commencement to borrow an amount equal to the lease payments on a collateralized basis over the term of the lease within a particular currency environment. The Company used incremental borrowing rates as of July 1, 2021 for leases that commenced prior to that date.

The Company's weighted average remaining lease term and weighted average discount rate for operating leases as of December 31, 2023 and December 31, 2022, respectively, are:

	December 31, 2023	December 31, 2022
Operating leases		
Weighted average remaining lease term (in years)	6.6	6.9
Weighted average discount rate	4.32 %	4.13 %

The table below reconciles the undiscounted future minimum lease payments (displayed by year and in the aggregate) under non-cancelable operating leases with terms of more than one year to the total lease liabilities recognized on the consolidated balance sheets as of December 31, 2023 (in millions):

Fiscal year ending December 31:	
2024	\$ 8.1
2025	6.9
2026	5.9
2027	5.1
2028	3.9
2029 and thereafter	10.1
Total undiscounted future minimum lease payments	40.0
Less: Imputed interest	(5.1)
Total operating lease liabilities	<u>\$ 34.9</u>



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For the fiscal years ended December 31, 2023 and December 31, 2022, the Successor Period from October 20, 2021 through December 31, 2021, and the Predecessor Stub Period from July 1, 2021 through October 19, 2021 operating lease costs (as defined under ASU 2016-02) were \$10.7 million, \$9.8 million, \$1.8 million, and \$3.2 million, respectively. Operating lease costs are included within costs of goods sold, selling, general and administrative, and research and development expenses on the consolidated statements of income and comprehensive income. Short-term lease costs, variable lease costs and sublease income were not material for the periods presented.

Rental expense for operating lease (as defined prior to the adoption of ASC 2016-02) was approximately \$9.9 million for the year ended June 30, 2021.

Cash paid for amounts included in the measurement of operating lease liabilities for the periods ended December 31, 2023 and December 31, 2022 and from October 20, 2021 through December 31, 2021, and the Predecessor Stub Period from July 1, 2021 through October 19, 2021 was \$9.8 million, \$11.4 million, \$2.3 million, and \$3.5 million, respectively, and this amount is included in operating activities in the consolidated statements of cash flows. Operating lease assets obtained in exchange for new operating lease liabilities for the Successor Period ended December 31, 2023, December 31, 2022 and from October 20, 2021 through December 31, 2021, and the Predecessor Stub Period from July 1, 2021 through October 19, 2021 were \$2.0 million \$3.4 million, \$4.1 million, and \$0.4 million, respectively.

## **11. Commitments and Contingencies**

### **Unconditional Purchase Obligations**

The Company has entered into certain long-term unconditional purchase obligations with suppliers. These agreements are non-cancellable and specify terms, including fixed or minimum quantities to be purchased, fixed or variable price provisions, and the approximate timing of payment. As of December 31, 2023, unconditional purchase obligations were as follows (in millions):

Fiscal year ending December 31:	
2024	\$ 42.7
2025	10.9
2026	2.3
2027	0.6
2028 and thereafter	—
Total	<u>\$ 56.5</u>

### **Litigation**

The Company is subject to various legal proceedings, claims, litigation, investigations and contingencies arising out of the ordinary course of business. If we believe the likelihood of an adverse legal outcome is probable and the amount is reasonably estimable, we accrue a liability in accordance with accounting guidance for contingencies. On a quarterly basis, we have established procedures to assess and determine whether a probable loss exists and an estimate of a range of potential loss can be determined, including: Disclosure Committee meetings with senior management to review and monitor material legal contingency matters and litigation developments; legal, accounting and operational meetings to review and monitor material legal contingency matters and litigation developments; meetings with our general counsel, other members of the Company's legal department, outside counsel, other third party advisors and senior management (before the filing of our periodic report) to review and monitor material legal contingency matters and litigation developments, and discussions with the Audit Committee, as appropriate.

In April 2023, one of our Russian customers made a claim against the Company, including liquidated damages for certain delays under the terms of an active project, in the amount of \$19.3 million, and sent an updated claim statement in October 2023 totaling \$21 million (\$18 million of which accrue daily penalties), subject to a \$14 million contractual cap (all amounts converted from Euros to U.S. Dollars). In June 2023, the same customer made a demand against the Company for the return of all payments received by the Company (\$10.2 million) related to a Finland nuclear power plant project cancelled in May 2022. No legal actions have been taken to date by the customer on these matters, and management disputes these claims, believes that the Company has substantial defenses and expects to vigorously defend against these claims. However, uncertainty exists as to the resolutions of these matters, including any impact from a potential settlement of the claim related to the Finland project and any potential modifications of the active project.

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During the fourth quarter of 2023, a lawsuit was filed against the Company by a vendor alleging copyright infringement and breach of contract involving use of certain software licenses. While the Company has defenses and expects to vigorously defend against this claim, uncertainty exists as to the eventual resolution of this matter, including any potential verdict reached in a trial case. Based on discussions held with senior management, our general counsel, and outside counsel, we have determined that we cannot make an estimate at this time.

### 12. Income Taxes

Prior to October 20, 2021 the Company was organized under the laws of the U.K. As a result of the Business Combination, information in Note 12 *Income Taxes* is presented based on the change in ownership from the U.K. to the U.S. in the Predecessor and Successor periods, respectively. See Note 2 *Business Combinations and Acquisitions* for further discussion of the Business Combination.

The domestic and foreign components of (loss) before provision for income taxes and the provision for income taxes were as follows (in millions):

	Successor		
	Fiscal Year Ended December 31, 2023	Fiscal Year Ended December 31, 2022	From October 20, 2021 through December 31, 2021
United States	\$ (125.0)	\$ (169.5)	\$ (26.8)
Foreign	19.7	(137.1)	(3.0)
Net loss before benefit from income taxes	<u>\$ (105.3)</u>	<u>\$ (306.6)</u>	<u>\$ (29.8)</u>
Income tax provision (benefit):			
Current:			
Federal	\$ 8.6	\$ —	\$ —
State and local	2.0	2.9	0.8
Foreign	13.7	16.1	3.8
Total current provision	<u>\$ 24.3</u>	<u>\$ 19.0</u>	<u>\$ 4.6</u>
Deferred:			
Federal	\$ (17.6)	\$ (19.6)	\$ (5.4)
State and local	(5.5)	(4.2)	(1.2)
Foreign	(7.8)	(13.4)	(4.8)
Total deferred benefit	<u>\$ (30.9)</u>	<u>\$ (37.2)</u>	<u>\$ (11.4)</u>
Total benefit from income taxes	<u>\$ (6.6)</u>	<u>\$ (18.2)</u>	<u>\$ (6.8)</u>

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	Predecessor	
	From July 1, 2021 through October 19, 2021	Fiscal Year Ended June 30, 2021
United Kingdom	\$ (41.2)	\$ (125.3)
United States	(61.2)	(53.8)
Other foreign	(8.9)	14.8
Net loss before benefit from income taxes	<u>\$ (111.3)</u>	<u>\$ (164.3)</u>
Income tax provision (benefit):		
Current:		
United Kingdom	\$ 0.1	\$ 0.3
United States	1.4	2.4
Other foreign	2.0	9.4
Total current provision	<u>\$ 3.5</u>	<u>\$ 12.1</u>
Deferred:		
United Kingdom	\$ —	\$ —
United States	(7.0)	(15.5)
Other foreign	(2.1)	(2.5)
Total deferred benefit	<u>\$ (9.1)</u>	<u>\$ (18.0)</u>
Total benefit from income taxes	<u>\$ (5.6)</u>	<u>\$ (5.9)</u>

The provision (benefit) for income taxes differs from the amount computed by applying the U.S. Federal statutory income tax rate to loss before provision for income taxes as follows:

	Successor		
	Fiscal Year Ended December 31, 2023	Fiscal Year Ended December 31, 2022	From October 20, 2021 through December 31, 2021
Income tax at U.S. Federal statutory rate	21.0 %	21.0 %	21.0 %
State and local taxes, net of federal impact	2.4 %	0.3 %	1.7 %
Foreign tax rate differential	(1.5)%	(0.5)%	0.3 %
U.S. tax on foreign earnings, net of foreign tax credits	(2.2)%	(0.9)%	— %
State and local tax legislative changes	1.3 %	0.6 %	— %
Research and development tax credits	1.7 %	0.5 %	0.2 %
U.S. foreign derived intangible income deduction	3.5 %	— %	— %
Change in valuation allowance	(9.0)%	(1.4)%	3.2 %
Unrecognized tax benefits	(2.2)%	(0.2)%	0.1 %
Stock-based compensation expense	(3.2)%	(1.9)%	(3.7)%
Warrant liability change in fair value	(5.5)%	2.8 %	0.9 %
Goodwill impairment	— %	(14.5)%	— %
Other	— %	0.1 %	(0.9)%
Total effective income tax rate	<u>6.3 %</u>	<u>5.9 %</u>	<u>22.8 %</u>

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The provision (benefit) for income taxes differs from the amount computed by applying the U.K. statutory income tax rate to loss before provision for income taxes as follows:

	Predecessor	
	From July 1, 2021 through October 19, 2021	Fiscal Year Ended June 30, 2021
Income tax at U.K. Federal statutory rate	19.0 %	19.0 %
U.S. tax on foreign earnings, net of foreign tax credits	(0.3)%	(0.9)%
Foreign taxes, including U.S.	0.5 %	(1.3)%
Transaction costs	(3.4)%	(1.4)%
Change in valuation allowance	(1.5)%	3.8 %
Unrecognized tax benefits	(0.9)%	(0.7)%
Nondeductible interest expense	(6.9)%	(14.4)%
Stock-based compensation expense	(1.6)%	— %
Other	0.1 %	(0.5)%
Total effective income tax rate	<u>5.0 %</u>	<u>3.6 %</u>

Certain reclassifications have been made to the components of Tax Rate Reconciliation for the years ending December 31, 2022 and 2021 to conform to the 2023 presentation.

As of December 31, 2023, U.S. federal and state income taxes of approximately \$21.2 million have not been provided on approximately \$182.9 million of certain earnings and profits that are permanently reinvested. We do not expect to incur additional material U.S. federal income taxes on other earnings that are indefinitely reinvested. It is not practicable to estimate the deferred tax liability for state, foreign or withholding taxes on other earnings and profits that are indefinitely reinvested due to complex analysis and calculations considering various tax laws, exchange rates, local law restrictions that may apply to a portion of such earnings, and various tax planning alternatives we could employ if we repatriated these earnings.

The OECD (Organisation for Economic Co-operation and Development) has proposed a global minimum tax of 15% of reported profits (Pillar Two) for multinational enterprises with annual global revenues exceeding €750 million. Pillar Two has been agreed upon in principle by over 140 countries. The Pillar Two legislation is not anticipated to be effective for the Company until the Company's annual global revenues have exceeded the €750 million threshold for two out of four years. Accordingly, we are still evaluating the potential consequences of Pillar Two on our longer-term financial position.

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The components of the Company's net deferred tax assets and liabilities consist of the following (in millions):

	<b>Successor</b>	
	<b>December 31, 2023</b>	<b>December 31, 2022</b>
<b>Deferred tax assets:</b>		
Net operating loss carryforwards	\$ 19.1	\$ 19.0
Federal and state credit carryforwards	4.4	10.5
Property, plant and equipment	0.6	0.5
Deferred and other revenue differences	7.5	7.8
Interest carryforwards	23.2	19.1
Other reserves and accrued expenses	18.4	14.9
Lease liabilities	8.7	11.1
Derivatives	5.4	2.9
Other assets	7.7	5.0
Capitalized research and development	10.1	5.6
<b>Total deferred tax assets</b>	<b>105.1</b>	<b>96.4</b>
<b>Less: valuation allowance</b>	<b>(30.0)</b>	<b>(23.9)</b>
	<b>\$ 75.1</b>	<b>\$ 72.5</b>
	<b>Successor</b>	
	<b>December 31, 2023</b>	<b>December 31, 2022</b>
<b>Deferred tax liabilities:</b>		
Purchased technologies and other intangibles	\$ (122.2)	\$ (153.4)
Deferred and other revenue differences	(13.9)	(7.4)
Property, plant and equipment	(11.9)	(15.0)
Lease right of use assets	(8.2)	(10.2)
Other liabilities	(2.9)	(2.8)
<b>Total deferred tax liabilities</b>	<b>(159.1)</b>	<b>(188.8)</b>
<b>Net deferred tax liabilities</b>	<b>\$ (84.0)</b>	<b>\$ (116.3)</b>

Management regularly evaluates the recoverability of deferred tax assets and recognizes the tax benefit only if reassessment demonstrates that they are more likely than not realizable. At such time, if it is determined that it is more likely than not that the deferred tax assets are realizable, the valuation allowance will be adjusted. In assessing the need for a valuation allowance, management considers all available evidence, both positive and negative, including reversals of existing temporary differences; historical levels of income; expectations and risks associated with estimates of future taxable income; and any ongoing tax planning strategies.

At December 31, 2023, the Company evaluated the realizability of the deferred tax assets and concluded that a valuation allowance of \$30.0 million, mostly relating to interest carryforwards and non-U.S. net operating losses, should continue to be recorded. At December 31, 2022 the valuation allowance was \$23.9 million mostly relating to U.S. foreign tax credit carryovers and non-U.S. net operating losses and restricted interest carryforwards.

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	Successor			Predecessor	
	Fiscal Year Ended December 31, 2023	Fiscal Year Ended December 31, 2022	From October 20, 2021 through December 31, 2021	From July 1, 2021 through October 19, 2021	Fiscal Year Ended June 30, 2021
Valuation allowance balance – beginning of period	\$ 23.9	\$ 20.7	\$ 1.0	\$ 29.1	\$ 29.0
Increases/(decreases) resulting from the Mirion Business Combination	—	(0.4)	19.7	—	—
Increases resulting from other business combinations	—	—	—	—	0.5
Other increases	9.8	5.3	—	1.6	8.6
Other decreases	(3.7)	(1.7)	—	—	(9.0)
Valuation allowance balance – end of period	<u>\$ 30.0</u>	<u>\$ 23.9</u>	<u>\$ 20.7</u>	<u>\$ 30.7</u>	<u>\$ 29.1</u>

For the year ended December 31, 2023, the Company increased the valuation allowance by \$6.1 million primarily related to interest and capital loss carryforwards in the U.S. For the year ended December 31, 2022, the Company increased the valuation allowance by \$3.2 million primarily related to losses in the U.K. In the Successor Stub Period ended December 31, 2021, the Company reflected the impact of the Business Combination but did not otherwise adjust the valuation allowance. For the Predecessor Stub Period ended October 19, 2021, and the year ended June 30, 2021, the Company increased the valuation allowance by \$1.6 million, \$0.1 million, respectively.

As of December 31, 2023, the Company had U.S. state and non-U.S. net operating loss carryforwards of \$47.8 million, and \$60.6 million, respectively. A majority of the U.S. state net operating losses will continue to expire in years ending December 31, 2024 through 2043. Materially, the foreign net operating losses have an indefinite carryover period. As of December 31, 2023, the Company had U.S. federal and state tax credit carryforwards of \$4.4 million available to offset future U.S. federal and state income taxes payable. U.S. federal and state tax credit carryforwards will expire in years ending December 31, 2024 through 2043.

The ability to utilize U.S. federal and state attributes may be limited under Section 382 of the Internal Revenue Code, in the event of an "ownership change." An "ownership change" is defined by Section 382 as a cumulative change in ownership of the Company of more than 50% within a three-year period. Section 382 imposes an annual limitation on the amount of post-ownership change taxable income that may be offset with pre-ownership change net operating losses or income tax liability that may be offset with pre-ownership change tax credit carryforwards of the loss corporation experiencing the ownership change. As of December 31, 2023, the Company does not expect the use of the U.S. federal and state attributes to be limited under Section 382 of the Internal Revenue Code and similar state tax laws. The Company continues to monitor the impact of the ownership change on attributes as future changes in the business could further limit the use of these attributes.

As of December 31, 2023, the Company had \$8.4 million of unrecognized tax benefits related to uncertain tax positions, all of which would affect its effective tax rate if recognized. Although the timing and outcome of tax settlements are uncertain, it is reasonably possible that during the next twelve months a reduction in unrecognized tax benefits may occur in the range of zero to \$1.0 million due to the expiration of various statutes of limitations and potential settlements. As of December 31, 2022, the Company had \$6.9 million of unrecognized tax benefits related to uncertain tax positions, \$6.3 million of which would affect its effective tax rate if recognized. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in millions):

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	Successor			Predecessor	
	Fiscal Year Ended December 31, 2023	Fiscal Year Ended December 31, 2022	From October 20, 2021 through December 31, 2021	From July 1, 2021 through October 19, 2021	Fiscal Year Ended June 30, 2021
Balance, beginning of period	\$ 6.9	\$ 6.6	\$ —	\$ 5.0	\$ 0.8
Increases resulting from the Mirion Business Combination	—	1.4	6.5	—	—
Current year additions to positions	2.7	1.3	0.1	1.5	2.6
Additions from other business combinations			0.2	—	1.7
Lapse of applicable statute of limitations	(0.2)	(0.4)	—	—	(0.1)
Reductions to prior year positions	(1.0)	(2.0)	(0.2)	—	—
Foreign currency translation adjustments	—	—	—	—	—
Balance, end of period	\$ 8.4	\$ 6.9	\$ 6.6	\$ 6.5	\$ 5.0

The Company has recorded \$7.1 million, \$3.5 million, \$3.1 million, and \$2.1 million, of unrecognized tax benefits as non-current income taxes payable as of December 31, 2023, December 31, 2022, December 31, 2021, and June 30, 2021, respectively. The Company has also recorded \$1.3 million, \$3.4 million, \$3.5 million, and \$2.9 million of unrecognized tax benefits as a reduction of net deferred tax assets included in other liabilities in the accompanying consolidated balance sheets at December 31, 2023, December 31, 2022, December 31, 2021, and June 30, 2021, respectively.

The Company recognizes interest and penalties related to uncertain tax positions as a component of income tax expense. Accrued interest and penalties as of December 31, 2023, December 31, 2022, December 31, 2021, and June 30, 2021, were approximately \$1.2 million, \$0.9 million, \$0.9 million, and \$0.6 million, respectively. The ultimate amount and timing of any future cash settlements cannot be predicted with reasonable certainty.

The Company conducts business globally and, as a result, one or more of its subsidiaries files U.S. federal and state income tax returns and income tax returns in other foreign jurisdictions. In the normal course of business, the Company is subject to examination by taxing authorities throughout the world, including such major jurisdictions as the United Kingdom, France, Germany, Canada, and the United States. With the exception of the 2015 tax year returns for Canada, and a few insignificant jurisdictions, the Company is no longer subject to U.S. federal or non-U.S. income tax examinations for years prior to June 30, 2017. The Company is no longer subject to U.S. state and local income tax examinations for years prior to the 2005 tax year.

In many cases, the Company's uncertain tax positions are related to tax years that remain subject to examination by tax authorities. The following describes open tax years by major tax jurisdictions as of December 31, 2023:

Jurisdiction:	Years Open
Canada	2015 – 2023
France	2021 – 2023
Germany	2017 – 2023
United Kingdom	2017 – 2023
United States—Federal	2017 – 2023
United States—State	2005 – 2023

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### 13. Supplemental Disclosures to Consolidated Statements of Cash Flows

Supplemental cash flow information and schedules of non-cash investing and financing activities (in millions):

	Successor			Predecessor	
	Fiscal Year Ended December 31, 2023	Fiscal Year Ended December 31, 2022	From October 20, 2021 through December 31, 2021	From July 1, 2021 through October 19, 2021	Fiscal Year Ended June 30, 2021
<b>Cash Paid For:</b>					
Cash paid for interest	\$ 58.5	\$ 37.1	\$ 5.5	\$ 10.0	\$ 37.4
Cash paid for income taxes	\$ 26.3	\$ 12.5	\$ 2.9	\$ 4.3	\$ 19.3
<b>Non-Cash Investing and Financing Activities:</b>					
Contingent consideration from acquisitions	\$ —	\$ —	\$ 0.5	\$ 0.8	\$ —
Property, plant, and equipment purchases in accounts payable	\$ 2.1	\$ 0.2	\$ 0.1	\$ (1.8)	\$ 3.2
Property, plant, and equipment purchases in accrued expense and other liabilities	\$ 1.4	\$ —	\$ —	\$ —	\$ —
Acquisition purchases in accrued expense and other liabilities	\$ —	\$ —	\$ —	\$ 0.1	\$ 2.1
Common Shares issued to Mirion Sellers in Mirion Business Combination	\$ —	\$ —	\$ 420.7	\$ —	\$ —

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the consolidated balances sheets that sum to the total of the same such amounts shown in the consolidated statements of cash flows (in millions).

	Successor			Predecessor	
	Fiscal Year Ended December 31, 2023	Fiscal Year Ended December 31, 2022	From October 20, 2021 through December 31, 2021	From July 1, 2021 through October 19, 2021	Fiscal Year Ended June 30, 2021
Cash and cash equivalents	\$ 128.8	\$ 73.5	\$ 84.0	\$ 101.8	\$ 101.1
Restricted cash—current	0.6	0.5	0.6	0.8	0.8
Restricted cash—non-current	1.1	1.0	0.7	0.5	0.5
Total cash, cash equivalents, and restricted cash	\$ 130.5	\$ 75.0	\$ 85.3	\$ 103.1	\$ 102.4

Amounts included in restricted cash represent funds with various financial institutions to support performance bonds with irrevocable letters of credit for contractual obligations to certain customers.

### 14. Employee Benefit Plans

#### Defined Benefit Pension Plans

The Company maintains contributory and noncontributory defined benefit plans for certain employees in France, Japan and Germany. Plan benefits are generally based on each employee's years of service and final salary. The unfunded benefit obligation recognized in the consolidated balance sheets related to these plans was \$9.0 million and \$8.2 million at December 31, 2023 and December 31, 2022, respectively. Benefits expense related to these plans was \$1.1 million, \$1.3 million, \$0.3 million, \$0.3 million, and \$1.2 million, for the Successor years ended December 31, 2023 and December 31, 2022, the Successor period from October 20, 2021 through December 31, 2021, the Predecessor period from July 1, 2021 through October 19, 2021, and the Predecessor fiscal year ending June 30, 2021, respectively. The amount recognized in



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accumulated other comprehensive loss related to these plans was a \$1.2 million and \$1.5 million gain at December 31, 2023 and December 31, 2022, respectively. The estimated future benefit payments over the next ten years are \$4.9 million. The estimated gains and losses, net, that will be amortized from accumulated other comprehensive income into benefits expense over the next fiscal year are not significant.

### **Other Post-Retirement Benefit Plans**

The Company maintains a post-retirement benefit plan for certain eligible employees in the United States. Under the provisions of the plan, certain retired employees will secure their own health insurance coverage, and the Company will reimburse the retired employee an amount specified in the plan. The unfunded benefit obligation recognized in the consolidated balance sheets related to this plan was \$0.5 million and \$0.5 million at December 31, 2023 and December 31, 2022, respectively. Benefits expense related to these plans was negligible for all periods presented. The Company also offers a discretionary retirement plan to certain eligible employees whereby they may defer a portion of their compensation until retirement.

### **Defined Contribution Plans**

The Company maintains 401(k) savings plans and other voluntary defined contribution retirement plans for other eligible employees. Under each plan, eligible employees may make voluntary contributions, while the Company makes contributions as defined by each plan agreement. Employee contributions in each plan are fully vested and Company contributions vest based on years of service in accordance with the provisions of each plan agreement. Total benefits expense for all defined contribution retirement plans was \$3.0 million, \$2.5 million, \$0.6 million, \$1.0 million, and \$3.7 million, for the Successor years ended December 31, 2023 and December 31, 2022, the Successor period from October 20, 2021 through December 31, 2021, the Predecessor period from July 1, 2021 through October 19, 2021, and the Predecessor fiscal year ended June 30, 2021 respectively.

## **15. Stock-Based Compensation**

Stock-based compensation is awarded to employees and directors of the Company and accounted for in accordance with ASC 718, "Compensation—Stock Compensation". Stock-based compensation expense is recognized for equity awards over the vesting period based on their grant-date fair value. Stock-based compensation expense is included within the same financial statement caption where the recipient's other compensation is reported. The Company accounts for forfeitures as they occur. The Company uses various forms of long-term incentives including, but not limited to restricted stock units ("RSUs") and performance-based restricted units ("PSUs"), provided that the granting of such equity awards is in accordance with the Company's 2021 Omnibus Incentive Plan (the "2021 Plan").

### **2021 Omnibus Incentive Plan**

We adopted and obtained stockholder approval at the special meeting of the stockholders on October 19, 2021 of the 2021 Plan. We initially reserved 19,952,329 shares of Class A common stock for issuance pursuant to awards under the 2021 Plan. The total number of shares of Class A common stock available for issuance under the 2021 Plan will be increased on the first day of each fiscal year following the date on which the 2021 Plan was adopted in an amount equal to the least of (i) three percent (3%) of the outstanding shares of Class A common stock on the last day of the immediately preceding fiscal year, (ii) 9,976,164 shares of Class A common stock and (iii) such number of shares of Class A common stock as determined by the Committee (as defined and designated under the 2021 Plan) in its discretion. Pursuant to these automatic increase provisions, the number of shares of Class A common stock reserved for issuance pursuant to awards under the 2021 Plan increased to 31,946,993 shares at January 1, 2023. Any employee, director or consultant of the Company or any of its subsidiaries or affiliates is eligible to receive an award under the 2021 Plan, to the extent that an offer of such award is permitted by applicable law, stock market or exchange rules, and regulations or accounting or tax rules and regulations. The 2021 Plan provides for the grant of stock options (including incentive stock options and non-qualified stock options), stock appreciation rights, restricted stock, RSUs, PSUs, other share-based awards, or any combination thereof. Each award will be set forth in a separate grant notice or agreement and will indicate the type and terms and conditions of the award.

The purpose of the 2021 Plan is to motivate and reward employees and other individuals to perform at their highest level and contribute significantly to the success of the Company. As of December 31, 2023, there were 28,805,002 shares available to be granted under the 2021 Plan, assuming the PSUs previously granted vest at 100% of their performance targets except for FY22 organic revenue growth PSUs that are estimated to vest at 200% of their performance targets.

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The table below summarizes certain data for our stock-based compensation plans (in millions):

	Successor			Predecessor
	Fiscal Year Ended December 31, 2023	Fiscal Year Ended December 31, 2022	From October 20, 2021 through December 31, 2021	From July 1, 2021 through October 19, 2021
Stock-based compensation expense - Profits Interests	\$ 13.3	\$ 25.2	\$ 5.3	\$ 9.3
Stock-based compensation expense - Omnibus Plan (excluding directors)	\$ 7.6	\$ 5.5	\$ —	\$ —
Stock-based compensation expense - Omnibus Plan (directors)	\$ 0.7	\$ 0.7	\$ —	\$ —
Tax benefit for stock-based compensation <sup>(1)</sup>	\$ 2.4	\$ 1.0	\$ —	\$ —

<sup>(1)</sup> Tax benefit (expense) was zero related to Profits Interests expense for the years ended December 31, 2023 and 2022, Successor Stub Period from October 20, 2021 through December 31, 2021, and Predecessor Stub Period from July 1, 2021 through October 19, 2021.

### Restricted Stock Units

RSUs represent a right to receive one share of the Company's Class A common stock that is both nontransferable and forfeitable unless and until certain conditions are satisfied. Certain RSUs vest ratably over various service periods ranging from three to five years. The fair value of the RSUs is determined using the Company's closing share price for the business day preceding the grant date. The expense will be recognized on a straight-line basis over the related service period for each tranche of awards.

### Performance-based Restricted Stock Units

PSUs vest over a three year performance period and are subject to service and performance/market vesting conditions. The number of PSUs to be earned is determined based upon attainment of certain performance goals over the course of the performance period. The recipient will generally forfeit all of the awards if the recipient is no longer providing services to the Company before the end of the performance measurement period. Fifty percent (50%) of the PSU awards shall vest based on a market condition determined by the Company's relative total shareholder return (TSR) during the performance period measured as a comparative percentile to the Company's peers in the Russell 2000 Industrials index with interpolated achievement levels. The remaining fifty percent (50%) of the PSU awards shall vest based on performance condition determined by the Company's organic revenue growth percentage during the performance period with interpolated achievement levels. If certain minimum performance levels are not attained in the performance period, none of the PSUs will become vested. PSUs are considered variable in that compensation could range from zero to 200% of the award agreement's target contingent on the performance level attained. The fair value of the performance condition PSUs is determined using the Company's closing share price for the business day preceding the grant date. The fair value of the market condition PSUs is determined using a Monte Carlo simulation model on the grant date with the following assumptions:

	Successor		
	March 29, 2023	April 1, 2022	December 27, 2021
MIR Stock Price	\$ 8.06	\$ 8.13	\$ 10.70
Expected volatility <sup>(1)</sup>	45.30 %	45.32 %	41.12 %
Risk-free interest rate <sup>(2)</sup>	3.92 %	2.61 %	0.98 %
Dividend yield	0.00 %	0.00 %	0.00 %
Fair value	\$ 11.83	\$ 11.69	\$ 7.91

(1) Expected volatility is based on historical volatilities from a group of comparable entities for a time period similar to that of the expected term.

(2) The risk-free rate is based on an average of U.S. Treasury yields in effect at the time of grant corresponding with the expected term.

### Director Restricted Stock Units

Members of the Company's Board of Directors ("Director(s)") receive annual grants of RSUs ("Director RSUs") that vest quarterly in four installments over the four quarters of the Director's service following the grant date. The RSUs granted to a new non-employee director were subject to service vesting conditions with each award vesting in three equal quarterly installments on December 15, 2022, March 15, 2023, and June 15, 2023. The expense will be recognized on a straight-line basis over the related service period for each tranche of awards.

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Activity of our RSUs, PSUs, and Director RSUs is as follows:

	RSUs		PSUs		Director RSUs	
	Quantity	Weighted average grant date fair value	Quantity	Weighted average grant date fair value	Quantity	Weighted average grant date fair value
<b>Beginning balance at Business Combination</b>	—	\$ —	—	\$ —	—	\$ —
Awards granted	974,775	10.48	229,006	9.20	34,902	10.48
Awards vested	—	—	—	—	—	—
Awards forfeited	—	—	—	—	—	—
<b>Total awards outstanding at December 31, 2021</b>	<b>974,775</b>	<b>\$ 10.48</b>	<b>229,006</b>	<b>\$ 9.20</b>	<b>34,902</b>	<b>\$ 10.48</b>
Awards granted	1,005,100	8.05	187,356	9.88	94,811	6.65
Awards vested	225,186	10.48	—	—	80,779	8.29
Awards forfeited	95,663	9.65	4,956	9.88	—	—
<b>Total awards outstanding at December 31, 2022</b>	<b>1,659,026</b>	<b>\$ 9.05</b>	<b>411,406</b>	<b>\$ 9.50</b>	<b>48,934</b>	<b>\$ 6.68</b>
Awards granted	729,829	8.05	322,323	9.42	82,950	7.89
Awards vested	500,603	9.06	—	—	90,409	7.24
Awards forfeited	242,173	8.55	27,193	9.93	—	—
<b>Total awards outstanding at December 31, 2023</b>	<b>1,646,079</b>	<b>\$ 8.68</b>	<b>706,536</b>	<b>\$ 9.45</b>	<b>41,475</b>	<b>\$ 7.89</b>

Unrecognized compensation cost and weighted average periods remaining for non-vested awards as of December 31, 2023 are as follows (dollars in millions):

	Successor	
	As of December 31, 2023	Weighted average period remaining for non-vested awards as of December 31, 2023
<b>Unrecognized compensation cost</b>		
RSUs	\$ 11.4	1.2 years
PSUs	3.2	1.2 years
Director RSUs	0.3	4 months
<b>Total unrecognized compensation cost</b>	<b>\$ 14.9</b>	

Additionally, the Director retainers are paid quarterly, in arrears, in the form of cash or shares of Class A common stock at the Director's election. During the years ended December 31, 2023 and 2022, certain members of the Company's Directors elected to receive their quarterly retainer fees in the form of shares of Class A common stock. The number of shares granted is determined by the closing price of Mirion's Class A common stock on the business day preceding the grant date. The Company recorded related stock-based compensation expense for \$0.3 million and \$0.3 million in the respective periods.

### Profits Interests

In conjunction with entering into the Business Combination Agreement on June 17, 2021, the Sponsor issued 4,200,000 Profits Interests to Lawrence Kingsley, the current Chairman of the Board of Directors of the Company, 3,200,000 Profits Interests to Thomas Logan, the Chief Executive Officer of Mirion, and 700,000 Profits Interests to Brian Schopfer, the Chief Financial Officer of Mirion. The Profits Interests are intended to be treated as profits interests for U.S. income tax purposes, pursuant to which Messrs. Logan, Schopfer and Kingsley will have an indirect interest in the founder shares held by the Sponsor.

The Profits Interests are subject to service vesting conditions and market vesting conditions. Fifty percent (50%) of the Profits Interests granted to each of Messrs. Logan and Schopfer service-vest on each of the second and third anniversaries of the Closing, and fifty percent (50%) of the Profits Interests granted to Mr. Kingsley service-vest on each of the first and

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second anniversaries of the Closing, subject in each case to the continuous service of the grantee on such date. The market vesting conditions require that the price per share of Mirion's Class A common stock must meet or exceed certain established thresholds for 20 out of 30 trading days before the fifth anniversary of the Closing Date. The expense will be recognized on a straight-line basis over the related service period for each tranche of awards.

As the Profits Interests included the completion of the Business Combination as a vesting condition, the expense that accumulated prior to the Business Combination was recorded on the last day of the Predecessor Period.

Of the Profits Interests, 3.2 million have a market vesting threshold price of \$12 per share of Mirion Class A common stock, 2.0 million have a threshold price of \$14 per share of Mirion Class A common stock, and 3.0 million have a threshold price of \$16 per share of Mirion Class A common stock.

The fair value of the Profits Interests are estimated based on a valuation model using Monte Carlo simulations, for the \$12, \$14, and \$16 per share performance vesting conditions, with the following assumptions:

Cost of equity <sup>(1)</sup>	8.5 %
Risk-free interest rate <sup>(2)</sup>	0.1 %
Expected volatility <sup>(3)</sup>	30.0 %
Expected term (in years) <sup>(4)</sup>	5
Average fair value of all profits interests	\$ 6.90

(1) Cost of equity based on a group of comparable entities

(2) The risk-free rate is based on an average of U.S. Treasury yields in effect at the time of grant corresponding with the expected term.

(3) Expected volatility is based on historical volatilities from a group of comparable entities for a time period similar to that of the expected term and the expected term.

(4) Expected term is based on probability and expected timing of market events.

No additional Profits Interests have been granted after the June 17, 2021 grant. As of December 31, 2023 there is \$2.8 million of unrecognized expense to be recognized over a weighted average period remaining of approximately 0.8 years.

### **Predecessor Period**

Prior to the Business Combination, the Company accounted for share-based compensation related to restricted share awards granted to certain employees by recognizing the grant date fair value of the awards over the requisite service period, which is equal to the vesting period. The Company had the option to buy back the unvested awards upon termination of employment at the lesser of the original issuance price paid by employees or the fair value of the shares on the buy-back date. The Company estimated the value of the restricted share awards by using the Black-Scholes option valuation model, which requires the use of certain subjective assumptions. Significant assumptions include management's estimates of the estimated share price volatility, the expected life of the awards and related employee forfeiture rates.

As of the Closing Date, Mirion TopCo's board of directors had authorized the issuance of 1,483,795 A Ordinary shares for the fair value at the time of issuance (the "Predecessor Shares"). The Predecessor Shares were issued subject to certain vesting conditions, restrictions on transfer and repurchase rights by Mirion, other employees of the Company or by investors in Mirion. Under the service-vesting conditions, the Predecessor Shares, vested over four years, with one-quarter vesting after one year of service, and the remainder vesting in equal installments over the subsequent thirty-six months.

Vesting of all Predecessor Shares was subject to acceleration in the event of certain change of control transactions. The Predecessor Shares had voting rights and participated in dividends and distributions, if declared; however, the holders of the Predecessor Shares forfeited their voting rights upon termination of employment regardless of vesting status.

The unvested Predecessor Shares were subject to repurchase at a price equal to the lesser of (i) the fair value at the issuance date or (ii) the fair value of the Predecessor Shares as determined on the repurchase date. The Company determined that this repurchase right was a forfeiture provision and accounted for the Predecessor Shares issued to management as a share-based compensation arrangement, with a requisite service period of four years. The fair value of the Predecessor Shares was estimated using the Black-Scholes option-pricing model, with the following assumptions:

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	<b>Predecessor</b>
	<b>June 30, 2020</b>
Dividend yield	0.0 %
Risk-free interest rate <sup>(1)</sup>	0.2 %
Expected volatility <sup>(2)</sup>	55.7 %
Expected term (in years) <sup>(3)</sup>	3
Fair value	\$ 0.37

(1) The risk-free rate is based on an average of U.S. Treasury yields in effect at the time of grant corresponding with the expected term.

(2) Expected volatility is based on historical volatilities from a group of comparable entities for a time period similar to that of the expected term and the expected term.

(3) Expected term is based on probability and expected timing of market events.

No Predecessor Shares were issued during the fiscal year ended June 30, 2021 or during the Predecessor Stub Period from July 1, 2021 through October 19, 2021.

A summary of restricted stock activity within the Company's equity plans and changes for the years ended June 30, 2021 and the Predecessor Stub Period, is as follows:

	<b>Shares (in millions)</b>	<b>Weighted Average Grant- Date Fair Value</b>	<b>Total Fair Value (in millions)</b>
<b>Restricted Stock Awards</b>			
Nonvested at June 30, 2021	0.2	\$ 0.27	\$ —
Granted	—	—	—
Vested	(0.2)	0.27	—
Repurchased	—	—	—
Nonvested at October 19, 2021	<u>—</u>	<u>\$ —</u>	<u>\$ —</u>

The Company repurchased from and reissued 144,219 Predecessor Shares to members of the management team during fiscal year ended June 30, 2021. Any forfeited Predecessor Shares of restricted common stock were treated as a cancellation with remaining unrecognized expense for the unvested awards recognized on the date of cancellation. The Company did not reverse previously recognized compensation expenses as a result of these cancellations. No Predecessor Shares were repurchased or reissued during the fiscal year ended June 30, 2021 and through October 19, 2021.

Total share-based compensation expense in our consolidated statement of operations and comprehensive loss for fiscal years June 30, 2021 was zero. The total value of the Predecessor Shares was amortized as compensation expense ratably over the vesting period of each individual tranche, beginning at the grant date.

## 16. Related-Party Transactions

### *Founder Shares*

As of the closing of the Business Combination, the Sponsor owned 18,750,000 shares of Class B common stock the ("Founder Shares") which automatically converted into 18,750,000 shares of Class A common stock at the closing of the Business Combination. The Founder Shares, are subject to certain vesting and forfeiture conditions and transfer restrictions, including performance vesting conditions under which the price per share of Mirion's Class A common stock must meet or exceed certain established thresholds of \$12, \$14, or \$16 per share for 20 out of 30 trading days before the fifth anniversary of the Closing Date of the Business Combination). The Founder Shares will be forfeited to the Company for no consideration if they fail to vest before October 20, 2026.

### *Private Placement Warrants*

The Sponsor purchased an aggregate of 8,500,000 private placement warrants (the "Private Placement Warrants") at a price of \$2.00 per whole warrant (\$17.0 million in the aggregate) in a private placement (the "Private Placement") that closed concurrently with the closing of GSAH's initial public offering (the "IPO"). Each Private Placement Warrant is exercisable

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for one whole share of Class A common stock at a price of \$11.50 per share, subject to adjustment in certain circumstances, including upon the occurrence of certain reorganization events. The Private Placement Warrants are non-redeemable and exercisable on a cashless basis so long as they are held by the Sponsor or its permitted transferees.

The Private Placement Warrants are accounted for as liabilities as they contain terms and features that do not qualify for equity classification under ASC 815. See Note 18, *Fair Value Measurements*, for the fair value of the Private Placement Warrants at December 31, 2023.

### *Profits Interests*

In connection with the Business Combination Agreement, the Sponsor issued 8,100,000 Profits Interests to certain individuals affiliated with or expected to be affiliated with Mirion after the Business Combination. The holders of the Profits Interests have an indirect interest in the Founder Shares held by the Sponsor. The Profits Interests are subject to service and performance vesting conditions, including the occurrence of the Closing, and do not fully vest until all of the applicable conditions are satisfied. In addition, the Profits Interests are subject to certain forfeiture conditions. See Note 15, *Stock-Based Compensation*, for further detail regarding the Profits Interests.

### *Registration Rights*

The holders of the Founder Shares and Private Placement Warrants are entitled to registration rights to require the Company to register the resale of any the Founder Shares and the shares underlying the Private Placement Warrants upon exercise pursuant to the Amended and Restated Registration Rights Agreement dated October 20, 2021 (the "RRA"). The RRA also provides registration rights of securities of other securityholders who were our security holders before the business combination. These RRA parties are also entitled to certain piggyback registration rights and the RRA also includes customary indemnification and confidentiality provisions. The Company will bear certain expenses incurred in connection with filing of any registration statements filed pursuant to the terms of the RRA, including those expenses incurred in connection with filing a shelf registration statement and two public offerings made pursuant to that shelf registration statement by Charterhouse Capital Partners in 2023.

### *Subscription Agreements*

Concurrently with the execution of the Business Combination Agreement, the Company entered into a Subscription Agreement with GSAM Holdings LLC, pursuant to, and on the terms and subject to the conditions of which, GSAM Holdings LLC subscribed for 20,000,000 PIPE Shares of the Company's Class A common stock for an aggregate purchase price equal to \$200 million, subject to GSAM Holdings LLC's rights to syndicate prior to the Closing. The PIPE Investment, including the syndication, was consummated substantially concurrently with Closing.

### *Related Party Sponsor Note*

On November 12, 2020, the Sponsor agreed to loan the Company up to an aggregate of \$2 million pursuant to the working capital note (the "Working Capital Note"). Any amounts borrowed under the Working Capital Note were non-interest bearing, unsecured and due at the closing of the Business Combination. The Working Capital Note of \$2 million was forgiven in the Successor Period as reflected on the consolidated statement of stockholders' equity (deficit).

### *Underwriting Commission*

The Company paid an underwriting commission of 2.0% of the gross proceeds of the GSAH's IPO (or \$15 million) to the underwriters at the closing of the IPO, of which \$11.3 million was paid to an affiliate of the Sponsor. In addition, deferred underwriting discounts and commissions were paid to the underwriters, at the completion of the Business Combination. The deferred underwriting discounts and commissions of \$26.3 million were recorded as a current liability on the balance sheet as of June 30, 2021 by GSAH, of which \$19.7 million was payable to an affiliate of the Sponsor.

### *Charterhouse Capital Partners LLP*

The Company had entered into agreements with its Predecessor Period primary investor, Charterhouse Capital Partners LLP ("CCP"), which obligated the Company to pay quarterly management fees of \$0.1 million per year. In return, CCP provided various investment banking services relating to financing arrangements, mergers and acquisitions and other services. During the Predecessor period from July 1, 2021 through October 19, 2021, the Company paid CCP \$0.1 million for professional fees and expense reimbursements. Upon the completion of the Business Combination, the agreement with CCP was terminated.

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Additionally, the Company had entered into agreements with CCP which obligated the Company to pay certain expenses in support of any secondary market offerings of its remaining shares owned after the Business Combination. During the year ended December 31, 2023, \$1.0 million of expenses were recorded. As of July 2023, CCP no longer owned shares of stock in the Company.

### **17. Segment Information**

During the year ended December 31, 2023, the Company renamed its Industrial segment as "Technologies."

The Company manages its operations through two operating and reportable segments: Medical and Technologies. These segments align the Company's products and service offerings with customer use in medical and industrial markets and are consistent with how the Company's Chief Executive Officer, its Chief Operating Decision Maker ("CODM"), reviews and evaluates the Company's operations. The CODM allocates resources and evaluates the financial performance of each operating segment. The Company's segments are strategic businesses that are managed separately because each one develops, manufactures and markets distinct products and services. Prior period information herein has been conformed to the current reportable segment structure.

Starting January 1, 2023, the Company began measuring segment performance including the impact of expenses identified as non-operating. Previously, these expenses would have been included with Corporate and other. Segment income (loss) from operations for prior periods presented has been adjusted for comparability.

#### *Description of Segments*

The Medical segment provides radiation oncology quality assurance, delivering patient safety solutions for diagnostic imaging and radiation therapy centers around the world, dosimetry solutions for monitoring the total amount of radiation medical staff members are exposed to over time, radiation therapy quality assurance solutions for calibrating and verifying imaging and treatment accuracy, and radionuclide therapy products for nuclear medicine applications such as shielding, product handling, and medical imaging furniture.

The Technologies segment provides robust, field ready personal radiation detection and identification equipment for defense applications and radiation detection and analysis tools for power plants, labs, and research applications. Nuclear power plant product offerings are used for the full nuclear power plant lifecycle including core detectors and essential measurement devices for new build, maintenance, decontamination and decommission equipment for monitoring and control during fuel dismantling, and remote environmental monitoring.

The following table summarizes select operating results for each reportable segment. The CODM evaluates operating results and allocates capital resources among segments, in part, based on segment income from operations, which includes revenues of the segment less expenses that are directly related to those revenues, including purchase accounting impacts to revenue and cost of revenues, but excluding certain charges to cost of revenues and selling, general and administrative expenses predominantly related to corporate costs, which are included in "Corporate and Other" in the table below. Interest expense, loss on debt extinguishment, foreign currency loss (gain), net, and other expense (income), net, are not allocated to segments.

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The following table summarizes select operating results for each reportable segment (in millions).

<i>(In millions)</i>	Successor			Predecessor	
	For Year Ended December 31, 2023	For Year Ended December 31, 2022	From October 20, 2021 through December 31, 2021	From July 1, 2021 through October 19, 2021	For Year Ended June 30, 2021
<b>Revenues</b>					
Medical	\$ 284.5	\$ 271.7	\$ 49.2	\$ 60.3	\$ 155.7
Technologies	516.4	446.1	104.9	107.7	455.9
Consolidated Revenues	<u>\$ 800.9</u>	<u>\$ 717.8</u>	<u>\$ 154.1</u>	<u>\$ 168.0</u>	<u>\$ 611.6</u>
<b>Segment Income (Loss) from Operations</b>					
Medical	\$ 13.0	\$ (98.9)	\$ (5.4)	\$ (1.8)	\$ 2.3
Technologies	46.0	(103.1)	(0.8)	8.2	68.1
Total Segment Income (Loss) from Operations	59.0	(202.0)	(6.2)	6.4	70.4
Corporate and other	(80.9)	(95.8)	(16.7)	(48.0)	(59.2)
Consolidated (Loss) Income from Operations	<u>\$ (21.9)</u>	<u>\$ (297.8)</u>	<u>\$ (22.9)</u>	<u>\$ (41.6)</u>	<u>\$ 11.2</u>
<b>Capital Expenditures</b>					
Medical	\$ 21.8	\$ 22.6	\$ 3.8	\$ 6.8	\$ 14.2
Technologies	18.0	11.6	2.0	2.7	12.2
Total operating and reportable segments	39.8	34.2	5.8	9.5	26.4
Corporate and other	1.0	0.4	0.3	0.3	—
Total Capital Expenditures	<u>\$ 40.8</u>	<u>\$ 34.6</u>	<u>\$ 6.1</u>	<u>\$ 9.8</u>	<u>\$ 26.4</u>
<b>Depreciation and Amortization</b>					
Medical	\$ 75.2	\$ 82.4	\$ 17.0	\$ 13.3	\$ 33.3
Technologies	86.9	91.1	20.1	12.4	49.7
Total operating and reportable segments	162.1	173.5	37.1	25.7	83.0
Corporate and other	0.7	1.0	0.2	0.2	0.6
Total Depreciation and Amortization	<u>\$ 162.8</u>	<u>\$ 174.5</u>	<u>\$ 37.3</u>	<u>\$ 25.9</u>	<u>\$ 83.6</u>

The goodwill impairment charges recognized by segments during the year ended December 31, 2022 are included in the segment loss from operations disclosed above. The Company's assets by reportable segment were not included, as this information is not reviewed by, nor otherwise provided to, the chief operating decision maker to make operating decisions or allocate resources.



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The following details revenues by geographic region. Revenues generated from external customers are attributed to geographic regions through sales from site locations (i.e., point of origin) (in millions).

	Revenues				
	Successor			Predecessor	
	Fiscal Year Ended December 31, 2023	Fiscal Year Ended December 31, 2022	From October 20, 2021 through December 31 2021	From July 1, 2021 through October 19, 2021	For the Fiscal Year Ended June 30, 2021
North America					
Medical	\$ 258.1	\$ 252.0	\$ 45.3	\$ 54.6	\$ 138.6
Technologies	254.2	210.7	47.6	53.4	199.4
Total North America	512.3	462.7	92.9	108.0	338.0
Europe					
Medical	26.4	19.7	3.9	5.7	17.1
Technologies	245.7	222.1	55.3	52.6	241.5
Total Europe	272.1	241.8	59.2	58.3	258.6
Asia Pacific					
Medical	—	—	—	—	—
Technologies	16.5	13.3	2.0	1.7	15.0
Total Asia Pacific	16.5	13.3	2.0	1.7	15.0
Total Revenues	\$ 800.9	\$ 717.8	\$ 154.1	\$ 168.0	\$ 611.6

Revenues generated in the United States were \$476.0 million, \$429.6 million, and \$86.7 million for the Successor year ended December 31, 2023, December 31, 2022, and the Successor period from October 20, 2021 through December 31, 2021 respectively, and were \$100.0 million and \$306.3 million, from the Predecessor Periods from July 1, 2021 through October 19, 2021 and fiscal year ended June 30, 2021, respectively. Revenues in France were \$155.4 million, \$142.1 million, and \$34.4 million from the Successor Period ended December 31, 2023, December 31, 2022 and October 20, 2021 through December 31, 2021, respectively, and \$35.1 million and \$158.8 million from the Predecessor Periods from July 1, 2021 through October 19, 2021 and fiscal year ended June 30, 2021, respectively. No other country generated more than 10% of revenue individually.

The following details revenues by timing of recognition (in millions):

	Revenues				
	Successor			Predecessor	
	Fiscal Year Ended December 31, 2023	Fiscal Year Ended December 31, 2022	From October 20, 2021 through December 31 2021	From July 1, 2021 through October 19, 2021	For the Fiscal Year Ended June 30, 2021
Point in time	\$ 496.0	\$ 485.9	\$ 120.1	\$ 123.6	\$ 456.6
Over time	304.9	231.9	34.0	44.4	155.0
Total revenues	\$ 800.9	\$ 717.8	\$ 154.1	\$ 168.0	\$ 611.6

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The following details revenues by product category (in millions):

	Revenues				
	Successor			Predecessor	
	Fiscal Year Ended December 31, 2023	Fiscal Year Ended December 31, 2022	From October 20, 2021 through December 31, 2021	From July 1, 2021 through October 19, 2021	For the Fiscal Year Ended June 30, 2021
Medical segment:					
Medical	\$ 284.5	\$ 271.7	\$ 49.2	\$ 60.3	\$ 155.7
Technologies segment:					
Reactor Safety and Control Systems	204.0	163.8	30.6	34.7	146.8
Radiological Search, Measurement, and Analysis Systems	312.4	282.3	74.3	73.0	309.1
Total Revenues	\$ 800.9	\$ 717.8	\$ 154.1	\$ 168.0	\$ 611.6

The following details property, plant, and equipment, net, by geography (in millions):

(In millions)	Property, Plant, and Equipment, Net	
	As of December 31, 2023	As of December 31, 2022
North America	\$ 82.9	\$ 79.4
Europe	51.5	44.7
Asia Pacific	0.1	0.2
Total	\$ 134.5	\$ 124.3

### 18. Fair Value Measurements

The Company applies fair value accounting to all financial assets and liabilities that are recognized or disclosed at fair value in the consolidated financial statements on a recurring basis. The fair value of the Company's cash and cash equivalents, restricted cash, accounts receivable, and other current assets and liabilities approximates their carrying amounts due to the relatively short maturity of these items. The fair value of third-party debt approximates the carrying value because the interest rates are variable and reflect market rates.

#### Fair Value of Financial Instruments

The Company categorizes assets and liabilities recorded at fair value in the Consolidated Balance Sheets based upon the level of judgment associated with inputs used to measure their fair value. It is not practicable due to cost and effort for the Company to estimate the fair value of notes issued to related parties primarily due to the nature of their terms relative to the entity's capital structure.

Assets and liabilities carried at fair value are valued and disclosed in one of the following three levels of the valuation hierarchy:

*Level 1* – Inputs are unadjusted quoted prices in active markets for identical assets or liabilities.

*Level 2* – Inputs are quoted prices in active markets for similar assets or liabilities or inputs that can be corroborated by observable market data for substantially the full term of the assets or liabilities.

*Level 3* – Inputs are unobservable and require significant management judgment or estimation.

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The following table summarizes the financial assets and liabilities of the Company that are measured at fair value on a recurring basis (in millions):

Successor		Fair Value Measurements at December 31, 2023		
		Level 1	Level 2	Level 3
<b>Assets</b>				
Cash, cash equivalents, and restricted cash (Note 13)	\$	130.5	\$ —	\$ —
Discretionary retirement plan (Note 14)	\$	4.0	\$ 1.0	\$ —
Accrued interest receivable on Cross-Currency Rate Swaps (Note 19)	\$	—	\$ 0.1	\$ —
Interest Rate Swap (Note 19)	\$	—	\$ 0.1	\$ —
<b>Liabilities</b>				
Discretionary retirement plan (Note 14)	\$	4.0	\$ 1.0	\$ —
Public warrants	\$	38.1	\$ —	\$ —
Private placement warrants	\$	—	\$ 17.3	\$ —
Cross-Currency Rate Swaps (Note 19)	\$	—	\$ 23.3	\$ —
		Fair Value Measurements at December 31, 2022		
		Level 1	Level 2	Level 3
<b>Assets</b>				
Cash, cash equivalents, and restricted cash (Note 13)	\$	75.0	\$ —	\$ —
Discretionary retirement plan (Note 14)	\$	3.1	\$ 0.9	\$ —
Accrued interest receivable on Cross-Currency Rate Swaps (Note 19)	\$	—	\$ 0.1	\$ —
<b>Liabilities</b>				
Discretionary retirement plan (Note 14)	\$	3.1	\$ 0.9	\$ —
Public warrants	\$	21.0	\$ —	\$ —
Private placement warrants	\$	—	\$ 9.5	\$ —
Cross-Currency Rate Swaps (Note 19)	\$	—	\$ 12.9	\$ —

The Cross-Currency Rate Swaps the Company entered into in the year ended December 31, 2022 and the Interest Rate Swap entered in the year ended December 31, 2023 are not exchange traded instruments and their fair value is determined using the cash flows of the swap contracts, discount rates to account for the passage of time, current foreign exchange market data, current interest rate (SOFR) data and credit risk, which are all based on inputs readily available in public markets and categorized as Level 2 fair value hierarchy measurements.

As of December 31, 2023 and December 31, 2022, the fair value of Public Warrants issued in connection with GSAH's IPO have been measured based on the listed market price of such Public Warrants, a Level 1 measurement.

As the transfer of Private Placement Warrants to anyone who is not a permitted transferee would result in the Private Placement Warrants having substantially the same terms as the Public Warrants, we determined that the fair value of each Private Placement Warrant is equivalent to that of each Public Warrant. The determination of the fair value of the warrant liability may be subject to change as more current information becomes available and accordingly the actual results could differ significantly. Derivative warrant liabilities are classified as non-current liabilities as their liquidation is not reasonably expected to require the use of current assets or require the creation of current liabilities.

For the year ended December 31, 2023, the Company recognized an unrealized loss resulting from an increase in the fair value of the warrant liabilities of \$24.8 million, which is presented in the consolidated statements of operations as change in fair value of warrant liabilities.

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### **Nonrecurring Basis Fair Value Measurements**

There are nonfinancial assets and liabilities that are measured at fair value on a nonrecurring basis such as assets and liabilities held for sale. In November 2022, the Company reached an agreement to sell Rehab business for \$8.0 million. As such, the Company classified related assets and liabilities of Rehab as held for sale.

The fair value of assets held for sale was measured on a non-recurring basis based on the lower of the carrying amount or fair value less cost to sell. The fair value measurement was categorized as Level 3, as the fair values utilize significant unobservable inputs.

The Company recorded an impairment loss of \$3.5 million during the period ended December 31, 2022 representing the difference between fair value less cost to sell and carrying value. See Note 3 *Disposal of a Business* for further details.

### **19. Derivatives and Hedging**

#### *Successor Period*

The Company's policy requires that derivatives are used solely for managing risks and not for speculative purposes. As a result of the Company's European operations, the Company is exposed to fluctuations in exchange rates between EURO and USD. As such, the Company entered into cross-currency rate swaps during the year ended December 31, 2022 to manage currency risks related to our investments in foreign operations. The Company is also subject to interest rate risk related to the Credit Facilities. The Company manages its risk to interest rate fluctuations through the use of derivative financial instruments. As such, the Company entered into an interest rate swap (notional amount of \$75.0 million) during the year ended December 31, 2023 to mitigate the risk of adverse changes in benchmark interest rates on the Company's future interest payments.

All derivative instruments are carried at fair value in our consolidated balance sheets. The following table presents the fair values of the Company's derivative instruments that were designated and qualified as part of a hedging relationship (in millions):

Derivatives Designated as Hedging Instruments	Balance Sheet Location	Fair Value <sup>(1)</sup>	
		December 31, 2023	December 31, 2022
<b>Assets:</b>			
Accrued interest receivable on cross-currency rate swaps	Prepaid expenses and other current assets	\$ 0.1	\$ 0.1
Interest rate swap	Other non-current assets	0.1	—
<b>Total assets</b>		<b>\$ 0.2</b>	<b>\$ 0.1</b>
<b>Liabilities:</b>			
Cross-currency rate swap	Accrued expenses and other current liabilities	\$ 10.7	\$ —
Cross-currency rate swap	Other non-current liabilities	12.6	12.9
<b>Total liabilities</b>		<b>\$ 23.3</b>	<b>\$ 12.9</b>

<sup>(1)</sup> Refer to Note 18, *Fair Value Measurements*, for additional information related to the estimated fair value.

### **Counterparty Credit Risk**

Outstanding financial derivative instruments expose the Company to credit loss in the event of nonperformance by the counterparties to the derivative agreements. The Company's credit exposure related to these financial instruments is represented by the notional amount of the hedging instruments. The Company manages its exposure to counterparty credit risk through minimum credit standards, diversification of counterparties, and procedures to monitor concentrations of credit risk. The Company's derivative instruments are with financial institutions of investment grade or better. Counterparty credit risk will be monitored through periodic review of counterparty bank's credit ratings and public financial filings. Based on these factors, the Company considers the risk of counterparty default to be minimal.

### **Cash Flow Hedging Strategy**

The Company uses cash flow hedges to minimize the variability in cash flows of assets or liabilities or forecasted transactions caused by fluctuations in interest rates. The changes in the fair values of derivatives designated as cash flow hedges are recorded in accumulated other comprehensive loss ("AOCL") and are reclassified into the line item in our

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Consolidated Statements of Operations in which the hedged items are recorded in the same period the hedged items affect earnings. The changes in the fair values of hedges that are determined to be ineffective are immediately reclassified from AOCL into earnings. The maximum length of time for which the Company hedges its exposure to the variability in future cash flows is three years.

During the year ended December 31, 2023, the new interest rate swap resulted in gains of \$0.1 million recognized in other comprehensive income ("OCI"). Gains of \$0.6 million were recognized in income through interest expense and reclassified from OCI during the same periods. In addition, the Company did not have any ineffectiveness related to the cash flow hedge during the year ended December 31, 2023. The cash inflows and outflows associated with the Company's derivative contracts designated as cash flow hedges are classified as financing activities in our Consolidated Statements of Cash Flows.

### Hedges of Net Investments in Foreign Operations Strategy

The Company uses fixed-to-fixed cross-currency rate swaps ("CCRS") to protect the net investment on pre-tax basis in the Company's EUR-denominated operations against changes in spot exchange rates. For derivative financial instruments that are designated and qualify as hedges of net investments in foreign operations, the changes in the fair values of the derivative financial instruments are recognized in net investment hedges adjustments, a component of accumulated other comprehensive loss ("AOCL"), to offset the changes in the values of the net investments being hedged. Any ineffective portions of net investment hedges are reclassified from AOCL into earnings during the period of change.

The following table summarizes the notional values and pretax impact of changes in the fair values of instruments designated as net investment hedges (in millions):

	Notional Amount		Gain (Loss) Recognized in AOCL		
	As of		Year Ended December 31, 2023	Year Ended December 31, 2022	From October 20, 2021 through December 31, 2021
	December 31, 2023	December 31, 2022			
Cross-currency rate swaps	€ 238.8	€ 238.8	\$ (10.4)	\$ (12.9)	\$ —
Total	€ 238.8	€ 238.8	\$ (10.4)	\$ (12.9)	\$ —

The Company did not reclassify any gains or losses related to net investment hedges from AOCL into earnings during the year ended December 31, 2023 and December 31, 2022, respectively. In addition, the Company did not have any ineffectiveness related to net investment hedges during the year ended December 31, 2023 and the year ended December 31, 2022. The cash inflows and outflows associated with the Company's derivative contracts designated as net investment hedges are classified as investing activities in our consolidated statements of cash flows.

## 20. Loss Per Share

A reconciliation of the numerator and denominator used in the calculation of basic and diluted loss per common share is as follows (in millions, except per share amounts):

	Successor			Predecessor	
	Fiscal Year Ended December 31, 2023	Fiscal Year Ended December 31, 2022	From October 20, 2021 through December 31, 2021	From July 1, 2021 through October 19, 2021	Fiscal Year Ended June 30, 2021
Net loss attributable to Mirion Technologies, Inc. (Successor) / Mirion Technologies (TopCo), Ltd. (Predecessor) shareholders	\$ (96.9)	\$ (276.9)	\$ (22.2)	\$ (105.7)	\$ (158.3)
Weighted average common shares outstanding – basic and diluted	196.369	181.149	180.773	6.685	6.549
Net loss per common share attributable to Mirion Technologies, Inc. (Successor) / Mirion Technologies (TopCo), Ltd. (Predecessor) — basic and diluted	\$ (0.49)	\$ (1.53)	\$ (0.12)	\$ (15.81)	\$ (24.18)
Anti-dilutive employee share-based awards, excluded	0.639	0.956	0.003	0.200	0.300

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Net loss per share of common stock is computed using the two-class method required for multiple classes of common stock and participating securities based upon their respective rights to receive dividends as if all income for the period has been distributed. Basic loss per share is computed by dividing loss available to common stockholders by the weighted average number of common shares outstanding, adjusted for the outstanding non-vested shares. Diluted loss per share is computed by giving effect to all potentially dilutive securities outstanding for the period using the treasury stock method or the if-converted method based on the nature of such securities. For periods in which the Company reports net losses, diluted net loss per common share attributable to common stockholders is the same as basic net loss per common share attributable to common stockholders, because potentially dilutive common shares are not assumed to have been issued if their effect is anti-dilutive. The Company incurred a net loss for the fiscal years ended December 31, 2023, December 31, 2022, the Successor Period of October 20, 2021 through December 31, 2021 and the Predecessor Period of July 1, 2021 through October 19, 2021 and the fiscal year ended June 30, 2021, respectively; therefore, none of the potentially dilutive common shares were included in the diluted share calculations for those periods as they would have been anti-dilutive.

### **Successor Period**

Upon the closing of the Business Combination, the following classes of common stock were considered in the loss per share calculation.

#### *Class A Common Stock*

Holders of shares of our Class A common stock are entitled to one vote for each share held of record on all matters on which stockholders are entitled to vote generally, including the election or removal of directors. The holders of our Class A common stock do not have cumulative voting rights in the election of directors. Holders of shares of our Class A common stock are entitled to receive dividends when and if declared by the Company's Board of Directors out of funds legally available therefor, subject to any statutory or contractual restrictions on the payment of dividends and to any restrictions on the payment of dividends imposed by the terms of any outstanding preferred stock. Upon our liquidation, dissolution or winding up and after payment in full of all amounts required to be paid to creditors and to the holders of preferred stock having liquidation preferences, if any, the holders of shares of our Class A common stock will be entitled to receive pro rata our remaining assets available for distribution. Class A common stock issued and outstanding is included in the Company's basic loss per share calculation, with the exception of Founder Shares discussed below.

#### *Class B Common Stock*

Holders of shares of our Class B common stock are entitled to one vote for each share held of record on all matters on which stockholders are entitled to vote generally, including the election or removal of directors. If at any time the ratio at which shares of IntermediateCo Class B common stock are redeemable or exchangeable for shares of our Class A common stock changes from one-for-one as the number of votes to which our Class B common stockholders are entitled will be adjusted accordingly. The holders of our Class B common stock do not have cumulative voting rights in the election of directors. Except for transfers to us or to certain permitted transferees set forth in the IntermediateCo certificate of incorporation, paired interests may not be sold, transferred or otherwise disposed of.

Holders of shares of our Class B common stock are not entitled to economic interests in us or to receive dividends or to receive a distribution upon our liquidation or winding up. However, if IntermediateCo makes distributions to us other than solely with respect to our Class A common stock, the holders of paired interests will be entitled to receive distributions pro rata in accordance with the percentages of their respective shares of IntermediateCo Class B common stock.

Our Class B common stock has voting rights but no economic interest in the Company and therefore are excluded from the calculation of basic and diluted earnings per share.

#### *Warrants*

As described above, the Company has outstanding warrants to purchase up to 27,249,779 shares of Class A common stock (including 18,749,779 public warrants and 8,500,000 private placement warrants). One whole warrant entitles the holder thereof to purchase one share of Mirion Class A common stock at a price of \$11.50 per share. The Company's warrants are not included in the Company's calculation of basic loss per share and are excluded from the calculation of diluted loss per share because their inclusion would be anti-dilutive.

#### *Founder Shares*

Founder shares are subject to certain vesting events and forfeit if a required vesting event does not occur within five years of the closing of the Business Combination. The founder shares are subject to vesting in three equal tranches, based on the volume-weighted average price of our Class A common stock being greater than or equal to \$12.00, \$14.00 and \$16.00 per share for any 20 trading days in any 30 consecutive trading day period. Holders of the founder shares are entitled to vote such founder shares and receive dividends and other distributions with respect to such founder shares prior to vesting, but

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such dividends and other distributions with respect to unvested founder shares will be set aside by the Company and shall only be paid to the holders of the founder shares upon the vesting of such founder shares.

As the holders of the founder shares are not entitled to participate in earnings unless the vesting conditions are met, the 18,750,000 founder shares have been excluded from the calculation of basic earnings per share. The founder shares are also excluded from the calculation of diluted earnings per share because their inclusion would be anti-dilutive.

### *Stock-Based Awards*

Each stock-based award represents the right to receive a Class A common stock upon vesting of the awards. Per ASC 260, Earnings Per Share ("EPS"), shares issuable for little or no cash consideration upon the satisfaction of certain conditions (i.e., contingently issuable shares) should be included in the computation of basic EPS as of the date that all necessary conditions have been satisfied. As such, any stock-based awards such as RSUs that vest in the Successor Period will be included in the Company's basic loss per share calculations as of the date when all necessary conditions are met.

On February 21, 2023, the Company entered into Subscription Agreements for a registered direct equity purchase transaction with the T. Rowe Price Group, Inc. ("T. Rowe Price"), a global investment management organization. As part of transaction, the Company issued additional shares that will impact the loss per share calculation in the future. Refer to Note 24. *Subsequent Event* for further details.

### **Predecessor Period**

In the Predecessor Periods presented, the rights, including the liquidation, dividend rights, sharing of losses, and voting rights of Mirion TopCo's A Ordinary Shares B Ordinary Shares were identical. As the rights of both classes of shares were identical, the undistributed earnings are allocated on a proportionate basis and the resulting net loss per share attributed to common stockholders is therefore the same for A Ordinary Shares and B Ordinary Shares on an individual or combined basis.

The Company's participating securities included the Company's non-vested A Ordinary Shares, as the holders were entitled to non-forfeitable dividend rights in the event a dividend was paid on ordinary shares. The holders of non-vested A Ordinary Shares did not have a contractual obligation to share in losses.

### **21. Restructuring**

The Company incurs costs associated with restructuring initiatives intended to improve operating performance, profitability, and working capital levels. Actions associated with these initiatives may include improving productivity, workforce reductions, and the consolidation of facilities.

As of December 31, 2023, the Company does not expect a significant impact of additional charges from restructuring actions in the next 12 months.

The Company's restructuring expenses are comprised of the following (in millions):

	Successor		
	Year Ended December 31, 2023		
	Cost of revenue	Selling, general and administrative	Total
Severance and employee costs	\$ 0.1	\$ 1.1	\$ 1.2
Other <sup>(1)</sup>	—	0.4	0.4
Total	\$ 0.1	\$ 1.5	\$ 1.6

(in millions)	Year Ended December 31, 2022		
	Cost of revenue	Selling, general and administrative	Total
Severance and employee costs	\$ 0.3	\$ 1.5	\$ 1.8
Other <sup>(1)</sup>	0.5	3.7	4.2
Total	\$ 0.8	\$ 5.2	\$ 6.0

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<i>(in millions)</i>	From October 20, 2021 through December 31, 2021		
	Cost of revenues	Selling, general and administrative	Total
Severance and employee costs	\$ 0.1	\$ 0.1	\$ 0.2
Other <sup>(1)</sup>	—	1.2	1.2
<b>Total</b>	<b>\$ 0.1</b>	<b>\$ 1.3</b>	<b>\$ 1.4</b>

<i>(in millions)</i>	Predecessor		
	From July 1, 2021 through October 19, 2021		
	Cost of revenues	Selling, general and administrative	Total
Severance and employee costs	\$ —	\$ 1.1	\$ 1.1
Other <sup>(1)</sup>	0.1	0.3	0.4
<b>Total</b>	<b>\$ 0.1</b>	<b>\$ 1.4</b>	<b>\$ 1.5</b>

<i>(in millions)</i>	For the year ended June 30, 2021		
	Cost of revenues	Selling, general and administrative	Total
Severance and employee costs	\$ 2.4	\$ 1.6	\$ 4.0
Other <sup>(1)</sup>	0.7	0.8	1.5
<b>Total</b>	<b>\$ 3.1</b>	<b>\$ 2.4</b>	<b>\$ 5.5</b>

(1) Includes facilities, inventory write-downs, outside services, legal matters, and IT costs.

The following table summarizes restructuring expenses for each reportable segment (in millions):

	Successor			Predecessor	
	Fiscal Year Ended December 31, 2023	Fiscal Year Ended December 31, 2022	From October 20, 2021 through December 31, 2021	From July 1, 2021 through October 19, 2021	Fiscal Year Ended June 30, 2021
Restructuring expenses:					
Medical	\$ 0.3	\$ 3.4	\$ 0.8	\$ 1.4	\$ 2.1
Technologies	0.2	1.8	0.6	0.1	2.7
Corporate and other	1.1	0.8	—	—	0.7
<b>Total</b>	<b>\$ 1.6</b>	<b>\$ 6.0</b>	<b>\$ 1.4</b>	<b>\$ 1.5</b>	<b>\$ 5.5</b>

The following table summarizes the changes in the Company's accrued restructuring balance, which are included in Accrued expenses and other current liabilities in the accompanying Condensed Consolidated Balance Sheets (in millions).

<b>Balance at December 31, 2022</b>	<b>\$ 1.5</b>
Restructuring charges	1.6
Payments	(3.0)
Adjustments	(0.1)
<b>Balance at December 31, 2023</b>	<b>\$ —</b>



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### **22. Noncontrolling Interests**

On October 20, 2021, Mirion Technologies, Inc. consummated its previously announced Business Combination pursuant to the Business Combination Agreement.

Before the Closing of the Business Combination, the Sellers had the option to elect to have their equity consideration issued as either shares of Class A common stock or Paired Interests. The Sellers receiving shares of Class B common stock also received one share of IntermediateCo Class B common stock per share of Class B common stock as a Paired Interest. Each of the shares of Class A common stock and each Paired Interest were valued at \$10.00 per share for purposes of determining the aggregate number of shares issued to the Sellers. Holders of shares of our Class B common stock are entitled to one vote for each share held of record on all matters on which stockholders are entitled to vote generally, including the election or removal of directors. If at any time the ratio at which shares of IntermediateCo Class B common stock are redeemable or exchangeable for shares of the Company's our Class A common stock changes from one-for-one, as the number of votes to which our Class B common stockholders are entitled will be adjusted accordingly. The holders of our the Company's Class B common stock do not have cumulative voting rights in the election of directors. Except for transfers to us or to certain permitted transferees set forth in the IntermediateCo certificate of incorporation, paired interests may not be sold, transferred or otherwise disposed of.

The holders of IntermediateCo Class B common stock have the right to require IntermediateCo to redeem all or a portion of their IntermediateCo Class B common stock for, at the Company's election, (1) newly issued shares of the Company's Class A common stock on a one-for-one basis or (2) a cash payment equal to the product of the number of shares of IntermediateCo Class B common stock subject to redemption and the arithmetic average of the closing stock prices for a share of the Company's Class A common stock for each of three (3) consecutive full trading days ending on and including the last full trading day immediately prior to the date of redemption (subject to customary adjustments, including for stock splits, stock dividends and reclassifications). This redemption right became available upon the expiration of certain lockup restrictions on April 18, 2022.

At the Closing Date, the Company owned 100% of the voting shares (Class A) of IntermediateCo and approximately 96% of the non-voting Class B shares of IntermediateCo. The Company recognized noncontrolling interests for the 8,560,540 shares, representing approximately 4% of the non-voting Class B shares, of IntermediateCo that were not attributable to the Company. After conversions in the year ended December 31, 2023, the Company recognized noncontrolling interests for the 7,787,333 shares, representing the 3.5% of the non-voting Class B shares of IntermediateCo, that are not attributable to the Company.

As of December 31, 2023, and 2022, noncontrolling interests of \$65.5 million and \$69.0 million were reflected in the Consolidated Statements of Stockholders' Equity (Deficit).

### **23. Accumulated Other Comprehensive Loss / Income**

The components of accumulated other comprehensive loss, net of tax, consist of the following (in millions):

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Cumulative foreign currency translation adjustment, net of tax	\$ (52.4)	\$ (71.2)
Unrealized gain on pension and postretirement benefit plans, net of tax	2.0	2.1
Unrealized loss on net investment hedges, net of tax	(17.9)	(9.9)
Unrealized gain on cash flow hedges, net of tax	0.1	—
Less: cumulative loss attributable to noncontrolling interests	(2.9)	(3.3)
Accumulated other comprehensive (loss) income	<u>\$ (65.3)</u>	<u>\$ (75.7)</u>

### **24. Subsequent Events**

The Company has performed an evaluation of subsequent events through the date of issuance of the financial statements, noting no other items which require adjustment or disclosure.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES**

Not applicable.

**ITEM 9A. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

Our Chief Executive Officer and our Chief Financial Officer, with the participation of other members of the Company's management, have evaluated the effectiveness of the Company's "disclosure controls and procedures" (as such term is defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this report and based on this evaluation have concluded that our disclosure controls and procedures were effective.

**Management's Report on Internal Control Over Financial Reporting**

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Management has assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2023 based on criteria established in the Internal Control-Integrated Framework in 2013 issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Our management team has concluded that as of December 31, 2023, our internal controls over financial reporting are effective based on these criteria.

As disclosed in Part II Item 9A Controls and Procedures in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022, we identified a material weakness due to the aggregation of deficiencies in certain general information technology controls (GITCs) at our division in France, related to program change-management and user access in information technology (IT) systems that support the Company's financial reporting processes. During 2023, management implemented our previously disclosed remediation plan that included:

- Educating IT control owners concerning the importance of GITCs, with a focus on those related to program change-management and user access,
- Developing enhanced controls and reviews related to program changes in IT systems and access to IT systems, and
- Adding additional manual business process controls to monitor information and data produced by the system to help mitigate the risks associated with ineffective GITCs.

During the fourth quarter of 2023, we completed our testing of the operating effectiveness of the implemented controls and found them to be effective. As a result, we have concluded that the material weakness has been remediated as of December 31, 2023.

The effectiveness of our internal control over financial reporting as of December 31, 2023 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report which appears herein.

**Changes in Internal Control Over Financial Reporting**

Other than with respect to the remediation efforts described above, there have been no changes in the Company's internal control over financial reporting during the Company's fourth fiscal quarter ended December 31, 2023 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the shareholders and the Board of Directors of Mirion Technologies, Inc.

**Opinion on Internal Control over Financial Reporting**

We have audited the internal control over financial reporting of Mirion Technologies, Inc. and subsidiaries (the "Company") as of December 31, 2023, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained effective internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of Mirion Technologies, Inc. and subsidiaries (the "Company") as of December 31, 2023 (Successor) and 2022 (Successor), the related consolidated statements of operations, comprehensive loss, stockholders' equity (deficit), and cash flows, for the years ended December 31, 2023 (Successor) and 2022 (Successor), for the period from October 20, 2021 through December 31, 2021 (Successor), for the period from July 1, 2021 through October 19, 2021 (Predecessor), and for the year ended June 30, 2021 (Predecessor) (collectively referred to as the "financial statements") of the Company and our report dated February 28, 2024, expressed an unqualified opinion on those financial statements.

**Basis for Opinion**

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting report. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

**Definition and Limitations of Internal Control over Financial Reporting**

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ DELOITTE & TOUCHE LLP

Atlanta, GA  
February 28, 2024

**ITEM 9B. OTHER INFORMATION**

- (a) None.
- (b) During the three months ended December 31, 2023, no director or officer (as defined in Rule 16a-1(f) of the Exchange Act) of the Company adopted or terminated any contract, instruction or written plan for the purchase or sale of Company securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any "non-Rule 10b5-1 trading arrangement" as each term is defined in Item 408(a) of Regulation S-K.

**ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTION THAT PREVENT INSPECTIONS**

Not applicable.

**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

We have adopted a Code of Ethics and Business Conduct that applies to all of our employees, officers, and directors, including our Chief Executive Officer, Chief Financial Officer, and other executive and senior financial officers. The full text of our Code of Ethics and Business Conduct is available on the investor relations page on our website, [ir.mirion.com](http://ir.mirion.com). We intend to publish any amendments to the Code of Ethics and Business Conduct, or any waivers of its requirements, on the website address and location specified above. Information on, or that can be accessed through, our website is not part of this Annual Report.

The information otherwise required by this Item will be included in our definitive proxy statement for our 2024 annual meeting of stockholders, which will be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2023, and is incorporated herein by reference.

**ITEM 11. EXECUTIVE COMPENSATION**

The information required by this Item will be included in our definitive proxy statement for our 2024 annual meeting of stockholders, which will be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2023, and is incorporated herein by reference.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNER AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by this Item will be included in our definitive proxy statement for our 2024 annual meeting of stockholders, which will be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2023, and is incorporated herein by reference.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this Item will be included in our definitive proxy statement for our 2024 annual meeting of stockholders, which will be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2023, and is incorporated herein by reference.

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information required by this Item will be included in our definitive proxy statement for our 2024 annual meeting of stockholders, which will be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2023, and is incorporated herein by reference.

**PART IV**

**ITEM 16. FORM 10-K SUMMARY**

None.

**Schedule I - Condensed Financial Information of the Registrant**

**Successor Period:**

Mirion Technologies, Inc. has no material assets or standalone operations other than its ownership in its consolidated subsidiaries. There are restrictions under credit agreements governing the 2021 Credit Agreement, described in Note 9, *Borrowings*, on the Company’s ability to obtain funds from any of its subsidiaries through dividends. Accordingly, the following condensed financial information is presented on a “Parent-only” basis in which Mirion Technologies, Inc.’s investments in its consolidated subsidiaries are presented under the equity method of accounting.

**MIRION TECHNOLOGIES, INC.  
(PARENT COMPANY ONLY)  
CONDENSED BALANCE SHEET  
(in millions)**

	<b>Successor</b>	
	<b>December 31, 2023</b>	<b>December 31, 2022</b>
<b>Assets:</b>		
Investments in Sub	\$ 1,604.4	\$ 1,496.8
Total Assets	<u>1,604.4</u>	<u>1,496.8</u>
<b>Liabilities and Stockholders’ Equity:</b>		
Warrant liabilities	55.3	30.5
Deferred income taxes and other liabilities	(0.9)	(0.9)
Total Liabilities	54.4	29.6
Treasury Stock	(1.3)	—
Additional paid-in capital	2,056.5	1,882.4
Accumulated deficit	(505.4)	(408.5)
Accumulated Other Comprehensive Loss	(65.3)	(75.7)
Mirion Technologies, Inc. (Successor) stockholders’ equity	1,484.5	1,398.2
Noncontrolling interests	65.5	69.0
Total Stockholders’ Equity	<u>1,550.0</u>	<u>1,467.2</u>
Total Liabilities and Stockholders’ Equity	<u>1,604.4</u>	<u>1,496.8</u>

**MIRION TECHNOLOGIES, INC.**  
**(PARENT COMPANY ONLY)**  
**CONDENSED STATEMENT OF OPERATIONS AND COMPREHENSIVE LOSS INCOME**  
(in millions)

	Successor		
	December 31, 2023	December 31, 2022	From October 20, 2021 through December 31, 2021
Selling, general and administrative	\$ 22.5	\$ 31.2	\$ 5.3
Total operating expenses	22.5	31.2	5.3
Income from operations	(22.5)	(31.2)	(5.3)
Change in fair value of warrant liabilities	24.8	(37.6)	(1.2)
Equity in net loss of subsidiaries	51.1	294.8	19.9
Other expense	0.3	—	—
Loss before benefit from income taxes	(98.7)	(288.4)	(24.0)
Benefit from income taxes	—	—	(1.0)
Net loss	(98.7)	(288.4)	(23.0)
Loss attributable to noncontrolling interests	(1.8)	(11.5)	(0.8)
Net loss attributable to Mirion Technologies, Inc. stockholders	(96.9)	(276.9)	(22.2)
Foreign currency translation, net of tax	(0.3)	4.9	(20.5)
Unrecognized actuarial gain (loss) and prior service benefit, net of tax	—	2.0	(0.2)
Other comprehensive loss (income), net of tax	(0.3)	2.9	(20.7)
Comprehensive loss attributable to Mirion Technologies, Inc. stockholders	\$ (97.2)	\$ (274.0)	\$ (42.9)
Loss per share—basic and diluted	\$ (0.49)	\$ (1.53)	\$ (0.12)
Weighted average number of shares outstanding—basic and diluted	196.369	181.149	180.773

A statement of cash flows has not been presented as the Mirion Technologies, Inc. parent company did not have any cash as of, or at any point in time during, the years ended December 31, 2023 or December 31, 2022, or from October 20, 2021 through December 31, 2021.

**Note to Condensed Financial Statements of Registrant (Parent Company Only)**

**Basis of Presentation**

These condensed parent company-only financial statements have been prepared in accordance with Rule 12-04, Schedule I of Regulation S-X, as the restricted net assets of the subsidiaries of Mirion. (as defined in Rule 4-08(e)(3) of Regulation S-X) exceed the specified threshold amount of the consolidated net assets of the Company. Because we have a consolidated accumulated deficit, the 25% threshold described in Rule 4-08 does not apply and any restrictions of net assets at our subsidiaries trigger the requirement to present parent company-only financial information. The ability of Mirion's operating subsidiaries to pay dividends may be restricted due to the terms of the subsidiaries' outstanding term loan and revolving credit facility borrowings as described in Note 9, *Borrowings*, to the audited consolidated financial statements.

These condensed parent company-only financial statements have been prepared using the same accounting principles and policies described in the notes to the consolidated financial statements, with the only exception being that the parent company accounts for its subsidiaries using the equity method. These condensed parent company-only financial statements should be read in conjunction with the consolidated financial statements and related notes.

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### **Predecessor Period:**

Mirion Technologies (TopCo), Ltd. has no material assets or standalone operations other than its ownership in its consolidated subsidiaries. There are restrictions under credit agreements governing the 2019 Credit Facility, described in Note 9, *Borrowings*, on the Company's ability to obtain funds from any of its subsidiaries through dividends. Accordingly, the following condensed financial information is presented on a "Parent-only" basis in which Mirion Technologies (TopCo), Ltd.'s investments in its consolidated subsidiaries are presented under the equity method of accounting.

**MIRION TECHNOLOGIES (TOPCO), LTD.  
(PARENT COMPANY ONLY)  
CONDENSED BALANCE SHEET**  
(in millions)

	<u>Predecessor</u>	
	<u>June 30, 2021</u>	
<b>Assets:</b>		
Other assets	\$	0.3
Total assets	<u>\$</u>	<u>0.3</u>
<b>Liabilities and stockholders' equity:</b>		
Loan from subsidiary	\$	839.8
Deferred income taxes and other liabilities		0.1
Total Liabilities	<u>\$</u>	<u>839.9</u>
Total stockholders' equity		<u>(839.6)</u>
Total liabilities and stockholders' equity	<u>\$</u>	<u>0.3</u>

**MIRION TECHNOLOGIES (TOPCO), LTD.  
(PARENT COMPANY ONLY)  
CONDENSED STATEMENT OF OPERATIONS AND COMPREHENSIVE LOSS INCOME**  
(in millions)

	<u>Predecessor</u>	
	<u>From July 1, 2021 through October 19, 2021</u>	<u>June 30, 2021</u>
Equity in net loss of subsidiaries	<u>\$ (105.7)</u>	<u>\$ (158.3)</u>
Net loss	(105.7)	(158.3)
Foreign currency translation, net of tax	(7.5)	34.2
Unrecognized actuarial gain (loss) and prior service benefit, net of tax	<u>0.6</u>	<u>0.9</u>
Other comprehensive loss (income), net of tax	<u>(6.9)</u>	<u>35.1</u>
Comprehensive loss	<u>\$ (112.6)</u>	<u>\$ (123.2)</u>
Loss per share—basic and diluted	<u>\$ (15.81)</u>	<u>\$ (24.18)</u>
Weighted average number of shares outstanding—basic and diluted	<u>6.685</u>	<u>6.549</u>

A statement of cash flows has not been presented as Mirion Technologies (TopCo). Ltd. parent company did not have any cash as of, or at any point in time during the Predecessor Periods from July 1, 2021 through October 19, 2021 or the year ended June 30, 2021.



**Note to Condensed Financial Statements of Registrant (Parent Company Only)**

**Basis of Presentation**

These condensed parent company-only financial statements have been prepared in accordance with Rule 12-04, Schedule I of Regulation S-X, as the restricted net assets of the subsidiaries of Mirion. (as defined in Rule 4-08(e)(3) of Regulation S-X) exceed the specified threshold amount of the consolidated net assets of the Company. Because we have a consolidated accumulated deficit, the 25% threshold described in Rule 4-08 does not apply and any restrictions of net assets at our subsidiaries trigger the requirement to present parent company-only financial information. The ability of Mirion's operating subsidiaries to pay dividends may be restricted due to the terms of the subsidiaries' outstanding term loan and revolving credit facility borrowings as described in Note 9, *Borrowings*, to the audited consolidated financial statements.

These condensed parent company-only financial statements have been prepared using the same accounting principles and policies described in the notes to the consolidated financial statements, with the only exception being that the parent company accounts for its subsidiaries using the equity method. These condensed parent company-only financial statements should be read in conjunction with the consolidated financial statements and related notes.

**Schedule II**

**Valuation and Qualifying Accounts**

*(Dollars in millions)*

**Successor**

Description	Balance at Beginning of Period	Charged to Costs and Expenses	Deductions (a)	Other (b)	Balance at End of Period
<b>Year Ended December 31, 2023</b>					
Allowance for doubtful accounts	7.4	1.7	(1.6)	0.3	7.8
Product warranty	4.4	0.4	(0.9)	—	3.9
<b>Year Ended December 31, 2022</b>					
Allowance for doubtful accounts	5.4	0.3	(0.4)	2.1	7.4
Product warranty	5.9	(0.7)	(0.8)	—	4.4
<b>Year Ended December 31, 2021</b>					
Allowance for doubtful accounts	—	—	(0.7)	6.1	5.4
Product warranty	—	0.9	(0.4)	5.4	5.9

**Predecessor**

Description	Balance at Beginning of Period	Charged to Costs and Expenses	Deductions (a)	Other (b)	Balance at End of Period
<b>Period Ended October 19, 2021</b>					
Allowance for doubtful accounts	6.1	0.2	(0.2)	—	6.1
Product warranty	6.3	—	(0.7)	—	5.6
<b>Year Ended June 30, 2021</b>					
Allowance for doubtful accounts	1.9	2.5	(0.7)	2.4	6.1
Product warranty	5.5	2.8	(2.2)	0.2	6.3

(a) Charges to the accounts included in this column are for the purposes for which the reserves were created

(b) Amounts included in this column relate to foreign currency translation and valuation adjustments

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### SIGNATURES AND POWER OF ATTORNEY

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, thereunto duly authorized.

Date: February 28, 2024

MIRION TECHNOLOGIES, INC.

By /s/ Thomas D. Logan

Name: Thomas D. Logan

Title: Chief Executive Officer and  
Director

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Thomas D. Logan, Brian Schopfer and Emmanuelle Lee and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agents full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<b>Name</b>	<b>Title</b>	<b>Date</b>
/s/ Thomas D. Logan Thomas D. Logan	Chief Executive Officer and Director (principal executive officer)	February 28, 2024
/s/ Brian Schopfer Brian Schopfer	Chief Financial Officer (principal financial officer)	February 28, 2024
/s/ Christopher Moore Christopher Moore	Chief Accounting Officer (principal accounting officer)	February 28, 2024
/s/ Lawrence D. Kingsley Lawrence D. Kingsley	Director and Chairman	February 28, 2024
/s/ Sheila Rege Sheila Rege	Director	February 28, 2024
/s/ Steven W. Etzel Steven W. Etzel	Director	February 28, 2024
/s/ Kenneth C. Bockhorst Kenneth C. Bockhorst	Director	February 28, 2024

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<b>Name</b>	<b>Title</b>	<b>Date</b>
/s/ Robert A. Cascella Robert A. Cascella	Director	February 28, 2024
/s/ John W. Kuo John W. Kuo	Director	February 28, 2024
/s/ Jody A. Markopoulos Jody A. Markopoulos	Director	February 28, 2024

## **DIRECTORS**

### **Thomas D. Logan**

Founder and Chief Executive Officer  
Mirion Technologies, Inc.

### **Lawrence D. Kingsley**

Retired President and Chief Executive Officer  
Pall Corporation

### **Kenneth C. Bockhorst**

Chairman, President and Chief Executive Officer  
Badger Meter, Inc.

### **Robert A. Cascella**

Retired Strategic Business Development Leader  
Royal Philips

### **Steven W. Etzel**

Retired Senior Vice President, Finance  
Rockwell Automation, Inc.

### **John W. Kuo**

Retired Chief Legal Officer  
Visby Medical

### **Jody A. Markopoulos**

Independent Consultant  
JA Markopoulos Consulting, LLC

### **Sheila Rege**

Founder and Former Chief Executive Officer  
Northwest Cancer Clinic

## **EXECUTIVE OFFICERS**

### **Brian Schopfer**

Executive Vice President and Chief Financial Officer  
Mirion Technologies, Inc.

### **Emmanuelle Lee**

Chief Legal Officer, Chief Compliance Officer and Corporate Secretary  
Mirion Technologies, Inc.

**Alison Ulrich**

Chief Human Resources Officer  
Mirion Technologies, Inc.

**Loic Eloy**

Group President, Technologies  
Mirion Technology, Inc.