

First Quarter 2022 Earnings Call

May 10, 2023



Safe Harbor

Statements contained herein and in the accompanying oral presentation contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements may be identified by the use of words such as “intend,” “expect”, and “may”, and other similar expressions that predict or indicate future events or that are not statements of historical matters. Forward-looking statements are based on current information available at the time the statements are made and on management’s reasonable belief or expectations with respect to future events, and are subject to risks and uncertainties, many of which are beyond Montrose Environmental Group, Inc.’s (“Montrose,” “we,” “us” and “our”) control, that could cause actual performance or results to differ materially from the belief or expectations expressed in or suggested by the forward-looking statements. Additional factors or events that could cause actual results to differ may also emerge from time to time, and it is not possible for us to predict all of them. Forward-looking statements speak only as of the date on which they are made, and we undertake no obligation to update any forward-looking statement to reflect future events, developments or otherwise, except as may be required by applicable law. Investors are referred to Montrose’s filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended December 31, 2022, for additional information regarding the risks and uncertainties that may cause actual results to differ materially from those expressed in any forward-looking statement.

Included in this presentation and the accompanying oral presentation are certain financial measures that are not calculated in accordance with U.S. generally accepted accounting principles (“GAAP”) designed to supplement, and not substitute, Montrose’s financial information presented in accordance with GAAP. The non-GAAP measures as defined by Montrose may not be comparable to similar non-GAAP measures presented by other companies. The presentation of such measures, which may include adjustments to exclude unusual or non-recurring items, should not be construed as an inference that Montrose’s future results, cash flows or leverage will be unaffected by other unusual or nonrecurring items. Please see the appendix to this presentation for how we define these non-GAAP measures, a discussion of why we believe they are useful to investors and certain limitations thereof, reconciliations for historical periods thereof to the most directly comparable GAAP measures and certain matters related to forward-looking non-GAAP information.

The data included in this presentation regarding markets and the industry in which we operate, including the size of certain markets, are based on publicly available information, reports of government agencies, and published industry sources such as Environmental Business International, Inc. (“EBI”). In presenting this information, we have also made certain estimates and assumptions that we believe to be reasonable based on the information referred to above and similar sources, as well as our internal research, calculations and assumptions based on our analysis of such information and our knowledge of, and our experience to date in, our industries and markets. Market share data is subject to change and may be limited by the availability of raw data, the voluntary nature of the data gathering process and other limitations inherent in any statistical survey of market share data. In addition, customer preferences are subject to change. Accordingly, you are cautioned not to place undue reliance on such market share data or any other such estimates. While we believe such information is reliable, we cannot guarantee the accuracy or completeness of this information, and have we independently verified any third-party information and data from our internal research has not been verified by any independent source.



Operating Overview



Highlights

- Margin strength across most services drove increase in Consolidated Adj. EBITDA⁽¹⁾ guidance for 2023
- Strong organic growth in Assessment, Permitting & Response and Measurement & Analysis segments.
- Expected moderation in Remediation & Reuse segment revenues given triple digit organic growth in water and renewable energy services in 2022; segment outlook remains bullish over 2-3 years
- R&D successes (e.g., patent awards) creating differentiated solutions, share gains and widening pathway for sustained organic growth
- Three acquisitions completed since beginning of year with strong pipeline of additional targets.
- Strong balance sheet and operating cash flow

¹⁾ Consolidated Adjusted EBITDA, Consolidated Adjusted EBITDA margin, Adjusted Net Income (Loss) and Adjusted Net Income (Loss) Per Share are non-GAAP measures. See the appendix to this presentation for a discussion of these measures, including how they are calculated and the reasons why we believe they provide useful information to investors, and a reconciliation for historical periods to the most directly comparable GAAP measures.

²⁾ Adjusted Operating Cash Flow is a non-GAAP measure and excludes the payment of acquisition-related contingent consideration of zero in Q1 2023 and \$19.5 million in Q1 2022. Reported cash from operating activities was \$3.0 million in Q1 2023 and a use of \$18.3 million in 2022. See the appendix to this presentation for a discussion of Adjusted Operating Cash Flow.

³⁾ The Company's leverage ratio under its credit facility includes the impact of acquisition-related contingent earnout payments that may become payable in cash.

Q1 2023

Revenue

\$131.4M

Strong Activity Across
Many Business Lines

Adj. Net Income⁽¹⁾

\$3.4M

GAAP Net Loss
of \$(14.7)M

Consolidated Adjusted
EBITDA⁽¹⁾

\$16.6M

12.6% of
Revenue

Total Operating Segments
Adjusted EBITDA

\$25.9M

19.7% of
Revenue

Adj. Operating Cash Flow

\$3.0M

Up \$1.8 Million⁽²⁾ YoY

Net Leverage⁽³⁾

1.4x

Low Leverage
Profile

Capabilities Aligned with Emerging Political & Regulatory Priorities

← Focus on Environmental Matters Creates Tailwinds for Montrose →

	Ecosystem	Regulatory	Remediation	Response	Air Testing	Laboratory	Renewable	Water Treatment
Climate Change & Event Driven Response	✓	✓	✓	✓	✓	✓		✓
Greenhouse Gas Mitigation & Air Quality	✓	✓		✓	✓	✓	✓	
Emerging Contaminant Regulation (e.g., PFAS)	✓	✓	✓	✓	✓	✓		✓
Renewable Energy and Reduced Carbon Intensity	✓	✓					✓	
Increased Regulatory Enforcement (i.e., EPA, SEC)	✓	✓	✓		✓	✓		✓
Infrastructure and Defense Spending	✓	✓	✓	✓	✓	✓		✓



2023 M&A Overview

- Successfully completed a number of value-enhancing acquisitions in 2023
- Consistently target additive services, geographies, clients and technologies
- Demonstrated ability to successfully integrate, cross-sell and create revenue synergies over time
- Acquisition pipeline remains robust
- Strong balance sheet and ample liquidity to execute M&A strategy



Financial Overview



Q1 2023 Revenue & Consolidated Adjusted EBITDA⁽¹⁾ Performance

Q1 Revenue resilient

- Strong organic growth in Assessment, Permitting & Response and Measurement & Analysis segments partly offset lower revenue in Remediation & Reuse segment

Q1 Consolidated Adjusted EBITDA⁽¹⁾ reflects strong momentum across most services

- Adjusted EBITDA⁽¹⁾ up 15% and, as a percentage of revenues, up 1.6 percentage points YoY excluding discontinued businesses and start-up losses^(2,3). Improvement due to revenue mix (e.g., shift away from legacy COVID-19 services) and the benefit of pricing.

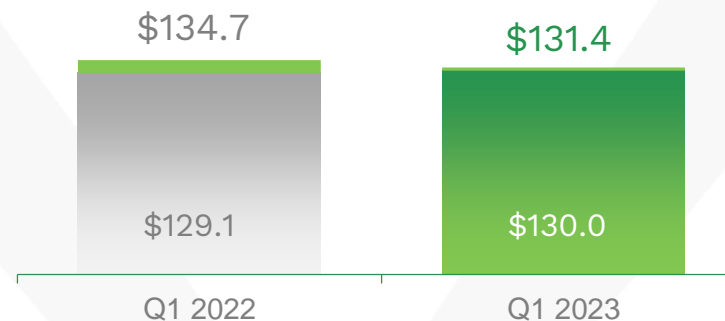
¹⁾ Consolidated Adjusted EBITDA is a non-GAAP measure. See the appendix to this presentation for a discussion of this measure, including how it is calculated and the reasons why we believe it provides useful information to investors, and a reconciliation for historical periods to the most directly comparable GAAP measure.

²⁾ For Q1 2022, excludes \$1.3 million in Adjusted EBITDA from a lab we are discontinuing and includes \$0.8 million of start-up losses (an adjustment no longer being made in 2023).

³⁾ Excludes revenue of \$1.4 million and \$5.6 million in Q1 2023 and Q1 2022, respectively, from a lab we are discontinuing.

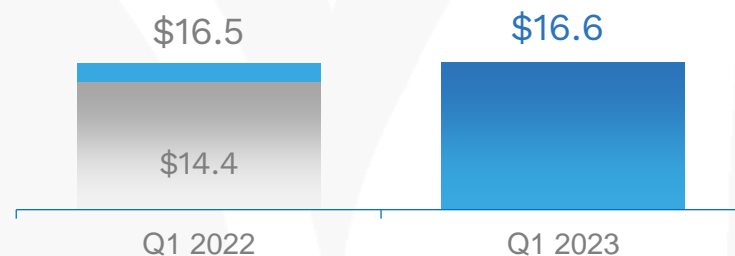
Q1 2023 Revenue

As Reported and Excluding Discontinued Businesses⁽³⁾
(\$ in Millions)



Q1 2023 Consolidated Adjusted EBITDA⁽¹⁾

As Reported and Excluding Discontinued Businesses⁽²⁾
(\$ in Millions)

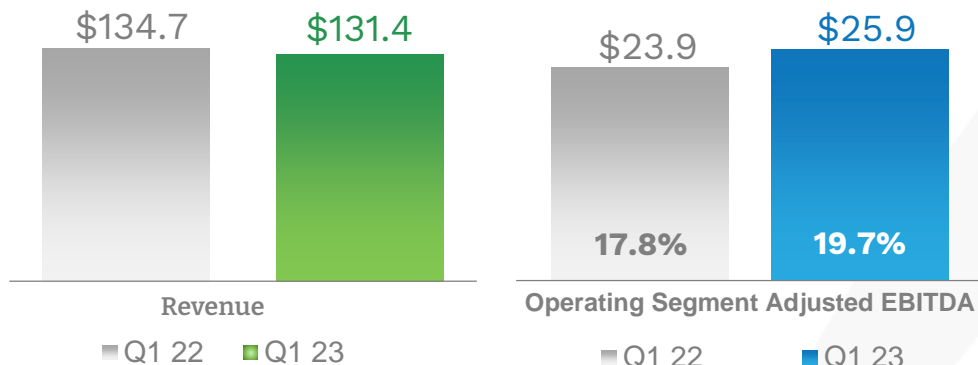


% of Revenues **12.2%** **12.6%**

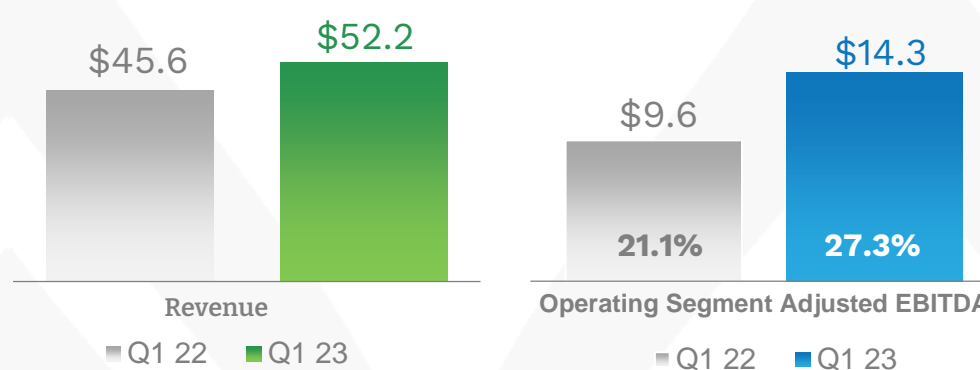
% of Revenues ex. Disc. Bus. **11.2%** **12.8%**

Q1 2023 Segment Performance

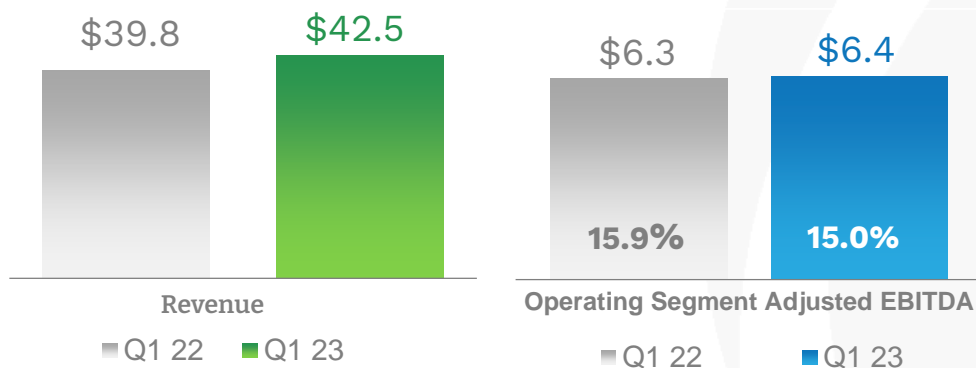
Total Operating Segments (\$ in mm; % of revenue)



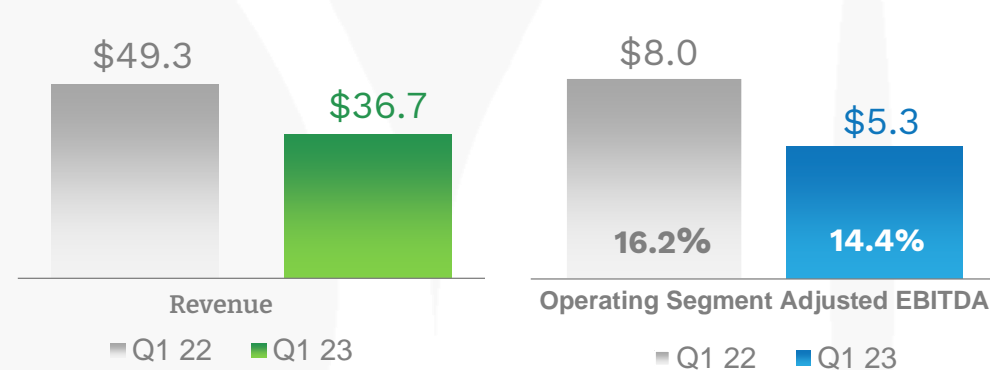
Assessment, Permitting and Response (\$ in mm; % of revenue)



Measurement & Analysis (\$ in mm; % of revenue)



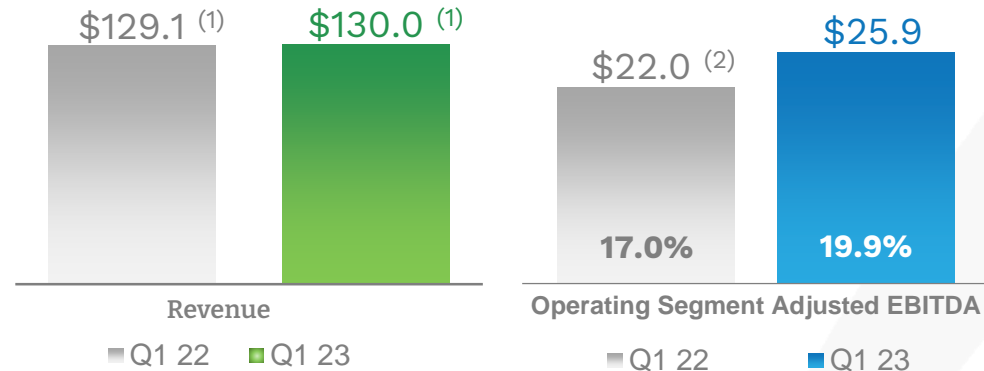
Remediation & Reuse (\$ in mm; % of revenue)



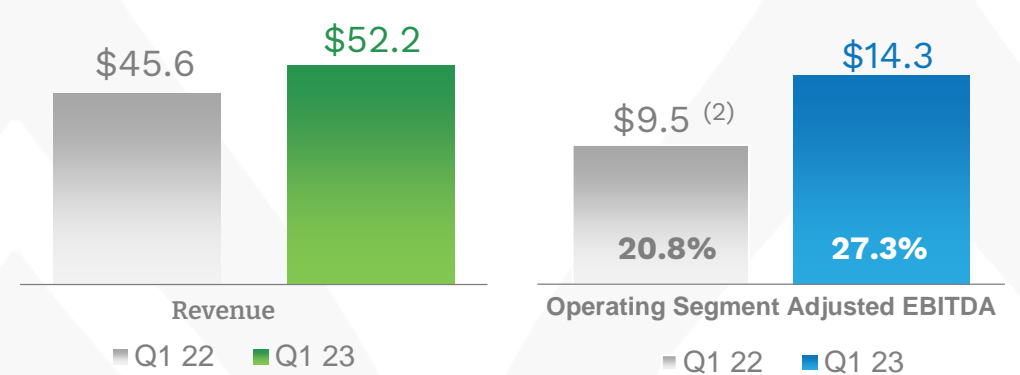
Note: For purposes of evaluating segment profit, the Company's chief operating decision maker reviews Operating Segment Adjusted EBITDA as a basis for making the decisions to allocate resources and assess performance. See Note 18 to our consolidated financial statements included in our Form 10-Q for the quarter ended March 31, 2023.

Q1 2023 Segment Performance, Excluding Discontinued Businesses and Adjustment for Prior Year Start-up Losses

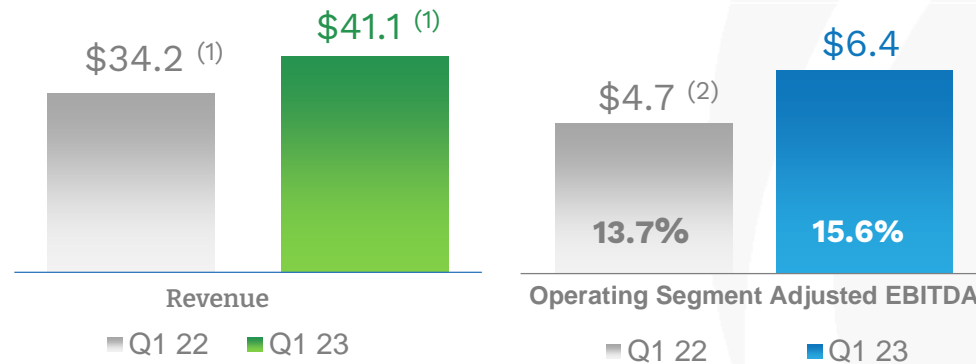
Total Operating Segments (\$ in mm; % of revenue)



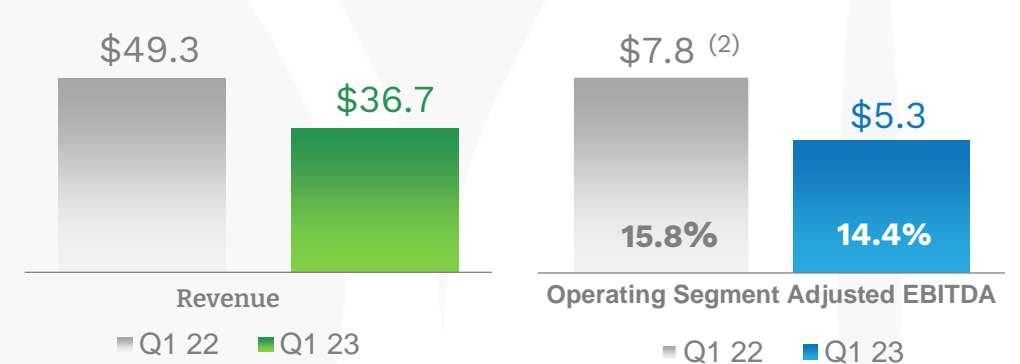
Assessment, Permitting and Response (\$ in mm; % of revenue)



Measurement & Analysis (\$ in mm; % of revenue)



Remediation & Reuse (\$ in mm; % of revenue)



1) Excludes revenue of \$1.4 million and \$5.6 million from discontinued businesses in 2023 and 2022, respectively

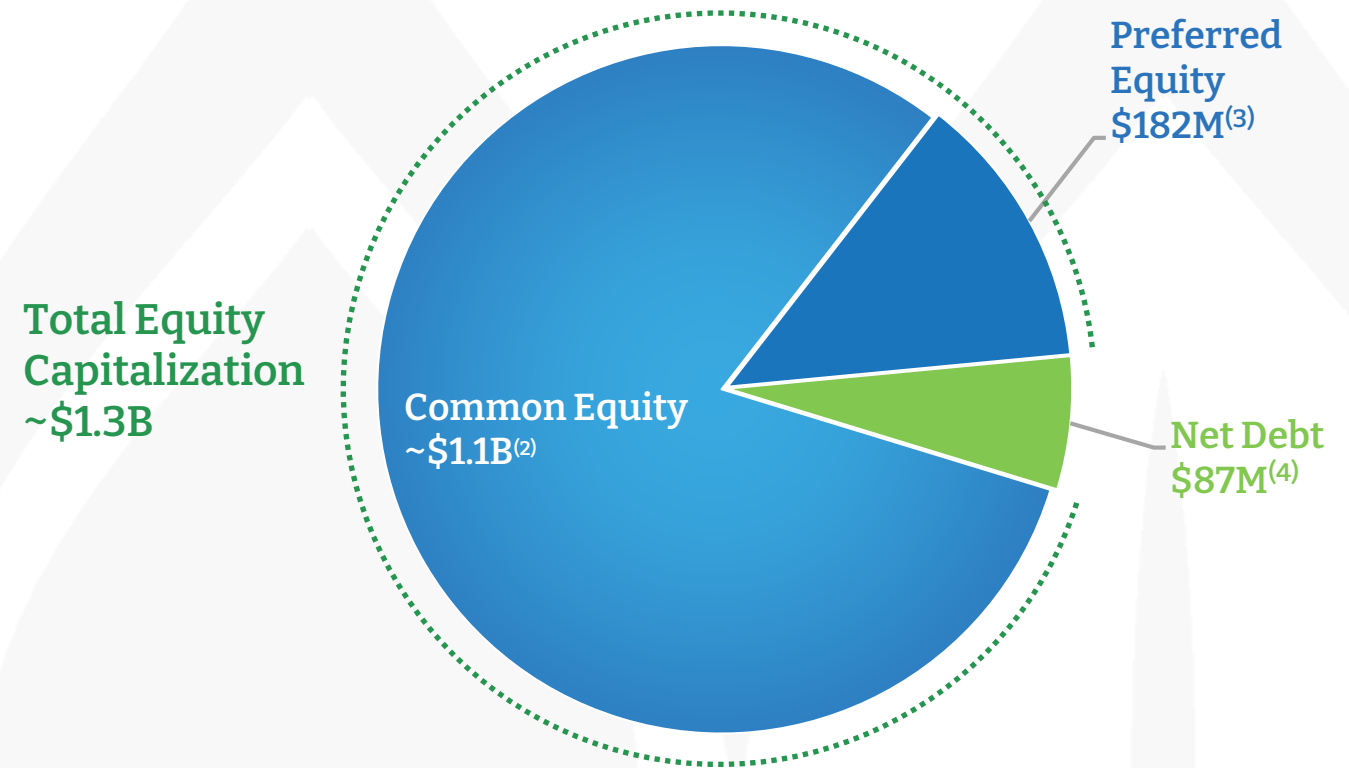
2) Excludes the addback for start-up losses and Adjusted EBITDA from discontinued businesses of the following: Assessment, Permitting and response \$0.1 million, Measurement & Analysis of \$1.7 million and Remediation & Reuse of \$0.2 million

Attractive Capital Structure

Commentary

- Flexible balance sheet to pursue investments in innovation and acquisitions in highly fragmented industry
- Montrose has \$201.8 million of liquidity, including \$76.8 million of cash and \$125.0 million of availability under its revolving credit facility as of 3/31/23
- Net leverage⁽¹⁾ of 1.4x as of 3/31/23
- Equity capitalization of ~\$1.3 billion⁽²⁾ consisting of 1) 30.1 million shares of common stock outstanding plus 2) \$182.2 million of A-2 Preferred Equity held by Oaktree⁽³⁾

Equity Market Capitalization



1) The Company's leverage ratio under its credit facility includes the impact of acquisition-related contingent earnout payments that may become payable in cash.
2) As of May 5, 2023.
3) Includes Initial \$175M stated value and accrued interest through July 27, 2020.
4) Net debt is a non-GAAP measure and is calculated as total debt (excluding deferred debt issuance costs) of \$164.1 million less cash on hand of \$76.8 million as of March 31, 2023. See the appendix to this presentation for a discussion of Net Debt.

Outlook

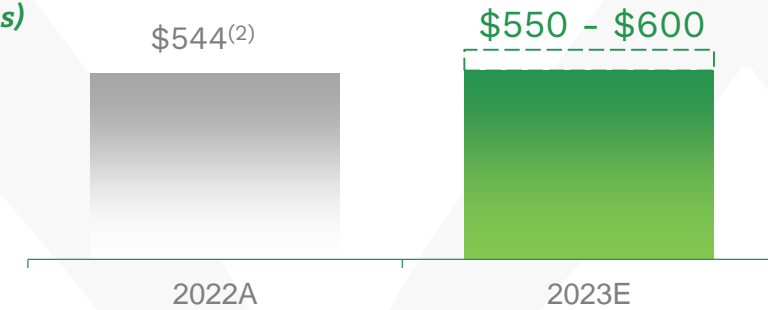


2023E Outlook

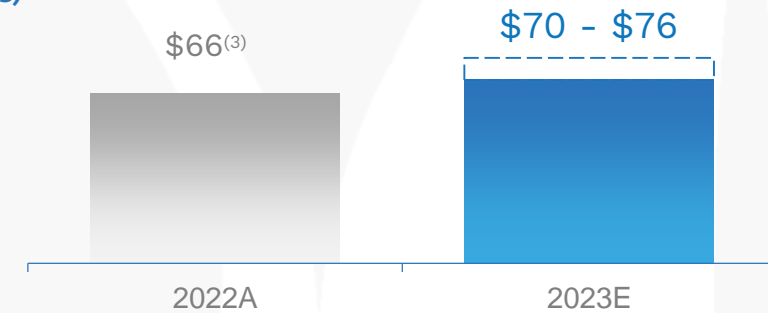
Outlook Aligned With Expectation for Attractive Long-Term Organic Growth for Foreseeable Future

- Consolidated Adjusted EBITDA⁽¹⁾ outlook increased by \$2.0 million given strong margin performance year to date.
- Revenue outlook range unchanged.
- CTEH revenue expected to be in range of \$75 - \$95 million annual run-rate. CTEH has transitioned to environmental responses and COVID-19 services are now largely diminishing.
- Business is better assessed on yearly results as demand for environmental services is not driven by specific or predictable patterns in one or more fiscal quarters.

Revenue (\$ in Millions)



Consolidated Adjusted EBITDA⁽¹⁾ (\$ in Millions)



¹⁾ Consolidated Adjusted EBITDA is a non-GAAP measure. See the appendix to this presentation for a discussion of this measure, including how it is calculated and the reasons why we believe it provides useful information to investors, and a discussion of certain matters related to forward-looking non-GAAP information.

²⁾ Includes discontinued service lines, which generated revenues of \$3.6 million in 2022 and revenue of \$5.6 million from a lab we are discontinuing in 2023.

³⁾ Includes Adjusted EBITDA of \$1.3 million from a lab we are discontinuing in 2023.

Investment Highlights



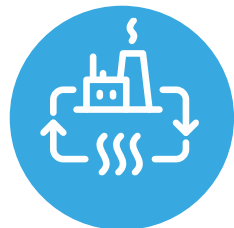
The environment is our business



Strong financial performance with consistent track record of growth & cash flow generation



Resilient across political and economic cycles with diverse customers and end markets



Differentiated technology, processes and applications



Significant scale with global reach in large, growing and highly fragmented industry



Proven ability to identify, execute and integrate acquisitions with a strong pipeline ahead



Experienced management team coupled with a **team-centric culture**

Appendix



Summary of Oaktree A-2 Preferred

Investment Summary

- In April 2020, Oaktree Capital purchased \$175mm of Series A-2 Preferred Equity to fund the cash portion of the CTEH purchase price
- We believe the ongoing investment is indicative of Oaktree's optimism regarding Montrose's long term prospects and the CTEH acquisition

Post-IPO Terms

- No fixed maturity date
 - Repayable in cash at Company's option (subject to certain minimum amounts and returns)
- 9.0% annual cash dividend, payable quarterly
- Beginning in year 4, a portion of principal balance becomes convertible into common stock during each of years 4, 5 and 6 at Oaktree's option (converts at 15.0% discount to market)
 - Includes mandatory notice period prior to conversion to give Montrose the option to repay in cash

Governance

- Oaktree has the right to appoint one representative on the Montrose board of directors while A-2 Preferred Equity remains outstanding

Non-GAAP Financial Information

In addition to our results under GAAP, in this presentation we also present certain other supplemental financial measures of financial performance that are not required by, or presented in accordance with, GAAP, including, Consolidated Adjusted EBITDA, Adjusted Net Income (Loss) and Adjusted Net Income (Loss) per Share. We calculate Consolidated Adjusted EBITDA as net income (loss) before interest expense, income tax expense (benefit) and depreciation and amortization, adjusted for the impact of certain other items, including stock-based compensation expense and acquisition-related costs, as set forth in greater detail in this appendix. We calculate Adjusted Net Income (Loss) as net income (loss) before amortization of intangible assets, stock-based compensation expense, fair value changes to financial instruments and contingent earnouts, and other gain or losses, as set forth in greater detail in this appendix. Adjusted Net Income (Loss) per Share represents Adjusted Net Income (Loss) attributable to stockholders divided by the weighted average number of shares of common stock outstanding during the applicable period.

Consolidated Adjusted EBITDA is one of the primary metrics used by management to evaluate our financial performance and compare it to that of our peers, evaluate the effectiveness of our business strategies, make budgeting and capital allocation decisions and in connection with our executive incentive compensation. Adjusted Net Income (Loss) and Adjusted Net Income (Loss) per Share are useful metrics to evaluate ongoing business performance after interest and tax. These measures are also frequently used by analysts, investors and other interested parties to evaluate companies in our industry. Further, we believe they are helpful in highlighting trends in our operating results because they allow for more consistent comparisons of financial performance between periods by excluding gains and losses that are non-operational in nature or outside the control of management, and, in the case of Consolidated Adjusted EBITDA, by excluding items that may differ significantly depending on long-term strategic decisions regarding capital structure, the tax jurisdictions in which we operate and capital investments.

These non-GAAP measures do, however, have certain limitations and should not be considered as an alternative to net income (loss), earnings (loss) per share or any other performance measure derived in accordance with GAAP. Our presentation of Consolidated Adjusted EBITDA, Adjusted Net Income (Loss) and Adjusted Net Income (Loss) per Share should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items for which we may make adjustments. In addition, Consolidated Adjusted EBITDA, Adjusted Net Income (Loss) and Adjusted Net Income (Loss) per Share may not be comparable to similarly titled measures used by other companies in our industry or across different industries, and other companies may not present these or similar measures. Management compensates for these limitations by using these measures as supplemental financial metrics and in conjunction with our results prepared in accordance with GAAP. We encourage investors and others to review our financial information in its entirety, not to rely on any single measure and to view Consolidated Adjusted EBITDA, Adjusted Net Income (Loss) and Adjusted Net Income (Loss) per Share in conjunction with the related GAAP measures.

Additionally, we have provided estimates regarding Consolidated Adjusted EBITDA for 2023. These projections account for estimates of revenue, operating margins and corporate and other costs. However, we cannot reconcile our projection of Consolidated Adjusted EBITDA to net income (loss), the most directly comparable GAAP measure, without unreasonable efforts because of the unpredictable or unknown nature of certain significant items excluded from Consolidated Adjusted EBITDA and the resulting difficulty in quantifying the amounts thereof that are necessary to estimate net income (loss). Specifically, we are unable to estimate for the future impact of certain items, including income tax (expense) benefit, stock-based compensation expense, fair value changes and the accounting for the issuance of the Series A-2 preferred stock. We expect the variability of these items could have a significant impact on our reported GAAP financial results.

This presentation also includes Net debt, a non-GAAP measure which represents total debt (excluding deferred debt issuance costs) less cash and restricted cash. Management uses Net debt as one of the means by which it assesses financial leverage and capitalization, and it is therefore useful to investors in evaluating our business using the same measures as management. This measure is also useful to investors because it is often used by securities analysts and other interested parties in evaluating our business. The measure does, however, have certain limitations and should not be considered as an alternative to or in isolation from gross debt and cash or any other measure calculated in accordance with GAAP. Other companies, including other companies in our industry, may not use Net debt in the same way or may calculate it differently than as presented herein.

This presentation also includes Adjusted Operating Cash Flow, a non-GAAP measure which represents cash flow provided by (used in) operating activities less amounts paid for acquisition-related contingent consideration. Payments for acquisition-related consideration are not part of the Company's day-to-day operations and management uses this measure to assess the Company's operating cash flow without the impact of these unique, non-operational payments. This measure does, however, have certain limitations as the excluded acquisition-related payments are typically paid in cash and, as a result, impact the Company's liquidity as a whole, and should therefore not be considered as an alternative to or in isolation from cash flow provided by (used in) operating activities or any other liquidity measure calculated in accordance with GAAP. Other companies, including other companies in our industry, may not use this measure in the same way or may calculate it differently than as presented herein.

In this presentation we also reference our organic growth. We define organic growth as the change in revenues excluding revenues from CTEH, from acquisitions for the first twelve months following the date of acquisition and excluding revenues from businesses held for sale, disposed of or discontinued. As a result of the potential annual volatility in CTEH's revenues due to the emergency response aspect of their business, we will no longer be including CTEH revenues in the calculation of organic growth. Management uses organic growth as one of the means by which it assesses our results of operations. Organic growth is not, however, a measure of revenue growth calculated in accordance with U.S. generally accepted accounting principles, or GAAP, and should be considered in conjunction with revenue growth calculated in accordance with GAAP. We have grown organically and expect to continue to do so.

Montrose Environmental Group, Inc.

Reconciliation of Net Loss to Adjusted Net Income and Adjusted EPS (In thousands)

Reconciliation Tables

	For the Three Months Ended	
	March 31,	
	2023	2022
Net loss	\$ (14,719)	\$ (7,536)
Amortization of intangible assets ⁽¹⁾	7,240	9,419
Stock-based compensation ⁽²⁾	13,035	10,425
Acquisition costs ⁽³⁾	775	467
Fair value changes in financial instruments ⁽⁴⁾	1,873	(2,449)
Expenses related to financing transactions ⁽⁵⁾	4	7
Fair value changes in business acquisition contingencies ⁽⁶⁾	(398)	(21)
Discontinuing Specialty Lab ⁽⁷⁾	2,436	—
Other losses and expenses ⁽⁸⁾	134	267
Tax effect of adjustments ⁽⁹⁾	(7,028)	(5,072)
Adjusted Net Income	\$ 3,352	\$ 5,507
Preferred Dividend Series A-2	(4,100)	(4,100)
Adjusted Net (Loss) Income attributable to stockholders	\$ (748)	\$ 1,407
Net Loss per share attributable to stockholders	\$ (0.63)	\$ (0.39)
Adjusted Net (Loss) Income per share⁽¹⁰⁾	\$ (0.03)	\$ 0.05
Diluted Adjusted Net (Loss) Income per share⁽¹¹⁾	\$ (0.02)	\$ 0.04
Weighted average common shares outstanding	29,857	29,662
Fully diluted shares	35,891	35,795

1) Represents amortization of intangible assets.

2) Represents non-cash stock-based compensation expenses related to (i) option awards issued to employees, (ii) restricted stock grants issued to directors and selected employees, (iii) and stock appreciation rights grants issued to selected employees.

3) Includes financial and tax diligence, consulting, legal, valuation, accounting and travel costs and acquisition-related incentives related to our acquisition activity.

4) Amounts relate to the change in fair value of the interest rate swap instrument and the embedded derivative attached to the Series A-2 preferred stock.

5) Amounts represent non-capitalizable expenses associated with refinancing and amending our debt facilities.

6) Amounts also reflect the difference between the expected settlement value of acquisition related earn-out payments at the time of the closing of acquisitions and the expected (or actual) value of earn-outs at the end of the relevant period.

7) Amounts consist of adjusted EBITDA add backs related to the lab we are discontinuing.

8) In 2023 and 2022, amounts include costs associated with the aviation loss and the closing of a lab, respectively.

9) Applies Montrose's marginal tax rate of 28.0% to non-GAAP adjustments above, which are each pre-tax.

10) Represents Adjusted Net Income (Loss) attributable to stockholders divided by the weighted average common shares outstanding.

11) Represents Adjusted Net Income (Loss) attributable to stockholders divided by fully diluted shares.

Montrose Environmental Group, Inc.

Reconciliation of Net Loss to Adjusted Net Income and Adjusted EPS (In thousands)

	Quarter Ended				Year Ended
	December 31, 2022	September 30, 2022	June 30, 2022	March 31, 2022	December 31, 2022
Net loss	\$ (10,812)	\$ (5,720)	\$ (7,751)	\$ (7,536)	\$ (31,819)
Amortization of intangible assets ⁽¹⁾	8,474	8,668	9,492	9,419	36,053
Stock-based compensation ⁽²⁾	10,915	11,018	10,932	10,425	43,290
Acquisition costs ⁽³⁾	537	368	519	467	1,891
Fair value changes in financial instruments ⁽⁴⁾	1,268	(1,808)	(407)	(2,449)	(3,396)
Expenses related to financing transactions ⁽⁵⁾	—	—	—	7	7
Fair value changes in business acquisition contingencies ⁽⁶⁾	245	59	(3,510)	(21)	(3,227)
Other losses and expenses ⁽⁷⁾	2,494	482	1,216	267	4,459
Tax effect of adjustments ⁽⁸⁾	(6,701)	(5,260)	(5,108)	(5,072)	(22,142)
Adjusted Net Income	\$ 6,420	\$ 7,807	\$ 5,383	\$ 5,507	\$ 25,116
Preferred Dividend Series A-2	(4,100)	(4,100)	(4,100)	(4,100)	(16,400)
Adjusted Net Income attributable to stockholders	\$ 2,320	\$ 3,707	\$ 1,283	\$ 1,407	\$ 8,716
Net Loss per share attributable to stockholders	\$ (0.50)	\$ (0.33)	\$ (0.40)	\$ (0.39)	\$ (1.62)
Adjusted Net Income per share⁽⁹⁾	\$ 0.08	\$ 0.12	\$ 0.04	\$ 0.05	\$ 0.29
Diluted Adjusted Net Income per share⁽¹⁰⁾	\$ 0.07	\$ 0.10^(a)	\$ 0.04^(a)	\$ 0.04^(a)	\$ 0.24
Weighted average common shares outstanding	29,720	29,691	29,678	29,662	29,688
Fully diluted shares	35,686	36,147 ^(a)	36,361 ^(a)	35,795 ^(a)	35,997

1) Represents amortization of intangible assets.

2) Represents non-cash stock-based compensation expenses related to (i) option awards issued to employees, (ii) restricted stock grants issued to directors and selected employees, (iii) and stock appreciation rights grants issued to selected employees.

3) Includes financial and tax diligence, consulting, legal, valuation, accounting and travel costs and acquisition-related incentives related to our acquisition activity.

4) Amounts relate to the change in fair value of the interest rate swap instrument and the embedded derivative attached to the Series A-2 preferred stock.

5) Amounts represent non-capitalizable expenses associated with refinancing and amending our debt facilities.

6) Amounts also reflect the difference between the expected settlement value of acquisition related earn-out payments at the time of the closing of acquisitions and the expected (or actual) value of earn-outs at the end of the relevant period.

7) Amounts include costs associated with the closing of a lab and severance costs related to a restructuring within our soil remediation business.

8) Applies Montrose's marginal tax rate of 28.0% to non-GAAP adjustments above, which are each pre-tax.

9) Represents Adjusted Net Income attributable to stockholders divided by the weighted average common shares outstanding.

10) Represents Adjusted Net Income attributable to stockholders divided by fully diluted shares.

a) Prior period amounts have been recalculated from amounts originally disclosed using the current methodology.

Montrose Environmental Group, Inc.

Reconciliation of Net Loss to Consolidated Adjusted EBITDA (In thousands)

	For the Three Months Ended	
	March 31,	
	2023	2022
Net loss	\$ (14,719)	\$ (7,536)
Interest expense	1,541	1,092
Income tax expense	1,367	1,269
Depreciation and amortization	10,555	12,144
EBITDA	\$ (1,256)	\$ 6,969
Stock-based compensation ⁽¹⁾	13,035	10,425
Start-up losses and investment in new services ⁽²⁾	—	786
Acquisition costs ⁽³⁾	775	467
Fair value changes in financial instruments ⁽⁴⁾	1,873	(2,449)
Expenses related to financing transactions ⁽⁵⁾	4	7
Fair value changes in business acquisition contingencies ⁽⁶⁾	(398)	(21)
Discontinuing Specialty Lab ⁽⁷⁾	2,436	—
Other losses and expenses ⁽⁸⁾	134	267
Consolidated Adjusted EBITDA	\$ 16,603	\$ 16,451

- 1) Represents non-cash stock-based compensation expenses related to (i) option awards issued to employees, (ii) restricted stock grants issued to directors and selected employees, (iii) and stock appreciation rights grants issued to selected employees.
- 2) Represent start-up losses related to losses incurred on (i) the expansion of lab testing methods and lab capacity, including into new geographies, (ii) introduction of new software and consulting service lines (iii) expansion into Europe in advance of projects driven by new regulations. Beginning in the second quarter of 2022, the calculation of Consolidated Adjusted EBITDA no longer adjusts for start-up losses and investment in new services. See the Company's Q2 2022 earnings release dated August 8, 2022 for a discussion of the change in methodology.
- 3) Includes financial and tax diligence, consulting, legal, valuation, accounting and travel costs and acquisition-related incentives related to our acquisition activity.
- 4) Amounts relate to the change in fair value of the interest rate swap instrument and the embedded derivative attached to the Series A-2 preferred stock.
- 5) Amounts represent non-capitalizable expenses associated with refinancing and amending our debt facilities.
- 6) Reflects the difference between the expected settlement value of acquisition related earn-out payments at the time of the closing of acquisitions and the expected (or actual) value of earn-outs at the end of the relevant period.
- 7) Amounts consist of operating losses before depreciation related to the lab we are discontinuing.
- 8) In 2023 and 2022, amounts include costs associated the aviation loss and the closing of a lab, respectively.

Montrose Environmental Group, Inc.

Reconciliation of Net Loss to Consolidated Adjusted EBITDA (In thousands)

	Quarter Ended				Year Ended
	December 31, 2022	September 30, 2022	June 30, 2022	March 31, 2022 ^(a)	December 31, 2022
Net loss	\$ (10,812)	\$ (5,720)	\$ (7,751)	\$ (7,536)	\$ (31,819)
Interest expense	1,229	1,400	1,518	1,092	5,239
Income tax expense (benefit)	358	(208)	831	1,269	2,250
Depreciation and amortization	11,551	11,504	12,280	12,144	47,479
EBITDA	\$ 2,326	\$ 6,976	\$ 6,878	\$ 6,969	\$ 23,149
Stock-based compensation ⁽¹⁾	10,915	11,018	10,932	10,425	43,290
Acquisition costs ⁽²⁾	537	368	519	467	1,891
Fair value changes in financial instruments ⁽³⁾	1,268	(1,808)	(407)	(2,449)	(3,396)
Expenses related to financing transactions ⁽⁴⁾	—	—	—	7	7
Fair value changes in business acquisition contingencies ⁽⁵⁾	245	59	(3,510)	(21)	(3,227)
Other losses and expenses ⁽⁶⁾	2,494	482	1,216	267	4,459
Consolidated Adjusted EBITDA	\$ 17,785	\$ 17,095	\$ 15,628	\$ 15,665	\$ 66,173

a) Prior period amounts have been recalculated from amounts originally disclosed using the current methodology.

1) Represents non-cash stock-based compensation expenses related to (i) option awards issued to employees, (ii) restricted stock grants issued to directors and selected employees, (iii) and stock appreciation rights grants issued to selected employees.

2) Includes financial and tax diligence, consulting, legal, valuation, accounting and travel costs and acquisition-related incentives related to our acquisition activity.

3) Amounts relate to the change in fair value of the interest rate swap instrument and the embedded derivative attached to the Series A-2 preferred stock.

4) Amounts represent non-capitalizable expenses associated with refinancing and amending our debt facilities.

5) Reflects the difference between the expected settlement value of acquisition related earn-out payments at the time of the closing of acquisitions and the expected (or actual) value of earn-outs at the end of the relevant period.

6) Amounts include costs associated with the closing of a lab and severance costs related to a restructuring within our soil remediation business.