## KEYSIGHT TECHNOLOGIES, INC.

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KEYSIGHT TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(In millions, except per share data)
(Unaudited)
PRELIMINARY

|  | Three months ended April 30, |  |  |  | Percent Inc/(Dec) |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  | 2023 |  | 2022 |  |  |
| Orders | \$ | 1,319 | \$ | 1,458 | (10)\% |
| Revenue | \$ | 1,390 | \$ | 1,351 | 3\% |
| Costs and expenses: |  |  |  |  |  |
| Cost of products and services |  | 481 |  | 492 | (2)\% |
| Research and development |  | 222 |  | 210 | 6\% |
| Selling, general and administrative |  | 337 |  | 319 | 6\% |
| Other operating expense (income), net |  | (4) |  | 3 | - |
| Total costs and expenses |  | 1,036 |  | 1,024 | 1 \% |
| Income from operations |  | 354 |  | 327 | 8\% |
| Interest income |  | 22 |  | 1 | 1999\% |
| Interest expense |  | (20) |  | (19) | (1)\% |
| Other income (expense), net |  | 5 |  | (2) | - |
| Income before taxes |  | 361 |  | 307 | 18\% |
| Provision for income taxes |  | 78 |  | 49 | 59\% |
| Net income | \$ | 283 | \$ | 258 | 10\% |
| Net income per share: |  |  |  |  |  |
| Basic | \$ | 1.59 | \$ | 1.42 |  |
| Diluted | \$ | 1.58 | \$ | 1.41 |  |
| Weighted average shares used in computing net income per share: |  |  |  |  |  |
| Basic |  | 178 |  | 181 |  |
| Diluted |  | 179 |  | 183 |  |

KEYSIGHT TECHNOLOGIES, INC. CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(In millions, except per share data)
(Unaudited)
PRELIMINARY


## KEYSIGHT TECHNOLOGIES, INC. <br> CONDENSED CONSOLIDATED BALANCE SHEET <br> (In millions, except par value and share data) (Unaudited) <br> PRELIMINARY

| April 30, | October 31, |
| :---: | :---: |
| 2023 |  |

## ASSETS

| Current assets: |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: |
| Cash and cash equivalents | \$ | 2,498 | \$ | 2,042 |
| Accounts receivable, net |  | 864 |  | 905 |
| Inventory |  | 948 |  | 858 |
| Other current assets |  | 454 |  | 429 |
| Total current assets |  | 4,764 |  | 4,234 |
| Property, plant and equipment, net |  | 746 |  | 690 |
| Operating lease right-of-use assets |  | 224 |  | 220 |
| Goodwill |  | 1,661 |  | 1,582 |
| Other intangible assets, net |  | 198 |  | 189 |
| Long-term investments |  | 82 |  | 62 |
| Long-term deferred tax assets |  | 669 |  | 667 |
| Other assets |  | 364 |  | 454 |
| Total assets | \$ | 8,708 | \$ | 8,098 |

## LIABILITIES AND EQUITY

| Current liabilities: |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: |
| Accounts payable | \$ | 302 | \$ | 348 |
| Employee compensation and benefits |  | 317 |  | 333 |
| Deferred revenue |  | 568 |  | 495 |
| Income and other taxes payable |  | 80 |  | 96 |
| Operating lease liabilities |  | 42 |  | 39 |
| Other accrued liabilities |  | 113 |  | 96 |
| Total current liabilities |  | 1,422 |  | 1,407 |
| Long-term debt |  | 1,793 |  | 1,793 |
| Retirement and post-retirement benefits |  | 62 |  | 58 |
| Long-term deferred revenue |  | 222 |  | 197 |
| Long-term operating lease liabilities |  | 188 |  | 186 |
| Other long-term liabilities |  | 316 |  | 296 |
| Total liabilities |  | 4,003 |  | 3,937 |
| Stockholders' Equity: |  |  |  |  |
| Preferred stock; \$0.01 par value; 100 million shares authorized; none issued and outstanding |  | - |  | - |
| Common stock; $\$ 0.01$ par value; 1 billion shares authorized; 199 million shares at April 30, 2023 and 199 million shares at October 31, 2022 issued |  | 2 |  | 2 |
| Treasury stock at cost; 21.2 million shares at April 30, 2023 and 20.5 million shares at October 31, 2022 |  | $(2,399)$ |  | $(2,274)$ |
| Additional paid-in-capital |  | 2,404 |  | 2,333 |
| Retained earnings |  | 5,097 |  | 4,554 |
| Accumulated other comprehensive loss |  | (399) |  | (454) |
| Total stockholders' equity |  | 4,705 |  | 4,161 |
| Total liabilities and equity | \$ | 8,708 | \$ | 8,098 |

## KEYSIGHT TECHNOLOGIES, INC

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

(In millions)
(Unaudited)
PRELIMINARY

Cash flows from operating activities:
Net income
Adjustments to reconcile net income to net cash provided by operating activities: Depreciation
Amortization
Share-based compensation
Deferred tax expense (benefit)
Excess and obsolete inventory-related charges
Unrealized loss (gain) on equity and other investments
Other non-cash expense (income), net
Changes in assets and liabilities:
Accounts receivable
Inventory

Accounts payable
Employee compensation and benefits
Deferred revenue
Income taxes payable
Retirement and post-retirement benefits
Interest rate swap agreement termination proceeds
Prepaid assets
Other assets and liabilities
Net cash provided by operating activities ${ }^{(a)}$

Cash flows from investing activities
Investments in property, plant and equipment
Acquisition of businesses and intangible assets, net of cash acquired
Purchase of investments
Net cash used in investing activities
Cash flows from financing activities:
Proceeds from issuance of common stock under employee stock plans
Payment of taxes related to net share settlement of equity awards
Treasury stock repurchases
Other financing activities
Net cash used in financing activities

Effect of exchange rate movements
Net increase (decrease) in cash, cash equivalents, and restricted cash Cash, cash equivalents and restricted cash at beginning of period Cash, cash equivalents and restricted cash at end of period

| Three months ended April 30, |  |  |  | Six months ended April 30, |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| 2023 |  | 2022 |  | 2023 |  | 2022 |  |
| \$ | 283 | \$ | 258 | \$ | 543 | \$ | 487 |
|  | 30 |  | 29 |  | 59 |  | 59 |
|  | 25 |  | 26 |  | 49 |  | 53 |
|  | 30 |  | 27 |  | 84 |  | 77 |
|  | (1) |  | 4 |  | (2) |  | 13 |
|  | 7 |  | 7 |  | 13 |  | 13 |
|  | 1 |  | 10 |  | (5) |  | 13 |
|  | 1 |  | 7 |  | 1 |  | 9 |
|  | 55 |  | (109) |  | 61 |  | (84) |
|  | (49) |  | (22) |  | (93) |  | (54) |
|  | (22) |  | 35 |  | (41) |  | 31 |
|  | 49 |  | 76 |  | (35) |  | (41) |
|  | 19 |  | 62 |  | 81 |  | 90 |
|  | (88) |  | (40) |  | (32) |  | (26) |
|  | (1) |  | (5) |  | (4) |  | (14) |
|  | 107 |  | - |  | 107 |  | - |
|  | (17) |  | (36) |  | (27) |  | (78) |
|  | (6) |  | (31) |  | 30 |  | (26) |
|  | 423 |  | 298 |  | 789 |  | 522 |
| (53) |  |  | (53) |  | (113) |  | (95) |
| (85) |  |  | (10) |  | (85) |  | (17) |
| (145) |  |  | (30) |  | (7) |  | (30) |
|  |  |  | (93) |  | (205) |  | (142) |
| (1) |  |  | - |  | 33 |  | 31 |
|  |  |  | (2) |  | (47) |  | (74) |
| - |  |  | (278) |  | (125) |  | (484) |
| - |  |  | 二 |  | (1) |  | - |
| (1) |  |  | (280) |  | (140) |  | (527) |
| (7) |  |  | (17) |  | 13 |  | (21) |
| 270 |  |  | (92) |  | 457 |  | (168) |
| 2,244 |  |  | 1,992 |  | 2,057 |  | 2,068 |
| \$ | 2,514 | \$ | 1,900 | \$ | 2,514 | \$ | 1,900 |
| S | 37 | \$ | 37 | \$ | 37 | \$ | 37 |
| \$ | 166 | \$ | 110 | \$ | 180 | \$ | 122 |

KEYSIGHT TECHNOLOGIES, INC. COMMUNICATIONS SOLUTIONS GROUP (CSG)
(In millions, except where noted)
(Unaudited)
PRELIMINARY

Revenue

Gross margin, \%
Income from operations

Operating margin, \%

| FY 2023 |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Q1 |  | Q2 |  | Q3 | Q4 | Total |  |
| \$ | 939 | \$ | 937 |  |  | \$ | 1,876 |
|  | 67.5\% |  | 68.1\% |  |  |  | 67.8\% |
| \$ | 269 | \$ | 266 |  |  | \$ | 535 |
|  | 28.7\% |  | 28.4\% |  |  |  | 28.5\% |

Revenue

| Gross margin, \% |  | 67.3\% |  | 66.2\% |  | 66.5\% |  | 65.9\% |  | 66.5\% |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Income from operations | \$ | 237 | \$ | 271 | \$ | 288 | \$ | 289 | \$ | 1,085 |
| Operating margin, \% |  | 26.9\% |  | 28.2\% |  | 29.6\% |  | 29.1\% |  | 28.5\% |

Segment revenue and income from operations is consistent with the respective non-GAAP financial measures as discussed on last page

KEYSIGHT TECHNOLOGIES, INC. ELECTRONIC INDUSTRIAL SOLUTIONS GROUP (EISG)
(In millions, except where noted)
(Unaudited)
PRELIMINARY

Revenue

Gross margin, \%
Income from operations

Operating margin, \%

| FY 2023 |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Q1 | Q2 |  | Q3 | Q4 | Total |  |
| \$ 442 | \$ | 453 |  |  | \$ | 895 |

$60.5 \% \quad 63.7 \% \quad 62.1 \%$

| 140 | $\$$ | 157 | $\$$ | 297 |
| ---: | ---: | ---: | ---: | ---: |
|  |  | $34.5 \%$ |  | $33.2 \%$ |

Revenue

| Gross margin, \% | 62.6\% |  | 62.0\% |  | 61.3\% |  | 60.2\% |  | 61.5\% |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Income from operations | \$ | 114 | \$ | 118 | \$ | 127 | \$ | 142 | \$ | 501 |
| Operating margin, \% |  | 30.7\% |  | 30.3\% |  | 31.3\% |  | 31.6\% |  | 31.0\% |

Segment revenue and income from operations is consistent with the respective non-GAAP financial measures as discussed on last page

KEYSIGHT TECHNOLOGIES, INC.
NON-GAAP GROSS PROFIT AND OPERATING MARGIN RECONCILIATIONS
(In millions, except where noted)
(Unaudited)

## PRELIMINARY

Reconciliation of Gross Profit to non-GAAP Gross Profit

|  | Three months ended April 30, |  |  |  | Six months ended April 30, |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | 2023 |  | 2022 |  | 2023 |  | 2022 |  |
| Gross Profit, as reported | \$ | 909 | \$ | 859 | \$ | 1,792 | \$ | 1,663 |
| Amortization of acquisition-related balances |  | 11 |  | 13 |  | 20 |  | 25 |
| Share-based compensation |  | 7 |  | 6 |  | 16 |  | 14 |
| Non-GAAP Gross Profit | \$ | 927 | \$ | 878 | \$ | 1,828 | \$ | 1,702 |
| GAAP Gross margin, \% |  | 65.4\% |  | 63.6\% |  | 64.7\% |  | 63.9\% |
| Non-GAAP Gross margin, \% |  | 66.7\% |  | 65.0\% |  | 66.0\% |  | 65.4\% |

Reconciliation of Income from Operations to non-GAAP Income from Operations

|  | Three months ended April 30, |  |  |  | Six months ended April 30, |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | 2023 |  | 2022 |  | 2023 |  | 2022 |  |
| Income from operations, as reported | \$ | 354 | \$ | 327 | \$ | 676 | \$ | 598 |
| Amortization of acquisition-related balances |  | 25 |  | 26 |  | 48 |  | 52 |
| Share-based compensation |  | 29 |  | 26 |  | 84 |  | 77 |
| Acquisition and integration costs |  | 3 |  | 2 |  | 5 |  | 5 |
| Restructuring and others |  | 12 |  | 8 |  | 19 |  | 8 |
| Non-GAAP income from operations | \$ | 423 | \$ | 389 | \$ | 832 | \$ | 740 |
| GAAP Operating margin, \% |  | 25.4\% |  | 24.2\% |  | 24.4\% |  | 23.0\% |
| Non-GAAP Operating margin, \% |  | 30.4\% |  | 28.8\% |  | 30.0\% |  | 28.4\% |

Please refer last page for details on the use of non-GAAP financial measures.

## KEYSIGHT TECHNOLOGIES, INC.

## NON-GAAP OPERATING EXPENSES RECONCILIATIONS (In millions) <br> (Unaudited) <br> PRELIMINARY

## Reconciliation of research \& development expenses to non-GAAP research \& development expenses

| Three months ended April 30, |  |  |  | Six months ended April 30, |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| 2023 |  | 2022 |  | 2023 |  | 2022 |  |
| \$ | 222 | \$ | 210 | \$ | 449 | \$ | 420 |
|  | (7) |  | (5) |  | (23) |  | (16) |
| \$ | 215 | \$ | 205 | \$ | 426 | \$ | 404 |

## Reconciliation of selling, general \& administrative expenses to non-GAAP selling, general \& administrative expenses

Selling, general \& administrative expenses, as reported
Amortization of acquisition-related balances
Share-based compensation
Acquisition and integration costs
Restructuring and others
Non-GAAP selling, general \& administrative expenses

| Three months ended April 30, |  |  |  | Six months ended April 30, |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| 2023 |  | 2022 |  | 2023 |  | 2022 |  |
| \$ | 337 | \$ | 319 | \$ | 675 | \$ | 645 |
|  | (14) |  | (13) |  | (28) |  | (27) |
|  | (15) |  | (15) |  | (45) |  | (47) |
|  | (3) |  | (2) |  | (5) |  | (5) |
|  | (12) |  | (1) |  | (19) |  | (1) |
| \$ | 293 | \$ | 288 | \$ | 578 | \$ | 565 |


| Three months ended <br> April 30, |
| :---: |
| 2023 |

Other operating expense (income), net, as reported
Restructuring and others
Non-GAAP other operating expense (income), net

| \$ | (4) | \$ | 3 | \$ | (8) | \$ |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | - | (7) |  |  | - |  | (7) |
| \$ | (4) | \$ | (4) | \$ | (8) | \$ | (7) |

Reconciliation of operating expenses to non-GAAP operating expenses

## Operating expenses, as reported

Amortization of acquisition-related balances
Share-based compensation
Acquisition and integration costs
Restructuring and others
Non-GAAP operating expenses

| Three months ended April 30, |  |  |  | Six months ended$\qquad$ April 30, |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| 2023 |  | 2022 |  | 2023 |  | 2022 |  |
| \$ | 555 | \$ | 532 | \$ | 1,116 | \$ | 1,065 |
|  | (14) |  | (13) |  | (28) |  | (27) |
|  | (22) |  | (20) |  | (68) |  | (63) |
|  | (3) |  | (2) |  | (5) |  | (5) |
|  | (12) |  | (8) |  | (19) |  | (8) |
| \$ | 504 | \$ | 489 | \$ | 996 | \$ | 962 |

## KEYSIGHT TECHNOLOGIES, INC.

## NON-GAAP NET INCOME AND DILUTED EPS RECONCILIATION <br> (In millions, except per share data) <br> (Unaudited) <br> PRELIMINARY

|  | Three months ended April 30, |  |  |  |  |  |  |  | Six months ended April 30, |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | 2023 |  |  |  | 2022 |  |  |  | 2023 |  |  |  | 2022 |  |  |  |
|  | Net Income |  | Diluted EPS |  | Net Income |  | Diluted EPS |  | Net Income |  | Diluted EPS |  | Net Income |  | Diluted EPS |  |
| GAAP Net income | \$ | 283 | \$ | 1.58 | \$ | 258 | \$ | 1.41 | \$ | 543 | \$ | 3.02 | \$ | 487 | \$ | 2.65 |
| Non-GAAP adjustments: |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Amortization of acquisition-related balances |  | 25 |  | 0.14 |  | 26 |  | 0.14 |  | 48 |  | 0.27 |  | 52 |  | 0.29 |
| Share-based compensation |  | 29 |  | 0.16 |  | 26 |  | 0.15 |  | 84 |  | 0.47 |  | 77 |  | 0.42 |
| Acquisition and integration costs |  | 3 |  | 0.02 |  | 2 |  | 0.01 |  | 5 |  | 0.03 |  | 5 |  | 0.03 |
| Restructuring and others |  | 14 |  | 0.07 |  | 18 |  | 0.10 |  | 15 |  | 0.08 |  | 21 |  | 0.11 |
| Adjustment for taxes ${ }^{\text {(a) }}$ |  | 26 |  | 0.15 |  | 4 |  | 0.02 |  | 48 |  | 0.27 |  | (3) |  | (0.02) |
| Non-GAAP Net income | \$ | 380 | \$ | 2.12 | \$ | 334 | \$ | 1.83 | \$ | 743 | \$ | 4.14 | \$ | 639 | \$ | 3.48 |
| Weighted average shares outstanding - diluted |  | 179 |  |  |  | 183 |  |  |  | 179 |  |  |  | 183 |  |  |

${ }^{(a)}$ For both the three and six months ended April 30, 2023 and 2022, management uses a non-GAAP effective tax rate of $12 \%$.

| Revenue by Segment | KEYSIGHT TECHNOLOGIES, INC. |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | Year-over-Year |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Revenue |  |  |  |  | Revenue from acquisitions or divestitures |  |  |  | $\begin{gathered} \begin{array}{c} \text { Currency } \\ \text { Adjustments } \end{array} \\ \hline \text { Q2' }{ }^{(\text {a }} \end{gathered}$ |  | Core Revenue |  |  |  |  |
|  | Q2'23 |  | Q2'22 |  | YoY \% Chg. | Q2'23 |  | Q2'22 |  |  |  | Q2'23 |  | Q2'22 |  | YoY \% Chg. |
| Communications Solutions Group | \$ | 937 | \$ | 963 | (3)\% | \$ | 5 | \$ |  | \$ | (23) | \$ | 955 | \$ | 963 | (1)\% |
| Electronic Industrial Solutions Group |  | 453 |  | 388 | 17\% |  | 1 |  | - |  | (12) |  | 464 |  | 388 | 19\% |
| Total Revenue | \$ | 1,390 | \$ | 1,351 | 3\% | \$ | 6 | \$ |  | \$ | (35) | \$ | 1,419 | \$ | 1,351 | 5\% |
|  | Revenue |  |  |  |  | Revenue from acquisitions or divestitures |  |  |  | Currency <br> Adjustments ${ }^{(\mathrm{a})}$ |  | Core Revenue |  |  |  |  |
| Revenue by Region | Q2'23 |  | Q2'22 |  | YoY \% Chg. | Q2'23 |  | Q2'22 |  | Q2'23 |  | Q2'23 |  | Q2'22 |  | YoY \% Chg. |
| Americas | \$ | 517 | \$ | 563 | (8)\% | \$ | 6 | \$ | - | \$ | \$ - | \$ | 511 | \$ | 563 | (9)\% |
| Europe |  | 229 |  | 217 | 5\% |  | - |  | - |  | (8) |  | 237 |  | 217 | 9\% |
| Asia Pacific |  | 644 |  | 571 | 13\% |  | 二 |  | - |  | (27) |  | 671 |  | 571 | 18\% |
| Total Revenue | \$ | 1,390 | \$ | 1,351 | 3\% | \$ | 6 | \$ | 二 | \$ | (35) | \$ | 1,419 | \$ | 1,351 | 5\% |

[^0]
## KEYSIGHT TECHNOLOGIES, INC.

REVENUE BY END MARKETS
(In millions)
(Unaudited)
PRELIMINARY

|  | Q2'23 |  | Q2'22 |  | Percent Inc/(Dec) |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Aerospace, Defense and Government | \$ | 310 | \$ | 291 | 7\% |
| Commercial Communications |  | 627 |  | 672 | (7)\% |
| Electronic Industrial |  | 453 |  | 388 | 17\% |
| Total Revenue | \$ | 1,390 | \$ | 1,351 | 3\% |

## KEYSIGHT TECHNOLOGIES, INC.

## FREE CASH FLOW

(In millions)
(Unaudited)
PRELIMINARY

|  | Three months ended April 30, |  |  |  | Six months ended April 30, |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | 2023 |  | 2022 |  | 2023 |  | 2022 |  |
| Net cash provided by operating activities | \$ | 423 | \$ | 298 | \$ | 789 | \$ | 522 |
| Less: Investments in property, plant and equipment |  | (53) |  | (53) |  | (113) |  | (95) |
| Free cash flow | \$ | 370 | \$ | 245 | \$ | 676 | \$ | 427 |
| Free cash flow as a percentage of Revenue |  | 27\% |  | 18\% |  | 24\% |  | 16\% |

Please refer last page for details on the use of non-GAAP financial measures.

## Non-GAAP Financial Measures

Management uses both GAAP and non-GAAP financial measures to analyze and assess the overall performance of the business, to make operating decisions and to forecast and plan for future periods. We believe that our investors benefit from seeing our results "through the eyes of management" in addition to seeing our GAAP results. This information enhances investors' understanding of the continuing performance of our business and facilitates comparison of performance to our historical and future periods.

Our non-GAAP financial measures may not be comparable to similarly titled measures used by other companies, including industry peer companies, limiting the usefulness of these measures for comparative purposes.

These non-GAAP measures should be considered supplemental to and not a substitute for financial information prepared in accordance with GAAP. The discussion below presents information about each of the non-GAAP financial measures and the company's reasons for including or excluding certain categories of income or expenses from our non-GAAP results. In future periods, we may exclude such items and may incur income and expenses similar to these excluded items. Accordingly, adjustments for these items and other similar items in our non-GAAP presentation should not be interpreted as implying that these items are non-recurring, infrequent or unusual.

Non-GAAP Revenue generally relates to an acquisition and includes recognition of acquired deferred revenue that was written down to fair value in purchase accounting. Management believes that excluding fair value purchase accounting adjustments more closely correlates with the ordinary and ongoing course of the acquired company's operations and facilitates analysis of revenue growth and business trends. We may not have non-GAAP revenue in all periods.

Core Revenue is GAAP/non-GAAP revenue (as applicable) excluding the impact of foreign currency changes and revenue associated with material acquisitions or divestitures completed within the last twelve months. We exclude the impact of foreign currency changes as currency rates can fluctuate based on factors that are not within our control and can obscure revenue growth trends. As the nature, size and number of acquisitions can vary significantly from period to period and as compared to our peers, we exclude revenue associated with recently acquired businesses to facilitate comparisons of revenue growth and analysis of underlying business trends.

Free cash flow includes net cash provided by operating activities adjusted for investments in property, plant \& equipment.
Non-GAAP Income from Operations, Non-GAAP Net Income and Non-GAAP Diluted EPS may include the following types of adjustments:

- Acquisition-related Items: We exclude the impact of certain items recorded in connection with business combinations from our non-GAAP financial measures that are either non-cash or not normal, recurring operating expenses due to their nature, variability of amounts and lack of predictability as to occurrence or timing. These amounts may include non-cash items such as the amortization of acquired intangible assets and amortization of items associated with fair value purchase accounting adjustments, including recognition of acquired deferred revenue (see Non-GAAP Revenue above). We also exclude other acquisition and integration costs associated with business acquisitions that are not normal recurring operating expenses, including amortization of amounts paid to redeem acquires' unvested stock-based compensation awards, and legal, accounting and due diligence costs. We exclude these charges to facilitate a more meaningful evaluation of our current operating performance and comparisons to our past operating performance.
- Share-based Compensation Expense: We exclude share-based compensation expense from our non-GAAP financial measures because share-based compensation expense can vary significantly from period to period based on the company's share price, as well as the timing, size and nature of equity awards granted. Management believes the exclusion of this expense facilitates the ability of investors to compare the company's operating results with those of other companies, many of which also exclude share-based compensation expense in determining their non-GAAP financial measures.
- Restructuring and others: We exclude incremental expenses associated with restructuring initiatives, usually aimed at material changes in the business or cost structure. Such costs may include employee separation costs, asset impairments, facility-related costs, contract termination fees, and costs to move operations from one location to another. These activities can vary significantly from period to period based on the timing, size and nature of restructuring plans; therefore, we do not consider such costs to be normal, recurring operating expenses.

We also exclude "others", not normal, recurring, cash operating income/expenses from our non-GAAP financial measures. Such items are evaluated on an individual basis, based on both quantitative and qualitative factors and generally represent items that we do not anticipate occurring as part of our normal business. While not all-inclusive, examples of such items would include net unrealized gains on equity investments still held, significant non-recurring events like realized gains or losses associated with our employee benefit plans, costs and recoveries related to unusual events, gain on sale of assets/divestitures, etc. We believe that these costs do not reflect expected future operating expenses and do not contribute to a meaningful evaluation of the company's current operating performance or comparisons to our operating performance in other periods.

- Estimated Tax Rate: We utilize a consistent methodology for long-term projected non-GAAP tax rate. When projecting this long-term rate, we exclude any tax benefits or expenses that are not directly related to ongoing operations and which are either isolated or cannot be expected to occur again with any regularity or predictability. Additionally, we evaluate our current long-term projections, current tax structure and other factors, such as existing tax positions in various jurisdictions and key tax holidays in major jurisdictions where Keysight operates. This tax rate could change in the future for a variety of reasons, including but not limited to significant changes in geographic earnings mix including acquisition activity, or fundamental tax law changes in major jurisdictions where Keysight operates. The above reasons also limit our ability to reasonably estimate the future GAAP tax rate and provide a reconciliation of the expected non-GAAP earnings per share for the third quarter of fiscal 2023 to the GAAP equivalent.

Management recognizes these items can have a material impact on our cash flows and/or our net income. Our GAAP financial statements, including our Condensed Consolidated Statement of Cash Flows, portray those effects. Although we believe it is useful for investors to see core performance free of special items, investors should understand that the excluded costs are actual expenses that may impact the cash available to us for other uses. To gain a complete picture of all effects on the company's profit and loss from any and all events, management does (and investors should) rely upon the Condensed Consolidated Statement of Operations prepared in accordance with GAAP. The non-GAAP measures focus instead upon the core business of the company, which is only a subset, albeit a critical one, of the company's performance.


[^0]:    We compare the year-over-year change in revenue excluding the effect of foreign currency rate fluctuations to assess the performance of our underlying business. To determine the impact of currency fluctuations, current period results for entities reporting in currencies other than United States dollars are converted into United States dollars at the actual exchange rate in effect during the respective prior periods.

    Please refer last page for details on the use of non-GAAP financial measures

