

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **August 7, 2024**

Kratos Defense & Security Solutions, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-34460
(Commission File Number)

13-3818604
(IRS Employer Identification No.)

1 Chisholm Trail, Suite 300
Round Rock, TX 78681
(Address of Principal Executive Offices) (Zip Code)

(512) 238-9840
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Emerging growth company

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

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

Title of each class	Trading Symbols(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	KTOS	The NASDAQ Global Select Market

Item 2.02. Results of Operations and Financial Condition

On August 7, 2024, Kratos Defense & Security Solutions, Inc. (the “Company”) issued a press release regarding the Company’s financial results for the second quarter 2024. The full text of the Company’s press release is attached hereto as Exhibit 99.1.

Item 9.01. Exhibits.

Exhibit No.	Description
99.1	August 7, 2024 Press Release by Kratos Defense & Security Solutions, Inc.

SIGNATURES

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

Kratos Defense & Security Solutions, Inc.

Date: August 7, 2024

By: /s/ Deanna H. Lund

Deanna H. Lund

Executive Vice President, Chief Financial Officer



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Kratos Reports Second Quarter 2024 Financial Results

Second Quarter 2024 Revenues of \$300.1 Million Increased 16.8 Percent over Second Quarter 2023 Revenues of \$256.9 Million, including 16.7 Percent Organic Growth

Second Quarter 2024 Unmanned Systems Revenues of \$85.8 Million Increased 64.7 Percent over Second Quarter 2023 Revenues of \$52.1 Million, including 61.8 Percent Organic Growth

Second Quarter 2024 KGS Revenues of \$214.3 Million Reflect 4.6 Percent Organic Growth over Second Quarter 2023 Revenues of \$204.8 Million

**Second Quarter 2024 and Last Twelve Months Ended June 30, 2024 Consolidated Book to Bill Ratio of 1.1 to 1
Second Quarter 2024 Consolidated Bookings of \$334.1 Million**

Unmanned Systems Second Quarter 2024 Book to Bill Ratio of 1.5 to 1 and Last Twelve Months Ended June 30, 2024 Book to Bill Ratio of 1.1 to 1

Second Quarter 2024 Bookings of \$129.6 Million and Last Twelve Months Ended June 30, 2024 Bookings of \$290.2 Million

Affirms Full Year 2024 Financial Forecast

SAN DIEGO, CA, August 7, 2024 – Kratos Defense & Security Solutions, Inc. (Nasdaq:KTOS), a Technology Company in the Defense, National Security and Global Markets, today reported its second quarter 2024 financial results, including Revenues of \$300.1 million, Operating Income of \$12.5 million, Net Income of \$7.9 million, Adjusted EBITDA of \$29.9 million and a consolidated book to bill ratio of 1.1 to 1.0.

Included in second quarter 2024 Net Income and Operating Income is non-cash stock compensation expense of \$6.6 million and Company-funded Research and Development (R&D) expense of \$10.2 million, primarily reflecting ongoing development efforts, including in our Space and Satellite business to develop and expand our virtual, software-based OpenSpace command & control (C2), telemetry tracking & control (TT&C), Kratos owned and operated Global Space Domain Awareness (SDA) System and other solutions and development efforts in our Unmanned Systems business.

Kratos reported second quarter 2024 GAAP Net Income attributable to Kratos of \$7.9 million and Earnings Per Share of \$0.05 compared to a GAAP Net Loss attributable to Kratos of \$2.7 million and a GAAP Net Loss per share of \$0.02 for the second quarter of 2023. Adjusted EPS was \$0.14 for the second quarter of 2024, compared to \$0.09 for the second quarter of 2023.

Second quarter 2024 Revenues of \$300.1 million increased \$43.2 million, or 16.8 percent, from second quarter 2023 Revenues of \$256.9 million. Including the impact of the Sierra Technical Services, Inc. (STS) acquisition on a pro forma basis as if acquired at the beginning of 2023, second quarter 2024 consolidated Revenues reflect organic growth of 16.7 percent, including 61.8 percent organic growth in Unmanned Systems and 4.6 percent organic revenue growth in KGS, with the most notable growth in our Turbine Technologies, Microwave Products and C5ISR businesses.

Second quarter 2024 Cash Flow Used In Operations was \$2.7 million, reflecting working capital requirements related to our 16.7 percent organic revenue growth, including increases in receivables and prepaid assets related to vendor required deposits and reduction in deferred revenue or customer prepayment balances. Free Cash Flow Used in Operations was \$15.4 million after funding of \$12.7 million of capital expenditures, including the continued manufacture of two production lots of Kratos Valkyrie unmanned tactical jet drone aircraft prior to contract award.

For the second quarter of 2024, Kratos' Unmanned Systems Segment (KUS) generated Revenues of \$85.8 million, as compared to \$52.1 million in the second quarter of 2023, with organic revenue growth of 61.8 percent driven primarily by increased domestic target drone production and a certain international target drone delivery which contributed \$17.4 million, and reflects the pro forma impact of the STS acquisition as if acquired at the beginning of 2023. KUS's Operating Income was \$3.6 million in the second quarter of 2024 compared to Operating Income of \$1.2 million in the second quarter of 2023, primarily reflecting the impact of the increased revenue volume.

KUS's Adjusted EBITDA for the second quarter of 2024 was \$7.2 million, compared to second quarter 2023 KUS Adjusted EBITDA of \$3.6 million, reflecting the increased revenue volume and favorable revenue mix.

KUS's book-to-bill ratio for the second quarter of 2024 was 1.5 to 1.0 and 1.1 to 1.0 for the last twelve months ended June 30, 2024, with bookings of \$129.6 million for the three months ended June 30, 2024, and bookings of \$290.2 million for the last twelve months ended June 30, 2024. Total backlog for KUS at the end of the second quarter of 2024 was \$305.5 million compared to \$261.8 million at the end of the first quarter of 2024.

For the second quarter of 2024, Kratos' Government Solutions Segment (KGS) Revenues of \$214.3 million increased 4.6 percent from Revenues of \$204.8 million in the second quarter of 2023. The increased Revenues reflects notable organic revenue growth in our Turbine Technologies, Microwave Products, and C5ISR businesses.

KGS reported operating income of \$15.5 million in the second quarter of 2024 compared to \$11.6 million in the second quarter of 2023, primarily reflecting a more favorable revenue mix and leverage on the fixed overhead and SG&A costs. Second quarter 2024 KGS Adjusted EBITDA was \$22.7 million, compared to second quarter 2023 KGS Adjusted EBITDA of \$18.0 million, reflecting a more favorable mix in revenues and increased revenue volume.

For the second quarter of 2024 and the last twelve months ended June 30, 2024, KGS reported a book-to-bill ratio of 1.0 to 1.0 and 1.1 to 1.0, respectively, and bookings of \$204.5 million and \$965.0 million for the three and last twelve months ended June 30, 2024, respectively. KGS's total backlog at the end of the second quarter of 2024 was \$997.2 million, as compared to \$1.007 billion at the end of the first quarter of 2024.

For the second quarter of 2024, Kratos reported consolidated bookings of \$334.1 million and a book-to-bill ratio of 1.1 to 1.0, with consolidated bookings of \$1.255 billion and a book-to-bill ratio of 1.1 to 1.0 for the last twelve months ended June 30, 2024. Consolidated backlog was \$1.303 billion on June 30, 2024 and \$1.269 billion on March 31, 2024. Kratos' bid and proposal pipeline was \$12.0 billion at June 30, 2024, up from \$11.0 billion at March 31, 2024. Backlog at June 30, 2024 was comprised of funded backlog of \$1.071 billion and unfunded backlog of \$232.1 million.

Eric DeMarco, Kratos' President and CEO, said, "Kratos' position as a leading defense technology company is reflected in our second quarter and six month year to date organic growth rates of 16.7% and 18.1%, respectively. We are growing the business, while also increasing our profitability, with second quarter and year to date EBITDA growth of approximately 38.4% and 44.8%, over Q2 and six months year to date 2023, respectively. Additionally, we are making significant investments in facilities, manufacturing capacity, infrastructure, research, development and more, to address growing U.S. National Security needs and certain large, new program and system opportunities for Kratos, including as reflected in our record opportunity pipeline of \$12.0 billion."

Mr. DeMarco continued, "Over the past several years, Kratos' investments include developing and maturing a family of high performance jet drone systems, which today are flying with the U.S. Army, Navy, Air Force, Marines and numerous allied countries globally. Kratos' Unmanned Systems business second quarter 2024 62% organic growth rate is representative of Kratos' industry leading position as the affordable, high performance jet UAV system provider, for target, tactical and "other" applications. Kratos is also the industry leader in low cost, high performance

jet engines, solid rocket motors, hypersonic systems, BMD targets, air defense systems, microwave electronics and virtualized OpenSpace software for satellite C2, TT&C and Space Domain Awareness.”

Mr. DeMarco concluded, “Kratos is a hardware, software and system company, and we are vertically integrating in critical areas to ensure our ability to deliver products that work, at planned cost and on schedule, while also enhancing our physical and cyber security posture. Kratos engineers and develops our hardware up front, for reliability and rapid, low cost manufacturing, in order to provide large quantities and affordable mass to our customers and partners. Delivering reliable hardware for National Security applications, on time and on budget is hard, and a core competency and differentiator of Kratos. We are working closely with our customers, traditional large system integrator partners and new industry entrants to rebuild the U.S. Industrial Base, deter our adversaries and deliver value to each of our stakeholders.”

Financial Guidance

We are providing our initial 2024 third quarter financial guidance and affirming our full year 2024 guidance today, which ranges include our current forecasted business mix assumptions and expected contract execution and delivery schedules. Our financial guidance also includes our expectations and assumptions for our supply chains execution, and for employee sourcing, hiring, retention and the related cost. We have also taken into consideration in our affirmed fiscal 2024 guidance a Federal Fiscal Year 2025 Continuing Resolution Authorization (CRA) commencing on October 1, 2024, and under such expected CRA, no new program/contract awards, no increases in existing production contract funding, and no transition from program development to production.

Our third quarter and full year 2024 guidance ranges are as follows:

	Current Guidance Range	
\$M	Q324	FY24
Revenues	\$265 - \$280	\$1,125 - \$1,150
R&D	\$10 - \$12	\$40 - \$43
Operating Income	\$3 - \$5	\$33 - \$38
Depreciation	\$7 - \$8	\$30 - \$32
Amortization	\$2 - \$3	\$8 - \$10
Stock Based Compensation	\$6 - \$7	\$29 - \$30
Adjusted EBITDA	\$20 - \$23	\$102 - \$107
Operating Cash Flow		\$50 - \$60
Capital Expenditures		\$70 - \$80
Free Cash Flow Use		(\$10 - \$30)

Management will discuss the Company's financial results, on a conference call beginning at 2:00 p.m. Pacific (5:00 p.m. Eastern) today. The call will be available at www.kratosdefense.com. Participants may register for the call using this Online Form. Upon registration, all telephone participants will receive the dial-in number along with a unique PIN that can be used to access the call. For those who cannot access the live broadcast, a replay will be available on Kratos' website.

About Kratos Defense & Security Solutions

Kratos Defense & Security Solutions, Inc. (NASDAQ: KTOS) is a technology, products, system and software company addressing the defense, national security, and commercial markets. Kratos makes true internally funded research, development, capital and other investments, to rapidly develop, produce and field solutions that address our customers' mission critical needs and requirements. At Kratos, affordability is a technology, and we seek to utilize proven, leading edge approaches and technology, not unproven bleeding edge approaches or technology, with Kratos' approach designed to reduce cost, schedule and risk, enabling us to be first to market with cost effective solutions. We believe that Kratos is known as an innovative disruptive change agent in the industry, a company that is an expert in designing products and systems up front for successful rapid, large quantity, low cost future manufacturing which is a value add competitive differentiator for our large traditional prime system integrator partners and also to our government and commercial customers. Kratos intends to pursue program and contract opportunities as the prime or lead contractor when we believe that our probability of win (PWin) is high and any investment required by Kratos is within our capital resource comfort level. We intend to partner and team with a large, traditional system integrator when our assessment of PWin is greater or required investment is beyond Kratos' comfort level. Kratos' primary business areas include virtualized ground systems for satellites and space vehicles including software for command & control (C2) and telemetry, tracking and control (TT&C), jet powered unmanned aerial drone systems, hypersonic vehicles and rocket systems, propulsion systems for drones, missiles, loitering munitions, supersonic systems, space craft and launch systems, C5ISR and microwave electronic products for missile, radar, missile defense, space, satellite, counter UAS, directed energy, communication and other systems, and virtual & augmented reality training systems for the warfighter. For more information, visit www.KratosDefense.com.

Notice Regarding Forward-Looking Statements

This news release contains certain forward-looking statements that involve risks and uncertainties, including, without limitation, express or implied statements concerning the Company's expectations regarding its future financial performance, including the Company's expectations for its third quarter and full year 2024 revenues, organic revenue growth rates, R&D, operating income (loss), depreciation, amortization, stock based compensation expense, and Adjusted EBITDA, and full year 2024 operating cash flow, capital expenditures and other investments, and free cash flow, the Company's future growth trajectory and ability to achieve

improved revenue mix and profit in certain of its business segments and the expected timing of such improved revenue mix and profit, including the Company's ability to achieve sustained year over year increasing revenues, profitability and cash flow, the Company's expectation of ramp on projects and that investments in its business, including Company funded R&D expenses and ongoing development efforts, will result in an increase in the Company's market share and total addressable market and position the Company for significant future organic growth, profitability, cash flow and an increase in shareholder value, the Company's bid and proposal pipeline and backlog, including the Company's ability to timely execute on its backlog, demand for its products and services, including the Company's alignment with today's National Security requirements and the positioning of its C5ISR and other businesses, planned 2024 investments, including in the tactical drone and satellite areas, and the related potential for additional growth in 2025 and beyond, ability to successfully compete and expected new customer awards, including the magnitude and timing of funding and the future opportunity associated with such awards, including in the target and tactical drone and satellite communication areas, performance of key contracts and programs, including the timing of production and demonstration related to certain of the Company's contracts and control (TT&C) product offerings, the impact of the Company's restructuring efforts and cost reduction measures, including its ability to improve profitability and cash flow in certain business units as a result of these actions and to achieve financial leverage on fixed administrative costs, the ability of the Company's advanced purchases of inventory to mitigate supply chain disruptions and the timing of converting these investments to cash through the sales process, benefits to be realized from the Company's net operating loss carry forwards, the availability and timing of government funding for the Company's offerings, including the strength of the future funding environment, the short-term delays that may occur as a result of Continuing Resolutions or delays in U.S. Department of Defense (DoD) budget approvals, timing of LRIP and full rate production related to the Company's unmanned aerial target system offerings, as well as the level of recurring revenues expected to be generated by these programs once they achieve full rate production, market and industry developments, and the current estimated impact of COVID-19 and employee absenteeism, supply chain disruptions, availability of an experienced skilled workforce, inflation and increased costs, risks related to potential cybersecurity events or disruptions of our information technology systems, and delays in our financial projections, industry, business and operations, including projected growth. Such statements are only predictions, and the Company's actual results may differ materially from the results expressed or implied by these statements. Investors are cautioned not to place undue reliance on any such forward-looking statements. All such forward-looking statements speak only as of the date they are made, and the Company undertakes no obligation to update or revise these statements, whether as a result of new information, future events or otherwise. Factors that may cause the Company's results to differ include, but are not limited to: risks to our business and financial results related to the reductions and other spending constraints imposed on the U.S.

Government and our other customers, including as a result of sequestration and extended continuing resolutions, the Federal budget deficit and Federal government shut-downs; risks of adverse regulatory action or litigation; risks associated with debt leverage; risks that our cost-cutting initiatives will not provide the anticipated benefits; risks that changes, cutbacks or delays in spending by the DoD may occur, which could cause delays or cancellations of key government contracts; risks of delays to or the cancellation of our projects as a result of protest actions submitted by our competitors; risks that changes may occur in Federal government (or other applicable) procurement laws, regulations, policies and budgets; risks of the availability of government funding for the Company's products and services due to performance, cost growth, or other factors, changes in government and customer priorities and requirements (including cost-cutting initiatives, the potential deferral of awards, terminations or reduction of expenditures to respond to the priorities of Congress and the Administration, or budgetary cuts resulting from Congressional committee recommendations or automatic sequestration under the Budget Control Act of 2011, as amended); risks that the unmanned aerial systems and unmanned ground sensor markets do not experience significant growth; risks that products we have developed or will develop will become programs of record; risks that we cannot expand our customer base or that our products do not achieve broad acceptance which could impact our ability to achieve our anticipated level of growth; risks of increases in the Federal government initiatives related to in-sourcing; risks related to security breaches, including cyber security attacks and threats or other significant disruptions of our information systems, facilities and infrastructures; risks related to our compliance with applicable contracting and procurement laws, regulations and standards; risks related to the new DoD Cybersecurity Maturity Model Certification; risks relating to the ongoing conflict in Ukraine and the Israeli-Palestinian military conflict; risks to our business in Israel; risks related to our international operations; risks related to contract performance; risks related to failure of our products or services; risks associated with our subcontractors' or suppliers' failure to perform their contractual obligations, including the appearance of counterfeit or corrupt parts in our products; changes in the competitive environment (including as a result of bid protests); failure to successfully integrate acquired operations and compete in the marketplace, which could reduce revenues and profit margins; risks that potential future goodwill impairments will adversely affect our operating results; risks that anticipated tax benefits will not be realized in accordance with our expectations; risks that a change in ownership of our stock could cause further limitation to the future utilization of our net operating losses; risks that we may be required to record valuation allowances on our net operating losses which could adversely impact our profitability and financial condition; risks that the current economic environment will adversely impact our business, including with respect to our ability to recruit and retain sufficient numbers of qualified personnel to execute on our programs and contracts, as well as expected contract awards and risks related to increasing interest rates and risks related to the interest rate swap contract to hedge Term SOFR associated with the Company's Term Loan A; currently unforeseen risks associated with

COVID-19 and risks related to natural disasters or severe weather. These and other risk factors are more fully discussed in the Company's Annual Report on Form 10-K for the period ended December 31, 2023, and in our other filings made with the Securities and Exchange Commission.

Note Regarding Use of Non-GAAP Financial Measures and Other Performance Metrics

This news release contains non-GAAP financial measures, including organic revenue growth rates, Adjusted EPS (computed using income from continuing operations before income taxes, excluding income (loss) from discontinued operations, excluding income (loss) attributable to non-controlling interest, excluding depreciation, amortization of intangible assets, amortization of capitalized contract and development costs, stock-based compensation expense, acquisition and restructuring related items and other, which includes, but is not limited to, legal related items, non-recoverable rates and costs, and foreign transaction gains and losses, less the estimated impact to income taxes) and Adjusted EBITDA (which includes net income (loss) attributable to noncontrolling interest and excludes, among other things, losses and gains from discontinued operations, acquisition and restructuring related items, stock compensation expense, foreign transaction gains and losses, and the associated margin rates). Additional non-GAAP financial measures include Free Cash Flow from Operations computed as Cash Flow from Operations less Capital Expenditures plus proceeds from sale of assets and Adjusted EBITDA related to our KUS and KGS businesses. Kratos believes this information is useful to investors because it provides a basis for measuring the Company's available capital resources, the actual and forecasted operating performance of the Company's business and the Company's cash flow, excluding non-recurring items and non-cash items that would normally be included in the most directly comparable measures calculated and presented in accordance with GAAP. The Company's management uses these non-GAAP financial measures, along with the most directly comparable GAAP financial measures, in evaluating the Company's actual and forecasted operating performance, capital resources and cash flow. Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information presented in compliance with GAAP, and investors should carefully evaluate the Company's financial results calculated in accordance with GAAP and reconciliations to those financial results. In addition, non-GAAP financial measures as reported by the Company may not be comparable to similarly titled amounts reported by other companies. As appropriate, the most directly comparable GAAP financial measures and information reconciling these non-GAAP financial measures to the Company's financial results prepared in accordance with GAAP are included in this news release.

Another Performance Metric the Company believes is a key performance indicator in our industry is our Book to Bill Ratio as it provides investors with a measure of the amount of bookings or contract awards as compared to the amount of revenues that have been recorded during the period and provides an indicator of how much of the Company's backlog is being

burned or utilized in a certain period. The Book to Bill Ratio is computed as the number of bookings or contract awards in the period divided by the revenues recorded for the same period. The Company believes that the rolling or last twelve months' Book to Bill Ratio is meaningful since the timing of quarter-to-quarter bookings can vary.

Press Contact:

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Kratos Defense & Security Solutions, Inc.
Unaudited Condensed Consolidated Statements of Operations
(in millions, except per share data)

	Three Months Ended		Six Months Ended	
	June 30, 2024	June 25, 2023	June 30, 2024	June 25, 2023
Service revenues	\$ 106.5	\$ 103.7	\$ 213.0	\$ 195.3
Product sales	193.6	153.2	364.3	293.4
Total revenues	<u>300.1</u>	<u>256.9</u>	<u>577.3</u>	<u>488.7</u>
Cost of service revenues	77.0	80.0	156.2	148.2
Cost of product sales	145.9	113.0	272.9	217.2
Total costs	<u>222.9</u>	<u>193.0</u>	<u>429.1</u>	<u>365.4</u>
Gross profit - service revenues	29.5	23.7	56.8	47.1
Gross profit - product sales	47.7	40.2	91.4	76.2
Total gross profit	<u>77.2</u>	<u>63.9</u>	<u>148.2</u>	<u>123.3</u>
Selling, general and administrative expenses	49.6	44.4	100.0	89.2
Acquisition and restructuring related items and other	—	—	—	0.9
Research and development expenses	10.2	9.9	19.8	20.1
Depreciation	2.7	1.5	4.6	2.9
Amortization of intangible assets	2.2	1.4	4.3	3.0
Operating income	<u>12.5</u>	<u>6.7</u>	<u>19.5</u>	<u>7.2</u>
Interest income (expense), net	0.1	(5.1)	(2.7)	(10.4)
Other income (expense), net	0.1	0.2	(0.1)	(0.1)
Income (loss) before income taxes	<u>12.7</u>	<u>1.8</u>	<u>16.7</u>	<u>(3.3)</u>
Provision for income taxes	4.8	2.2	7.5	2.9
Net Income (loss) from consolidated operations	<u>7.9</u>	<u>(0.4)</u>	<u>9.2</u>	<u>(6.2)</u>
Less: Net income attributable to noncontrolling interest	—	2.3	—	3.5
Net income (loss) attributable to Kratos	<u>\$ 7.9</u>	<u>\$ (2.7)</u>	<u>\$ 9.2</u>	<u>\$ (9.7)</u>
Basic income (loss) per common share attributable to Kratos	<u>\$ 0.05</u>	<u>\$ (0.02)</u>	<u>\$ 0.06</u>	<u>\$ (0.08)</u>
Diluted income (loss) per common share attributable to Kratos	<u>\$ 0.05</u>	<u>\$ (0.02)</u>	<u>\$ 0.06</u>	<u>\$ (0.08)</u>
Weighted average common shares outstanding:				
Basic	<u>151.8</u>	<u>129.1</u>	<u>146.4</u>	<u>128.9</u>
Diluted	<u>153.5</u>	<u>129.1</u>	<u>147.5</u>	<u>128.9</u>
Adjusted EBITDA (1)	<u>\$ 29.9</u>	<u>\$ 21.6</u>	<u>\$ 55.9</u>	<u>\$ 38.6</u>

Unaudited Reconciliation of GAAP to Non-GAAP Measures

Note: (1) Adjusted EBITDA is a non-GAAP measure defined as GAAP net income (loss) attributable to Kratos adjusted for net income attributable to noncontrolling interest, net interest income (expense), provision for income taxes, depreciation and amortization expense of intangible assets, amortization of capitalized contract and development costs, stock-based compensation, acquisition and restructuring related items and other, and foreign transaction loss.

Adjusted EBITDA as calculated by us may be calculated differently than Adjusted EBITDA for other companies. We have provided Adjusted EBITDA because we believe it is a commonly used measure of financial performance in comparable companies and is provided to help investors evaluate companies on a consistent basis, as well as to enhance understanding of our operating results. Adjusted EBITDA should not be construed as either an alternative to net income (loss) or as an indicator of our operating performance or an alternative to cash flows as a measure of liquidity. The adjustments to calculate this non-GAAP financial measure and the basis for such adjustments are outlined below. Please refer to the following table below that reconciles GAAP net income (loss) to Adjusted EBITDA.

The adjustments to calculate this non-GAAP financial measure, and the basis for such adjustments, are outlined below:

Interest income and interest expense, net. The Company receives interest income on investments and incurs interest expense on loans, capital leases and other financing arrangements, including the amortization of issue discounts and deferred financing costs. These amounts may vary from period to period due to changes in cash and debt balances.

Income taxes. The Company's tax expense can fluctuate materially from period to period due to tax adjustments that may not be directly related to underlying operating performance or to the current period of operations and may not necessarily reflect the impact of utilization of our NOLs.

Depreciation. The Company incurs depreciation expense (recorded in cost of revenues and in operating expenses) related to capital assets purchased, leased or constructed to support the ongoing operations of the business. The assets are recorded at cost or fair value and are depreciated over the estimated useful lives of individual assets.

Amortization of intangible assets. The Company incurs amortization of intangible expense related to acquisitions it has made. These intangible assets are valued at the time of acquisition and are amortized over the estimated useful lives.

Amortization of capitalized contract and development costs. The Company incurs amortization of previously capitalized software development and non-recurring engineering costs related to certain targets in its Unmanned Systems and ballistic missile target businesses as these units are sold.

Stock-based compensation expense. The Company incurs expense related to stock-based compensation included in its GAAP presentation of selling, general and administrative expense. Although stock-based compensation is an expense of the Company and viewed as a form of compensation, these expenses vary in amount from period to period, and are affected by market forces that are difficult to predict and are not within the control of management, such as the market price and volatility of the Company's shares, risk-free interest rates and the expected term and forfeiture rates of the awards. Management believes that exclusion of these expenses allows comparison of operating results to those of other companies that disclose non-GAAP financial measures that exclude stock-based compensation.

Foreign transaction (gain) loss. The Company incurs transaction gains and losses related to transactions with foreign customers in currencies other than the U.S. dollar. In addition, certain intercompany transactions can give rise to realized and unrealized foreign currency gains and losses.

Acquisition and transaction related items. The Company incurs transaction related costs, such as legal and accounting fees and other expenses, related to acquisitions and divestiture activities. Management believes these items are outside the normal operations of the Company's business and are not indicative of ongoing operating results.

Restructuring costs. The Company incurs restructuring costs for cost reduction actions which include employee termination costs, facility shut-down related costs and remaining lease commitment costs for unused, excess or exited facilities. Management believes that these costs are not indicative of ongoing operating results as they are either non-recurring and/or not expected when full capacity and volumes are achieved.

Legal related items. The Company incurs costs related to pending legal settlements and other legal related matters. Management believes these items are outside the normal operations of the Company's business and are not indicative of ongoing operating results.

Adjusted EBITDA is a non-GAAP financial measure and should not be considered in isolation or as a substitute for financial information provided in accordance with GAAP. This non-GAAP financial measure may not be computed in the same manner as similarly titled measures used by other companies. The Company expects to continue to incur expenses similar to the Adjusted EBITDA financial adjustments described above, and investors should not infer from the Company's presentation of this non-GAAP financial measure that these costs are unusual, infrequent, or non-recurring.

Reconciliation of Net Income (Loss) attributable to Kratos to Adjusted EBITDA is as follows:

	Three Months Ended		Six Months Ended	
	June 30, 2024	June 25, 2023	June 30, 2024	June 25, 2023
Net income (loss) attributable to Kratos	\$ 7.9	\$ (2.7)	\$ 9.2	\$ (9.7)
Interest (income) expense, net	(0.1)	5.1	2.7	10.4
Provision for income taxes	4.8	2.2	7.5	2.9
Depreciation (including cost of service revenues and product sales)	8.2	6.5	15.4	12.8
Stock-based compensation	6.6	6.0	15.8	12.6
Foreign transaction loss	—	0.2	0.3	1.0
Amortization of intangible assets	2.2	1.4	4.3	3.0
Amortization of capitalized contract and development costs	0.3	0.6	0.7	1.2
Acquisition and restructuring related items and other	—	—	—	0.9
Plus: Net income attributable to noncontrolling interest	—	2.3	—	3.5
Adjusted EBITDA	<u>\$ 29.9</u>	<u>\$ 21.6</u>	<u>\$ 55.9</u>	<u>\$ 38.6</u>

Reconciliation of acquisition and restructuring related items and other included in Adjusted EBITDA:

	Three Months Ended		Six Months Ended	
	June 30, 2024	June 25, 2023	June 30, 2024	June 25, 2023
Legal related items	\$ —	\$ —	\$ —	\$ 0.9
	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 0.9</u>

Kratos Defense & Security Solutions, Inc.
Unaudited Segment Data
(in millions)

	Three Months Ended		Six Months Ended	
	June 30, 2024	June 25, 2023	June 30, 2024	June 25, 2023
Revenues:				
Unmanned Systems	\$ 85.8	\$ 52.1	\$ 145.2	\$ 100.1
Kratos Government Solutions	214.3	204.8	432.1	388.6
Total revenues	\$ 300.1	\$ 256.9	\$ 577.3	\$ 488.7
Operating income				
Unmanned Systems	\$ 3.6	\$ 1.2	\$ 3.2	\$ 0.6
Kratos Government Solutions	15.5	11.6	32.1	19.3
Unallocated corporate expense, net	(6.6)	(6.1)	(15.8)	(12.7)
Total operating income	\$ 12.5	\$ 6.7	\$ 19.5	\$ 7.2

Note: Unallocated corporate expense, net includes costs for certain stock-based compensation programs (including stock-based compensation costs for the employee stock purchase plan and restricted stock units), the effects of items not considered part of management's evaluation of segment operating performance, and acquisition and restructuring related items, corporate costs not allocated to the segments, legal related items, and other miscellaneous corporate activities.

Reconciliation of Segment Operating Income to Adjusted EBITDA is as follows:

	Three Months Ended		Six Months Ended	
	June 30, 2024	June 25, 2023	June 30, 2024	June 25, 2023
Unmanned Systems				
Operating income	\$ 3.6	\$ 1.2	\$ 3.2	\$ 0.6
Other income	0.1	—	0.1	—
Depreciation	2.5	1.9	4.7	3.8
Amortization of intangible assets	1.0	0.1	2.0	0.2
Amortization of capitalized contract and development costs	—	0.4	0.1	0.8
Adjusted EBITDA	\$ 7.2	\$ 3.6	\$ 10.1	\$ 5.4
% of revenue	8.4 %	6.9 %	7.0 %	5.4 %
Kratos Government Solutions				
Operating income	\$ 15.5	\$ 11.6	\$ 32.1	\$ 19.3
Other income	—	0.3	0.1	0.8
Depreciation	5.7	4.6	10.7	9.0
Amortization of intangible assets	1.2	1.3	2.3	2.8
Amortization of capitalized contract and development costs	0.3	0.2	0.6	0.4
Acquisition and restructuring related items and other	—	—	—	0.9
Adjusted EBITDA	\$ 22.7	\$ 18.0	\$ 45.8	\$ 33.2
% of revenue	10.6 %	8.8 %	10.6 %	8.5 %
Total Adjusted EBITDA	\$ 29.9	\$ 21.6	\$ 55.9	\$ 38.6
% of revenue	10.0 %	8.4 %	9.7 %	7.9 %

Kratos Defense & Security Solutions, Inc.
Unaudited Condensed Consolidated Balance Sheets
(in millions)

	June 30, 2024	December 31, 2023
Assets		
Current assets:		
Cash and cash equivalents	\$ 308.2	\$ 72.8
Accounts receivable, net	338.4	329.2
Inventoried costs	154.8	156.2
Prepaid expenses	28.8	16.0
Other current assets	21.0	20.0
Total current assets	<u>851.2</u>	<u>594.2</u>
Property, plant and equipment, net	271.2	243.6
Operating lease right-of-use assets	41.8	45.7
Goodwill	568.9	569.1
Intangible assets, net	58.1	62.4
Other assets	123.0	117.5
Total assets	<u>\$ 1,914.2</u>	<u>\$ 1,632.5</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 58.8	\$ 63.1
Accrued expenses	35.3	35.4
Accrued compensation	63.3	64.7
Accrued interest	1.1	1.7
Billings in excess of costs and earnings on uncompleted contracts	80.9	101.8
Current portion of operating lease liabilities	11.7	12.1
Other current liabilities	21.2	13.7
Total current liabilities	<u>272.3</u>	<u>292.5</u>
Long-term debt	179.5	219.3
Operating lease liabilities, net of current portion	34.1	37.8
Other long-term liabilities	99.0	84.4
Total liabilities	<u>584.9</u>	<u>634.0</u>
Commitments and contingencies		
Redeemable noncontrolling interest	—	22.5
Stockholders' equity:		
Common stock	0.2	—
Additional paid-in capital	1,998.6	1,654.5
Accumulated other comprehensive income	1.5	1.7
Accumulated deficit	(671.0)	(680.2)
Total Kratos stockholders' equity	<u>1,329.3</u>	<u>976.0</u>
Total liabilities and stockholders' equity	<u>\$ 1,914.2</u>	<u>\$ 1,632.5</u>

Kratos Defense & Security Solutions, Inc.
Unaudited Condensed Consolidated Statements of Cash Flows
(in millions)

	Six Months Ended	
	June 30, 2024	June 25, 2023
Operating activities:		
Net income (loss) from consolidated operations	\$ 9.2	\$ (6.2)
Adjustments to reconcile income (loss) from consolidated operations to net cash used in operating activities:		
Depreciation and amortization	19.7	15.8
Amortization of lease right-of-use-assets	6.0	5.5
Deferred income taxes	0.1	0.1
Stock-based compensation	15.8	12.6
Provision for doubtful accounts	—	0.9
Amortization of deferred financing costs	0.3	0.3
Changes in assets and liabilities, net of acquisitions:		
Accounts receivable	(3.0)	(10.7)
Unbilled receivables	(6.4)	(7.1)
Inventoried costs	2.1	(20.0)
Prepaid expenses and other assets	(18.8)	(9.7)
Operating lease liabilities	(6.1)	(5.2)
Accounts payable	(3.6)	2.2
Accrued compensation	(1.5)	2.0
Accrued expenses	—	7.2
Accrued interest	(0.6)	(0.1)
Billings in excess of costs and earnings on uncompleted contracts	(21.0)	11.2
Income tax receivable and payable	4.4	0.6
Other liabilities	1.4	(1.6)
Net cash used in operating activities	<u>(2.0)</u>	<u>(2.2)</u>
Investing activities:		
Cash paid for acquisitions, net of cash acquired	(11.5)	—
Proceeds from the sale of assets	—	8.3
Capital expenditures	(29.3)	(18.9)
Net cash used in investing activities	<u>(40.8)</u>	<u>(10.6)</u>
Financing activities:		
Borrowing under credit facility	10.0	34.0
Repayment under credit facility and term loan	(47.5)	(53.5)
Proceeds from the issuance of common stock, net of issuance costs	330.7	—
Payments under finance leases	(0.7)	(0.8)
Payments of employee taxes withheld from share-based awards	(17.1)	(3.4)
Proceeds from shares issued under equity plans	3.6	2.9
Net cash provided by (used in) financing activities	<u>279.0</u>	<u>(20.8)</u>
Net cash flows	236.2	(33.6)
Effect of exchange rate changes on cash and cash equivalents	(0.8)	0.5
Net increase (decrease) in cash and cash equivalents	235.4	(33.1)
Cash and cash equivalents at beginning of period	72.8	81.3
Cash and cash equivalents at end of period	<u>\$ 308.2</u>	<u>\$ 48.2</u>

Kratos Defense & Security Solutions, Inc.
Unaudited Non-GAAP Measures
Computation of Adjusted Earnings Per Share
(in millions, except per share data)

Adjusted income from consolidated operations and adjusted income from consolidated operations per diluted common share (Adjusted EPS) are non-GAAP measures for reporting financial performance and exclude the impact of certain items and, therefore, have not been calculated in accordance with GAAP. Management believes that exclusion of these items assists in providing a more complete understanding of the Company's underlying consolidated operations results and trends and allows for comparability with our peer company index and industry. The Company uses these measures along with the corresponding GAAP financial measures to manage the Company's business and to evaluate its performance compared to prior periods and the marketplace. The Company defines adjusted income from consolidated operations before amortization of intangible assets, depreciation, stock-based compensation, foreign transaction gain/loss, and acquisition and restructuring related items and other. The estimated impact to income taxes includes the impact to the effective tax rate, current tax provision and deferred tax provision, and excludes the impact of discrete items, including transaction related expenses and release of valuation allowance, or benefit related to the add-backs.* Adjusted EPS expresses adjusted income on a per share basis using weighted average diluted shares outstanding.

The following table reconciles the most directly comparable GAAP financial measures to the non-GAAP financial measures.

	Three Months Ended		Six Months Ended	
	June 30, 2024	June 25, 2023	June 30, 2024	June 25, 2023
Net income (loss) attributable to Kratos	\$ 7.9	\$ (2.7)	\$ 9.2	\$ (9.7)
Less: GAAP provision for income taxes	4.8	2.2	7.5	2.9
Less: Net income attributable to noncontrolling interest	—	2.3	—	3.5
Income (loss) from consolidated operations before taxes	12.7	1.8	16.7	(3.3)
Add: Amortization of intangible assets	2.2	1.4	4.3	3.0
Add: Amortization of capitalized contract and development costs	0.3	0.6	0.7	1.2
Add: Depreciation	8.2	6.5	15.4	12.8
Add: Stock-based compensation	6.6	6.0	15.8	12.6
Add: Foreign transaction loss	—	0.2	0.3	1.0
Add: Acquisition and restructuring related items and other	—	—	—	0.9
Non-GAAP Adjusted income from consolidated operations before income taxes	30.0	16.5	53.2	28.2
Income taxes on Non-GAAP measure Adjusted income from consolidated operations*	9.2	5.1	16.3	8.6
Non-GAAP Adjusted net income	\$ 20.8	\$ 11.4	\$ 36.9	\$ 19.6
Diluted earnings per common share	\$ 0.05	\$ (0.02)	\$ 0.06	\$ (0.08)
Less: GAAP provision for income taxes	0.03	0.02	0.05	0.02
Less: Net income attributable to noncontrolling interest	—	0.02	—	0.03
Add: Amortization of intangible assets	0.02	0.01	0.03	0.02
Add: Amortization of capitalized contract and development costs	—	—	0.01	0.01
Add: Depreciation	0.06	0.05	0.10	0.10
Add: Stock-based compensation	0.04	0.05	0.11	0.10
Add: Foreign transaction loss	—	—	—	0.01
Add: Acquisition and restructuring related items and other	—	—	—	0.01
Income taxes on Non-GAAP measure Adjusted income from consolidated operations*	(0.06)	(0.04)	(0.11)	(0.07)
Adjusted income from consolidated operations per diluted common share	\$ 0.14	\$ 0.09	\$ 0.25	\$ 0.15
Weighted average diluted common shares outstanding	153.5	129.1	147.5	128.9

*The impact to income taxes is calculated by recasting income before income taxes to include the add-backs involved in determining Adjusted income from consolidated operations before income taxes and recalculating the income tax provision, including current and deferred income taxes, using the Adjusted income from consolidated operations before income taxes. The recalculation also adjusts for any discrete tax expense, including transaction related expenses and the release of valuation allowance, or benefit related to the add-backs.

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