
**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): January 13, 2025

Waters Corporation
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

01-14010
(Commission
File Number)

13-3668640
(IRS Employer
Identification No.)

**34 Maple Street
Milford, Massachusetts 01757**
(Address of Principal Executive Offices) (Zip Code)

(508) 478-2000
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	WAT	New York Stock Exchange, Inc.

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.

Item 7.01 Regulation FD Disclosure.

Waters Corporation (the “Company”) is furnishing as Exhibit 99.1 to this Current Report on Form 8-K an investor presentation (the “Presentation”) that it will present at the J.P. Morgan Healthcare Conference (the “Conference”) on January 13, 2025, which, along with the subsequent Q&A session, will include high-level commentary on the Company’s business performance. A transcript of the Presentation will be available on the Waters Corporation website, www.waters.com, in the Investors section under the heading “Events & Presentations.”

The information contained in this Current Report on Form 8-K (including Exhibit 99.1) is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that section, and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly provided by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Number	Description of Exhibits
99.1	Investor Presentation dated January 13, 2025.
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

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.

WATERS CORPORATION

By: /s/ Amol Chaubal

Name: Amol Chaubal

Title: Senior Vice President and Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

Dated: January 13, 2025

J.P. Morgan 43rd Annual Healthcare
Conference

Udit Batra, Ph.D.

President & CEO

January 13, 2025

This presentation contains forward-looking statements regarding future results and events, including financial and operational guidance and projected estimates. For this purpose, any statements that are not statements of historical fact may be deemed forward-looking statements. Words such as "may," "will," "expect," "plan," "anticipate," "estimate," "intend," "outlook," and similar expressions (as well as other words or expressions referencing future events, conditions or circumstances) are intended to identify forward-looking statements. These forward-looking statements may include statements regarding future operating and financial performance, market growth, success of our products, customer trends, and the acquisition of Wyatt Technology and the realization of the benefits thereof. Forward-looking statements in this presentation are based on Waters' expectations and assumptions as of the date of this presentation and are neither predictions nor guarantees of future events or performance. You should not place undue reliance on forward-looking statements, which speak only as of the date hereof and should not be relied upon as representing the Company's estimates or views as of any date subsequent to the date of this presentation. Each of these forward-looking statements involves risks and uncertainties, including risks and uncertainties associated with the Wyatt acquisition, as well as the Company's ability to realize the expected benefits related to its various cost-saving initiatives, and actual results may differ materially from such forward-looking statements. We discuss various factors that may cause Waters actual results to differ from those expressed or implied in the forward-looking statements in this presentation, including, but not limited to, those factors relating to the impact on Waters' operating results throughout the Company's various market sectors or geographies from economic, environmental, regulatory, sovereign and political uncertainties, in the sections entitled "Forward-Looking Statements," "Management's Discussion and Analysis of Financial Condition and Results of Operations", and "Risk Factors" of the Company's Annual Report on Form 10-K for the year ended December 31, 2023 as filed with the Securities and Exchange Commission ("SEC") on February 27, 2024, as updated by the Company's subsequent filings with the SEC, including the Company's Quarterly Reports on Form 10-Q. Except as required by law, Waters does not assume any obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

To supplement the Company's financial statements presented on a GAAP basis, the Company has provided certain non-GAAP financial measures, such as organic constant currency revenue, adjusted operating margin, free cash flow, and non-GAAP diluted earnings per share. Management uses these non-GAAP financial measures to evaluate the Company's operating performance in a manner that allows for meaningful period-to-period comparison and analysis of trends in its business. Management believes that such measures are important in comparing current results with prior period results and are useful to investors and financial analysts in assessing the Company's operating performance. The non-GAAP financial information presented herein should be considered in conjunction with, and not as a substitute for, the financial information presented in accordance with GAAP. Management strongly encourages investors to review the Company's consolidated financial statements and publicly filed reports in their entirety. The Company's definition of these non-GAAP financial measures may differ from similarly titled measures used by others. The non-GAAP financial measures used in this presentation adjust for specified items that can be highly variable or difficult to predict. Investors are encouraged to review the reconciliation of these non-GAAP measures to their most directly comparable GAAP financial measures using a reconciliation of these measures included in the Appendix to this presentation and which can also be found on the company's website at: <https://ir.waters.com/>.

Strong Business Model in Attractive Markets

Disciplined Execution of our Growth Strategy

Entering Next Phase of Waters Growth


Strong Business Model in Attractive Markets

Disciplined Execution of our Growth Strategy

Entering Next Phase of Waters Growth

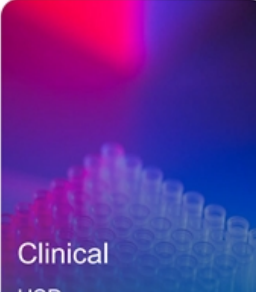
Waters Serves Regulated Markets with Large Unmet Needs

Waters™




Pharma
HSD

High-quality medicines
Biologics, Novel Modalities



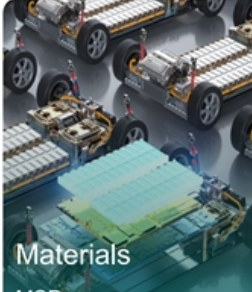
Clinical
HSD

Multiplex diagnostics
Endocrinology, Oncology, NBS



Food & Environment
MSD

Pure food and water
PFAS, Nitrosamines



Materials
MSD

Safe renewable energy
Batteries, Electric Vehicles



Academic & Government
LSD - MSD

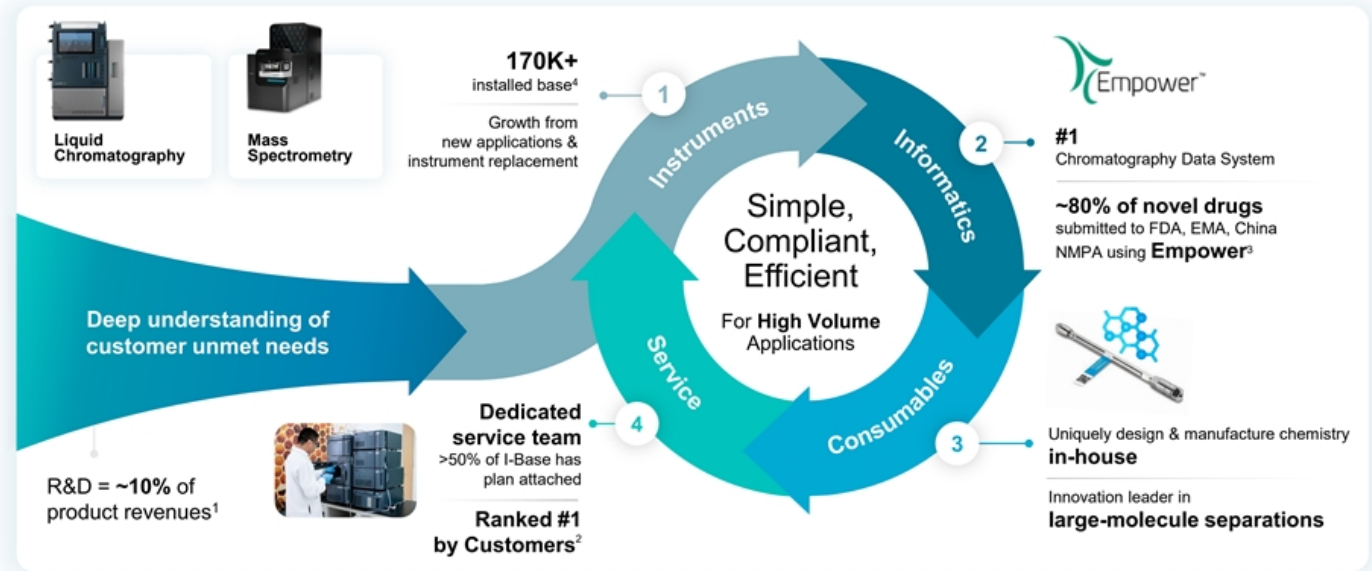
Research
Enabling Scientific Discovery

\$12B TAM* with 4-6% Long-Term Market Growth Rate

* TAM = Total Addressable Market, where \$12B of a broader \$80B TAM for Analytical Instruments is serviceable by Waters core business. Growth rates here reflect our internal analysis of historical, long-term market trend data, which are subject to future changes. TAMs and growth rates are estimates based on internal projections and represent forward-looking statements and are subject to inherent uncertainties that could cause actual results to differ and such differences could be material. Source: Waters data and estimates, consulting data, industry reports, and market research.

With a Simple & Repeatable Business Model

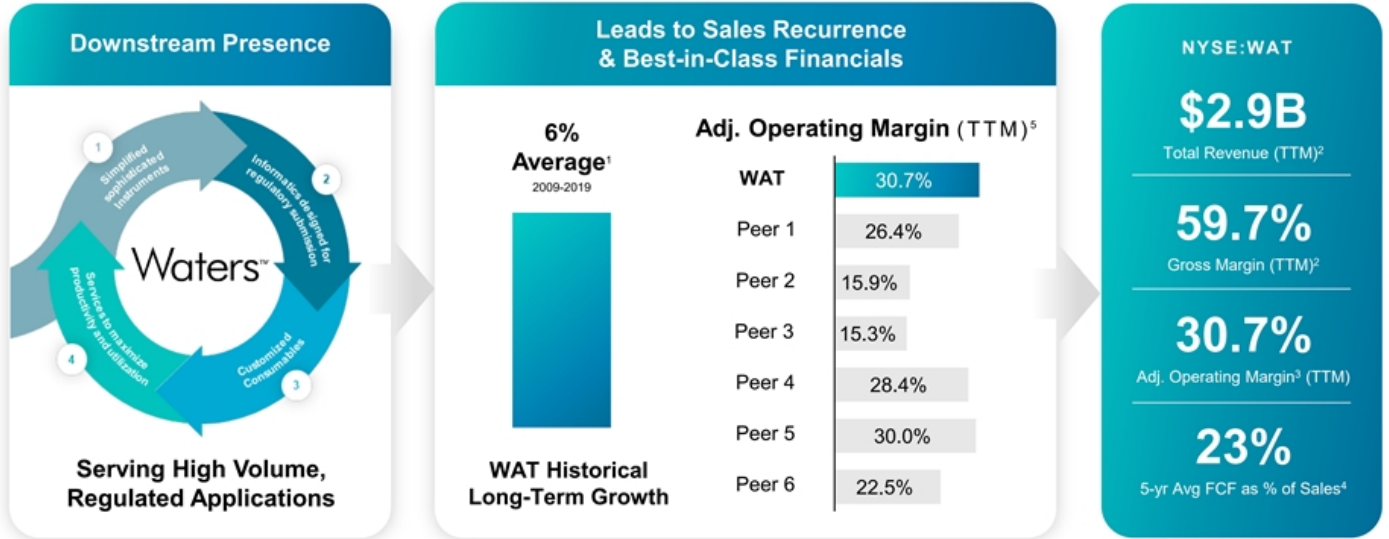
Waters™



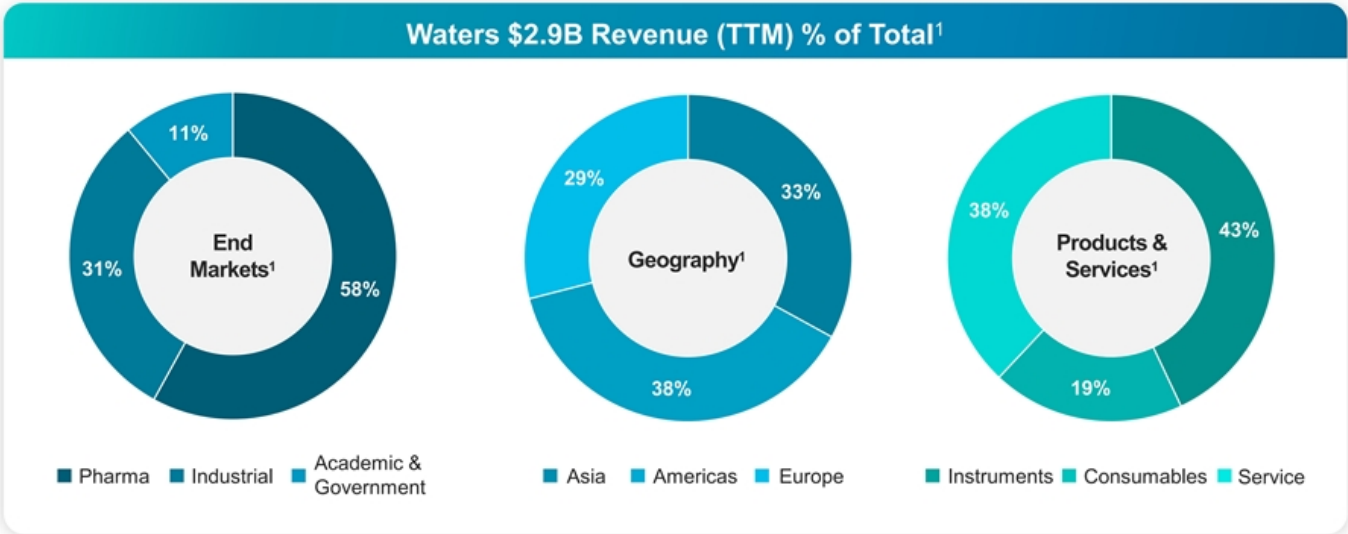
Note: 1. Total R&D spending as a percentage of non-service total company revenue based on trailing twelve-month (TTM) as reported, GAAP data for the period ended September 28, 2024. 2. According to SDI 2024 Analytical & Life Science Instrumentation Service Market, Waters has the highest service satisfaction score among all instrument vendors, while according to TSIA, 2024 INPS score over 20 points higher than benchmark average. 3. According to internal analysis, ~80% of the drugs filed with the FDA, EMA, and China National Medical Products Administration (NMPA) in 2023 were done so using our Empower software. Source: Waters data and estimates. 4. Installed base data are estimates based on internal analysis and include Wyatt.

Resulting in Attractive Growth & Industry-Leading Profitability

Waters™

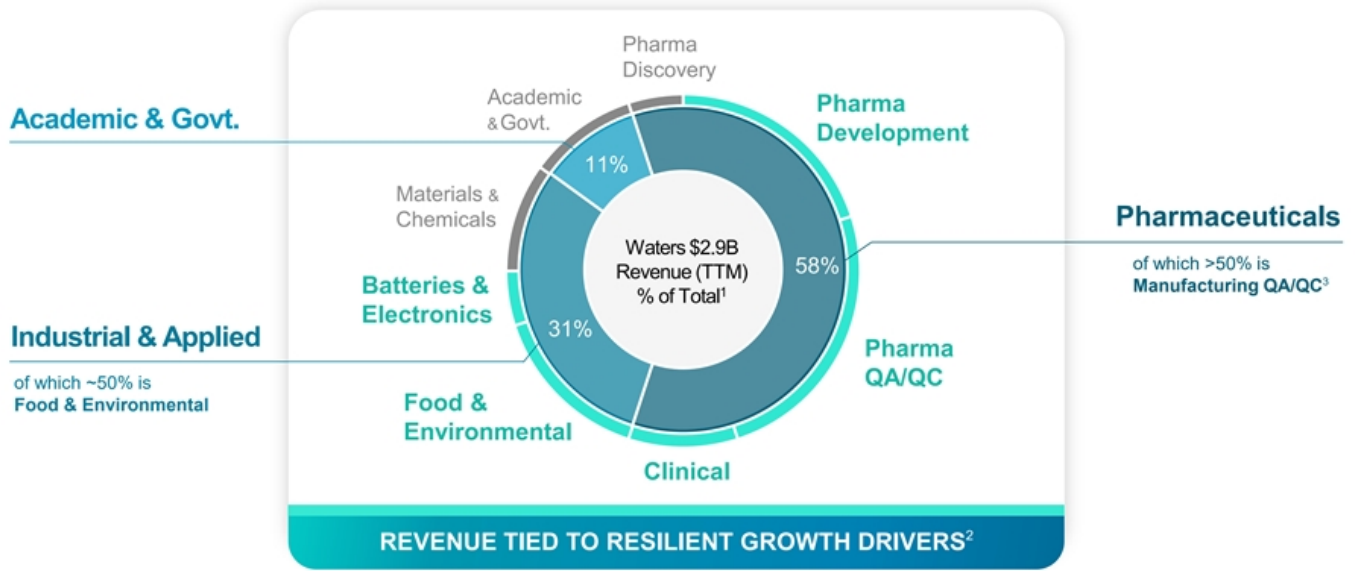


Note: 1. Approximate average growth rates of year-over-year, total constant currency growth from 2009 to 2019; 2. Based on trailing twelve-month (TTM) as reported, GAAP data for the period ended September 28, 2024; 3. Operating margin results are in adjusted, non-GAAP operating margin percentage terms based on trailing twelve-month non-GAAP data for the period ended September 28, 2024; 4. FCF = Free Cash Flow where data presented is a 5-year average of annual free cash flow as a % of as-reported, GAAP revenues from 2019-2023; 5. Compares Waters trailing twelve-month adjusted operating margin performance as of 3Q24 to that of the prior year equivalent period to total company performance of other U.S. companies in the life science tools peer group, for whom complete public data is available throughout the relevant time periods required to effect the analysis. See reconciliations of the non-GAAP measures to the most directly comparable GAAP measures included in the Appendix of this presentation and available on the Company's website at: <https://ir.waters.com/>. Source: Waters Corporation data, publicly available data.



Note: 1. Revenue data is based on total trailing twelve-month (TTM) as reported, GAAP revenues for the period ended September 28, 2024 (100% = \$2.9B).

With ~75% of Revenue Tied to Resilient Growth Drivers

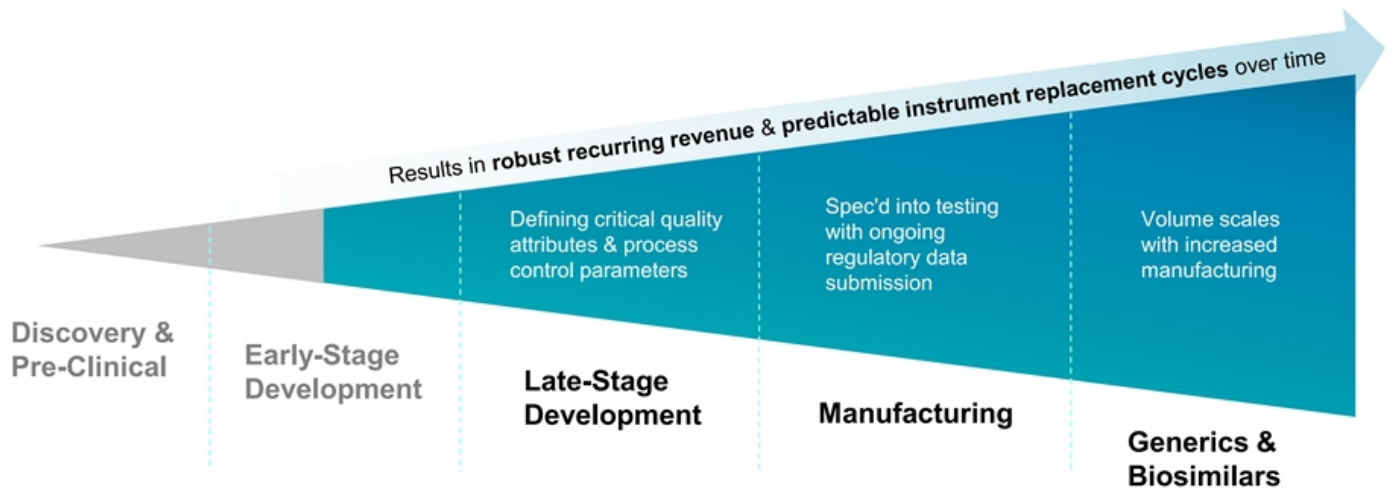


Note: 1. Overall and reported end market segment revenue data is based on total trailing twelve-month (TTM) as reported, GAAP revenues for the period ended September 28, 2024 (100% = \$2.9B). 2. Depicted weighting to identified resilient growth drivers within each reported end market segment is based on waters internal estimates, analysis and approximations. 3. Refers to non-clinical pharma end market segment revenue. Not to scale.

Our Volume Scales with the Molecule

Pharma growth is correlated to production volume of late-stage or commercial drugs

Waters™



Strong Business Model in Attractive Markets

Disciplined Execution of our Growth Strategy

Entering Next Phase of Waters Growth



Regain
Commercial
Momentum



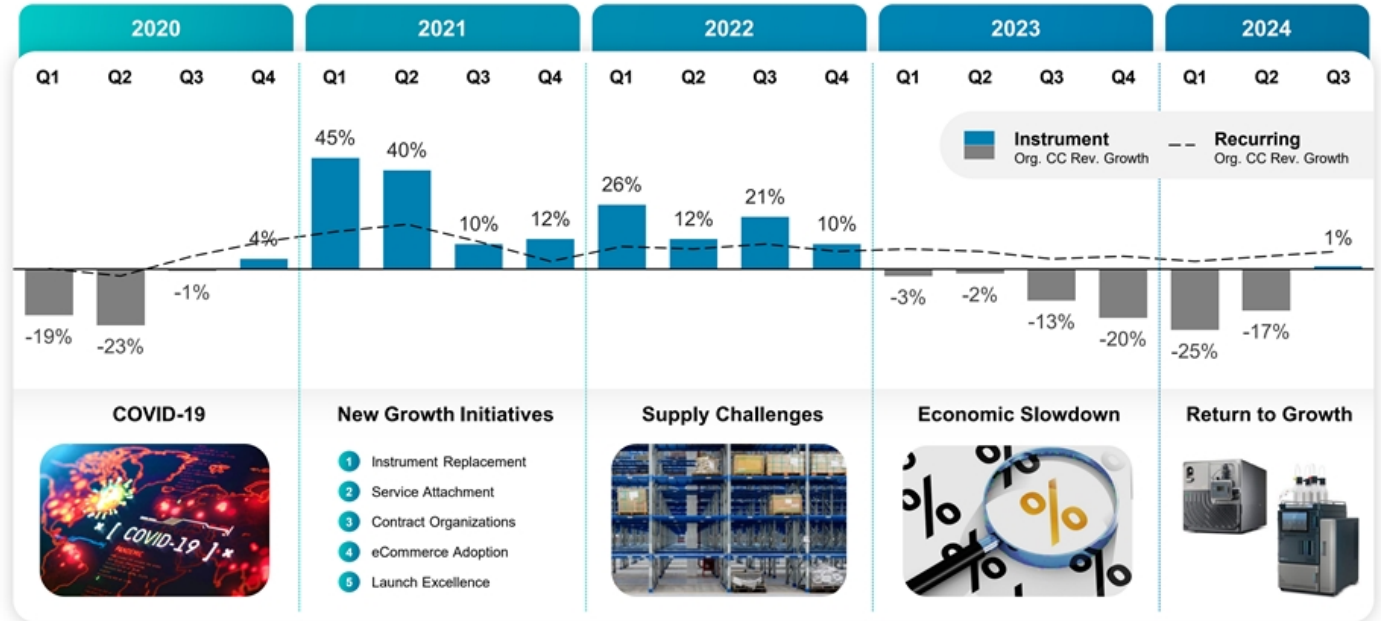
Revitalize
Innovation



Enter Faster
Growth
Adjacencies

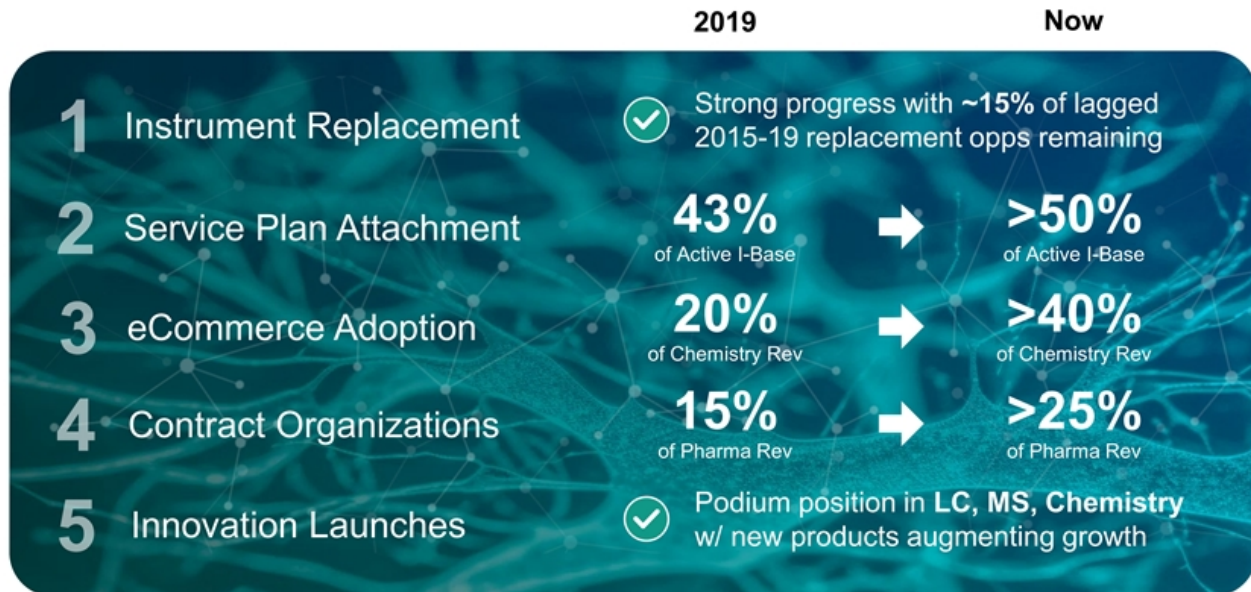
That we Stuck to Throughout a Volatile Market Environment

Waters™



Note: Org. CC Rev. Growth = Organic Constant Currency Revenue Growth; growth rates are versus prior year Note: Growth rates here reflect the analysis of Waters historical, quarterly non-GAAP sales data which is all publicly available, including the relevant GAAP to Non-GAAP reconciliations for each quarter, available on the Company's website at: <https://ir.waters.com/>

1) Executed Commercial Initiatives with Clear Results



2) Innovation Setting New Standards

Waters™

Back to rich history of **new category creation** with product launches

Liquid Chromatography
Next-Gen Flagship

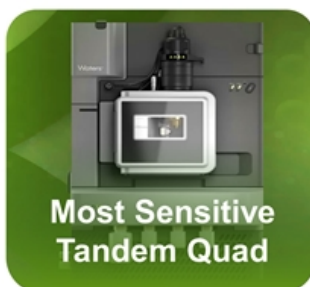


**World's
Smartest HPLC**

alliance^{is}

Eliminates common user
errors by **up to 40%**

Mass Spectrometry
Enhanced Detection



**Most Sensitive
Tandem Quad**

Xevo™
TQ ABSOLUTE

Up to **15x better sensitivity**
while **45% more compact**

Chemistry
Bioseparations



**Sharper Peaks
& Minimal
Statistical Noise**

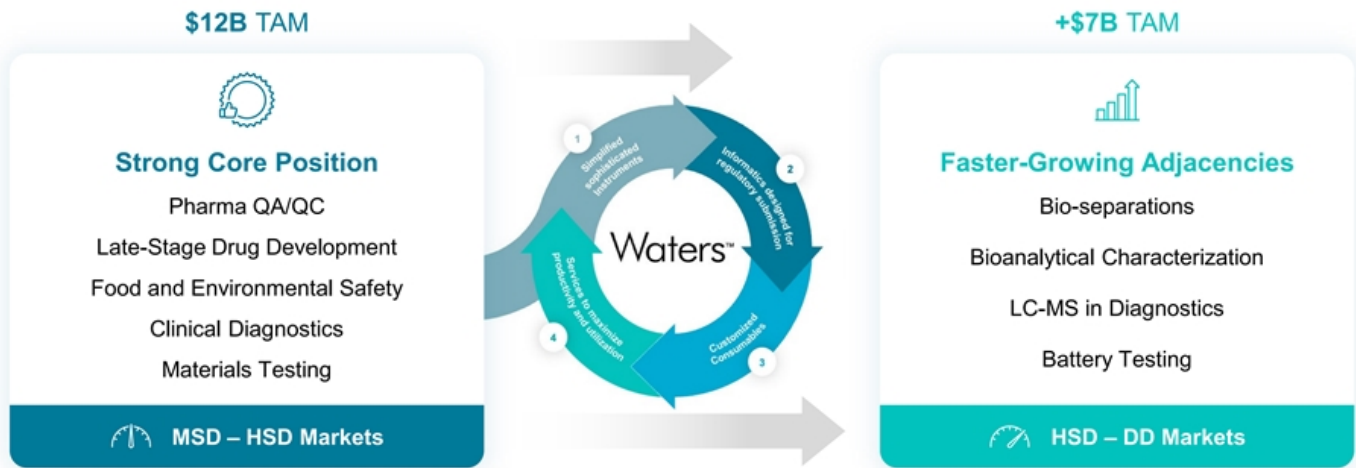
MAXPEAK™
PREMIER

17x faster, 12x more sensitive
large molecule separation

Note: Estimates on this slide are comprised of internal analysis, consulting data, industry reports and internal market research which are subject to change.

3) Expanded into Faster Growing Segments

Waters™

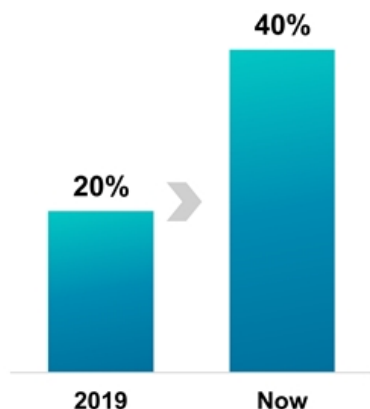


Note: \$12B Core TAM + \$7B Higher Growth Adjacencies TAM = \$19B TAM with MSD-HSD growth. MSD = Mid single-digit, HSD = High single-digit, DD = Double-digit. Market growth rates are Waters internal estimates based on long-term historical data for more mature markets as well as current and recent historical growth rate data for more nascent, high-growth markets. These estimates are comprised of consulting data, industry reports and market research which are subject to change. Please refer to the Forward-Looking Statements & Non-GAAP Financial Measures on page 1.

Bioseparations: Deliberate Focus is Yielding Results

Waters™

% Chemistry Revenue from Large Mol¹



STRONG CHEMISTRY LAUNCH SUCCESS

MAXPEAK
PREMIER
+45% YTD-24
Y/Y SALES GROWTH²

EXPANDING INNOVATION TO NOVEL MODALITIES

RECENT CHEMISTRY LAUNCH EXAMPLES



AUG 2023

xBridge Premier
SEC columns for
AAV-based
Gene Therapy
Applications

OCT 2023

OligoWorks SPE
Workflow & Kits
for LC-MS based
bioanalysis of
oligonucleotides

APR 2024

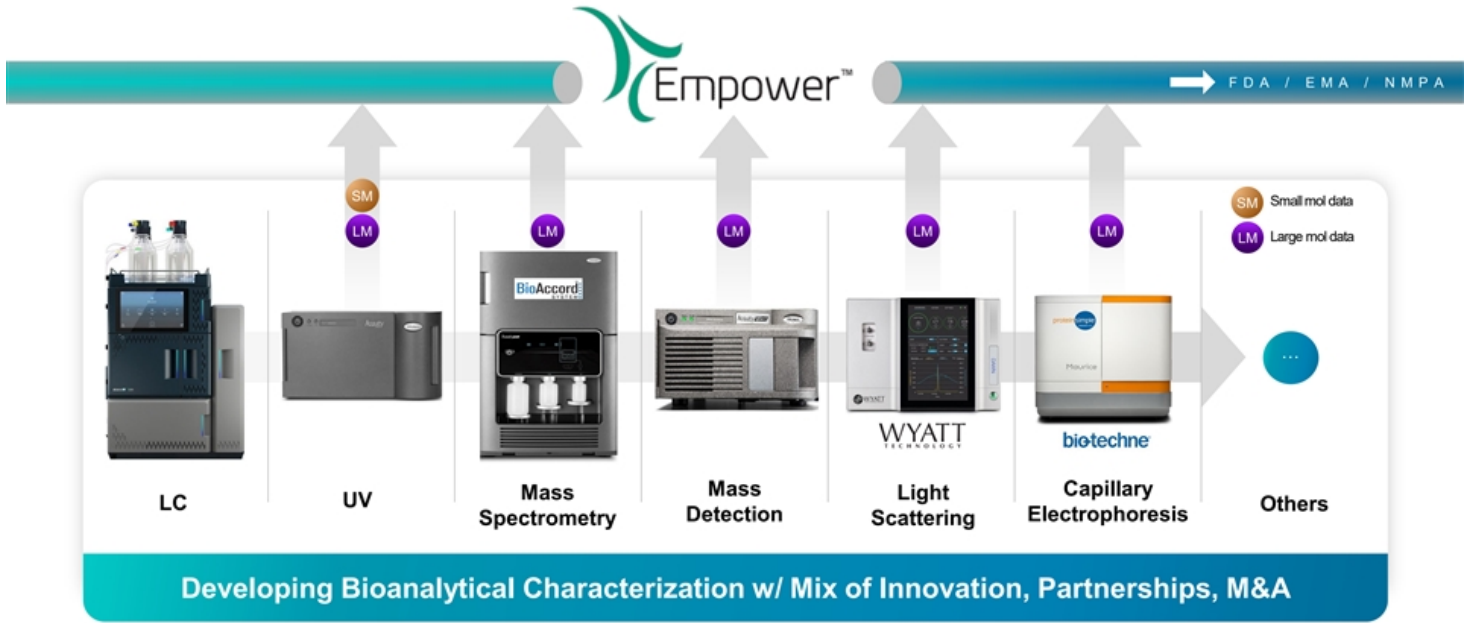
GTxResolve
Premier SEC
columns for
cell & gene,
mRNA & LNPs

OCT 2024

Launched first **in-**
house developed
enzymes &
reagents for novel
modalities

~70% of our Chemistry R&D is Now Spent on Large Mol

Note: 1. Approximation based on pharma segment revenue for the first nine months of 2024. 2. Waters MaxPeak chemistry sales grew 45% in organic constant currency for the first nine months of 2024 compared with the first nine months of 2023.



Clinical Dx



Double-Digit Growth with End-to-End LC-MS for CDx¹

RECENT LAUNCHES:

- 1. Instruments: Xevo TQ Absolute IVD System for trace-level analytes
- 2. Informatics: QUAN Review on waters_connect
- 3. Consumables: IVD Reagents for Endocrinology & Immunosuppressant Drugs

Batteries

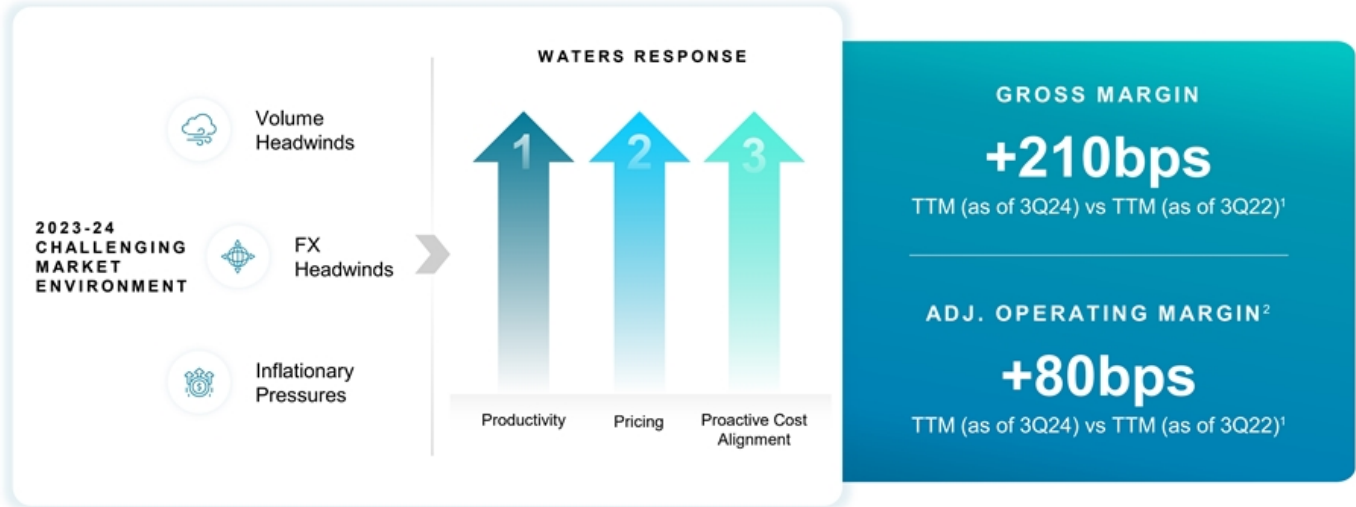
Supporting Analytical Workflows with New Launches

RECENT LAUNCHES:

- 1. Instruments: TA Battery Cycler Microcalorimeter & Rheo-IS Accessory
- 2. Informatics: TAM Assistant integrated software platform
- 3. Consumables: TGA Smart Seal Pan novel consumable



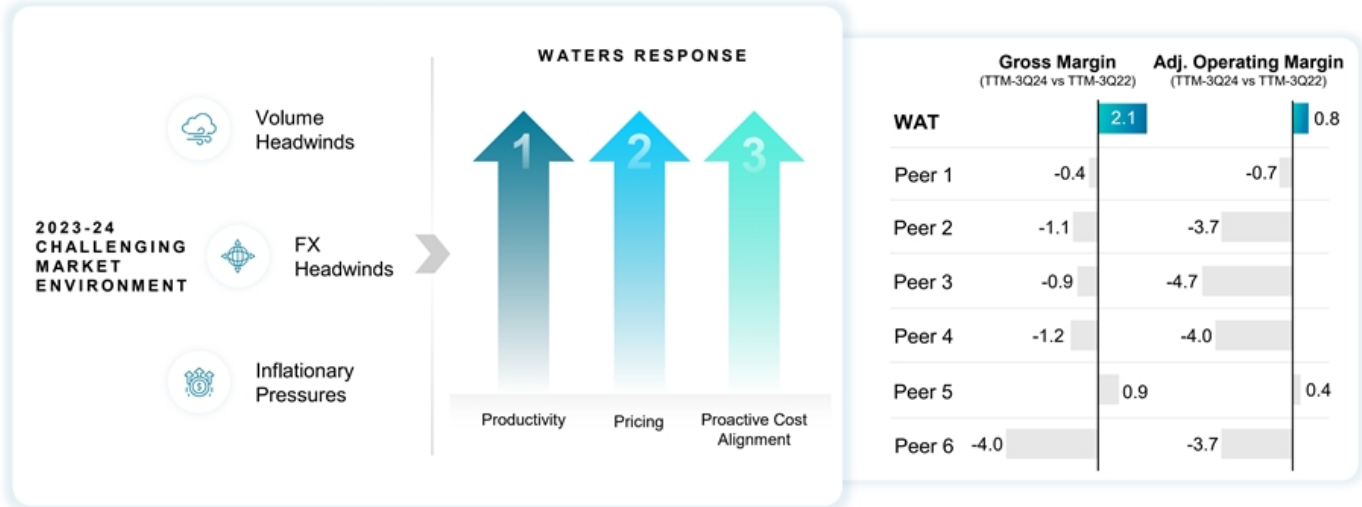
Note: 1. According to internal analysis, Waters average clinical revenue grew low-double-digits on average, based on FY-21, FY-22, FY-23 organic, constant currency growth rates.



Delivering on margin expansion promise through challenging market conditions...

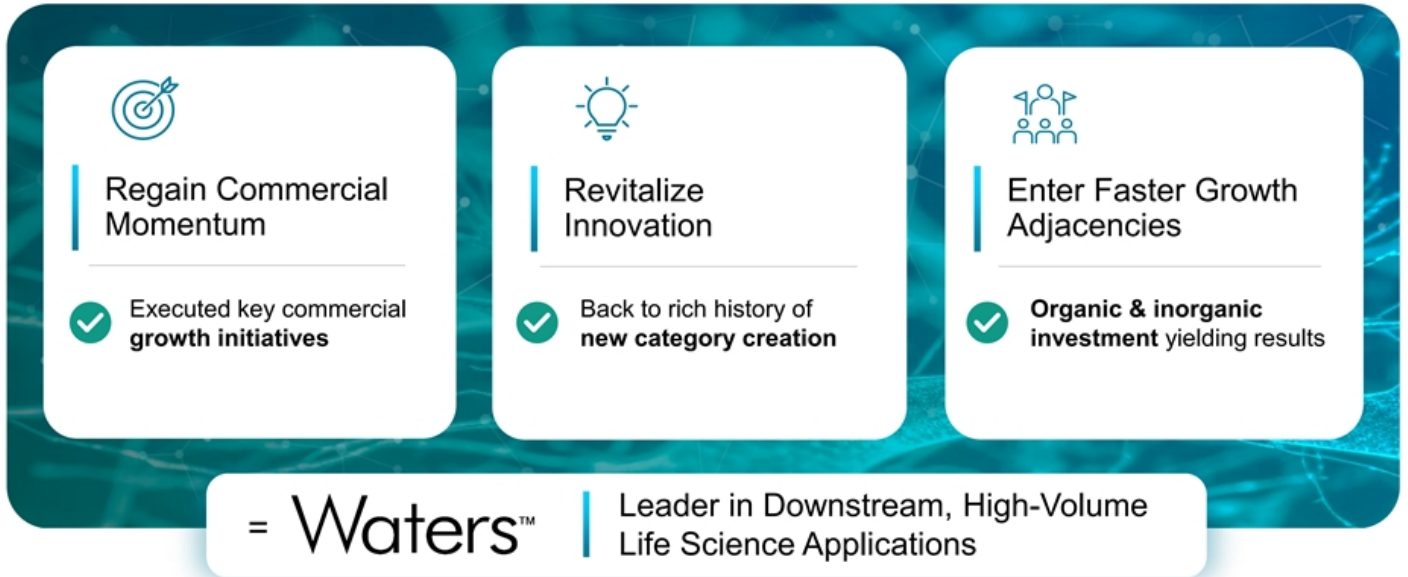
Note: 1. Compares trailing twelve-month (TTM) margin percentage levels as of 3Q24 to levels for the equivalent 12-month preceding time-period as of 3Q22; 2. Operating margin results and percentage growth are in adjusted non-GAAP operating margin percentage terms. See reconciliations of the non-GAAP measures to the most directly comparable GAAP measures included in the Appendix of this presentation and available on the Company's website at: <https://ir.waters.com/>.

All While Delivering Strong Operational Performance



...resulting in differentiated margin results versus peers

Note: Analysis compares Waters trailing twelve-month (TTM) GAAP gross margin and adjusted non-GAAP operating margin percentage levels to levels for the equivalent 12-month preceding time-period as of 3Q22 to total company performance of other U.S. companies in the life science tools peer group, for whom complete public data is available throughout the relevant time periods required to effect the analysis. Source: publicly available data, Waters internal company analysis.



Note: 1. When comparing total return of WAT shares versus life science tools peers between 09/01/20 and 12/31/24; Source: FactSet

Strong Business Model in Attractive Markets

Disciplined Execution of our Growth Strategy

Entering Next Phase of Waters Growth

At Inflection Point as End-Mkts have Returned to Positive Growth Waters™

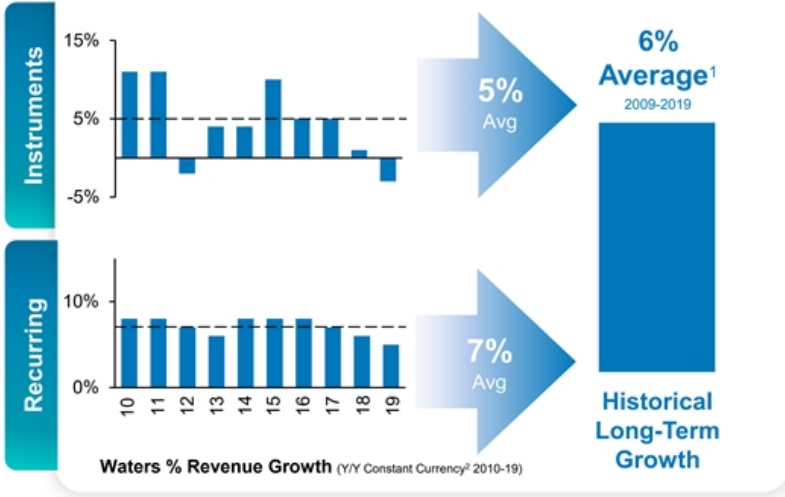
Total 3Q24 Y/Y Sales Growth in Constant Currency		
	Ex. China	Inc. China
Pharma	+5%	+3%
Non-Pharma	+5%	+5%
3Q24 Total	+5%	+4%

+ Instruments have Returned to Growth
after 7 consecutive quarters of LC decline

Note: A reconciliation of these non-GAAP financial measures to the most directly comparable GAAP financial measures is included in the Appendix to this presentation and is also available on the Company's website at: <https://ir.waters.com/>.

Growth Catch-Up Opportunity Ahead in Near-Term

Pre-Covid Historical Growth is MSD Instruments; HSD Recurring

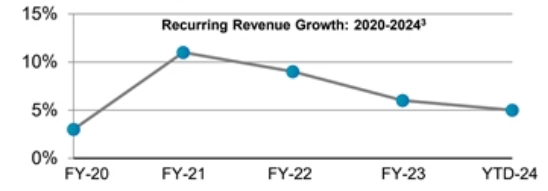


New Replacement Cycle is Developing due to Aged Installed Base



Org. CC 5-Yr CAGR (vs. 19) ²	
Total Instruments	1%
LC	0%
MS	2%

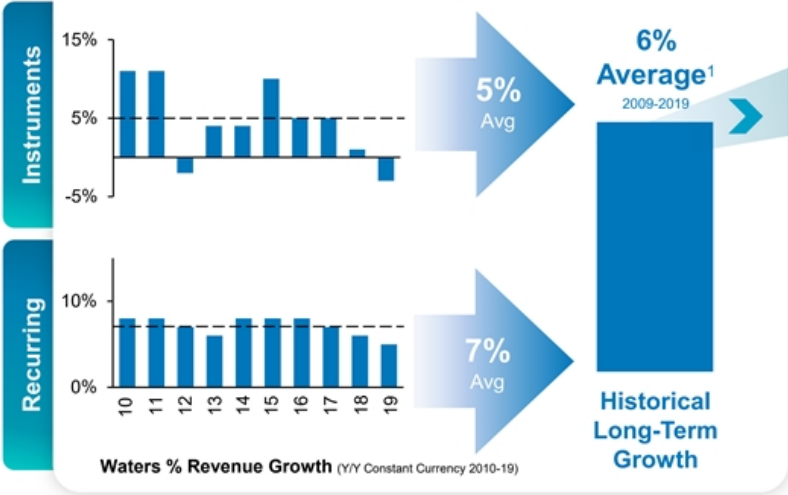
Meanwhile, our Recurring Revenue has Remained Highly Resilient



Note: MSD = Mid-single-digit, HSD = High single-digit. 1. Approximate average growth rate of year-over-year, total constant currency growth between 2009 and 2019. 2. Approximate compound average growth rate of year-over-year organic constant currency total instrument sales growth from 2019 to 2024 as of 3Q24, where 2024 growth reflect the expected instrument growth implied in the Company's full-year guidance as disclosed in the Company's press release dated November 1, 2024, available on the Company's website at: <https://ir.waters.com/>, which is subject to change. 3. Table shows historical year-over-year organic constant currency growth for Total Recurring sales for full-year 2020, 2021, 2022, 2023 and year-to-date growth for the first nine months of 2024. Growth rates here reflect our internal analysis of Waters historical, annual non-GAAP sales data which is publicly available, including the relevant GAAP to Non-GAAP reconciliations for each year. Certain content on this slide may represent forward-looking statements which are subject to inherent uncertainties that could cause actual results to differ and such differences could be material. Please refer to the Forward-Looking Statements & Non-GAAP Financial Measures on Page 1.

Plus, Well-Positioned for Long-Term Growth

Pre-Covid Historical Growth is MSD Instruments; HSD Recurring






Incremental Growth Vectors vs. Pre-Covid Trends



Note: MSD = Mid-single-digit, HSD = High single-digit. 1. Approximate average growth rate of year-over-year, total constant currency growth between 2009 and 2019. Growth rates here reflect our internal analysis of Waters historical, annual non-GAAP sales data which is publicly available, including the relevant GAAP to Non-GAAP reconciliations for each year. This data also represents forward-looking statements and are subject to inherent uncertainties that could cause actual results to differ and such differences could be material. Please refer to the Forward-Looking Statements & Non-GAAP Financial Measures on Page 1.

Sustained Contribution from Idiosyncratic Growth Drivers

Waters™

Therapies		New therapeutic areas like GLP-1s expected to accelerate QA/QC testing	GLP-1s +30bps / yr¹ Avg annual growth contribution 2024-30 from QA/QC of GLP-1 drugs
PFAS		PFAS detection expanding into food & materials , while growth in water testing continues	PFAS +30bps / yr² PFAS testing is a \$400M global market, growing ~20% ³
Generics		Strong volume growth dynamics , driven by patent cliff, aging global population	India +70-100bps / yr⁴ Strong market fundamentals support continued +DD avg annual growth

Note: 1. Based on internal analysis and estimates where the QA/QC testing of GLP-1 related drugs is expected to contribute an average 30bps growth tailwind annually for Waters from 2024 to 2030. 2. Based on internal analysis and estimates where the PFAS related testing is expected to contribute an average 30bps growth tailwind annually in the near-term. 3. Total Addressable Market (TAM) sizing and market growth rates are Waters internal estimates incorporating internal analysis, consulting data, industry reports and market research, and are based on current and recent historical growth rate data for more nascent, high-growth markets, all of which are subject to change. 4. Based on internal analysis and estimates where total India geographic sales are expected to contribute an average 70-100bps growth tailwind annually for Waters in the near-term. This data also represents forward-looking statements and are subject to inherent uncertainties that could cause actual results to differ and such differences could be material. Please refer to the Forward-Looking Statements and Non-GAAP Financial Measures on page 1.

Building Exceptional Position for Large Molecule Testing

Liquid Chromatography

Linked Detectors

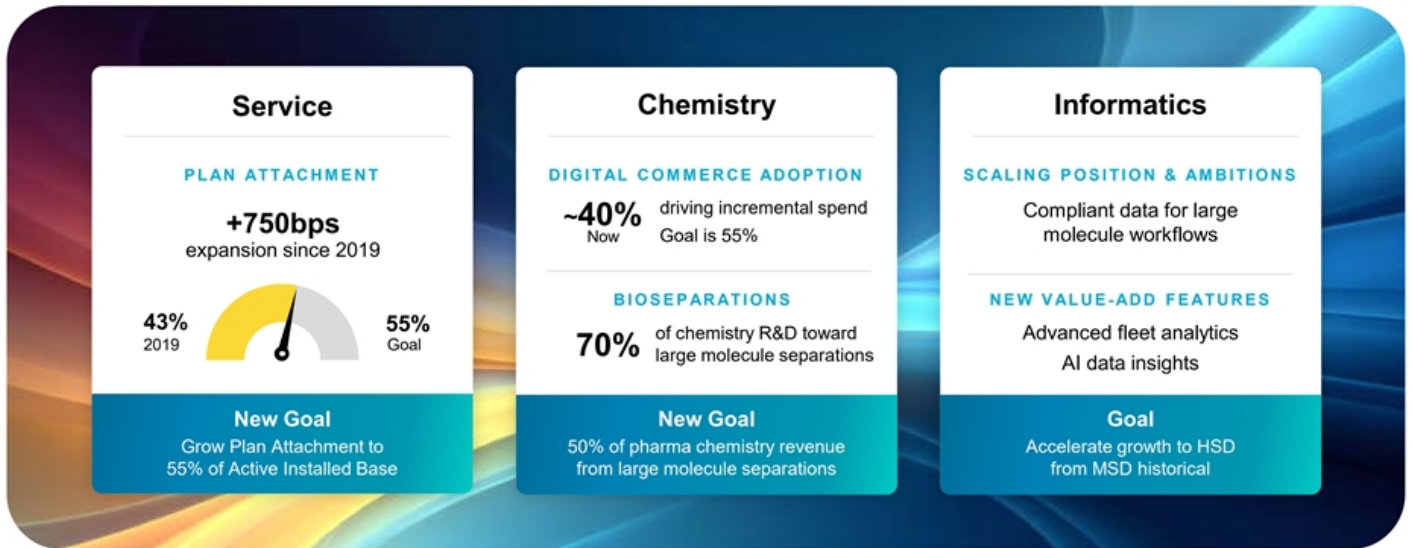
UV	Mass Spec	MALS
MEASUREMENT	MEASUREMENT	MEASUREMENT
Titer	Sequence	Size
Aggregation	Charge variants	Molecular weight
	Post-translational modifications	Aggregation
		Empty/Full ratio for AAV and LNP

+40bps Expected LT Core Growth Accretion from Wyatt

Solving customer large molecule challenges

- Formulation development
- Characterization
- Raw materials testing
- Process control
- QA/QC

Note: Estimates on this slide are comprised of consulting data, industry reports and internal market research which are subject to change. This data also represents forward-looking statements and are subject to inherent uncertainties that could cause actual results to differ and such differences could be material. Please refer to the Forward-Looking Statements and Non-GAAP Financial Measures on page 1.



Note: Data referenced on this slide represents a combination of historical analysis based on internal Waters estimates and forward-looking statements which are subject to inherent uncertainties that could cause actual results to differ and such differences could be material. Historical results are not indicative of future performance.

Industry-Leading Profitability but Far from “Peak Margins”

Strong Financial Profile
due to downstream presence
high-volume, regulated, recurring

59.7%
Gross Margin (TTM)

30.7%
Adj. Operating Margin¹ (TTM)

23%
FCF as % of Sales²
5-yr Avg (19-23)



Long-Term Opportunity for Future Annual Margin Expansion

- 1 Volume Leverage**
5% revenue growth = +50bps to Operating Margin
- 2 Pricing & Mix**
+25bps expected contribution to annual adj. Operating Margin
- 3 Productivity Initiatives**
+25bps expected contribution to annual adj. Operating Margin

+100bps of Annual Adj. Operating Margin Expansion
- Reinvesting 70bps into High Growth Adjacencies
= +20-30bps Annual Average Expansion

+300bps OPM Opportunity from Productivity Initiatives over next 8-10 years

Note: 1. Operating Margin results are in adjusted, non-GAAP operating margin percentage terms based on trailing twelve-month non-GAAP data for the period ended September 28, 2024. See reconciliations of the non-GAAP measures to the most directly comparable GAAP measures included in the Appendix of this presentation and available on the Company's website at: <https://ir.waters.com/>. 2. FCF = Free Cash Flow where data presented is a 5-year average of annual free cash flow as a % of as-reported, GAAP revenues from 2019-2023. Source: Waters Corporation data. Margin expansion estimates are at constant currency. All data are estimates based on internal projections and represent forward-looking statements and are subject to inherent uncertainties that could cause actual results to differ and such differences could be material. Please refer to the Forward-Looking Statements and Non-GAAP Financial Measures on page 1.

Uniquely Positioned for M&A

Unlocking additional vector of EPS accretion w/ new proven capabilities



FCF Generation

Strong Free Cash Flow Conversion can allow for **rapid de-levering.**



Clear Value Creation

Focused on growth opportunities with **sound industrial logic** and with **financial discipline.**

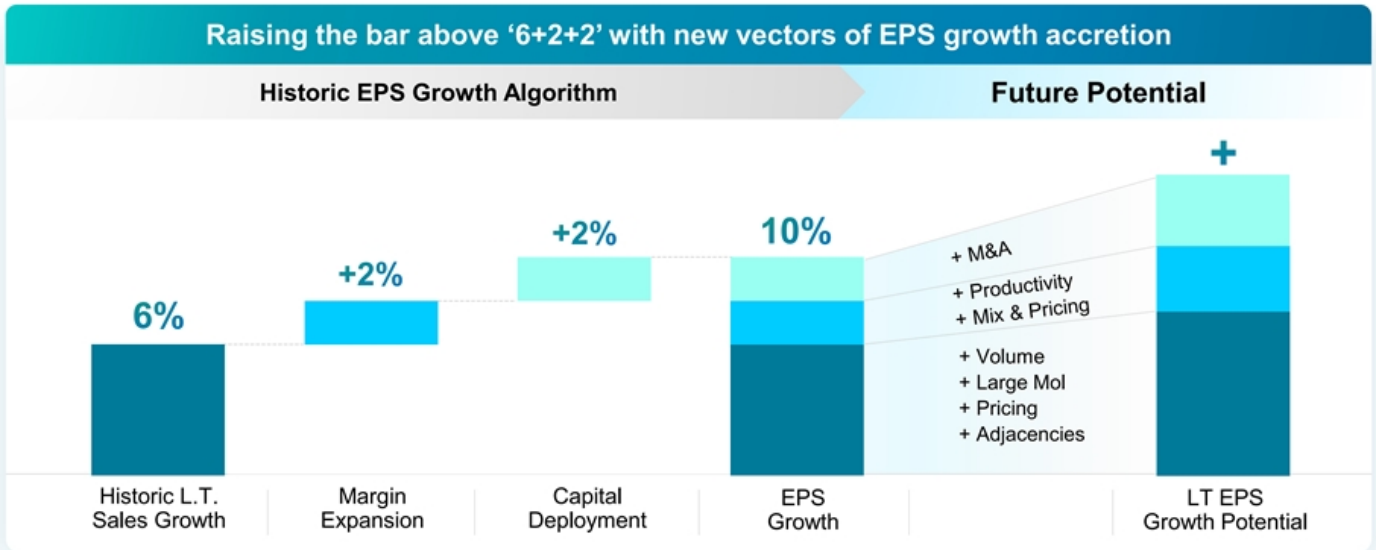


Complementary

Scope of current portfolio may offer advantaged position to complete deals even more quickly in today's **regulatory environment.**

Note: This data also represents forward-looking statements and are subject to inherent uncertainties that could cause actual results to differ and such differences could be material. Please refer to the Forward-Looking Statements and Non-GAAP Financial Measures on page 1.

Putting it all Together



Note: Growth rates here reflect our internal analysis of Waters long-term historical sales data which is publicly available. Future long-term growth rate estimates are for organic growth in constant currency with estimates comprised of internal analysis, consulting data, industry reports, and market research, which are subject to change. Margin expansion estimates are at constant currency. All data are estimates based on internal projections and represent forward-looking statements and are subject to inherent uncertainties that could cause actual results to differ and such differences could be material. Please refer to the Forward-Looking Statements and Non-GAAP Financial Measures on page 1.

Strong Business Model in Attractive Markets

Disciplined Execution of our Growth Strategy

Entering Next Phase of Waters Growth

Register Now for our 2025 Investor Day

Waters™

Waters™
2025 Investor Day
“A New Era of Growth”

Wednesday, March 5, 2025
New York City

EVENT REGISTRATION & SCHEDULE

In-Person (Full Event)

VISIT
ir.waters.com
Under 'Events' or [click here](#)

Virtual (Main Session Only)

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Appendix

GAAP to Non-GAAP Reconciliations

GAAP to Non-GAAP Reconciliations

Operating Income Reconciliation of GAAP to Adjusted Non-GAAP Trailing Twelve-Months (TTM) Ended September 28, 2024

(in thousands USD)	Operating Income	Operating Income Percentage
Trailing Twelve-Months		
GAAP	798,313	27.5%
Adjustments:		
Purchased intangibles amortization (a)	47,485	1.6%
Restructuring costs and certain other items (b)	11,716	0.4%
Acquisition related costs (c)	649	0.0%
Litigation provision and settlement (d)	11,568	0.4%
Retention bonus obligation (e)	22,902	0.8%
Adjusted Non-GAAP *	892,633	30.7%
Q3 2024 YTD		
GAAP	534,090	25.6%
Adjustments:		
Purchased intangibles amortization (a)	35,337	1.7%
Restructuring costs and certain other items (b)	10,680	0.5%
Litigation provision and settlement (d)	11,568	0.6%
Retention bonus obligation (e)	15,268	0.7%
Adjusted Non-GAAP	606,943	29.1%
Q4 2023		
GAAP	264,223	32.2%
Adjustments:		
Purchased intangibles amortization (a)	12,148	1.5%
Restructuring costs and certain other items (b)	1,036	0.1%
Acquisition related costs (c)	649	0.1%
Retention bonus obligation (e)	7,634	0.9%
Adjusted Non-GAAP	285,690	34.9%

Reconciliation of Actual GAAP Cashflow to Non-GAAP Free Cash Flow Fiscal Years Ending December 31, 2019 - 2023

(in millions USD)	2023	2022	2021	2020	2019
Net cash provided by ops - GAAP	602.8	611.7	747.3	790.5	643.1
Adjustments:					
Additions to property plant, equipment, and software capitalization	(160.6)	(175.9)	(161.3)	(172.4)	(163.8)
Major Facility Renovations	15.6	32.1	49.2	69.8	67.6
Tax Reform Payments	72.1	38.5	38.5	38.5	29.1
Other One-Time Items	(1.5)	(0.6)	1.8	-	-
Payment of acquired Wyatt liabilities (f)	25.6	-	-	-	-
Free Cash Flow - Non-GAAP	554.0	505.7	675.5	726.4	576.0
5-Year Avg as % of Sales	23%				

- (a) The purchased intangibles amortization, a non-cash expense, was excluded to be consistent with how management evaluates the performance of its core business against historical operating results and the operating results of competitors over periods of time.
- (b) Restructuring costs and certain other items were excluded as the Company believes that the cost to consolidate operations, reduce overhead, and certain other income or expense items are not normal and do not represent future ongoing business expenses of a specific function or geographic location of the Company.
- (c) Acquisition related costs include all incremental expenses incurred, such as advisory, legal, accounting, tax, valuation, and other professional fees. The Company believes that these costs are not normal and do not represent future ongoing business expenses.
- (d) Litigation provisions and settlement gains were excluded as these items are isolated, unpredictable and not expected to recur regularly.
- (e) In connection with the Wyatt acquisition, the Company started to recognize a two-year retention bonus obligation that is contingent upon the employee's providing future service and continued employment with Waters. The Company believes that these costs are not normal and do not represent future ongoing business expenses.
- (f) In connection with the Wyatt acquisition, the Company assumed certain obligations of Wyatt and paid those obligations immediately upon closing the transaction. The Company believes that the assumed obligations do not represent future ongoing business expenses.

Q3 2024 Sales – Pharmaceutical & Non-Pharmaceutical End Markets Reconciliation of GAAP to Adjusted Non-GAAP



(in millions USD)		2024	2023	% Growth Reported	Impact of Currency	% Growth Constant Currency
Total Company						
End Markets	Pharmaceutical	430.1	421.5	2%	(1%)	3%
	Non-Pharma	310.2	290.2	7%	2%	5%
Total Company Sales – Q3 QTD		740.3	711.7	4%	0%	4%

(in millions USD)		2024	2023	% Growth Reported	Impact of Currency	% Growth Constant Currency
Ex-China						
End Markets	Pharmaceutical	384.9	369.3	4%	(1%)	5%
	Non-Pharma	255.4	240.3	6%	1%	5%
Total Sales Ex-China – Q3 QTD		640.3	609.6	5%	0%	5%

The Company believes that referring to comparable constant currency growth rates is a useful way to evaluate the underlying performance of Waters Corporation's net sales. Constant currency growth, a non-GAAP financial measure, measures the change in net sales between current and prior year periods, excluding the impact of foreign currency exchange rates during the current period.

The image features a blue gradient background with a network diagram of interconnected nodes and lines. A dark blue horizontal band is positioned across the upper portion of the image, containing the word "Waters" in white. The network diagram is more prominent on the left side of the image.

Waters™