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**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): February 24, 2025**



**Ultra Clean Holdings, Inc.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-50646**  
(Commission File Number)

**61-1430858**  
(IRS Employer  
Identification No.)

**26462 Corporate Avenue**  
**Hayward, California**

(Address of Principal Executive Offices)

**94545**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 510 576-4400**

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, \$0.001 par value	UCTT	The Nasdaq Global Market

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

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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.

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**Item 2.02 Results of Operations and Financial Condition.**

On February 24, 2025, Ultra Clean Holdings, Inc. (“UCT,” the “Company” or “We”) issued a press release announcing its financial results for its fourth fiscal quarter and fiscal year ended December 27, 2024. A copy of the Company’s press release is attached hereto as Exhibit 99.1.

The information furnished under Item 2.02 of this Current Report on Form 8-K, including the exhibit, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference into the Company’s filings with the SEC under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit</b>	<b>Exhibit Description</b>
99.1	<u>Press Release dated February 24, 2025</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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 thereunto duly authorized.

ULTRA CLEAN HOLDINGS, INC.

Date: February 24, 2025

By: /s/ Paul Y. Cho

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Name: Paul Y. Cho  
Title: General Counsel and Corporate Secretary

## Ultra Clean Reports Fourth Quarter and Full Year 2024 Financial Results

HAYWARD, Calif., February 24, 2025 /PRNewswire/ Ultra Clean Holdings, Inc. (Nasdaq: UCTT), today reported its financial results for the fourth quarter and full year ended December 27, 2024.

“UCT’s fourth quarter capped off a strong year with total revenue growing 21 percent over the prior year, significantly outperforming the overall WFE market,” said Jim Scholhamer, CEO. “Our unique ability to support the key drivers of semiconductor innovation, including those required by advancements in artificial intelligence, position us well to benefit over the long-term.”

“Our cash flow generation for the year enabled us to make strategic investments to drive long-term growth,” said Sheri Savage, CFO. “We now have the global manufacturing capacity to support a \$4 billion revenue run rate.”

### Fourth Quarter 2024 GAAP Financial Results

Total revenue was \$563.3 million. Products contributed \$503.5 million and Services added \$59.8 million. Total gross margin was 16.3%, operating margin was 4.6%, and net income was \$16.3 million or \$0.36 per diluted share. This compares to total revenue of \$540.4 million, gross margin of 17.3%, operating margin of 4.7%, and net loss of \$(2.3) million or \$(0.05) per diluted share, in the prior quarter.

### Fourth Quarter 2024 Non-GAAP Financial Results

On a non-GAAP basis, gross margin was 16.8%, operating margin was 7.0%, and net income was \$22.9 million or \$0.51 per diluted share. This compares to gross margin of 17.8%, operating margin of 7.3%, and net income of \$15.9 million or \$0.35 per diluted share in the prior quarter.

### Full Year 2024 GAAP Financial Results

Total revenue was \$2,097.6 million. Products contributed \$1,853.7 million and Services added \$243.9 million. Total gross margin was 17.0% operating margin was 4.3%, and net income was \$23.7 million or \$0.52 per diluted share. This compares to total revenue of \$1,734.5 million, gross margin of 16.0%, operating margin of 2.0%, and net loss of \$(31.1) million or \$(0.70) per diluted share in the prior year.

### Full Year 2024 Non-GAAP Financial Results

On a non-GAAP basis, the company reported gross margin of 17.5%, operating margin of 6.9%, and net income of \$65.2 million or \$1.44 per diluted share. This compares to gross margin of 16.6%, operating margin of 4.9%, and net income of \$25.2 million or \$0.56 per diluted share in the prior year.

### First Quarter 2025 Outlook

The Company expects revenue in the range of \$505 million to \$555 million. The Company expects GAAP diluted net income (loss) per share to be between \$(0.11) and \$0.09 and non-GAAP diluted net income per share to be between \$0.22 and \$0.42.

### Conference Call

The call will take place at 1:45 p.m. PT and can be accessed by dialing 1-800-836-8184 or 1-646-357-8785. No passcode is required. A replay of the call will be available by dialing 1-888-660-6345 or 1-646-517-4150 and entering the confirmation code 80801#. The Webcast will be available on the Investor Relations section of the Company's website at <http://uct.com/investors/events/>.

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## **About Ultra Clean Holdings, Inc.**

Ultra Clean Holdings, Inc. is a leading developer and supplier of critical subsystems, components, parts, and ultra-high purity cleaning and analytical services, primarily for the semiconductor industry. Under its Products division, UCT offers its customers an integrated outsourced solution for major subassemblies, improved design-to-delivery cycle times, design for manufacturability, prototyping, and high-precision manufacturing. Under its Services Division, UCT offers its customers tool chamber parts cleaning and coating, as well as micro-contamination analytical services. Ultra Clean is headquartered in Hayward, California. Additional information is available at [www.uct.com](http://www.uct.com).

## **Use of Non-GAAP Measures**

In addition to providing results that are determined in accordance with Generally Accepted Accounting Principles in the United States of America ("GAAP"), management uses non-GAAP gross margin, non-GAAP operating margin and non-GAAP net income to evaluate the Company's operating and financial results. We believe the presentation of non-GAAP results is useful to investors for analyzing our core business and business trends and comparing performance to prior periods, along with enhancing investors' ability to view the Company's results from management's perspective. The presentation of this additional information should not be considered a substitute for results prepared in accordance with GAAP. Tables presenting reconciliations from GAAP results to non-GAAP results are included at the end of this press release.

The Company defines non-GAAP net income as net income (loss) before amortization of intangible assets, stock-based compensation, restructuring charges, acquisition activity costs, fair value adjustments, debt refinancing costs, legal-related costs and the tax effects of the foregoing adjustments.

A reconciliation of our guidance for non-GAAP net income per diluted share for the subsequent quarter is not available due to fluctuations in the geographic mix of our earnings from quarter to quarter, which impacts our tax rate and cannot be reasonably predicted or determined. As a result, such reconciliation is not available without unreasonable efforts and we are unable to determine the probable significance of the unavailable information.

## **Safe Harbor Statement**

The foregoing information contains, or may be deemed to contain, "forward-looking statements" (as defined in the US Private Securities Litigation Reform Act of 1995) which reflect our current views with respect to future events and financial performance. We use words such as "anticipates," "projection," "outlook," "forecast," "believes," "plan," "expect," "future," "intends," "may," "will," "estimates," "see," "predicts," "should" and similar expressions to identify these forward-looking statements. Forward looking statements included in this press release include our expectations about the semiconductor capital equipment market and outlook. All forward-looking statements address matters that involve risks and uncertainties. Accordingly, the Company's actual results may differ materially from the results predicted or implied by these forward-looking statements. These risks, uncertainties and other factors also include, among others, those identified in "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in our annual report on Form 10-K for the year ended December 29, 2023, as filed with the Securities and Exchange Commission. Ultra Clean Holdings, Inc. undertakes no obligation to publicly update or review any forward-looking statements, whether as a result of new information, future developments or otherwise unless required by law.

## **Contact:**

Rhonda Bennetto  
SVP Investor Relations  
[rbennetto@uct.com](mailto:rbennetto@uct.com)

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**ULTRA CLEAN HOLDINGS, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited; in millions, except per share data)

	Three Months Ended		Twelve months ended	
	December 27, 2024	December 29, 2023	December 27, 2024	December 29, 2023
<b>(In millions, except per share amounts)</b>				
Revenues:	\$ 503.5	\$ 389.7	\$ 1,853.7	\$ 1,501.6
Product	59.8	55.1	243.9	232.9
Services	563.3	444.8	2,097.6	1,734.5
Total revenues				
Cost of revenues:				
Product	428.5	335.0	1,569.7	1,290.5
Services	43.0	38.7	171.6	166.7
Total cost revenues	471.5	373.7	1,741.3	1,457.2
Gross margin	91.8	71.1	356.3	277.3
Operating expenses:				
Research and development	7.1	6.6	28.3	28.3
Sales and marketing	14.4	13.2	57.3	51.8
General and administrative	44.4	46.7	179.5	162.0
Total operating expenses	65.9	66.5	265.1	242.1
Income from operations	25.9	4.6	91.2	35.2
Interest income	0.9	1.6	4.8	4.1
Interest expense	(10.7)	(12.8)	(46.5)	(48.8)
Other income (expense), net	8.4	(1.1)	17.7	(1.8)
Income (loss) before provision for income taxes	24.5	(7.7)	67.2	(11.3)
Provision for income tax	4.5	(6.2)	32.7	10.9
Net income (loss)	20.0	(1.5)	34.5	(22.2)
Less: Net income attributable to noncontrolling interests	3.7	2.3	10.8	8.9
Net income (loss) attributable to UCT	\$ 16.3	\$ (3.8)	\$ 23.7	\$ (31.1)
Net income (loss) per share attributable to UCT common stockholders:				
Basic	\$ 0.36	\$ (0.08)	\$ 0.53	\$ (0.70)
Diluted	\$ 0.36	\$ (0.08)	\$ 0.52	\$ (0.70)
Shares used in computing net income (loss) per share:				
Basic	45.1	44.7	44.9	44.7
Diluted	45.4	44.7	45.3	44.7

**ULTRA CLEAN HOLDINGS, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Unaudited; in millions)

	December 27, 2024	December 29, 2023
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 313.9	\$ 307.0
Accounts receivable, net of allowance for credit losses	241.1	180.8
Inventories	381.0	374.5
Prepaid expenses and other current assets	34.1	30.9
Total current assets	970.1	893.2
Property, plant and equipment, net	325.9	328.3
Goodwill	265.3	265.2
Intangible assets, net	184.9	215.3
Deferred tax assets, net	3.1	3.1
Operating lease right-of-use assets	161.0	151.7
Other non-current assets	9.6	10.9
Total assets	\$ 1,919.9	\$ 1,867.7
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Bank borrowings	\$ 16.0	\$ 17.6
Accounts payable	212.5	192.9
Accrued compensation and related benefits	50.1	47.7
Operating lease liabilities	18.6	18.1
Other current liabilities	38.4	33.7
Total current liabilities	335.6	310.0
Bank borrowings, net of current portion	476.5	461.2
Deferred tax liabilities	16.1	19.0
Operating lease liabilities	149.2	143.0
Other liabilities	6.7	37.3
Total liabilities	984.1	970.5
Equity:		
UCT stockholders' equity:		
Common stock	0.1	0.1
Additional paid-in capital	558.4	541.5
Common shares held in treasury	(45.0)	(45.0)
Retained earnings	370.4	346.7
Accumulated other comprehensive loss	(10.3)	(4.4)
Total UCT stockholders' equity	873.6	838.9
Noncontrolling interests	62.2	58.3
Total equity	935.8	897.2
Total liabilities and equity	\$ 1,919.9	\$ 1,867.7

**ULTRA CLEAN HOLDINGS, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited; in millions)

	Twelve months ended	
	December 27, 2024	December 29, 2023
Cash flows from operating activities:		
Net income (loss)	\$ 34.5	\$ (22.2)
Adjustments to reconcile net income (loss) to net cash provided by operating activities (excluding assets acquired, liabilities assumed and noncontrolling interests at acquisition):		
Depreciation and amortization	45.7	37.6
Amortization of intangible assets	30.4	24.1
Stock-based compensation	17.4	12.1
Amortization of debt issuance costs	3.0	3.9
Loss (gain) on sale of property, plant and equipment	1.2	(0.9)
Change in the fair value of financial instruments	(29.2)	1.7
Deferred income taxes	(3.0)	(12.4)
Changes in assets and liabilities, net of effects of acquisitions:		
Accounts receivable	(60.3)	78.5
Inventories	(6.5)	80.8
Prepaid expenses and other current assets	(3.2)	12.5
Other non-current assets	1.3	—
Accounts payable	26.4	(61.5)
Accrued compensation and related benefits	2.4	(5.6)
Income taxes payable	1.0	(5.2)
Operating lease assets and liabilities	2.6	0.4
Other liabilities	1.3	(7.9)
Net cash provided by operating activities	<u>65.0</u>	<u>135.9</u>
Cash flows from investing activities:		
Purchases of property, plant and equipment	(63.5)	(75.8)
Acquisition of businesses, net of cash acquired	—	(46.1)
Proceeds from sale of equipment	—	2.2
Net cash used in investing activities	<u>(63.5)</u>	<u>(119.7)</u>
Cash flows from financing activities:		
Proceeds from bank borrowings	67.7	—
Proceeds from issuance of common stock	2.0	0.8
Extinguishment of bank borrowings	(44.2)	—
Principal payments on bank borrowings	(10.2)	(38.6)
Payment of debt issuance costs	(2.5)	(0.3)
Employees' taxes paid upon vesting of restricted stock units	(2.5)	(2.2)
Payments of dividends to a joint venture shareholder	(0.5)	(0.2)
Repurchase of shares	—	(29.4)
Net cash provided by (used in) financing activities	<u>9.8</u>	<u>(69.9)</u>

Effect of exchange rate changes on cash and cash equivalents	<u>(4.4)</u>	<u>1.9</u>
Net increase (decrease) in cash and cash equivalents	6.9	(51.8)
Cash and cash equivalents at beginning of period	<u>307.0</u>	<u>358.8</u>
Cash and cash equivalents at end of period	<u>\$ 313.9</u>	<u>\$ 307.0</u>

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**ULTRA CLEAN HOLDINGS, INC.**  
**REPORTABLE SEGMENTS**  
**GAAP TO NON-GAAP RECONCILIATION**  
(Unaudited; dollars in millions)

	<b>GAAP</b>			<b>Non-GAAP</b>		
	<b>Three Months Ended</b>			<b>Three Months Ended</b>		
	<b>December 27, 2024</b>			<b>December 27, 2024</b>		
	<b>Products</b>	<b>Services</b>	<b>Consolidated</b>	<b>Products</b>	<b>Services</b>	<b>Consolidated</b>
Revenues	\$ 503.5	\$ 59.8	\$ 563.3	\$ 503.5	\$ 59.8	\$ 563.3
Gross profit	\$ 75.0	\$ 16.8	\$ 91.8	\$ 76.7	\$ 17.8	\$ 94.5
Gross margin	14.9 %	28.1 %	16.3 %	15.2 %	29.8 %	16.8 %
Income from operations	\$ 23.5	\$ 2.4	\$ 25.9	\$ 33.4	\$ 5.8	\$ 39.2
Operating margin	4.7 %	4.0 %	4.6 %	6.6 %	9.7 %	7.0 %

	<b>Three Months Ended</b>		
	<b>December 27, 2024</b>		
	<b>Products</b>	<b>Services</b>	<b>Consolidated</b>
Reconciliation of GAAP Gross profit to Non-GAAP Gross profit (in millions)			
Reported gross profit on a GAAP basis	\$ 75.0	\$ 16.8	\$ 91.8
Amortization of intangible assets (1)	1.3	1.0	2.3
Stock-based compensation expense (2)	0.4	—	0.4
Non-GAAP gross profit	\$ 76.7	\$ 17.8	\$ 94.5

Reconciliation of GAAP Gross margin to Non-GAAP Gross margin			
Reported gross margin on a GAAP basis	14.9 %	28.1 %	16.3 %
Amortization of intangible assets (1)	0.2 %	1.7 %	0.4 %
Stock-based compensation expense (2)	0.1 %	— %	0.1 %
Non-GAAP gross margin	15.2 %	29.8 %	16.8 %

Reconciliation of GAAP Income from operations to Non-GAAP Income from operations (in millions)			
Reported income from operations on a GAAP basis	\$ 23.5	\$ 2.4	\$ 25.9
Amortization of intangible assets (1)	4.6	2.9	7.5
Stock-based compensation expense (2)	4.2	0.5	4.7
Legal-related costs (3)	1.1	—	1.1
Non-GAAP income from operations	\$ 33.4	\$ 5.8	\$ 39.2

Reconciliation of GAAP Operating margin to Non-GAAP Operating margin			
Reported operating margin on a GAAP basis	4.7 %	4.0 %	4.6 %
Amortization of intangible assets (1)	0.9 %	4.8 %	1.3 %
Stock-based compensation expense (2)	0.8 %	0.9 %	0.9 %
Legal-related costs (3)	0.2 %	— %	0.2 %
Non-GAAP operating margin	6.6 %	9.7 %	7.0 %

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- 1 Amortization of intangible assets related to the Company's business acquisitions
  - 2 Represents compensation expense for stock granted to employees and directors
  - 3 Represents estimated costs related to certain legal proceedings
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**ULTRA CLEAN HOLDINGS, INC.**  
**UNAUDITED RECONCILIATION OF GAAP TO NON-GAAP ADJUSTED RESULTS**

	Three Months Ended			Twelve months ended	
	December 27, 2024	December 29, 2023	September 27, 2024	December 27, 2024	December 29, 2023
Reconciliation of GAAP Net Income (Loss) to Non-GAAP Net Income (in millions)					
Reported net income (loss) attributable to UCT on a GAAP basis	16.3	\$ (3.8)	\$ (2.3)	23.7	\$ (31.1)
Amortization of intangible assets (1)	7.5	7.2	7.6	30.4	24.1
Stock-based compensation expense (2)	4.7	3.6	4.5	17.8	12.5
Restructuring charges (3)	—	3.4	0.3	2.3	9.2
Acquisition related costs (4)	—	3.4	0.6	1.0	4.3
Fair value related adjustments (5)	(7.1)	2.5	0.8	(29.1)	4.0
Debt refinancing costs expensed (6)	0.4	—	—	4.0	—
Legal-related costs (7)	1.1	0.5	1.3	2.7	(0.4)
Income tax effect of non-GAAP adjustments (8)	(1.0)	(3.4)	(4.1)	(6.1)	(10.2)
Income tax effect of valuation allowance (9)	1.0	(4.9)	7.2	18.5	12.8
Non-GAAP net income attributable to UCT	\$ 22.9	\$ 8.5	\$ 15.9	\$ 65.2	\$ 25.2
Reconciliation of GAAP Income from operations to Non-GAAP Income from operations (in millions)					
Reported income from operations on a GAAP basis	\$ 25.9	\$ 4.6	\$ 25.2	\$ 91.2	\$ 35.2
Amortization of intangible assets (1)	7.5	7.2	7.6	30.4	24.1
Stock-based compensation expense (2)	4.7	3.6	4.5	17.8	12.5
Restructuring charges (3)	—	3.4	0.3	2.3	9.2
Acquisition related costs (4)	—	3.4	0.6	1.0	4.3
Fair value related adjustments (5)	—	0.4	—	—	0.4
Legal-related costs (7)	1.1	0.5	1.3	2.7	(0.4)
Non-GAAP income from operations	\$ 39.2	\$ 23.1	\$ 39.5	\$ 145.4	\$ 85.3
Reconciliation of GAAP Operating margin to Non-GAAP Operating margin					
Reported operating margin on a GAAP basis	4.6 %	1.0 %	4.7 %	4.3 %	2.0 %
Amortization of intangible assets (1)	1.3 %	1.6 %	1.4 %	1.4 %	1.4 %
Stock-based compensation expense (2)	0.9 %	0.8 %	0.8 %	0.9 %	0.7 %
Restructuring charges (3)	— %	0.8 %	0.1 %	0.1 %	0.5 %
Acquisition related costs (4)	— %	0.1 %	0.1 %	0.1 %	0.3 %
Fair value related adjustments (5)	— %	0.1 %	— %	— %	0.0 %
Legal-related costs (7)	0.2 %	0.8 %	0.2 %	0.1 %	0.0 %
Non-GAAP operating margin	7.0 %	5.2 %	7.3 %	6.9 %	4.9 %
Reconciliation of GAAP Gross profit to Non-GAAP Gross profit (in millions)					
Reported gross profit on a GAAP basis	\$ 91.8	\$ 71.1	\$ 93.4	\$ 356.3	\$ 277.3
Amortization of intangible assets (1)	2.3	2.0	2.3	9.1	6.5
Stock-based compensation expense (2)	0.4	0.5	0.3	1.9	1.5

Restructuring charges (3)	—	0.4	—	0.3	1.6
Fair value related adjustments (5)	—	0.4	—	—	0.4
Non-GAAP gross profit	<u>\$ 94.5</u>	<u>\$ 74.4</u>	<u>\$ 96.0</u>	<u>\$ 367.6</u>	<u>\$ 287.3</u>

Reconciliation of GAAP Gross margin to Non-GAAP Gross margin

Reported gross margin on a GAAP basis	16.3 %	16.0 %	17.3 %	17.0 %	16.0 %
Amortization of intangible assets (1)	0.4 %	0.4 %	0.4 %	0.4 %	0.4 %
Stock-based compensation expense (2)	0.1 %	0.1 %	0.1 %	0.1 %	0.1 %
Restructuring charges (3)	— %	0.1 %	— %	0.0 %	0.1 %
Fair value related adjustments (5)	— %	0.1 %	— %	— %	0.0 %
Non-GAAP gross margin	<u>16.8 %</u>	<u>16.7 %</u>	<u>17.8 %</u>	<u>17.5 %</u>	<u>16.6 %</u>

Reconciliation of GAAP Other income (expense), net to Non-GAAP Other income (expense), net (in millions)

Reported Other income (expense), net on a GAAP basis	\$ 8.4	\$ (1.1)	\$ (4.1)	\$ 17.7	\$ (1.8)
Fair value related adjustments (5)	(7.1)	2.1	0.8	(29.1)	4.9
Debt refinancing costs expensed (6)	0.4	—	—	4.0	—
Non-GAAP Other income (expense), net	<u>\$ 1.7</u>	<u>\$ 1.0</u>	<u>\$ (3.3)</u>	<u>\$ (7.4)</u>	<u>\$ 3.1</u>

Reconciliation of GAAP Income (Loss) Per Diluted Share to Non-GAAP Earnings Per Diluted Share

Reported net income (loss) on a GAAP basis	\$ 0.36	\$ (0.08)	\$ (0.05)	\$ 0.52	\$ (0.70)
Amortization of intangible assets (1)	0.17	0.16	0.17	0.67	0.54
Stock-based compensation expense (2)	0.10	0.08	0.10	0.39	0.28
Restructuring charges (3)	—	0.08	0.00	0.05	0.20
Acquisition related costs (4)	—	0.08	0.01	0.02	0.10
Fair value related adjustments (5)	(0.16)	0.05	0.02	(0.64)	0.09
Debt refinancing costs expensed (6)	0.01	—	—	0.09	—
Legal-related costs (7)	0.03	0.01	0.03	0.06	(0.01)
Income tax effect of non-GAAP adjustments (8)	(0.02)	(0.08)	(0.09)	(0.13)	(0.23)
Income tax effect of valuation allowance (9)	0.02	(0.11)	0.16	0.41	0.29
Non-GAAP net earnings	<u>\$ 0.51</u>	<u>\$ 0.19</u>	<u>\$ 0.35</u>	<u>\$ 1.44</u>	<u>\$ 0.56</u>
Weighted average number of diluted shares (in millions) on a non-GAAP basis	45.4	44.9	45.5	45.3	45.1

**ULTRA CLEAN HOLDINGS, INC.**  
**UNAUDITED RECONCILIATION OF GAAP TO NON-GAAP EFFECTIVE INCOME TAX RATE**

	Three Months Ended			Twelve months ended	
	December 27, 2024	December 29, 2023	September 27, 2024	December 27, 2024	December 29, 2023
Provision for income taxes on a GAAP basis	\$ 4.5	\$ (6.2)	\$ 9.9	\$ 32.7	\$ 10.9
Income tax effect of non-GAAP adjustments (8)	1.0	3.4	4.1	6.1	10.2
Income tax effect of valuation allowance (9)	(1.0)	4.9	(7.2)	(18.5)	(12.8)
Non-GAAP provision for income taxes	<u>\$ 4.5</u>	<u>\$ 2.1</u>	<u>\$ 6.8</u>	<u>\$ 20.3</u>	<u>\$ 8.3</u>

Income before income taxes on a GAAP basis	\$	24.5	\$	(7.7)	\$	10.2	\$	67.2	\$	(11.3)
Amortization of intangible assets (1)		7.5		7.2		7.6		30.4		24.1
Stock-based compensation expense (2)		4.7		3.6		4.5		17.8		12.5
Restructuring charges (3)		—		3.4		0.3		2.3		9.2
Acquisition related costs (4)		—		3.4		0.6		1.0		4.3
Fair value related adjustments (5)		(7.1)		2.5		0.8		(29.1)		5.4
Debt refinancing costs expensed (6)		0.4		—		—		4.0		—
Legal-related costs (7)		1.1		0.5		1.3		2.7		(0.4)
Non-GAAP income before income taxes	\$	31.1	\$	12.9	\$	25.3	\$	96.3	\$	43.8
Effective income tax rate on a GAAP basis		18.4 %		80.5 %		97.1 %		48.7 %		(96.5)%
Non-GAAP effective income tax rate		14.5 %		16.4 %		27.1 %		21.1 %		18.9 %

1 Amortization of intangible assets related to the Company's business acquisitions

2 Represents compensation expense for stock granted to employees and directors

3 Represents severance, retention and costs related to facility closures

4 Represents acquisition activity costs

5 Fair value adjustments related to contingent consideration

6 Represents the third party transaction costs related to the amended credit agreement and the previously capitalized costs of extinguished debt

7 Represents estimated costs related to certain legal proceedings

8 Tax effect of items (1) through (7) above based on the non-GAAP tax rate

9 The Company's GAAP tax expense is generally higher than the Company's non-GAAP tax expense, primarily due to losses in the U.S. with full federal and state valuation allowances. The Company's non-GAAP tax rate and resulting non-GAAP tax expense considers the tax implications as if there was no federal or state valuation allowance position in effect