

An Overview of Charles River Associates

Q4 FY2023

CRA Charles River
Associates

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A Leading Global Consulting Firm



For over 50 years, Charles River Associates (CRA) has been a premier consulting firm. In 1965, our founders envisioned a company that would bring the developing technology of academia, especially in the then-burgeoning area of quantitative methods in economics, to the real world. This vision continues to resonate strongly today as we apply university-quality quantitative tools and microeconomic analysis to our clients' most important challenges.



Two Lines of Business

Legal & Regulatory Consulting
"Cutting Edge Approaches to High Stakes Cases" (~80% of Revenue)

Management Consulting
Sector Specialized Boutique (~20% of Revenue)



Client Base

Multinational Corporations

Law Firms

Government Regulators



Sources of Distinctiveness

Leading Experts

Client-Tailored Model

Superior Analytics

Industry Insight

Senior-Led



Geographic Footprint

More than 20 Offices
Across 10 Countries

Revenue split ~80% North
America and ~20%
International

Performance Driven by Highly Talented and Dedicated Colleagues



75% of senior staff have advanced degrees, with 41% of the advanced degrees being PhDs



CRA accepts less than 2% of campus applicants



Less than 10% voluntary turnover among top revenue generating employees over past 5 years



50% of senior staff have been at CRA more than 5 years, with 25% of senior staff exceeding 10 years



Our staff hail from over 65 countries across 6 continents



Over 35 languages spoken

Note: Figures as of year-end fiscal 2023.

Solving Complex Problems with High Value-Added Expertise

Each of our practices is *highly regarded*, and our consultants are recognized for their creative and *multidisciplinary* approach to solving clients' complex problems in the *US and throughout the world*



Antitrust & Competition



Labor & Employment



Financial Economics



Auctions & Competitive Bidding



Life Sciences



Forensic Services



Energy



Marakon



Intellectual Property



Finance



Risk, Investigations, & Analytics

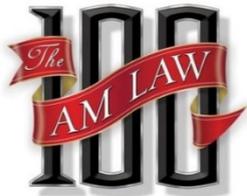
In the Past Two Years, We Have Worked with 82 of the Fortune 100

FORTUNE
100
Corporate



Note: Figures as of year-end fiscal 2023.

In the Past Two Years, We Have Partnered with 97 of the Top 100 Law Firms



Law Firm

WACHTELL
LIPTON
ROSEN &
KATZ

SIDLEY

JONES
DAY

Simpson
Thacher

GT GreenbergTraurig

WHITE
& CASE

orrick

ROPES & GRAY

Dechert
LLP

BAKER BOTTS

WILSON
SONSINI

BRYAN
CAVE
LEIGHTON
PAISNER
BLP

Baker
McKenzie.

Akin Gump
STRAUSS HAUER & FELD LLP

Cooley

Skadden
Skadden, Arps, Slate, Meagher & Flom LLP
& Affiliates

Proskauer >>

VENABLE LLP

Weil

WILMERHALE® WH

DLA PIPER

MAYER | BROWN

KIRKLAND & ELLIS LLP

ALSTON & BIRD

CRAVATH, SWAINE & MOORE LLP

SULLIVAN & CROMWELL LLP

Note: Figures as of year-end fiscal 2023.

We Are Delivering Growth While Returning Capital to Shareholders



**Revenue
Growth**



**Headcount
Growth**



**EPS
Growth***



**Stock
Repurchases**



**Cash
Dividends**

**Fiscal Q4
2023****

11%

7%

utilization of 73%

19%

\$8M

average price of
\$93 per share

\$3M

Fiscal 2023

6%

7%

utilization of 70%

-5%

\$31M

average price of
\$106 per share

\$11M

**Fiscal Years
2019-2023**

49%

46%

utilization of 72%

101%

\$135M

average price of
\$70 per share

\$43M

*Presented on a non-GAAP basis. A reconciliation to the comparable GAAP financial measures appears at the end of this presentation.

**Growth rates are calculated on a year-over-year basis.

Investment Thesis

We are committed to being the firm of choice for our clients as they address their most important litigation, regulatory, and strategic challenges, as well as for our employees as they seek a fulfilling and exciting place to work



Leading experts in their respective fields



Management team with strong track record of operating performance



History of strong cash flows and no long-term debt

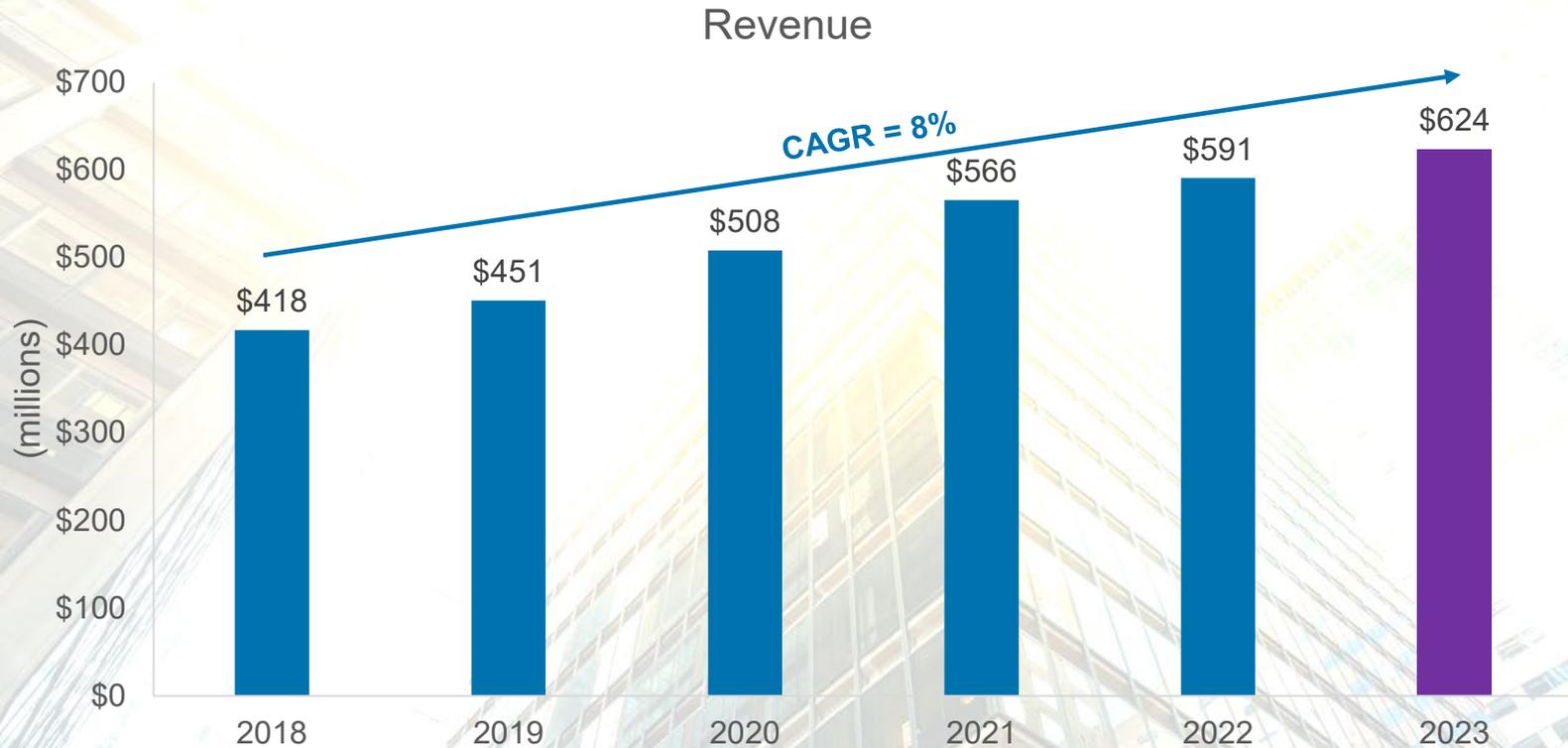


Value-based decision makers with disciplined capital allocation strategy



Our objective is to maximize CRA's long-term value per share

Consistently Strong Performance Reflects the Quality of Portfolio and the Breadth of Contributors



Against challenging comparisons, CRA has achieved record-breaking revenue in each of the past six fiscal years

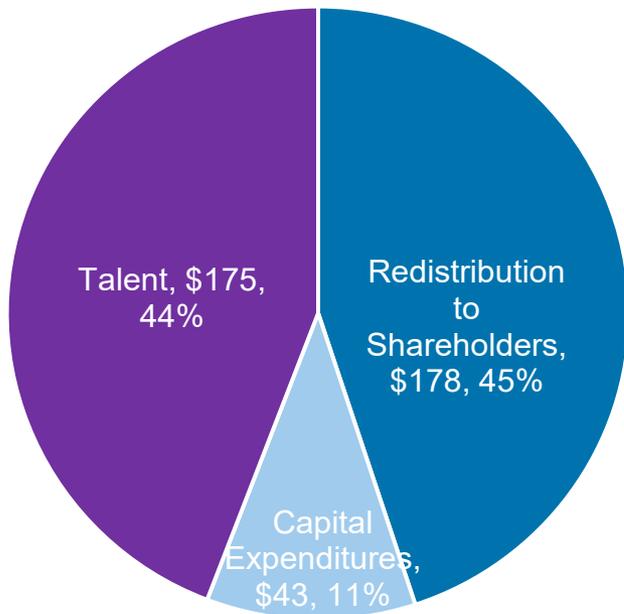
Healthy EBITDA Margin Despite Inclusion of Non-Cash Amortization of Forgivable Loans

(\$ in millions)	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>	<u>2023</u>
Revenue	\$418	\$451	\$508	\$566	\$591	\$624
EBITDA*	\$41	\$45	\$51	\$69	\$71	\$68
% of Revenue	9.7%	10.1%	10.0%	12.2%	12.0%	10.9%
Non-Cash Amortization of Forgivable Loans	\$24	\$27	\$31	\$33	\$35	\$37
% of Revenue	5.7%	5.9%	6.1%	5.8%	5.9%	6.0%

*Presented on a non-GAAP basis. A reconciliation to the comparable GAAP financial measures appears at the end of this presentation.

Capital Allocation Philosophy: Uses of Capital

Uses of Capital (FY2019-23)



Note: Dollar figures in millions

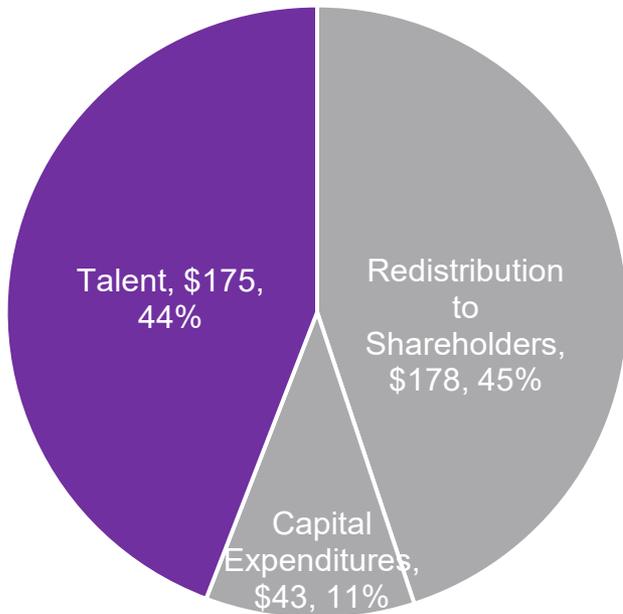
Given the strength of our business, all of our investments have been funded from operations

We always seek to deliver returns well above our cost of capital

Looking forward, we aim to return half of our adjusted net cash flows from operations to shareholders

Capital Allocation Philosophy: Talent Strategy

Uses of Capital (FY2019-23)



Note: Dollar figures in millions

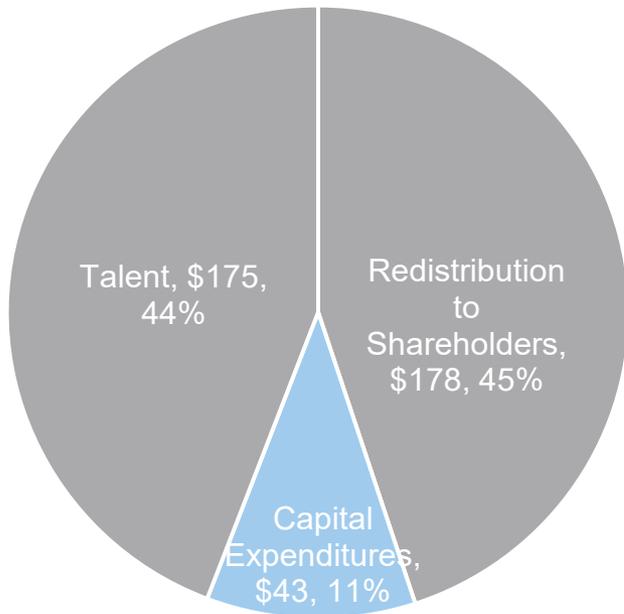
We use capital to drive growth, both in support of organic initiatives and inorganic pursuits; over this period, revenue has increased by nearly 50%, or more than \$200 million

Historically, our revenue growth has been balanced between organic and inorganic opportunities; our goal is to have a growth engine tilted toward organic initiatives and supplemented by inorganic pursuits

Our talent investments will be focused on service offerings within our existing lines of business and related adjacencies

Capital Allocation Philosophy: Capital Expenditures

Uses of Capital (FY2019-23)



Note: Dollar figures in millions

Outlays associated with lease expirations and office expansions to accommodate growth accounted for \$28 million of total capital expenditures

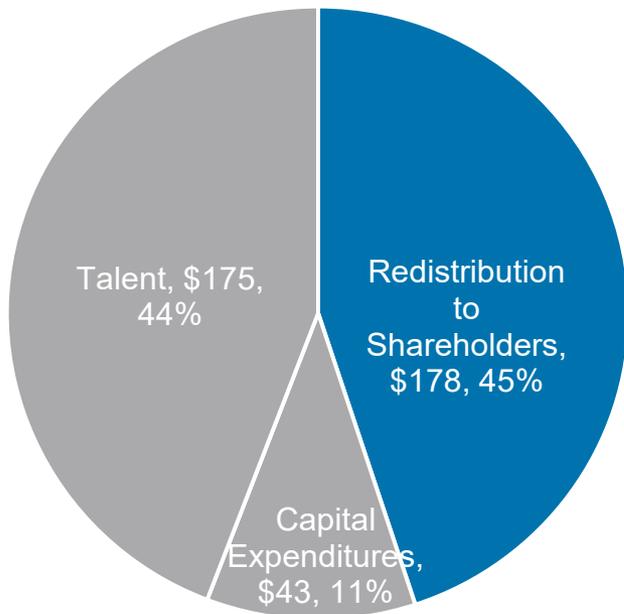
Our investments in office buildouts have focused on efficient space planning, reducing our footprint per employee while at the same time offering an attractive destination for top talent

Occupancy of approximately 80% across our offices provides for future expansion without the need for significant capital outlays

Our non-real estate capital expenditures are typically modest, averaging approximately \$3 million per year

Capital Allocation Philosophy: Redistribution to Shareholders

Uses of Capital (FY2019-23)



Note: Dollar figures in millions

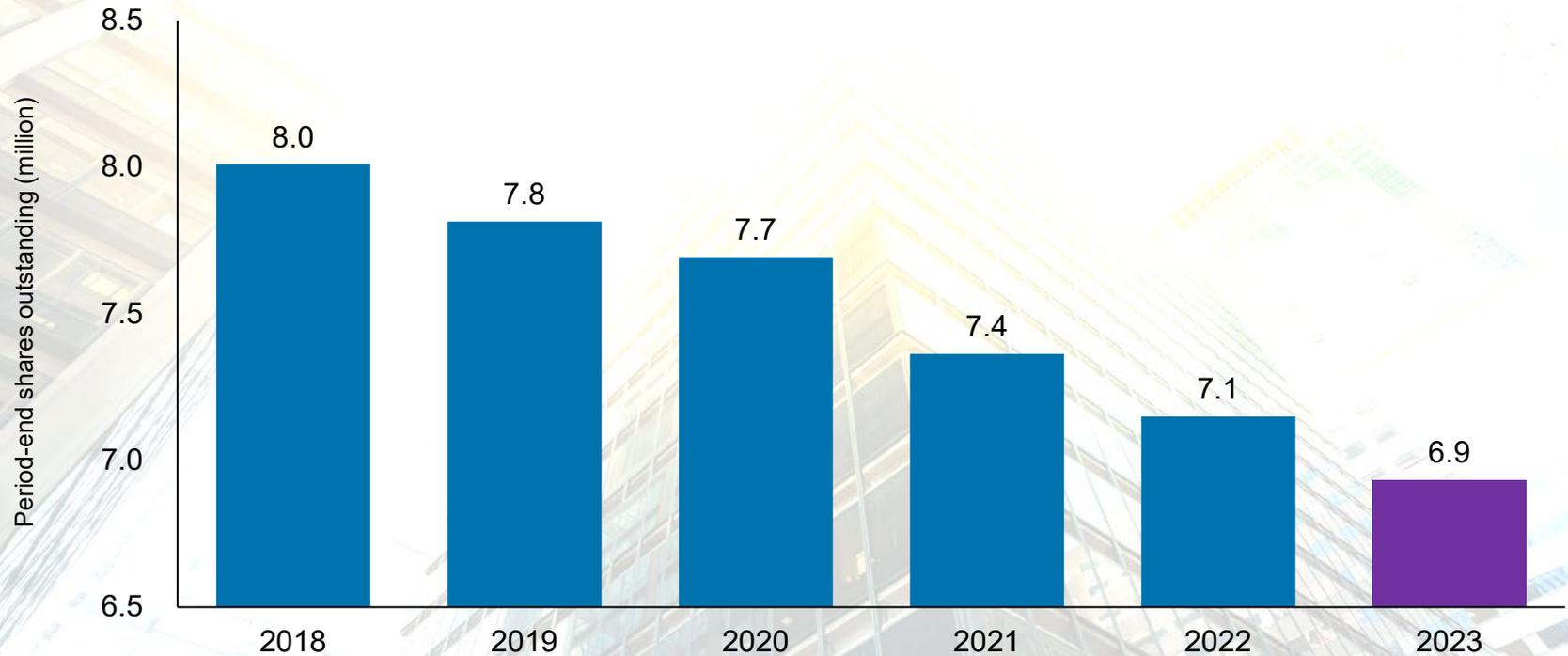
Redistributions to shareholders have consisted of \$135 million of share repurchases and \$43 million of dividend payments

CRA has repurchased 1.9 million shares at an average cost of \$70 per share during 2019-2023, reducing net shares outstanding by 13%

We initiated a quarterly dividend of \$0.14 per share in Q4 of 2016, with subsequent increases in each year 2017-2023, resulting in a current quarterly dividend of \$0.42 per share

During 2019-2023, stock repurchases and dividend payments have combined to deliver an average shareholder yield of approximately 7% relative to our average market capitalization

Shareholder Distributions Significantly Reduced Shares Outstanding, Magnifying Per Share Value Gains



Over the past decade, shares outstanding have shrunk by more than 30%

Expectations for the Future



For FY2024, we have provided the following annual financial guidance on a constant currency basis

Revenue range of
\$645 – \$675 million*

Non-GAAP EBITDA margin range
of 10.8% – 11.5%*



Over the next several years and consistent with past performance, we intend to continue targeting the following metrics

Average annual revenue growth
in the mid-single digits driven
primarily from organic pursuits

Utilization in the mid-70s

Return approximately 50% of
adjusted cash flows from
operations to shareholders

*FY2024 guidance as of February 29, 2024. Guidance is presented on a constant currency basis relative to fiscal 2023. Constant currency measures are determined by recalculating the current fiscal period local currency financial measure using the specified corresponding prior fiscal period's foreign exchange rates.

Evergreen End Markets and Primary Demand Drivers



Legal Spend



Mergers & Acquisitions



Regulatory & Public Policy



Strategy & Operations Consulting

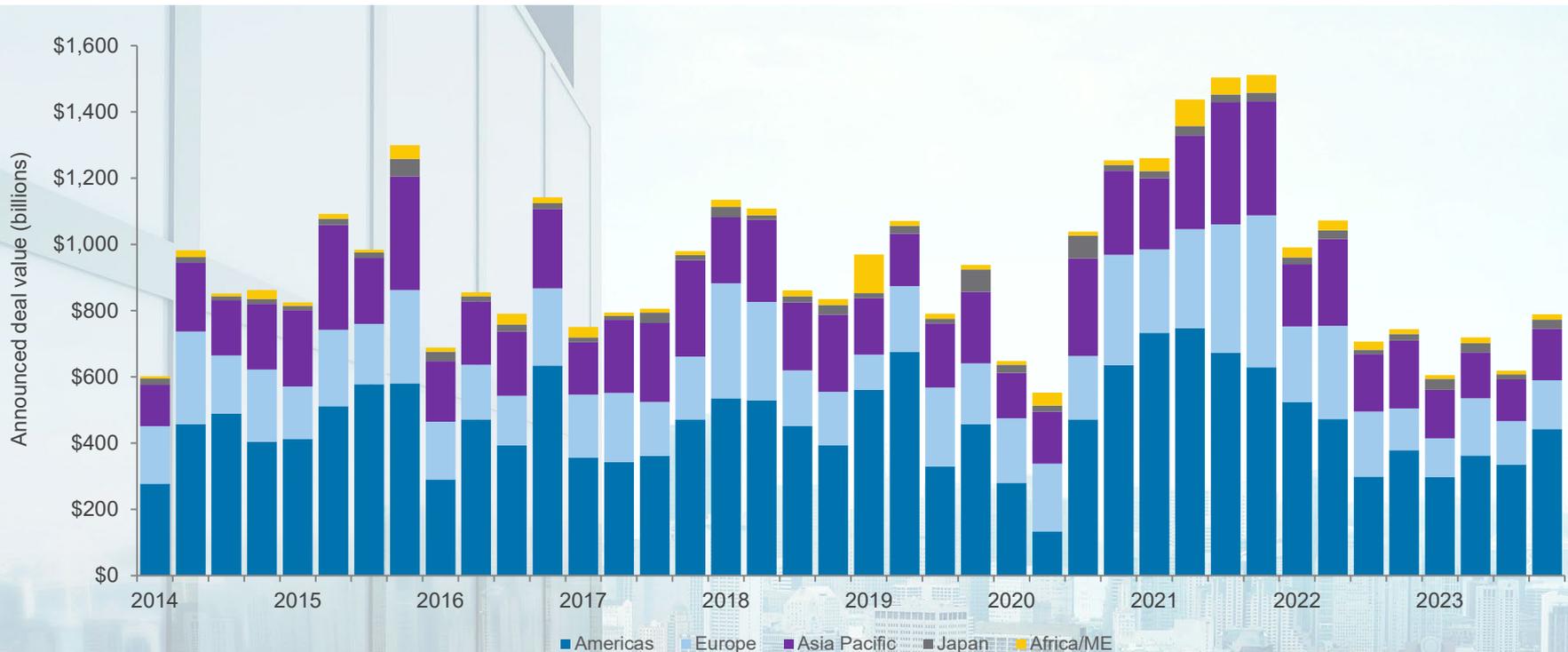
Strong Performance in Legal & Regulatory Services Despite Modest Growth in Legal Spending



Source: BTI 21st Annual Survey of Top Legal Decision Makers, February 2024

CRA's litigation growth has come from taking market share and successfully targeting faster growing segments

Our Business Has Performed Well Through Fluctuations in Global M&A Activity



Source: Refinitiv Deals Intelligence and Breakingviews, February 2024

Both lines of business benefit from M&A activity as it causes companies to face the realities of a changing competitive landscape

Growing Complexity in Regulatory Markets Benefit Our Legal & Regulatory and Management Consulting Businesses



“After decades of lax antitrust enforcement and competition policy, there’s renewed bipartisan interest to once again use these tools to create opportunities for entrepreneurs and unleash the U.S. economy’s full potential.”

Lina M. Khan, Chair, Federal Trade Commission
Remarks at the Stanford Institute for Economic Policy Research, 2 November 2023



“Furthermore, other rule proposals, such as the four separate proposals regarding equity market structure and the various proposals affecting the Treasury markets, will also affect asset managers. Compliance professionals will be on the front lines of implementing all of these changes. Given how business models and operating structures vary, there is no one-size-fits-all approach to complying with these regulatory developments. Each firm will need to expend valuable resources to analyze a new rule and implement its approach accordingly.”

Mark T. Uyeda, Commissioner, U.S. Securities and Exchange Commission
Remarks at the National Society of Compliance Professionals National Conference, 16 October 2023

CRA’s clients benefit from our ability to keep pace with the evolving focus of legal and regulatory proceedings around the world

Consulting services remain in demand during both positive and challenging economic environments



Key Trends in Management Consulting

Disruptive technology spurs demand from healthcare, life sciences, media, telecommunications and financial services companies

Technology offers cost savings and widened markets but increased competition for labor and clients

Profit is expected to hold steady as wage increases level off

Slow growth in the number of establishments leads to increased concentration

Given recent trends, we are maintaining our sector focus and increasing our analytical capabilities to position CRA for future growth

Representative Client Matters



Legal & Regulatory Consulting



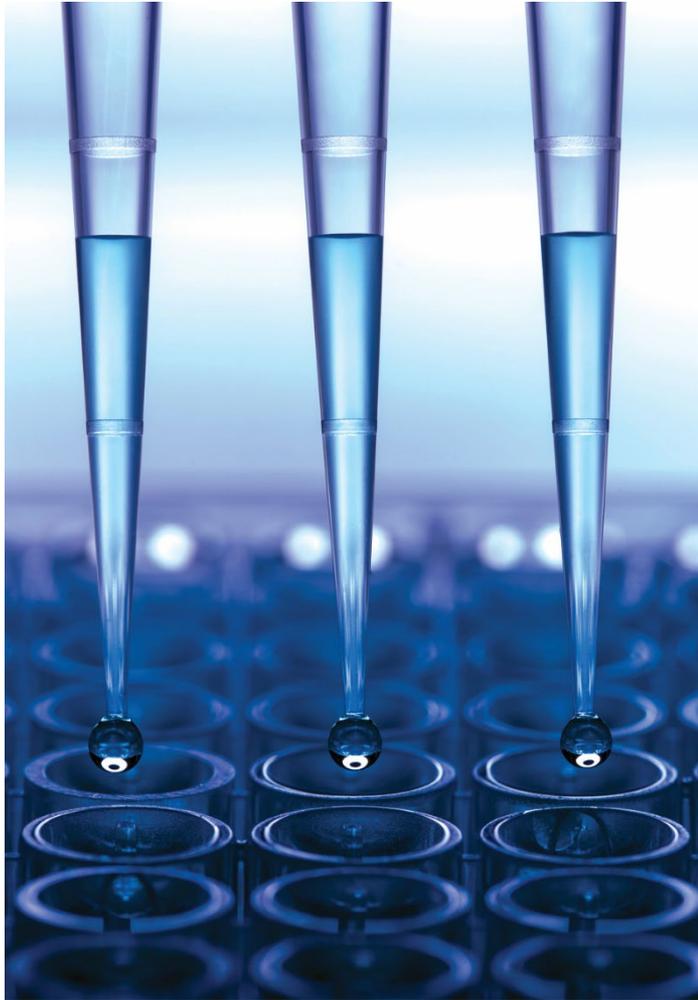
On behalf of Microsoft's and Activision Blizzard's recently completed merger, a CRA expert provided testimony and economic analysis to address concerns raised by the Federal Trade Commission (FTC) regarding vertical foreclosure and the potential impact on competition across multiple relevant product markets. Citing testimony from CRA's expert numerous times, the U.S. District Court denied the FTC's motion for a preliminary injunction, ruling in favor of Microsoft and Activision Blizzard.

Legal & Regulatory Consulting



A global technology corporation experienced a large-scale business email compromise event that impacted global operations in 27 countries. In response, CRA worked closely with US and UK counsel to organize, collect and preserved the individuals' data by jurisdiction. For each country's dataset, CRA leveraged language detection and machine translation solutions in conjunction with pattern searching and search term analysis to assist the client in notifying both impacted individuals and data protection authorities.

Legal & Regulatory Consulting



CRA economists assisted Roche and its counsel Dechert overturn a €444 million fine levied against Novartis, Roche and Genentech by the French Competition Authority. The CRA team conducted empirical analyses of the off-label use of Avastin in ophthalmology. They also analyzed the definition of the relevant market and Roche and Novartis' alleged collective dominance.

Legal & Regulatory Consulting



A CRA expert was retained by the US Securities and Exchange Commission to testify in a matter involving two private equity managers accused of inflating the value of certain investments and misleading investors. The CRA expert's assessment of the fair market value on various dates demonstrated that the actual fund value was less than the value reported by the fund managers, leading a jury to find the managers liable for securities fraud.

Legal & Regulatory Consulting



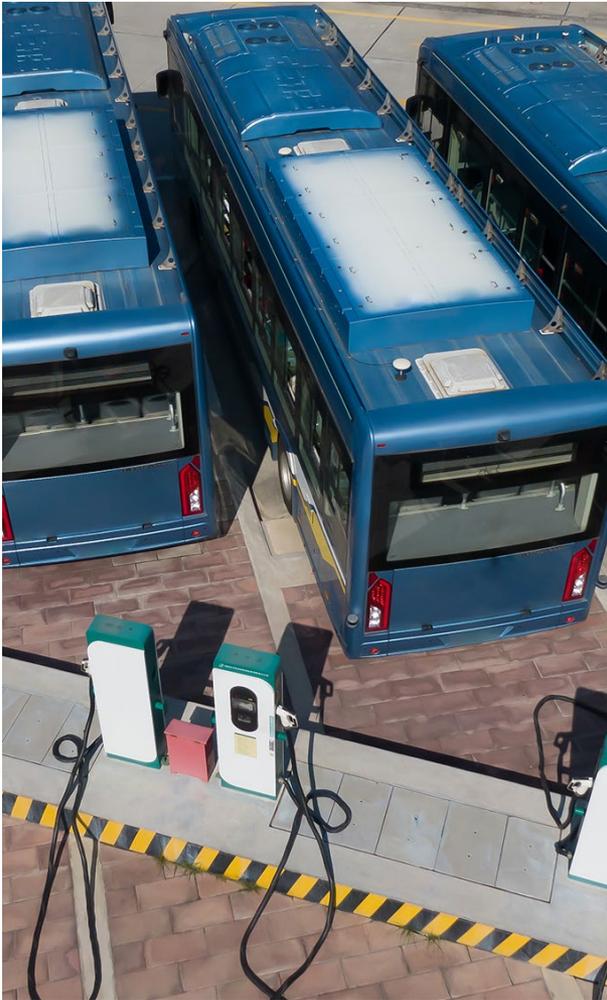
CRA consultants led a complex internal investigation for a global airline logistics and cargo company in support of an inquiry into conflicts of interest and improper payments to company management by the company's customers and vendors. The team collected and analyzed over 10 years of accounting and financial data to quantify amounts misappropriated by management and conducted detailed transaction testing to identify additional improper activity.

Management Consulting



CRA advised a large international pharmaceutical company regarding the pricing and access strategy of its gene therapy portfolio that addresses rare disease indications. Using primary research, secondary research and analogue analysis, CRA delivered recommendations on optimization and risk mitigation for gene therapy pricing strategy implementation and the likely impact of the changing policy environment and competitive landscape in key markets.

Management Consulting



A global equity investor retained CRA to conduct due diligence of a North American bus transportation company. The CRA team developed fleet electrification options and sustainability upsides that produced a significantly higher internal rate of return for the transaction, resulting in CRA's client eventually winning the bid for the asset.

Management Consulting



When Fonterra Co-operative Group, the world's leading dairy exporter, wanted to enhance price transparency, price risk management, and forward price information, they turned to CRA. We pioneered an Internet-based trading platform for commodity dairy products, and we independently manage the trading events. Cumulative sales of dairy products traded on this platform—now with multiple sellers and buyers—have surpassed US\$35 billion.

Appendix

Supplemental Financial Disclosures

CRA Charles River
Associates

Reconciliation of Non-GAAP Financial Measures

	Fiscal Years						Q4	
	2018	2019	2020	2021	2022	2023	2023	2022
(\$ in millions, except per share data)								
Revenues	\$ 417.6	\$ 451.4	\$ 508.4	\$ 565.9	\$ 590.9	\$ 624.0	\$ 161.6	\$ 145.0
Income from operations	28.9	29.3	34.8	55.7	58.7	57.5	17.1	13.3
Operating margin (%)	6.9 %	6.5 %	6.8 %	9.8 %	9.9 %	9.2 %	10.6 %	9.2 %
Net income	\$ 22.5	\$ 20.7	\$ 24.5	\$ 41.7	\$ 43.6	\$ 38.5	\$ 11.5	\$ 8.7
Net income margin (%)	5.4 %	4.6 %	4.8 %	7.4 %	7.4 %	6.2 %	7.1 %	6.0 %
Weighted average shares outstanding (diluted) in millions	8.6	8.2	7.9	7.6	7.4	7.1	7.1	7.3
Diluted earnings per share	\$ 2.61	\$ 2.53	\$ 3.07	\$ 5.45	\$ 5.91	\$ 5.39	\$ 1.62	\$ 1.19
Reconciliation of GAAP net income to non-GAAP net income:								
GAAP net income	\$ 22.5	\$ 20.7	\$ 24.5	\$ 41.7	\$ 43.6	\$ 38.5	\$ 11.5	\$ 8.7
Other	1.4	5.4	3.0	0.4	0.3	(0.8)	(0.9)	0.1
Foreign currency (gains) losses, net	(0.4)	1.3	-	0.5	(1.9)	1.4	0.9	1.7
Tax effect of non-GAAP adjustments	(0.1)	(1.7)	(0.8)	(0.2)	0.3	(0.1)	-	(0.4)
Non-GAAP adjustments, net of tax	0.9	5.0	2.2	0.7	(1.3)	0.5	-	1.4
Non-GAAP net income	\$ 23.4	\$ 25.7	\$ 26.7	\$ 42.4	\$ 42.3	\$ 39.0	\$ 11.5	\$ 10.1
Non-GAAP net income margin (%)	5.6 %	5.7 %	5.2 %	7.5 %	7.2 %	6.2 %	7.1 %	6.9 %
Non-GAAP net income per diluted share outstanding	\$ 2.72	\$ 3.14	\$ 3.35	\$ 5.54	\$ 5.74	\$ 5.46	\$ 1.63	\$ 1.37

Note:

Adjustments referred to as "Other" include goodwill and intangible impairment charges, valuation changes in contingent consideration liabilities associated with prior acquisitions, consideration paid in connection with the IQVIA transaction, activity from GNU123 Liquidating Corporation, acquisition-related costs, lease recapture, and estimated impact of The Tax Cuts and Jobs Act.

Reconciliation of Non-GAAP Financial Measures (cont.)

	Fiscal Years						Q4	
	2018	2019	2020	2021	2022	2023	2023	2022
(\$ in millions)								
Reconciliation of GAAP net income to non-GAAP EBITDA:								
Net Income	\$ 22.5	\$ 20.7	\$ 24.5	\$ 41.7	\$ 43.6	\$ 38.5	\$ 11.5	\$ 8.7
Adjustments needed to reconcile GAAP net income to non-GAAP net income:	0.9	5.0	2.2	0.7	(1.3)	0.5	—	1.4
Non-GAAP net income	\$ 23.4	\$ 25.7	\$ 26.7	\$ 42.4	\$ 42.3	\$ 39.0	\$ 11.5	\$ 10.1
Interest expense (income), net	0.6	1.3	1.2	1.0	1.8	3.8	0.6	0.5
Provision (benefit) for income taxes	6.6	7.8	10.0	12.8	14.9	13.9	4.1	2.8
Depreciation and amortization	10.0	10.6	12.8	12.8	12.0	11.6	2.8	2.9
Non-GAAP EBITDA	\$ 40.6	\$ 45.4	\$ 50.7	\$ 68.9	\$ 71.0	\$ 68.3	\$ 19.0	\$ 16.3
Non-GAAP EBITDA margin	9.7 %	10.1 %	10.0 %	12.2 %	12.0 %	10.9 %	11.8 %	11.2 %

	GAAP	Non-GAAP	Difference due to Other
Revenue growth (Fiscal Years 2019-2023)	49 %	49 %	— %
Earnings per diluted share (EPS) growth (Fiscal Years 2019-2023)	107 %	101 %	(6)%
Revenue growth (Fiscal Year 2023)	6 %	6 %	— %
Earnings per diluted share (EPS) growth (Fiscal Year 2023)	(9)%	(5)%	4 %
Revenue growth (Q4 2023)	11 %	11 %	— %
Earnings per diluted share (EPS) growth (Q4 2023)	36 %	19 %	(17)%

Investor Relations



Charles River Associates

200 Clarendon Street
Boston, MA 02116
investor@crai.com

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