



MARINE | CONCRETE | ENGINEERING & CONSULTING

Investor Presentation

July 2026



DISCLAIMER



This presentation contains, and the officers and directors of the Company may from time to time make, statements that are considered forward looking statements within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond our control, which may include statements about: our business strategy; our financial strategy; our industry outlook; and our expected margin growth; our pipeline of opportunity; the expected benefits, results, growth and integration of our acquisition of J.E. McAmis; and our plans, objectives, expectations, forecasts, outlook and intentions. All of these types of statements, other than statements of historical fact included in this presentation, are forward-looking statements. In some cases, forward-looking statements can be identified by terminology such as “may,” “will,” “could,” “should,” “expect,” “plan,” “project,” “intend,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “pursue,” “target,” “continue,” the negative of such terms or other comparable terminology. The forward-looking statements contained in this presentation are largely based on our expectations, which reflect estimates and assumptions made by our management. These estimates and assumptions reflect our best judgment based on currently known market conditions and other factors. Although we believe such estimates and assumptions to be reasonable, they are inherently uncertain and involve a number of risks and uncertainties that are beyond our control. In addition, management’s assumptions about future events may prove to be inaccurate. Management cautions all readers that the forward-looking statements contained in this presentation are not guarantees of future performance, and we cannot assure any reader that such statements will be realized or the forward-looking events and circumstances will occur. Actual results may differ materially from those anticipated or implied in the forward-looking statements due to factors listed in the “Risk Factors” section in our filings with the U.S. Securities and Exchange Commission and elsewhere in those filings. Additional factors or risks that we currently deem immaterial, that are not presently known to us or that arise in the future could also cause our actual results to differ materially from our expected results. Given these uncertainties, investors are cautioned that many of the assumptions upon which our forward-looking statements are based are likely to change after the date the forward-looking statements are made. The forward-looking statements speak only as of the date made, and we undertake no obligation to publicly update or revise any forward-looking statements for any reason, whether as a result of new information, future events or developments, changed circumstances, or otherwise, notwithstanding any changes in our assumptions, changes in business plans, actual experience or other changes. These cautionary statements qualify all forward-looking statements attributable to us or persons acting on our behalf. This presentation may contain the financial measures: adjusted net income, EBITDA, adjusted EBITDA, and adjusted EPS, which are not calculated in accordance with U.S. GAAP. If presented, a reconciliation of the non-GAAP financial measures to the most directly comparable GAAP financial measure will be provided in the Appendix to this presentation.

/// AT A GLANCE

Orion is a leading specialty construction company focused on mission-critical projects on, over, and under the water

SERVICES

Marine

Comprehensive engineering, construction, jetty & breakwater construction, dredging and specialty services

Concrete

Construction services for commercial, structural, high-rise residential and industrial

SAFETY RECORD AND RECOGNITIONS

World-class safety record

2025 Lost Time Incident Rate (LTIR): **0.13** vs. industry average of **2.3**

Recognitions

- #2 in Marine Ports (*ENR*) - 2025
- #15 in Concrete (*ENR*) - 2025
- NASA Causeway: 2025 *ENR* Best Project in the Southeast
- CEO Travis Boone named EY Entrepreneur Of The Year® 2025 Finalist

KEY STATISTICS

\$900M - \$950M

2026 Revenue Guidance

\$50M - \$54M

2026 Adj. EBITDA Guidance

\$852M

2025 Revenue

\$45M

2025 Adj. EBITDA

\$722M

June 2026 Backlog

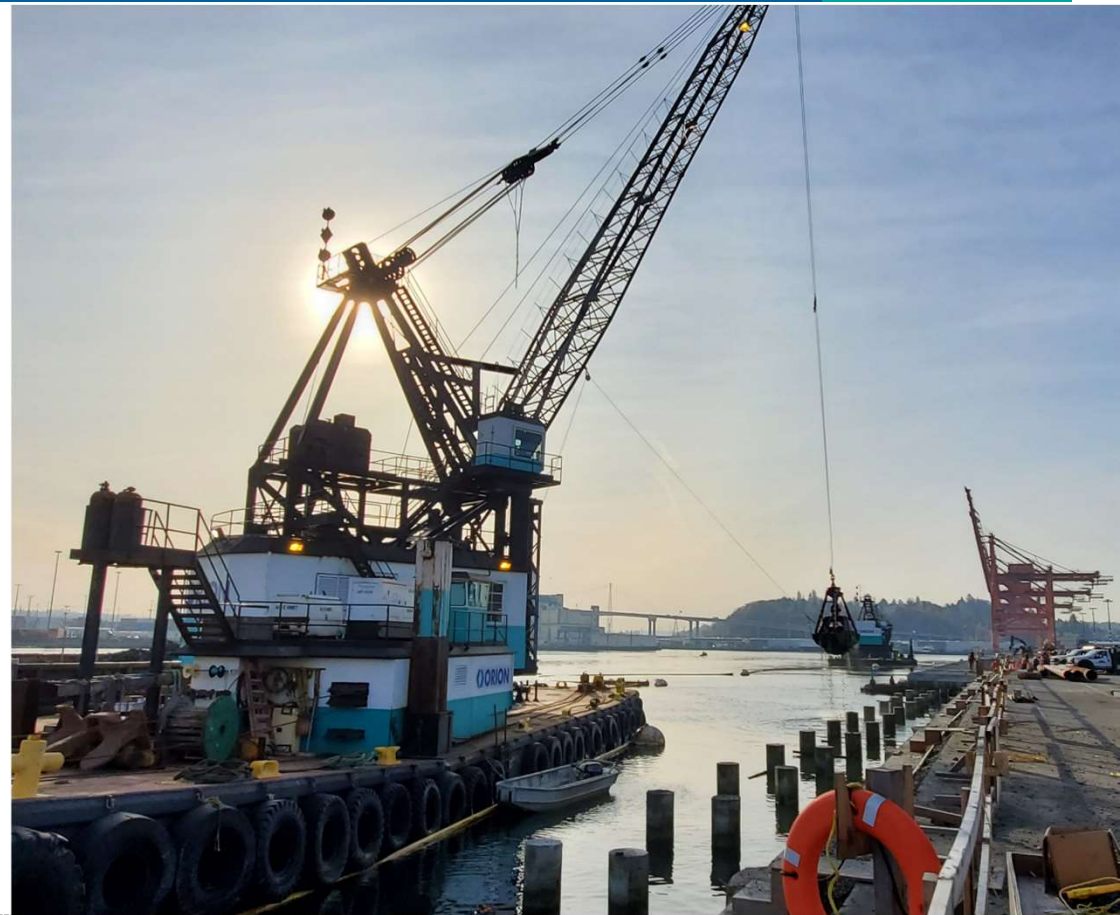
~2,000

Employees



ORION INVESTMENT APPEALS

- 1 Mission critical specialty construction provider with sustainable competitive advantages
- 2 Poised to benefit from multiple powerful demand drivers and a robust, growing \$27B pipeline
- 3 Clear, disciplined strategy built on strengthened foundation to drive increased value creation
- 4 Strong balance sheet that provides flexibility for strategic investment
- 5 Experienced management team focused on strategy, execution and growth



MISSION-CRITICAL SPECIALTY CONSTRUCTION PROVIDER WITH COMPETITIVE ADVANTAGES



High Barriers to Entry

- Jones Act prohibits foreign competition in the U.S. marine market
- Marine specialty equipment is unique and requires significant upfront investment to enter the market
- Orion owns 1000+ pieces of specialty equipment with a replacement value of \$600M
- Legacy of high customer satisfaction on complex concrete projects
- Long-standing, deep customer relationships



Why We Win

- Over 100 years of marine and civil engineering experience
- Over 40 years of concrete construction expertise for a variety of industries
- World-class safety record
- Excellent reputation for delivering on time, on budget, with quality
- Creative problem solver leveraging engineering group to deliver custom solutions
- High-caliber leadership team and skilled workforce driving disciplined execution and growth



POSITIONED TO BENEFIT FROM DURABLE, LONG-TERM INFRASTRUCTURE INVESTMENT TRENDS

Long-term demand. Proven capabilities. Sustainable growth.



Industry Demand

- Port and transportation infrastructure modernization
- Defense readiness and national security
- AI and cloud infrastructure investment
- Supply chain resiliency and manufacturing reshoring
- Coastal resilience & water infrastructure



Opportunity Expansion

- Ability to pursue larger, more complex projects
- Expanded site civil earthwork capabilities
- Deep relationships with strategic customers
- J.E. McAmis add additional marine construction capabilities and West Coast presence



Investor Value

- Access to larger, more complex, high value projects
- High barriers to entry support competitive positioning
- Greater visibility through durable backlog
- Opportunities for margin expansion
- Sustainable shareholder value creation

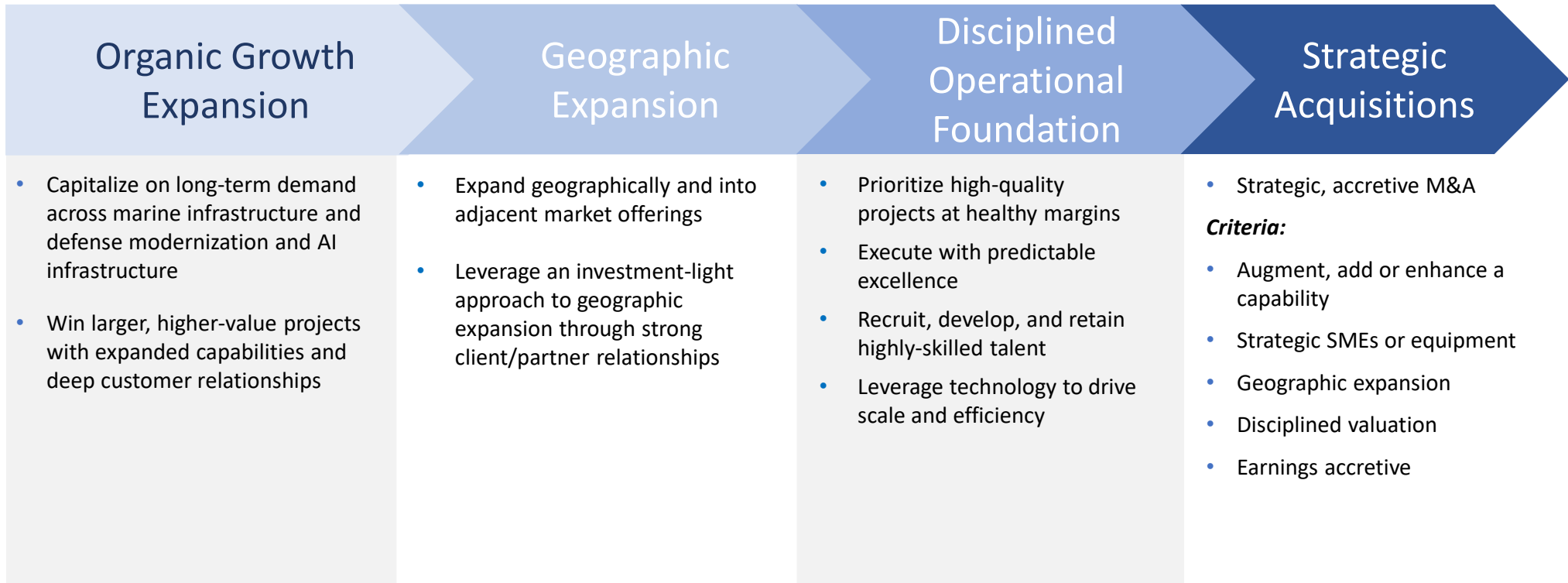
MASSIVE U.S. NAVY OPPORTUNITY IN THE PACIFIC

- U.S. Navy is procuring Multiple Award Construction Contracts for many billions in infrastructure projects throughout the Pacific
- Scope includes new facilities, repair/renovation and upgrades to existing facilities, including wharves/piers, dredging, aprons, and more
- Orion (with our partners) was selected on several MACC¹ contracts, allowing ORN to compete on future task orders, limiting competition landscape



Orion anticipates U.S. Navy funding for Pacific Deterrence and shipyard renovations to accelerate and continue for several years

CLEAR, DISCIPLINED STRATEGY BUILT ON A STRENGTHENED FOUNDATION TO DRIVE GROWTH



OPTIMIZING CAPITAL DEPLOYMENT FOR FUTURE GROWTH AND SHAREHOLDER VALUE

Capital Deployment Priorities

- 1 Deploy capital to drive profitable organic growth
- 2 Maintain leverage ratio <2.5x
- 3 Capitalize on strategic opportunities
- 4 Structure and execute to maximize long-term shareholder value

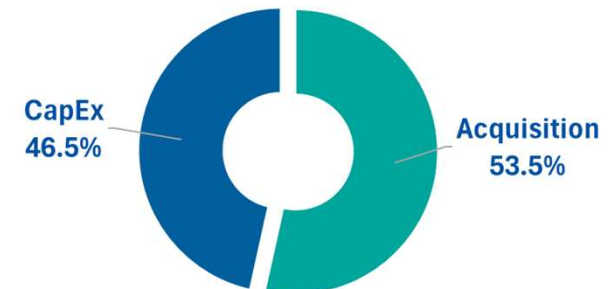
2.3x

Net Leverage as of
June 30, 2026^(a)

Dec 2030

Senior Credit Facility
Maturity

LTM Capital Deployment



a) Net Leverage Ratio calculated as Total Debt less Cash, divided by TTM Adjusted EBITDA



Acquisition of J.E. MCAMIS, Strengthening Marine Capabilities

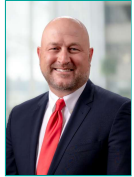
Heavy Civil | Jetty & Breakwater | Marine | Environmental

- 50 years of experience delivering Federal heavy civil construction-- recognized as jetty construction experts and “go-to” provider in harsh environments
- Extends and strengthens geographic footprint in Washington, Oregon, Canada, Florida, Alaska, and Hawaii
- Augments Orion’s equipment fleet with strategic, high-value marine assets, including multiple Jones Act Vessels
- High cultural and values alignment
- Consideration paid of \$60M, plus additional contingent consideration; expected to be accretive to adj. EBITDA and margin
- Closed February 3, 2026



EXPERIENCED MANAGEMENT TEAM

FOCUSED ON GROWTH AND FINANCIAL PERFORMANCE



Travis Boone, PE

Chief Executive Officer

30

Years of Experience

- Transformational leader with significant leadership and management experience across the civil, utility / pipeline and commercial building engineering and construction industries
- Prior to joining Orion, served as Regional Chief Executive of AECOM (NYSE:ACM)



Alison Vasquez

Chief Financial Officer

25

Years of Experience

- Multi-disciplinary finance leader across accounting, tax, FP&A, treasury, financial systems, investor relations, and government compliance.
- Further experience in mergers, acquisitions and financial transactions
- Former CAO of KBR, Inc. (NYSE:KBR) and previously held leadership positions within KBR finance organization



Chip Earle

General Counsel

25

Years of Experience

- Experience spans global legal, compliance, risk management and oversight across multiple industries
- Further experience in corporate and securities law, M&A, corporate governance, legal operations, compliance and contract management
- Previous roles have included GC of Newpark Resources and Bristow Group and executive leadership at Transocean



Alan Eckman

*Senior Vice President,
Strategy & Growth*

25

Years of Experience

- Senior Vice President of Strategy & Growth since July 2023
- Experience spans project development, business development leadership, organizational efficiency and innovative & alternative delivery
- Prior to joining Orion, held leadership positions at AECOM, most notably as VP of Business Development for ten years



Scott Cromack

*Executive Vice President,
Marine*

30

Years of Experience

- Most recently SVP at Texas Sterling Construction
- Executive-level experience in restructuring, negotiation and resolution as well as division level management with profit and loss responsibilities
- Previously held construction and project management positions at companies including Kiewit, Zachry Construction



Ardell Allred

*Executive Vice President,
Concrete*

30

Years of Experience

- SVP of Operations since 2019
- Prior experience in implementing cost savings strategies and project forecasting / controls improvements
- Has held multiple construction, project management positions with companies including Kiewit and Zachry Construction

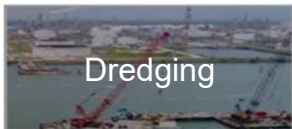
MISSION-CRITICAL MARINE INFRASTRUCTURE PLATFORM ALIGNED WITH LONG-TERM DEFENSE AND PORT INVESTMENT

Construction solutions spanning port expansion & maintenance, jetty & breakwater, bridge, causeway and marine infrastructure construction services to customers across diversified end markets in the U.S., Pacific Islands, Western Canada, and Caribbean



Construction

General construction, restoration, maintenance & repair of ports and docks, jetty & breakwater, marine pipelines, marine transportation facilities, bridges and environmental structures



Dredging

Removal of soil, sand and rock from waterways to enhance and preserve navigability

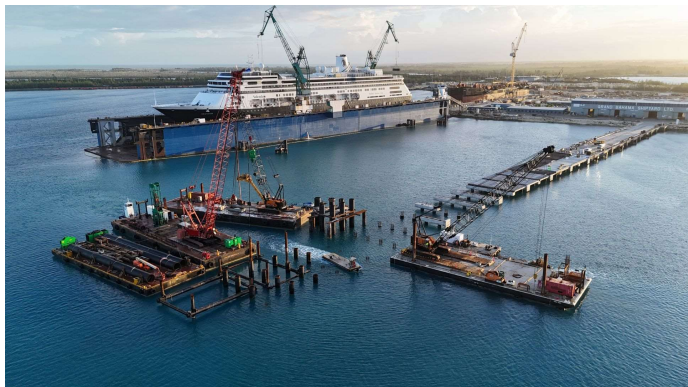


Specialty

Design, salvage, demolition, towing and diving as well as underwater inspection, excavation, repair and engineering



\$460M U.S. Navy contract to build submarine dry dock at Pearl Harbor



\$120M Grand Bahama Shipyard contract: building the first floating dry docks in Atlantic to lift the largest cruise ships in the world

2025 Results

\$545M

2025 Revenue

\$80M

2025 Adj. EBITDA

14.7%

2025 Adj. EBITDA Margin

DIVERSIFIED CONCRETE CAPABILITIES ALIGNED WITH DATA CENTER, INDUSTRIAL AND COMMERCIAL GROWTH

Turnkey concrete construction services including place and finish, site work, layout, forming and rebar for clients across manufacturing, data center, institutional, industrial, commercial construction, and multi-family construction end markets with hubs in Texas, Florida, and Arizona



Commercial

Data centers, office buildings and complexes, tilt wall warehouses, airport facilities, medical facilities, retail sites, cold storage, and education facilities



Structural

High-rise buildings, complexes, and stadiums



Industrial

Wastewater treatment, tank foundations, site work, and terminals and manufacturing sites



50+
Data centers
and campuses



High Rise
Buildings

2025 Results

\$307_M

2025 Revenue

\$12_M

2025 Adj. EBITDA

3.9%

2025 Adj. EBITDA
Margin

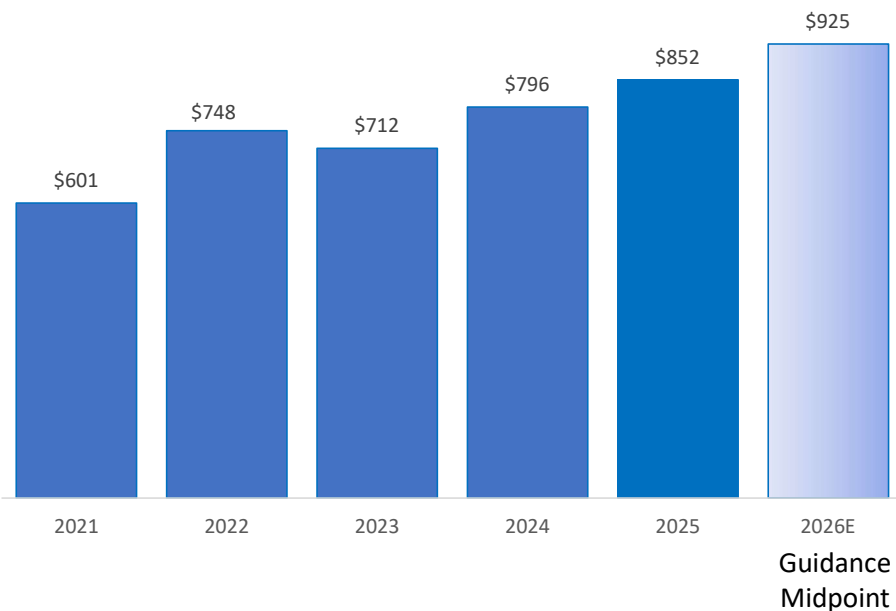
FINANCIAL PERFORMANCE



HISTORICAL ANNUAL FINANCIAL SUMMARY

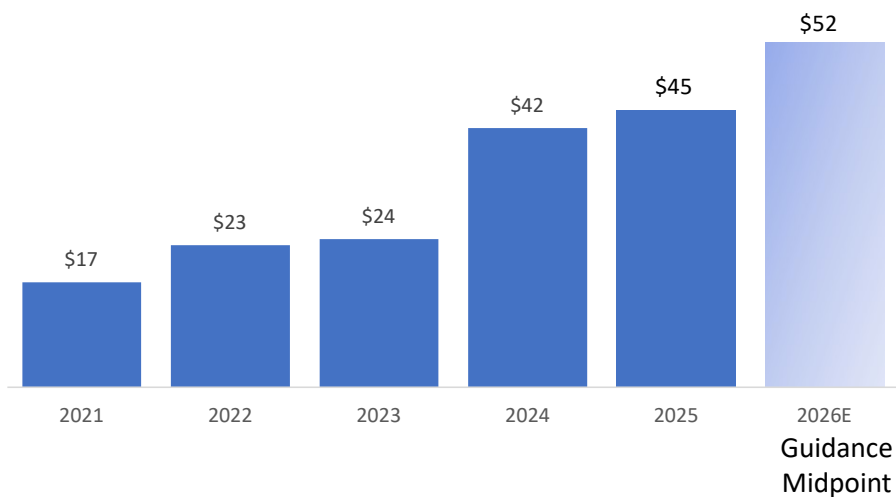
(\$ in millions)

Revenue



- 2026 Revenue guidance midpoint signals expected growth
- 2026 Revenue guidance represents 54% growth since 2021
- 9% CAGR from 2021-2026

Adjusted EBITDA

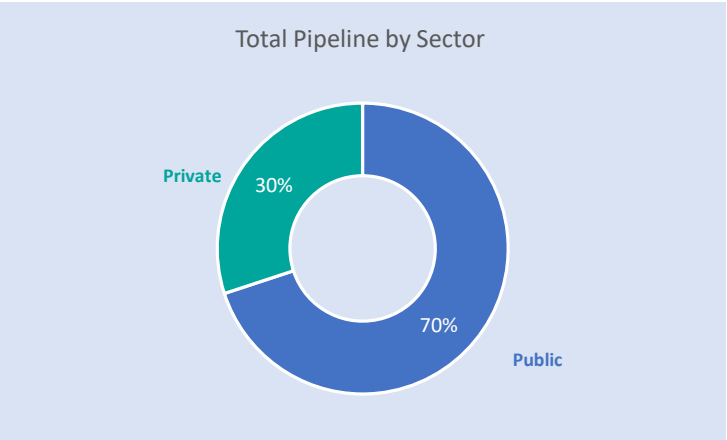
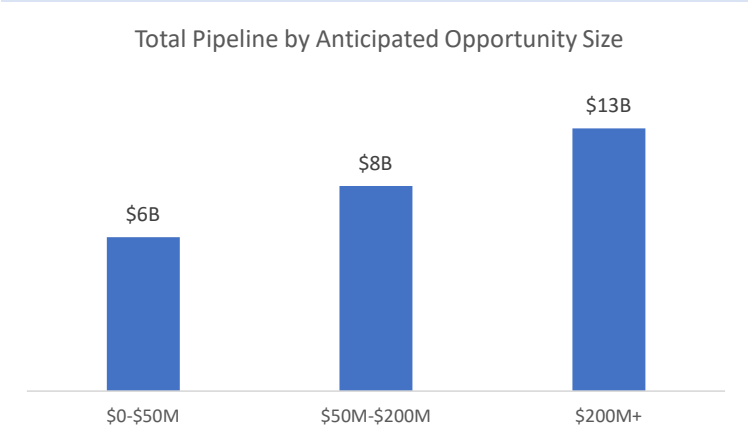
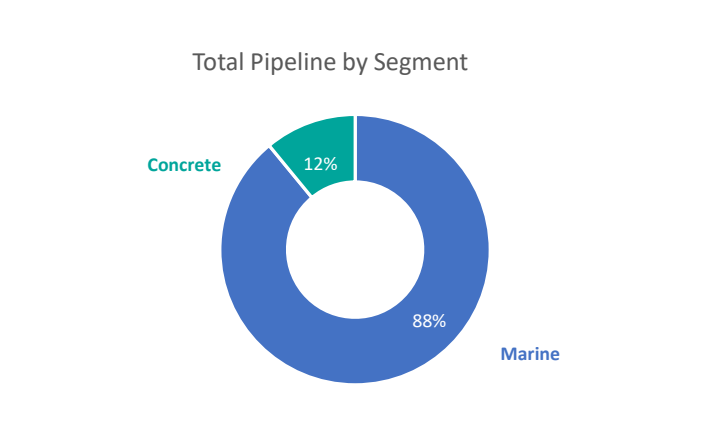
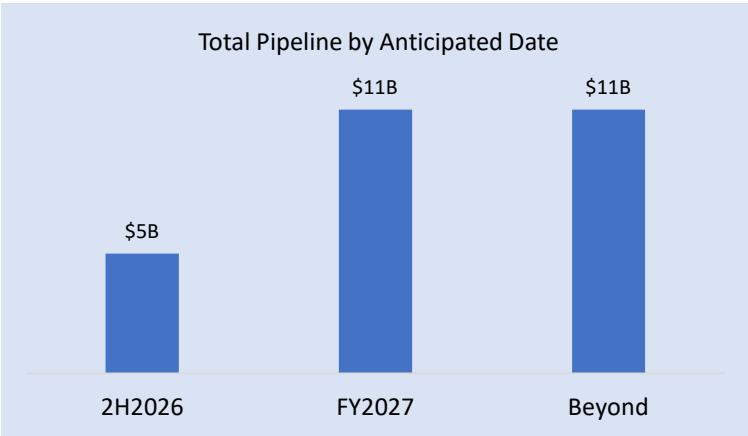


- 2026 Adjusted EBITDA guidance more than triples from 2021
- Adjusted EBITDA guidance represents 25% CAGR from 2021-2026

SECOND QUARTER 2026 RESULTS

	Q2 2026	Q2 2025
Revenue	\$222M	\$205M
GAAP Net (Loss) Income per share	(\$0.10)	\$0.02
Adjusted EBITDA	\$8M	\$11M
Adjusted EPS	\$0.02	\$0.07
Adjusted EBITDA Margin	3.5%	5.3%

RECORD \$27B OPPORTUNITY PIPELINE TO SUPPORT FUTURE GROWTH



FISCAL YEAR 2026 GUIDANCE (AS OF JULY 28, 2026)

	FY2026 Guidance	Annual Growth at Midpoint
Revenue	\$900 to \$950	9%
Adjusted EBITDA	\$50 to \$54	15%
Adjusted EPS	\$0.23 to \$0.30	6%
Capex	\$25 to \$35	—

Table in millions, except EPS and percentage changes

RECENT EVOLUTION OF BACKLOG

(\$ in millions)

BACKLOG



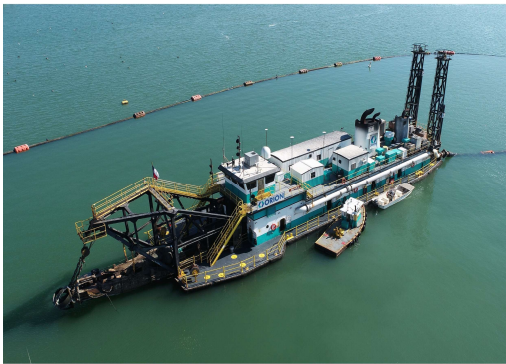
RECENT WINS



Bridge Replacement Contract in Texas



Terminal Wharf Expansion



USVI Dredging Project



USACE Sargent Beach Jetty and Beach Renourishment Project

APPENDIX



VALUED PARTNER TO HIGHLY DIVERSIFIED CUSTOMER BASE

ENERGY



DATA CENTERS



GOVERNMENT



OTHER



Long-tenured relationships with customers across federal, state & local government and private enterprise

NON-GAAP SUPPLEMENTAL INFORMATION

Orion Group Holdings, Inc. and Subsidiaries
Adjusted EBITDA and Adjusted EBITDA Margin Reconciliations
(In Thousands, Except Margin Data)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Net (loss) income	\$ (4,145)	\$ 841	\$ 542	\$ (573)
Income tax expense (benefit)	474	(212)	(6,378)	(72)
Interest expense, net	2,449	2,827	3,893	4,968
Depreciation and amortization	7,004	5,231	13,391	10,634
EBITDA ⁽¹⁾	5,782	8,687	11,448	14,957
Non-cash share-based compensation	2,006	1,519	3,393	2,642
ERP implementation	54	225	135	830
Severance	—	547	—	577
Process improvement initiatives	—	—	—	138
Acquisition and integration costs	21	—	1,634	—
Adjusted EBITDA ⁽²⁾	\$ 7,863	\$ 10,978	\$ 16,610	\$ 19,144
Adjusted EBITDA margin ⁽²⁾	3.5 %	5.3 %	3.8 %	4.9 %

(1) EBITDA is a non-GAAP measure that represents earnings before interest, taxes, depreciation and amortization.

(2) Adjusted EBITDA is a non-GAAP measure that represents EBITDA adjusted for non-cash share-based compensation, ERP implementation, severance, process improvement initiatives and acquisition and integration costs. Adjusted EBITDA margin is a non-GAAP measure calculated by dividing Adjusted EBITDA by contract revenues.

NON-GAAP SUPPLEMENTAL INFORMATION

Orion Group Holdings, Inc. and Subsidiaries
Reconciliation of Adjusted Net (Loss) Income
(In Thousands Except Per Share Information)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Net (loss) income	\$ (4,145)	\$ 841	\$ 542	\$ (573)
Adjusting items and the tax effects:				
Non-cash share-based compensation	2,006	1,519	3,393	2,642
Enterprise resource planning ("ERP") implementation	54	225	135	830
Severance	—	547	—	577
Process improvement initiatives	—	—	—	138
Acquisition and integration costs	21	—	1,634	—
Amortization of purchased intangibles	395	—	785	—
Tax rate of 23% applied to adjusting items ⁽¹⁾	(570)	(527)	(1,368)	(963)
Reversal of the impact of valuation allowances	3,208	76	(2,187)	290
Adjusted net income	\$ 969	\$ 2,681	\$ 2,934	\$ 2,941
Adjusted EPS	\$ 0.02	\$ 0.07	\$ 0.07	\$ 0.07

(1) Items are taxed discretely using the Company's blended tax rate.

NON-GAAP SUPPLEMENTAL INFORMATION

Orion Group Holdings, Inc. and Subsidiaries Adjusted EBITDA and Adjusted EBITDA Margin Reconciliations (In Thousands, Except Margin Data) (Unaudited)

	For the Three Months Ended June 30, 2026			
	Marine	Concrete	General Corporate	Consolidated
Contract revenues	\$ 130,842	\$ 91,036	\$ —	\$ 221,878
Operating income (loss)	7,701	4,199	(13,215)	(1,315)
Other income	74	—	19	93
Depreciation and amortization	5,525	767	712	7,004
EBITDA ⁽¹⁾	13,300	4,966	(12,484)	5,782
Non-cash share-based compensation	509	258	1,239	2,006
ERP implementation	—	—	54	54
Acquisition and integration costs	—	—	21	21
Adjusted EBITDA ⁽²⁾	\$ 13,809	\$ 5,224	\$ (11,170)	\$ 7,863
Adjusted EBITDA margin ⁽²⁾	10.6 %	5.7 %		3.5 %

	For the Three Months Ended June 30, 2025			
	Marine	Concrete	General Corporate	Consolidated
Contract revenues	\$ 135,302	\$ 69,984	\$ —	\$ 205,286
Operating income (loss)	13,661	2,593	(12,822)	3,432
Other income	—	1	23	24
Depreciation and amortization	4,226	858	147	5,231
EBITDA ⁽¹⁾	17,887	3,452	(12,652)	8,687
Non-cash share-based compensation	242	133	1,144	1,519
ERP implementation	—	—	225	225
Severance	—	—	547	547
Adjusted EBITDA ⁽²⁾	\$ 18,129	\$ 3,585	\$ (10,736)	\$ 10,978
Adjusted EBITDA margin ⁽²⁾	13.4 %	5.1 %		5.3 %

(1) EBITDA is a non-GAAP measure that represents earnings before interest, taxes, depreciation and amortization.

(2) Adjusted EBITDA is a non-GAAP measure that represents EBITDA adjusted for non-cash share-based compensation, ERP implementation, severance, process improvement initiatives and acquisition and integration costs. Adjusted EBITDA margin is a non-GAAP measure calculated by dividing Adjusted EBITDA by contract revenues.

NON-GAAP SUPPLEMENTAL INFORMATION

Orion Group Holdings, Inc. and Subsidiaries Adjusted EBITDA and Adjusted EBITDA Margin Reconciliations (In Thousands, Except Margin Data) (Unaudited)

For the Six Months Ended June 30, 2026				
	Marine	Concrete	General Corporate	Consolidated
Contract revenues	\$ 240,971	\$ 197,208	\$ —	\$ 438,179
Operating income (loss)	14,281	11,935	(28,326)	(2,110)
Other income	96	—	71	167
Depreciation and amortization	10,506	1,467	1,418	13,391
EBITDA ⁽¹⁾	24,883	13,402	(26,837)	11,448
Non-cash share-based compensation	844	434	2,115	3,393
ERP implementation	—	—	135	135
Acquisition and integration costs	—	—	1,634	1,634
Adjusted EBITDA ⁽²⁾	\$ 25,727	\$ 13,836	\$ (22,953)	\$ 16,610
Adjusted EBITDA margin ⁽²⁾	10.7 %	7.0 %		3.8 %

For the Six Months Ended June 30, 2025				
	Marine	Concrete	General Corporate	Consolidated
Contract revenues	\$ 262,465	\$ 131,474	\$ —	\$ 393,939
Operating income (loss)	25,983	4,402	(26,120)	4,265
Other income	—	11	47	58
Depreciation and amortization	8,604	1,730	300	10,634
EBITDA ⁽¹⁾	34,587	6,143	(25,773)	14,957
Non-cash share-based compensation	522	224	1,896	2,642
ERP implementation	—	—	830	830
Severance	—	16	561	577
Process improvement initiatives	—	—	138	138
Adjusted EBITDA ⁽²⁾	\$ 35,109	\$ 6,383	\$ (22,348)	\$ 19,144
Adjusted EBITDA margin ⁽²⁾	13.4 %	4.9 %		4.9 %

(1) EBITDA is a non-GAAP measure that represents earnings before interest, taxes, depreciation and amortization.

(2) Adjusted EBITDA is a non-GAAP measure that represents EBITDA adjusted for non-cash share-based compensation, ERP implementation, severance, process improvement initiatives and acquisition and integration costs. Adjusted EBITDA margin is a non-GAAP measure calculated by dividing Adjusted EBITDA by contract revenues.

NON-GAAP SUPPLEMENTAL INFORMATION

Orion Group Holdings, Inc. and Subsidiaries
Adjusted EBITDA and Adjusted EBITDA Margin Reconciliations
(In Thousands, Except Margin Data)
(Unaudited)

	Year Ending December 31,				
	2021	2022	2023	2024	2025
Net (loss) income	\$ (14,560)	\$ (12,612)	\$ (17,875)	\$ (1,644)	\$ 2,488
Income tax expense	502	429	330	348	419
Interest expense, net	4,940	4,352	11,556	13,174	8,223
Depreciation and amortization	25,430	24,057	23,878	22,765	22,262
EBITDA ⁽¹⁾	16,312	16,226	17,889	34,643	33,392
Non-cash share-based compensation	2,401	2,754	2,042	4,009	5,450
Net gain on Port Lavaca South Yard property sale	—	—	(5,202)	—	—
ERP implementation	4,925	1,867	1,378	2,129	1,367
Professional fees related to management transition	—	1,118	—	—	—
Severance	96	948	809	104	620
Intangible asset impairment loss	—	—	6,890	—	—
Process improvement initiatives	—	—	—	982	138
Acquisition and integration	—	—	—	—	494
Loss on extinguishment of debt	—	—	—	—	3,777
Net gain on Tampa property sale	(6,435)	—	—	—	—
Adjusted EBITDA ⁽²⁾	\$ 17,299	\$ 22,913	\$ 23,806	\$ 41,867	\$ 45,238
Adjusted EBITDA margin ⁽²⁾	2.9 %	3.1 %	5.3 %	5.3 %	5.3 %

(1) EBITDA is a non-GAAP measure that represents earnings before interest, taxes, depreciation and amortization.

(2) Adjusted EBITDA is a non-GAAP measure that represents EBITDA adjusted for non-cash share-based compensation, net gain on Port Lavaca South Yard property sale, ERP implementation, professional fees related to management transition, severance, intangible impairment loss, process improvement initiatives, acquisition and integration, loss on extinguishment of debt and net gain on Tampa property sale. Adjusted EBITDA margin is a non-GAAP measure calculated by dividing Adjusted EBITDA by contract revenues.

NON-GAAP SUPPLEMENTAL INFORMATION

Orion Group Holdings, Inc. and Subsidiaries
Guidance – Adjusted EBITDA Reconciliation
(In Thousands)
(Unaudited)

	Year Ending December 31, 2026	
	Low Estimate	High Estimate
Net income	\$ 6,600	\$ 10,600
Income tax benefit	(5,400)	(5,400)
Interest expense, net	8,900	8,900
Depreciation and amortization	29,900	29,900
EBITDA ⁽¹⁾	40,000	44,000
Non-cash share-based compensation	7,300	7,300
ERP implementation	1,100	1,100
Acquisition and integration costs	1,600	1,600
Adjusted EBITDA ⁽²⁾	\$ 50,000	\$ 54,000

(1) EBITDA is a non-GAAP measure that represents earnings before interest, taxes, depreciation and amortization.

(2) Adjusted EBITDA is a non-GAAP measure that represents EBITDA adjusted for share-based compensation, ERP implementation, and acquisition and integration costs.

NON-GAAP SUPPLEMENTAL INFORMATION

Orion Group Holdings, Inc. and Subsidiaries
Guidance – Adjusted EPS Reconciliation
(In Thousands except per share information)
(Unaudited)

	Year Ending December 31, 2026	
	Low Estimate	High Estimate
Net income	\$ 6,600	\$ 10,600
Adjusting items and the tax effects:		
Non-cash share-based compensation	7,300	7,300
ERP implementation	1,100	1,100
Acquisition and integration costs	1,600	1,600
Amortization of purchased intangibles	2,000	2,000
Tax rate of 23% applied to adjusting items ⁽¹⁾	(2,800)	(2,800)
Reversal of the impact of valuation allowances	(6,700)	(7,600)
Adjusted net income ⁽²⁾	\$ 9,100	\$ 12,200
Adjusted EPS ⁽²⁾	\$ 0.23	\$ 0.30

(1) Items are taxed discretely using the Company's blended tax rate.

(2) Adjusted net income and Adjusted EPS are non-GAAP measures that represent net income adjusted for share-based compensation, ERP implementation, acquisition and integration costs and amortization of purchased intangibles.