

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): July 31, 2023

Republic Services, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-14267
(Commission File Number)

65-0716904
(IRS Employer Identification No.)

18500 North Allied Way
Phoenix, Arizona
(Address of principal executive offices)

85054
(Zip Code)

Registrant's telephone number, including area code: (480) 627-2700

Not Applicable
(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	Name of exchange on which registered
Common Stock, par value \$0.01 per share	RSG	New York Stock Exchange

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.

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Item 2.02 Results of Operations and Financial Condition.

On July 31, 2023, Republic Services, Inc. (the Company) issued a press release containing information about the Company's financial results for the three and six months ended June 30, 2023. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.*Full-Year 2023 Adjusted Diluted Earnings Per Share and Adjusted Free Cash Flow Guidance*

Our guidance is based on current economic conditions.

The Company raised its full-year diluted earnings per share guidance and expects to be in a range of \$5.17 to \$5.22 and adjusted diluted earnings per share is expected to be in a range of \$5.33 to \$5.38. Adjusted diluted earnings per share excludes the impact of restructuring charges and US Ecology acquisition integration and deal costs.

We believe that the presentation of adjusted diluted earnings per share provides an understanding of operational activities before the financial impact of certain items. We use this measure, and believe investors will find it helpful, in understanding the ongoing performance of our operations separate from items that have a disproportionate impact on our results for a particular period. We have incurred comparable charges, costs, and recoveries in prior periods, and similar types of adjustments can reasonably be expected to be recorded in future periods. Our definition of adjusted diluted earnings per share may not be comparable to similarly titled measures presented by other companies.

Cash provided by operating activities is expected to be in a range of \$3,495 million to \$3,540 million for the full year. Adjusted free cash flow for 2023 is expected to be in a range of \$1,900 million to \$1,925 million. Adjusted free cash flow consists of cash provided by operating activities, less property and equipment received, which is expected to be in a range of \$1,670 million to \$1,690 million, plus proceeds from the sale of property and equipment of approximately \$20 million, and is exclusive of cash paid for restructuring activities and US Ecology acquisition integration and deal costs of approximately \$30 million and \$25 million, respectively, net of tax.

We believe that presenting adjusted free cash flow guidance provides useful information regarding our recurring cash provided by operating activities after certain expenditures or recoveries. It also demonstrates our ability to execute our financial strategy and is a key metric we use to determine compensation. The presentation of adjusted free cash flow has material limitations. Adjusted free cash flow does not represent our cash flow available for discretionary expenditures because it excludes certain expenditures that are required or to which we have committed, such as debt service requirements and dividend payments. Our definition of adjusted free cash flow may not be comparable to similarly titled measures presented by other companies.

For a reconciliation of adjusted diluted earnings per share to diluted earnings per share and adjusted free cash flow to cash provided by operating activities, see page 14 and page 15 of the press release included as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release of Republic Services, Inc. issued July 31, 2023 to announce the financial results for the three and six months ended June 30, 2023.
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.



**Republic Services, Inc. Reports
Second Quarter 2023 Results**

- Second Quarter Total Revenue Growth of 9 Percent
- Reported Earnings Per Share of \$1.35 and Adjusted Earnings Per Share of \$1.41
- Expanded Net Income Margin 60 Basis Points and Adjusted EBITDA Margin 40 Basis Points
- Generated Cash Flow from Operations of \$1,766 Million and Adjusted Free Cash Flow of \$1,265 Million
- Invested Over \$900 Million in Value-Creating Acquisitions
- Raised 2023 Full-Year Financial Guidance
- Increased Quarterly Dividend by Approximately 8 Percent

PHOENIX (July 31, 2023) – Republic Services, Inc. (NYSE: RSG) today reported net income of \$427.4 million, or \$1.35 per diluted share, for the three months ended June 30, 2023, versus \$371.9 million, or \$1.17 per diluted share, for the comparable 2022 period. Excluding certain expenses and other items, on an adjusted basis, net income for the three months ended June 30, 2023 was \$446.7 million, or \$1.41 per diluted share, versus \$418.4 million, or \$1.32 per diluted share, for the comparable 2022 period.

“During the second quarter, we delivered double-digit growth in EBITDA and expanded margins by pricing ahead of cost inflation and growing our business organically,” said Jon Vander Ark, president and chief executive officer. “Growth continues to be broad-based, with strong results in our Recycling and Solid Waste and Environmental Solutions businesses. As a result of our performance and outlook for the remainder of the year, we are raising our full-year financial guidance.”

Second-Quarter 2023 Highlights:

- * Total revenue growth of 9.1 percent includes 4.7 percent of organic growth and 4.4 percent of growth from acquisitions.
- * Core price on total revenue increased revenue by 7.3 percent. Core price on related business revenue increased revenue by 8.8 percent, which consisted of 11.0 percent in the open market and 5.3 percent in the restricted portion of the business.
- * Revenue growth from average yield on total revenue was 5.9 percent, and volume increased revenue by 0.4 percent. Revenue growth from average yield on related business revenue was 7.1 percent, and volume increased related business revenue by 0.5 percent.
- * Net income was \$427.4 million, or 11.5 percent of revenue.
- * EPS was \$1.35 per share, an increase of 15.4 percent over the prior year.
- * Adjusted EPS, a non-GAAP measure, was \$1.41 per share, an increase of 6.8 percent over the prior year.
- * Adjusted EBITDA, a non-GAAP measure, was \$1,116.1 million and adjusted EBITDA margin, a non-GAAP measure, was 30.0 percent of revenue. Adjusted EBITDA margin was 30.8 percent in the recycling and solid waste business and 22.5 percent in the environmental solutions business.
- * Year-to-date cash invested in acquisitions was \$926.9 million, all of which was in the recycling and solid waste business.
- * Year-to-date cash returned to shareholders through dividends was \$313.0 million.
- * The Company's average recycled commodity price per ton sold during the second quarter was \$119. This represents an increase of \$14 per ton from the first quarter of 2023 and a decrease of \$99 per ton over the prior year.

Raised Full-Year 2023 Guidance

Republic's financial guidance is based on current economic conditions and does not assume any significant changes in the overall economy in 2023. Please refer to the Reconciliation of 2023 Financial Guidance section of this document for detail relating to the computation of non-GAAP measures as well as the Information Regarding Forward-Looking Statements section of this document.

The Company provided additional details as follows:

- **Revenue:** Republic expects revenue to be in the range of \$14.775 billion to \$14.850 billion. The Company expects growth from average yield on total revenue of approximately 6.0% and volume growth to be approximately 0.5%. Average yield on related business revenue is expected to be approximately 7.0%.
- **Adjusted EBITDA:** Republic expects adjusted EBITDA to be in the range of \$4.340 billion to \$4.360 billion.
- **Adjusted Diluted Earnings per Share:** The Company expects adjusted diluted earnings per share to be in the range of \$5.33 to \$5.38.
- **Adjusted Free Cash Flow:** Republic expects adjusted free cash flow to be in the range of \$1.900 billion to \$1.925 billion.

Company Increases Quarterly Dividend

Republic continues to increase cash returns to shareholders and previously announced that its Board of Directors approved a 4.0-cent increase in the quarterly dividend. The quarterly dividend of \$0.535 per share for shareholders of record on October 2, 2023 will be paid on October 13, 2023.

Presentation of Certain Key Performance Metrics and Non-GAAP Measures

Adjusted diluted earnings per share, adjusted net income, EBITDA, adjusted EBITDA, adjusted EBITDA margin, adjusted EBITDA by business type, adjusted EBITDA margin by business type and adjusted free cash flow are described in the Key Performance Metrics and Reconciliations of Certain Non-GAAP Measures section of this document.

About Republic Services

Republic Services, Inc. is a leader in the environmental services industry. Through its subsidiaries, the Company provides customers with the most complete set of products and services, including recycling, solid waste, special waste, hazardous waste, container rental and field services. Republic's industry-leading commitments to advance circularity, reduce emissions and decarbonize operations are helping deliver on its vision to partner with customers to create a more sustainable world. For more information, please visit [RepublicServices.com](https://www.RepublicServices.com).

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**SUPPLEMENTAL UNAUDITED FINANCIAL INFORMATION
AND OPERATING DATA**

**REPUBLIC SERVICES, INC.
CONSOLIDATED BALANCE SHEETS
(in millions, except per share amounts)**

	June 30, 2023	December 31, 2022
	(Unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 181.6	\$ 143.4
Accounts receivable, less allowance for doubtful accounts and other of \$66.3 and \$51.9, respectively	1,740.0	1,677.2
Prepaid expenses and other current assets	340.1	536.5
Total current assets	2,261.7	2,357.1
Restricted cash and marketable securities	149.6	127.6
Property and equipment, net	10,561.7	10,744.0
Goodwill	15,353.6	14,451.5
Other intangible assets, net	431.5	347.2
Other assets	1,065.2	1,025.5
Total assets	\$ 29,823.3	\$ 29,052.9
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 1,098.4	\$ 1,221.8
Notes payable and current maturities of long-term debt	152.8	456.0
Deferred revenue	467.4	443.0
Accrued landfill and environmental costs, current portion	140.0	132.6
Accrued interest	92.8	79.0
Other accrued liabilities	1,036.5	1,058.3
Total current liabilities	2,987.9	3,390.7
Long-term debt, net of current maturities	11,960.4	11,329.5
Accrued landfill and environmental costs, net of current portion	2,211.0	2,141.3
Deferred income taxes and other long-term tax liabilities, net	1,516.8	1,528.8
Insurance reserves, net of current portion	333.0	315.1
Other long-term liabilities	609.5	660.7
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, par value \$0.01 per share; 50 shares authorized; none issued	—	—
Common stock, par value \$0.01 per share; 750 shares authorized; 320.7 and 320.3 issued including shares held in treasury, respectively	3.2	3.2
Additional paid-in capital	2,873.5	2,843.2
Retained earnings	7,852.7	7,356.3
Treasury stock, at cost; 4.3 and 4.2 shares, respectively	(519.0)	(504.6)
Accumulated other comprehensive loss, net of tax	(6.7)	(12.1)
Total Republic Services, Inc. stockholders' equity	10,203.7	9,686.0
Non-controlling interests in consolidated subsidiary	1.0	0.8
Total stockholders' equity	10,204.7	9,686.8
Total liabilities and stockholders' equity	\$ 29,823.3	\$ 29,052.9

REPUBLIC SERVICES, INC.
UNAUDITED CONSOLIDATED STATEMENTS OF INCOME
(in millions, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Revenue	\$ 3,725.9	\$ 3,413.6	\$ 7,307.0	\$ 6,383.7
Expenses:				
Cost of operations	2,224.4	2,065.7	4,393.8	3,829.4
Depreciation, amortization and depletion	358.3	337.6	717.0	647.9
Accretion	24.5	22.4	48.6	44.1
Selling, general and administrative	396.0	390.2	775.2	698.0
Adjustment to withdrawal liability for a multiemployer pension fund	—	2.2	—	2.2
Restructuring charges	15.5	5.9	21.0	11.9
Operating income	707.2	589.6	1,351.4	1,150.2
Interest expense	(124.4)	(94.0)	(251.1)	(177.5)
Loss on extinguishment of debt	—	—	(0.2)	—
Loss from unconsolidated equity method investments	(3.6)	(13.6)	(2.7)	(17.4)
Interest income	1.6	0.7	3.0	1.2
Other income (expense), net	(0.6)	(4.6)	1.9	(6.2)
Income before income taxes	580.2	478.1	1,102.3	950.3
Provision for income taxes	152.6	106.3	290.9	226.6
Net income	427.6	371.8	\$ 811.4	\$ 723.7
Net income attributable to non-controlling interests in consolidated subsidiary	(0.2)	0.1	(0.2)	0.2
Net income attributable to Republic Services, Inc.	\$ 427.4	\$ 371.9	\$ 811.2	\$ 723.9
Basic earnings per share attributable to Republic Services, Inc. stockholders:				
Basic earnings per share	\$ 1.35	\$ 1.18	\$ 2.56	\$ 2.29
Weighted average common shares outstanding	316.8	316.5	316.8	316.5
Diluted earnings per share attributable to Republic Services, Inc. stockholders:				
Diluted earnings per share	\$ 1.35	\$ 1.17	\$ 2.56	\$ 2.28
Weighted average common and common equivalent shares outstanding	317.3	317.2	317.2	317.1
Cash dividends per common share	\$ 0.495	\$ 0.460	\$ 0.990	\$ 0.920

REPUBLIC SERVICES, INC.
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions)

	Six Months Ended June 30,	
	2023	2022
Cash provided by operating activities:		
Net income	\$ 811.4	\$ 723.7
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation, amortization, depletion and accretion	765.6	692.0
Non-cash interest expense	45.1	37.7
Stock-based compensation	21.4	21.2
Deferred tax provision	33.4	52.8
Provision for doubtful accounts, net of adjustments	19.7	17.2
Loss on extinguishment of debt	0.2	—
Gain on disposition of assets and asset impairments, net	(4.7)	(3.1)
Loss from unconsolidated equity method investments	2.7	17.4
Other non-cash items	(1.5)	6.3
Change in assets and liabilities, net of effects from business acquisitions and divestitures:		
Accounts receivable	(52.0)	(150.4)
Prepaid expenses and other assets	138.5	72.6
Accounts payable	35.1	167.1
Capping, closure and post-closure expenditures	(24.5)	(18.0)
Remediation expenditures	(21.2)	(21.1)
Other liabilities	(5.4)	(52.2)
Proceeds for retirement of certain hedging relationships	2.4	—
Cash provided by operating activities	1,766.2	1,563.2
Cash (used in) provided by investing activities:		
Purchases of property and equipment	(714.3)	(647.3)
Proceeds from sales of property and equipment	17.1	20.0
Cash used in acquisitions and investments, net of cash and restricted cash acquired	(987.7)	(2,655.0)
Cash paid for business divestitures	(0.3)	—
Purchases of restricted marketable securities	(9.7)	(9.1)
Sales of restricted marketable securities	9.1	8.5
Other	11.5	(1.0)
Cash used in investing activities	(1,674.3)	(3,283.9)
Cash provided by (used in) financing activities:		
Proceeds from credit facilities and notes payable, net of fees	15,401.2	5,338.9
Proceeds from issuance of senior notes, net of discount and fees	1,183.6	—
Payments of credit facilities and notes payable	(16,286.9)	(3,026.9)
Fees paid to issue senior notes		
Issuances of common stock, net	(7.0)	(15.5)
Excess income tax benefit from stock-based compensation activity		
Purchases of common stock for treasury	—	(203.5)
Cash dividends paid	(313.0)	(291.2)
Contingent consideration payments	(11.6)	(2.9)
Cash (used in) provided by financing activities	(33.7)	1,798.9
Effect of foreign exchange rate changes on cash	0.5	(0.1)
Increase in cash, cash equivalents, restricted cash and restricted cash equivalents	58.7	78.1
Cash, cash equivalents, restricted cash and restricted cash equivalents at beginning of period	214.3	105.6
Cash, cash equivalents, restricted cash and restricted cash equivalents at end of period	\$ 273.0	\$ 183.7

You should read the following information in conjunction with our audited consolidated financial statements and notes thereto appearing in our Annual Report on Form 10-K as of and for the year ended December 31, 2022. All amounts below are in millions and as a percentage of our revenue, except per share data.

REVENUE

The following table reflects our total revenue by line of business for the three and six months ended June 30, 2023 and 2022:

	Three Months Ended June 30,				Six Months Ended June 30,			
	2023		2022		2023		2022	
Collection:								
Residential	\$ 700.8	18.8 %	\$ 654.1	19.2 %	\$ 1,385.8	18.9 %	\$ 1,282.0	20.1 %
Small-container	1,086.9	29.2	975.6	28.6	2,143.3	29.3	1,891.2	29.6
Large-container	737.5	19.8	687.4	20.1	1,439.4	19.7	1,308.5	20.5
Other	17.8	0.5	13.3	0.4	32.9	0.5	25.7	0.4
Total collection	2,543.0	68.3	2,330.4	68.3	5,001.4	68.4	4,507.4	70.6
Transfer	435.2		408.0		836.2		770.8	
Less: intercompany	(237.9)		(216.2)		(465.2)		(414.0)	
Transfer, net	197.3	5.3	191.8	5.6	371.0	5.1	356.8	5.6
Landfill	740.6		699.0		1,429.3		1,316.1	
Less: intercompany	(309.6)		(292.9)		(605.7)		(560.5)	
Landfill, net	431.0	11.5	406.1	11.9	823.6	11.3	755.6	11.8
Environmental solutions	419.7		308.0		849.9		416.9	
Less: intercompany	(21.4)		(13.7)		(43.3)		(23.3)	
Environmental solutions, net	398.3	10.7	294.3	8.6	806.6	11.0	393.6	6.2
Other:								
Recycling processing and commodity sales	79.5	2.1	113.6	3.3	150.2	2.1	213.3	3.3
Other non-core	76.8	2.1	77.4	2.3	154.2	2.1	157.0	2.5
Total other	156.3	4.2	191.0	5.6	304.4	4.2	370.3	5.8
Total revenue	\$ 3,725.9	100.0 %	\$ 3,413.6	100.0 %	\$ 7,307.0	100.0 %	\$ 6,383.7	100.0 %

The following table reflects changes in components of our revenue, as a percentage of total revenue, for the three and six months ended June 30, 2023 and 2022:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Average yield	5.9 %	5.0 %	6.2 %	4.6 %
Fuel recovery fees	(0.7)	3.0	0.4	2.4
Total price	5.2	8.0	6.6	7.0
Volume	0.4	2.4	0.9	3.0
Change in workdays	—	—	0.2	—
Recycling processing and commodity sales	(1.1)	0.2	(1.1)	0.3
Environmental solutions	0.2	0.5	0.4	0.5
Total internal growth	4.7	11.1	7.0	10.8
Acquisitions / divestitures, net	4.4	10.3	7.5	7.2
Total	9.1 %	21.4 %	14.5 %	18.0 %
Core price	7.3 %	6.2 %	7.7 %	6.1 %

Average yield is defined as revenue growth from the change in average price per unit of service, expressed as a percentage. Core price is defined as price increases to our customers and fees, excluding fuel recovery fees, net of price decreases to retain customers. We also measure changes in core price, average yield and volume as a percentage of related-business revenue, defined as total revenue excluding recycled commodities, fuel recovery fees and environmental solutions revenue, to determine the effectiveness of our pricing and organic growth strategies. The following table reflects core price, average yield and volume as a percentage of related-business revenue for the three and six months ended June 30, 2023 and 2022:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
	As a % of Related Business		As a % of Related Business	
Core price	8.8 %	6.7 %	9.1 %	6.6 %
Average yield	7.1 %	5.4 %	7.3 %	5.0 %
Volume	0.5 %	2.6 %	1.1 %	3.2 %

The following table reflects changes in average yield and volume, as a percentage of related business revenue by line of business, for the three and six months ended June 30, 2023 and 2022:

	Three Months Ended June 30,				Six Months Ended June 30,			
	2023		2022		2023		2022	
	Yield	Volume	Yield	Volume	Yield	Volume	Yield	Volume
Collection:								
Residential	5.0 %	0.8 %	4.3 %	(0.7)%	4.8 %	1.1 %	4.1 %	(0.6)%
Small-container	9.5 %	1.4 %	6.7 %	2.9 %	9.9 %	1.5 %	5.9 %	3.6 %
Large-container	9.2 %	(1.3)%	8.3 %	2.1 %	9.3 %	(0.3)%	7.9 %	3.4 %
Landfill:								
Municipal solid waste	6.2 %	0.5 %	3.0 %	1.2 %	5.9 %	0.9 %	2.8 %	1.5 %
Construction and demolition waste	5.5 %	(2.3)%	2.6 %	6.3 %	5.4 %	(1.0)%	2.4 %	5.8 %
Special waste	— %	8.3 %	— %	10.5 %	— %	14.5 %	— %	9.7 %

COST OF OPERATIONS

The following table summarizes the major components of our cost of operations for the three and six months ended June 30, 2023 and 2022 (in millions of dollars and as a percentage of revenue):

	Three Months Ended June 30				Six Months Ended June 30			
	2023		2022		2023		2022	
Labor and related benefits	\$ 750.8	20.1 %	\$ 670.3	19.6 %	\$ 1,488.9	20.4 %	\$ 1,279.2	20.1 %
Transfer and disposal costs	270.3	7.3	253.3	7.4	519.9	7.1	466.3	7.3
Maintenance and repairs	351.8	9.4	302.9	8.9	678.5	9.3	571.8	9.0
Transportation and subcontract costs	291.4	7.8	273.0	8.0	576.6	7.9	486.3	7.6
Fuel	125.2	3.4	183.5	5.4	269.5	3.7	312.8	4.9
Disposal fees and taxes	89.1	2.4	89.2	2.6	172.8	2.4	168.6	2.6
Landfill operating costs	84.3	2.3	65.2	1.9	165.9	2.3	126.5	2.0
Risk management	94.6	2.5	78.6	2.3	187.6	2.5	147.1	2.3
Other	166.9	4.5	148.7	4.4	334.1	4.5	269.8	4.2
Subtotal	2,224.4	59.7	2,064.7	60.5	4,393.8	60.1	3,828.4	60.0
US Ecology acquisition integration and deal costs	—	—	1.0	—	—	—	1.0	—
Total cost of operations	\$ 2,224.4	59.7 %	\$ 2,065.7	60.5 %	\$ 4,393.8	60.1 %	\$ 3,829.4	60.0 %

These cost categories may change from time to time and may not be comparable to similarly titled categories used by other companies. As such, you should take care when comparing our cost of operations by cost component to that of other companies and of ours for prior periods.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

The following table summarizes our selling, general and administrative expenses for the three and six months ended June 30, 2023 and 2022 (in millions of dollars and as a percentage of revenue):

	Three Months Ended June 30,				Six Months Ended June 30,			
	2023		2022		2023		2022	
Salaries	\$ 264.0	7.1 %	\$ 233.3	6.8 %	\$ 516.5	7.1 %	\$ 446.1	7.0 %
Provision for doubtful accounts	11.8	0.3	10.5	0.3	19.7	0.3	17.2	0.3
Other	109.6	2.9	95.5	2.8	220.8	3.0	179.1	2.8
Subtotal	385.4	10.3	339.3	9.9	757.0	10.4	642.4	10.1
US Ecology acquisition integration and deal costs	10.6	0.3	50.9	1.5	14.4	0.2	55.6	0.9
Total selling, general and administrative expenses	<u>\$ 396.0</u>	<u>10.6 %</u>	<u>\$ 390.2</u>	<u>11.4 %</u>	<u>\$ 771.4</u>	<u>10.6 %</u>	<u>\$ 698.0</u>	<u>11.0 %</u>

These cost categories may change from time to time and may not be comparable to similarly titled categories used by other companies. As such, you should take care when comparing our selling, general and administrative expenses by cost component to those of other companies and of ours for prior periods.

KEY PERFORMANCE METRICS AND RECONCILIATIONS OF CERTAIN NON-GAAP MEASURES

The following tables calculate EBITDA, EBITDA margin, adjusted EBITDA, adjusted EBITDA margin, adjusted pre-tax income, adjusted tax impact, adjusted net income - Republic, adjusted diluted earnings per share, and adjusted free cash flow, which are not measures determined in accordance with U.S. generally accepted accounting principles (U.S. GAAP), for the three and six months ended June 30, 2023 and 2022. Our definitions of the foregoing non-GAAP financial measures may not be comparable to similarly titled measures presented by other companies.

Also presented below is adjusted EBITDA and adjusted EBITDA margin by business type for the three and six months ended June 30, 2023 and 2022.

EBITDA and EBITDA Margin

The following table calculates EBITDA and EBITDA margin for the three and six months ended June 30, 2023 and 2022 (in millions of dollars and as a percentage of revenue):

	Three Months Ended June 30,				Six Months Ended June 30,			
	2023		2022		2023		2022	
Net income attributable to Republic Services, Inc. and net income margin	\$ 427.4	11.5 %	\$ 371.9	10.9 %	\$ 811.2	11.1 %	\$ 723.9	11.3 %
Net income attributable to noncontrolling interests	0.2		(0.1)		0.2		(0.2)	
Provision for income taxes	152.6		106.3		290.9		226.6	
Other (income) expense, net	0.6		4.6		(1.9)		6.2	
Interest income	(1.6)		(0.7)		(3.0)		(1.2)	
Interest expense	124.4		94.0		251.1		177.5	
Depreciation, amortization and depletion	358.3		337.6		717.0		647.9	
Accretion	24.5		22.4		48.6		44.1	
EBITDA and EBITDA margin	<u>\$ 1,086.4</u>	<u>29.2 %</u>	<u>\$ 936.0</u>	<u>27.4 %</u>	<u>\$ 2,114.1</u>	<u>28.9 %</u>	<u>\$ 1,824.8</u>	<u>28.6 %</u>

Adjusted EBITDA and Adjusted EBITDA Margin

The following table calculates adjusted EBITDA and adjusted EBITDA margin for the three and six months ended June 30, 2023 and 2022 (in millions of dollars and as a percentage of revenue):

	Three Months Ended June 30,				Six Months Ended June 30,			
	2023		2022		2023		2022	
EBITDA and EBITDA margin	\$ 1,086.4	29.2 %	\$ 936.0	27.4 %	\$ 2,114.1	28.9 %	\$ 1,824.8	28.6 %
(Gain) loss from unconsolidated equity method investment	3.6		13.6		2.7		17.4	
Loss on extinguishment of debt and other related costs	—		—		0.2		—	
Adjustment to withdrawal liability for a multiemployer pension fund	—		2.2		—		2.2	
Restructuring charges	15.5		5.9		21.0		11.9	
US Ecology acquisition integration and deal costs	10.6		51.9		18.2		56.6	
Total adjustments	29.7		73.6		42.1		88.1	
Adjusted EBITDA and adjusted EBITDA margin	\$ 1,116.1	30.0 %	\$ 1,009.6	29.6 %	\$ 2,156.2	29.5 %	\$ 1,912.9	30.0 %

Adjusted EBITDA and Adjusted EBITDA Margin by Business Type

The following table summarizes revenue, adjusted EBITDA and adjusted EBITDA margin by business type for the three and six months ended June 30, 2023 (in millions of dollars and adjusted EBITDA margin as a percentage of revenue):

	Three Months Ended June 30, 2023		
	Recycling & Solid Waste	Environmental Solutions	Total
Revenue	\$ 3,327.6	\$ 398.3	\$ 3,725.9
Adjusted EBITDA ^(a)	\$ 1,026.3	\$ 89.8	\$ 1,116.1
Adjusted EBITDA Margin	30.8 %	22.5 %	30.0 %

	Six Months Ended June 30, 2023		
	Recycling & Solid Waste	Environmental Solutions	Total
Revenue	\$ 6,500.4	\$ 806.6	\$ 7,307.0
Adjusted EBITDA ^(a)	\$ 1,980.9	\$ 175.3	\$ 2,156.2
Adjusted EBITDA Margin	30.5 %	21.7 %	29.5 %

(a) Certain corporate expenses, including selling, general and administrative expenses, and National Accounts revenue are allocated to the two business types.

The amounts shown for Recycling & Solid Waste represent the sum of our Group 1 and Group 2 reportable segments, and Environmental Solutions represents our Group 3 reportable segment.

Adjusted Earnings Per Share

The following table calculates adjusted pre-tax income, adjusted tax impact, adjusted net income - Republic, and adjusted diluted earnings per share for the three and six months ended June 30, 2023 and 2022:

	Three Months Ended June 30, 2023				Three Months Ended June 30, 2022			
	Pre-tax Income	Tax Impact ⁽¹⁾	Net Income - Republic	Diluted Earnings per Share	Pre-tax Income	Tax Impact ⁽¹⁾	Net Income - Republic	Diluted Earnings per Share
As reported	\$ 580.2	152.8	\$ 427.4	\$ 1.35	\$ 478.1	106.2	\$ 371.9	\$ 1.17
Restructuring charges	15.5	4.0	11.5	0.04	5.9	1.5	4.4	0.01
Adjustment to withdrawal liability for a multiemployer pension fund	—	—	—	—	2.2	0.7	1.5	0.01
US Ecology acquisition integration and deal costs	10.6	2.8	7.8	0.02	51.9	11.3	40.6	0.13
Total adjustments	26.1	6.8	19.3	0.06	60.0	13.5	46.5	0.15
As adjusted	\$ 606.3	\$ 159.6	\$ 446.7	\$ 1.41	\$ 538.1	\$ 119.7	\$ 418.4	\$ 1.32

(1) The income tax effect related to our adjustments includes both the current and deferred income tax impact and is individually calculated based on the statutory rates applicable to each adjustment.

	Six Months Ended June 30, 2023				Six Months Ended June 30, 2022			
	Pre-tax Income	Tax Impact ⁽¹⁾	Net Income - Republic	Diluted Earnings per Share	Pre-tax Income	Tax Impact ⁽¹⁾	Net Income - Republic	Diluted Earnings per Share
As reported	\$ 1,102.3	\$ 291.1	\$ 811.2	\$ 2.56	\$ 950.3	\$ 226.4	\$ 723.9	\$ 2.28
Loss on extinguishment of debt and other related costs ⁽²⁾	0.2	—	0.2	—	—	—	—	—
Restructuring charges	21.0	5.4	15.6	0.05	11.9	3.1	8.8	0.03
Adjustment to withdrawal liability for a multiemployer pension fund	—	—	—	—	2.2	0.7	1.5	0.01
US Ecology acquisition integration and deal costs	18.2	4.8	13.4	0.04	56.6	11.7	44.9	0.14
Total adjustments	39.4	10.2	29.2	0.09	70.7	15.5	55.2	0.18
As adjusted	\$ 1,141.7	\$ 301.3	\$ 840.4	\$ 2.65	\$ 1,021.0	\$ 241.9	\$ 779.1	\$ 2.46

(1) The income tax effect related to our adjustments includes both the current and deferred income tax impact and is individually calculated based on the statutory rates applicable to each adjustment.

(2) The aggregate impact to adjusted diluted earnings per share totals to less than \$0.01 for the six months ended June 30, 2023.

We believe that presenting EBITDA and EBITDA margin is useful to investors because they provide important information concerning our operating performance exclusive of certain non-cash and other costs. EBITDA and EBITDA margin demonstrate our ability to execute our financial strategy, which includes reinvesting in existing capital assets to ensure a high level of customer service, investing in capital assets to facilitate growth in our customer base and services provided, maintaining our investment grade credit ratings and minimizing debt, paying cash dividends, repurchasing our common stock, and maintaining and improving our market position through business optimization. Although depreciation, depletion, amortization and accretion are considered operating costs in accordance with U.S. GAAP, they represent the allocation of non-cash costs generally associated with long-lived assets acquired or constructed in prior years.

We believe that presenting adjusted EBITDA and adjusted EBITDA margin, adjusted pre-tax income, adjusted tax impact, adjusted net income - Republic, and adjusted diluted earnings per share provide an understanding of operational activities before the financial impact of certain items. We use these measures, and believe investors will find them helpful, in understanding the ongoing performance of our operations separate from items that have a disproportionate impact on our results for a particular period. We have incurred comparable charges, costs and recoveries in prior periods, and similar types of adjustments can reasonably be expected to be recorded in future periods.

Restructuring charges. During the three and six months ended June 30, 2023 we incurred \$15.5 million and \$21.0 million, respectively, of restructuring charges primarily related to the redesign of our asset management, and customer and order management software systems as well as costs associated with the early termination of certain leases. During the three and six months ended June 30, 2022, we incurred \$5.9 million and \$11.9 million, respectively, of restructuring charges primarily

related to the redesign of our general ledger, budgeting, and procurement enterprise resource planning systems, which was completed with the systems being placed into production in the fourth quarter of 2022.

Adjustment to withdrawal liability for multiemployer pension funds. During both the three and six months ended June 30, 2022, we recorded \$2.2 million of withdrawal costs from a multiemployer pension plan.

US Ecology acquisition integration and deal costs. During the three and six months ended June 30, 2023, we incurred \$10.6 million and \$18.2 million, respectively, and during the three and six months ended June 30, 2022, we incurred acquisition integration and deal costs of \$51.9 million and \$56.6 million, respectively, in connection with the acquisition of US Ecology. The acquisition closed on May 2, 2022. The 2023 costs primarily related to the integration of certain software systems as well as rebranding the business, and the 2022 costs included certain costs to close the acquisition and integrate the business.

Loss on extinguishment of debt and other related costs. During the six months ended June 30, 2023, we incurred a loss on the early extinguishment of debt of \$0.2 million related to the early repayment of a portion of our term loan facility. We incurred non-cash charges related to the proportional share of unamortized deferred issuance costs.

Adjusted Free Cash Flow

The following table calculates our adjusted free cash flow, which is not a measure determined in accordance with U.S. GAAP, for the six months ended June 30, 2023 and 2022:

	Six Months Ended June 30,	
	2023	2022
Cash provided by operating activities	\$ 1,766.2	\$ 1,563.2
Property and equipment received	(550.2)	(505.2)
Proceeds from sales of property and equipment	17.1	20.0
Cash paid related to adjustments to withdrawal liabilities for a multiemployer pension fund, net of tax	0.1	0.8
Restructuring payments, net of tax	19.3	6.1
Cash tax benefit for debt extinguishment and other related costs	0.1	—
Divestiture related tax payments	—	—
US Ecology acquisition integration and deal costs, net of tax	12.1	66.8
Adjusted free cash flow	<u>\$ 1,264.7</u>	<u>\$ 1,151.7</u>

We believe that presenting adjusted free cash flow provides useful information regarding our recurring cash provided by operating activities after certain expenditures or recoveries. It also demonstrates our ability to execute our financial strategy and is a key metric we use to determine compensation. The presentation of adjusted free cash flow has material limitations. Adjusted free cash flow does not represent our cash flow available for discretionary payments because it excludes certain payments that are required or to which we have committed, such as debt service requirements and dividend payments.

Purchases of property and equipment as reflected on our consolidated statements of cash flows represent amounts paid during the period for such expenditures. A reconciliation of property and equipment expenditures reflected on our consolidated statements of cash flows to property and equipment received during the period follows for the six months ended June 30, 2023 and 2022:

	Six Months Ended June 30,	
	2023	2022
Purchases of property and equipment per the unaudited consolidated statements of cash flows	\$ 714.3	\$ 647.3
Adjustments for property and equipment received during the prior period but paid for in the following period, net	(164.1)	(142.1)
Property and equipment received during the period	<u>\$ 550.2</u>	<u>\$ 505.2</u>

The adjustments noted above do not affect our net change in cash, cash equivalents, restricted cash and restricted cash equivalents as reflected in our consolidated statements of cash flows.

ACCOUNTS RECEIVABLE

As of June 30, 2023 and December 31, 2022, accounts receivable were \$1,740.0 million and \$1,677.2 million, net of allowance for doubtful accounts of \$66.3 million and \$51.9 million, respectively, resulting in days sales outstanding of 42.5, or 31.1 days net of deferred revenue, compared to 43.3, or 31.8 days net of deferred revenue, respectively.

CASH DIVIDENDS

In April 2023, we paid a cash dividend of \$156.5 million to shareholders of record as of April 3, 2023. As of June 30, 2023, we recorded a quarterly dividend payable of \$156.6 million to shareholders of record at the close of business on July 3, 2023, which was paid on July 14, 2023.

SHARE REPURCHASE PROGRAM

During the three months ended June 30, 2023, there were no shares of common stock repurchased. As of June 30, 2023, the remaining authorized purchase capacity under our October 2020 repurchase program was \$1.5 billion.

RECONCILIATION OF 2023 FINANCIAL GUIDANCE

Adjusted EBITDA

The following is a summary of our anticipated adjusted EBITDA for the year ending December 31, 2023, which is not a measure determined in accordance with U.S. GAAP:

	(Anticipated) Year Ending December 31, 2023
Net income attributable to Republic Services, Inc.	\$ 1,615 to 1,625
Provision for income taxes	400 to 410
Other (income) expense, net	—
Interest expense, net	500
Depreciation, amortization, depletion and accretion	1,585
Loss from unconsolidated equity method investments	170
Restructuring charges	35
US Ecology acquisition integration and deal costs	35
Adjusted EBITDA	<u>\$ 4,340 to 4,360</u>

We believe that presenting adjusted EBITDA provides an understanding of operational activities before the financial impact of certain items. We use this measure, and believe investors will find it helpful, in understanding the ongoing performance of our operations separate from items that have a disproportionate impact on our results for a particular period. We have incurred comparable charges, costs and recoveries in prior periods, and similar types of adjustments can reasonably be expected to be recorded in future periods.

Adjusted Diluted Earnings per Share

The following is a summary of anticipated adjusted diluted earnings per share for the year ending December 31, 2023, which is not a measure determined in accordance with U.S. GAAP:

	(Anticipated) Year Ending December 31, 2023
Diluted earnings per share	\$ 5.17 to 5.22
Restructuring charges	0.08
US Ecology, Inc. acquisition integration and deal costs	0.08
Adjusted diluted earnings per share	<u>\$ 5.33 to 5.38</u>

We believe that presenting adjusted diluted earnings per share provides an understanding of operational activities before the financial impact of certain items. We use this measure, and believe investors will find it helpful, in understanding the ongoing

performance of our operations separate from items that have a disproportionate impact on our results for a particular period. We have incurred comparable charges, costs and recoveries in prior periods, and similar types of adjustments can reasonably be expected to be recorded in future periods. Our definition of adjusted diluted earnings per share may not be comparable to similarly titled measures presented by other companies.

Adjusted Free Cash Flow

Our anticipated adjusted free cash flow for the year ending December 31, 2023, which is not a measure determined in accordance with U.S. GAAP, is calculated as follows:

	(Anticipated) Year Ending December 31, 2023
Cash provided by operating activities	\$ 3,495 to 3,540
Property and equipment received	(1,670 to 1,690)
Proceeds from sales of property and equipment	20
Restructuring payments, net of tax	30
US Ecology, Inc. acquisition integration and deal costs, net of tax	25
Adjusted free cash flow	<u>\$ 1,900 to 1,925</u>

We believe that presenting adjusted free cash flow provides useful information regarding our recurring cash provided by operating activities after certain expenditures or recoveries. It also demonstrates our ability to execute our financial strategy and is a key metric we use to determine compensation. The presentation of adjusted free cash flow has material limitations. Adjusted free cash flow does not represent our cash flow available for discretionary payments because it excludes certain payments that are required or to which we have committed, such as debt service requirements and dividend payments. Our definition of adjusted free cash flow may not be comparable to similarly titled measures presented by other companies.

Our financial guidance is based on current economic conditions.

INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

This press release contains certain forward-looking information about us that is intended to be covered by the safe harbor for “forward-looking statements” provided by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that are not historical facts. Words such as “guidance,” “expect,” “will,” “may,” “anticipate,” “plan,” “estimate,” “project,” “intend,” “should,” “can,” “likely,” “could,” “outlook” and similar expressions are intended to identify forward-looking statements. These statements include information about our plans, strategies and prospects. Forward-looking statements are not guarantees of performance. These statements are based upon the current beliefs and expectations of our management and are subject to risk and uncertainties that could cause actual results to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot assure you that the expectations will prove to be correct. Among the factors that could cause actual results to differ materially from the expectations expressed in the forward-looking statements are the impacts of the overall global economy and increasing interest rates, our ability to effectively integrate and manage companies we acquire, including US Ecology, and to realize the anticipated benefits of any such acquisitions, acts of war, riots or terrorism, and the impact of these acts on economic, financial and social conditions in the United States, as well as our dependence on large, long-term collection, transfer and disposal contracts. More information on factors that could cause actual results or events to differ materially from those anticipated is included from time to time in our reports filed with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended December 31, 2022, particularly under Part I, Item 1A – Risk Factors. Additionally, new risk factors emerge from time to time and it is not possible for us to predict all such risk factors, or to assess the impact such risk factors might have on our business. We undertake no obligation to update publicly any forward-looking statements whether as a result of new information, future events or otherwise, except as required by law.