Megger Group Limited Acquisition Call

ESCO Technologies Inc. | April 16, 2026

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Forward Looking Statement

Statements contained in this presentation or during the conference call regarding Management's expectations for Q2 Fiscal 2026 revenue, GAAP EPS, and Adjusted EPS, as well as future growth, growth strategy, expectations, beliefs and benefits resulting from the acquisition, and other statements which are not strictly historical are considered "forward-looking statements" within the meaning of the safe harbor provisions of the Federal securities laws. Investors are cautioned that such statements are only predictions and speak only as of the date of this release, and the Company undertakes no duty to update them except as may be required by applicable laws or regulations. There is no assurance that the acquisition will be consummated, and there are a number of risks and uncertainties that could cause actual results to differ materially from the forward-looking statements made herein. The risks and uncertainties in connection with such forward-looking statements related to the acquisition include, but are not limited to, the ability and timing to consummate the acquisition, including obtaining the required regulatory approvals and financing to fund the acquisition; ESCO's ability to promptly and effectively integrate the acquired business after the acquisition has closed, and ESCO's ability to obtain expected cost savings and synergies of the acquisition; operating costs, customer loss and business disruption (including difficulties maintaining relationships with the employees, customers or suppliers of the acquired business) that may be greater than expected following the consummation of the acquisition; and other risks and uncertainties described in Item 1A, Risk Factors, of ESCO's annual report on Form 10-K for the year ended September 30, 2025.

ESCO to acquire Megger Group Limited

Megger is a leading provider of electrical test, monitoring, and software solutions for utilities

> Integrated offerings across the entire maintenance lifecycle with leading positions in UK and EU

> Secular end market tailwinds

> Long-standing heritage and blue chip customer relationships

> Differentiated software and analytics offering

> Strong financial profile and track record of above market growth

This transaction is highly synergistic and will create a leading global provider of utility solutions

> Continued expansion of ESCO exposure to high-growth, profitable end markets

> Significant cost synergies and opportunity to accelerate Utility Solutions segment growth

> Complementary utility solutions capabilities; highly differentiated combined portfolio

> Advances ESCO’s advanced technology portfolio

> Meets all of ESCO’s stated M&A objectives

Transaction Overview

Overview

> Purchase price of ~$2.35B, with consideration of $0.9B in cash and ESCO equity valued at ~$1.4B

> Represents a ~14x 2026E EBITDA multiple, including synergies

> TBG to own 16% of the combined company at transaction close

- Lock-up: 50% releasing 6 months post close, remaining 50% releasing 12 months post close

> Pro forma ESCO Board to consist of 9 directors; TBG to have nomination rights for 1 Board seat

Key Benefits

> $60M of cost synergies by end of year 3 across manufacturing, sourcing, and other SG&A savings

> Expected to be accretive to USG revenue growth, and overall synergized Adjusted EBITDA margins and earnings, excluding one-time acquisition costs and acquisition related amortization

Financing

> Cash consideration will be funded through cash on hand and incremental debt, with committed financing in place

> Expected net leverage ratio of ~2.5x at closing

> Targeting return to 2x net leverage by the end of FY’27

Timing

> Expect to close deal by Q1 FY’27

> Requires regulatory approval in the US and other countries

Megger Overview

- Designs and manufactures electrical test and measurement equipment for every size and application of testing voltage, current and resistance for customers across the entire value chain
- ~130-year history with market leading positions in the United Kingdom and Europe
- 2026E revenue of ~$590M
- Acquired remaining stake Intelligent Process Solutions in 2025 to bolster software and analytics capabilities
- Global footprint with 7 manufacturing facilities and presence in over 30 countries

Select Offerings

Diagnostic Static Motor Tester

Battery Ground Fault Locator

Cable Fault Test Van System

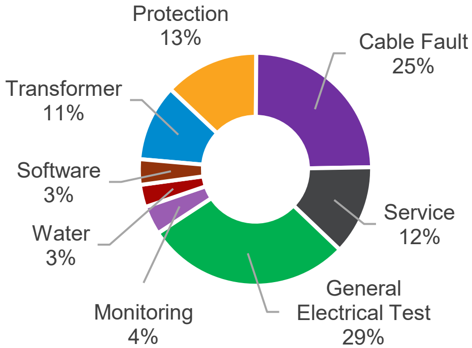
High Power Test and Diagnostic System for Medium Voltage Cables

Insulation Resistance Testers

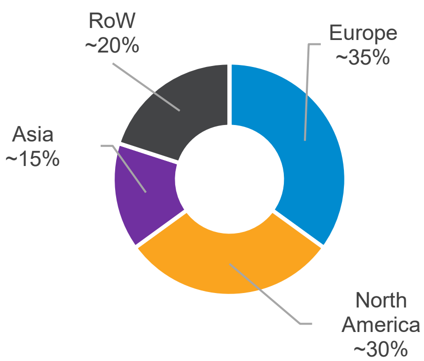
Smart Grid Sensor for MV overhead line networks

Revenue Breakdown

By Solution



By Geography



Select Customers *

Schneider Electric
PG&E
ABB
nationalgrid
SIEMENS
EDF

Highly Complementary Product Portfolio

		doble	Megger
Low Voltage Testing			✓✓✓
Battery and Cable Testing	  		✓✓✓
Water Leak Detection	 		✓✓
Software		✓	✓✓
Training	AVO TRAINING INSTITUTE by Megger	✓	✓✓✓
Services		✓✓✓	✓
Circuit Breaker		✓	✓✓✓
High Voltage Asset Analyzers		✓✓	✓✓
Power System Simulators		✓✓✓	✓
Condition Monitoring	 	✓✓✓	✓

Serving the Full Maintenance Lifecycle

Reactive Maintenance

- Maintenance is performed when equipment has failed
- "Run-to-failure" strategy

Preventive / Periodic Maintenance

- Maintenance performed regularly on equipment (at-predefined time intervals) to reduce probability of failure

Condition-based Maintenance

Manual | **Automated**

- Maintenance performed based on specific indicators of equipment health achieved through off-line T&M and On-line sensors

Predictive Maintenance

Static Rule | **Machine Learning**

- Time of equipment failure is predicted in advance
- Maintenance can be planned based on predictive analysis
- Reduces off-line T&M needs

doble + Megger

Core

Core of portfolio is focused on Offline Testing, Measurement & Diagnostics

doble Megger

Monitoring

Condition-based maintenance with solutions ie DFR, SFRA, PD, Grid analytics & DGA

doble

Data Insights

IPS - cornerstone of Megger's predictive maintenance and digital transition

IPS Intelligent Process Solutions

$60M of Cost Synergies by Year 3

Manufacturing / Footprint

- Optimize combined footprint to maximize facility utilization
- Insource key Doble products into Megger facilities

Sourcing

- Leverage combined spend for direct material sourcing
- Cross-leverage engineering expertise

Other SG&A Savings

- R&D synergies and efficiencies
- Optimize go to market expenses and corporate overhead

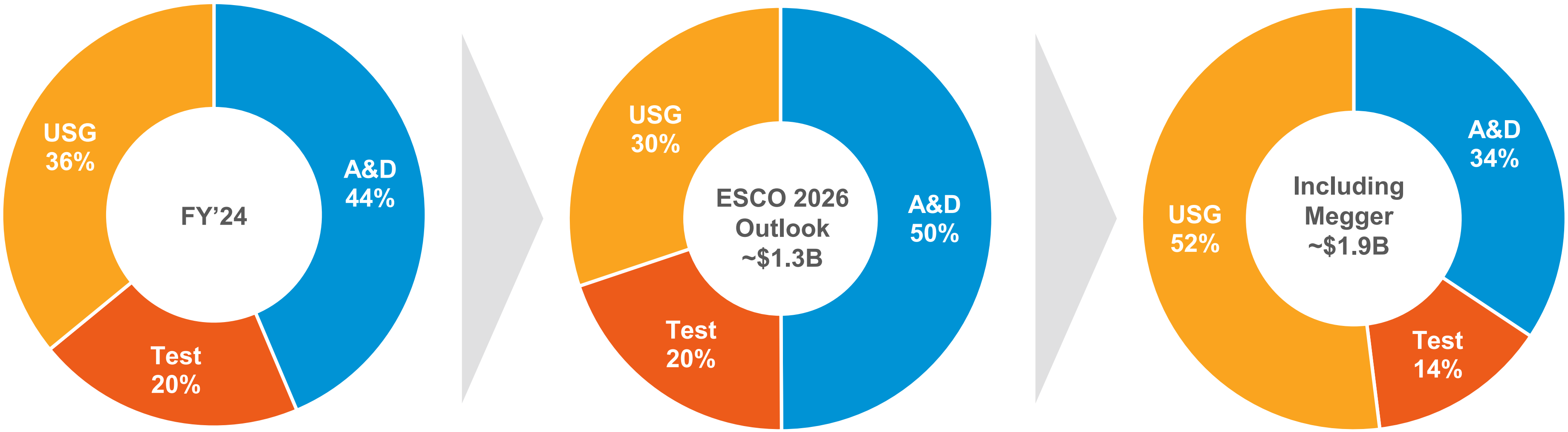
$60M
Run-rate cost synergies

3 years
to achieve run-rate cost synergies

~300bps
Adj. EBITDA margin expansion from run-rate cost synergies

Continues Shift Towards High Growth & Margin Markets

ESCO Pro Forma Revenue Profile



- ESCO Maritime acquisition increased scale in high-growth, naval and defense markets
- 2025 Divestiture of VACCO narrowed portfolio focus by exiting space market
- Megger acquisition is next step in portfolio transition, increasing scale in utility solutions market with strong secular tailwinds driven by electrification and infrastructure trends
- >85% of pro forma revenue portfolio focused on IP enabled aerospace & defense and electrical utility infrastructure mega trends

Well-Positioned in Markets with Secular Tailwinds

Utility Solutions Group

- U.S. electricity demand forecasted to double by 2050 with the same trajectory expected globally
  - AI infrastructure buildout, heat pumps, re-shoring and EV charging driving demand growth
- Diagnostic solutions enable utilities to drive more power through the existing grid where average age of large power transformers is >40 years
- Global demand for clean energy increasing - utilities investing heavily in renewable power generation and infrastructure to connect it
- Industry is undergoing a digital transformation to enhance efficiency, reliability, and sustainability

Aerospace & Defense

- Commercial Aero OEMs committed to increasing build rates to meet long-term airline demand
- Geopolitical tensions driving increasing defense budgets, benefiting Military Aerospace
- Within global defense budgets, submarine programs are a priority
  - U.S. build rate increases (Virginia & Columbia Class)
  - Multi-year submarine procurement in process in the US – intended to secure supplier base
  - U.K. submarine & surface ship programs
- UUV’s – growing market to address heightened maritime security concerns

Acquisition Meets ESCO's Stated M&A Goals

Stated M&A Goals	Megger
> In our core businesses or markets, or very close	✓ Utility Solutions
> A leader in niche markets	✓ Leading position in Europe
> Technology driven products or services	✓ Highly-advanced portfolio with strong software and analytics offering
> Demonstrated financial performance (Reasonably predictable revenue streams & solidly profitable)	✓ Consistently growing order volumes with >25% synergized Adjusted EBITDA margins
> Clearly defined growth opportunities	✓ +8% forward revenue growth CAGR
> Synergistic to core business platforms	✓ Complementary capabilities and $60M of identified synergies

Conclusion: The ESCO Investment Opportunity

> **We have confidence in our well-tested operating model**

> **We serve technology-oriented end-markets with long-term organic growth trajectories**

- Commercial and defense aerospace – build rates increasing
- Navy submarine fleet investments
- Utility infrastructure spending

> **Executing on previously stated plan to supplement growth with small to mid-size M&A**

- Prudent pro forma net leverage of ~2.5x at close with clear line of sight to 2x net leverage

> **ROIC Focus – Management and Shareholder interests aligned**

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