

Investor Presentation

December 2019

NYSE: BCO

 **BRINKS**

Safe Harbor Statement and Non-GAAP Results

These materials contain forward-looking information. Words such as "anticipate," "assume," "estimate," "expect," "target" "project," "predict," "intend," "plan," "believe," "potential," "may," "should" and similar expressions may identify forward-looking information. Forward-looking information in these materials includes, but is not limited to information regarding: 2019 non-GAAP outlook, including revenue, operating profit, operating profit and adjusted EBITDA margin rate, earnings per share, adjusted EBITDA, impact of currency translation; projected contributions for legacy liabilities; maturity schedule for credit facility and senior notes; capital expense outlook; 2019 target cash flow; net debt and leverage outlook; and estimated future payments under international pension plans; planned Strategy 2.0 and IT investments; future results of acquisitions and the impact of currency translation and the devaluation of the Argentine peso.

Forward-looking information in this document is subject to known and unknown risks, uncertainties and contingencies, which are difficult to predict or quantify, and which could cause actual results, performance or achievements to differ materially from those that are anticipated. These risks, uncertainties and contingencies, many of which are beyond our control, include, but are not limited to: our ability to improve profitability and execute further cost and operational improvement and efficiencies in our core businesses; our ability to improve service levels and quality in our core businesses; market volatility and commodity price fluctuations; seasonality, pricing and other competitive industry factors; investment in information technology and its impact on revenue and profit growth; our ability to maintain an effective IT infrastructure and safeguard confidential information; our ability to effectively develop and implement solutions for our customers; risks associated with operating in foreign countries, including changing political, labor and economic conditions, regulatory issues (including the imposition of international sanctions, including by the U.S. government), currency restrictions and devaluations, restrictions on and cost of repatriating earnings and capital, impact on the Company's financial results as a result of jurisdictions determined to be highly inflationary, and restrictive government actions, including nationalization; labor issues, including negotiations with organized labor and work stoppages; the strength of the U.S. dollar relative to foreign currencies and foreign currency exchange rates; our ability to identify, evaluate and complete acquisitions and other strategic transactions and to successfully integrate acquired companies; costs related to dispositions and market exits; our ability to obtain appropriate insurance coverage, positions taken by insurers relative to claims and the financial condition of insurers; safety and security performance and loss experience; employee, environmental and other liabilities in connection with former coal operations, including black lung claims; the impact of the Patient Protection and Affordable Care Act on legacy liabilities and ongoing operations; funding requirements, accounting treatment, and investment performance of our pension plans, the VEBA and other employee benefits; changes to estimated liabilities and assets in actuarial assumptions; the nature of hedging relationships and counterparty risk; access to the capital and credit markets; our ability to realize deferred tax assets; the outcome of pending and future claims, litigation, and administrative proceedings; public perception of our business, reputation and brand; changes in estimates and assumptions underlying critical accounting policies; the promulgation and adoption of new accounting standards, new government regulations and interpretation of existing standards and regulations.

This list of risks, uncertainties and contingencies is not intended to be exhaustive. Additional factors that could cause our results to differ materially from those described in the forward-looking statements can be found under "Risk Factors" in Item 1A of our Annual Report on Form 10-K for the period ended December 31, 2018, and in our other public filings with the Securities and Exchange Commission.

The forward-looking information discussed today and included in these materials is representative as of October 23, 2019, unless otherwise noted, and The Brink's Company undertakes no obligation to update any information contained in this document.

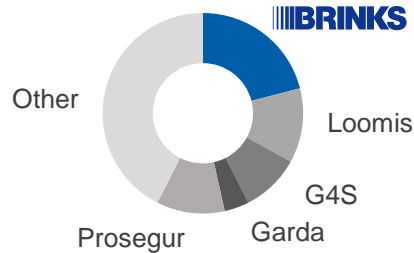
These materials are copyrighted and may not be used without written permission from Brink's. Today's presentation is focused primarily on non-GAAP results. Detailed reconciliations of non-GAAP to GAAP results are included in the appendix.

World's Largest Cash Management Company

Pro forma includes full-year data for Dunbar

Global Market Leader

2020 Global cash market ~\$20 billion^{1,2}

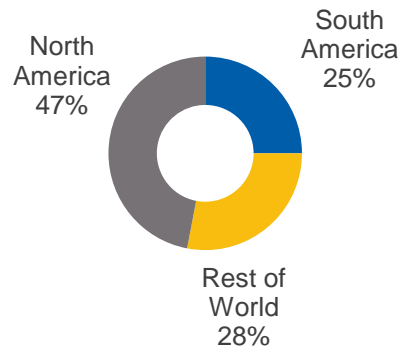


	2018 Revenue ¹	Countries	Regions
Brink's	\$3.7B	117	NA, SA, EMEA, Asia Pacific
Loomis	\$2.2B	20	EMEA, NA
Prosegur	\$2.0B	22	SA, EMEA, Asia, Australia
G4S	\$1.4B	44	EMEA, SA, Asia, NA
Garda	\$0.8B	2	NA

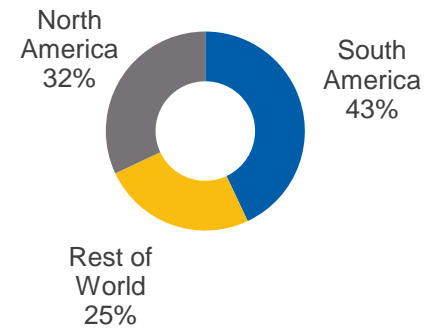
Brink's Operations

- 41 countries
- 1,200 facilities
- 13,500 vehicles
- 62,400 employees

2018 Segment Revenue¹



2018 Segment Op Profit¹



1. Publicly available company data for cash services businesses. Brink's data includes full-year pro forma data for Dunbar and excludes data related to the French Guarding business sold during 2018.

2. Brink's internal estimate based on internal and external sources including Freedonia. Does not include unvented and underserved market opportunities.

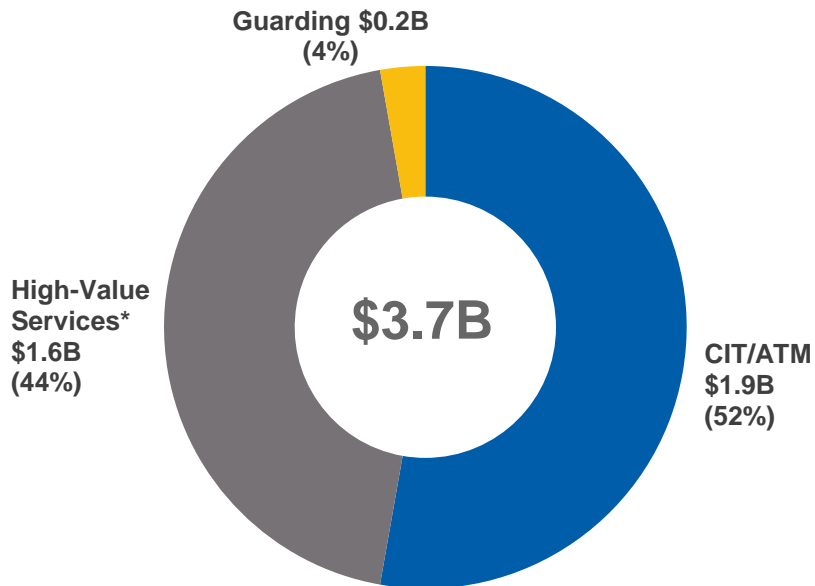
Note: See detailed reconciliations of non-GAAP to GAAP results included in the appendix. Amounts may not add due to rounding.

Lines of Business and Customers

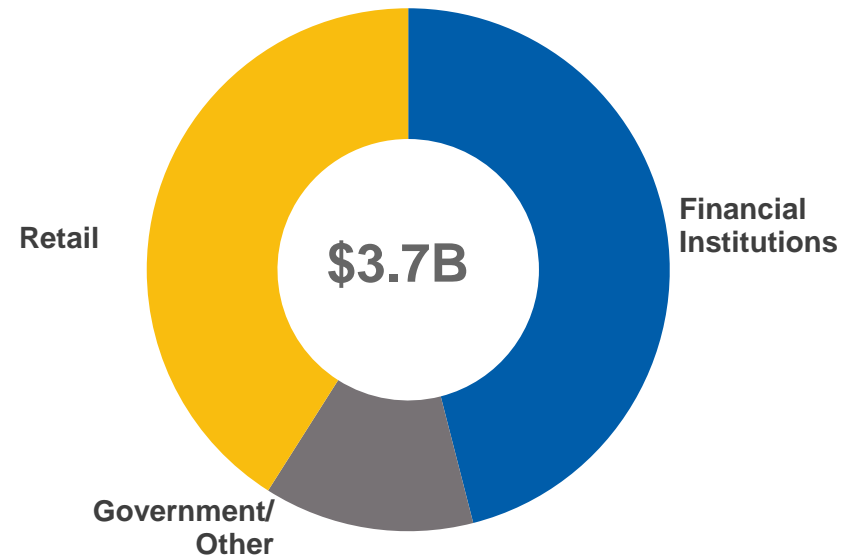
67% of Pro Forma Segment Revenue Outside of U.S.

2018 Pro Forma Revenue¹

Line of Business



Customers



*High-Value Services

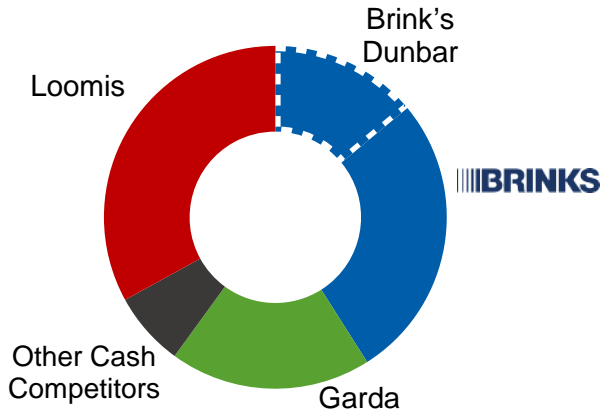
- Brink's Global Services (BGS)
- Money processing
- Vault outsourcing
- CompuSafe® and retail services
- Payments

1. Brink's data as of 12/31/2018; includes full-year pro forma data for Dunbar and excludes data related to the French Guarding business sold during 2018. Note: See detailed reconciliations of non-GAAP to GAAP results included in the appendix; amounts may not add due to rounding

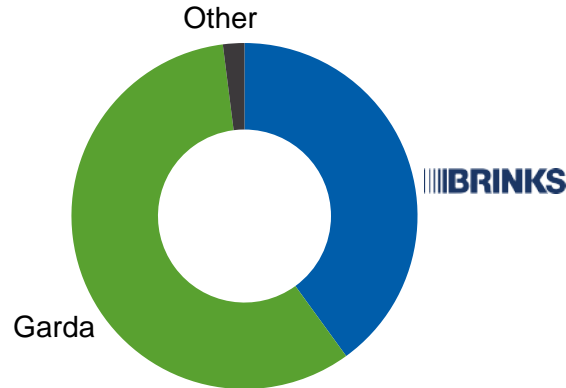
Strong Position in Key Markets

Estimated Market Share

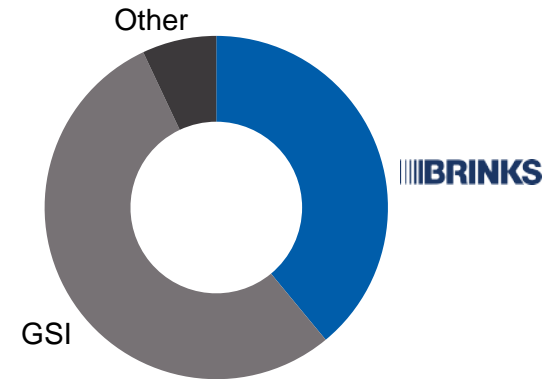
United States



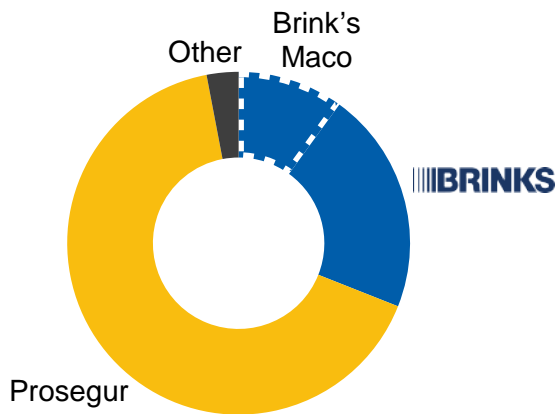
Canada



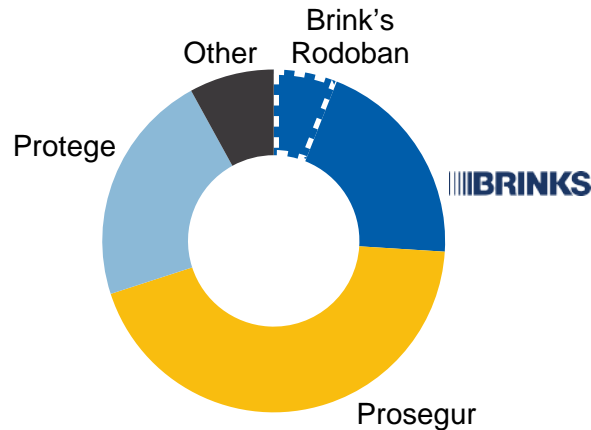
Mexico



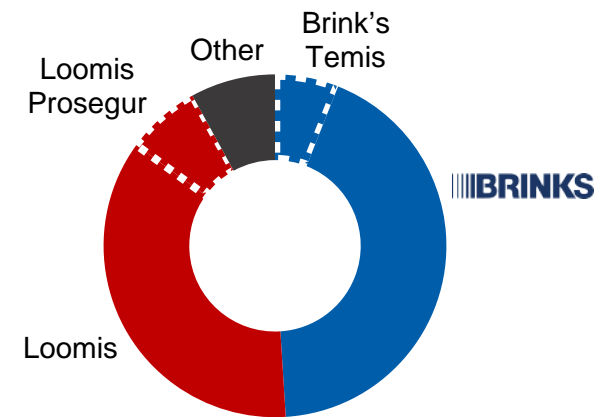
Argentina



Brazil



France



Three-Year Strategic Plan - Strategy 1.0 + 1.5

Organic Growth + Acquisitions

2019 Adjusted EBITDA Target \$570 Million – 3-yr CAGR ~19%*

Strategy 1.5 Acquisitions

	<u>2019</u>
Adj. EBITDA	\$115
Op Profit	\$100

- Focus on “core-core” & “core-adjacent”
- Capture synergies & improve density
- 13 Acquisitions closed to date
- \$1.1B invested in closed and announced acquisitions to date

Strategy 1.0 Core Organic Growth

	<u>2019</u>
Adj. EBITDA	\$455
Op Profit	\$295

- Close the Gap
- Accelerate Profitable Growth
- Introduce Differentiated Services – technology-driven

2017

2018

2019

2020

2021

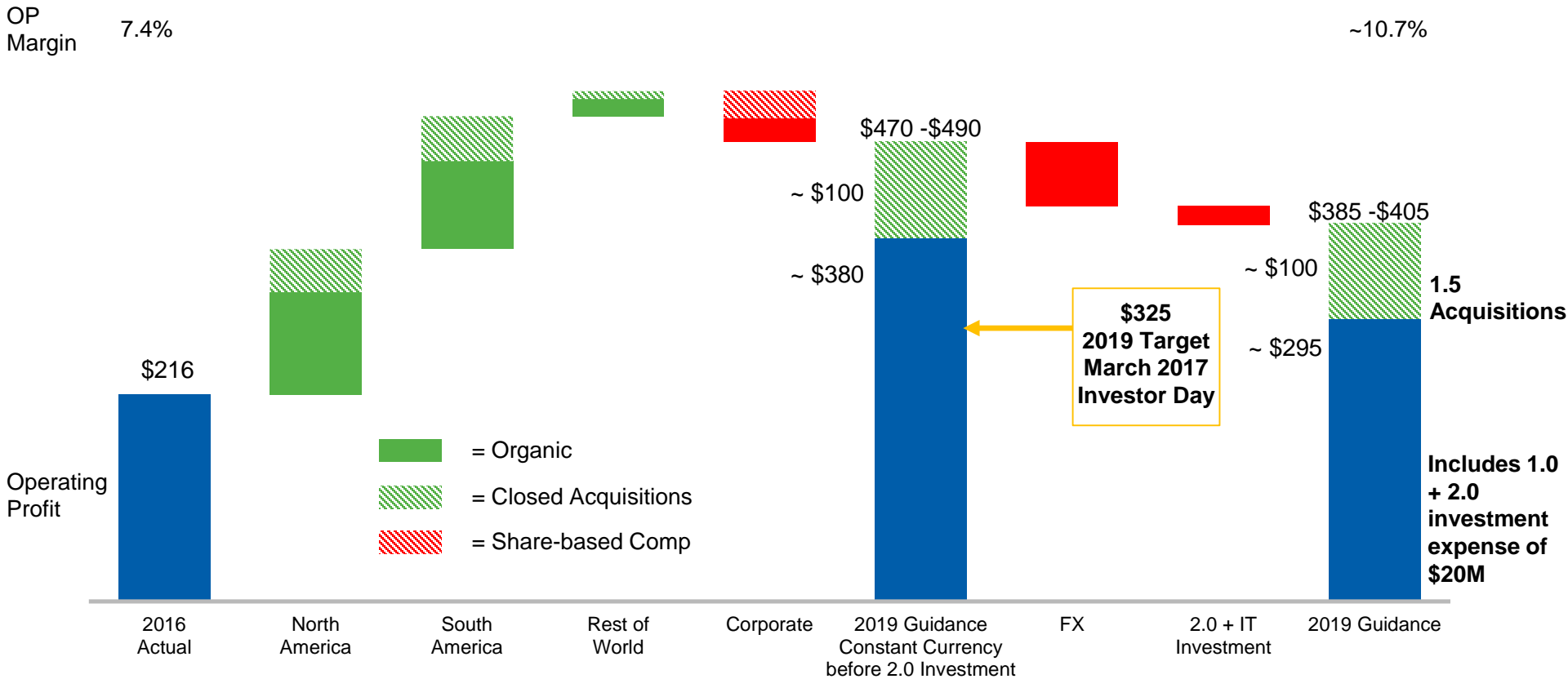
Organic Growth + Acquisitions = Increased Shareholder Value

Note: See detailed reconciliations of non-GAAP to GAAP results included in the appendix.

* Growth rates calculated based on the mid-point of the range

Strategic Plan 2017 – 2019 Operating Profit¹

(Non-GAAP, \$ Millions)



Three-Year Strategic Plan Operating Profit CAGR ~22%

1. As of 10/23/2019

Notes: See detailed reconciliations of non-GAAP to GAAP results in the Appendix.

Constant Currency represents 2019 Guidance at 2019 Target exchange rates as of Investor Day March 2, 2017.

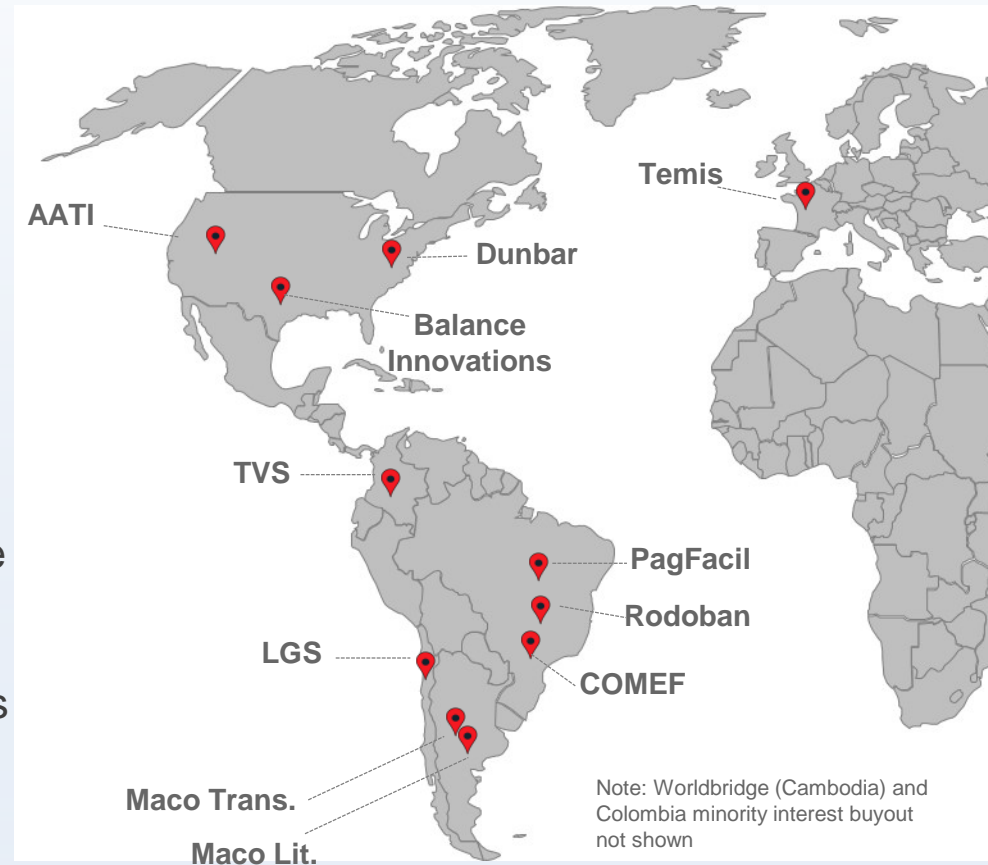
FX is the impact of foreign currency translation for the base business (excluding acquisitions).

Strategy 1.5 - Core Acquisitions

Synergistic, Accretive Acquisitions in Our Core Markets

Core Acquisitions-to-Date

- 2017: 6 completed, including Maco
- 2018: 3 completed, including Dunbar
- 2019: 4 completed
 - Rodoban (Brazil), COMEF (Brazil), Balance Innovations (U.S.), TVS (Colombia)
- Closed acquisitions expected to generate Adjusted EBITDA of \$115 million in 2019
- Strong pipeline of additional opportunities



Strategy 2.0 – Total Cash Ecosystem

Further Expansion into Cash-Related, High-Value Services

Strategy 2.0 Expand Services & Customer Base

- Expand high-margin, high-value, cost-effective service offerings:
 - Increase share with existing customers via a broader array of high-value services
 - Add new unvetted and underserved customers with attractively-priced, high-value services

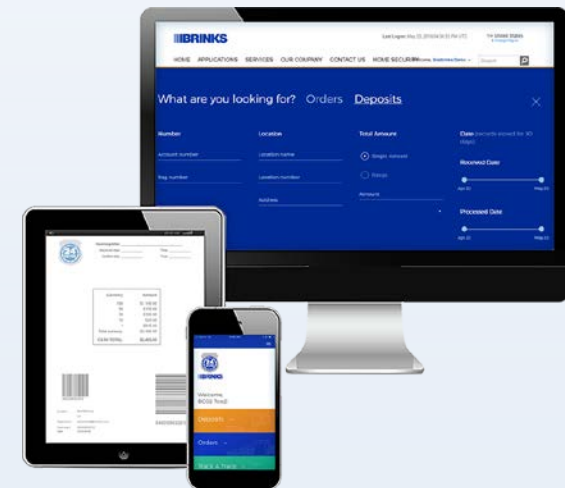
2019

2020

2021

Recent Business Development

- Products and services under development for pilots; rollout scheduled for 2020
- Completed acquisition that provides enterprise cash management software solutions to retailers
- Brink's to own & manage entire network of 11,600 ATMs for French bank

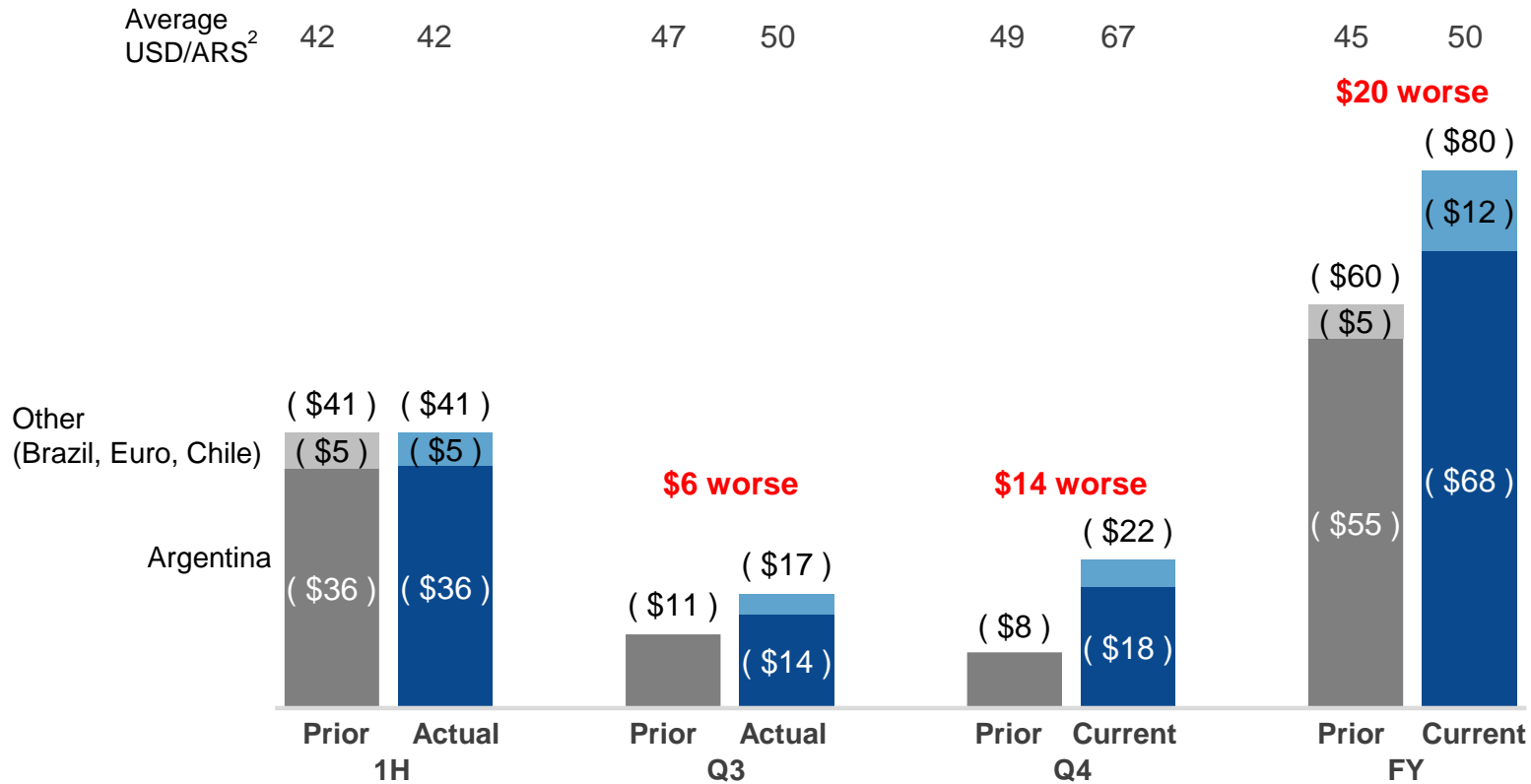


~\$20M Operational Expenditures in 2019 to Drive High-Margin Growth in 2020

2019 Guidance: Negative Currency Translation Increased by \$20M¹

(\$ Millions)

Operating Profit FX Impact: 2019 versus 2018



Prior Guidance vs Current Guidance

Full-year negative impact of translational FX expected to be \$80 million
\$20 million worse than prior guidance

1. As of 10/23/2019

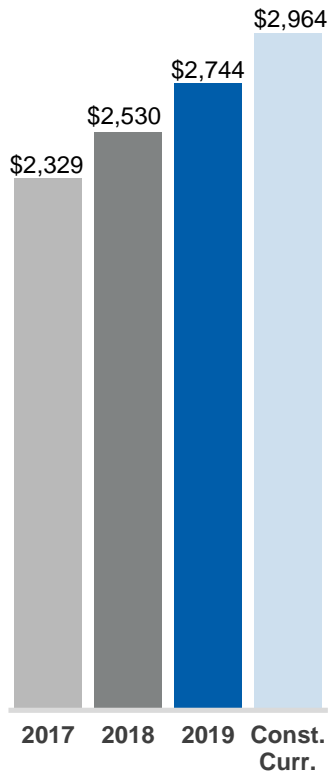
2. Current guidance exchange rates are actual through nine months and estimated for Q4 2019

Nine Months 2019 Non-GAAP Results

(Non-GAAP, \$ Millions, except EPS)

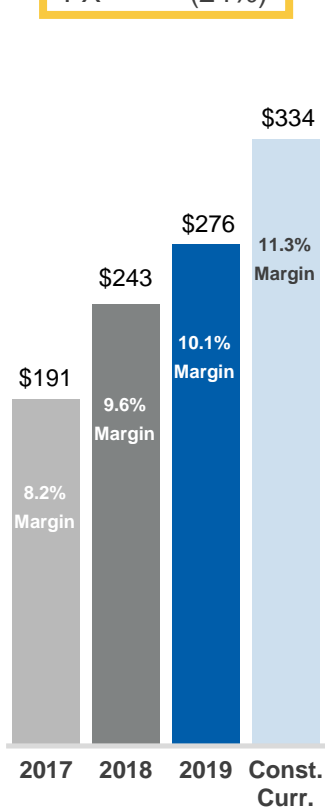
Revenue +8%
Constant currency +17%

Organic	+7%
Acq	+10%
FX	(9%)

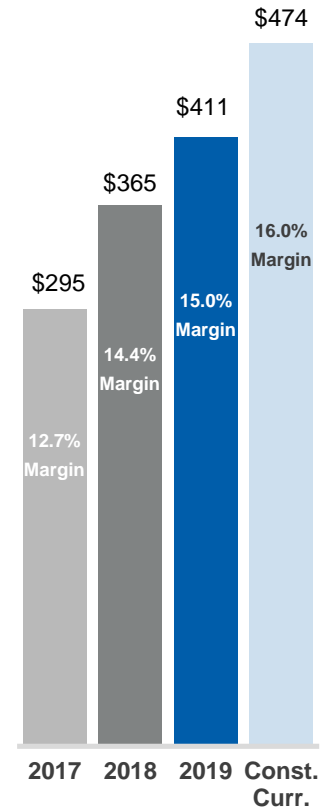


Op Profit +14%
Constant currency +38%

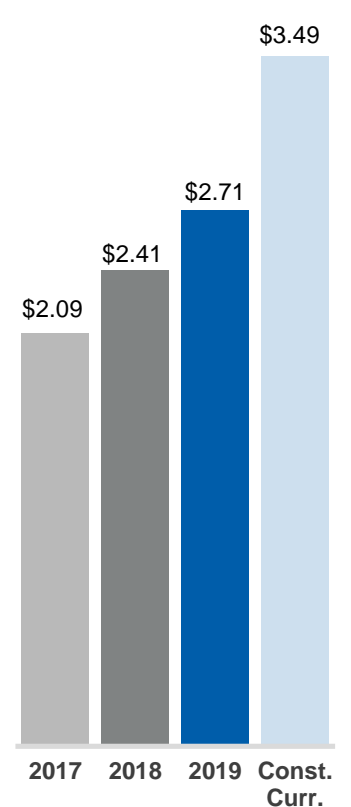
Organic	+26%
Acq	+12%
FX	(24%)



Adj. EBITDA +13%
Constant currency +30%



EPS +12%
Constant currency +45%



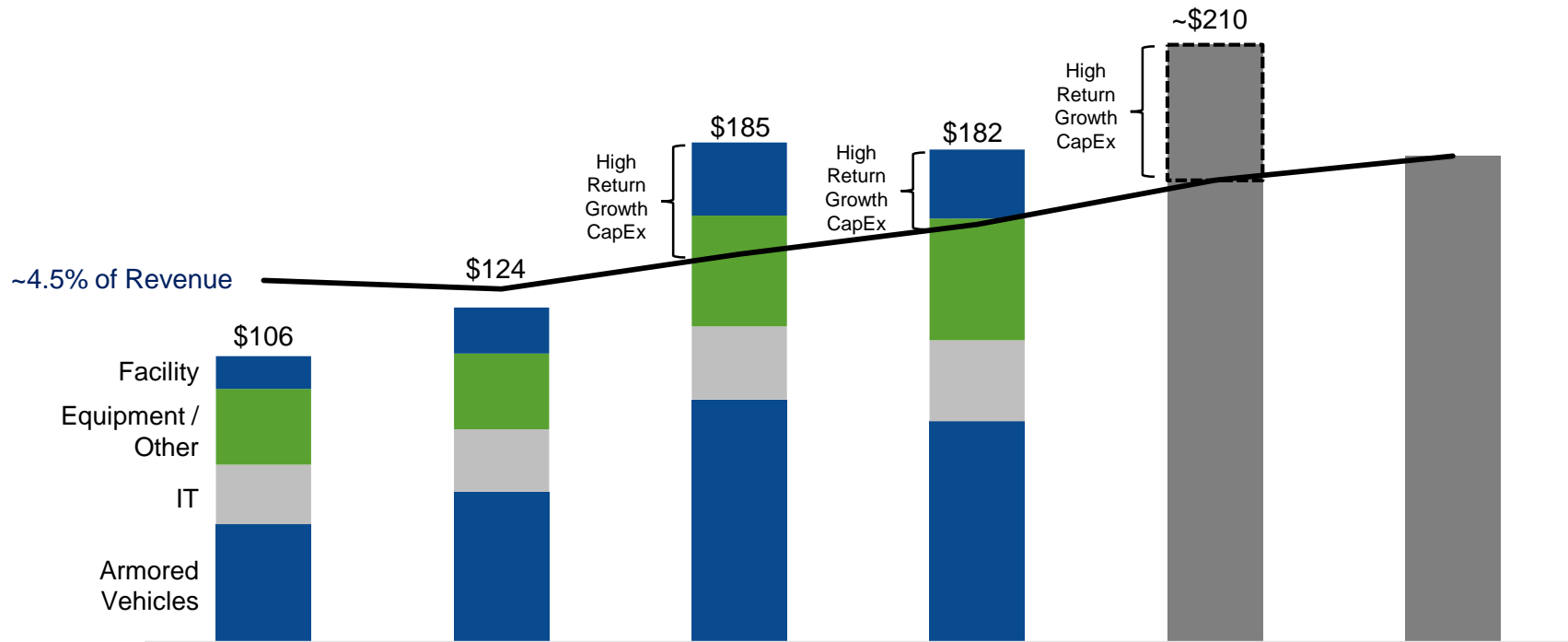
Notes: See detailed reconciliations of non-GAAP to GAAP results in the Appendix.
Constant currency represents 2019 results at 2018 exchange rates.

CapEx Expected to Return to ~4.5% of Revenue in 2020¹

Capital expenditures 2015 – 2020²

(Non-GAAP, \$ Millions)

Higher 2017-19 CapEx reflects investment in strategic initiatives



	2015 Actual	2016 Actual	2017 Actual	2018 Actual	2019 Target	2020 Target
% Revenue	3.5%	4.2%	5.8%	5.3%	~6% ³	~4.5% ³
D&A ¹	\$118	\$112	\$119	\$126		
Reinvestment Ratio	0.9	1.1	1.6	1.4		

1. As of 10/23/2019

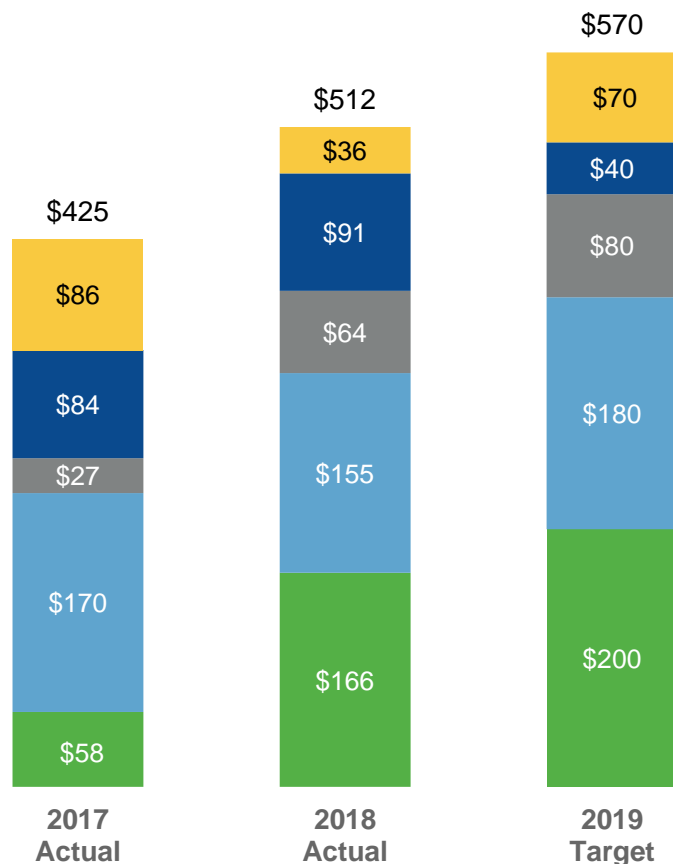
2. Excludes CompuSafe® Service

3. Excludes potential acquisitions (through year-end 2019).

See detailed reconciliations of non-GAAP to GAAP in the Appendix.

Free Cash Flow (incl. completed acquisitions)¹

(Non-GAAP, \$ Millions)



Adjusted EBITDA

- Working Capital and Cash Restructuring:** Includes DSO improvements offset by cash restructuring, primarily acquisition related
- Cash Taxes:** Higher income offset by lower ETR, FTCs and refund timing
- Cash Interest:** Higher Net Debt (driven by acquisitions) offset by lower rates from 2019 credit agreement amendment
- Cash Capital Expenditures:** (detail in appendix)
 - Maintenance: ~4.5% of Revenue
 - Incremental: Strategic initiatives and acquisitions

Free Cash Flow before Dividends

37%	92%	~98%	FCF Conversion – Income ²
14%	32%	~35%	FCF Conversion – Adjusted EBITDA ³

2019 Free Cash Flow Target – More Than Triples in Two Years

Note: Amounts may not add due to rounding.

Non-GAAP Free Cash Flow excludes the impact of Venezuela operations. See detailed reconciliations of cash flows in the Appendix.

1. As of 10/23/2019

2. FCF Conversion – Income is defined as Free Cash Flow before Dividends divided by Non-GAAP Income (loss) from continuing operations attributable to Brink's.

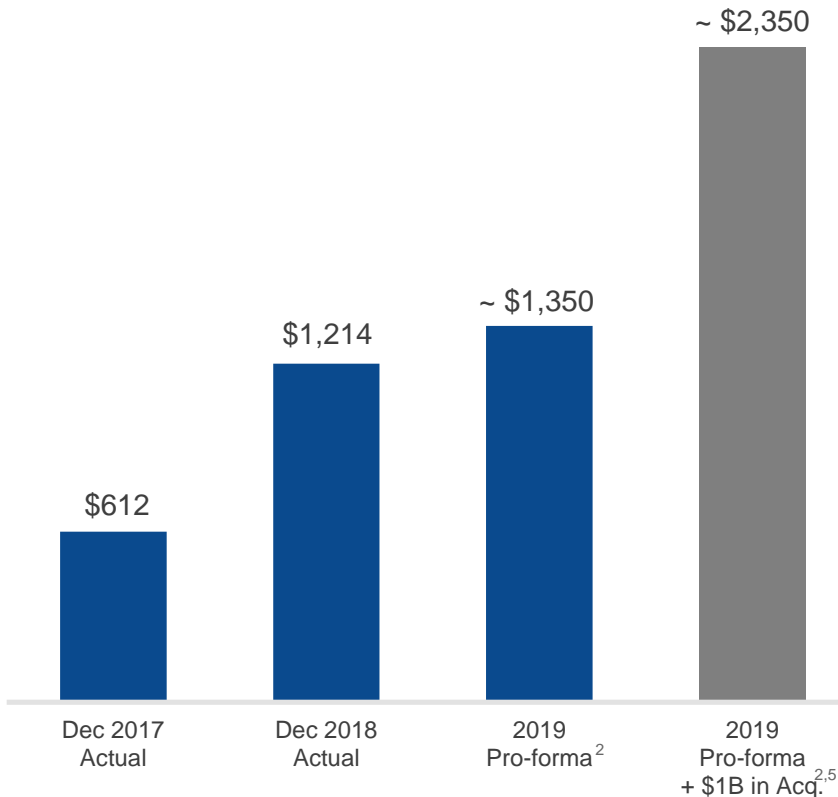
3. FCF Conversion – Adjusted EBITDA is defined as Free Cash Flow before Dividends divided by Adjusted EBITDA.

Net Debt and Leverage¹

(Non-GAAP, \$ Millions)

Net Debt

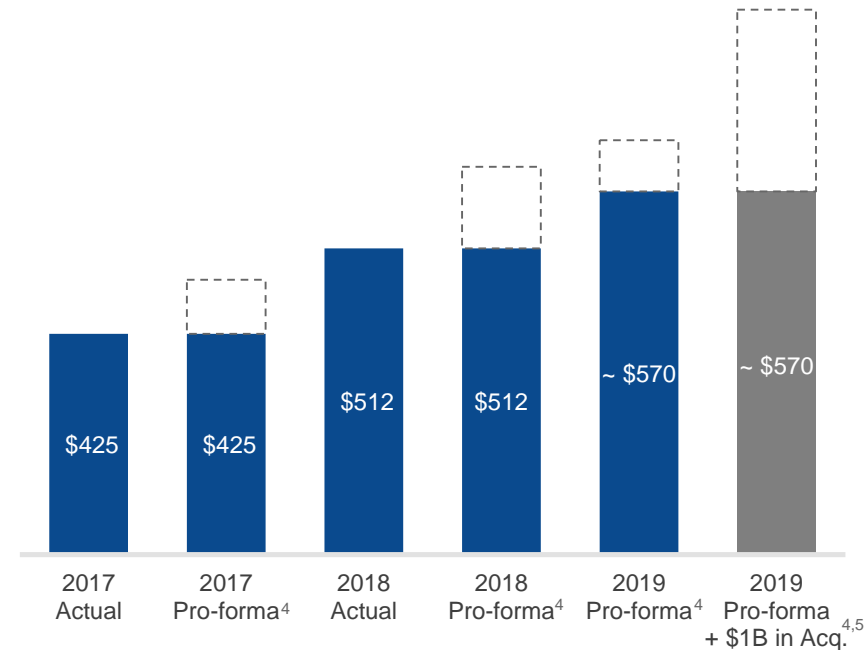
Significant capacity for acquisitions



Adjusted EBITDA and Financial Leverage

Leverage Ratio²

	1.4	~1.3	2.4	~2.0	~2.2	~3.0
Adjusted EBITDA + Synergized Acquisitions		~\$480		~\$595	~\$620	~\$775



Existing Leverage Capacity to Execute Additional Acquisitions

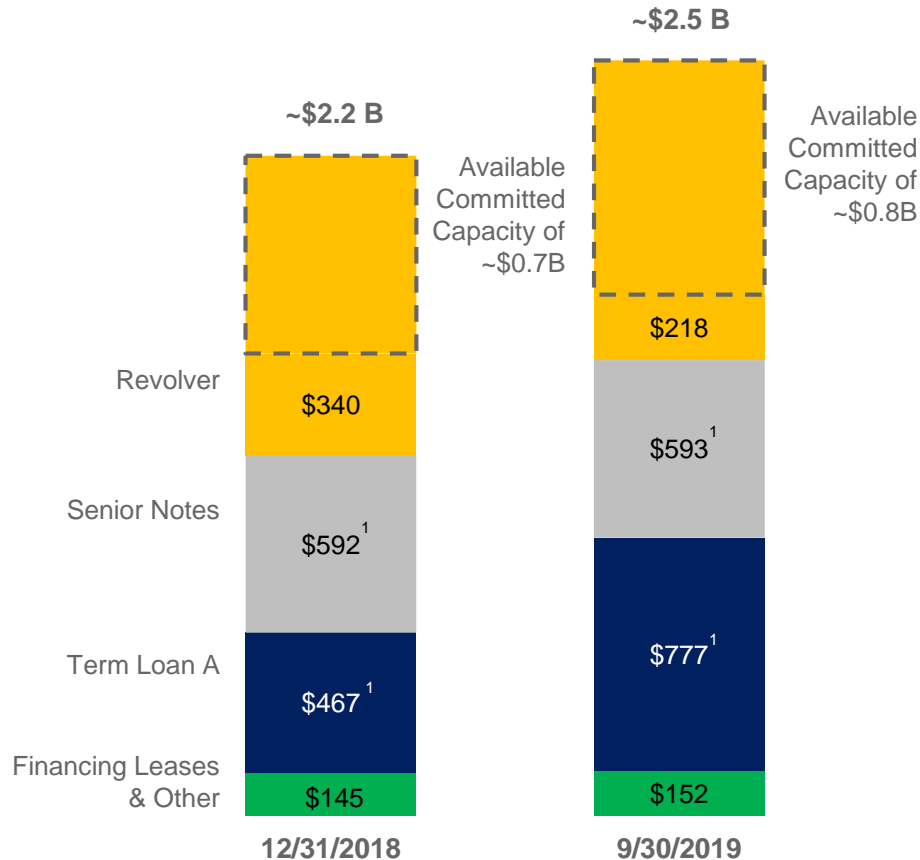
1. As of 10/23/2019
2. Forecasted utilization based on business plan through 2019 including closed acquisitions.
3. Net Debt divided by Adjusted EBITDA for Actual, and Net Debt divided by Adjusted EBITDA + Synergized Acquisitions for Pro-forma.

Note: See detailed reconciliations of non-GAAP to GAAP results in the appendix

4. Additional pro-forma impact (TTM) based on post-closing synergies through 2020 of closed acquisitions.
5. Includes assumption of \$1 billion in acquisitions with a 6.5x post-integration multiple.

Credit Facility and Debt Structure

Debt Balance



Credit Facility

- Interest floats based on LIBOR plus a margin that is a minimum of 25 bps lower than previous financing
 - Interest rate swap locking \$400 million at fixed rate
- Weighted average interest rate: ~3.85% (as of 9/30/19)
- Matures February 2024; Term Loan A amortizes at 5% per year

Senior Notes

- 4.625% fixed interest rate
- Matures October 2027

Additional ~\$122 Million of Capacity to Execute Strategy with Improved Terms

1. Net of unamortized issuance costs of \$8.0 million on Senior Notes and \$1.8 million on Term Loan A as of 12/31/18 and \$7.3 million on Senior Notes and \$3.1 million on Term Loan A as of 9/30/19.

Comparison to Route-Based Industrial Services Peers¹

	Peers	Brink's
Specialized fleet	✓	✓
Focus on route density and optimization	✓	✓
Strong recurring revenue	✓	✓
High customer retention	✓	✓
Ability to leverage physical infrastructure	✓	✓
Accretive/high-synergy M&A	✓	✓
Technology-enhanced logistics	✓	✓
Organic growth	~4%	~6%
Adj. EBITDA margin	~23%	~15%
3-yr Adj. EBITDA CAGR	~5%	~19%
EV/2019E Adj. EBITDA multiple	~15x - 17x	~10x

1. As of 10/23/2019

- Industrial Services/Route-Based peers include Cintas Corporation (CTAS), Iron Mountain, Inc. (IRM), Rollins, Inc. (ROL), ServiceMaster Global Holdings, Inc. (SERV), Stericycle, Inc. (SRCL), UniFirst Corporation (UNF) and Waste Management, Inc. (WM). See page 23 of the appendix for additional metrics. See detailed reconciliations of non-GAAP to GAAP results in the appendix.
- Financial metrics and calculations based on 2016-2019 fiscal year-end non-GAAP actuals and estimates, BCO guidance, FactSet data and broker consensus estimates, publicly available information, and internal estimates as of October 18, 2019. Components of the calculation may differ between companies. BCO EV/Adj. EBITDA calculation excludes retirement and postemployment benefit obligations.

2019 Guidance – Operational Performance Unchanged¹

Adjusted for \$20M Incremental Negative FX Impact on Operating Profit

(Non-GAAP, \$ Millions, except EPS)

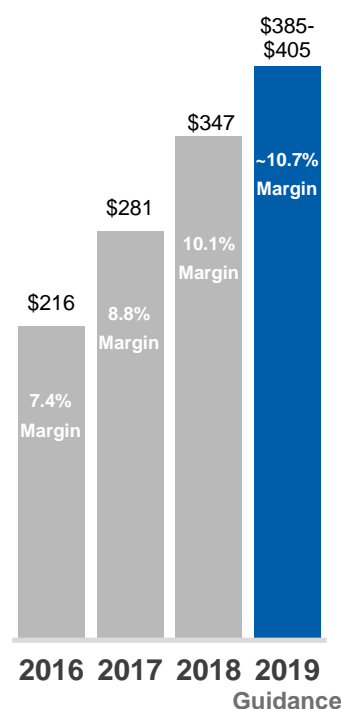
Revenue +8%
Constant currency +16%

Organic	+7%
Acq/Disp	+8%
FX	(8%)



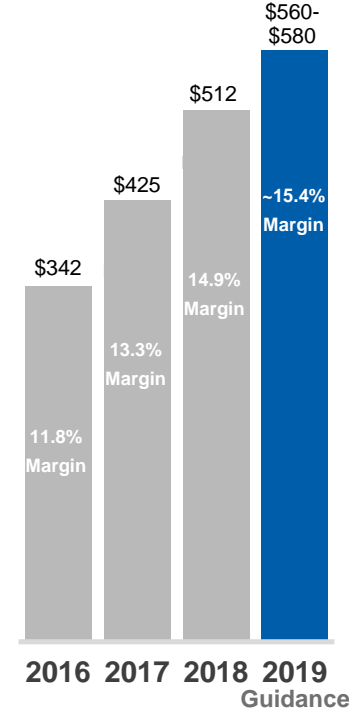
Op Profit +14%
Constant currency +37%

Organic	+27%
Acq/Disp	+10%
FX	(23%)



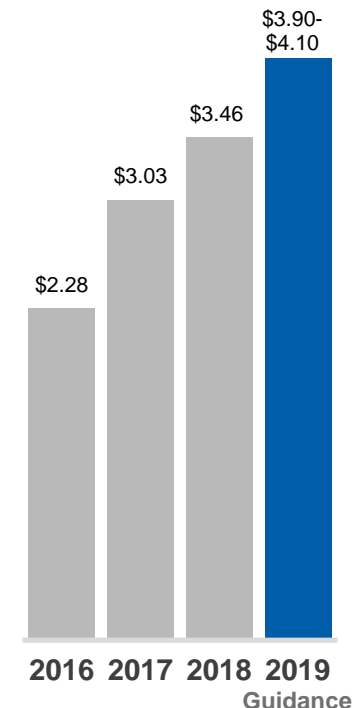
Adj. EBITDA
Constant currency +28%

+11%



EPS
Constant currency +47%

+16%



1. As of 10/23/2019

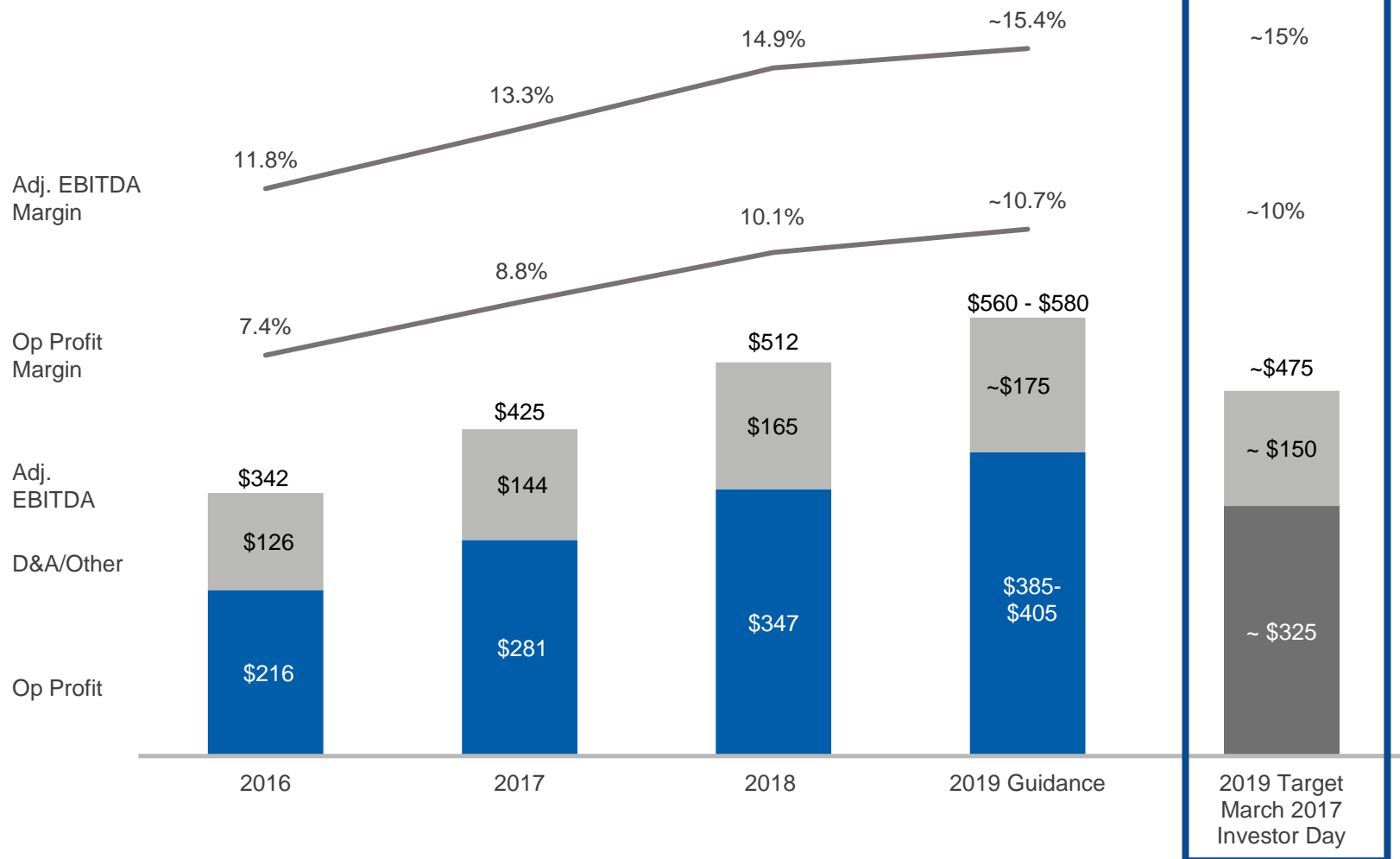
See detailed reconciliations of non-GAAP to GAAP 2016 and 2017 results in the Appendix. 2019 growth rates calculated based on mid-point of range provided vs 2018. Constant currency represents 2019 guidance at 2018 exchange rates.

Continued Improvement Expected¹

(Non-GAAP, \$ Millions)

Operating Profit & Adj. EBITDA

3-yr.CAGR
Op Profit ~22%
Adj. EBITDA ~19%



1. As of 10/23/2019
Notes: See detailed reconciliations of non-GAAP to GAAP results included in the Appendix.

Questions?

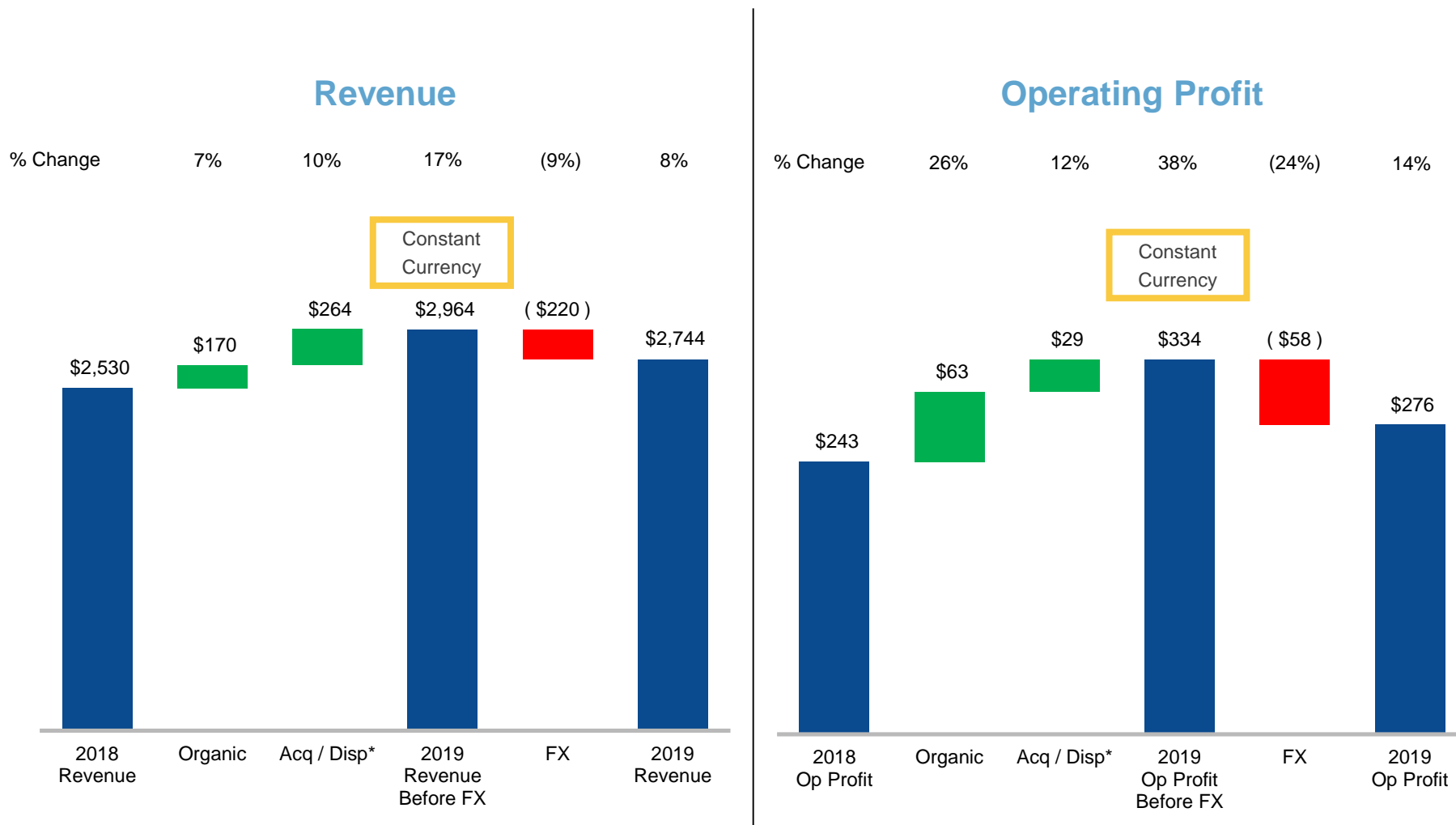
Brink's Investor Relations
804-289-9709



Appendix

Nine Months Revenue and Operating Profit vs 2018

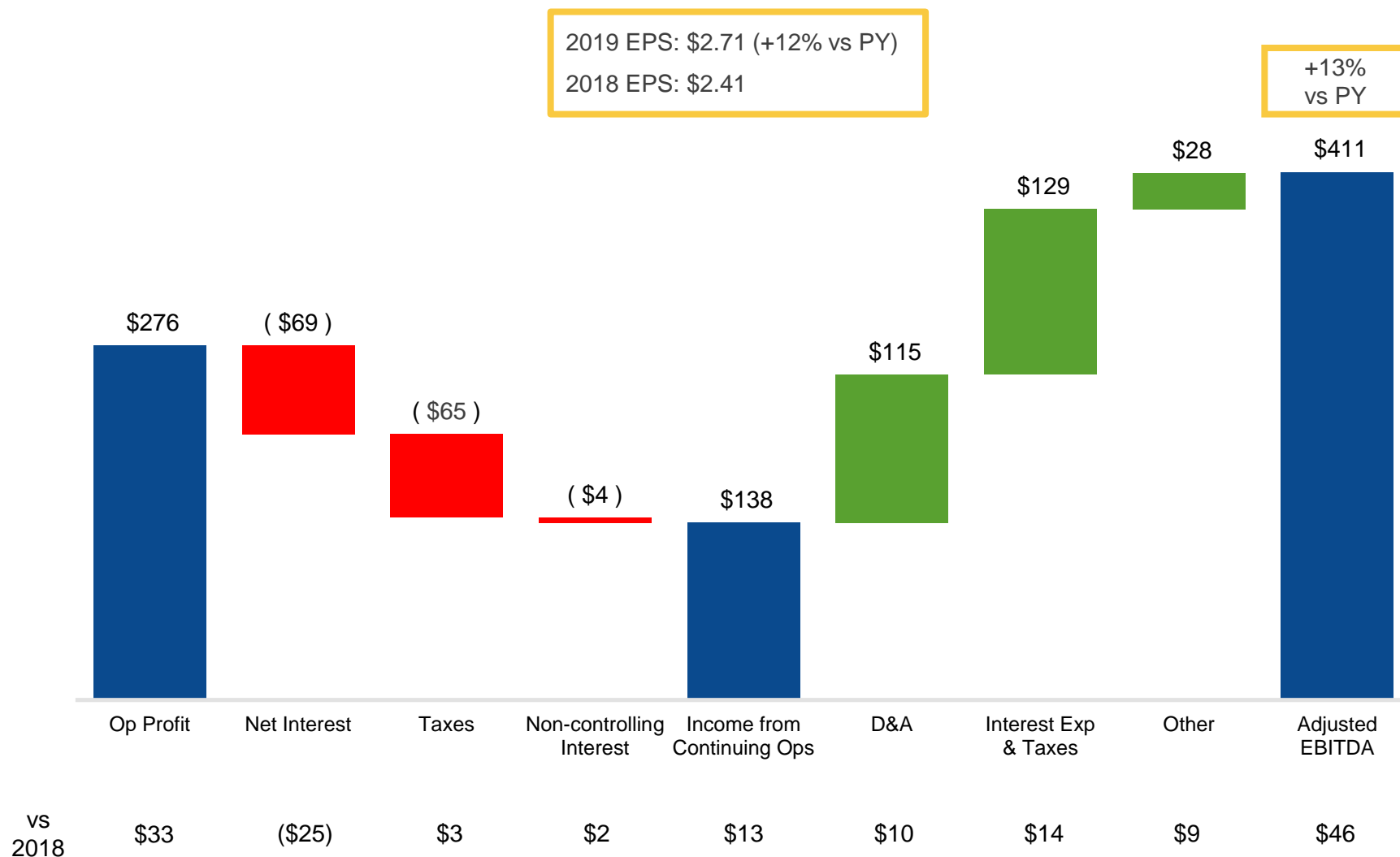
(Non-GAAP, \$ Millions)



Notes: Amounts may not add due to rounding. See detailed reconciliations of non-GAAP to GAAP results included in the Appendix. Constant currency represents 2019 results at 2018 exchange rates.
 * Acq/Disp amounts include the impact of prior year trailing twelve-month results for acquired and disposed businesses.

Nine Months Adjusted EBITDA and EPS vs 2018

(Non-GAAP, \$ Millions, except EPS)



Note: Amounts may not add due to rounding. See detailed reconciliations of non-GAAP to GAAP results in the Appendix.

Industrial Services/Route-Based Peer Comparisons¹

Company	Business Overview	2019E Financial Metrics			Growth	Valuation
	Description	OP Margin	Adj. EBITDA Margin	Capex (% of Rev)	3-Year Adj. EBITDA CAGR	EV / Adj. EBITDA
The Brink's Company (BCO)	Cash Management	~11%	~15%	~5% ²	~19%	~10x
Cintas Corporation (CTAS)	Uniform rental and cleaning services	~17%	~22%	~3%	~20%	~20x
Iron Mountain, Inc. (IRM)	Information protection and storage	~19%	~34%	~13%	~10%	~13x
Rollins, Inc. (ROL)	Pest control	~16%	~20%	~1%	~8%	~30x
ServiceMaster Global Holdings, Inc. (SERV)	Pest control	~17%	~22%	~2%	~0% ³	~20x
Stericycle, Inc. (SRCL)	Medical waste management	~14%	~17%	~5%	~(12%)	~13x
UniFirst Corporation (UNF)	Uniform rental and cleaning services	~12%	~17%	~6%	~5%	~11x
Waste Management, Inc. (WM)	Non-hazardous waste management	~18%	~28%	~11%	~6%	~14x
Peer Average ex. BCO		~16%	~23%	~6%	~5%	~17x ⁴
					<i>Average ex. ROL</i>	~15x

1. Financial metrics and calculations based on 2016-2019 fiscal year-end non-GAAP actuals and estimates, BCO guidance, Factset data and broker consensus estimates, publicly available information, and internal estimates as of October 18, 2019. Components of the calculation may differ between companies. BCO EV/Adj. EBITDA calculation excludes retirement and postemployment benefit obligations. See detailed reconciliations of non-GAAP to GAAP results in the appendix.

2. Cash CapEx including CompuSafe®. Excludes financing leases.

3. Adjusted to account for the disposition of American Home Shield in the fourth quarter of 2018.

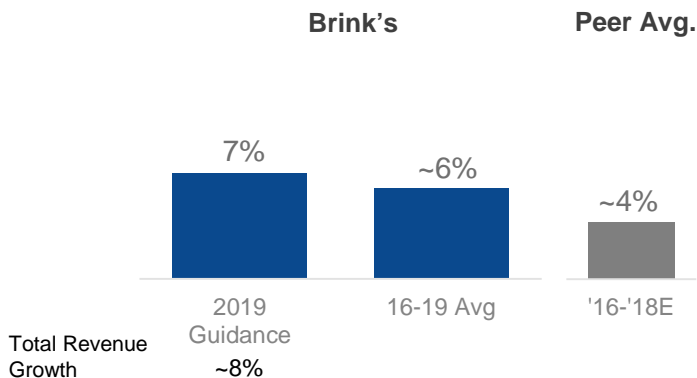
4. Including Prosegur Cash SA (BME:CASH) and Loomis (OMX:LOOMB), the peer average is reduced from ~17x to ~15x.

Compared to Industrial Services/Route-Based Peer¹...

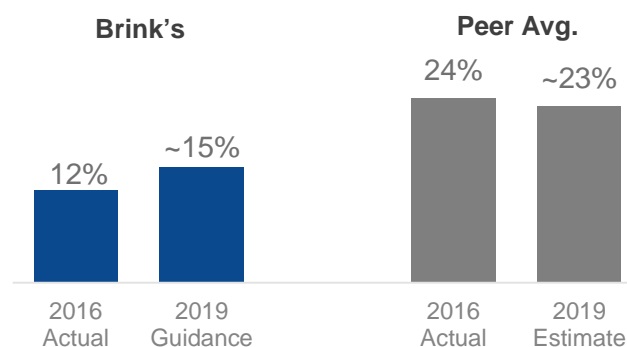
Growing Faster

19% CAGR Ahead of Peers & Closing the Gap

Organic Revenue Growth

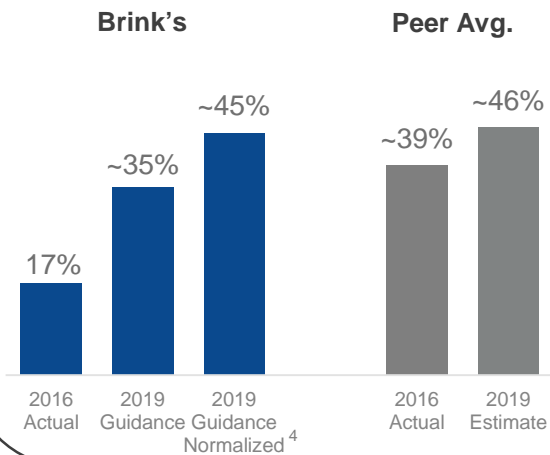


Adj. EBITDA Margin

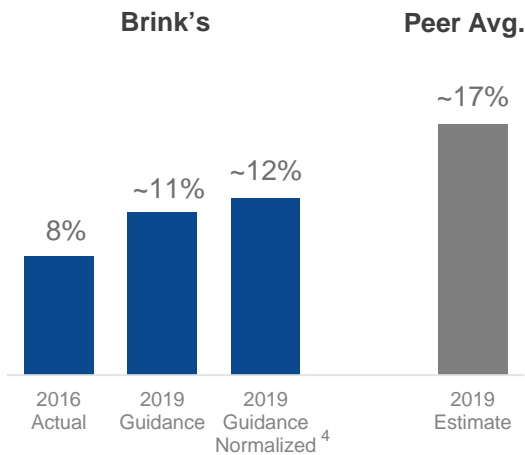


Improving Our Cash Flow

FCF² as a % of EBITDA

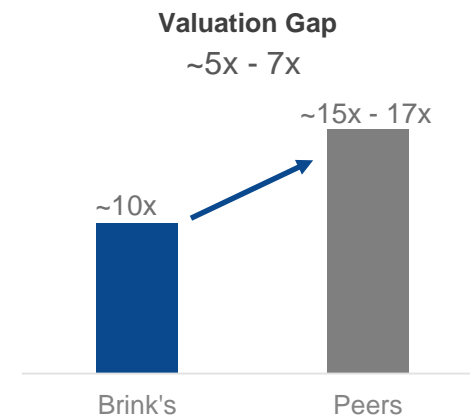


EBITDA – CapEx³ as a % of Revenue



Why the Valuation Discount?

Forward 2019 EBITDA Multiple



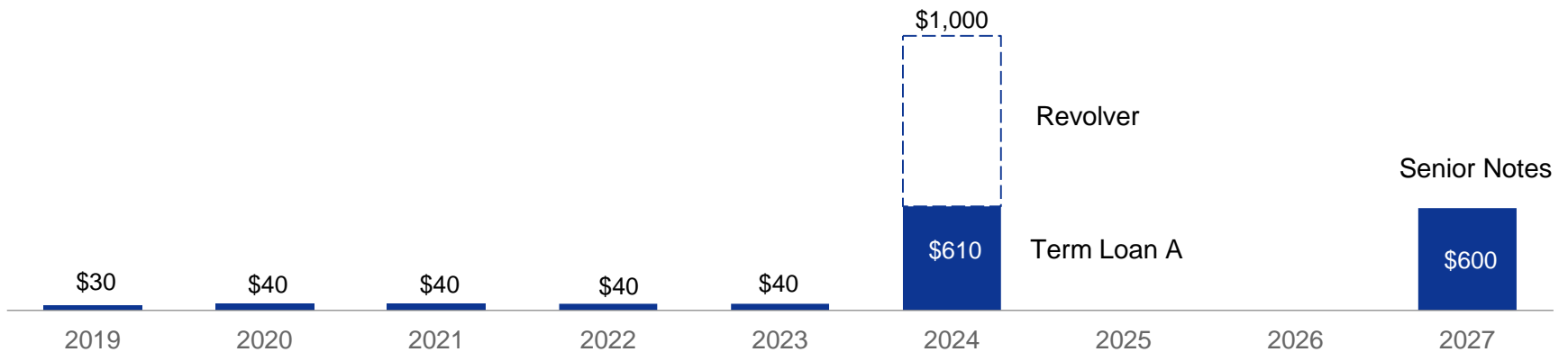
Industrial Services/Route-Based peers include Cintas Corporation (CTAS), Iron Mountain, Inc. (IRM), Rollins, Inc. (ROL), ServiceMaster Global Holdings, Inc. (SERV), Stericycle, Inc. (SRCL), UniFirst Corporation (UNF) and Waste Management, Inc. (WM). See page 23 of the appendix for additional metrics. See detailed reconciliations of non-GAAP to GAAP results in the appendix.

- Financial metrics and calculations based on 2016-2019 fiscal year-end non-GAAP actuals and estimates, BCO guidance, FactSet data and broker consensus estimates, publicly available information, and internal estimates as of October 18, 2019. Components of the calculation may differ between companies. BCO EV/Adj. EBITDA calculation excludes retirement and postemployment benefit obligations.
- Adjusted Cash Flow from Operations less Cash Capital Expenditures.
- Adjusted EBITDA less Cash Capital Expenditures.
- Adjusted to reflect lower pro forma capital and restructuring expenditures.

Debt Maturity Profile

(\$ Millions)

Maturity Schedule for Credit Facility and Senior Notes

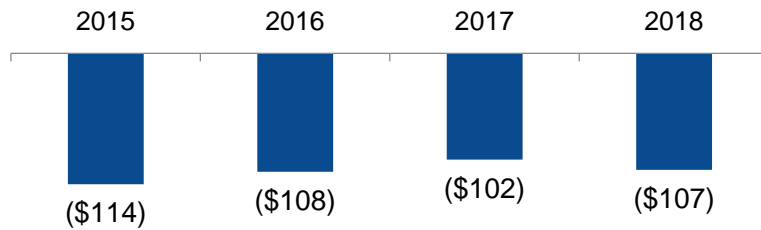


Note: Above amounts based on actuarial assumptions at December 31, 2018

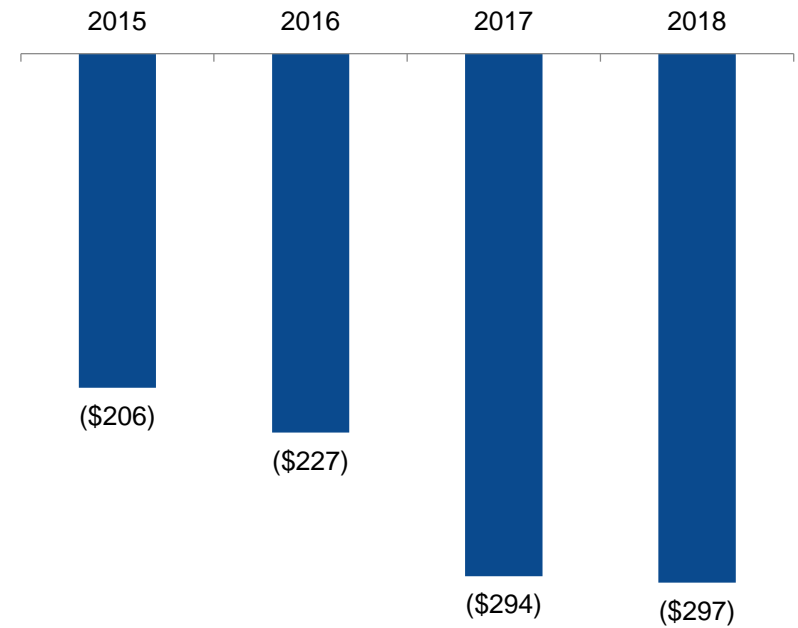
Legacy Liabilities - Underfunding

(\$ Millions)

Frozen Primary U.S. Pension



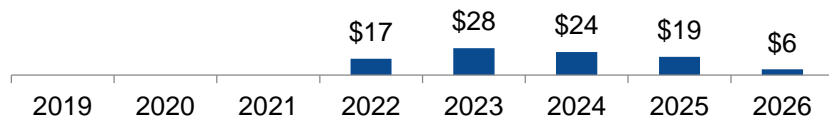
UMWA



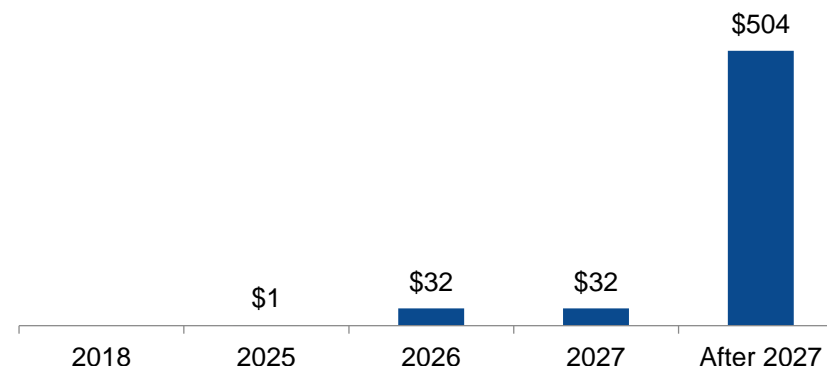
Estimated Cash Payments for Legacy Liabilities

(\$ Millions)

Payments to Primary U.S. Pension



Payments to UMWA



Primary US Pension

- \$87 million prepaid pension contribution in 2014
- Based on actuarial assumptions (as of 12/31/18), no additional cash contributions expected until 2022
- Remeasurement occurs every year-end: disclosed in 10K
- Derisking: annuitized \$54 million of U.S. Pension liabilities with \$53 million of plan assets in October 2019
 - Outplaced 20% of plan participants
 - Reduced administration
 - Reduced PBGC premiums
 - ~\$20 million non-cash GAAP settlement charge expected in 4Q 2019

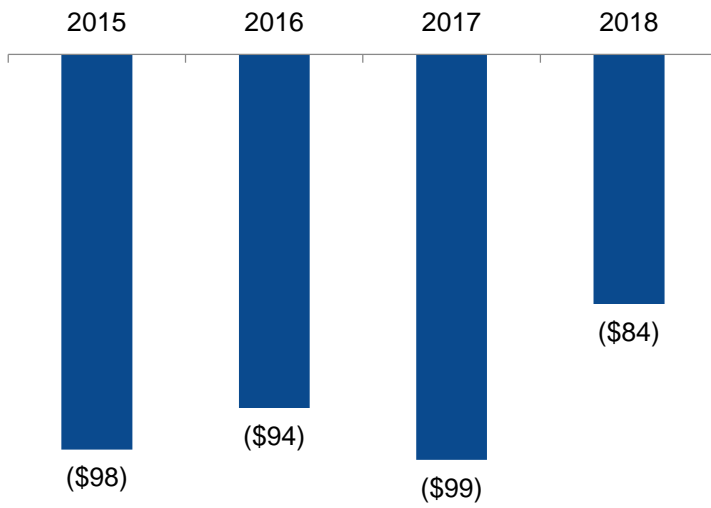
UMWA

- Based on actuarial assumptions (as of 12/31/18), no cash payments expected until 2025

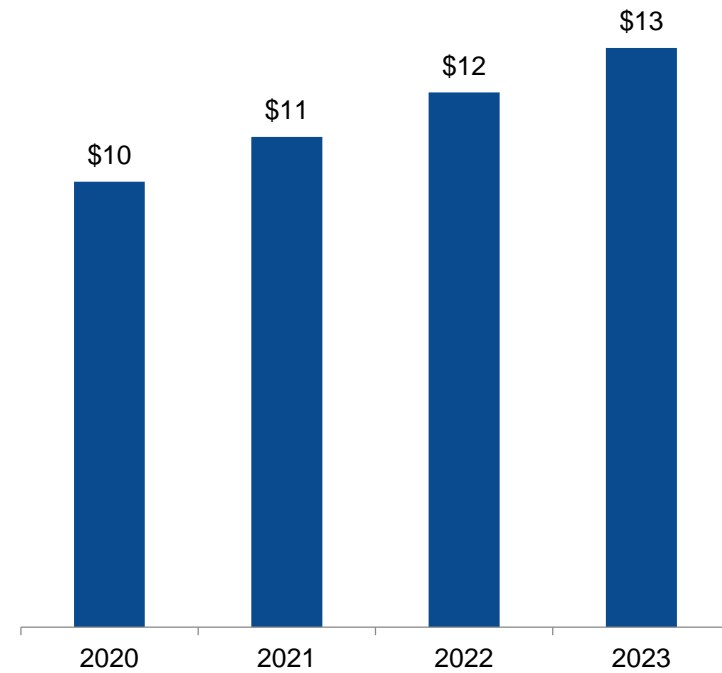
International Pension Plans

(\$ Millions)

Underfunding



Estimated Future Benefit Payments from Plan Assets



Note: Above amounts based on actuarial assumptions at December 31, 2018

2016 – 2017 Non-GAAP Results Reconciled to GAAP (1 of 3)

The Brink's Company and subsidiaries Non-GAAP Reconciliations (In millions)

	Q1	Q2	2016 Q3	Q4	Full Year	Q1	Q2	2017 Q3	Q4	Full Year
Revenues:										
GAAP	\$ 721.8	739.5	755.8	803.5	3,020.6	\$ 788.4	805.9	849.5	903.2	3,347.0
Venezuela operations ^(a)	(32.1)	(21.5)	(20.4)	(35.4)	(109.4)	(48.1)	(46.3)	(20.8)	(38.9)	(154.1)
Acquisitions and dispositions ^(a)	(0.8)	(1.5)	(0.5)	-	(2.8)	-	-	-	-	-
Non-GAAP	\$ 688.9	716.5	734.9	768.1	2,908.4	\$ 740.3	759.6	828.7	864.3	3,192.9
Operating profit (loss):										
GAAP	\$ 23.5	32.2	59.7	69.1	184.5	\$ 70.9	48.3	66.4	88.3	273.9
Venezuela operations ^(a)	(2.7)	(1.6)	(2.2)	(12.0)	(18.5)	(21.1)	4.5	(2.5)	(1.3)	(20.4)
Reorganization and Restructuring ^(a)	6.0	2.1	2.3	19.9	30.3	4.1	5.6	6.4	6.5	22.6
Acquisitions and dispositions ^(a)	6.8	7.4	3.2	2.1	19.5	(0.4)	2.4	6.1	(2.8)	5.3
Non-GAAP	\$ 33.6	40.1	63.0	79.1	215.8	\$ 53.5	60.8	76.4	90.7	281.4
Interest expense:										
GAAP	\$ (4.9)	(4.9)	(5.1)	(5.5)	(20.4)	\$ (4.8)	(6.0)	(7.7)	(13.7)	(32.2)
Venezuela operations ^(a)	0.1	-	-	-	0.1	-	-	-	0.1	0.1
Acquisitions and dispositions ^(a)	-	-	-	-	-	-	-	0.8	0.3	1.1
Non-GAAP	\$ (4.8)	(4.9)	(5.1)	(5.5)	(20.3)	\$ (4.8)	(6.0)	(6.9)	(13.3)	(31.0)
Taxes:										
GAAP	\$ 9.4	14.5	19.5	35.1	78.5	\$ 14.4	17.3	16.4	109.6	157.7
Retirement plans ^(c)	2.6	2.9	2.9	2.9	11.3	2.7	3.1	3.2	3.6	12.6
Venezuela operations ^(a)	(2.5)	(4.7)	(2.4)	(4.5)	(14.1)	(4.9)	(3.8)	(3.1)	(0.9)	(12.7)
Reorganization and Restructuring ^(a)	1.9	0.6	0.7	4.2	7.4	1.4	1.9	2.2	2.1	7.6
Acquisitions and dispositions ^(a)	0.3	0.9	0.2	0.4	1.8	0.2	0.3	2.5	1.5	4.5
Deferred tax valuation allowance ^(b)	-	-	-	(14.7)	(14.7)	-	-	-	-	-
Prepayment penalties ^(d)	-	-	-	-	-	-	-	2.4	(2.2)	0.2
Interest on Brazil tax claim ^(e)	-	-	-	-	-	-	-	1.4	(0.9)	0.5
Tax reform ^(f)	-	-	-	-	-	-	-	-	(86.0)	(86.0)
Tax on accelerated income ^(g)	-	-	-	-	-	-	-	-	0.4	0.4
Income tax rate adjustment ^(h)	(1.7)	(1.5)	0.1	3.1	-	2.5	(0.3)	(1.5)	(0.7)	-
Non-GAAP	\$ 10.0	12.7	21.0	26.5	70.2	\$ 16.3	18.5	23.5	26.5	84.8

2016 – 2017 Non-GAAP Results Reconciled to GAAP (2 of 3)

The Brink's Company and subsidiaries Non-GAAP Reconciliations (In millions)

	2016					2017				
	Q1	Q2	Q3	Q4	Full Year	Q1	Q2	Q3	Q4	Full Year
Income (loss) from continuing operations attributable to Brink's:										
GAAP	\$ (3.1)	0.3	24.5	14.5	36.2	\$ 34.7	14.3	19.9	(52.0)	16.9
Retirement plans ^(c)	4.7	5.2	5.0	5.3	20.2	4.6	5.5	5.8	6.4	22.3
Venezuela operations ^(a)	1.7	5.0	0.4	(4.5)	2.6	(8.4)	8.3	0.9	-	0.8
Reorganization and Restructuring ^(a)	4.1	1.5	1.7	16.4	23.7	2.4	3.6	4.0	4.2	14.2
Acquisitions and dispositions ^(a)	6.5	6.5	2.9	2.3	18.2	(0.6)	2.1	4.4	2.3	8.2
Deferred tax valuation allowance ^(b)	-	-	-	14.7	14.7	-	-	-	-	-
Prepayment penalties ^(d)	-	-	-	-	-	-	-	4.1	4.0	8.1
Interest on Brazil tax claim ^(e)	-	-	-	-	-	-	-	2.7	(1.6)	1.1
Tax reform ^(f)	-	-	-	-	-	-	-	-	86.0	86.0
Tax on accelerated income ^(g)	-	-	-	-	-	-	-	-	(0.4)	(0.4)
Income tax rate adjustment ^(h)	2.1	1.8	(0.2)	(3.7)	-	(2.7)	0.3	1.7	0.7	-
Non-GAAP	\$ 16.0	20.3	34.3	45.0	115.6	\$ 30.0	34.1	43.5	49.6	157.2
EPS:										
GAAP	\$ (0.06)	0.01	0.48	0.28	0.72	\$ 0.67	0.28	0.38	(1.02)	0.33
Retirement plans ^(c)	0.09	0.10	0.10	0.10	0.39	0.09	0.11	0.11	0.12	0.43
Venezuela operations ^(a)	0.04	0.09	0.01	(0.09)	0.05	(0.16)	0.15	0.02	-	0.02
Reorganization and Restructuring ^(a)	0.08	0.03	0.04	0.33	0.47	0.04	0.07	0.08	0.08	0.27
Acquisitions and dispositions ^(a)	0.13	0.13	0.06	0.04	0.37	(0.01)	0.04	0.09	0.05	0.16
Deferred tax valuation allowance ^(b)	-	-	-	0.29	0.29	-	-	-	-	-
Prepayment penalties ^(d)	-	-	-	-	-	-	-	0.08	0.08	0.16
Interest on Brazil tax claim ^(e)	-	-	-	-	-	-	-	0.05	(0.03)	0.02
Tax reform ^(f)	-	-	-	-	-	-	-	-	1.65	1.66
Tax on accelerated income ^(g)	-	-	-	-	-	-	-	-	(0.01)	(0.01)
Income tax rate adjustment ^(h)	0.04	0.04	(0.01)	(0.07)	-	(0.05)	0.01	0.03	0.01	-
Share adjustment ^(k)	-	-	-	-	-	-	-	-	0.02	-
Non-GAAP	\$ 0.32	0.40	0.68	0.88	2.28	\$ 0.58	0.66	0.84	0.95	3.03
Depreciation and Amortization:										
GAAP	\$ 32.2	32.9	32.4	34.1	131.6	\$ 33.9	34.6	37.9	40.2	146.6
Venezuela operations ^(a)	(0.1)	(0.2)	(0.1)	(0.3)	(0.7)	(0.4)	(0.4)	(0.4)	(0.5)	(1.7)
Reorganization and Restructuring ^(a)	-	-	-	(0.8)	(0.8)	(0.9)	(0.6)	(0.5)	(0.2)	(2.2)
Acquisitions and dispositions ^(a)	(0.9)	(0.9)	(0.9)	(0.9)	(3.6)	(0.6)	(1.1)	(2.7)	(4.0)	(8.4)
Non-GAAP	\$ 31.2	31.8	31.4	32.1	126.5	\$ 32.0	32.5	34.3	35.5	134.3

2016 – 2017 Non-GAAP Results Reconciled to GAAP (3 of 3)

The Brink's Company and subsidiaries Non-GAAP Reconciliations (In millions)

	2016					2017				
	Q1	Q2	Q3	Q4	Full Year	Q1	Q2	Q3	Q4	Full Year
Adjusted EBITDA^(l):										
Net income (loss) attributable to Brink's - GAAP	\$ (3.1)	0.3	24.5	12.8	34.5	\$ 34.7	14.2	19.9	(52.1)	16.7
Interest expense - GAAP	4.9	4.9	5.1	5.5	20.4	4.8	6.0	7.7	13.7	32.2
Income tax provision - GAAP	9.4	14.5	19.5	35.1	78.5	14.4	17.3	16.4	109.6	157.7
Depreciation and amortization - GAAP	32.2	32.9	32.4	34.1	131.6	33.9	34.6	37.9	40.2	146.6
EBITDA	\$ 43.4	52.6	81.5	87.5	265.0	\$ 87.8	72.1	81.9	111.4	353.2
Discontinued operations - GAAP	-	-	-	1.7	1.7	-	0.1	-	0.1	0.2
Retirement plans ^(c)	7.3	8.1	7.9	8.2	31.5	7.3	8.6	9.0	10.0	34.9
Venezuela operations ^(a)	(1.0)	0.1	(2.1)	(9.3)	(12.3)	(13.7)	4.1	(2.6)	(1.5)	(13.7)
Reorganization and Restructuring ^(a)	6.0	2.1	2.4	19.8	30.3	2.9	4.9	5.7	6.1	19.6
Acquisitions and dispositions ^(a)	5.9	6.5	2.2	1.8	16.4	(1.0)	1.3	3.4	(0.5)	3.2
Prepayment penalties ^(d)	-	-	-	-	-	-	-	6.5	1.8	8.3
Interest on Brazil tax claim ^(e)	-	-	-	-	-	-	-	4.1	(2.5)	1.6
Income tax rate adjustment ^(h)	0.4	0.3	(0.1)	(0.6)	-	(0.2)	-	0.2	-	-
Share-based compensation ⁽ⁱ⁾	2.8	2.1	1.8	2.8	9.5	4.5	4.0	4.0	5.2	17.7
Adjusted EBITDA	\$ 64.8	71.8	93.6	111.9	342.1	\$ 87.6	95.1	112.2	130.1	425.0

The outlook for 2019 Non-GAAP Adjusted EBITDA, 2019 Non-GAAP operating profit, 2019 non-GAAP EPS, and 2019 free cash flow before dividends cannot be reconciled to GAAP without unreasonable effort. We cannot reconcile these amounts to GAAP because we are unable to accurately forecast the impact of highly inflationary accounting on our Argentina operations and other potential Non-GAAP adjusting items for which the timing and amounts are currently under review, such as future restructuring actions. The impact of highly inflationary accounting on our Argentina operations and other potential Non-GAAP adjusting items could be significant to our GAAP results and cash flows. The Non-GAAP outlook for 2019 and 2020 capital expenditures excludes forecasted capital leases and CompuSafe additions for those years. The Non-GAAP outlook for year-end 2019 Net Debt does not include any forecasted changes to the 2018 balance of restricted cash borrowings or certain cash amounts held by Cash Management Services operations. However, it does include forecasted utilization of debt capacity for announced and potential business acquisitions as well as forecasted cash flow impact from closed, announced and potential business acquisitions.

- (a) See "Other Items Not Allocated To Segments" on slides 37-39 for details. We do not consider these items to be reflective of our core operating performance due to the variability of such items from period-to-period in terms of size, nature and significance.
- (b) There was a change in judgment resulting in a valuation allowance against certain tax attributes with a limited statutory carryforward period that are no longer more-likely-than-not to be realized due to lower than expected U.S. operating results, certain non-GAAP pre-tax items, and the timing of tax deductions related to executive leadership transition.
- (c) Our U.S. retirement plans are frozen and costs related to these plans are excluded from non-GAAP results. Certain non-U.S. operations also have retirement plans. Settlement charges related to these non-U.S. plans are also excluded from non-GAAP results.
- (d) Penalties upon prepayment of Private Placement notes in September 2017 and a term loan in October 2017.
- (e) Related to an unfavorable court ruling in the third quarter of 2017 on a non-income tax claim in Brazil. The court ruled that Brink's must pay interest accruing from the initial claim filing in 1994 to the current date. The principal amount of the claim was approximately \$1 million and was recognized in selling, general and administrative expenses in the third quarter of 2017.
- (f) Represents the estimated impact of tax legislation enacted into law in the fourth quarter of 2017. This primarily relates to the U.S. Tax Reform expense from the remeasurement of our net deferred tax assets.
- (g) The non-GAAP tax rate excludes the 2017 foreign tax benefits that resulted from the transaction that accelerated U.S. tax in 2015.
- (h) Non-GAAP income from continuing operations and non-GAAP EPS have been adjusted to reflect an effective income tax rate in each interim period equal to the full-year non-GAAP effective income tax rate. The full-year non-GAAP effective tax rate was 34.2% for 2017 and 36.8% for 2016.
- (i) There is no difference between GAAP and non-GAAP share-based compensation amounts for the periods presented.
- (j) Adjusted EBITDA is defined as non-GAAP income from continuing operations excluding the impact of non-GAAP interest expense, non-GAAP income tax provision, non-GAAP depreciation and amortization and non-GAAP share-based compensation.
- (k) Because we reported a loss from continuing operations on a GAAP basis in the Fourth Quarter of 2017, GAAP EPS was calculated using basic shares. However, as we reported income from continuing operations on a non-GAAP basis in the Fourth Quarter of 2017, non-GAAP EPS was calculated using diluted shares.

Amounts may not add due to rounding

2018 – 2019 Non-GAAP Results Reconciled to GAAP (1 of 4)

The Brink's Company and subsidiaries Non-GAAP Reconciliations (In millions)

	2018					2019			
	Q1	Q2	Q3	Q4	Full Year	Q1	Q2	Q3	Nine Months
Revenues:									
GAAP	\$ 879.1	849.7	852.4	907.7	3,488.9	\$ 905.0	914.0	928.4	2,747.4
Venezuela operations ^(a)	(25.8)	(25.6)	-	-	(51.4)	-	-	-	-
Acquisitions and dispositions ^(a)	-	-	-	-	-	-	0.3	0.2	0.5
Internal loss ^(a)	-	-	-	-	-	-	-	(4.0)	(4.0)
Non-GAAP	\$ 853.3	824.1	852.4	907.7	3,437.5	\$ 905.0	914.3	924.6	2,743.9
Operating profit (loss):									
GAAP	\$ 64.8	61.7	67.0	81.2	274.7	\$ 58.4	52.6	52.5	163.5
Venezuela operations ^(a)	(3.5)	1.2	-	-	(2.3)	-	-	-	-
Reorganization and Restructuring ^(a)	3.7	4.5	7.3	5.1	20.6	3.5	10.6	6.4	20.5
Acquisitions and dispositions ^(a)	6.5	7.4	10.7	16.8	41.4	17.2	22.6	24.0	63.8
Argentina highly inflationary impact ^(a)	-	-	8.3	(0.3)	8.0	4.3	0.1	7.9	12.3
Internal loss ^(a)	-	-	-	-	-	-	2.6	11.3	13.9
Reporting compliance ^(a)	-	1.4	2.0	1.1	4.5	1.4	0.3	0.3	2.0
Non-GAAP	\$ 71.5	76.2	95.3	103.9	346.9	\$ 84.8	88.8	102.4	276.0
Interest expense:									
GAAP	\$ (15.0)	(15.8)	(17.0)	(18.9)	(66.7)	\$ (23.0)	(22.7)	(22.9)	(68.6)
Venezuela operations ^(a)	-	0.1	-	-	0.1	-	-	-	-
Acquisitions and dispositions ^(a)	0.2	0.2	0.1	0.7	1.2	1.5	1.5	1.5	4.5
Argentina highly inflationary impact ^(a)	-	-	-	(0.2)	(0.2)	-	-	-	-
Non-GAAP	\$ (14.8)	(15.5)	(16.9)	(18.4)	(65.6)	\$ (21.5)	(21.2)	(21.4)	(64.1)
Taxes:									
GAAP	\$ 11.4	18.6	23.0	17.0	70.0	\$ 9.7	12.7	14.7	37.1
Retirement plans ^(c)	1.9	2.0	2.0	2.0	7.9	1.9	1.6	1.6	5.1
Venezuela operations ^(a)	(1.5)	(2.4)	-	-	(3.9)	-	-	-	-
Reorganization and Restructuring ^(a)	1.2	1.5	2.4	1.6	6.7	1.0	2.6	2.0	5.6
Acquisitions and dispositions ^(a)	3.1	6.2	2.8	1.7	13.8	1.7	1.1	0.9	3.7
Tax reform ^(d)	-	-	-	2.1	2.1	-	-	-	-
Tax on accelerated income ^(e)	0.5	(0.2)	-	(0.3)	-	-	-	-	-
Argentina highly inflationary impact ^(a)	-	-	0.6	(0.6)	-	-	-	(1.4)	(1.4)
Internal loss ^(a)	-	-	-	-	-	-	0.1	2.4	2.5
Reporting compliance ^(a)	-	0.3	0.5	(0.7)	0.1	-	-	-	-
Gain on lease termination ^(k)	-	-	-	-	-	-	-	(1.2)	(1.2)
Loss on deconsolidation of Venezuela operations ^(f)	-	-	0.1	-	0.1	-	-	-	-
Income tax rate adjustment ^(b)	3.0	(4.1)	(4.6)	5.7	-	4.9	2.8	6.2	13.9
Non-GAAP	\$ 19.6	21.9	26.8	28.5	96.8	\$ 19.2	20.9	25.2	65.3

Amounts may not add due to rounding.
See slide 35 for footnote explanations.

2018 – 2019 Non-GAAP Results Reconciled to GAAP (2 of 4)

The Brink's Company and subsidiaries Non-GAAP Reconciliations (In millions)

	2018					2019				
	Q1	Q2	Q3	Q4	Full Year	Q1	Q2	Q3	Nine Months	
Income (loss) from continuing operations attributable to Brink's:										
GAAP	\$ 22.1	(107.8)	17.5	34.9	(33.3)	\$ 13.7	12.6	5.8	32.1	
Retirement plans ^(c)	6.9	6.1	6.1	6.2	25.3	6.5	4.9	5.0	16.4	
Venezuela operations ^{(a)(i)}	0.5	3.0	0.3	0.3	4.1	0.5	0.4	-	0.9	
Reorganization and Restructuring ^(a)	2.5	3.1	4.9	3.4	13.9	2.5	8.0	4.4	14.9	
Acquisitions and dispositions ^(a)	6.5	3.8	8.2	14.7	33.2	17.0	23.0	24.8	64.8	
Tax reform ^(d)	-	-	-	(2.1)	(2.1)	-	-	-	-	
Tax on accelerated income ^(e)	(0.5)	0.2	-	0.3	-	-	-	-	-	
Argentina highly inflationary impact ^(a)	-	-	7.2	0.1	7.3	4.3	0.1	9.3	13.7	
Internal loss ^(a)	-	-	-	-	-	-	2.5	8.9	11.4	
Reporting compliance ^(a)	-	1.1	1.5	1.8	4.4	1.4	0.3	0.3	2.0	
Gain on lease termination ^(k)	-	-	-	-	-	-	(5.2)	1.2	(4.0)	
Loss on deconsolidation of Venezuela operations ^(f)	-	126.7	(0.1)	-	126.6	-	-	-	-	
Income tax rate adjustment ^(b)	(2.6)	4.2	4.0	(5.6)	-	(4.9)	(2.8)	(6.2)	(13.9)	
Non-GAAP	\$ 35.4	40.4	49.6	54.0	179.4	\$ 41.0	43.8	53.5	138.3	
EPS:										
GAAP	\$ 0.42	(2.11)	0.34	0.68	(0.65)	\$ 0.27	0.25	0.11	0.63	
Retirement plans ^(c)	0.13	0.12	0.12	0.12	0.49	0.13	0.10	0.10	0.32	
Venezuela operations ^{(a)(i)}	0.01	0.06	0.01	0.01	0.08	0.01	0.01	-	0.02	
Reorganization and Restructuring ^(a)	0.05	0.06	0.09	0.07	0.27	0.05	0.16	0.09	0.29	
Acquisitions and dispositions ^(a)	0.12	0.07	0.16	0.29	0.64	0.33	0.45	0.49	1.27	
Tax reform ^(d)	-	-	-	(0.04)	(0.04)	-	-	-	-	
Tax on accelerated income ^(e)	(0.01)	-	-	0.01	-	-	-	-	-	
Argentina highly inflationary impact ^(a)	-	-	0.14	-	0.14	0.09	-	0.18	0.27	
Internal loss ^(a)	-	-	-	-	-	-	0.05	0.17	0.22	
Reporting compliance ^(a)	-	0.02	0.03	0.04	0.09	0.03	0.01	0.01	0.04	
Gain on lease termination ^(k)	-	-	-	-	-	-	(0.10)	0.02	(0.08)	
Loss on deconsolidation of Venezuela operations ^(f)	-	2.43	-	-	2.44	-	-	-	-	
Income tax rate adjustment ^(b)	(0.05)	0.08	0.08	(0.11)	-	(0.10)	(0.06)	(0.12)	(0.27)	
Share adjustment ^(l)	-	0.04	-	-	0.01	-	-	-	-	
Non-GAAP	\$ 0.68	0.78	0.95	1.05	3.46	\$ 0.81	0.86	1.05	2.71	
Depreciation and Amortization:										
GAAP	\$ 38.8	39.1	41.6	42.8	162.3	\$ 47.9	48.7	42.9	139.5	
Venezuela operations ^(a)	(0.5)	(0.6)	-	-	(1.1)	-	-	-	-	
Reorganization and Restructuring ^(a)	(1.2)	(0.2)	(0.4)	(0.1)	(1.9)	(0.1)	-	-	(0.1)	
Acquisitions and dispositions ^(a)	(3.8)	(3.4)	(4.5)	(6.0)	(17.7)	(6.4)	(10.4)	(7.0)	(23.8)	
Argentina highly inflationary impact ^(a)	-	-	-	-	-	(0.2)	(0.3)	(0.3)	(0.8)	
Non-GAAP	\$ 33.3	34.9	36.7	36.7	141.6	\$ 41.2	38.0	35.6	114.8	

Amounts may not add due to rounding.
See slide 35 for footnote explanations.

2018 – 2019 Non-GAAP Results Reconciled to GAAP (3 of 4)

The Brink's Company and subsidiaries Non-GAAP Reconciliations (In millions)

	2018					2019			
	Q1	Q2	Q3	Q4	Full Year	Q1	Q2	Q3	Nine Months
Interest and other income (expense):									
GAAP	\$ (13.1)	(8.1)	(8.1)	(9.5)	(38.8)	\$ (11.2)	(3.1)	(7.8)	(22.1)
Retirement plans ^(c)	8.8	8.1	8.1	8.2	33.2	8.4	6.5	6.6	21.5
Venezuela operations ^(a)	1.9	0.9	0.3	0.3	3.4	0.5	0.4	-	0.9
Acquisitions and dispositions ^(a)	2.9	2.4	0.2	(1.1)	4.4	-	-	0.2	0.2
Argentina highly inflationary impact ^(a)	-	-	(0.5)	-	(0.5)	-	-	-	-
Gain on lease termination ^(k)	-	-	-	-	-	-	(5.2)	-	(5.2)
Non-GAAP	\$ 0.5	3.3	-	(2.1)	1.7	\$ (2.3)	(1.4)	(1.0)	(4.7)
Noncontrolling interests:									
GAAP	\$ 3.2	0.3	1.4	0.9	5.8	\$ 0.8	1.5	1.3	3.6
Venezuela operations ^(a)	(0.6)	1.6	-	-	1.0	-	-	-	-
Reorganization and Restructuring ^(a)	-	(0.1)	-	0.1	-	-	-	-	-
Income tax rate adjustment ^(b)	(0.4)	(0.1)	0.6	(0.1)	-	-	-	-	-
Non-GAAP	\$ 2.2	1.7	2.0	0.9	6.8	\$ 0.8	1.5	1.3	3.6
Adjusted EBITDA^(h):									
Net income (loss) attributable to Brink's - GAAP	\$ 22.3	(107.9)	17.4	34.9	(33.3)	\$ 13.7	12.5	5.4	31.6
Interest expense - GAAP	15.0	15.8	17.0	18.9	66.7	23.0	22.7	22.9	68.6
Income tax provision - GAAP	11.4	18.6	23.0	7.0	70.0	9.7	12.7	14.7	37.1
Depreciation and amortization - GAAP	38.8	9.1	41.6	2.8	162.3	47.9	48.7	42.9	139.5
EBITDA	\$ 87.5	(34.4)	99.0	113.6	265.7	\$ 94.3	96.6	85.9	276.8
Discontinued operations - GAAP	(0.2)	0.1	0.1	-	-	-	0.1	0.4	0.5
Retirement plans ^(c)	8.8	8.1	8.1	8.2	33.2	8.4	6.5	6.6	21.5
Venezuela operations ^{(a)(i)}	(1.5)	(0.1)	0.3	0.3	(1.0)	0.5	0.4	-	0.9
Reorganization and Restructuring ^(a)	2.5	4.4	6.9	4.9	18.7	3.4	10.6	6.4	20.4
Acquisitions and dispositions ^(a)	5.6	6.4	6.4	9.7	28.1	10.8	12.2	17.2	40.2
Argentina highly inflationary impact ^(a)	-	-	7.8	(0.3)	7.5	4.1	(0.2)	7.6	11.5
Internal loss ^(a)	-	-	-	-	-	-	2.6	11.3	13.9
Reporting compliance ^(a)	-	1.4	2.0	1.1	4.5	1.4	0.3	0.3	2.0
Gain on lease termination ^(k)	-	-	-	-	-	-	(5.2)	-	(5.2)
Loss on deconsolidation of Venezuela operations ^(f)	-	126.7	-	-	126.7	-	-	-	-
Income tax rate adjustment ^(b)	0.4	0.1	(0.6)	0.1	-	-	-	-	-
Share-based compensation ^(g)	6.8	5.7	6.3	9.5	28.3	8.9	9.7	9.5	28.1
Adjusted EBITDA	\$ 09.9	18.4	136.3	147.1	511.7	\$ 131.8	133.6	145.2	410.6

See slide 35 for footnote explanations.
Amounts may not add due to rounding.

2018 – 2019 Non-GAAP Results Reconciled to GAAP (4 of 4)

The Brink's Company and subsidiaries

Non-GAAP Reconciliations

(In millions)

- (a) See “Other Items Not Allocated To Segments” on slide 37-39 for details. We do not consider these items to be reflective of our core operating performance due to the variability of such items from period-to-period in terms of size, nature and significance.
- (b) Non-GAAP income from continuing operations and non-GAAP EPS have been adjusted to reflect an effective income tax rate in each interim period equal to the full-year non-GAAP effective income tax rate. The full-year non-GAAP effective tax rate is estimated at 31.5% for 2019 and was 34.2% for 2018.
- (c) Our U.S. retirement plans are frozen and costs related to these plans are excluded from non-GAAP results. Certain non-U.S. operations also have retirement plans. Settlement charges related to these non-U.S. plans are also excluded from non-GAAP results.
- (d) Represents the estimated impact of tax legislation enacted into law in the fourth quarter of 2017. This primarily relates to the U.S. Tax Reform expense from the remeasurement of our net deferred tax assets.
- (e) The non-GAAP tax rate excludes the 2018 and 2017 foreign tax benefits that resulted from the transaction that accelerated U.S. tax in 2015.
- (f) Effective June 30, 2018, we deconsolidated our investment in Venezuelan subsidiaries and recognized a pretax charge of \$126.7 million.
- (g) Due to reorganization and restructuring activities, there was a \$7.7 million non-GAAP adjustment to share-based compensation in the first nine months of 2019 and \$0.1 million in the fourth quarter and full-year of 2018. There is no difference between GAAP and non-GAAP share-based compensation amounts for the other periods presented.
- (h) Adjusted EBITDA is defined as non-GAAP income from continuing operations excluding the impact of non-GAAP interest expense, non-GAAP income tax provision, non-GAAP depreciation and amortization and non-GAAP share-based compensation.
- (i) Because we reported a loss from continuing operations on a GAAP basis in the second quarter of 2018 and full year 2018, GAAP EPS was calculated using basic shares. However, as we reported income from continuing operations on a non-GAAP basis in the second quarter of 2018 and full year 2018, non-GAAP EPS was calculated using diluted shares.
- (j) Post-deconsolidation funding of ongoing costs related to our Venezuelan operations was \$0.9 million in the first nine months of 2019 (\$0.6 million in the second half of 2018) and was expensed as incurred and reported in interest and other nonoperating income (expense). We do not expect any future funding of the Venezuela business, as long as current U.S. sanctions remain in effect.
- (k) Gain on termination of a mining lease obligation related to former coal operations. We have no remaining mining leases.

Non-GAAP Reconciliation – Other (1 of 3)

The Brink's Company and subsidiaries Other Items Not Allocated to Segments (Unaudited)

Brink's measures its segment results before income and expenses for corporate activities and for certain other items. See below for a summary of the other items not allocated to segments.

Venezuela operations Prior to the deconsolidation of our Venezuelan subsidiaries effective June 30, 2018, we excluded from our segment results all of our Venezuela operating results, due to the Venezuelan government's restrictions that have prevented us from repatriating funds. As a result, the Chief Executive Officer, the Company's Chief Operating Decision maker ("CODM"), has assessed segment performance and has made resource decisions by segment excluding Venezuela operating results.

Reorganization and Restructuring

2016 Restructuring

In the fourth quarter of 2016, management implemented restructuring actions across our global business operations and our corporate functions. As a result of these actions, we recognized charges of \$18.1 million in 2016, and an additional \$17.3 million in 2017 costs. We recognized additional charges of \$13.0 million in 2018 under this restructuring. The actions under this program were substantially completed in 2018.

Executive Leadership and Board of Directors

In 2015, we recognized \$1.8 million in charges related to Executive Leadership and Board of Directors restructuring actions, which were announced in January 2016. We recognized \$4.3 million in charges in 2016 related to the Executive Leadership and Board of Directors restructuring actions.

2015 Restructuring

Brink's initiated a restructuring of its business in the third quarter of 2015. We recognized \$11.6 million in related 2015 costs and an additional \$6.5 million in 2016 costs related to this restructuring. The actions under this program were substantially completed by the end of 2016, with cumulative pretax charges of approximately \$18 million.

Other Restructurings

Management periodically implements restructuring actions in targeted sections of our business. As a result of these actions, we recognized charges of \$4.6 million in 2017, \$7.6 million in 2018 and \$20.5 million in the first nine months of 2019, primarily severance costs and charges related to the modification of share-based compensation awards. For the current restructuring actions, we expect to incur additional costs between \$1 million and \$3 million in future periods.

Due to the unique circumstances around these charges, they have not been allocated to segment results and are excluded from non-GAAP results.

Non-GAAP Reconciliation – Other (2 of 3)

The Brink's Company and subsidiaries Other Items Not Allocated to Segments (Unaudited)

Acquisitions and dispositions Certain acquisition and disposition items that are not considered part of the ongoing activities of the business and are special in nature are consistently excluded from non-GAAP results. These items are described below:

2019 Acquisitions and Dispositions

- We incurred \$27.8 million in integration costs related to Dunbar in the first nine months of 2019.
- Amortization expense for acquisition-related intangible assets was \$20.7 million in the first nine months of 2019.
- Restructuring costs related to our Dunbar and Rodoban acquisitions were \$5.7 million in the first nine months of 2019.
- Transaction costs related to business acquisitions were \$5.6 million in the first nine months of 2019.
- Compensation expense related to the retention of key Dunbar employees was \$1.6 million in the first nine months of 2019.
- In the first nine months of 2019, we recognized \$2.1 million in asset impairment charges and severance costs related to the exit from our top-up prepaid mobile phone business in Brazil.

2018 Acquisitions and Dispositions

- Amortization expense for acquisition-related intangible assets was \$17.7 million in 2018.
- Integration costs in 2018 related to acquisitions in France and the U.S. were \$8.1 million.
- 2018 transaction costs related to business acquisitions were \$6.7 million.
- We incurred 2018 severance charges related to our acquisitions in Argentina, France, U.S. and Brazil of \$5.0 million.
- Compensation expense related to the retention of key Dunbar employees was \$4.1 million in 2018.
- We recognized a net gain in 2018 (\$2.6 million, net of statutory employee benefit) on the sale of real estate in Mexico.

2017 Acquisitions and Dispositions

- Amortization expense for acquisition-related intangible assets was \$8.4 million in 2017.
- A net gain of \$7.8 million was recognized in 2017 related to the sale of real estate in Mexico.
- We incurred 2017 severance costs of \$4.0 million related to our acquisitions in Argentina and Brazil.
- Transaction costs were \$2.6 million related to acquisitions of new businesses in 2017.
- We recognized currency transaction gains of \$1.8 million related to acquisition activity in 2017.

2016 Acquisitions and Dispositions

- Due to management's decision in the first quarter of 2016 to exit the Republic of Ireland, the prospective impacts of shutting down this operation were included in items not allocated to segments and were excluded from the operating segments effective March 1, 2016. This activity is also excluded from the consolidated non-GAAP results. Beginning May 1, 2016, due to management's decision to also exit Northern Ireland, the results of shutting down these operations were treated similarly to the Republic of Ireland.
- Amortization expense for acquisition-related intangible assets was \$3.6 million in 2016.
- Brink's recognized a \$2.0 million loss related to the sale of corporate assets in the second quarter of 2016.

Argentina highly inflationary impact Beginning in the third quarter of 2018, we designated Argentina's economy as highly inflationary for accounting purposes. As a result, Argentine peso-denominated monetary assets and liabilities are now remeasured at each balance sheet date to the currency exchange rate then in effect, with currency remeasurement gains and losses recognized in earnings. In addition, nonmonetary assets retain a higher historical basis when the currency is devalued. The higher historical basis results in incremental expense being recognized when the nonmonetary assets are consumed. In the second half of 2018, we recognized \$8.0 million in pretax charges related to highly inflationary accounting, including currency remeasurement losses of \$6.2 million. In the first nine months of 2019, we recognized \$12.3 million in pretax charges related to highly inflationary accounting, including currency remeasurement losses of \$10.4 million. These amounts are excluded from non-GAAP results.

Non-GAAP Reconciliation – Other (2 of 3)

The Brink's Company and subsidiaries Other Items Not Allocated to Segments (Unaudited)

Internal loss A former non-management employee in our U.S. global services operations embezzled funds from Brink's in prior years. Except for a small deductible amount, the amount of the internal loss related to the embezzlement was covered by our insurance. In an effort to cover up the embezzlement, the former employee intentionally misstated the underlying accounts receivable subledger data. In the first nine months of 2019, we incurred \$3.9 million in costs (primarily third party expenses) to reconstruct the accounts receivables subledger. In the third quarter of 2019, we were able to identify \$4.0 million of revenues billed and collected in prior periods which had never been recorded in the general ledger. We also identified and recorded \$0.3 million in bank fees, which had been incurred in prior periods. The rebuild of the subledger was completed during the third quarter of 2019. Based on the reconstructed subledger, we were able to analyze and quantify the uncollected receivables from prior periods. Although we plan to attempt to collect these receivables, we have estimated an increase to bad debt expense of \$13.7 million, which we recorded in the third quarter of 2019. Out of the \$13.7 million in bad debt expense, \$12.6 million represents an allowance on \$25.3 million of accounts receivable generated prior to 2018. The estimate of the allowance for doubtful accounts will be adjusted in future periods, if needed, as assumptions related to the collectability of these accounts receivable change. Due to the unusual nature of this internal loss and the related errors in the subledger data, along with the fact that management has excluded these amounts when evaluating internal performance, we have excluded these net charges from segment and non-GAAP results.

Reporting compliance Certain compliance costs (primarily third party expenses) are excluded from 2018 and the first nine months of 2019 non-GAAP results. These costs relate to the implementation and January 1, 2019 adoption of the new lease accounting standard (\$2.7 million in 2018 and \$1.7 million in the first nine months of 2019) and the mitigation of material weaknesses (\$1.8 million in 2018 and \$0.3 million in the first nine months of 2019).

Non-GAAP Reconciliation – Cash Flows

The Brink's Company and subsidiaries

(In millions)

	Full Year <u>2017</u>	Full Year <u>2018</u>
Cash flows from operating activities		
Operating activities - GAAP	\$ 296.4	\$ 364.1
Venezuela operations	(17.3)	(0.4)
(Increase) decrease in restricted cash held for customers	(44.3)	(44.4)
(Increase) decrease in certain customer obligations ^(a)	<u>(6.1)</u>	<u>1.7</u>
Operating activities - non-GAAP	<u>\$ 228.7</u>	<u>\$ 321.0</u>
Capital expenditures – GAAP	(174.5)	(155.1)
Venezuela property and equipment acquired	<u>4.2</u>	<u>-</u>
Free cash flow before dividends	<u>\$ 58.4</u>	<u>\$ 165.9</u>

(a) To adjust for the change in the balance of customer obligations related to cash received and processed in certain of our secure Cash Management Services operations. The title to this cash transfers to us for a short period of time. The cash is generally credited to customers' accounts the following day and we do not consider it as available for general corporate purposes in the management of our liquidity and capital resources.

Free cash flow before dividends is a supplemental financial measure that is not required by, or presented in accordance with GAAP. The purpose of this non-GAAP measure is to report financial information excluding cash flows from Venezuela operations, the impact of cash received and processed in certain of our Cash Management Services operations and capital expenditures, adjusted for Venezuela property and equipment acquired. We believe this measure is helpful in assessing cash flows from operations, enables period-to-period comparability and is useful in predicting future cash flows. This non-GAAP measure should not be considered as an alternative to cash flows from operating activities determined in accordance with GAAP and should be read in conjunction with our consolidated statements of cash flows.

Non-GAAP Reconciliation – Net Debt

The Brink's Company and subsidiaries
Non-GAAP Reconciliations - Net Debt (Unaudited)
(In millions)

(In millions)	December 31, 2017	December 31, 2018
Debt:		
Short-term borrowings	\$ 45.2	\$ 28.9
Long-term debt	1,191.5	1,525.1
Total Debt	1,236.7	1,554.0
Restricted cash borrowings ^(a)	(27.0)	(10.5)
Total Debt without restricted cash borrowings	1,209.7	1,543.5
Less:		
Cash and cash equivalents	614.3	343.4
Amounts held by Cash Management Services operations ^(b)	(16.1)	(14.1)
Cash and cash equivalents available for general corporate purposes	598.2	329.3
Net Debt	\$ 611.5	\$ 1,214.2

- a) Restricted cash borrowings are related to cash borrowed under lending arrangements used in the process of managing customer cash supply chains, which is currently classified as restricted cash and not available for general corporate purposes.
- b) Title to cash received and processed in certain of our secure Cash Management Services operations transfers to us for a short period of time. The cash is generally credited to customers' accounts the following day and we do not consider it as available for general corporate purposes in the management of our liquidity and capital resources and in our computation of Net Debt.

Net Debt is a supplemental non-GAAP financial measure that is not required by, or presented in accordance with GAAP. We use Net Debt as a measure of our financial leverage. We believe that investors also may find Net Debt to be helpful in evaluating our financial leverage. Net Debt should not be considered as an alternative to Debt determined in accordance with GAAP and should be reviewed in conjunction with our consolidated balance sheets. Set forth above is a reconciliation of Net Debt, a non-GAAP financial measure, to Debt, which is the most directly comparable financial measure calculated and reported in accordance with GAAP, as of December 31, 2017 and December 31, 2018.