APi GROUP

Investor Update

November 17, 2022

BUILDING GREAT LEADERS ™

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Such statements are based on the Company's expectations, intentions and projections regarding the Company's future performance, anticipated events or trends and other matters that are not historical facts, including expectations regarding: (i) the Company's long-term targets, goals and strategies, including its capital allocation strategies, the ability to successfully capitalize on its opportunities and deliver long-term value creation and valuation multiple expansion opportunities; (ii) the Company's outlook and expected full year financial performance, including with respect to net revenue, net revenue growth, inspection, service and monitoring revenue, adjusted EBITDA, adjusted free cash flow, adjusted free cash flow conversion, net debt-to-adjusted EBITDA ratio; (iii) the potential benefits of the acquisition of Chubb Limited's fire and security businesses ("Chubb") by APi, including significant growth and margin expansion opportunities, the expected value capture from the acquisition of Chubb, the implementation of certain sales focused revenue growth strategies, including changes in pricing, salesforce optimization and services-focused revenue management strategies, Chubb's potential branch profitability, and financial targets regarding net total organic growth and adjusted EBITDA margin by 2025; (iv) the Company's ability to successfully manage supply chain disruptions, inflationary cost pressures and foreign exchange headwinds through its pricing activities, focused growth in inspection, service and monitoring, strong spend controls and disciplined project and customer selection; (v) the impact of the Company's backlog on future results; (vi) the impact of the Company's focus on inspection and service work, including statutorily required services, on future revenues; (vii) the Company's ability to retain employees, technicians and engineers; (viii) the Company's ability to manage results in volatile circumstances; (ix) the ability of the Company to achieve key financial targets, including with respect to revenue growth, organic net revenue growth, inspection, service and monitoring revenue, adjusted EBITDA margin targets, margin, adjusted free cash flow, adjusted free cash flow conversion rates, net debt to adjusted EBITDA, and long-term leverage ratio targets; (x) the ability of the Company to successfully expand both organically and through accretive M&A transactions; (xi) the ability of the Company to successfully navigate macroeconomic challenges; (xii) the Company's belief that its leadership development culture will drive business performance and increase future cross-selling opportunities; and (xiii) opportunities associated with the Infrastructure Investment and Jobs Act. 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Welcome Remarks

Russ Becker

Sir Martin E. Franklin

James E. Lillie

BUILDING GREAT LEADERS ™

Agenda

Section	Presenters	
Welcome Remarks	Russ Becker	CEO and President
	Sir Martin E. Franklin	Co-Chair, Board of Directors
	James E. Lillie	Co-Chair, Board of Directors
Evolution of APi: Recurring Revenue, Services Focused Business	Russ Becker	CEO and President
Chubb Overview	Andrew White	CEO, Chubb
	David Jackola	CFO, Chubb
APi + Chubb: A Clear Path Forward	Russ Becker	CEO and President
Financial Perspective & Highlights	Russ Becker	CEO and President
	Kevin Krumm	CFO and EVP
Takeaways	Russ Becker	CEO and President
Concluding Remarks	Sir Martin E. Franklin	Co-Chair, Board of Directors
	James E. Lillie	Co-Chair, Board of Directors
Q&A	All	

Today's Presenters

Russ Becker
President and Chief Executive Officer

Sir Martin E. Franklin
Co-Chair, Board of Directors

James E. Lillie
Co-Chair, Board of Directors

Kevin Krumm
Executive Vice President and Chief Financial Officer

Andrew White
Chief Executive Officer, Chubb

David Jackola
Chief Financial Officer, Chubb

Points of Focus Today:

1. Chubb is highly accretive and creates significant opportunities
2. Integration is occurring swiftly and savings are significant
3. Chubb supports our overall 2025 targets
4. Our balance sheet is strong
5. Strong free cash flow allows swift deleveraging

Evolution of APi:
Recurring Revenue, Services Focused Business

Russ Becker

APi GROUP

Investment Overview

Strategic Highlights

Global, market-leading business services provider of life safety, security and specialty services with a substantial recurring revenue base

Safety Services (~70% of total net revenues)[1]:

- Provide statutorily-mandated and other contracted services to a large installed base of diverse customers
- Focused on non-discretionary, regulatory-driven, higher margin, recurring inspection, service and monitoring revenue, which represents 50%+ of total net revenues
- Acquisition of Chubb fire and security business (“Chubb”) created world’s leading life safety services provider

Specialty Services (~30% of total net revenues)[1]:

- Diverse offering serving standing customers across largely counter cyclical markets (e.g. telecom and utilities represent majority of segment under Master Service Agreements)

Leadership culture driven by long-tenured and aligned operating leadership team and board with significant ownership

1. Calculated based on rounded APi net revenues, excluding Corporate and Eliminations, for the nine months ended September 30, 2022.

Investment Overview

Financial Highlights

- Track record of strong organic growth of **~7%** augmented by cash flow-funded acquisitions
- High margin, inspection, service and monitoring revenue drives **50%+** of APi's total net revenues
- Asset light, low CapEx, high free cash flow services platform
- Significant margin expansion opportunity driven by improving mix of inspection, service and monitoring revenue, pricing, disciplined project and customer selection, operating leverage and value capture opportunities
- Flexible operating structure driven by variable cost structure and small average size / shorter cycle duration projects which allow for frequent pricing adjustments
- Free cash flow usage: support organic growth, reduce leverage, accretive acquisitions, shareholder returns

Evolution of APi: Recurring Revenue, Services Focused Business

2011 – 2019

- Defined identity, vision and culture
- Established inspection-first go-to market strategy
- Grew inspection, service and monitoring to **~40%** of total net revenues in 2019
- Strong organic growth of **~7%** augmented by cash flow-funded acquisitions

2020 – 2021

- Stress tested variable cost operating model
- Established organizational structure and incentives to align with objectives
- Navigated COVID-19 pandemic, supply chain disruptions, inflation

2022

- Global, market-leading business services provider of life safety, security and specialty services with a substantial recurring revenue base
- Inspection, service and monitoring **50%+** of total net revenues following acquisition of Chubb
- Built out depth of leadership team with significant international and integration experience
- De-levering to net debt to adjusted EBITDA ratio of **<3.5x** by year-end

2025

- Driving towards goal of inspection, service and monitoring representing **60%+** of total net revenues

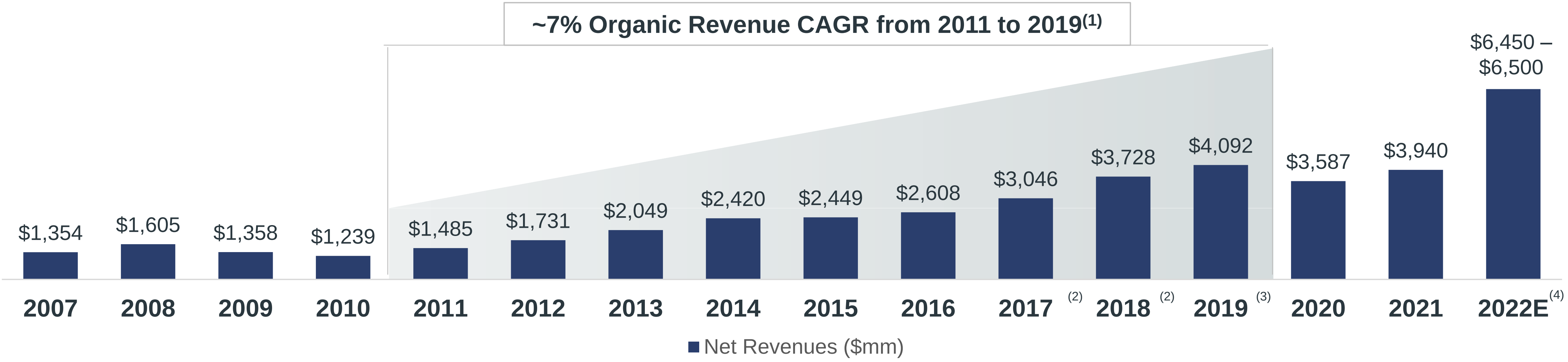
2025 targets

- Adjusted EBITDA margin of **13%+**
- Adjusted free cash flow conversion of ~**80%**
- Net debt to adjusted EBITDA ratio of **<2.5x**

APi: Strategic Shift to Recurring Revenue Services Model

Inspection, Service and Monitoring as a Percent of Total Revenue

Inspection, Service and Monitoring as a % of Total Revenue	**~15%**	**~40%**	APi GROUP + Chubb **50%+**



Notes: Revenue for the years ended December 31, 2007 to December 31, 2016 per consolidated financial statements audited under U.S. accounting principles and standards applicable to private companies as promulgated by the AICPA. Revenue for the years ended December 31, 2017 through December 31, 2021 per audited financial statements calculated in accordance with GAAP.

1. Organic revenue CAGR compares growth in net revenues from 2010 to 2019 excluding approximately $1.8 billion of net revenues generated during the first twelve months following the close date for material acquisitions completed between 2011 to 2019, net of revenue from divestitures completed during 2011 through 2019.
2. Represents predecessor revenue for the years ended December 31, 2017 and December 31, 2018.
3. Includes $3.1 billion predecessor revenue during the period from January 1, 2019 through September 30, 2019 and $985 million successor revenue during the period from October 1, 2019 to December 31 2019.
4. Represents guidance provided on November 3, 2022.

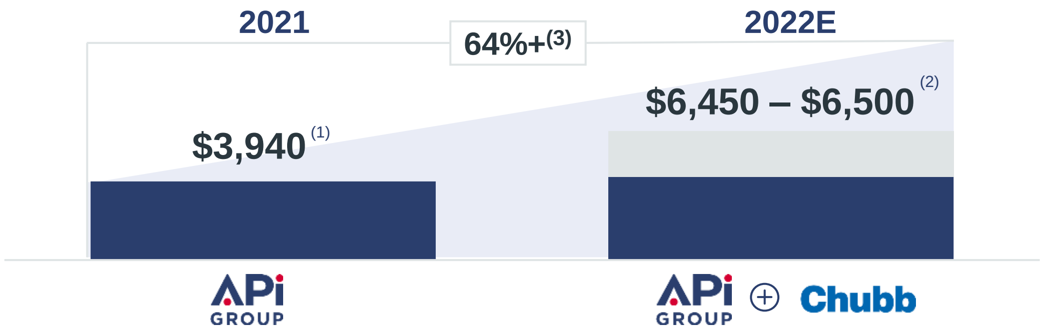
APi: Long-Term Value Creation Targets

- Deliver long-term organic revenue growth above industry average
- Leverage SG&A / COGS
- Expand adjusted EBITDA margin to **13%+** by YE 2025
- Target adjusted free cash flow conversion of **~80%** through asset-light, services-focused business model
- Generate high single digit average earnings growth
- Target long-term net leverage ratio of **2.0x to 2.5x**
- Execute accretive M&A

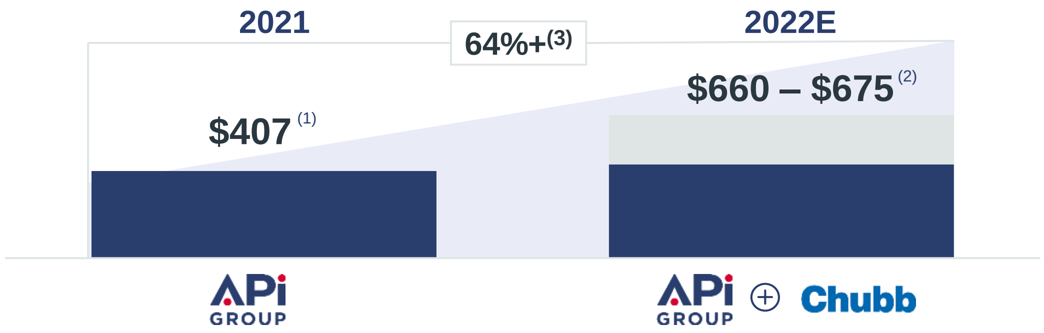
Chubb: A Transformative Transaction

Increased Scale

Net Revenues

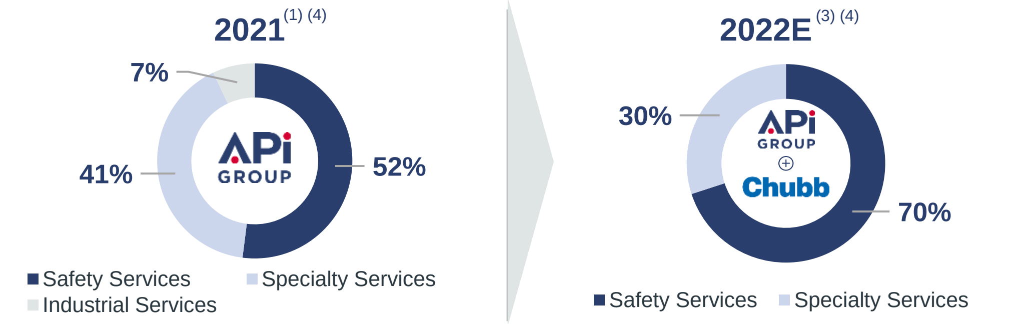


Adjusted EBITDA

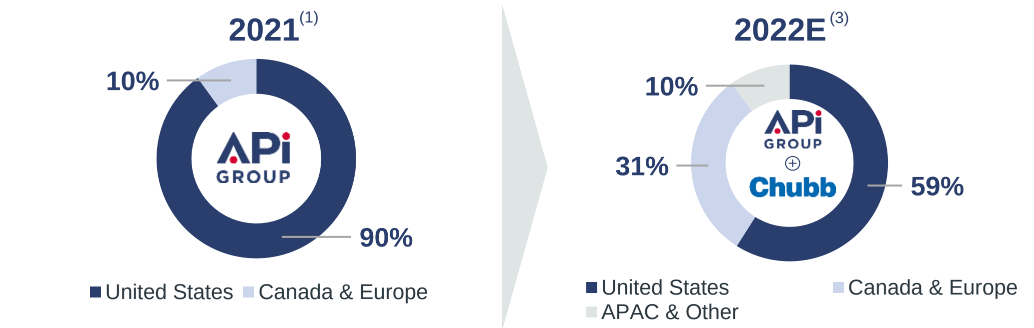


Enhanced Business Profile Mix

Segment Split



Geographic Split



Note: Refer to Appendix for a reconciliation of non-GAAP measures to most directly comparable GAAP measures.

1. Data based on APi 2021 net revenues and APi 2021 adjusted EBITDA.
2. Data based on 2022 guidance range provided on November 3, 2022.
3. Data based on midpoint of 2022 guidance range provided on November 3, 2022.
4. Amounts exclude corporate and eliminations.

Chubb: Strategic Rationale

"Center of the Fairway" Transaction with Significant Upside Potential

APi: World's Leading Life Safety Services Provider

- Accelerates shift to recurring revenue, services focused business
- Statutorily-required services dominate APi's business
- Enhances global life safety and security services platform with complementary offerings & cross-selling opportunities
- Expands on asset light, low CapEx, high free cash flow conversion services platform
- Drives mix of inspection, service and monitoring towards goal of 60%+ of net revenues via meaningful recurring revenue
- Strengthens protective moat around the business
- Accelerate organic growth & margin expansion opportunity via branch-led operating model
- Highly accretive transaction with compelling value capture opportunities

Chubb Overview

Andrew White

David Jackola

Chubb: First 6 Months

2022 Priorities

- **People and Culture Focus** – Integration of our cultures, talent evaluation, prioritizing face-to-face time, begin roll-out of Building Great Leaders
- **Process Improvements** stand-up and separate the business from Carrier by 12/31/22

Separation Overview

- Created detailed separation plans by country and by functional workstream / exit workshops
- Validated one-time separation costs
- Identified operational processes for immediate APi integration

Leadership Evolution

- **CEO, CFO, CIO, VP of Global Sales, IT HQ Team, Procurement Team**
- **Regional / Country Leadership Changes:**
  - Regional Advancements – Europe and Asia
  - Singapore Managing Director
  - Canada Managing Director

Operational Changes

- **Functional Stand-Up:** IT, HR, Finance, Procurement
- **Consolidation**
  - Chubb Benelux with SK FireSafety Group
  - Vipond UK with Chubb UK
  - Vipond Canada with Chubb Canada
- New headquarters office location & property identified

~20
Planning Workshops Conducted

25+
Town Halls

50+
Business Unit Reviews

5,000+
Chubb Employees Completed "I Am a Leader" Module

Chubb: Facts & Figures

200
Branches Worldwide

22
Monitoring Centers in 10 Countries

8,000+
Company Vehicles

~12,000
Employees

7.5M+
Portable Extinguishers Serviced Per Year

1.5M+
Customers

~$8B
Installed Base

17
Countries

Chubb: Market-Leading, Global Safety & Security Business

Company Snapshot

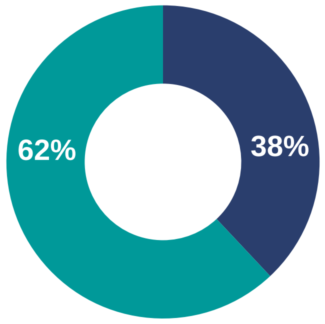
Market-leading fire and security positions in each of top six geographies(1)

Presence in 17 countries serving over 1.5M customers

Top 6 markets comprise ~90% of revenue(1)

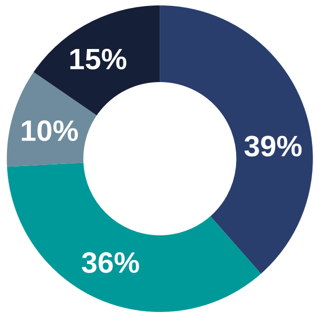
200+ years of field expertise and emphasis on operational excellence

2021 Revenue Breakdown(2)



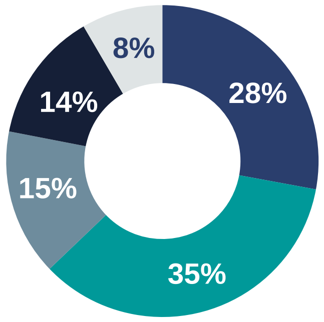
By Solution

- Installation
- Service



By Offerings

- Fire Detection & Alarms
- Electronic Security
- Monitoring
- Portable Fire Extinguishers



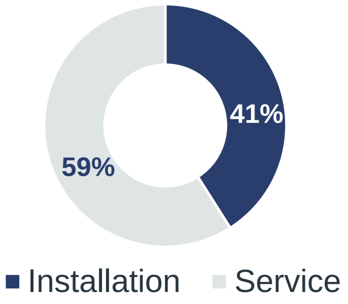
By Region

- France
- Rest of Europe
- ANZ
- Asia
- Canada

1. Top six markets are France, UK / Ireland, Australasia (includes Australia and New Zealand), Canada, Hong Kong / China / Macau and Benelux (includes Netherlands and Belgium).
2. Metrics based on Chubb 2021 net revenues of approximately $2.1 billion..

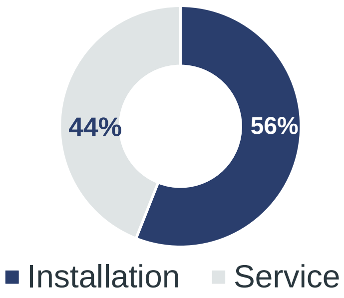
Chubb: Business Overview

Fire Detection & Alarms



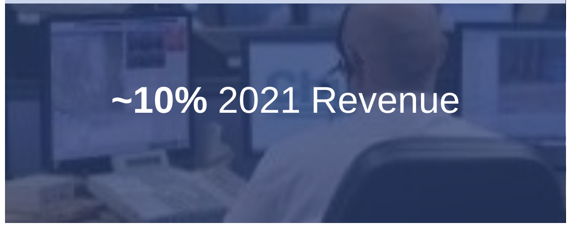
- Fire detection & alarm
- Fire suppression

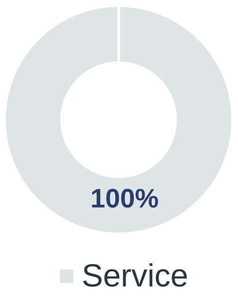
Electronic Security



- Alarms and detection
- CCTV & video surveillance
- Remote maintenance
- Integrated security solutions
- Access control

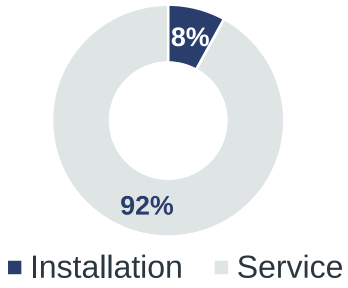
Monitoring





- Remote monitoring
- Remote videoguarding
- Fire alarm
- Social monitoring

Portable Fire Extinguishers

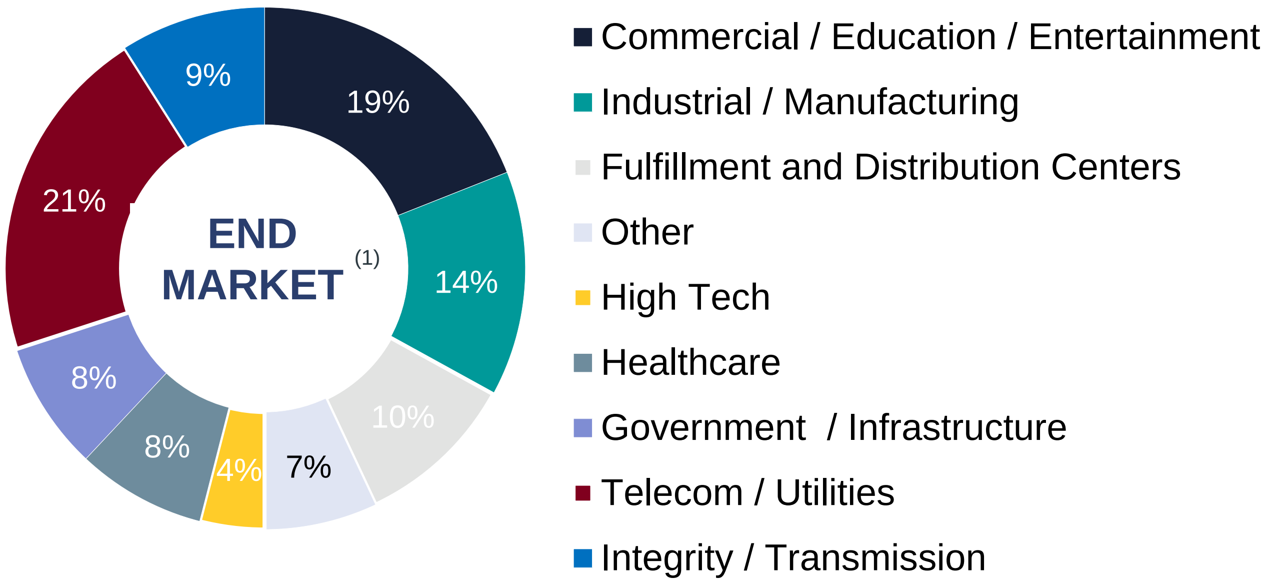


- Portable fire extinguishers
- Emergency lights
- Fire training

Note: Installation and service percentages based on 2021 revenue.

Chubb: Revenue Mix

Growing Presence in Attractive End Markets



Economic Resilient Key Trends

- Government, critical national infrastructure verticals in our larger markets have robust investment plans
- Cloud and big data are driving increased data center investments
- Drug manufacturing investments continue to be very strong with expanded supply demands. Coupled with supply security driving onshoring by many countries
- Increased demand in connected services to support statutory requirements

<2%	**~$5,000**	**~90%**	**~85%**	**~40%**
Top Customer as a % of Total Revenue	Average Project Size	Customer Retention Rate on Service Contracts	Revenue Related to Upgrade, Retro & Brownfield	Total Revenue Attributable to Multi-Year Service Contracts

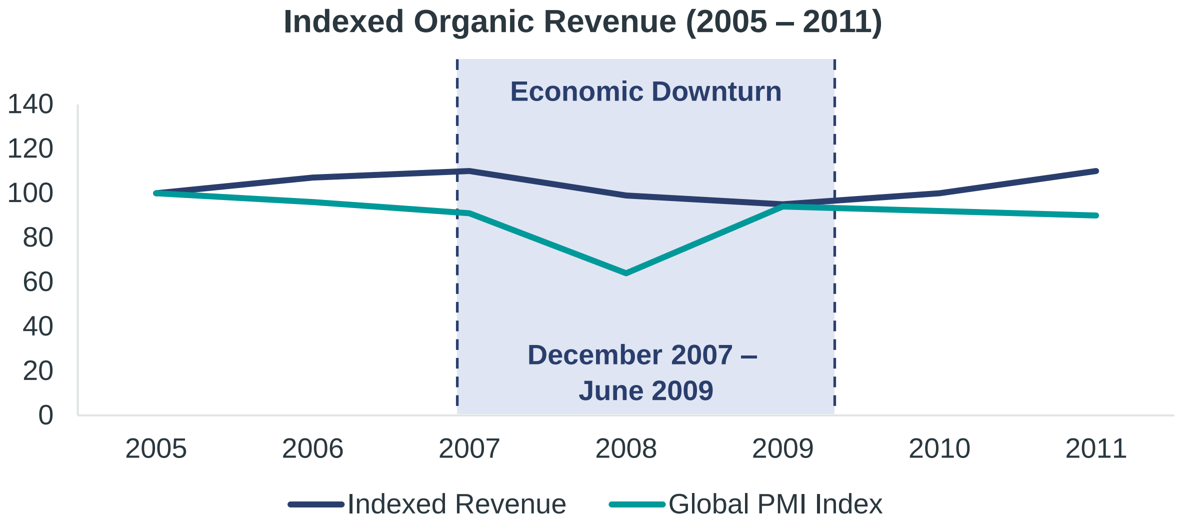
1. Estimated based on 2021 net revenues.

Chubb: Compelling and Resilient Opportunity

Market Growth Drivers

- Entrenched and growing customer needs driven by regulatory requirements, insurance requirements and severe risk consequences
- Mandated building codes and inspections and maintenance requirements generate increasing demand for services, often on a recurring basis
- Increasingly complex regulation
- Accelerating technological innovation and post-COVID-19 upsides for video-guarding, monitoring, remote maintenance, and access management
- Highly fragmented market ripe for consolidation by market leaders

Outperformance Through Recessionary Cycles [1]



High recurring service and monitoring revenue provides stability through economic cycles

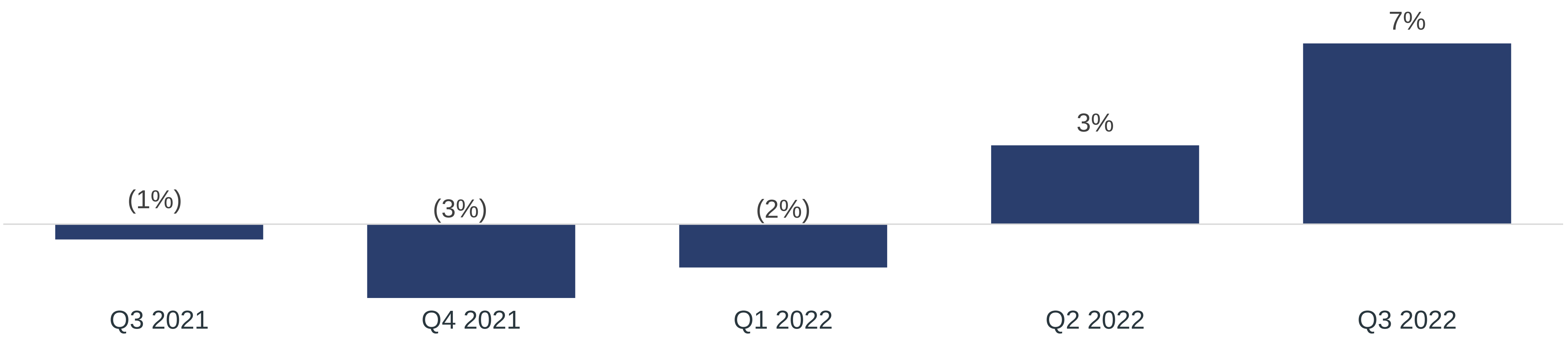
(1) Chubb management estimated revenue and Global PMI indexed to 100.as of 2005.

Current Chubb Financial Metrics

60%+	10%+	~1.0%	~75%	~85%
Service Revenue % of Total Revenue	Year-over-Year Backlog	CapEx as a % of Revenue	of Costs are Variable	Do & Charge Extraction Rate

Chubb: Historical Net Revenues

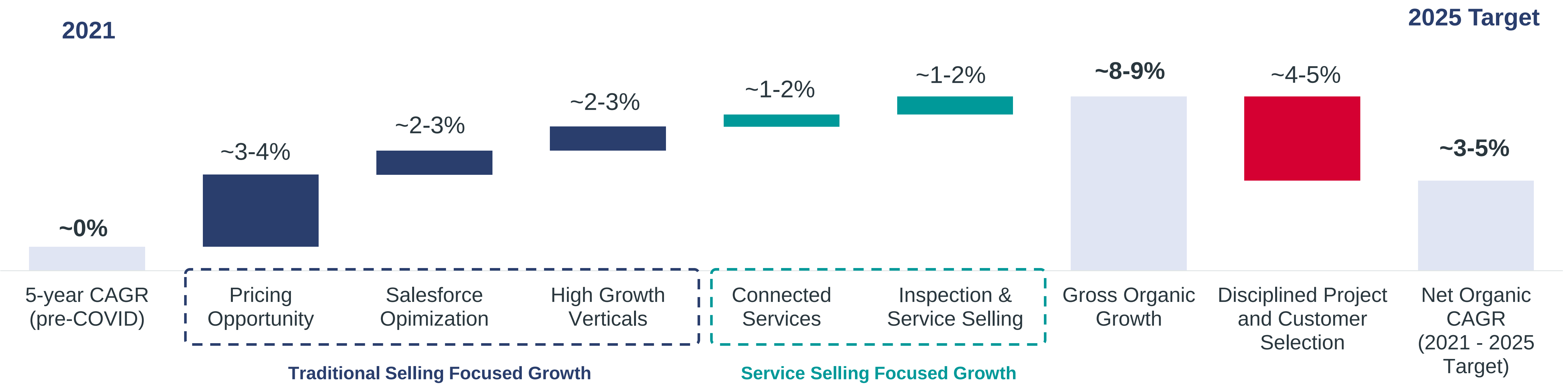
Historical Net Revenues Year-Over-Year Growth by Quarter



Solid growth YTD 2022 following years of decline under prior ownership

Chubb: Revenue Growth Opportunity

Revenue Bridge



Key Drivers

- High growth vertical focus (e.g. data centers; critical national infrastructure)
- Exiting dilutive business & driving price

- Salesforce segmentation & upskilling
- Connected solutions Chubb visiON+
- Outcome based Inspection & service led selling

Chubb: Sales Focused Revenue Growth

Pricing Opportunity

	2021	2022E	2023E
Price Actualization	(1%)	3%+	~5%
	⟷	↑	↑
Targeted Net Increase on Costs	2%	3%+	~5%

- Global pricing leadership appointed
- Price coaching & enablers
- Improved price stickiness
- Price-up dilutive contracts

Salesforce Optimization

	2021	2022E	2023E
% Selling Headcount Reduction	0%	(~6%)	(~12%)
	⟷	↑	↑
% Sales Revenue Growth	0%	~3%	~4%

- Optimized structure based on data
- Proactive culture supported by tools and competencies
- Customer and salesforce segmentation

High Growth Verticals

	Data Center	Pharma	CNI[1]
FY22E-25E Targeted Growth	10%	10%	10%
FY22E Growth	5%+	5%+	4%+

- Vertical & key account management leadership
- Industry acumen and fluency
- Customized end market solutions
- Focused technology investments

1. Critical national infrastructure.

Chubb: Services-Focused Revenue Management

Connected Services

Chubb visiON+

2022E	2023E-5E
~3%	~10%
⬆	⬆

- Established cloud-based platform
- Increased recurring revenue mix
- Customer digital transformation
- Reduce customer attrition
- Increase customer extraction

Inspection & Service Selling

2022E	2023E-5E
~2%	~10%
⬆	⬆

- Targeting non-Chubb installations
- Outcome based value selling
- 3.5x extraction rate
- ~10% margin mix improvement
- Reduced selling expenses

Disciplined Project & Customer Selection

2022E	2023E-5E
(1%)	~(5)%
⬆	⬆

- Increased selection cadence
- Price up or ship out dilutive contracts
- Defined attached services revenue
- Renewal and escalation management
- Connected services roadmap

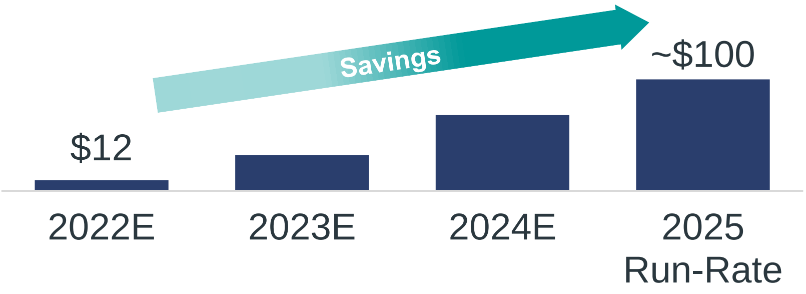
Chubb: New Value Capture Opportunity = ~$100M

Maximizing Value Capture Opportunities

Pacing

$ in millions

Goal of 1:1 ratio for spend / savings



	2022E	2023E	2024E	2025 Run-Rate
Restructuring and Related Costs [1]	~$35	~$30 –$35	2024E – 2025E: ~$35 – $40	
Separation and Stand-up Costs [1]	$100	$10	---	---

1. Estimate as of November 2022.

1 Restructuring – Value Capture Opportunity
- FY22E ~$20M YTD, further $10-15M expected in Q4
- FY23E range ~$30-35M

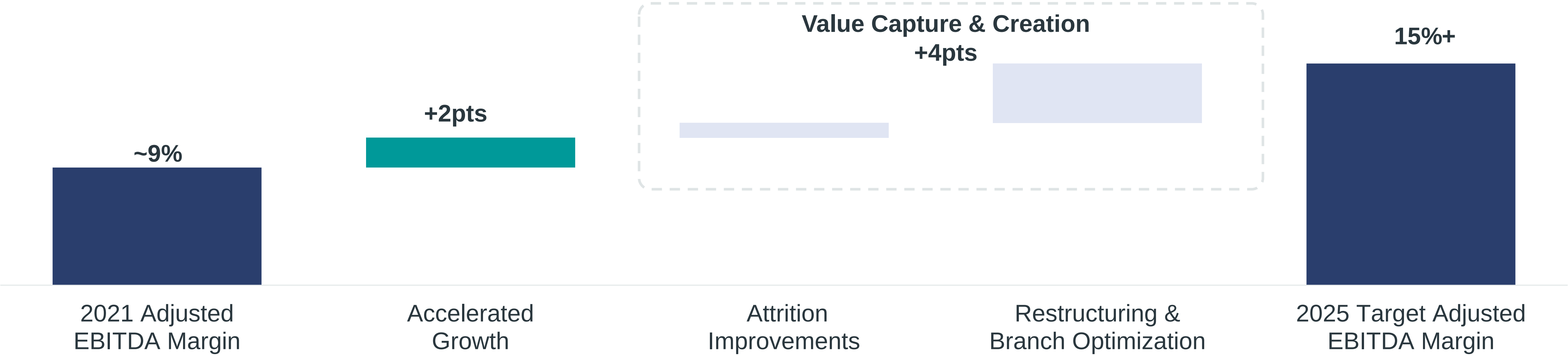
2 Branch & Footprint Optimization – Value Capture Opportunity
- FY22E ~10 location close / consolidation actions
- FY23E Real estate optimization initiative

3 Attrition Improvements – Value Capture Opportunity
- FY23E ~2% points improvement on attrition rates
- FY23E-25E ~ Mid-high single digit range

4 Country & Branch Optimization – Value Creation Opportunity
- FY23E Exit several non-performing markets
- FY23E-25E transition ~$500M of lower/mid quartile business units to top quartile operating units

Chubb: Adjusted EBITDA Margin Expansion Opportunity

Adjusted EBITDA Bridge



Key Drivers to 15%+ Adjusted EBITDA Margin

- Footprint optimization, driving cost out and productivity up
- Reducing complexity whilst harnessing a culture of empowerment in the field
- Reduction in above the branch cost enabled through digital & organizational transformation
- Continued focus on service growth via inspection sales focus

Chubb: Operations Excellence – Branch Profitability

Loss-Making Branches

	2021 # of Loss-Making Branches	2021 Year-End EBITDA Loss	2024E # of Loss-Making Branches
Europe	39	($23)	0
Canada	2	(2)	0
Asia/ANZ	14	(11)	0
Total	**55**	**(36)**	**0**

Note: $ amounts in millions.

- **~75%** of branches were profitable at year-end 2021
- Closure of ~**10%** locations expected to be actioned during 2022 – 2023
- **>85%** of branches expected to be profitable by year-end 2022
- **~95%** of branches expected to be profitable during 2023

Actions to Improve

- Country & branch leadership changes
- Footprint optimization
- Each branch owns 15%+ EBITDA plan
- Top performing branch mentoring initiative
- Sales & operations alignment
- Digital maturity
- Back office consolidation

Chubb: Summary

1

Integration is occurring swiftly and savings are significant

- 2022 focused on identifying priorities, evolving leadership team, separating the business from Carrier and putting operational changes in place

2

Value capture opportunities of $100M+

- Evolved from $20M pre-close to $40M in May to 2025 run-rate of ~$100M
- More opportunities to come

3

Shift moves from integration to harmonization coupled with focused organic growth

- Delivered 3% 2022 YTD organic growth despite post COVID-19, supply chain disruptions, inflation, compared to 5-year CAGR of ~0% pre-COVID

4

On track to deliver 2025 targets

- Net organic revenue CAGR of 3 – 5%
- Adjusted EBITDA margin of 15%+

5

Meets all of APi's targeted M&A criteria

- Strengthens resiliency and protective moat around the business
- Supports APi's 2025 targets

APi + Chubb: A Clear Path Forward

Russ Becker

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APi + Chubb: Driving Long-Term Growth

Organic Expansion			M&A
Grow	**Capitalize**	**Scale**	**Seek**
Recurring service revenue	Improved project and customer selection	Expand core business and service offerings	Disciplined, opportunistic and accretive acquisitions
Geographic expansion	Increase market share	Sister company cross-selling	Incremental customer base
Expansion into adjacencies	Pricing opportunities	Grow national accounts	Add adjacent capabilities
Channel expansion	Investment in back-office infrastructure	Win more share of entire facility life cycle	
	Increase margins	Leverage scale and drive margins	

M&A: Ready to Unlock International Value

Chubb significantly expands APi Group's addressable Fire Safety M&A opportunities

APi M&A Playbook – 90+ Acquisitions Since 2005

Extensive Pipeline of Acquisition Targets

Identified Via Local Business Leaders, Best-In-Class Industry Network

APi's Dedicated Bolt-On M&A Team Diligences

Utilize Network to "Channel Check" and Ensure Fit is Right

Execute Transaction with Aligned Incentives

Earnout Structure to Retain Talent, Derisk Upfront Outlay

APi's Dedicated Integration Team Starts to Implement Playbook Day 1

Immediately Driving Margin Improvement and Value Creation

Value Creation Pathway – Illustrative Example[1]

APi Acquires Safety Services Company "A" for 4-7x LTM EBITDA of $10M, Running at ~7% Margin Today

150 bps of Margin Improvement via Purchasing Power and 150 bps via Shared Services Consolidation

200 bps Via Strategic Pricing Increases

$30M of EBITDA, 15%+ Margin[1]

Contract Focus — **Improving mix adds 300 bps of margin improvement** — **Service Focus**

1. Illustratively assumes 2-year horizon, 7% organic growth

APi + Chubb: Serving Customers with Global Footprint

APi Representative Customers with Global Footprint

Chubb Representative Customers with Global Footprint

Specialty Aligned Toward Accelerating Secular Industry Tailwinds

Utility / Infrastructure Spend Driven by Infrastructure Investment and Jobs Act / 5G Rollout

- Scale and operating leverage to capitalize on $1.2 trillion[(1)] of infrastructure spending from the Infrastructure Investment and Jobs Act
- 5G spending in the Infrastructure Investment and Jobs Act [(1)]

$1.2T **$65B**

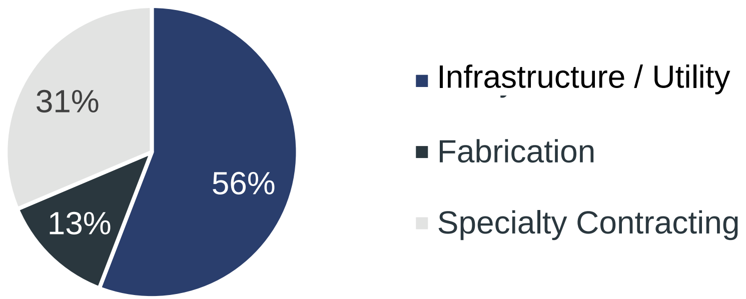
Other Key End Markets Projected to Grow GDP+

- Significant investment in semiconductor facilities domestically driven by $52bn CHIPS Act[(1)] as well as ~$150bn+ of announced private investment[(1)]
- American data center investment expected to grow at a 12% CAGR from 2021 – 2031[(3)] to support cloud computing and IoT megatrend
- Pipeline integrity market projected to grow at a 3.6% CAGR through 2028[(4)] driven by stringent regulatory standards

Top 5 Specialty Services Provider[(2)]

- Inherently strong sector outlooks boosted by government spending and increased regulation
- Sustained, counter cyclical growth projected in core end markets regardless of macroeconomic conditions
- Strong repeat customer base drives resilient, stable cash flows
- 100% North America: mitigates company-wide exposure to FX / geopolitical tailwinds

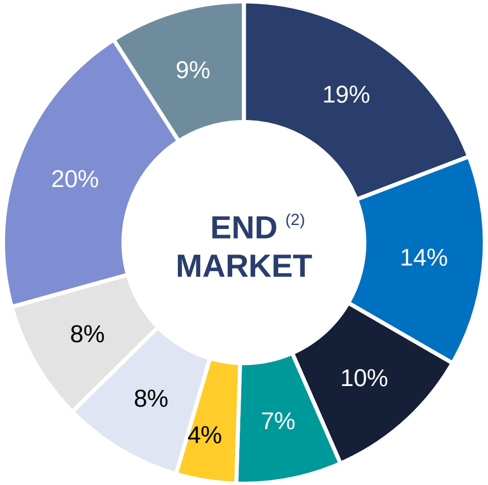
YTD 9/30/2022 Specialty Services Revenue Breakdown



1. White House website.
2. 2021 ENR 600 report.
3. Frost & Sullivan Global Data Center Investment Trends and Growth Opportunities report dated June 2022.
4. Fortune Business Insights Pipeline Integrity Management report dated March 2021.

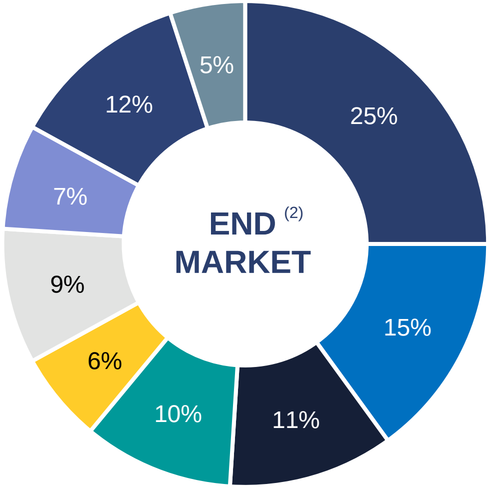
APi + Chubb: Diversified End Markets Create Long Runway for Growth

Consolidated



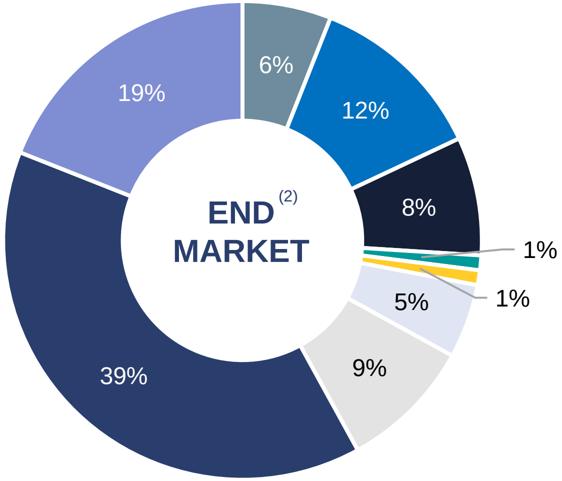
End Market	Revenue
Commercial / Education / Entertainment	19%
Industrial / Manufacturing	14%
Fulfillment and Distribution Centers	10%
Other	7%
High Tech	4%
Healthcare	8%
Government / Infrastructure	8%
Telecom / Utilities	20%
Integrity / Transmission	9%

Safety Services



End Market	Revenue
Commercial / Education / Entertainment	25%
Industrial / Manufacturing	15%
Fulfillment and Distribution Centers	11%
Other	10%
High Tech	6%
Healthcare	9%
Government / Infrastructure	7%
Telecom / Utilities	12%
Integrity / Transmission	5%

Specialty Services[1]



End Market	Revenue
Commercial / Education / Entertainment	6%
Industrial / Manufacturing	12%
Fulfillment and Distribution Centers	8%
Other	1%
High Tech	1%
Healthcare	5%
Government / Infrastructure	9%
Telecom / Utilities	39%
Integrity / Transmission	19%

1. Includes Industrial Services which was combined with Specialty Services effective January 1, 2022.
2. Estimated based on 2021 net revenues.

APi GROUP

Financial Perspective & Highlights

Russ Becker

Kevin Krumm

APi: Resilient Business Model to Navigate Downturns

- High margin, inspection, service and monitoring revenue drives **50%+** of APi's total revenue
  - On average, inspection and service revenue generates ~10%+ higher gross margin than contract revenue and monitoring revenue generates ~20%+ higher gross margin than contract revenue
- Mission-critical nature of services and regulatory-driven inspection requirements provide predictable, recurring revenue stream opportunities
- Asset-light model with minimal ongoing maintenance capital expenditures
- Predominantly union labor force allows APi to expand and contract its workforce as market conditions dictate without incurring significant trailing costs or severance
- Average project duration is relatively short, mitigating inflationary exposure to cost of goods sold or changes in labor expense that some peers may experience in an inflationary environment

<1.5%	50%+	~$5,000	~$70,000	~75%
Total CapEx as a % of Total Revenues	% of Field Workforce Covered by Union Agreement	Average Project Size in Safety Services	Average Project Size in Specialty Services	% of Costs are Variable

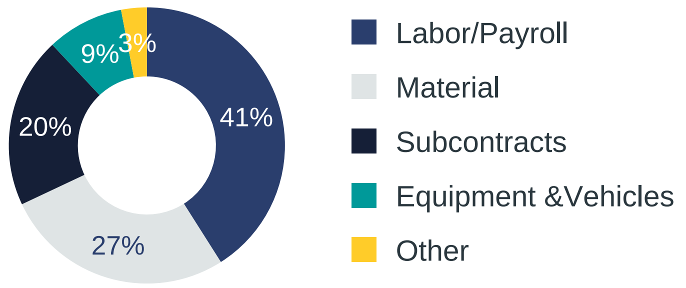
APi: Managing Through Volatility

Highlights

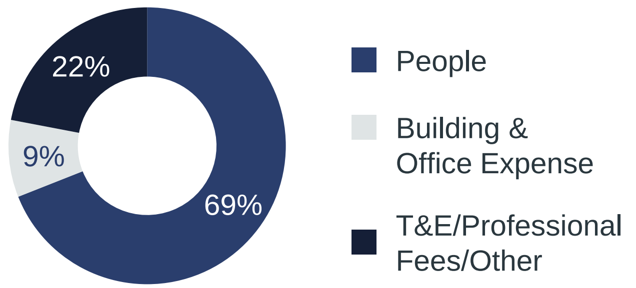
- APi's statutorily-mandated, recurring revenue services-focused business model provide significant flexibility for the Company to effectively navigate downturns
- Strong free cash flow generation in downturn through harvested working capital
- Strong variable cost structure and management's effective approach of proactively renegotiating vendor contracts / pricing, reducing direct labor costs and improving capital spending / working capital management led to resilient performance

Variable Operating Cost

~$3.6bn Adjusted COGS (1)



~$0.9bn Adjusted SG&A (1)



~75% Variable Cost Base

Business Resiliency: the COVID Model (1)

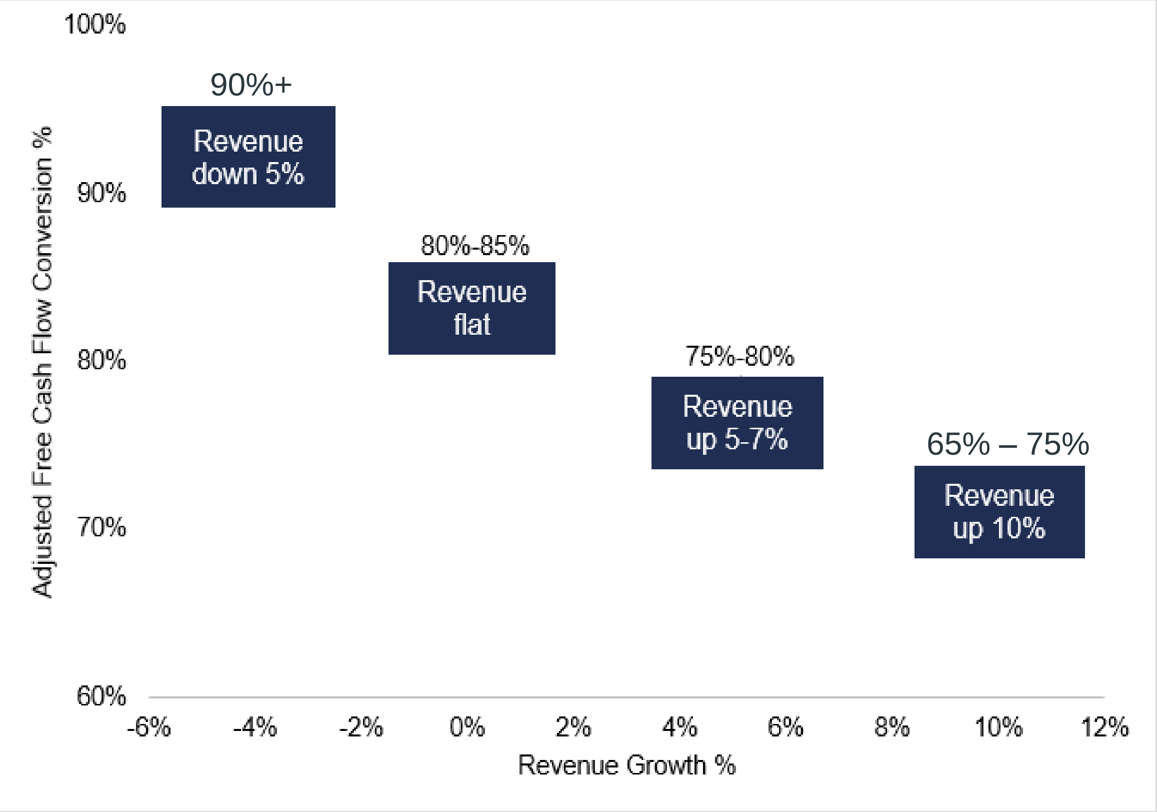
YoY Change	Q2 2019 – Q2 2020	FY 2019 – FY 2020
Organic Net Revenues	(14.3%)	(9.0%)
Adjusted EBITDA	+2.0%	(3.1%)
Adjusted EBITDA Margin	+190 bp	+56 bp
Adjusted Free Cash Flow	$170	$443
Adjusted Free Cash Flow Conversion	168.3%	116.3%

Q2 2020 adjusted EBITDA margin expansion of 190bps despite ~14% organic revenue decline during COVID shutdown

(1) Note: Data for the nine months ending September 30, 2022. Refer to Appendix for a reconciliation of non-GAAP measures to most directly comparable GAAP measures.

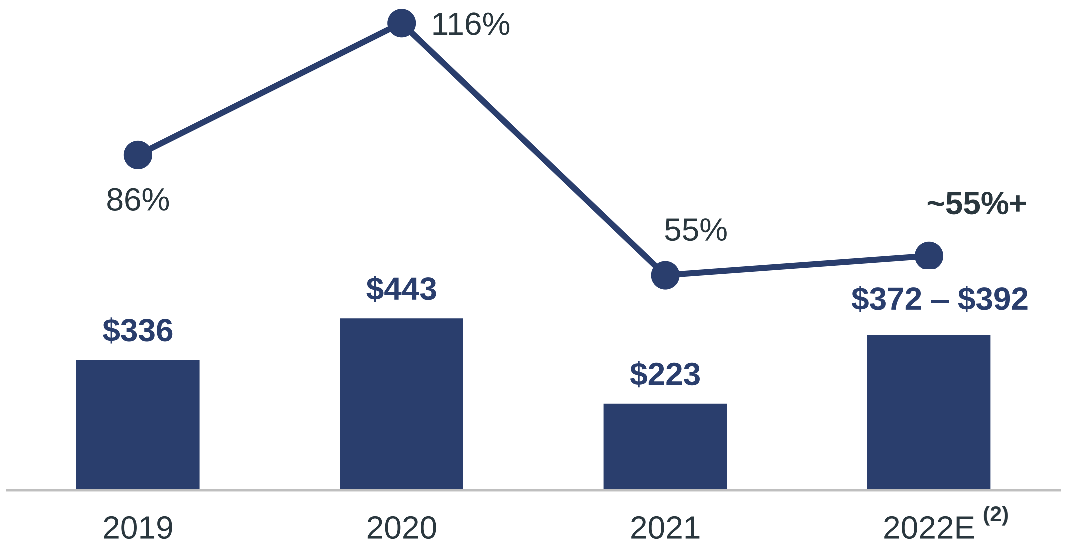
APi: Strong Adjusted Free Cash Flow Generation

Projected Adjusted Free Cash Flow Conversion vs. Revenue Growth: 2025



Adjusted Free Cash Flow Generation [1]

Revenue growth / contraction drives cash conversion



Organic Revenue Growth [1]	8%	(9%)	8%	10%+ [2]

1. Refer to Appendix for a reconciliation of non-GAAP measures to most directly comparable GAAP measures.
2. Based on guidance provided on November 3, 2022.

APi: Strong Balance Sheet

Healthy Balance Sheet

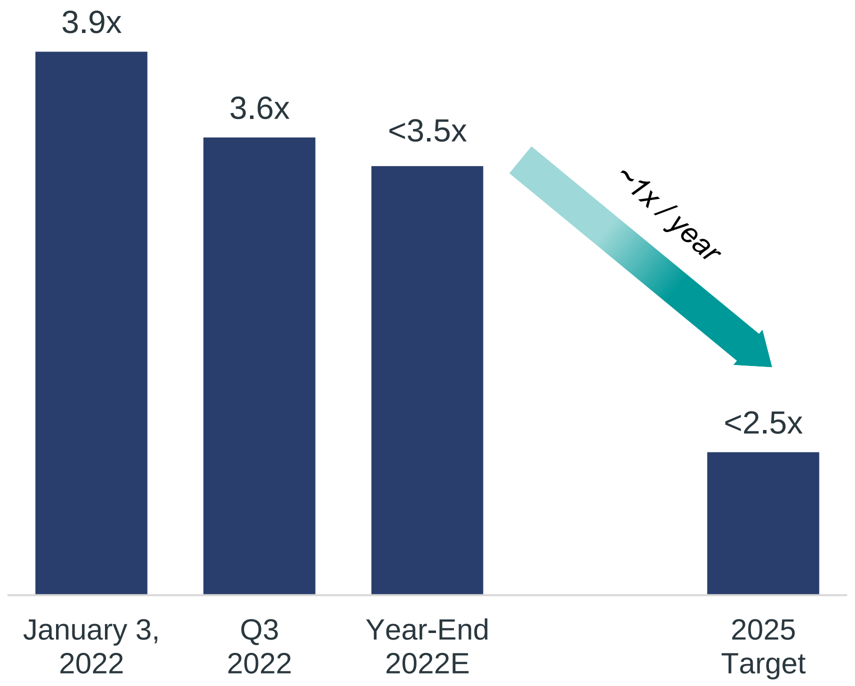
$ in millions

	Maturity Date	September 30, 2022
Term loan facility		
2019 Term Loan	October 1, 2026	$1,127
Revolving Credit Facility	October 1, 2026	-
2021 Term Loan	January 3, 2029	1,085
Senior notes		
4.125% Senior Notes	July 15, 2029	337
4.750% Senior Notes	October 15, 2029	277
Other obligations		7
Total debt obligation		$2,833

- Weighted average maturity of debt of over **5 years** as of September 30th, 2022 with the earliest maturity in 2026
- During Q2 2022, we entered into forward starting swap arrangement to be effective January 2023 that will shift fixed vs. floating mix to estimated **~70% fixed / ~30% floating**
- Average cost of debt is **~5.5%** as of January 2023

Limited refinancing risk

Net Debt to Adjusted EBITDA[1]

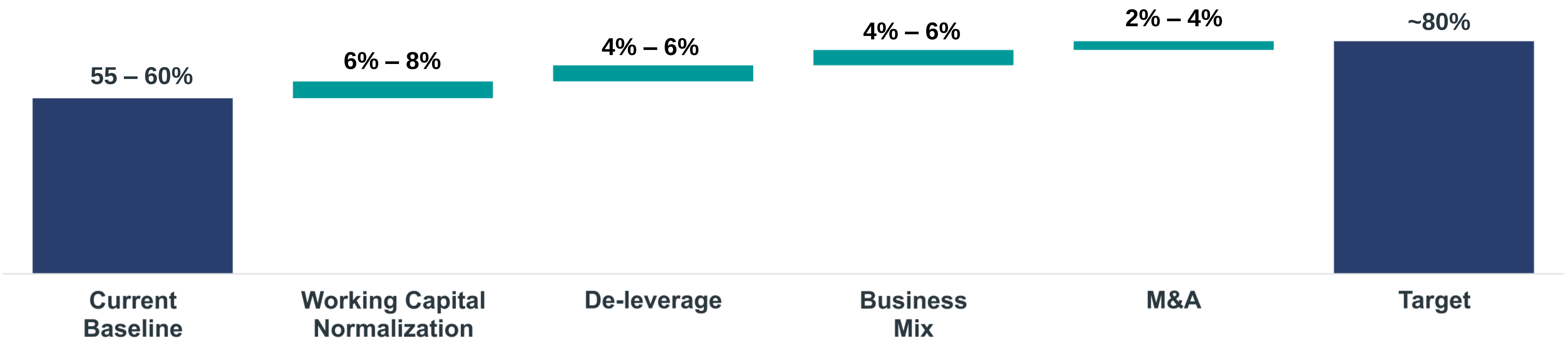


Target long-term net leverage remains 2.0x – 2.5x

Note: Excludes $800 million of perpetual preferred paid at 5.5% interest in cash or stock.
(1) Calculated pursuant to terms of existing debt agreements.

APi: Path to ~80% Adjusted Free Cash Flow Conversion

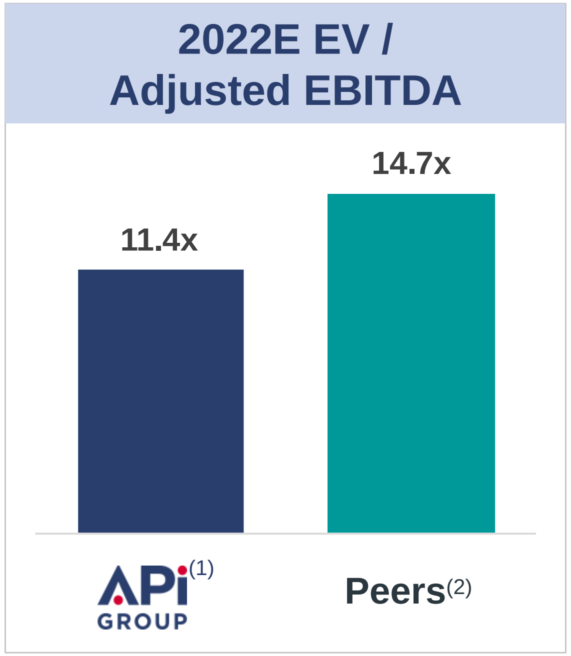
Path to ~80% Adjusted Free Cash Flow Conversion: Key Business Drivers

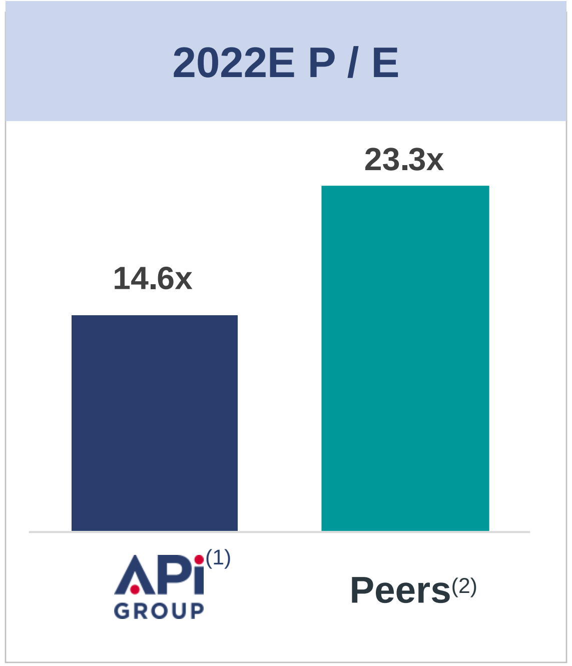


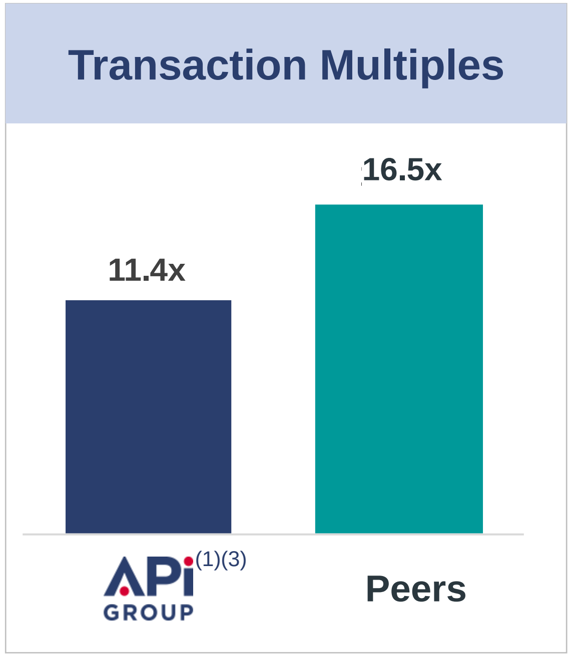
Key Drivers

- Working Capital Normalization
  - Normalized organic growth of 5 – 7%
  - Drive working capital rates to historical levels
- De-leverage – target long-term net leverage ratio of 2.0x – 2.5x
- Business Mix
  - Higher levels of inspection, service and monitoring revenue
  - Continued growth in safety business
- M&A – disciplined investment in businesses that are highly accretive to cash conversion

Investment Opportunity



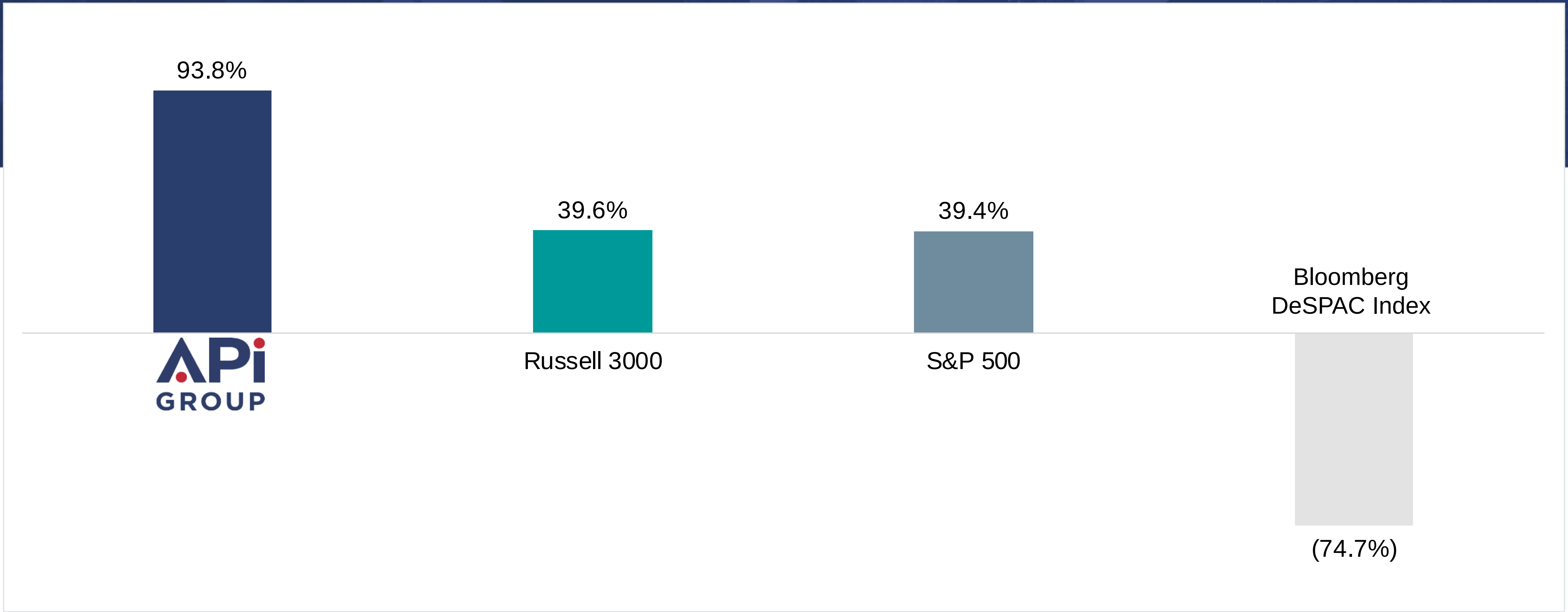




APi trades at a significant discount relative to its peers

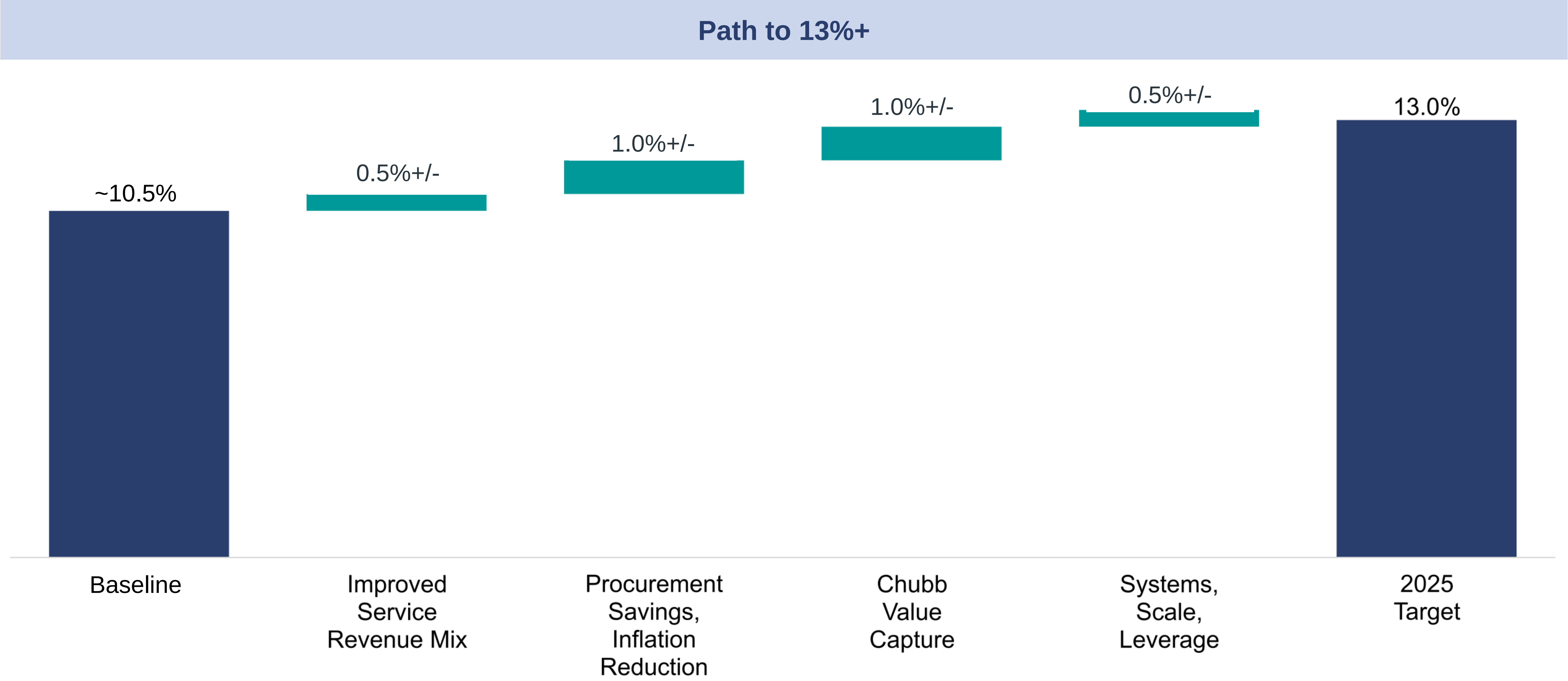
Source: CapIQ. Market data as of November 11, 2022.
1. Based on consensus estimates as of November 11, 2022.
2. Peer group includes Cintas Corporation, Comfort Systems USA, Inc., Jacobs Engineering Group Inc., Johnson Controls International plc, Otis Worldwide and Quanta Services, Inc.
3. Reflects APi consensus EV / 2022E EBITDA.

Performance Since APi NYSE Listing



Source: CapIQ. Market data as of November 11, 2022.
Note: Reflects returns from April 28, 2020 (1-day prior to NYSE listing).

Path to 13%+ Adjusted EBITDA Margin by 2025



Takeaways

Russ Becker

Chubb: Summary

1. **Chubb is highly accretive and creates significant opportunities**
   - We expect Chubb to be approximately $0.20 accretive to 2022E APi adjusted diluted EPS

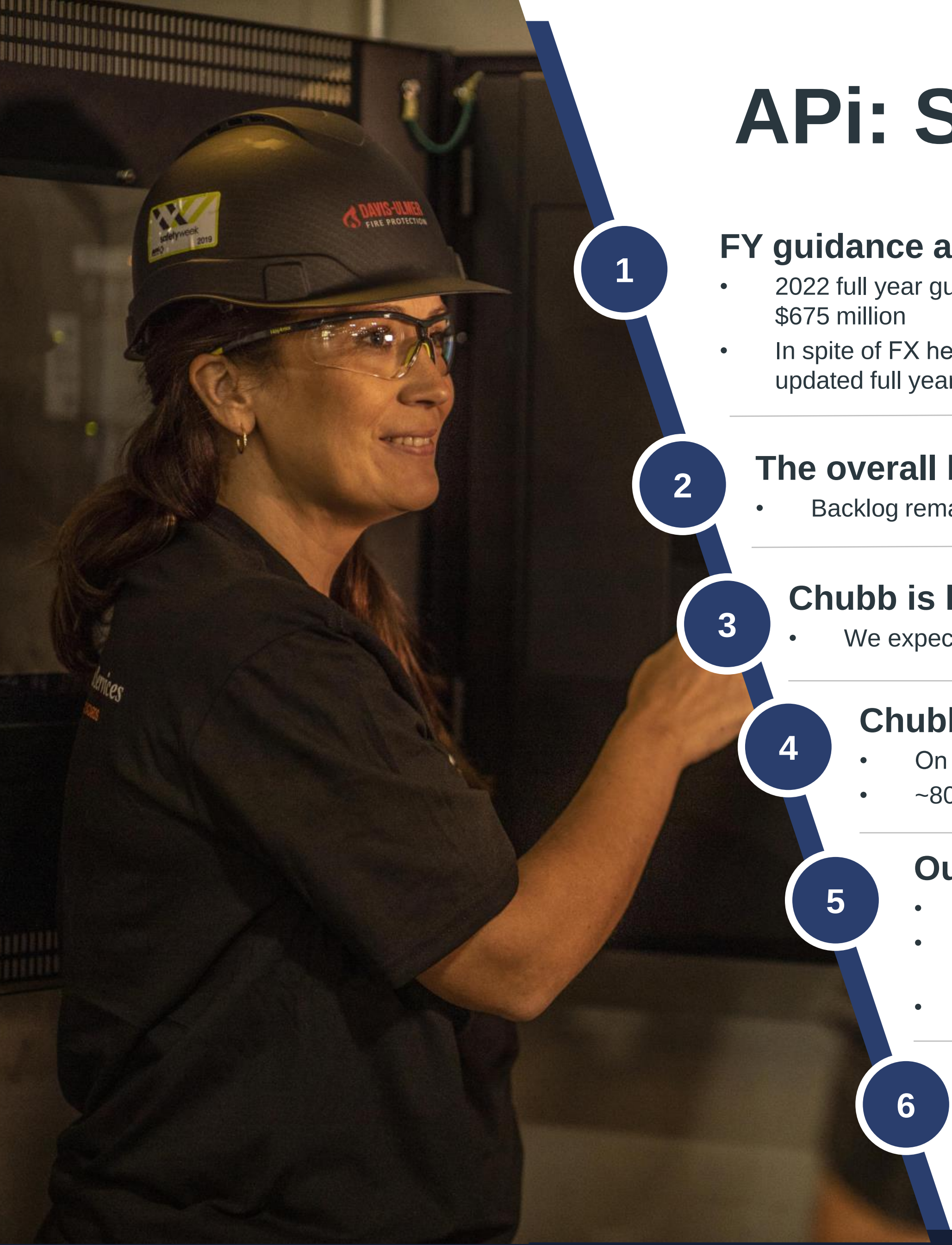
2. **Integration is occurring swiftly and savings are significant**
   - 2025 run-rate value capture opportunities of ~$100 million
   - Goal of 1:1 ratio for spend / savings, which we've been able to achieve so far

3. **Value capture opportunities of ~$100M**
   - Evolved from $20M pre-close to $40M in May to ~$100M+
   - More opportunities to come

4. **Shift moves from integration to harmonization coupled with focused organic growth**
   - Delivered 3% 2022 YTD organic growth. Despite post COVID-19, supply chain disruptions, inflation, compared to 5-year CAGR of ~0% pre-COVID

5. **On track to deliver 2025 targets**
   - 2021 – 2025 target net organic revenue CAGR of 3 – 5% and adjusted EBITDA margin of 15%+

6. **Meets all of APi's targeted M&A criteria**
   - Strengthens resiliency and protective moat around the business
   - Supports APi's 2025 financial targets



APi: Summary

1

FY guidance absorbs FX headwinds and delivers

- 2022 full year guidance (as reported including FX impacts): net revenues of $6,450 to $6,500 million and adjusted EBITDA of $660 to $675 million
- In spite of FX headwinds, we've been able to hold the top end of our range and bring up the lower end of our range, which means our updated full year guidance reflects improved constant currency performance across our businesses

2

The overall business is performing in line with expectations

- Backlog remains at record levels and is up approximately 8% year-over-year as of September

3

Chubb is highly accretive and creates significant opportunities

- We expect Chubb to be approximately $0.20 accretive to 2022E APi adjusted diluted EPS

4

Chubb supports our overall 2025 targets

- On a macro basis, we remain confident in achieving our 2025 targets as we've detailed today
- ~80% target adjusted free cash flow conversion, 13%+ adjusted EBITDA margin, <2.5x net debt to adjusted EBITDA

5

Our balance sheet is strong

- Weighted average maturity of over 5 years as of September 30th, 2022 with the earliest maturity in 2026
- During Q2 2022, we entered into forward starting swap arrangement to be effective January 2023 that will shift fixed vs. floating mix to estimated **~70% fixed / ~30% floating**
- Average cost of debt is **~5.5%** as of January 2023

6

Strong free cash flow allows swift deleveraging

- Expect to be at a net leverage ratio of <3.5x by year-end 2022 and <2.5x by year-end 2023
- We remain laser focused on cash generation and deleveraging at approximately one turn annually as we move towards our stated target net leverage ratio of 2.0 to 2.5x

Concluding Remarks

Sir Martin E. Franklin

James E. Lillie

Q&A Session

Appendix

Non-GAAP Financial Measures

This presentation contains non-U.S. GAAP financial measures within the meaning of Regulation G promulgated by the Securities and Exchange Commission. The Company uses certain non-U.S. GAAP financial measures that are included in this presentation and the additional financial information both in explaining its results to shareholders and the investment community and in its internal evaluation and management of its businesses. The Company's management believes that these non-U.S. GAAP financial measures and the information they provide are useful to investors since these measures (a) permit investors to view the Company's performance using the same tools that management uses to evaluate the Company's past performance, reportable business segments and prospects for future performance, (b) permit investors to compare the Company with its peers and (c) determine certain elements of management's incentive compensation. Specifically:

- The Company's management believes that adjusted gross profit, adjusted selling, general and administrative ("SG&A") expenses, adjusted net income, and adjusted earnings per share, which are non-GAAP financial measures that exclude business transformation and other expenses for the integration of acquired businesses, the impact and results of businesses classified as assets held-for-sale and businesses divested, and one-time and other events such as impairment charges, restructuring costs, transaction and other costs related to acquisitions, amortization of intangible assets, net COVID-19 relief, non-service pension benefit, severance related costs related to corporate leadership changes and certain tax benefits from the acquisition of APi Group, Inc. (the "APi Acquisition") are useful because they provide investors with a meaningful perspective on the current underlying performance of the Company's core ongoing operations.

- The Company also presents organic changes in net revenues on a consolidated basis or segment specific basis to provide a more complete understanding of underlying revenue trends by providing net revenues on a consistent basis as it excludes the impacts of material acquisitions, completed divestitures, and changes in foreign currency from year-over-year comparisons on reported net revenues, calculated as the difference between the reported net revenues for the current period and reported net revenues for the current period converted at the prior year average monthly exchange rates (excluding acquisitions and divestitures). The remainder is divided by the prior year net revenues, excluding the impacts of material acquisitions and completed divestitures.

- Earnings before interest, taxes, depreciation and amortization ("EBITDA") is the measure of profitability used by management to manage its segments and, accordingly, in its segment reporting. The Company supplements the reporting of its consolidated financial information with certain non-U.S. GAAP financial measures, including EBITDA and adjusted EBITDA, which is defined as EBITDA excluding the impact of certain non-cash and other specifically identified items ("adjusted EBITDA"). Adjusted EBITDA margin is calculated as adjusted EBITDA divided by net revenues. The Company believes these non-U.S. GAAP measures provide meaningful information and help investors understand the Company's financial results and assess its prospects for future performance. The Company uses EBITDA and adjusted EBITDA to evaluate its performance, both internally and as compared with its peers, because it excludes certain items that may not be indicative of the Company's core operating results. Consolidated EBITDA is calculated in a manner consistent with segment EBITDA, which is a measure of segment profitability.

- The Company presents free cash flow, adjusted free cash flow and adjusted free cash flow conversion, which are liquidity measures used by management as factors in determining the amount of cash that is available for working capital needs or other uses of cash, however, it does not represent residual cash flows available for discretionary expenditures. Free cash flow is defined as cash provided by (used in) operating activities less capital expenditures. Adjusted free cash flow is defined as cash provided by(used in) operating activities plus or minus events including, but not limited to, transaction and other costs related to acquisitions, business transformation and other expenses for the integration of acquired businesses, payments made for restructuring programs, impacts of businesses classified as assets held-for-sale and businesses divested, and one-time and other events such COVID related payroll tax deferral and relief items. Adjusted free cash flow conversion is defined as adjusted free cash flow as a percentage of adjusted EBITDA.

Non-GAAP Financial Measures (cont'd)

While the Company believes these non-U.S. GAAP measures are useful in evaluating the Company's performance, this information should be considered as supplemental in nature and not as a substitute for or superior to the related financial information prepared in accordance with U.S. GAAP. Additionally, these non-U.S. GAAP financial measures may differ from similar measures presented by other companies. A reconciliation of these non-U.S. GAAP financial measures is included in this presentation.

The Company does not provide reconciliations of forward-looking non-U.S. GAAP adjusted EBITDA and growth in organic net revenues to GAAP due to the inherent difficulty in forecasting and quantifying certain amounts that are necessary for such reconciliations, including adjustments that could be made for acquisitions and divestitures, business transformation and other expenses for the integration of acquired businesses, one-time and other events such as impairment charges, transaction and other costs related to acquisitions, restructuring costs, amortization of intangible assets, net COVID-19 relief, and certain tax benefits from the APi Acquisition, and other charges reflected in the Company's reconciliation of historic numbers, the amount of which, based on historical experience, could be significant.

Beginning with the first quarter of 2022, the Company has combined its Industrial Services and Specialty Services segments into one operating segment (Specialty Services). Certain prior year amounts have been recast to conform to this presentation and the information in the tables below has been retroactively adjusted to reflect these changes in reporting segments.

Chubb's financial results for 2021 and all prior periods included in this presentation are unaudited and based on Chubb's internal records.

Reconciliation of Non-GAAP Financial Measures

Organic change in net revenues (non-GAAP)

	For the Year Ended December 31, 2019			
	Net revenues change (as reported)	Acquisitions and divestitures, net (a)	Foreign currency translation (b)	Organic change in net revenues (c)
Safety Services	4.2 %	—	(0.3) %	4.5 %
Specialty Services	9.9 %	2.9 %	—	7.0 %
Industrial Services	15.8 %	5.1 %	(0.2) %	10.9 %
Consolidated	**9.8 %**	**2.2 %**	**(0.1) %**	**7.7 %**

(a) Acquisitions include pre-acquisition net revenues in their respective years of acquisition. Planned divestitures exclude net revenues for both 2019 and 2018 for the Company's businesses held for sale.
(b) Represents the effect of foreign currency on 2019 reported net revenues, calculated as the difference between the 2019 reported net revenues and the 2019 local currency net revenues converted at the prior year average monthly exchange rates (excluding acquisitions and divestitures).
(c) Organic net revenue growth provides a consistent basis for year-over-year comparisons in net revenues as it excludes the impacts of acquisitions, planned and completed divestitures, and the impact of changes due to foreign currency translation.

Reconciliation of Non-GAAP Financial Measures

Organic change in net revenues (non-GAAP)

	For the Three Months Ended June 30, 2020			
	Net revenues change (as reported)	Acquisitions and divestitures, net (a)	Foreign currency translation (b)	Organic change in net revenues (c)
Safety Services	(16.4) %	—	0.2 %	(16.6) %
Specialty Services	(15.7) %	—	—	(15.7) %
Industrial Services	(18.4) %	(16.9) %	—	(1.5) %
Consolidated	**(16.7) %**	**(2.5) %**	**0.1 %**	**(14.3) %**

	For the Year Ended December 31, 2020			
	Net revenues change (as reported)	Acquisitions and divestitures, net (d)	Foreign currency translation (b)	Organic change in net revenues (c)
Safety Services	(7.8) %	2.1 %	(0.1) %	(9.8) %
Specialty Services	(6.2) %	—	—	(6.2) %
Industrial Services	(32.7) %	(18.8) %	—	(13.9) %
Consolidated	**(12.3) %**	**(3.3) %**	—	**(9.0) %**

(a) Acquisitions include pre-acquisition net revenues in their respective years of acquisition. Planned divestitures exclude net revenues for all periods for the Company's businesses divested or classified as held-for-sale at June 30, 2020.
(b) Represents the effect of foreign currency on reported net revenues, calculated as the difference between the reported net revenues for the year and the prior year local currency net revenues converted at the prior year average monthly exchange rates (excluding acquisitions and divestitures).
(c) Organic net revenue change provides a consistent basis for a year-over-year comparison in net revenues as it excludes the impacts of acquisitions, planned and completed divestitures, and the impact of changes due to foreign currency translation.
(d) Acquisitions exclude net revenues of material acquisitions from their respective dates of acquisition until the first year anniversary from date of acquisition. Divestitures exclude net revenues for all periods for businesses divested as of December 31, 2020.

Reconciliation of Non-GAAP Financial Measures

Organic change in net revenues (non-GAAP)

	For the Year Ended December 31, 2021			
	Net revenues change (as reported)	Acquisitions and divestitures, net (a)	Foreign currency translation (b)	Organic change in net revenues (c)
Safety Services	26.9 %	8.6 %	0.7 %	17.6 %
Specialty Services	18.0 %	—	—	18.0 %
Industrial Services	(50.8) %	(9.5) %	0.4 %	(41.7) %
Consolidated	**9.8 %**	**1.1 %**	**0.4 %**	**8.3 %**
Consolidated, excluding Industrial Services	**21.1 %**	**4.6 %**	**0.4 %**	**16.1 %**

(a) Adjustments to exclude net revenues from material acquisitions from their respective dates of acquisition until the first year anniversary from date of acquisition and net revenues from divestitures for all periods for businesses divested as of December 31, 2021.
(b) Represents the effect of foreign currency on reported net revenues, calculated as the difference between the reported net revenues for the current period and reported net revenues for the current period converted at the prior year average monthly exchange rates (excluding acquisitions and divestitures).
(c) Organic change in net revenues provides a consistent basis for a year-over-year comparison in net revenues as it excludes the impacts of material acquisitions, divestitures, and the impact of changes due to foreign currency translation.

Reconciliation of Non-GAAP Financial Measures

Adjusted EBITDA (non-GAAP)

($ in millions)

		For the Three Months Ended December 31, 2020 (Successor)	For the Three Months Ended December 31, 2019 (Successor)	For the Years Ended December 31, 2020 (Successor)	For the Years Ended December 31, 2019 (Successor)	Period from January 1, 2019 through September 30, 2019 (Predecessor)	Adjusted EBITDA for the Year Ended December 31, 2019 (Combined) (m)
Net income (loss) (as reported)		$ (22)	$ (150)	$ (153)	$ (153)	$ 86	
Adjustments to reconcile net income (loss) to EBITDA:							
Interest expense, net		11	16	52	15	20	
Income tax provision (benefit)		4	2	(31)	2	7	
Depreciation and amortization		67	69	263	69	78	
EBITDA		$ 60	$ (63)	$ 131	$ (67)	$ 191	
Adjustments to reconcile EBITDA to adjusted EBITDA:							
Divested businesses	(a)	(2)	1	4	1	23	
Contingent consideration and compensation	(b)	29	2	29	2	(1)	
Impairment of goodwill	(c)	—	—	193	—	12	
Business process transformation costs	(d)	6	—	13	—	—	
Public company registration, listing and compliance	(e)	—	5	5	17	—	
Acquisition expenses	(f)	8	8	10	19	5	
Inventory step-up	(g)	4	—	4	—	—	
COVID-19 relief at Canadian subsidiaries, net	(h)	(2)	—	(8)	—	—	
Share-based compensation costs	(i)	—	156	—	156	37	
Expenses related to prior ownership	(j)	—	—	—	—	18	
Investment income	(k)	—	—	—	(20)	—	
Adjusted EBITDA		$ 103	$ 109	$ 381	$ 108	$ 285	$ 393
Adjusted net revenues	(l)	$ 874	$ 925	$ 3,496			$ 3,802
Adjusted EBITDA as a percentage of adjusted net revenues		11.8%	11.8%	10.9%			10.3%

(a) Adjustment to reflect the elimination of amounts related to businesses divested and classified as held-for-sale, inclusive of impairment charges and gain/(loss) on sale.
(b) Adjustment to reflect the elimination of expense attributable to deferred consideration to prior owners of acquired businesses not expected to continue or recur.
(c) Adjustment to reflect the elimination of non-cash impairment charges related to goodwill.
(d) Adjustment to reflect the elimination of costs related to business process transformation.
(e) Adjustment to reflect the elimination of costs relating to public company registration, listing and compliance.
(f) Adjustment to reflect the elimination of potential and completed acquisition-related expenses.
(g) Adjustment to reflect the elimination of costs related to the fair value step-up of acquired inventory.
(h) Adjustment to reflect the elimination of miscellaneous income in Canada related to COVID-19 relief, net of severance costs.
(i) Adjustment to reflect the elimination of non-cash charges of $155 million associated with the Annual Preferred Share Dividend and equity-based compensation related to prior ownership.
(j) Adjustment to reflect the elimination of expense under prior ownership not expected to continue or recur following the APi Acquisition.
(k) Adjustment to reflect the elimination of APG investment income prior to the APi Acquisition that is not expected to recur. Cash from these investments was used to fund a portion of the cash consideration for the APi Acquisition.
(l) Adjusted net revenues derived from non-GAAP reconciliations included elsewhere in this presentation.
(m) The combined financial information for the year ended December 31, 2019 includes the results of operations of APi Group Corporation (Successor) for the period from January 1, 2019 through December 31, 2019 and the results of operations of APi Group, Inc. (Predecessor) for the period from January 1, 2019 through September 30, 2019.

Reconciliation of Non-GAAP Financial Measures

Adjusted EBITDA (non-GAAP)

($ in millions)

		For the Three Months Ended December 31,		For the Year Ended December 31,	
		2021	2020	2021	2020
Net income (loss) (as reported)		$ 15	$ (22)	$ 47	$ (153)
Adjustments to reconcile net income (loss) to EBITDA:					
Interest expense, net		17	11	60	52
Income tax provision (benefit)		18	4	32	(31)
Depreciation and amortization		48	67	202	263
EBITDA		$ 98	$ 60	$ 341	$ 131
Adjustments to reconcile EBITDA to adjusted EBITDA:					
Divested businesses	(a)	-	(2)	(1)	4
Contingent consideration and compensation	(b)	(2)	29	(7)	29
Impairment of goodwill and intangible assets	(c)	-	-	-	193
Business process transformation costs	(d)	10	6	35	13
Corporate executive reorganization	(e)	-	-	6	-
Public company registration, listing and compliance	(f)	-	-	-	5
Acquisition expenses	(g)	9	8	26	10
Inventory step-up	(h)	-	4	-	4
COVID-19 relief at Canadian subsidiaries, net	(i)	-	(2)	(2)	(8)
Loss on extinguishment of debt	(j)	-	-	9	-
Adjusted EBITDA		$ 115	$ 103	$ 407	$ 381
Adjusted net revenues	(k)	*$ 1,112*	*$ 874*	*$ 3,940*	*$ 3,496*
Adjusted EBITDA as a percentage of adjusted net revenues		*10.3%*	*11.8%*	*10.3%*	*10.9%*

a) Adjustment to reflect the elimination of amounts related to businesses divested and classified as held-for-sale, inclusive of impairment charges and gain/(loss) on sale.
b) Adjustment to reflect the elimination of the expense, or reversal of previously recorded expense, attributable to deferred consideration to prior owners of acquired businesses not expected to continue or recur.
c) Adjustment to reflect the elimination of non-cash impairment charges related to goodwill and intangible assets.
d) Adjustment to reflect the elimination of non-operational costs related to business process transformation, including system and process development costs and implementation of processes and compliance programs related to the Sarbanes-Oxley Act of 2002.
e) Adjustment to reflect the elimination of severance and related costs resulting from corporate leadership changes.
f) Adjustment to reflect the elimination of costs relating to public company registration, listing and compliance.
g) Adjustment to reflect the elimination of potential and completed acquisition-related expenses.
h) Adjustment to reflect the elimination of costs related to the fair value step-up of acquired inventory.
i) Adjustment to reflect the elimination of miscellaneous income in Canada related to COVID-19 relief, net of severance costs.
j) Adjustment to reflect the elimination of loss on extinguishment of debt resulting from early repayments of long-term debt.
k) Adjusted net revenues derived from non-GAAP reconciliations included elsewhere in this presentation

Reconciliation of Non-GAAP Financial Measures

Adjusted Gross Profit (non-GAAP)

($ in millions)

		For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
		2022	2021	2022	2021
Gross profit (as reported)		$ 440	$ 252	$ 1,251	$ 665
Adjustments to reconcile gross profit to adjusted gross profit:					
Backlog amortization	(a)	15	2	22	5
Inventory step-up	(b)	—	—	9	—
Restructuring costs	(c)	2	—	4	—
Adjusted gross profit		$ 457	$ 254	$ 1,286	$ 670
Net revenues		*$ 1,735*	*$ 1,047*	*$ 4,855*	*$ 2,828*
Adjusted gross margin		*26.3 %*	*24.3 %*	*26.5 %*	*23.7 %*

Adjusted SG&A (non-GAAP)

($ in millions)

		For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
		2022	2021	2022	2021
Selling, general, and administrative expenses ("SG&A") (as reported)		$ 379	$ 211	$ 1,138	$ 579
Adjustments to reconcile SG&A to adjusted SG&A:					
Amortization of intangible assets	(d)	(36)	(30)	(143)	(90)
Contingent consideration and compensation	(e)	(3)	1	(8)	5
Business process transformation expenses	(f)	(4)	(11)	(14)	(25)
Acquisition expenses	(g)	(2)	(13)	(26)	(16)
Recent acquisition transition expenses	(h)	(31)	—	(63)	—
Integration and reorganization expenses	(i)	(2)	—	(9)	—
Restructuring costs	(c)	(5)	—	(14)	—
Divested businesses	(j)	—	—	—	(1)
Corporate executive reorganization	(k)	—	(6)	—	(6)
Adjusted SG&A expenses		$ 296	$ 152	$ 861	$ 446
Net revenues		$ 1,735	*$ 1,047*	*$ 4,855*	*$ 2,828*
Adjusted SG&A as a % of net revenues		*17.1%*	*14.5%*	*17.7%*	*15.8%*

(a) Adjustment to reflect the addback of amortization expense related to backlog intangible assets.
(b) Adjustment to reflect the elimination of costs related to the fair value step-up of acquired inventory.
(c) Adjustment to reflect the elimination of expenses associated with restructuring programs.
(d) Adjustment to reflect the addback of amortization expense.
(e) Adjustment to reflect the elimination of the expense, or reversal of previously recorded expense, attributable to deferred consideration to prior owners of acquired businesses not expected to continue or recur.
(f) Adjustment to reflect the elimination of non-operational costs related to business process transformation, including system and process development costs and implementation of processes and compliance programs related to the Sarbanes-Oxley Act of 2002.
(g) Adjustment to reflect the elimination of potential and completed acquisition-related expenses.
(h) Adjustment to reflect the elimination of expenses associated with the transition of newly acquired businesses from prior ownership into APi Group.
(i) Adjustment to reflect the elimination of expenses related to the integration and reorganization of newly acquired businesses.
(j) Adjustment to reflect the elimination of amounts related to businesses divested and classified as held-for-sale.
(k) Adjustment to reflect the elimination of costs related to non-recurring severance related costs related to corporate leadership changes

Reconciliation of Non-GAAP Financial Measures

Adjusted Free Cash Flow (non-GAAP)

($ in millions)

		For the Years Ended December 31, 2020 (Successor)	For the Years Ended December 31, 2019 (Successor)	Period from January 1, 2019 through September 30, 2019 (Predecessor)	Adjusted Free Cash Flow for the Year Ended December 31, 2019 (Combined) (k)
Net cash provided by operating activities (as reported)		$ 496	$ 150	$ 145	
Less: Purchases of property and equipment		(38)	(11)	(53)	
Free cash flow		$ 458	$ 139	$ 92	
Add (deduct): Cash payments (sources) related to following items:					
Businesses divested	(a)	(15)	(8)	(9)	
Contingent consideration and compensation	(b)	19	—	1	
Business process transformation costs	(c)	13	—	—	
Public company registration, listing and compliance	(d)	5	17	—	
Acquisition expenses	(e)	10	19	5	
COVID-19 relief at Canadian subsidiaries, net	(f)	(8)	—	—	
Payroll tax deferral	(g)	(39)	—	—	
Expenses related to prior ownership	(h)	—	—	18	
Settlement of Predecessor stock options	(i)	—	62	—	
Adjusted free cash flow		$ 443	$ 229	$ 107	$ 336
Adjusted EBITDA	(j)	*$ 381*			*$ 393*
Adjusted free cash flow conversion		*116.3%*			*85.5%*

(a) Adjustment to reflect the elimination of operating cash and purchases of property and equipment related to businesses divested and classified as held-for-sale.
(b) Adjustment to reflect the elimination of deferred payments to prior owners of acquired businesses not expected to continue or recur.
(c) Adjustment to reflect the elimination of operating cash used for business process transformation costs.
(d) Adjustment to reflect the elimination of operating cash used for public company registration, listing and compliance costs.
(e) Adjustment to reflect the elimination of potential and completed acquisition-related costs.
(f) Adjustment to reflect the elimination of cash received in Canada for COVID-19 relief, net of severance costs paid, not expected to continue or recur.
(g) Adjustment reflects the elimination of operating cash for the impact of the Coronavirus Aid, Relief and Economic Security (CARES) Act. During the first quarter of 2020, the Coronavirus Aid, Relief and Economic Security (CARES) Act was passed, allowing the Company to defer the payment of the employer's share of Social Security taxes until December 2021 and December 2022.
(h) Adjustment to reflect the elimination of operating cash used for prior ownership costs not expected to continue or recur following the Api Acquisition.
(i) Adjustment to eliminate the cash settlement of equity compensation paid by prior ownership at the closing of the APi Acquisition.
(j) Adjusted EBITDA derived from non-GAAP reconciliations included elsewhere in this press release.
(k) The combined financial information for the year ended December 31, 2019 includes the results of operations of APi Group Corporation (Successor) for the period from January 1, 2019 through December 31, 2019 and the results of operations of APi Group, Inc. (Predecessor) for the period from January 1, 2019 through September 30, 2019.

Reconciliation of Non-GAAP Financial Measures

Adjusted Free Cash Flow (non-GAAP)

($ in millions)

		For the Year Ended December 31, 2021	2020
Net cash provided by operating activities (as reported)		$ 182	$ 496
Less: Purchases of property and equipment		(55)	(38)
Free cash flow		$ 127	$ 458
Add (deduct): Cash payments (sources) related to following items:			
Divested businesses	(a)	-	(15)
Contingent compensation	(b)	20	19
Business process transformation costs	(c)	35	13
Public company registration, listing and compliance	(d)	-	5
Acquisition expenses	(e)	24	10
COVID-19 relief at Canadian subsidiaries, net	(f)	(2)	(8)
Payroll tax deferral	(g)	19	(39)
Adjusted free cash flow		$ 223	$ 443
Adjusted EBITDA	(h)	$ *407*	$ *381*
Adjusted free cash flow conversion		*54.8 %*	*116.3 %*

(a) Adjustment to reflect the elimination of operating cash and purchases of property and equipment related to businesses divested and classified as held-for-sale.
(b) Adjustment to reflect the elimination of deferred payments to prior owners of acquired businesses not expected to continue or recur.
(c) Adjustment to reflect the elimination of operating cash used for non-operational costs related to business process transformation, including system and process development costs and implementation of processes and compliance programs related to the Sarbanes-Oxley Act of 2002.
(d) Adjustment to reflect the elimination of operating cash used for public company registration, listing and compliance costs.
(e) Adjustment to reflect the elimination of potential and completed acquisition-related costs.
(f) Adjustment to reflect the elimination of cash received in Canada for COVID-19 relief, net of severance costs paid, not expected to continue or recur.
(g) Adjustment reflects the elimination of operating cash for the impact of the Coronavirus Aid, Relief and Economic Security (CARES) Act. During the first quarter of 2020, the Coronavirus Aid, Relief and Economic Security (CARES) Act was passed, allowing the Company to defer the payment of the employer's share of Social Security taxes until December 2021 and December 2022. In December 2021, payments were made on a portion of the amount deferred in 2020.
(h) Adjusted EBITDA derived from non-GAAP reconciliations included elsewhere in this press release.