

Waters Corporation and Subsidiaries
Quarterly Reconciliation of GAAP to Adjusted Non-GAAP Financials
(in thousands, except per share data)

The 2015 and 2014 adjusted amounts presented below are used by the management of the Company to measure operating performance against prior periods and forecasts and are not in accordance with generally accepted accounting principles (GAAP). These Non-GAAP amounts should be considered supplemental to, and not a substitute for, financial performance in accordance with GAAP. The Company believes that the use of Non-GAAP measures, such as Adjusted Non-GAAP Earnings Per Share (EPS) and Adjusted Non-GAAP Operating Income, helps management and investors gain a better understanding of the Company's core operating results, and is consistent with how management measures performance for purposes of executive compensation and forecasts the Company's performance. The reconciliation identifies items management has excluded as non-operational items. Management has excluded the following items:

- * Purchased Intangibles Amortization was excluded to allow for comparisons of operating results that are consistent over periods of time.
- * Restructuring Costs, Asset Impairments, Acquisition-Related Costs and Other One-Time Costs were excluded as the Company believes that costs to consolidate operations, reduce overhead and complete acquisitions are infrequent or unusual and are not indicative of normal operating costs.
- * Infrequent Income Tax Items were excluded as these costs and benefits are typically the result of audit examination settlements, updates in management's assessment of ongoing examinations or other unusual tax items and are not indicative of the Company's normal or future income tax expense.

	(Unaudited)			
	Three Months Ended		Six Months Ended	
	July 4, 2015	June 28, 2014	July 4, 2015	June 28, 2014
GAAP Selling and Administrative Expenses (including Purchased Intangibles Amortization)	\$ (125,160)	\$ (134,576)	\$ (247,385)	\$ (263,858)
Purchased Intangibles Amortization	2,500	2,646	4,974	5,293
Restructuring Costs, Asset Impairments, Acquisition-Related Costs & Other One-Time Costs	2,016	6,048	3,288	14,366
Adjusted Non-GAAP Selling & Administrative Expenses	\$ (120,644)	\$ (125,882)	\$ (239,123)	\$ (244,199)
GAAP Operating Income	\$ 130,318	\$ 118,395	\$ 250,300	\$ 207,156
Purchased Intangibles Amortization	2,500	2,646	4,974	5,293
Restructuring Costs, Asset Impairments, Acquisition-Related Costs & Other One-Time Costs	2,016	6,048	3,288	14,366
Adjusted Non-GAAP Operating Income	\$ 134,834	\$ 127,089	\$ 258,562	\$ 226,815
GAAP Provision for Income Tax Expense	\$ (18,115)	\$ (15,595)	\$ (35,401)	\$ (28,023)
Purchased Intangibles Amortization	(717)	(759)	(1,421)	(1,502)
Restructuring Costs, Asset Impairments, Acquisition-Related Costs & Other One-Time Costs	(636)	(1,444)	(999)	(4,204)
Infrequent Income Tax Items	793	850	3,199	1,707
Adjusted Non-GAAP Provision for Income Tax Expense	\$ (18,675)	\$ (16,948)	\$ (34,622)	\$ (32,022)
GAAP Net Income	\$ 105,657	\$ 96,529	\$ 201,718	\$ 166,831
Purchased Intangibles Amortization	1,783	1,887	3,553	3,791
Restructuring Costs, Asset Impairments, Acquisition-Related Costs & Other One-Time Costs	1,380	4,604	2,289	10,162
Infrequent Income Tax Items	793	850	3,199	1,707
Adjusted Non-GAAP Net Income	\$ 109,613	\$ 103,870	\$ 210,759	\$ 182,491
GAAP EPS	\$ 1.27	\$ 1.13	\$ 2.41	\$ 1.95
Purchased Intangibles Amortization	0.02	0.02	0.04	0.04
Restructuring Costs, Asset Impairments, Acquisition-Related Costs & Other One-Time Costs	0.02	0.05	0.03	0.12
Infrequent Income Tax Items	0.01	0.01	0.04	0.02
Adjusted Non-GAAP EPS	\$ 1.32	\$ 1.22	\$ 2.52	\$ 2.13