

Investor Presentation

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FORWARD LOOKING STATEMENTS AND USE OF NON-GAAP FINANCIAL MEASURES

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DFIN AT A GLANCE

What we do

- DFIN assists private/public companies and investment firms with the creation, submission and distribution of regulatory filings
- In its transactional business, DFIN is a leader in assisting companies doing IPO's, M&A transactions and debt offerings with prospectus creation, filing and printing needs
- DFIN has a strong portfolio of software solutions
  - **Venue**: Virtual Data Room for M&A, equity and debt transactions
  - **FundSuiteArc:** Investment company cloud-based content management platform
  - **ActiveDisclosure**: Document tagging, collaboration and filing

Capitalization

$ in millions, except per share amounts

Share price	**$10.83**
Shares outstanding	34
Market Capitalization	**$368**
Net debt (YE 2019)[1]	283
Enterprise Value	**$651**
EV/EBITDA (Q2'20 TTM)	**4.4x**

Q2'20 Trailing Twelve Months

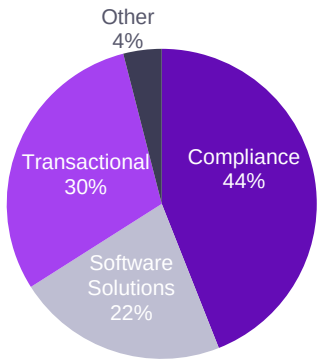
Revenue	$861
EBITDA	148
Adj. FCF	39

Segment overview

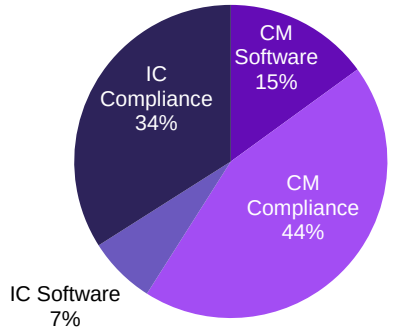
- **Capital Markets** services corporate clients by providing digital document creation and online content management tools to support regulatory reporting for transactions (i.e. IPOs, M&A, and debt offerings) and re-occurring filings (i.e. 10K's, 10Q's, and proxies)
  - CM Software Solutions: **Venue**, **ActiveDisclosure**, **eBrevia**
- **Investment Companies** services mutual funds, insurance companies and hedge funds – provides cloud-based tools for creating and filing high quality regulatory documents (i.e. Forms NMFP, N-PORT, N-CEN)
  - IC Software Solutions: **FundSuiteArc**

Revenue breakdown (2019)

Revenue by type



Revenue by segment



Market data as of 9/4/20. Capitalization table reflects 2019 financial metrics.
1 Refers to 2019 YE net debt. Point-in-time leverage impacted by quarterly seasonality of cash flows

THE DFIN STORY

Leader in SEC compliance & shareholder communications

Comprehensive suite of growing software solutions

Large base of recurring revenue with high customer retention

Market leading capital markets transactional business (IPOs, M&A)

Capital light business model, improving revenue mix, strong cash flow

75K 2019 SEC Filings	#1 SEC Filing Agent – Total Filings
$189M 2019 Software Sales	22% Software % of total 2019 sales
$540M 2019 sales from recurring sources	62% 2019 sales % recurring sources
#1 SEC Filing Agent - Transaction Filings	$249M 2019 capital markets transactional filing sales
2.0x 2019 net leverage	$25M Repurchase authorization

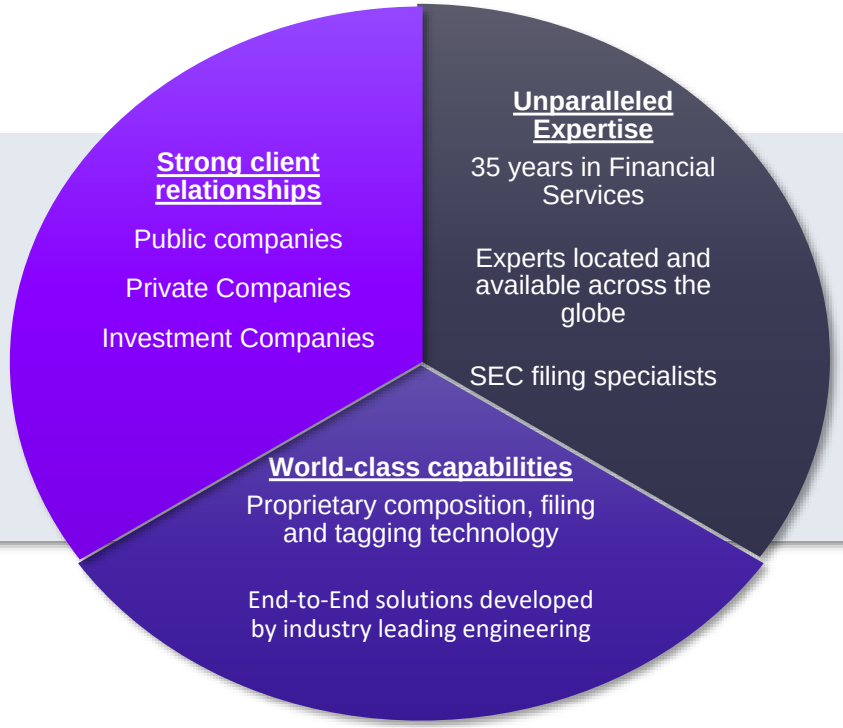
STRONG MARKET POSITION WITH OPPORTUNITIES FOR GROWTH

#1 U.S. Transactional Filer (Capital Markets)

#1 U.S. Compliance Filer (Capital Markets)

#2 Compliance Filing software (ActiveDisclosure)

#3 Virtual Data Room software (Venue)



#1 U.S. Compliance Filer (Investment Markets)

#1 Content Management software (FundSuiteArc)

#1 International Capital Markets

Growth Drivers – Capital Markets

- Grow share in corporate SEC compliance software with **ActiveDisclosure**; Create complimentary partnership ecosystem
- Extend the relevance and breadth of **Venue** use cases; Shift toward enterprise model over time
- Drive **Venue** & **eBrevia** sales by capitalizing on demand for contract analytics solutions and other deal workflow solutions

Growth Drivers – Investment Companies

- Replace manual compliance and communications processes within investment companies with **FundSuiteArc** to acquire new clients
- Increase wallet share within existing client base, by driving **FundSuiteArc** adoption across multiple workflows and fund types
- Provide **Global Regulatory Platform** to initially solve for EU PRIIPs requirements; Expand to new use cases

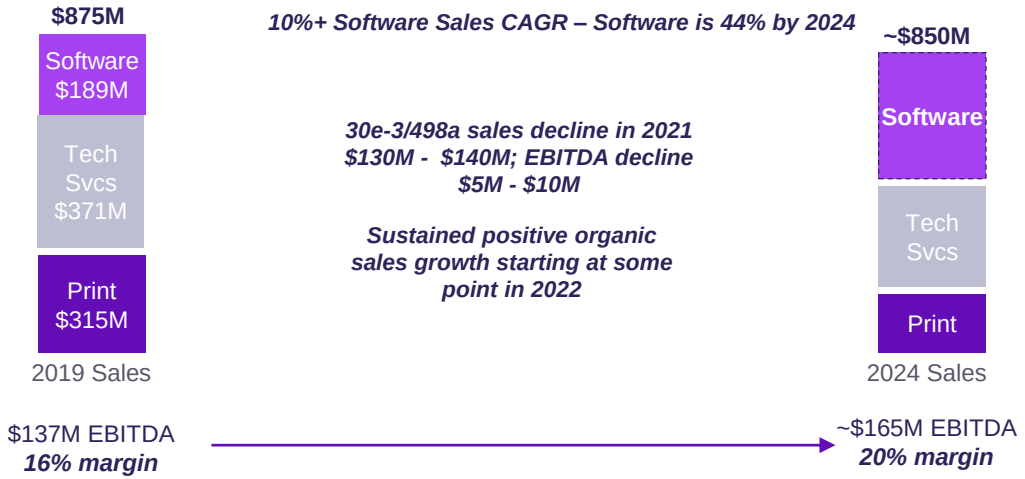
BUSINESS MIX SHIFT WILL DRIVE SHAREHOLDER VALUE

Improving the business mix

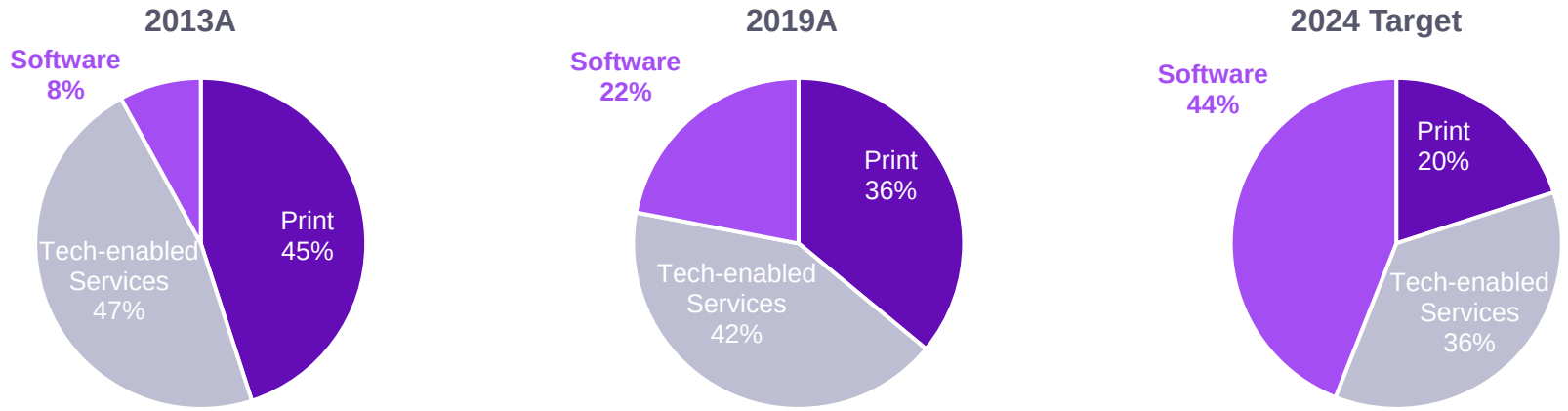
Business is transitioning toward higher-margin software & tech-enabled services

Revenue mix becomes more profitable and recurring over time as we continue to layer on new software customers at high incremental margins

Mix shift drives EBITDA growth



Evolution of DFIN's Revenue Mix



LONG-TERM OBJECTIVES (2020 – 2024)

Metric	Operating Objective	Financial Target
Revenue	Post 30e-3 impact in 2021, mix shift should enable overall revenue growth	Return to low single digit growth following 2021 30e-3 revenue impact
Software	Continue to grow Software Solutions revenue base at high incremental margins	Grow Software sales 10%+ annually Software becomes 44% of revenue by 2024
EBITDA	Continue to drive out cost and shed lower profit offerings	Expand EBITDA margins 75 bps annually EBITDA margins reach ~20% by 2024
Earnings per share	Continue growing EBITDA while reducing debt to drive lower interest expense	Grow Adj. EPS at 15% CAGR annually through 2024
Free cash flow	Continuous growth in EBITDA, while carefully managing CapEx & working capital	Generate ~$75M of free cash flow in 2024

CASH FLOW CHARACTERISTICS AND CAPITAL ALLOCATION

Leverage & Liquidity	2019 net leverage of 2.0x, down from 3.4x at year-end 2016 $340M debt[1] paid off since spin-off in 2016. Consistent deleveraging will reduce interest expense
Investing in the business	Investments being made to reduce the amount of services required to support software CapEx levels have stabilized. Expect capital spending to be between 4% - 5% of revenue over time
Ability to drive improving margins	Clients are evolving toward software solutions: existing offerings can be scaled at high incremental margins Continued focus on managing cost structure. Most of the costs related to print/distribution revenue are variable
Cash flow and return of capital	Business mix shift, cost reductions, declining interest expense and declining CapEx will drive growth in cash flow Repurchased $66.5M of the $300M 8.25% senior notes below par during Q1'20 Repurchased 616 thousand shares through Q2'20; $21.2M remaining on share repurchase authorization
M&A, asset sales and strategic partnerships	Actively managing portfolio of assets; $132.8 million in cash generated from non-core asset sales since 2016 M&A activity potentially replaces a portion of CapEx over time, while accelerating the software mix shift

Opportunity to substantially reduce interest expense by refinancing $234M 8.25% notes callable in late '21

1 Based on 2019 ending total debt

WHY INVEST IN DFIN?

Software	Approaching $200mm of software sales expected to grow at a double-digit rate annually
Business mix shift	Growth of high-margin software is offsetting declining low-margin print services
Free cash flow	Healthy EBITDA margins, low CapEx, declining interest expense are driving strong FCF
Shareholder-focused	Divesting non-core assets. Consistently reducing expenses. Repurchasing shares & debt
Low valuation	EV/Q2'20 TTM EBITDA: ~4.4 Q2'20 TTM Adjusted FCF yield: ~14%

Targeting ~$75M of free cash flow by 2024, which implies a ~22% FCF yield

Market data as of 8/4/2020.
Reconciliation of Adjusted Free Cash Flow on Slide 21



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