



Non-GAAP Financial Measures

Q1 2021 Results

April 20, 2021

Non-GAAP Financial Measures

We have reported our financial results in accordance with generally accepted accounting principles (GAAP). In addition, we have discussed our financial results using the non-GAAP measures described below. We believe these non-GAAP measures allow investors to better understand the trends in our business and to better understand and compare our results. Accordingly, we believe it is necessary to adjust several reported amounts, determined in accordance with GAAP, to exclude the effects of certain items as well as their related income tax effects.

A reconciliation of these non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP are set forth below.

These non-GAAP financial measures should be viewed in addition to, and not as a substitute for, the company's reported results prepared in accordance with GAAP.

Adjusted Earnings Measures

- Net Income (Loss) and Earnings (Loss) per share (EPS)
- Effective Tax Rate

The above measures were adjusted for the following items:

- Restructuring and related costs, net: Restructuring and related costs, net include restructuring and asset impairment charges as well as costs associated with our transformation programs beyond those normally included in restructuring and asset impairment charges. Restructuring consists of costs primarily related to severance and benefits paid to employees pursuant to formal restructuring and workforce reduction plans. Asset impairment includes costs incurred for those assets sold, abandoned or made obsolete as a result of our restructuring actions, exiting from a business or other strategic business changes. Additional costs for our transformation programs are primarily related to the implementation of strategic actions and initiatives and include third-party professional service costs as well as one-time incremental costs. All of these costs can vary significantly in terms of amount and frequency based on the nature of the actions as well as the changing needs of the business. Accordingly, due to that significant variability, we will exclude these charges since we do not believe they provide meaningful insight into our current or past operating performance nor do we believe they are reflective of our expected future operating expenses as such charges are expected to yield future benefits and savings with respect to our operational performance.
- Amortization of intangible assets: The amortization of intangible assets is driven by our acquisition activity which can vary in size, nature and timing as compared to other companies within our industry and from period to period. The use of intangible assets contributed to our revenues earned during the periods presented and will contribute to our future period revenues as well. Amortization of intangible assets will recur in future periods.

Non-GAAP Financial Measures (cont'd)

- Transaction and related costs, net: Transaction and related costs, net are costs and expenses primarily associated with certain strategic M&A projects. These costs are primarily for third-party legal, accounting, consulting and other similar type professional services as well as potential legal settlements that may arise in connection with those M&A transactions. These costs are considered incremental to our normal operating charges and were incurred or are expected to be incurred solely as a result of the planned transactions. Accordingly, we are excluding these expenses from our Adjusted Earnings Measures in order to evaluate our performance on a comparable basis.
- Non-service retirement-related costs: Our defined benefit pension and retiree health costs include several elements impacted by changes in plan assets and obligations that are primarily driven by changes in the debt and equity markets as well as those that are predominantly legacy in nature and related to employees who are no longer providing current service to the company (e.g. retirees and ex-employees). These elements include (i) interest cost, (ii) expected return on plan assets, (iii) amortization of prior plan amendments, (iv) amortized actuarial gains/losses and (v) the impacts of any plan settlements/curtailments. Accordingly, we consider these elements of our periodic retirement plan costs to be outside the operational performance of the business or legacy costs and not necessarily indicative of current or future cash flow requirements. This approach is consistent with the classification of these costs as non-operating in other expenses, net. Adjusted earnings will continue to include the service cost elements of our retirement costs, which is related to current employee service as well as the cost of our defined contribution plans.
- Other discrete, unusual or infrequent items: We excluded the following items given their discrete, unusual or infrequent nature and their impact on our results for the period:
 - Contract termination costs - IT services,
 - Loss on early extinguishment of debt, and
 - US Tax Act.

We believe the exclusion of these items allows investors to better understand and analyze the results for the period as compared to prior periods and expected future trends in our business.

Non-GAAP Financial Measures (cont'd)

Adjusted Operating Income and Margin

We calculate and utilize adjusted operating income and margin measures by adjusting our reported pre-tax income and margin amounts. In addition to the costs and expenses noted as adjustments for our Adjusted Earnings measures, adjusted operating income and margin also exclude the remaining amounts included in Other expenses, net, which are primarily non-financing interest expense and certain other non-operating costs and expenses. We exclude these amounts in order to evaluate our current and past operating performance and to better understand the expected future trends in our business.

Constant Currency

To better understand trends in our business, we believe that it is helpful to adjust revenue to exclude the impact of changes in the translation of foreign currencies into U.S. dollars. We refer to this adjusted revenue as “constant currency.” This impact is calculated by translating current period activity in local currency using the comparable prior year period's currency translation rate. This impact is calculated for all countries where the functional currency is not the U.S. dollar. Management believes the constant currency measure provides investors an additional perspective on revenue trends. Currency impact can be determined as the difference between actual growth rates and constant currency growth rates.

Free Cash Flow

To better understand trends in our business, we believe that it is helpful to adjust operating cash flows by subtracting amounts related to capital expenditures. Management believes this measure gives investors an additional perspective on cash flow from operating activities in excess of amounts required for reinvestment. It provides a measure of our ability to fund acquisitions, dividends and share repurchase.

Summary:

Management believes that all of these non-GAAP financial measures provide an additional means of analyzing the current period's results against the corresponding prior period's results. However, these non-GAAP financial measures should be viewed in addition to, and not as a substitute for, the company's reported results prepared in accordance with GAAP. Our non-GAAP financial measures are not meant to be considered in isolation or as a substitute for comparable GAAP measures and should be read only in conjunction with our consolidated financial statements prepared in accordance with GAAP. Our management regularly uses our supplemental non-GAAP financial measures internally to understand, manage and evaluate our business and make operating decisions. These non-GAAP measures are among the primary factors management uses in planning for and forecasting future periods. Compensation of our executives is based in part on the performance of our business based on these non-GAAP measures.

A reconciliation of these non-GAAP financial measures and the most directly comparable measures calculated and presented in accordance with GAAP are set forth on the following tables:

Net Income (Loss) and EPS reconciliation

(in millions, except per share amounts)	Three Months Ended March 31, 2021		Three Months Ended March 31, 2020	
	Net Income	EPS	Net (Loss) Income	EPS
Reported⁽¹⁾	\$ 39	\$ 0.18	\$ (2)	\$ (0.03)
Adjustments:				
Restructuring and related costs, net	17		41	
Amortization of intangible assets	15		11	
Transaction and related costs, net	-		17	
Non-service retirement-related costs	(20)		1	
Contract termination costs – IT services	-		3	
Income tax on adjustments ⁽²⁾	(4)		(21)	
Adjusted	\$ 47	\$ 0.22	\$ 50	\$ 0.21
Dividends on preferred stock used in adjusted EPS calculation ⁽³⁾	-	\$ 4	-	\$ 4
Weighted average shares for adjusted EPS ⁽³⁾		198		216
Fully diluted shares at March 31, 2021 ⁽⁴⁾		194		

⁽¹⁾ Net income (loss) and EPS attributable to Xerox Holdings.

⁽²⁾ Refer to Effective Tax Rate reconciliation.

⁽³⁾ Average shares for the calculation of adjusted diluted EPS for the three months ended March 31, 2021 and 2020, excludes 7 million shares associated with our Series A convertible preferred stock and therefore earnings includes the preferred stock dividend. In addition, adjusted diluted EPS shares for 2020 include 4 million shares for potential dilutive common shares, which are not in the GAAP EPS calculation since it was a loss.

⁽⁴⁾ Represents common shares outstanding plus potential dilutive common shares at March 31, 2021.

Effective Tax Rate reconciliation

(in millions)	Three Months Ended March 31, 2021			Three Months Ended March 31, 2020		
	Pre-Tax Income	Income Tax Expense	Effective Tax Rate	Pre-Tax (Loss) Income	Income Tax (Benefit) Expense	Effective Tax Rate
Reported ⁽¹⁾	\$ 53	\$ 14	26.4%	\$ (5)	\$ (1)	20.0%
Non-GAAP Adjustments ⁽²⁾	12	4		73	21	
Adjusted ⁽³⁾	<u>\$ 65</u>	<u>\$ 18</u>	27.7%	<u>\$ 68</u>	<u>\$ 20</u>	29.4%

⁽¹⁾ Pre-tax income (loss) and income tax expense (benefit).

⁽²⁾ Refer to Net Income (Loss) and EPS reconciliation for details.

⁽³⁾ The tax impact on Adjusted Pre-Tax Income (Loss) is calculated under the same accounting principles applied to the Reported Pre-Tax Income (Loss) under ASC 740, which employs an annual effective tax rate method to the results.

Operating Income and Margin reconciliation

(in millions)	Three Months Ended March 31, 2021			Three Months Ended March 31, 2020		
	Profit	Revenue	Margin	(Loss) Profit	Revenue	Margin
Reported ⁽¹⁾	\$ 53	\$ 1,710	3.1%	\$ (5)	\$ 1,860	(0.3)%
Adjustments:						
Restructuring and related costs, net	17			41		
Amortization of intangible assets	15			11		
Transaction and related costs, net	-			17		
Other expenses, net	4			23		
Adjusted	<u>\$ 89</u>	<u>\$ 1,710</u>	5.2%	<u>\$ 87</u>	<u>\$ 1,860</u>	4.7%

⁽¹⁾ Pre-tax Income (Loss).

Free Cash Flow reconciliation

(in millions)	Three Months Ended March 31,		
	2021	2020	Change
Reported ⁽¹⁾	\$ 117	\$ 173	\$ (56)
Capital expenditures	<u>(17)</u>	<u>(23)</u>	6
Free Cash Flow	<u>\$ 100</u>	<u>\$ 150</u>	\$ (50)

⁽¹⁾ Net cash provided by operating activities.

Other Expenses, Net reconciliation

(in millions)	Three Months Ended	
	March 31,	
	2021	2020
Reported	\$ 4	\$ 23
Less: Non-service retirement-related costs	(20)	1
Less: Contract termination costs – IT services	-	3
Adjusted	<u>\$ 24</u>	<u>\$ 19</u>

Free Cash Flow – Guidance

<u>(in millions)</u>	<u>FY 2021</u>
Operating Cash Flow⁽¹⁾	At least \$600
Less: Capital expenditures	<u>(100)</u>
Free Cash Flow	<u>At least \$500</u>

⁽¹⁾ *Net cash provided by operating activities.*

Net Income (Loss) and EPS reconciliation – historical

(in millions, except per share amounts)	Year Ended December 31, 2019		Q1-20		Q2-20		Q3-20		Q4-20		Year Ended December 31, 2020	
	Net Income	EPS	Net (Loss) Income	EPS	Net Income	EPS	Net Income	EPS	Net Income	EPS	Net Income	EPS
Reported ⁽¹⁾	\$ 648	\$ 2.78	\$ (2)	\$ (0.03)	\$ 27	\$ 0.11	\$ 90	\$ 0.41	\$ 77	\$ 0.36	\$ 192	\$ 0.84
Restructuring and related costs, net	229		41		3		20		29		93	
Amortization of intangible assets	45		11		10		13		22		56	
Transaction and related costs, net	12		17		7		(6)		-		18	
Non-service retirement-related costs	18		1		(8)		(13)		(9)		(29)	
Loss on early extinguishment of debt	-		-		-		-		26		26	
Contract termination costs - IT services	(12)		3		-		-		-		3	
Income tax on adjustments	(77)		(21)		(3)		1		(23)		(46)	
US Tax Act	(35)		-		-		-		-		-	
Adjusted	\$ 828	\$ 3.55	\$ 50	\$ 0.21	\$ 36	\$ 0.15	\$ 105	\$ 0.48	\$ 122	\$ 0.58	\$ 313	\$ 1.41
Dividends on preferred stock used in adjusted EPS calculation ⁽²⁾		\$ -		\$ 4		\$ 3		\$ 4		\$ -		\$ 14
Weighted average shares for adjusted EPS ⁽²⁾		233		216		216		213		209		211

⁽¹⁾ Net Income (Loss) and EPS from continuing operations attributable to Xerox Holdings.

⁽²⁾ For those periods that exclude the preferred stock dividend the average shares for the calculations of diluted EPS include 7 million shares associated with our Series A convertible preferred stock, as applicable. In addition, adjusted diluted EPS shares for 2020 include 4 million shares for potential dilutive common shares, which are not in the GAAP EPS calculation since it was a loss.

Operating Income and Margin reconciliation – historical

(in millions)	Year Ended December 31, 2019			Q1-20			Q2-20			Q3-20			Q4-20			Year Ended December 31, 2020		
	Profit	Revenue	Margin	(Loss) Profit	Revenue	Margin	Profit	Revenue	Margin	Profit	Revenue	Margin	Profit	Revenue	Margin	Profit	Revenue	Margin
Reported ⁽¹⁾	\$ 822	\$ 9,066	9.1%	\$ (5)	\$ 1,860	(0.3%)	\$ 35	\$ 1,465	2.4%	\$ 119	\$ 1,767	6.7%	\$ 103	\$ 1,930	5.3%	\$ 252	\$ 7,022	3.6%
Adjustments:																		
Restructuring and related costs, net	229			41			3			20			29			93		
Amortization of intangible assets	45			11			10			13			22			56		
Transaction and related costs, net	12			17			7			(6)			-			18		
Other expenses, net	84			23			7			(15)			30			45		
Adjusted	<u>\$ 1,192</u>	<u>\$ 9,066</u>	13.1%	<u>\$ 87</u>	<u>\$ 1,860</u>	4.7%	<u>\$ 62</u>	<u>\$ 1,465</u>	4.2%	<u>\$ 131</u>	<u>\$ 1,767</u>	7.4%	<u>\$ 184</u>	<u>\$ 1,930</u>	9.5%	<u>\$ 464</u>	<u>\$ 7,022</u>	6.6%

⁽¹⁾ Pre-Tax Income (Loss) and revenue from continuing operations.

Free Cash Flow reconciliation – historical

	Year Ended December 31, 2019	Q1-20	Q2-20	Q3-20	Q4-20	Year Ended December 31, 2020
<i>(in millions, except per share amounts)</i>						
Reported ⁽¹⁾	\$ 1,244	\$ 173	\$ 34	\$ 106	\$ 235	\$ 548
Capital expenditures	(65)	(23)	(19)	(18)	(14)	(74)
Free Cash Flow from Continuing Operations	<u>\$ 1,179</u>	<u>\$ 150</u>	<u>\$ 15</u>	<u>\$ 88</u>	<u>\$ 221</u>	<u>\$ 474</u>

⁽¹⁾ Net cash provided by operating activities from continuing operations.

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