



## News from Conduent

Conduent Incorporated  
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## Conduent Reports Second Quarter 2019 Results

### Key Quarterly Financial and Operational Highlights

- Revenue of \$1,112 million
- GAAP diluted EPS from continuing operations of \$(4.94), down \$(4.98) yr/yr; adjusted diluted EPS from continuing operations of \$0.13, down (55.2)%
- Net Income from continuing operations of \$(1,029) million; Adjusted net income of \$30 million
- Adjusted EBITDA of \$114 million, down (7.3)%, excluding the impact from divestitures
- Total signings TCV \$813 million, new business TCV signings \$328 million
- Second large data center migration and consolidation completed
- Management and the Board to conduct both a strategic and operational review of the company and each line of business; CEO search process suspended in conjunction with the review

FLORHAM PARK, NJ, August 8, 2019 - Conduent (NYSE: CNDT), a digital interactions company, today announced its second quarter 2019 financial results.

Cliff Skelton, interim CEO stated, "Conduent has attractive assets, a loyal and diverse client-base, and dedicated employees. I came to the organization because we have the opportunity to build on the progress that the company has made over the last two and a half years. As a company, we need to drive further change and accelerate our revenue and sales efforts by empowering employees and balancing our focus on cost with improving delivery for our clients and their end-users."

## Second Quarter 2019 Results

Second quarter 2019 revenue was \$1,112 million, down (19.8)% compared to Q2 2018. Excluding divestitures completed in 2018, revenue was down (3.2)% compared with Q2 2018 or (2.6)% in constant currency.

Pre-tax income was \$(1,119) million compared to \$54 million in Q2 2018 driven primarily by a \$1,067 million goodwill impairment as a result of the loss of customer contracts, lower than expected new business, and higher costs of delivery in each of our reporting units. GAAP operating margin as reported was (100.6)% compared to 3.9% in Q2 2018. The company reported Q2 2019 GAAP net income of \$(1,029) million compared to \$11 million in Q2 2018. Diluted EPS from continuing operations was (\$4.94) versus \$0.04 in the same period last year, driven primarily by the goodwill impairment.

Second quarter adjusted operating income was \$63 million, with an adjusted operating margin of 5.7% as compared to adjusted operating income of \$109 million, with an adjusted operating margin of 7.9% in Q2 2018. Adjusted EBITDA was \$114 million, with an adjusted EBITDA margin of 10.3%, as compared to \$166 million, with an adjusted EBITDA margin of 12.0% in Q2 2018. Further adjusting for the impact of all divestitures, Adjusted EBITDA declined (7.3)% compared with Q2 2018 while adjusted EBITDA margin decreased (40) bps.

The company reported adjusted diluted EPS from continuing operations of \$0.13 compared to \$0.29 in Q2 2018.

Conduent had cash outflow from operations of \$(185) million during the second quarter of 2019 compared to \$98 million in Q2 2018.

Total contract value (TCV) signings of \$813 million for the quarter were down (56.9)% compared with Q2 2018, due to a (5.2)% and (68.5)% year-over-year decrease in new business and renewal signings respectively. The year-over-year comparable for signings this quarter was impacted by a multi-year renewal of one of our largest clients in the prior-year quarter.

## Financial and Strategic Outlook

Conduent provided the following update to guidance ranges for FY 2019:

<u>(in millions)</u>	<b>FY 2018 Reported</b>	<b>Completed Divestiture Impact <sup>(3)</sup></b>	<b>Adjusted FY 2018<sup>(4)</sup></b>	<b>Updated FY 2019 Guidance</b>
Revenue (constant currency) <sup>(1,2)</sup>	\$5.39B	\$752M	\$4.64B	Down (5) - (4)%
Adj. EBITDA Margin <sup>(2)</sup>	11.9%		11.5%	10.8% - 11.6%
Adj. Free Cash Flow <sup>(2)</sup>	\$218M			20% - 25%
% of Adj. EBITDA	34.1%			

Note: Please refer to the "Non-GAAP Outlook" in appendix for certain non-GAAP information regarding outlook

(1) Year-over-year revenue growth comparison at constant currency

(2) Refer to Appendix for Non-GAAP reconciliations of adjusted EBITDA / margin and adjusted FCF and for impact from completed divestitures. FY 2019 FCF adjusted for Texas-related litigation impact

(3) Includes all completed divestitures

(4) Adjusted for 2018 and 2019 completed divestitures referenced in appendix.

Brian Webb-Walsh, CFO of Conduent, stated, "Given continued pressure on the top-line and a more balanced approach on expense management initiatives, we've lowered our outlook for the year. We are focused on executing on our strategy to improving the trajectory of our business. As part of that effort, we are undertaking both a strategic and operational review of our company and each of our lines of business with our Board to look for opportunities to maximize shareholder value and we will provide additional information as that review progresses."

**Conference Call**

Management will present the results during a conference call and webcast on August 8, 2019 at 5 p.m. ET.

The call will be available by live audio webcast with the news release and online presentation slides at <https://investor.conduent.com/>.

The conference call will also be available by calling 1-877-883-0383 (international dial-in 1-412-902-6506) at approximately 4:45 p.m. ET. The entry number for this call is 7982536.

A recording of the conference call will be available by calling 1-877-344-7529, or 1-412-317-0088 one hour after the conference call concludes on August 8, 2019. The replay ID is 10132419.

For international calls, please select a dial-in number from:

<https://services.choruscall.com/ccforms/replay.html>

**About Conduent**

As one of the largest business process companies in the world, Conduent manages mission-critical digital interactions at massive scale - helping global businesses and governments stay ahead of rapidly evolving expectations. We leverage the power of cloud, mobile and IoT, combined with innovations in automation, AI and blockchain technologies, to elevate every constituent interaction, and deliver advanced digital experiences that are more efficient, seamless and satisfying. It's why a majority of Fortune 100 companies and over 500 government entities depend on Conduent to manage essential interactions on their behalf and move their operations forward.

Conduent's differentiated offerings touch millions of lives every day, including two-thirds of all insured patients in the U.S., 11 million employees who use our HR Services, and nearly nine million people who travel through toll systems daily. Whether it's digital payments, medical claims administration, eligibility and enrollment, transportation and mobility systems, end-user engagement or benefit administration -

Conduent makes every interaction more individualized, immediate and intelligent. Learn more at [www.conduent.com](http://www.conduent.com).

## **Non-GAAP Measures**

We have reported our financial results in accordance with U.S. generally accepted accounting principles (GAAP). In addition, we have discussed our financial results using non-GAAP measures. 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 tax effects. Management believes that these non-GAAP financial measures provide an additional means of analyzing the current periods' results against the corresponding prior periods' results. 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 U.S. GAAP. Our non-GAAP financial measures are not meant to be considered in isolation or as a substitute for comparable U.S. GAAP measures and should be read only in conjunction with our Condensed Consolidated Financial Statements prepared in accordance with U.S. GAAP. Our management regularly uses supplemental non-GAAP financial measures internally to understand, manage and evaluate our business and make operating decisions, and providing such non-GAAP financial measures to investors allows for a further level of transparency as to how management reviews and evaluates our business results and trends. 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 certain non-GAAP measures. Refer to the "Non-GAAP Financial Measures" section attached to this release for a discussion of these non-GAAP measures and their reconciliation to the reported GAAP measures.

## **Forward-Looking Statements**

This release and any exhibits to this release may contain "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. The words "anticipate," "believe," "estimate," "expect," "intend," "will," "should" and similar expressions, as they relate to us, are intended to identify forward-looking statements. These statements reflect management's current beliefs, assumptions and expectations and are subject to a number of factors that may cause actual results to differ materially. As with any projection or forecast, forward-looking statements are inherently susceptible to uncertainty and changes in circumstances. Our actual results may vary materially from those expressed or implied in our forward-looking statements.



Important factors and uncertainties that could cause our actual results to differ materially from those in our forward-looking statements include, but are not limited to: our ability to successfully manage the leadership transition and the potential for disruptions to our business from the transition; government appropriations and termination rights contained in our government contracts; our ability to renew commercial and government contracts awarded through competitive bidding processes; our ability to recover capital and other investments in connection with our contracts; our ability to attract and retain necessary technical personnel and qualified subcontractors; our ability to deliver on our contractual obligations properly and on time; competitive pressures; our significant indebtedness; changes in interest in outsourced business process services; our ability to obtain adequate pricing for our services and to improve our cost structure; claims of infringement of third-party intellectual property rights; the failure to comply with laws relating to individually identifiable information, and personal health information and laws relating to processing certain financial transactions, including payment card transactions and debit or credit card transactions; breaches of our information systems or security systems or any service interruptions; our ability to estimate the scope of work or the costs of performance in our contracts; our continuing emphasis on and shift toward technology-led digital transactions; customer decision-making cycles and lead time for customer commitments; our ability to collect our receivables for unbilled services; a decline in revenues from or a loss or failure of significant clients; fluctuations in our non-recurring revenue; our failure to maintain a satisfactory credit rating; our ability to attract and retain key employees; increases in the cost of telephone and data services or significant interruptions in such services; our failure to develop new service offerings; our ability to modernize our information technology infrastructure and consolidate data centers; our ability to comply with data security standards; our ability to receive dividends or other payments from our subsidiaries; changes in tax and other laws and regulations; changes in government regulation and economic, strategic, political and social conditions; changes in U.S. GAAP or other applicable accounting policies; and other factors that are set forth in the “Risk Factors” section, the “Legal Proceedings” section, the “Management’s Discussion and Analysis of Financial Condition and Results of Operations” section and other sections in our 2018 Annual Report on Form 10-K, as well as in our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the Securities and Exchange Commission. Any forward-looking statements made by us in this release speak only as of the date on which they are made. We are under no obligation to, and expressly disclaim any obligation to, update or alter our forward-looking statements, whether as a result of new information, subsequent events or otherwise.



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**CONDUENT INCORPORATED**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME (LOSS) (UNAUDITED)**

(in millions, except per share data)	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
<b>Revenue</b>	\$ 1,112	\$ 1,387	\$ 2,270	\$ 2,807
<b>Operating Costs and Expenses</b>				
Cost of Services (excluding depreciation and amortization)	879	1,073	1,785	2,188
Selling, general and administrative (excluding depreciation and amortization)	121	145	248	288
Research and development (excluding depreciation and amortization)	2	3	5	5
Depreciation and amortization	112	116	227	232
Restructuring and related costs	26	17	42	37
Interest expense	20	37	40	70
Goodwill impairment	1,067	—	1,351	—
(Gain) loss on divestitures and transaction costs	2	(60)	16	(45)
Litigation costs (recoveries), net	1	4	13	35
Other (income) expenses, net	1	(2)	—	(3)
<b>Total Operating Costs and Expenses</b>	<b>2,231</b>	<b>1,333</b>	<b>3,727</b>	<b>2,807</b>
<b>Income (Loss) Before Income Taxes</b>	<b>(1,119)</b>	<b>54</b>	<b>(1,457)</b>	<b>—</b>
Income tax expense (benefit)	(90)	43	(120)	39
<b>Net Income (Loss)</b>	<b>\$ (1,029)</b>	<b>\$ 11</b>	<b>\$ (1,337)</b>	<b>\$ (39)</b>
<b>Net Income (Loss) per Share:</b>				
Basic	\$ (4.94)	\$ 0.05	\$ (6.44)	\$ (0.21)
Diluted	\$ (4.94)	\$ 0.04	\$ (6.44)	\$ (0.21)

**CONDUENT INCORPORATED**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (UNAUDITED)**

(in millions)	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
<b>Net Income (Loss)</b>	\$ (1,029)	\$ 11	\$ (1,337)	\$ (39)
<b>Other Comprehensive Income (Loss), Net</b>				
Currency translation adjustments, net	(1)	(32)	6	(23)
Reclassification of currency translation adjustments on divestitures	—	—	15	5
Reclassification of divested benefit plans and other	—	—	(1)	—
Unrecognized gains (losses), net	—	(2)	1	(3)
Changes in benefit plans, net	—	3	—	3
<b>Other Comprehensive Income (Loss), Net</b>	(1)	(31)	21	(18)
<b>Comprehensive Income (Loss), Net</b>	\$ (1,030)	\$ (20)	\$ (1,316)	\$ (57)

**CONDUENT INCORPORATED**  
**CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)**

<u>(in millions, except share data in thousands)</u>	June 30, 2019	December 31, 2018
<b>Assets</b>		
Cash and cash equivalents	\$ 276	\$ 756
Accounts receivable, net	824	782
Assets held for sale	—	15
Contract assets	192	177
Other current assets	315	234
<b>Total current assets</b>	<b>1,607</b>	<b>1,964</b>
Land, buildings and equipment, net	333	328
Operating lease right-of-use assets	317	—
Intangible assets, net	566	651
Goodwill	2,105	3,408
Other long-term assets	375	329
<b>Total Assets</b>	<b>\$ 5,303</b>	<b>\$ 6,680</b>
<b>Liabilities and Equity</b>		
Current portion of long-term debt	\$ 52	\$ 55
Accounts payable	161	230
Accrued compensation and benefits costs	165	193
Unearned income	92	112
Liabilities held for sale	—	40
Other current liabilities	747	567
<b>Total current liabilities</b>	<b>1,217</b>	<b>1,197</b>
Long-term debt	1,488	1,512
Deferred taxes	186	327
Operating lease liabilities	264	—
Other long-term liabilities	105	280
<b>Total Liabilities</b>	<b>3,260</b>	<b>3,316</b>
Contingencies		
Series A convertible preferred stock	142	142
Common stock	2	2
Additional paid-in capital	3,886	3,878
Retained earnings (deficit)	(1,583)	(233)
Accumulated other comprehensive loss	(404)	(425)
<b>Total Equity</b>	<b>1,901</b>	<b>3,222</b>
<b>Total Liabilities and Equity</b>	<b>\$ 5,303</b>	<b>\$ 6,680</b>
Shares of common stock issued and outstanding	210,417	211,306
Shares of series A convertible preferred stock issued and outstanding	120	120

**CONDUENT INCORPORATED**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

(in millions)	Six Months Ended June 30,	
	2019	2018
<b>Cash Flows from Operating Activities:</b>		
Net income (loss)	\$ (1,337)	\$ (39)
Adjustments required to reconcile net income (loss) to cash flows from operating activities:		
Depreciation and amortization	227	232
Contract inducement amortization	1	2
Deferred income taxes	(140)	(47)
Goodwill impairment	1,351	—
(Gain) loss from investments	(1)	(1)
Amortization of debt financing costs	3	8
(Gain) loss on divestitures and transaction costs	16	(45)
Stock-based compensation	14	19
Changes in operating assets and liabilities	(368)	(65)
Other operating, net	—	(4)
Net cash provided by (used in) operating activities	(234)	60
<b>Cash Flows from Investing Activities:</b>		
Cost of additions to land, buildings and equipment	(76)	(76)
Proceeds from sale of land, buildings and equipment	2	12
Cost of additions to internal use software	(37)	(14)
Payments for acquisitions, net of cash acquired	(90)	—
Proceeds from divestitures and sale of assets, net of cash	—	400
Payments from divestitures, including cash sold	(8)	—
Net cash provided by (used in) investing activities	(209)	322
<b>Cash Flows from Financing Activities:</b>		
Debt issuance fee payments	—	(3)
Payments on debt	(28)	(29)
Taxes paid for settlement of stock based compensation	(6)	(3)
Dividends paid on preferred stock	(5)	(5)
Net cash provided by (used in) financing activities	(39)	(40)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	2	(6)
Increase (decrease) in cash, cash equivalents and restricted cash	(480)	336
Cash, Cash Equivalents and Restricted Cash at Beginning of Period	765	667
<b>Cash, Cash Equivalents and Restricted Cash at End of period<sup>(1)</sup></b>	<b>\$ 285</b>	<b>\$ 1,003</b>

(1) Includes \$9 million and \$10 million of restricted cash as of June 30, 2019 and 2018, respectively, that were included in Other current assets on the Condensed Consolidated Balance Sheets.

## Non-GAAP Financial Measures

We have reported our financial results in accordance with U.S. GAAP. In addition, we have discussed our results using non-GAAP measures.

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 tax effects. Management believes that these non-GAAP financial measures provide an additional means of analyzing the current periods' results against the corresponding prior periods' 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 U.S. GAAP. Our non-GAAP financial measures are not meant to be considered in isolation or as a substitute for comparable U.S. GAAP measures and should be read only in conjunction with our Condensed Consolidated Financial Statements prepared in accordance with U.S. GAAP. Our management regularly uses our supplemental non-GAAP financial measures internally to understand, manage and evaluate our business and make operating decisions, and providing such non-GAAP financial measures to investors allows for a further level of transparency as to how management reviews and evaluates our business results and trends. 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 certain non-GAAP measures.

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

These reconciliations also include the income tax effects for our non-GAAP performance measures in total, to the extent applicable. The income tax effects are calculated under the same accounting principles as applied to our reported pre-tax performance measures under ASC 740, which employs an annual effective tax rate method. The noted income tax effect for our non-GAAP performance measures is effectively the difference in income taxes for reported and adjusted pre-tax income calculated under the annual effective tax rate method. The tax effect of the non-GAAP adjustments was calculated based upon evaluation of the statutory tax treatment and the applicable statutory tax rate in the jurisdictions in which such charges were incurred.

### Adjusted Net Income (Loss), Adjusted Earnings per Share and Adjusted Effective Tax Rate

We make adjustments to Income (Loss) before Income Taxes for the following items, as applicable to the particular measure for the purpose of calculating Adjusted Net Income (Loss), Adjusted Earnings per Share and Adjusted Effective Tax Rate:

- Amortization of acquired intangible assets. The amortization of acquired intangible assets is driven by acquisition activity, which can vary in size, nature and timing as compared to other companies within our industry and from period to period.
- Restructuring and related costs. Restructuring and related costs include restructuring and asset impairment charges as well as costs associated with our strategic transformation program.
- Goodwill impairment. This represents Goodwill impairment charge related to the unanticipated losses of certain customer contracts, lower potential future volumes and lower than expected new customer contracts for all reporting units.
- (Gain) loss on divestitures and transaction costs. Represents (gain) loss on divested businesses and transaction costs.
- Litigation costs (recoveries), net. Litigation costs (recoveries), net primarily represents accruals for the State of Texas litigation, Student Loan Service exposures and certain terminated contracts that are subject to litigation.

- Other charge (credit). This comprises other (income) expenses, net, and costs associated with the Company not fully completing the State of New York Health Enterprise Platform project and the Health Enterprise Medical platform projects in California and Montana and other adjustments.
- 2018 Divestitures. Revenue/(Income) loss from divestitures.

The Company provides adjusted net income and adjusted EPS financial measures to assist our investors in evaluating our ongoing operating performance for the current reporting period and, where provided, over different reporting periods, by adjusting for certain items which may be recurring or non-recurring and which in our view do not necessarily reflect ongoing performance. We also internally use these measures to assess our operating performance, both absolutely and in comparison to other companies, and in evaluating or making selected compensation decisions.

Management believes that the adjusted effective tax rate, provided as supplemental information, facilitates a comparison by investors of our actual effective tax rate with an adjusted effective tax rate which reflects the impact of the items which are excluded in providing adjusted net income and certain other identified items, and may provide added insight into our underlying business results and how effective tax rates impact our ongoing business.

### **Adjusted Revenue and Operating Income and Adjusted Operating Margin**

We make adjustments to Revenue, Costs and Expenses and Operating Margin for the following items, for the purpose of calculating Adjusted Revenue, Adjusted Operating Income and Adjusted Operating Margin:

- Amortization of acquired intangible assets.
- Restructuring and related costs.
- Interest expense. Interest expense includes interest on long-term debt and amortization of debt issuance costs.
- Goodwill impairment.
- (Gain) loss on divestitures and transaction costs.
- Litigation costs (recoveries), net.
- Other charge (credit).
- 2018 Divestitures.

We provide our investors with adjusted revenue, adjusted operating income and adjusted operating margin information, as supplemental information, because we believe it offers added insight, by itself and for comparability between periods, by adjusting for certain non-cash items as well as certain other identified items which we do not believe are indicative of our ongoing business, and may also provide added insight on trends in our ongoing business.

### **Adjusted EBITDA and EBITDA Margin**

We use Adjusted EBITDA and Adjusted EBITDA Margin as an additional way of assessing certain aspects of our operations that, when viewed with the GAAP results and the accompanying reconciliations to corresponding GAAP financial measures, provide a more complete understanding of our on-going business. Adjusted EBITDA represents income (loss) before interest, income taxes, depreciation and amortization and contract inducement amortization adjusted for the following items. Adjusted EBITDA margin is Adjusted EBITDA divided by adjusted revenue.

- Restructuring and related costs.
- Goodwill impairment.
- (Gain) loss on divestitures and transaction costs.
- Litigation costs (recoveries), net.
- Other charge (credit).

- 2018 Divestitures.

Adjusted EBITDA is not intended to represent cash flows from operations, operating income (loss) or net income (loss) as defined by U.S. GAAP as indicators of operating performances. Management cautions that amounts presented in accordance with Conduent's definition of Adjusted EBITDA and Adjusted EBITDA margin may not be comparable to similar measures disclosed by other companies because not all companies calculate Adjusted EBITDA and Adjusted EBITDA margin in the same manner.

### **Free Cash Flow**

Free Cash Flow is defined as cash flows from operating activities as reported on the consolidated statement of cash flows, less cost of additions to land, buildings and equipment, cost of additions to internal use software, tax payments related to divestitures, vendor financed capital lease additions and proceeds from sales of land, buildings and equipment. We use the non-GAAP measure of Free Cash Flow as a criterion of liquidity and performance-based components of employee compensation. We use Free Cash Flow as a measure of liquidity to determine, after required payments on debt, amounts we can reinvest in our core businesses, such as amounts available to make acquisitions, invest in land, buildings and equipment and internal use software. In order to provide a meaningful basis for comparison, we are providing information with respect to our Free Cash Flow reconciled to cash flow provided by operating activities, which we believe to be the most directly comparable measure under U.S. GAAP.

### **Adjusted Free Cash Flow**

Adjusted free cash flow is defined as free cash flow from above plus deferred compensation payments, transaction costs, costs related to the Texas litigation and other identified items.

### **Adjusted Cash**

Adjusted cash is defined as the cash and cash equivalents less cash from terminated deferred compensation to be paid to plan participants. We believe this provides added insight into cash and cash equivalents taking into account this particular cash obligation.

### **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." Currency impact is the difference between actual growth rates and constant currency growth rates and is calculated by translating current period activity in local currency using the comparable prior period's currency translation rate.



## Non-GAAP Outlook

In providing outlook for adjusted EBITDA we exclude certain items which are otherwise included in determining the comparable GAAP financial measure. A description of the adjustments which historically have been applicable in determining adjusted EBITDA are reflected in the table below. We are providing such outlook only on a non-GAAP basis because the Company is unable to predict with reasonable certainty the totality or ultimate outcome or occurrence of these adjustments for the forward-looking period, such as amortization, restructuring, NY MMIS, HE charge, and certain other adjusted items, which can be dependent on future events that may not be reliably predicted. Based on past reported results, where one or more of these items have been applicable, such excluded items could be material, individually or in the aggregate, to reported results. We have provided an outlook for revenue on a constant currency basis due to the inability to accurately predict foreign currency impact on revenues. Outlook for Free Cash Flow and Adjusted Free Cash Flow is provided as a factor of expected adjusted EBITDA, see above.

**Non-GAAP Reconciliations:** Adjusted Revenue, Adjusted Net Income (Loss), Adjusted Effective Tax, Adjusted Operating Income (Loss) and Adjusted EBITDA were as follows:

(in millions)	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
<b>ADJUSTED REVENUE</b>				
Revenue	\$ 1,112	\$ 1,387	\$ 2,270	\$ 2,807
<u>Adjustment:</u>				
2018 Divestitures <sup>(1)</sup>	—	(238)	(36)	(486)
<b>Adjusted Revenue</b>	<b>\$ 1,112</b>	<b>\$ 1,149</b>	<b>\$ 2,234</b>	<b>\$ 2,321</b>
<b>ADJUSTED NET INCOME (LOSS)</b>				
<b>Income (Loss) From Continuing Operations</b>	<b>\$ (1,029)</b>	<b>\$ 11</b>	<b>\$ (1,337)</b>	<b>\$ (39)</b>
<u>Adjustments:</u>				
Amortization of acquired intangible assets <sup>(2)</sup>	61	60	123	121
Restructuring and related costs	26	17	42	37
Goodwill impairment	1,067	—	1,351	—
(Gain) loss on divestitures and transaction costs	2	(60)	16	(45)
Litigation costs (recoveries), net	1	4	13	35
Other charges (credits)	5	(3)	4	(4)
<b>Total Non-GAAP Adjustments<sup>(3)</sup></b>	<b>1,162</b>	<b>18</b>	<b>1,549</b>	<b>144</b>
Income tax adjustments <sup>(3)</sup>	(103)	35	(150)	6
<b>Adjusted Income (Loss) Before Adjustment for Divestitures</b>	<b>\$ 30</b>	<b>\$ 64</b>	<b>\$ 62</b>	<b>\$ 111</b>
<b>ADJUSTED EFFECTIVE TAX</b>				
<b>Income (Loss) Before Income Taxes</b>	<b>\$ (1,119)</b>	<b>\$ 54</b>	<b>\$ (1,457)</b>	<b>\$ —</b>
<u>Adjustments:</u>				
Total Non-GAAP Adjustments <sup>(3)</sup>	1,162	18	1,549	144
<b>Adjusted PBT (Before Adjustment for Divestitures)</b>	<b>43</b>	<b>72</b>	<b>92</b>	<b>144</b>
2018 Divestitures <sup>(1)</sup>	—	(41)	(1)	(80)
<b>Adjusted PBT</b>	<b>\$ 43</b>	<b>\$ 31</b>	<b>\$ 91</b>	<b>\$ 64</b>
Income tax expense (benefit)	\$ (90)	\$ 43	\$ (120)	\$ 39
Income tax adjustments <sup>(3)</sup>	103	(35)	150	(6)
<b>Adjusted Income Tax Expense (Benefit)</b>	<b>13</b>	<b>8</b>	<b>30</b>	<b>33</b>
<b>Adjusted Net Income (Loss) Before Adjustment for Divestitures</b>	<b>\$ 30</b>	<b>\$ 64</b>	<b>\$ 62</b>	<b>\$ 111</b>

CONTINUED (in millions)	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
<b>ADJUSTED OPERATING INCOME (LOSS)</b>				
<b>Income (Loss) Before Income Taxes</b>	\$ (1,119)	\$ 54	\$ (1,457)	\$ —
<b>Adjustments:</b>				
Total non-GAAP adjustments <sup>(3)</sup>	1,162	18	1,549	144
Interest expense	20	37	40	70
<b>Adjusted Operating Income (Loss) Before Adjustment for Divestitures</b>	<b>63</b>	<b>109</b>	<b>132</b>	<b>214</b>
2018 divestitures <sup>(1)</sup>	—	(41)	(1)	(80)
<b>Adjusted Operating Income (Loss)</b>	<b>\$ 63</b>	<b>\$ 68</b>	<b>\$ 131</b>	<b>\$ 134</b>
<b>ADJUSTED EBITDA</b>				
<b>Income (Loss) From Continuing Operations</b>	\$ (1,029)	\$ 11	\$ (1,337)	\$ (39)
Income tax expense (benefit)	(90)	43	(120)	39
Depreciation and amortization	112	116	227	232
Contract inducement amortization	—	1	1	2
Interest expense	20	37	40	70
<b>EBITDA Before Adjustment for Divestiture</b>	<b>(987)</b>	<b>208</b>	<b>(1,189)</b>	<b>304</b>
2018 divestitures <sup>(1)</sup>	—	(41)	(1)	(80)
2018 divestitures depreciation and amortization <sup>(1)</sup>	—	(2)	—	(4)
<b>EBITDA</b>	<b>(987)</b>	<b>165</b>	<b>(1,190)</b>	<b>220</b>
<b>Adjustments:</b>				
Restructuring and related costs	26	17	42	37
Goodwill impairment	1,067	—	1,351	—
(Gain) loss on divestitures and transaction costs	2	(60)	16	(45)
Litigation costs (recoveries), net	1	4	13	35
Other charges (credits)	5	(3)	4	(4)
<b>Adjusted EBITDA Before Adjustment for Divestiture</b>	<b>\$ 114</b>	<b>\$ 166</b>	<b>\$ 237</b>	<b>\$ 327</b>
<b>Adjusted EBITDA</b>	<b>\$ 114</b>	<b>\$ 123</b>	<b>\$ 236</b>	<b>\$ 243</b>

(1) Adjusted for the full impact from revenue and income/loss from divestitures.

(2) Included in Depreciation and amortization on the Condensed Consolidated Statements of Income (Loss).

(3) The tax impact of Adjusted Pre-tax income (loss) from continuing operations was calculated under the same accounting principles applied to the 'As Reported' pre-tax income (loss), which employs an annual effective tax rate method to the results and without regard to the business divestitures, the State of Texas litigation reserve, loss on extinguishment of debt, charges for amortization of intangible assets, restructuring, goodwill impairment and divestiture related costs.

**Non-GAAP Reconciliations:** Adjusted Weighted Average Shares Outstanding, Diluted EPS, Adjusted Effective Tax, Adjusted Operating Margin and Adjusted EBITDA Margins for the Non-GAAP reconciliations above were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
<i>(Amounts are in whole dollars, shares are in thousands and margins are in %)</i>				
<b>ADJUSTED DILUTED EPS<sup>(1)</sup></b>				
Weighted Average Common Shares Outstanding	208,496	205,296	208,207	205,184
<b>Adjustments:</b>				
Stock options	7	146	18	144
Restricted stock and performance units / shares	2,814	3,447	2,742	3,117
<b>Adjusted Weighted Average Common Shares Outstanding</b>	<b>211,317</b>	<b>208,889</b>	<b>210,967</b>	<b>208,445</b>
Diluted EPS from Continuing Operations	\$ (4.94)	\$ 0.04	\$ (6.44)	\$ (0.21)
<b>Adjustments:</b>				
Total non-GAAP adjustments <sup>(2)</sup>	5.56	0.08	7.42	0.69
Income tax adjustments <sup>(2)</sup>	(0.49)	0.17	(0.71)	0.03
<b>Adjusted Diluted EPS Before Adjustment for Divestitures</b>	<b>\$ 0.13</b>	<b>\$ 0.29</b>	<b>\$ 0.27</b>	<b>\$ 0.51</b>
<b>ADJUSTED EFFECTIVE TAX RATE</b>				
Effective tax rate	8.0 %	79.6 %	8.2 %	— %
<b>Adjustments:</b>				
Total non-GAAP adjustments <sup>(2)</sup>	22.2 %	(68.5)%	24.4 %	22.9 %
<b>Adjusted Effective Tax Rate<sup>(2)</sup></b>	<b>30.2 %</b>	<b>11.1 %</b>	<b>32.6 %</b>	<b>22.9 %</b>
<b>ADJUSTED OPERATING MARGIN</b>				
Income (Loss) Before Income Taxes Margin	(100.6)%	3.9 %	(64.2)%	— %
<b>Adjustments:</b>				
Total non-GAAP adjustments	104.5 %	1.3 %	68.2 %	5.1 %
Interest expense	1.8 %	2.7 %	1.8 %	2.5 %
<b>Margin for Adjusted Operating Income Before Adjustment for Divestitures</b>	<b>5.7 %</b>	<b>7.9 %</b>	<b>5.8 %</b>	<b>7.6 %</b>
2018 divestitures <sup>(3)</sup>	— %	(2.0)%	0.1 %	(1.8)%
<b>Margin for Adjusted Operating Income</b>	<b>5.7 %</b>	<b>5.9 %</b>	<b>5.9 %</b>	<b>5.8 %</b>
<b>CONTINUED</b>				
<i>(margins are in %)</i>				
<b>ADJUSTED EBITDA MARGIN</b>				
EBITDA margin Before Adjustment for Divestitures	(88.8)%	15.0 %	(52.4)%	10.8 %
<b>Adjustments:</b>				
2018 divestitures <sup>(3)</sup>	— %	(0.6)%	(0.9)%	(1.3)%
<b>EBITDA Margin</b>	<b>(88.8)%</b>	<b>14.4 %</b>	<b>(53.3)%</b>	<b>9.5 %</b>
Total non-GAAP adjustments	99.1 %	(3.0)%	62.8 %	0.8 %
2018 divestitures <sup>(3)</sup>	— %	0.6 %	0.9 %	1.3 %
<b>Adjusted EBITDA Margin Before Adjustment for Divestitures</b>	<b>10.3 %</b>	<b>12.0 %</b>	<b>10.4 %</b>	<b>11.6 %</b>
2018 divestitures <sup>(3)</sup>	— %	(1.3)%	0.2 %	(1.1)%
<b>Adjusted EBITDA Margin</b>	<b>10.3 %</b>	<b>10.7 %</b>	<b>10.6 %</b>	<b>10.5 %</b>

- (1) Average shares for the 2019 and 2018 calculation of adjusted EPS excludes 5 million shares associated with our Series A convertible preferred stock and includes the impact of the preferred stock dividend of \$2.4 million for both of the three months ended June 30, 2019 and 2018, respectively
- (2) The tax impact of Adjusted Pre-tax income (loss) from continuing operations was calculated under the same accounting principles applied to the 'As Reported' pre-tax income (loss), which employs an annual effective tax rate method to the results and without regard to the business divestitures, the State of Texas litigation reserve, loss on extinguishment of debt, charges for amortization of intangible assets, restructuring, goodwill impairment and divestiture related costs.
- (3) Adjusted for the full impact from revenue and income/loss from divestitures.

**Free Cash Flow Reconciliation:**

(in millions)	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Operating Cash Flow	\$ (185)	\$ 98	\$ (234)	\$ 60
Cost of additions to land, buildings and equipment	(23)	(43)	(76)	(76)
Proceeds from sales of land, buildings and equipment	1	12	2	12
Cost of additions to internal use software	(20)	(8)	(37)	(14)
Tax payment related to divestitures	7	10	9	10
Vendor financed capital leases	—	(14)	—	(14)
<b>Free Cash Flow</b>	<b>\$ (220)</b>	<b>\$ 55</b>	<b>\$ (336)</b>	<b>\$ (22)</b>
Free Cash Flow	\$ (220)	\$ 55	\$ (336)	\$ (22)
Transaction costs	9	3	12	4
Transaction costs tax benefit	(3)	—	(3)	—
Litigation payments	98	—	118	—
Deferred compensation payments and adjustments	—	2	—	9
<b>Adjusted Free Cash Flow</b>	<b>\$ (116)</b>	<b>\$ 60</b>	<b>\$ (209)</b>	<b>\$ (9)</b>

**Cash / Adjusted Cash Reconciliation:**

(in millions)	As of June 30, 2019	As of December 31, 2018
Cash and cash equivalents	\$ 276	\$ 756
Deferred compensation payments and adjustments	—	99
Deferred compensation payable	—	(99)
<b>Adjusted cash and cash equivalents</b>	<b>\$ 276</b>	<b>\$ 756</b>