Q2 2019 Earnings Presentation

August 8, 2019

Disclaimer

This presentation has been prepared by Cision Ltd. and its subsidiaries (“Cision” or the "Company”). All statements other than statements of historical fact included in this presentation, including the financial projections and other estimates, are forward-looking statements within the meaning of the federal securities laws. Forward-looking statements are as to future events and are not to be viewed as facts, and reflect various assumptions of management of the Company concerning the future performance of the Company and are subject to significant business, financial, economic, operating, competitive and other risks and uncertainties and contingencies (many of which are difficult to predict and beyond the control of the Company) that could cause actual results to differ materially from the statements included herein. These statements may be identified by the words “aim,” anticipate,” “believe,” “estimate,” “expect,” “forecast,” “intend,” “likely,” “outlook,” “plan,” “potential,” “projection,” “continue,” “goal,” “objective,” “opportunity,” “trend,” “could,” “may,” the negatives thereof and other words and terms of similar meanings. Although management believes the forward-looking statements contained herein represent a reasonable estimate of the Company's projected financial condition and results of operations, and are based on assumptions management believes to be reasonable at the time such forward-looking statements are made and delivered, there can be no assurance as to the reliability or correctness of such forward-looking statements. Accordingly, you should not place undue reliance on these statements, as actual results may vary materially. Factors that could contribute to these risks, uncertainties and assumptions include, but are not limited to, the factors described in Item 1A “Risk Factors” in our Annual Report on Form 10-K filed with the SEC on March 1, 2019. All forward-looking statements attributable to us or persons on acting on the Company’s behalf are expressly qualified in their entirety by the foregoing cautionary statements. In addition, all forward-looking statements speak only as of the date of this presentation. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise except as required by the federal securities laws. In addition, we have provided certain supplemental financial information and data utilized by management that is not derived in accordance with U.S. GAAP, such as Adjusted EBITDA, Pro Forma Adjusted EBITDA, and Adjusted Net Income. These measures should not be considered in isolation or as a substitute for reported GAAP results because they may exclude or include certain items as compared to GAAP-based measurements, and such financial measure may not be comparable to other similarly-titled metrics used by other companies. Cision believes that the presentation of non-GAAP measures provides information that is useful to investors as it indicates, for example, the ability of Cision to meet capital expenditures and working capital requirements and otherwise meet its obligations as they become due. We strongly encourage investors to review our consolidated financial statements in their entirety and not rely solely on any one, single financial measure. Please note that the non-GAAP financial information and data has been reconciled to the most directly comparable GAAP financial measure and is included elsewhere herein. This presentation speaks only as of the date identified on the cover page of this presentation. Neither the Company nor any of its affiliates, employees, representatives or advisors intends to update or otherwise revise information contained herein to reflect circumstances existing after the date identified on the cover page of this presentation. Investors are cautioned not to place undue reliance on the forward-looking statements and non-GAAP measures presented herein.

CISION

Q2 FY2019 Financial and Business Highlights

- Financial

	Q2 2019	Q2 2018	Δ
Adjusted Revenue	$194.3	$187.8	+3.5%
Adjusted EBITDA	$66.1	$66.1	+0.0%
Adjusted Net Income	$29.5	$29.4	+0.3%
Adjusted Net Income Per Share	$0.20	$0.23	-13.5%

Figures in tables are in millions of $USD except for per share amounts, and percentage change. See “Notes to Preliminary Results / Financial Outlook”

- Business
  - Launched next generation Cision Communications Cloud
  - Launched Audience activation based on Cision ID
  - Partnership with Edelman to jointly sell Cision ID product portfolio

CISION

Q2 FY2019 Regional Revenues / Trends

	Q2 2019	Q2 2018	Adjusted Δ	PF CC Δ
Americas Revenue	$132.6	$127.1	+4.4%	*+5.8%*
EMEA Revenue	$52.9	$52.0	+1.6%	*-2.6%*
APAC Revenue	$8.7	$8.6	+1.1%	*+6.1%*
Consolidated Revenue	$194.3	$187.8	+3.5%	+3.4%

Figures in table are in millions of $USD except for percentage change. Revenue figures represent adjusted revenue. See “Notes to Preliminary Results / Financial Outlook” includes deferred revenue purchase accounting haircut. PF CC (pro forma constant currency) revenue change excludes non-core revenues for Americas and Consolidated revenue.

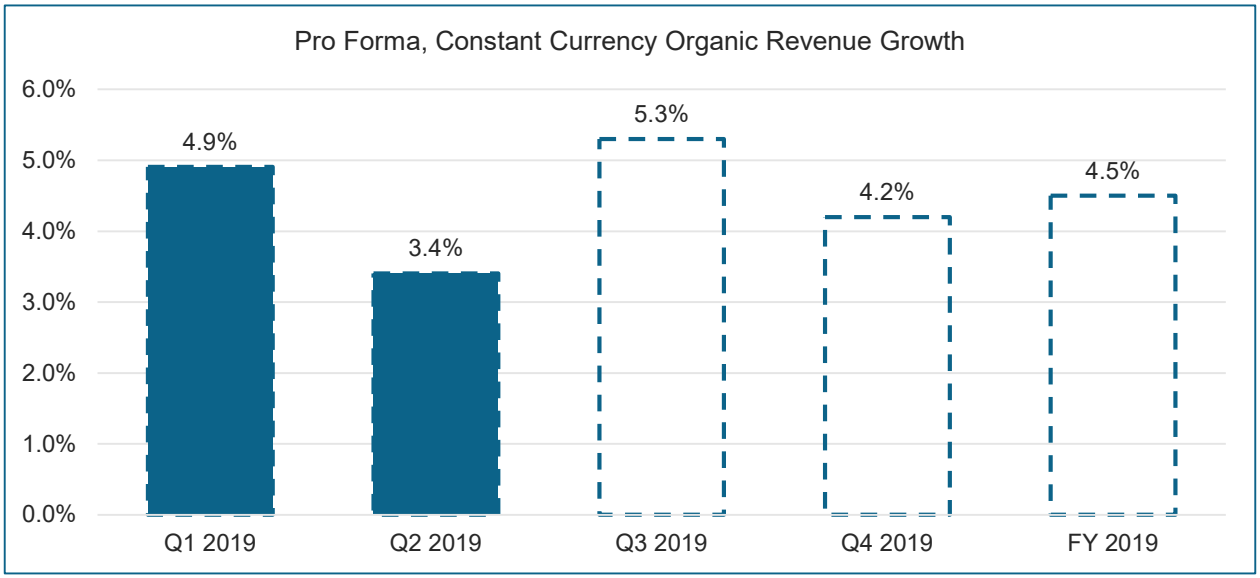
CISION

Q2 2019 Subscription / Transaction Trends

	Q2 2019	Q2 2018	Δ
Average PF Subscription Customers	46,340	45,193	+2.5%
Average Annualized PF Revenue Per Subscription Customer	$11,510	$11,278	+2.1%
PF Transaction Customers	37,422	41,216	-9.2%
Average PF Revenue Per Transaction Customer	$1,535	$1,445	+6.2%

$USD figures in the table above are adjusted for constant currency rates across the periods shown.

Pro Forma, Constant Currency Organic Revenue Growth



Note. The above figures for Q1 2019 and Q2 2019 and our outlook for Q3 2019, Q4 2019, and FY 2019 are pro forma to include the historical results of our acquisitions of Falcon and Trendkite and the exclusion of results from our divestiture of our e-mail marketing assets, all further adjusted to normalize for constant currency rates across the periods. Q3 2019, Q4 2019 and FY 2019 growth rates represent the midpoint of current guidance / outlook estimates. These estimates are based on a number of assumptions that management believes to be reasonable and reflect the Company's expectations as of the date of this presentation. Actual results may differ materially from these estimates as a result of various factors, and Cision refers you to the cautionary language regarding "Forward Looking Statements" included in this investor presentation when considering this information.

CISION

Costs Excluding Acquisition Costs, Intangibles Amortization, Other

	Q1 17	Q2 17	Q3 17	Q4 17	FY2017	Q1 18	Q2 18	Q3 18	Q4 18	FY2018	Q1 19	Q2 19
Revenue	$145.8	$157.2	$160.4	$169.7	$633.1	$180.2	$187.8	$177.5	$186.4	$731.8	$188.9	$194.3
Cost of Revenue	$39.1	$42.3	$46.3	$46.5	$174.2	$58.1	$59.3	$57.1	$57.1	$231.6	$60.2	$61.9
Sales and Marketing	$26.7	$27.3	$26.7	$30.9	$111.6	$29.1	$27.3	$26.8	$30.1	$113.2	$31.4	$31.1
Research and Development	$5.3	$5.3	$5.5	$4.6	$20.7	$6.4	$7.9	$7.0	$7.4	$28.7	$7.7	$6.2
General & Administrative	$32.0	$30.1	$31.9	$33.3	$127.3	$35.9	$34.8	$31.8	$31.6	$134.1	$34.1	$36.3
As a % of Revenue												
Cost of Revenue	26.8%	26.9%	28.9%	27.4%	27.5%	32.2%	31.6%	32.2%	30.6%	31.6%	31.9%	31.9%
Sales and Marketing	18.3%	17.4%	16.6%	18.2%	17.6%	16.1%	14.5%	15.1%	16.1%	15.5%	16.6%	16.0%
Research and Development	3.6%	3.4%	3.4%	2.7%	3.3%	3.6%	4.2%	3.9%	4.0%	3.9%	4.1%	3.2%
General & Administrative	21.9%	19.1%	19.9%	19.6%	20.1%	20.0%	18.5%	17.9%	17.0%	18.3%	18.1%	18.7%

Note: Revenue is adjusted revenue to exclude the impact of purchase accounting. Cost of revenue, sales and marketing, research and development, and general and administrative costs exclude acquisition and related costs and amortization of acquired intangibles.

CISION

FY 2019 and Q3 2019 Outlook / Guidance

	Updated 2019	Prior 2019	Change	Initial Q3
Revenue	$766 - $773	$773 - $783	($7) - ($10)	$187 - $190
Revenue, excluding the impact from purchase accounting	$775 - $782	$782 - $792	($7) - ($10)	$191 - $194
Net income (loss)	$3 - $10	$10 - $20	($7) - ($10)	($2) - $1
Net income (loss) per share	$0.02 - $0.05	$0.07 - $0.14	($0.05) - ($0.09)	($0.01) - $0.01
Adjusted EBITDA	$267 - $271	$270 - $275	($3) - ($4)	$65 - $67
Adjusted net income	$119 - $122	$122 - $125	($3) - ($3)	$29 - $31
Adjusted net income per diluted share	$0.80 - $0.82	$0.82 - $0.85	($0.02) - ($0.03)	$0.20 - $0.21
Pro-forma fully diluted weighted average shares outstanding	148.0	148.0	--	148.0
Depreciation expense	$29 - $32	$29 - $32	--	$7 - $8
Amortization expense	$95 - $100	$95 - $100	--	$24 - $25
Amortization expense included in cost of revenue	$20 - $23	$20 - $23	--	$5 - $6
Interest expense including debt extinguishment costs	$73 - $76	$73 - $77	$0 - ($1)	$17 - $18
Cash interest expense	$64 - $66	$65 - $67	($1) – ($1)	$15 - $16
Stock-based compensation	$9 - $10	$9 - $10	--	$3 - $4
Capital expenditures, inclusive of capitalized software development	$40 - $43	$40 - $43	--	$10 - $11

Our outlook for the the fiscal year ending December 31, 2019 and the three months ending September 30, 2019 appears above (all figures in millions, except per share amounts). These estimates are based on a number of assumptions that management believes to be reasonable and reflect the Company's expectations as of the date of this presentation. Actual results may differ materially from these estimates as a result of various factors, and Cision refers you to the cautionary language regarding "Forward Looking Statements" included in this investor presentation when considering this information. The above outlook assumes the inclusion of results from our acquisitions of Falcon and Trendkite from the date of their respective acquisitions through December 31, 2019, and the inclusion of results from our e-mail marketing assets from January 1, 2019 through the date of its divestiture. The above outlook also assumes the following exchange rates with respect to the British Pound, the Euro and the Canadian Dollar for fiscal year 2019:

GBP to USD	1.21
EUR to USD	1.11
CAD to USD	0.74

Additionally, our outlook for 2019 excludes future acquisitions, divestitures, and any other unanticipated events. See discussion of non-GAAP financial measures included in this investor presentation. See “Notes to Preliminary Results / Financial Outlook

CISION

FY 2019 Outlook / Guidance Bridge

	Outlook Low End	Outlook High End
Prior Adjusted Revenue Outlook	$782	$792
2H 2019 Impact from changes in currency	($3)	($3)
Prior Adjusted Revenue after impact from changes in currency	$779	$789
Reduction of Adjusted Revenue range	($4)	($7)
Revised Adjusted Revenue Outlook	$775	$782
Prior Adjusted EBITDA Outlook	$270	$275
2H 2019 Impact from changes in currency	($1)	($1)
Prior Adjusted EBITDA after impact from changes in currency	$269	$274
Reduction of Adjusted EBITDA range	($2)	($3)
Revised Adjusted EBITDA Outlook	$267	$271
Prior Adjusted Net Income Per Share Outlook	$0.82	$0.85
2H 2019 Impact from changes in currency	($0.01)	($0.02)
Prior Adjusted Net Income Per Share after impact from changes in currency	$0.81	$0.83
Reduction of Adjusted EBITDA range	($0.01)	($0.01)
Revised Adjusted EBITDA Outlook	$0.80	$0.82

Our outlook for the fiscal year ending December 31, 2019 appears above (all figures in millions, except per share amounts). These estimates are based on a number of assumptions that management believes to be reasonable and reflect the Company's expectations as of the date of this presentation. Actual results may differ materially from these estimates as a result of various factors, and Cision refers you to the cautionary language regarding "Forward Looking Statements" included in this investor presentation when considering this information. The above outlook assumes the inclusion of results from our acquisitions of Falcon and Trendkite from the date of their respective acquisitions through December 31, 2019, and the inclusion of results from our e-mail marketing assets from January 1, 2019 through the date of its divestiture. The above outlook also assumes the following exchange rates with respect to the British Pound, the Euro and the Canadian Dollar for fiscal year 2019:

GBP to USD	1.21
EUR to USD	1.11
CAD to USD	0.74

Additionally, our outlook for 2019 excludes future acquisitions, divestitures, and any other unanticipated events. See discussion of non-GAAP financial measures included in this investor presentation. See “Notes to Preliminary Results / Financial Outlook

CISION

Q3 / Q4 2019 Adjusted Revenue Outlook / Guidance

	Initial Q3 2019	CC Growth at Midpoint	Initial Q4 2019	CC Growth at Midpoint	FY 2019	CC Growth at Midpoint
Consolidated	$191 - $194	5.3%	$198 - $202	4.2%	$775 - $782	4.5%
Americas	$132 - $133	5.3%	$137 - $139	3.6%	$534 - $537	5.0%
EMEA	$50 - $51	2.3%	$52 - $53	2.5%	$206 - $208	0.2%
APAC	$9 - $10	12.3%	$9 - $10	12.5%	$35 - $37	11.1%

Our adjusted revenue outlook for the third quarter ending September 30, 2019, the fourth quarter ending December 31, 2019 and the full fiscal year ending December 31, 2019 appears above (all figures in millions od $USD, except percentage change amounts). These estimates are based on a number of assumptions that management believes to be reasonable and reflect the Company's expectations as of the date of this presentation. Actual results may differ materially from these estimates as a result of various factors, and Cision refers you to the cautionary language regarding "Forward Looking Statements" included in this investor presentation when considering this information. The above outlook assumes the inclusion of results from our acquisitions of Falcon and Trendkite from the date of their respective acquisitions through December 31, 2019, and the inclusion of results from our e-mail marketing assets from January 1, 2019 through the date of its divestiture. The above outlook also assumes the following exchange rates with respect to the British Pound, the Euro and the Canadian Dollar for fiscal year 2019:

GBP to USD	1.21
EUR to USD	1.11
CAD to USD	0.74

Additionally, our outlook for 2019 excludes future acquisitions, divestitures, and any other unanticipated events. See discussion of non-GAAP financial measures included in this investor presentation. See “Notes to Preliminary Results / Financial Outlook

CISION

Use of Non-GAAP Financial Measures

Use of Non-GAAP Financial Measures

Non-GAAP results are presented only as a supplement to our financial statements based on US generally accepted accounting principles (GAAP). Non-GAAP financial information is provided to enhance the reader's understanding of our financial performance, but none of these non-GAAP financial measures are recognized terms under GAAP, and non-GAAP measures should not be considered in isolation or as a substitute for financial measures calculated in accordance with GAAP. Reconciliations of the most directly comparable GAAP measures to non-GAAP measures, such as EBITDA, Adjusted EBITDA, and Adjusted net income per share, are provided within the schedules attached to this release. We use non-GAAP measures in our operational and financial decision-making, believing that it is useful to exclude certain items in order to focus on what we deem to be a more reliable indicator of ongoing operating performance and our ability to generate cash flow from operations. As a result, internal management reports used during monthly operating reviews include Adjusted EBITDA, and Adjusted net income per diluted share. Additionally, we believe that the presentation of non-GAAP measures provides information that is useful to investors as it indicates, for example, our ability to meet capital expenditures and working capital requirements and otherwise meet our obligations as they become due. Investors are cautioned that non-GAAP financial measures are not a substitute for GAAP disclosures. This communication also includes certain forward-looking non-GAAP financial measures. We are unable to present without unreasonable efforts a reconciliation of forward-looking non-GAAP financial information to the corresponding GAAP financial information because management cannot reliably predict all of the necessary information. Forward-looking non-GAAP financial information is based on numerous assumptions, including assumptions with respect to general business, economic, market, regulatory and financial conditions and various other factors, all of which are difficult to predict and many of which are beyond our control. Accordingly, investors are cautioned not to place undue reliance on this information. Non-GAAP measures are frequently used by securities analysts, investors, and other interested parties in their evaluation of companies comparable to Cision, many of which present non-GAAP measures when reporting their results. These measures can be useful in evaluating our performance against our peer companies because we believe the measures provide users with valuable insight into key components of GAAP financial disclosures. However, non-GAAP measures have limitations as an analytical tool. Non-GAAP measures are not necessarily comparable to similarly titled measures used by other companies. They are not presentations made in accordance with GAAP, are not measures of financial condition or liquidity, and should not be considered as an alternative to profit or loss for the period determined in accordance with GAAP or operating cash flows determined in accordance with GAAP. As a result, you should not consider such performance measures in isolation from, or as a substitute analysis for, results of operations as determined in accordance with GAAP.

Non-GAAP Financial Measures

Reconciliation of Net Income (Loss) to EBITDA and Adjusted EBITDA

	Three Months Ended June 30, 2019	Three Months Ended June 30, 2018	△
Net loss	($7.7)	($6.6)	($1.1)
Depreciation and amortization	31.2	33.6	(2.4)
Interest expense and loss on extinguishment of debt	18.9	20.5	(1.6)
Provision for income taxes	1.5	24.6	(23.1)
EBITDA (1)	43.9	72.1	(28.2)
Acquisition and offering related costs	11.1	8.9	2.2
Stock-based compensation	2.5	0.9	1.6
Deferred revenue reduction from purchase accounting	3.8	0.3	3.5
Unrealized translation (gain) loss	4.8	(16.1)	20.9
Adjusted EBITDA (2)	$66.1	$66.1	$0.0

Figures in table are in millions of $USD. See “Notes to Preliminary Results / Financial Outlook”

CISION

Non-GAAP Financial Measures

Reconciliation of Net Income (Loss) to Adjusted Net Income and Adjusted Net Income Per Share

	Three Months Ended June 30, 2019	Three Months Ended June 30, 2018	△
Net income (loss)	($7.7)	($6.6)	($1.1)
Provision for income taxes	1.5	24.6	(23.1)
Acquisition and offering related costs	11.1	8.9	2.2
Stock-based compensation expense	2.5	0.9	1.6
Deferred revenue reduction from purchase accounting	3.8	0.3	3.5
Amortization related to acquired intangible assets	23.9	26.2	(2.3)
Non-recurring interest and loss on extinguishment of debt	0.0	1.5	(1.5)
Unrealized translation (gain) loss	4.8	(16.1)	20.9
Adjusted Income before income taxes	39.9	39.7	0.2
Less: Income tax at a 26% rate	(10.4)	(10.3)	(0.1)
Adjusted net income (3)	$29.5	$29.4	$0.1
Pro forma fully-diluted weighted average shares outstanding	148.1	127.4	20.7
Adjusted net income per diluted share (4)	$0.20	$0.23	($0.03)

Figures in table are in millions of $USD except per share amounts. See “Notes to Preliminary Results / Financial Outlook”

CISION®

Non-GAAP Financial Measures

Reconciliation of Net Cash Provided by Operating Activities to Adjusted Net Cash Provided by Operating Activities

	Three Months Ended June 30, 2019	Three Months Ended June 30, 2018	△
Net cash provided by operating activities	$3.9	$27.3	($23.4)
Acquisition and offering related costs	11.1	8.9	2.2
Adjusted net cash provided by operating activities (5)	$15.0	$36.2	($21.2)

Figures in table are In millions of $USD. See “Notes to Preliminary Results / Financial Outlook”

- Cash taxes in Q1 2019 and Q2 2019 were $0.5M, and $15.2M respectively
- The large increase in Q2 2019 cash taxes was primarily driven by the taxes due on the gain on sale of our email marketing assets

CISION

Notes to Preliminary Results / Financial Outlook

(1) Cision defines EBITDA as net income (loss), plus depreciation and amortization expense, plus interest expense and loss on extinguishment of debt, plus provision for (or minus benefit from) income taxes.

(2) Cision defines Adjusted EBITDA as EBITDA, further adjusted for acquisition and offering related costs, stock-based compensation, deferred revenue reduction from purchase accounting, (gains) losses related to divested businesses or assets, sponsor fees and expenses, and unrealized translation losses (gains). All of the items included in the reconciliation from net income to Adjusted EBITDA are either non-cash items or are items that we consider to be less useful in assessing our operating performance. In the case of the non-cash items, we believe that investors can better assess our operating performance if the measures are presented without such items because, unlike cash expenses, these adjustments do not affect our ability to generate free cash flow or invest in our business. For example, by excluding depreciation and amortization from EBITDA, users can compare operating performance without regard to different accounting determinations such as useful life. In the case of the other items, we believe that investors can better assess operating performance if the measures are presented without these items because their financial impact does not reflect ongoing operating performance.

(3) Cision defines Adjusted net income as net income (loss) plus provision for (or minus benefit from) income taxes, further adjusted for acquisition and offering related costs, (gains) losses related to divested businesses or assets, stock-based compensation, deferred revenue reduction from purchase accounting, amortization related to acquired intangibles, non-recurring interest and losses on extinguishment of debt, sponsor fees and expenses, and unrealized translation losses (gains), which together, sum to Adjusted net income (loss) before income taxes. Adjusted net income (loss) before income taxes is then taxed at an assumed long-term corporate tax rate of 26%. All of the items included in the reconciliation from net income to Adjusted net income are either non-cash items or are items that we consider to be less useful in assessing our operating performance. In the case of the non-cash items, we believe that investors can better assess our operating performance if the measures are presented without such items because, unlike cash expenses, these adjustments do not affect our ability to generate free cash flow or invest in our business. For example, by excluding the amortization related to acquired intangibles, users can compare operating performance without regard to highly variable amortization expenses related to our acquisitions. In the case of the other items, we believe that investors can better assess operating performance if the measures are presented without these items because their financial impact does not reflect ongoing operating performance.

(4) Cision defines Adjusted net income per diluted share as Adjusted net income, as defined above, divided by the fully-diluted pro forma weighted average shares outstanding for the period. For purposes of calculating the number of fully diluted shares outstanding, we have excluded the potential impact of dilution from outstanding warrants to purchase shares of our common stock prior to the dates of their conversion, and stock options and restricted units issued and outstanding pursuant to our 2017 Omnibus Incentive Plan. During the second quarter of fiscal 2018, we issued an aggregate of 6,342,989 ordinary shares (6,100,209 ordinary shares on May 18, 2018 and 242,780 ordinary shares on June 4, 2018), in exchange for all of our outstanding warrants, pursuant to the completion of our warrant exchange transactions. During the third quarter of 2018, we issued 2,000,000 ordinary shares for the earn-out achieved during the quarter. Commencing on these respective issuance dates, we included the issued shares in our fully-diluted pro forma weighted average share count.

(5) Cision defines Adjusted net cash provided by operating activities as net cash provided by operating activities adjusted for acquisition related costs and expenses.