



2019 Global High Yield & Leveraged Finance Conference

February 25, 2019

Presenters & Forward-Looking Statements



Joel Quadracci
*Chairman, President &
Chief Executive Officer*



Dave Honan
*Executive Vice President &
Chief Financial Officer*



Kelly Vanderboom
*Executive Vice President &
Treasurer*



Kyle Egan
*Assistant Treasurer &
Director of Investor Relations*

Forward-Looking Statements

This communication contains certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements regarding, among other things, our current expectations about the Company's future results, financial condition, revenue, earnings, free cash flow, margins, objectives, goals, strategies, beliefs, intentions, plans, estimates, prospects, projections and outlook of the Company and can generally be identified by the use of words or phrases such as "may," "will," "expect," "intend," "estimate," "anticipate," "plan," "foresee," "project," "believe," "continue" or the negatives of these terms, variations on them and other similar expressions. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results to be materially different from those expressed in or implied by such forward-looking statements. Forward-looking statements are based largely on the Company's expectations and judgments and are subject to a number of risks and uncertainties, many of which are unforeseeable and beyond our control.

The factors that could cause actual results to materially differ include, among others: the impact of decreasing demand for printed materials and significant overcapacity in the highly competitive environment creates downward pricing pressures and potential underutilization of assets; the impact of digital media and similar technological changes, including digital substitution by consumers; the impact of fluctuations in costs (including labor and labor-related costs, energy costs, freight rates and raw materials) and the impact of fluctuations in the availability of raw materials; the failure to successfully identify, manage, complete and integrate acquisitions and investments, including the proposed acquisition of LSC Communications, Inc. ("LSC"); the inability of the Company to reduce costs and improve operating efficiency rapidly enough to meet market conditions; the impact of increased business complexity as a result of the Company's transformation into a marketing solutions provider; the impact of regulatory matters and legislative developments or changes in laws, including changes in cyber-security, privacy and environmental laws; the impact of changing future economic conditions; the failure of clients to perform under contracts or to renew contracts with clients on favorable terms or at all; the failure to attract and retain qualified talent across the enterprise; significant capital expenditures may be needed to maintain the Company's platforms and processes and to remain technologically and economically competitive; the impact of changes in postal rates, service levels or regulations; the fragility and decline in overall distribution channels, including newspaper distribution channels; the impact of the various restrictive covenants in the Company's debt facilities on the Company's ability to operate its business; the impact of risks associated with the operations outside of the United States, including costs incurred or reputational damage suffered due to improper conduct of its employees, contractors or agents; the impact on the holders of Quad's class A common stock of a limited active market for such shares and the inability to independently elect directors or control decisions due to the voting power of the class B common stock; the impact of an other than temporary decline in operating results and enterprise value that could lead to non-cash impairment charges due to the impairment of property, plant and equipment and intangible assets; the impacts that the proposed acquisition of LSC may have on the Company, both prior to and following consummation of that acquisition; and the other risk factors identified in the Company's most recent Annual Report on Form 10-K, which may be amended or supplemented by subsequent Quarterly Reports on Form 10-Q or other reports filed with the Securities and Exchange Commission.

Except to the extent required by the federal securities laws, the Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.



Quad Overview

Quad Overview

Quad is a worldwide marketing solutions partner

dedicated to creating a better way for its clients through a data-driven, integrated marketing platform that helps clients **reduce complexity, increase efficiency** and **enhance marketing spend effectiveness**



6,100

Clients Representing Diverse Vertical Industries



\$4.2 billion

2018 Net Sales



20,600

Employees Worldwide



60

Manufacturing & Distribution Facilities Worldwide



60+

Client-Based Marketing On-Site Locations in the United States

Quad's Evolution

3.0 Continued Multi-Channel Transformation



CONSUMER
INSIGHTS



AUDIENCE
TARGETING



PERSONALIZATION



PROCESS
OPTIMIZATION



CAMPAIGN
PLANNING



PRE-MEDIA
PRODUCTION



PHOTO/VIDEO

Diversifying offering to support customers with integrated marketing solutions

2.0 Industry Efficiencies



COMMERCIAL



DIRECTORY



INSTORE



PACKAGING



IMAGING



DIRECT
MARKETING



BOOK



MEDIA PLANNING &
PLACEMENT

Acquired to extend print offering & improve efficiencies

1.0 Foundational Growth



MAGAZINE



CATALOG



RETAIL INSERTS



LOGISTICS



QUADMED

Built a strong print platform that continues today



Integrated Marketing Solutions Offering

MARKETING STRATEGY

PLAN

Understand and connect with your customer

MANAGE & MEASURE

Alleviate operational burden and reduce complexity

MARKETING MANAGEMENT SERVICES

CREATIVE SOLUTIONS

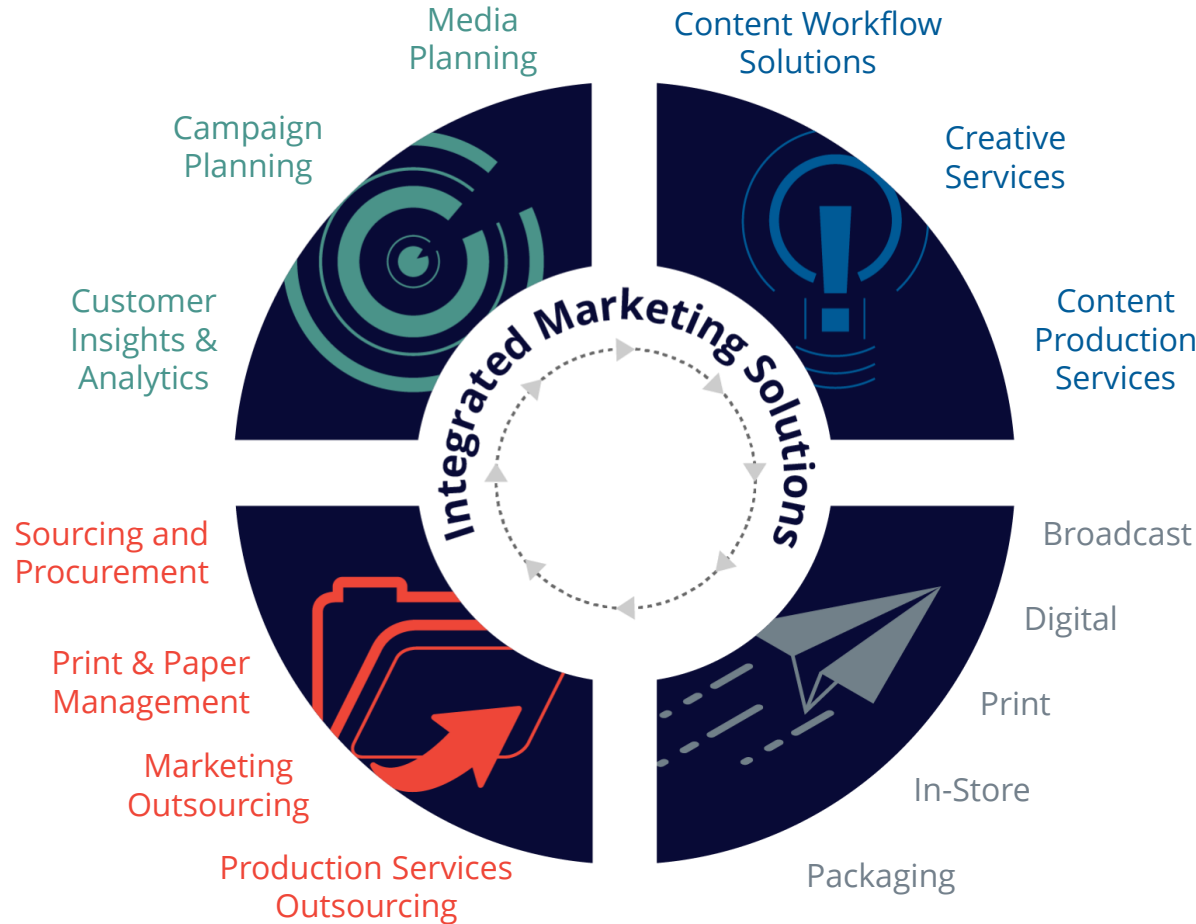
PRODUCE

Create content assets smarter and faster

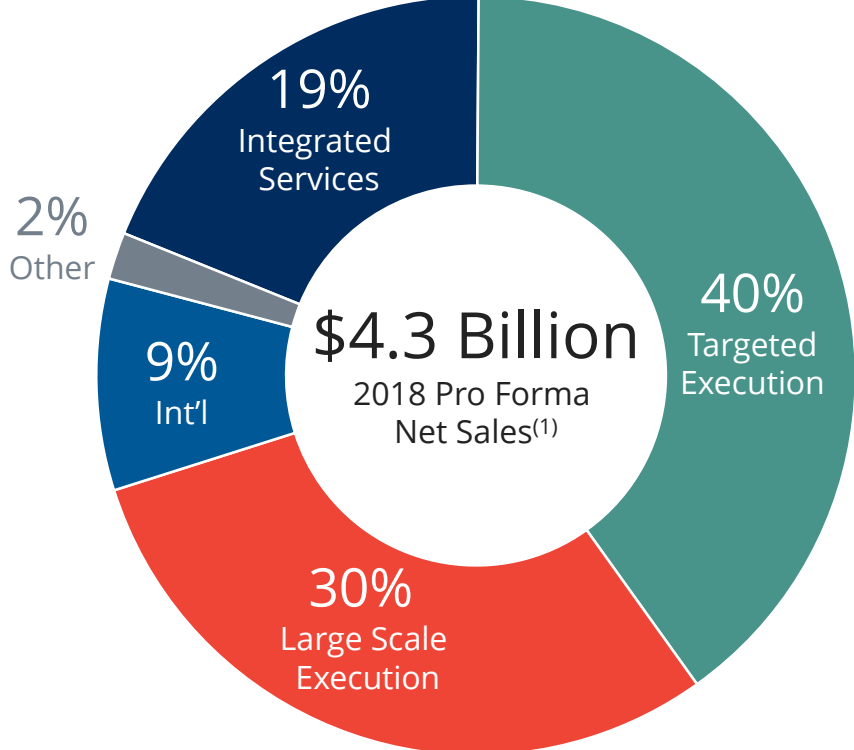
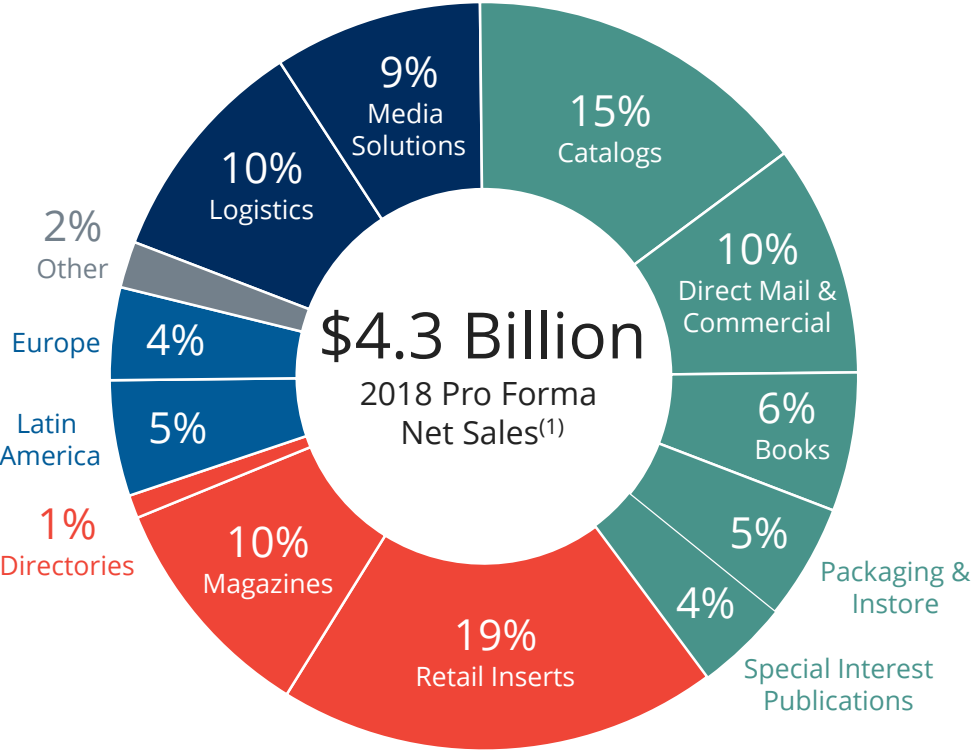
DEPLOY

Reach the right customer at the right time

MEDIA DEPLOYMENT



2018 Pro Forma Net Sales



Integrated Services

Targeted Execution

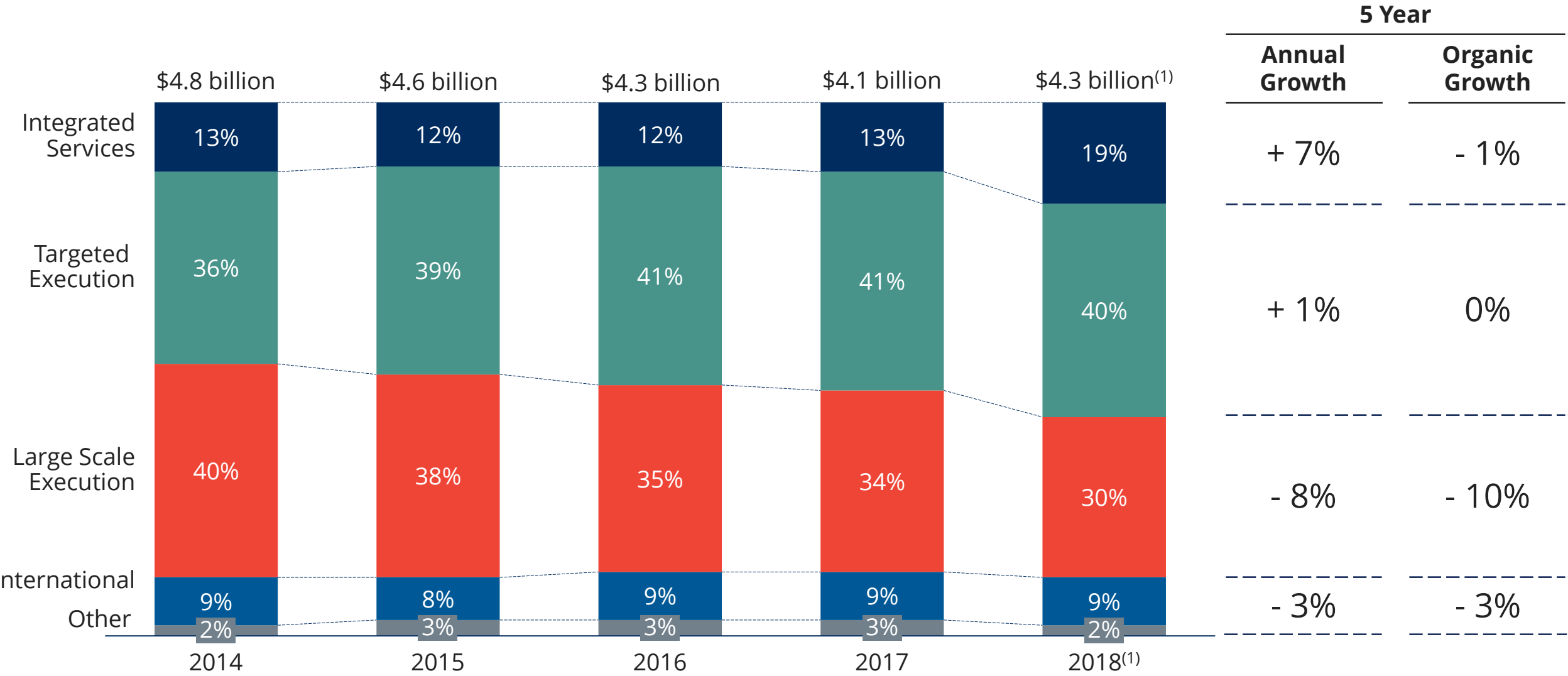
Large Scale Execution


International

Other

(1) 2018 Pro Forma Net Sales — Reflects the January 3, 2019 acquisition of Periscope, Inc

Evolution of Quad 3.0 — Net Sales

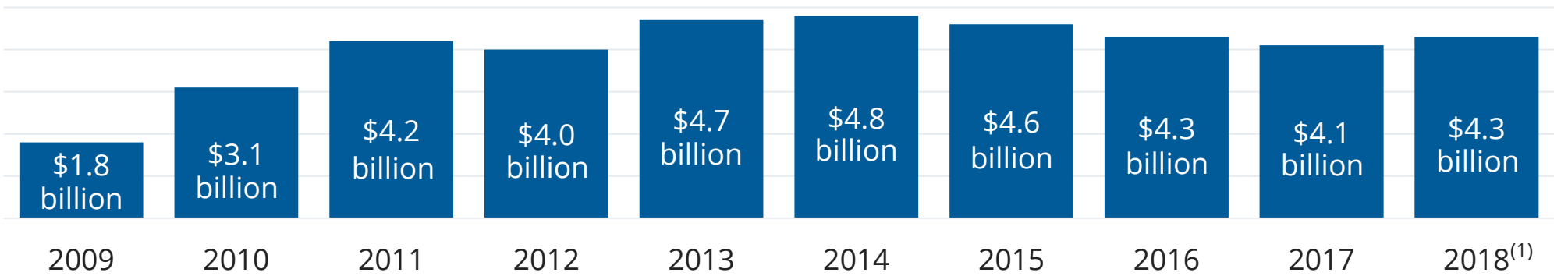


 (1) 2018 Pro Forma Net Sales — Reflects the January 3, 2019 acquisition of Periscope, Inc

Acquisition Evolution Aligned to Long-Term Strategy

Fortifying Leading Content Execution Expertise Expanding Content Creation Capabilities

Net Sales



- Acquisition Criteria
- Good Strategic Fit
 - Economics Make Sense
 - Executable Integration
 - Balance Sheet Integrity



(1) 2018 Pro Forma Net Sales — Reflects the January 3, 2019 acquisition of Periscope, Inc

A Year of Transformation

Brand Evolution



1971



2015



2019

Transformative Acquisitions & Investments



*Completed in
February 2018*



*Majority Investment in
March 2018*

PERISCOPE

*Completed in
January 2019*



*Pending
Acquisition*

Stronger Together



QUAD
LISTED
NYSE

A worldwide marketing solutions provider.

\$4.3 billion

2018 Pro Forma Net Sales⁽¹⁾

6,100

*Clients
Worldwide*

20,600

*Employees
Worldwide*

60

*Manufacturing &
Distribution
Facilities
Worldwide*



LSC
COMMUNICATIONS

LKSD
LISTED
NYSE

A global leader in print and digital media solutions.

\$3.8 billion

2018 Net Sales

3,000

*Clients
Worldwide*

22,000

*Employees
Worldwide*

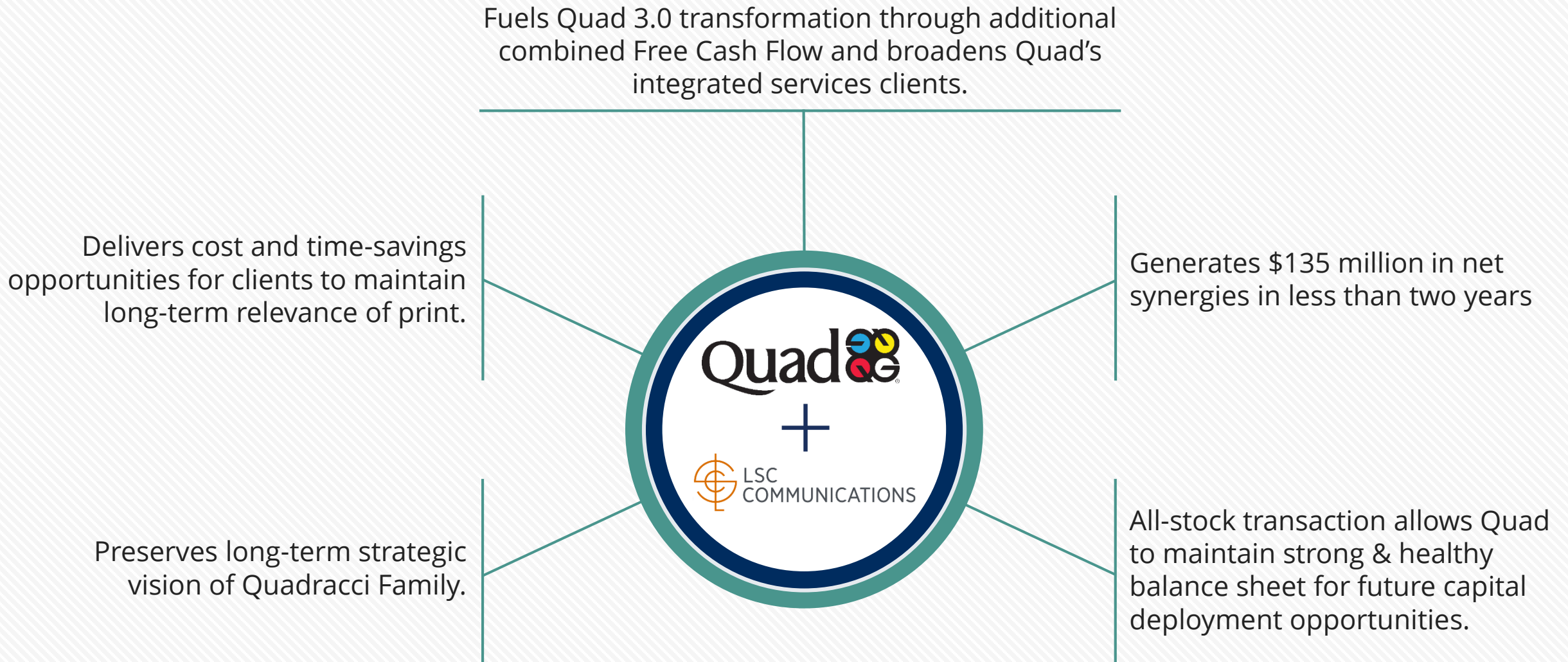
59

*Manufacturing &
Distribution
Facilities
Worldwide*



⁽¹⁾ 2018 Pro Forma Net Sales — Reflects the January 3, 2019 acquisition of Periscope, Inc

Strategic Rationale for Pending LSC Acquisition



Financial Overview

Financial Overview

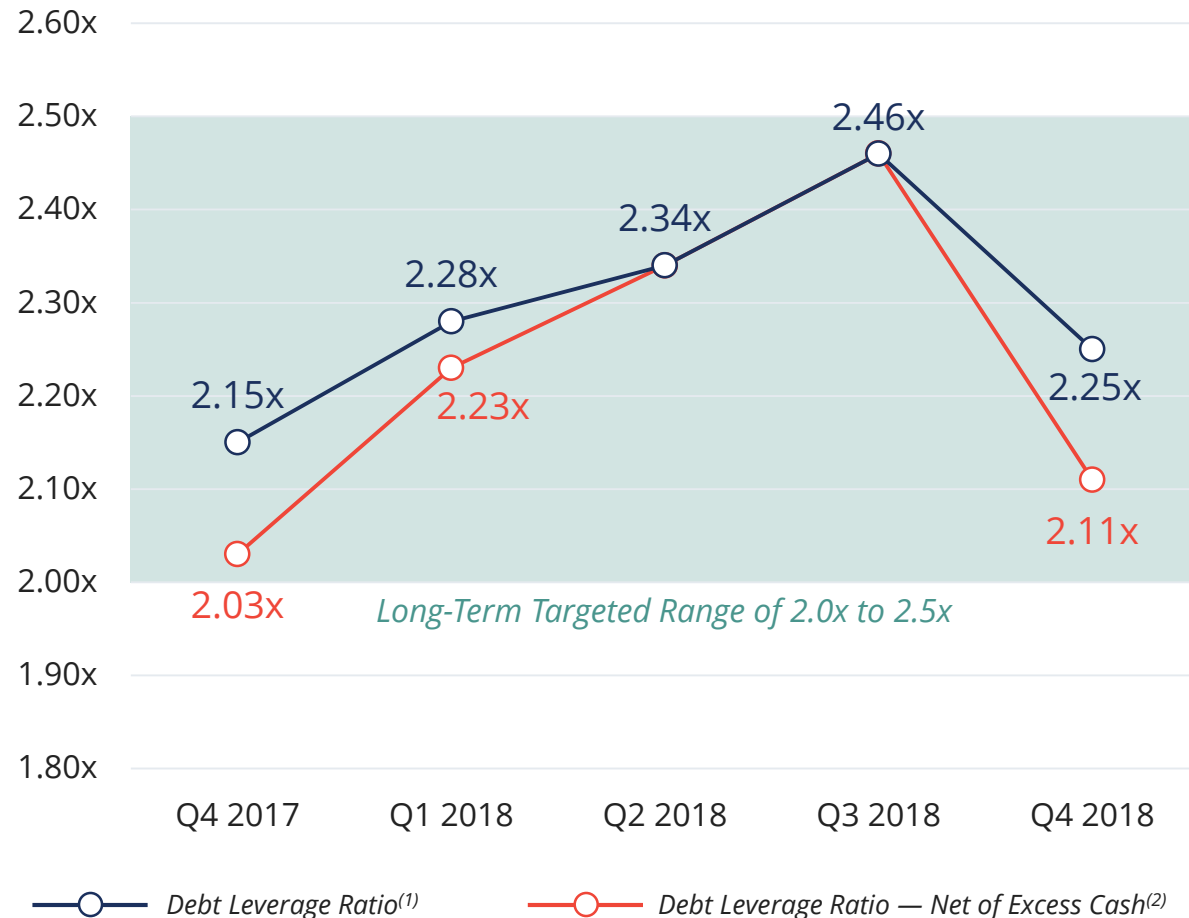
US \$ Millions	Fourth Quarter		Full Year	
	December 31, 2018	December 31, 2017	December 31, 2018	December 31, 2017
STATEMENT OF OPERATIONS				
Net Sales	\$ 1,181.6	\$ 1,164.2	\$ 4,193.7	\$ 4,131.4
Cost of Sales	978.5	928.5	3,429.3	3,259.4
Selling, General and Administrative Expenses	93.6	113.4	372.1	423.8
Adjusted EBITDA⁽¹⁾	\$ 109.5	\$ 122.3	\$ 414.6	\$ 448.2
Adjusted EBITDA Margin⁽¹⁾	9.3%	10.5%	9.9%	10.8%
STATEMENT OF CASH FLOWS				
Net Cash Provided By Operating Activities			\$ 260.6	\$ 344.0
Capital Expenditures			(96.3)	(85.9)
Free Cash Flow⁽¹⁾			\$ 164.3	\$ 258.1

(1) See slide 22 for definitions of our non-GAAP measures and slides 23 & 24 for reconciliations of Adjusted EBITDA and Adjusted EBITDA Margin and slide 25 for a reconciliation of Free Cash Flow as non-GAAP measures.



Debt & Pension Obligations

Debt Leverage Ratio⁽¹⁾



Debt & Pension Obligations

US \$ Millions	December 31, 2018	December 31, 2017	Change
Debt & Capital Leases			
Debt	\$ 925.5	\$ 945.5	\$ (20.0)
Capital Leases	15.4	19.3	(3.9)
Total Debt & Capital Leases	\$ 940.9	\$ 964.8	\$ (23.9)
Pension & MEPP Obligations			
Pension Obligations	\$ 82.6	\$ 84.1	\$ (1.5)
MEPP Obligations	50.9	28.2	22.7
Total Pension & MEPP Obligations	\$ 133.5	\$ 112.3	\$ 21.2

(1) See slide 22 for definitions of our Non-GAAP measures and slide 26 for a reconciliation of Debt Leverage Ratio as a Non-GAAP measure.

(2) The Company typically has cash balance of approximately \$10 million. The Debt Leverage Ratio – Net of Excess Cash assumes that any cash balance over \$10 million is used to further pay down debt.

Debt Capital Structure & Refinancing

Debt Refinancing Summary

Revolver		Term Loan A (Delayed Draw)		Term Loan B	
\$725 million <i>Previous Capacity</i>	\$800 million <i>New Capacity</i>	\$375 million <i>Previous</i>	\$825 million <i>New</i>	\$300 million <i>Previous</i>	\$500 million <i>New</i>
2021 <i>Previous Maturity</i>	2024 <i>New Maturity</i>	2021 <i>Previous Maturity</i>	2024 <i>New Maturity</i>	2021 <i>Previous Maturity</i>	2026 <i>New Maturity</i>

Debt Capital Structure — December 31, 2018

5.4%

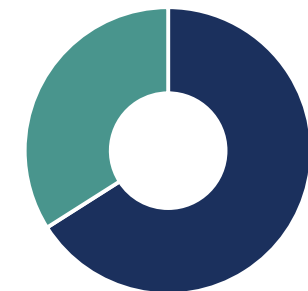
Blended Interest Rate

\$691 million

Available on Revolver

34%

Floating



66%

Fixed

2019 Annual Guidance⁽¹⁾

US \$ Millions	2019
Net Sales	\$4.05 to \$4.25 billion
Adjusted EBITDA ⁽²⁾	\$360 to \$400 million
Free Cash Flow ⁽²⁾ Before LSC-Related Payments ⁽³⁾	\$145 to \$185 million
LSC-Related Payments ⁽³⁾	\$20 to \$30 million
Interest Expense	\$90 to \$100 million
Depreciation & Amortization	\$225 to \$235 million
Restructuring and Transaction-Related Cash Expense	\$30 to \$40 million
Capital Expenditures	\$100 to \$110 million
Pension Cash Contributions ⁽⁴⁾	Approximately \$15 million
Cash Taxes	\$15 to \$20 million

(1) 2019 annual guidance only reflects Quad on a stand-alone basis and does not contemplate the pending acquisition of LSC Communications, Inc.

(2) See slide 22 for definitions of our non-GAAP measures.

(3) LSC-Related Payments are primarily related to incremental interest expense associated with the amended financing and transaction costs.

(4) Includes single employer pension plans and multi-employer pension plans.



Consistent & Conservative Financial Policies

Financial Policies

- Maintain normalized leverage of 2.0x to 2.5x granted we may operate above or below this range given timing of investments and growth opportunities
- Reduce leverage with generated free cash flow
- Reduce and de-risk underfunded pension liabilities
- Maintain strong relationships with a diversified group of Lenders
- Continue to maintain a staggered maturity profile to minimize refinancing risk
- Have a healthy balance of fixed vs. floating rate debt
- Always have adequate dry powder to pursue opportunities that are accretive to earnings, as well as to maintain a healthy access to liquidity during difficult economic times
- Return capital to shareholders as part of a balanced capital allocation strategy and maintenance of financial policies

◆ Maximize Free Cash Flow

◆ Disciplined Capital Deployment

◆ Strong Balance Sheet

◆ Strong Earnings Margin



Thank You

Supplemental Information

Non-GAAP Financial Measures

- In addition to financial measures prepared in accordance with accounting principles generally accepted in the United States of America (GAAP), this presentation also contains Non-GAAP financial measures, specifically EBITDA, EBITDA Margin, Adjusted EBITDA, Adjusted EBITDA Margin, Free Cash Flow, Debt Leverage Ratio, and Adjusted Diluted Earnings Per Share. The Company believes that these Non-GAAP measures, when presented in conjunction with comparable GAAP measures, provide additional information for evaluating Quad's performance and are important measures by which Quad's management assesses the profitability and liquidity of its business. These Non-GAAP measures should be considered in addition to, not as a substitute for or superior to, net earnings (loss) as a measure of operating performance or to cash flows provided by operating activities as a measure of liquidity. These Non-GAAP measures may be different than Non-GAAP financial measures used by other companies. Reconciliations to the GAAP equivalent of these Non-GAAP measures are contained on slides 23 – 29.
- Adjusted EBITDA is defined as net earnings (loss) attributable to Quad/Graphics common shareholders excluding interest expense, income tax expense (benefit), depreciation and amortization, restructuring, impairment and transaction-related charges, net pension income, employee stock ownership plan contribution, loss (gain) on debt extinguishment, equity in (earnings) loss of unconsolidated entity and net earnings (loss) attributable to noncontrolling interests.
- Adjusted EBITDA Margin is defined as Adjusted EBITDA divided by net sales.
- Free Cash Flow is defined as net cash provided by operating activities less purchases of property, plant and equipment.
- Debt Leverage Ratio is defined as total debt and capital lease obligations divided by the last twelve months of Adjusted EBITDA.
- Adjusted Diluted Earnings Per Share is defined as earnings (loss) before income taxes and equity in (earnings) loss of unconsolidated entity excluding restructuring, impairment and transaction-related charges, employee stock ownership plan contribution, loss (gain) on debt extinguishment, and adjusted for income tax expense at a normalized tax rate, divided by diluted weighted average number of common shares outstanding.



Adjusted EBITDA

Fourth Quarter

US \$ Millions	Three Months Ended December 31,	
	2018	2017
Net earnings (loss) attributable to Quad common shareholders	\$ (20.8)	\$ 55.3
Interest expense	19.3	17.5
Income tax benefit	(5.9)	(42.8)
Depreciation and Amortization	57.1	57.0
EBITDA [Non-GAAP]	\$ 49.7	\$ 87.0
EBITDA Margin [Non-GAAP]	4.2%	7.5%
Restructuring, impairment and transaction-related charges	63.0	37.9
Net pension income	(3.1)	(1.8)
Equity in earnings of unconsolidated entity	(0.3)	(0.8)
Net earnings attributable to noncontrolling interests	0.2	—
Adjusted EBITDA [Non-GAAP]	\$ 109.5	\$ 122.3
Adjusted EBITDA Margin [Non-GAAP]	9.3%	10.5%

Adjusted EBITDA

Full Year

US \$ Millions	Year Ended December 31,	
	2018	2017
Net earnings attributable to Quad common shareholders	\$ 8.5	\$ 107.2
Interest expense	73.3	71.1
Income tax benefit	(9.8)	(16.0)
Depreciation and Amortization	230.7	232.5
EBITDA [Non-GAAP]	\$ 302.7	\$ 394.8
EBITDA Margin [Non-GAAP]	7.2%	9.6%
Restructuring, impairment and transaction-related charges	103.6	60.4
Net pension income	(12.4)	(9.6)
Employee stock ownership plan contribution	22.3	—
Loss on debt extinguishment	—	2.6
Equity in earnings of unconsolidated entity	(1.0)	—
Net loss attributable to noncontrolling interests	(0.6)	—
Adjusted EBITDA [Non-GAAP]	\$ 414.6	\$ 448.2
Adjusted EBITDA Margin [Non-GAAP]	9.9%	10.8%

Free Cash Flow

Full Year

US \$ Millions	Year Ended December 31,	
	2018	2017
Net cash provided by operating activities	\$ 260.6	\$ 344.0
Less: purchases of property, plant and equipment	(96.3)	(85.9)
Free Cash Flow [Non-GAAP]	\$ 164.3	\$ 258.1

Debt Leverage Ratio

US \$ Millions	Year Ended December 31,	
	2018	2017
Total debt and capital lease obligations on the balance sheets	\$ 940.9	\$ 964.8
Divided by:		
Adjusted EBITDA for Quad for the year ended [Non-GAAP]	\$ 414.6	\$ 448.2
Pro Forma Adjusted EBITDA for Ivie & Associates ⁽¹⁾ [Non-GAAP]	2.9	—
Adjusted EBITDA for the year ended [Non-GAAP]	\$ 417.5	\$ 448.2
Debt Leverage Ratio [Non-GAAP]	2.25x	2.15x
Debt Leverage Ratio — Net of Excess Cash [Non-GAAP]⁽²⁾	2.11x	2.03x

(1) As permitted by the Company's senior secured credit facility, certain pro forma financial information related to the acquisition of Ivie & Associates ("Ivie") was included in calculating the Debt Leverage Ratio as of December 31, 2018. As the acquisition of Ivie was completed on February 21, 2018, the \$2.9 million pro forma Adjusted EBITDA represents the period from January 1, 2018, to February 20, 2018. Adjusted EBITDA for Ivie was calculated in a consistent manner with the calculation above for Quad. Ivie's financial information has been consolidated within Quad's financial results since the date of acquisition. If the two months of pro forma Adjusted EBITDA for Ivie was not included in the calculation, the Company's Debt Leverage Ratio would have been 2.27x as of December 31, 2018.

(2) The Company had \$70 million and \$64 million in cash and cash equivalents at December 31, 2018 and 2017, respectively. Based on the Company's typical year-end cash balance of approximately \$10 million, Quad had \$60 million and \$54 million of excess cash at December 31, 2018 and 2017, respectively. If the excess cash in each year was used to further pay down debt, the Debt Leverage Ratio would have been 2.11x and 2.03x at December 31, 2018 and 2017, respectively.

Balance Sheet

US \$ Millions	December 31, 2018	December 31, 2017
ASSETS		
Cash and cash equivalents	\$ 69.5	\$ 64.4
Receivables	528.7	552.5
Inventories	300.6	246.5
Other current assets	47.8	45.1
Property, plant and equipment—net	1,257.4	1,377.6
Goodwill	54.6	—
Intangible assets—net	112.6	43.4
Other long-term assets	97.9	122.9
Total assets	\$ 2,469.1	\$ 2,452.4
LIABILITIES AND SHAREHOLDERS' EQUITY		
Accounts payable	\$ 511.0	\$ 381.6
Accrued liabilities	282.2	306.2
Current debt and capital leases	48.0	47.6
Long-term debt and capital leases	892.9	917.2
Deferred income taxes	32.1	41.9
Single and multi-employer pension obligations	133.5	112.3
Other long-term liabilities	109.2	123.2
Total liabilities	\$ 2,008.9	\$ 1,930.0
Shareholders' equity	\$ 460.2	\$ 522.4
Total liabilities and shareholders' equity	\$ 2,469.1	\$ 2,452.4



Adjusted Diluted Earnings Per Share

Fourth Quarter

US \$ Millions (Except Per Share Data)	Three Months Ended December 31,	
	2018	2017
Earnings (loss) before income taxes and equity in earnings of unconsolidated entity	\$ (26.8)	\$ 11.7
Restructuring, impairment and transaction-related charges	63.0	37.9
	36.2	49.6
Income tax expense at normalized tax rate ⁽¹⁾	9.1	19.8
Adjusted net earnings [Non-GAAP]	\$ 27.1	\$ 29.8
Basic weighted average number of common shares outstanding	49.4	50.1
Plus: effect of dilutive equity incentive instruments [Non-GAAP]	1.5	2.2
Diluted weighted average number of common shares outstanding [Non-GAAP]	50.9	52.3
Adjusted Diluted Earnings Per Share [Non-GAAP]	\$ 0.53	\$ 0.57
Diluted earnings (loss) per share attributable to Quad common shareholders [GAAP]	\$ (0.42)	\$ 1.06

(1) A normalized income tax rate of 25% was used for the three months ended December 31, 2018, based on rates resulting from the enactment of the Tax Cuts and Jobs Act that in December 2017. The Company used a normalized income tax rate of 40% for the three months ended December 31, 2017, consistent with the normalized rate used prior to the enactment of the Tax Cuts and Jobs Act.



Adjusted Diluted Earnings Per Share

Full Year

US \$ Millions (Except Per Share Data)	Year Ended December 31,	
	2018	2017
Earnings (loss) before income taxes and equity in earnings of unconsolidated entity	\$ (2.9)	\$ 91.2
Restructuring, impairment and transaction-related charges	103.6	60.4
Employee stock ownership plan contribution	22.3	—
Loss on debt extinguishment	—	2.6
	123.0	154.2
Income tax expense at normalized tax rate ⁽¹⁾	30.8	61.7
Adjusted net earnings [Non-GAAP]	\$ 92.2	\$ 92.5
Basic weighted average number of common shares outstanding	49.8	49.6
Plus: effect of dilutive equity incentive instruments	1.8	2.2
Diluted weighted average number of common shares outstanding	51.6	51.8
Adjusted Diluted Earnings Per Share [Non-GAAP]	\$ 1.79	\$ 1.79
Diluted earnings per share attributable to Quad common shareholders [GAAP]	\$ 0.16	\$ 2.07

(1) A normalized income tax rate of 25% was used for the year ended December 31, 2018, based on rates resulting from the enactment of the Tax Cuts and Jobs Act in December 2017. The Company used a normalized income tax rate of 40% for the year ended December 31, 2017, consistent with the normalized rate used prior to the enactment of the Tax Cuts and Jobs Act.

