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 EganAssistant 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















PHOTO/VIDEO

Diversifying offering to support customers with integrated marketing solutions

2.0

Industry Efficiencies







DIRECTORY



INSTORE



PACKAGING



IMAGING



DIRECT MARKETING



воок



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



Traditional Agency Holding Company Model

PUBLIC RELATIONS

PUBLIC RELATIONS

COMMUNICATIONS

FLEISHMANHILLARD

CLS STRATEGIES

BILIECURRENT

CONE

GPLUS

KETCHUM

MERCURY

PORTLAND

BIOLUMA

BIOPHARM

KREAB GAVIN

MARINA MAHER

PORTER NOVELLI

ADELPHI GROUP

COMMUNICATIONS

HFAI THCARF

CDMICONNECT

COMMUNICATIONS

ANDERSON

dentsu

GLOBAL NETWORK

- **BRANDS**
- · CARAT
- DENTSU BRAND AGENCY
- DENTSU MEDIA
- IPROSPECT
- MCGARRYBOWEN
- MERKLE

AMPLIFI

AMNET

MITCHELL

GROUP

GROUP

GROUP

- POSTERSCOPE VIZEUM

DATA2DECISIONS

COMMUNICATIONS

HAVAS CREATIVE

HAVAS WORLDWIDE

HAVAS MEDIA

HAVAS MEDIA

ARENA MEDIA

HAVAS SPORTS &

ENTERTAINMENT

ARNOLD WORLDWIDE

- DIRECT IMPACT FUSE PUMP **SPECIALIST**
- CGI HEALTH **BRANDS**
 - ICONMOBILE
 - INTRAMED LABSTORE
 - LANDOR

YOUNG &

AXICOM

BRAVO

BURSON

BURROWS

COGNIFIDE

BENENSON

RUBICAM GROUP

STRATEGIES GROUP

ACCELERATION

BLAST RADIUS

MARSTELLER

COHN & WOLFE

- MANVSMACHINE NORTH OF NINE
- PALISADES MEDIA
- VENTURES PENN SCHOEN
- BERLAND
- PRECEPT
- PRIME POLICY GROUP **QUINN GILLESPIE**
- ASSOCIATES
- SENTRIX
- SUDLER & HENNESSEY
- SYSTEM ANALYTIC
- VISCIRA VMI
- WUNDERMAN
- WUNDERMAN DATA WIINDERMAN
- HEALTH Y&R
- V&R RAV Y&R PR

- WPP DIGITAL BLUE STATE DIGITAL
- COGNIFIDE • F.BIZ
- GLOBANT HOGARTH
- WORLDWIDE INTERLUDE IOHANNES LEONARDO
- MUTUAL MOBILE ORDER DYNAMICS POSSIBLE
- SALMON SYZYGY AG
- ROCKEISH
- MEC MOMENTUM MEC COMMERCE MEC TONIC MEC WORKS FOCUS MEDIA

MEC

- **OGILVY GROUP** · A. EICOFF BOTTLE ROCKET
- COLEY PORTER BELL DAVID
- DIAMOND OGILVY GROUP
- DT ETECTURE GMBH
- FEINSTEIN KEAN HEALTHCARE (EKH) FOSTER
- H&O
- JÜSSI MAXX MARKETING
- MEMAC OGILVY NEO@OGILVY
- OGILVY COMMONHEALTH
- WORLDWIDE OGILVY & MATHER
- WORLDWIDE OGILVY NOOR
- OGILVYONE WORLDWIDE
- OGILVY PUBLIC RELATIONS
- PROMO INTERACTIVE
- SOCIALLAR
- TELEDIRECT
- VERTICURL

- XMKT

KANTAR

- GRAPHIC · KANTAR KANTAR ADDED
- VALUE KANTAR FUTURES
- KANTAR HEALTH
- KANTAR IMRB/AMRB KANTAR MEDIA /
- KANTAR IBOPE MEDIA KANTAR MILLWARD
- BROWN KANTAR PUBLIC
- KANTAR RETAIL KANTAR TNS
- KANTAR VERMEER • KANTAR
- WORLDPANEL LIGHTSPEED

MEC GLOBAL

SOLUTIONS

MEC WAVEMAKER

I. WALTER THOMPSON MIRLIM SANTO

- CONTRACT ALWAYS IWT INSIDE
- ISTRATEGYLARS · THE HARDY BOYS PRISM
- FGIFT SHANGHAL · POST VISUAL KOREA +S.C.PCF... THE&PARTNERSHIP
- **CUSTOM PUBLISHING** · CEDAR SPECIALIST

MAXUS

 METALWORKS BY MAXUS

CONSULTING

PERFORMANCE

MINDSHARE

PLANNING FOR

GROWTH

AGILITY

MAXUS

- MEDIACOM BUSINESS MOTIVATOR (INDIA) MAXUS FOR BUSINESS
 - MAXUS CONTENT / CHORUS UK MAXUS TECHNOLOGY
- MEDIACOM GLOBAL DATA SOLUTIONS MEDIACOM MOBILE

MEDIACOM BEYOND

ADVERTISING

SCIENCE

MEDIACOM

CONNECTED

EXECUTION

KR MEDIA

GAIN THEORY

MODI MEDIA

METAVISION

TEAM ARROW

MIDAS EXCHANGE

INDEPENDENTS

ADDISON GROUP

AND DESIGN

BUCHANAN

COMMARCO

STRATEGIES

TÁPSA | Y&R

LAMBIE-NAIRN

FWA

FITCH

MFTRO

BRANDLINION

THE FOOD GROUP

HILL+KNOWLTON

BDG ARCHITECTURE

- MEDIACOM RESPONSE
- MEDIACOM SPORT
- **GROUPM** GROUPM
- ENTERTAINMENT [M]PLATFORM
- LOOP ESP PROPERTIES FAST ESSENCE
 - · CONTENT+ SHOP+
 - · LIFE+
 - SERVICES PLATFORMS

BOOKMARK

KINETIC WORLDWIDE

PENNY BLACK MEDIA

• JOULE

SPAFAX

TMARC

CANDYSPACE

GEOMETRY

GLOBAL

XAXIS

PLISTA

BATES

LIGHT REACTION

CHI&PARTNERS

CHI&PARTNERS

GREY GROUP

INTERACTIVE

CRITICAL MASS

SERVICE

ORGANIC

TRIAD RETAIL MEDIA

- DDB HEALTH ENTRÉE HEALTH HARRISON & STAR **TENTHAVENUE**
 - **HEALTH SCIENCE**

CDM

- COMMUNICATIONS MMG
- PRO ED COMMUNICATIONS
- SCSCG MEDIA GROUP
- SYNERGY TARGIS K.K
- TBWA\WORLD HEALTH

ENTERTAINMENT. **EVENT & SPORTS** MARKETING

- GMR MARKETING GTRO
- SERINO COYNE LLC STEINER SPORTS
- MARKETING WASHINGTON SPEAKERS BUREAU
- CREATIVE CHANNEL SERVICES MARKETSTAR
- MULTICULTURAL MARKETING • DIESTE FOOTSTEPS LATINWORKS

PRODUCTION

• EG+ WORLDWIDE

RESEARCH COMMUNISPACE • FLAMINGO

B2B

DOREMUS

THE MODELLERS

 HALL & PARTNERS M/A/R/C RESEARCH MASLANSKY + PARTNERS

NATIONAL **ADVERTISING AGENCIES**

OmnicomGroup

GLOBAL

BRANDS

PROXIMITY

ORGANIC

AI MA

INTERONE

SPIKE DDB

TRACK DDB

· DDR HEALTH

TRACYLOCKE

DDB REMEDY

ROBERTS AND

LANGER DDB

AUDITOIRE

DIGITAL ARTS

BEING

GROUP

GROUP

NOVUS

GROUP

ANNAI FCT

ANDERSON DDB

TBWA WORLDWIDE

NETWORK (DAN)

TBWA\MEDIA ARTS

MEDIA SERVICES

OMNICOM MEDIA

OMD WORLDWIDE

PHD WORLDWIDE

OMNICOM MEDIA

PROGRAMMATIC

PATHWAY GROUP

OPTIMLIM SPORTS

RESULTION MEDIA

HEARTS & SCIENCE

OUTDOOR MEDIA

THE CONTENT

COLLECTIVE

· ALMA RAPP

WEDNESDAY

ADVERTISING

BBDO WORLDWIDE

DDB WORLDWIDE

TRIBAL WORLDWIDE

- · GOODBY. SII VERSTEIN AND PARTNERS
- GSD&M MARTIN WILLIAMS
- MERKLEY & PARTNERS ZIMMERMAN
- ADVERTISING 180 AMSTERDAM
- 180 LA
- CRM: BRANDING & THE ANT FARM **DESIGN**
- BEANSTALK PARTNERS RED URBAN
- THE DESIGNORY HORNALL ANDERSON ROGERS TOWNSEND
 - INTERBRAND SIEGEL + GALE SIGNATURE
 - GRAPHICS
 - STERLINE BRANDS WOLFF OLINS

RETAIL & **PROMOTIONAL** MARKETING

- ALCONE MARKETING
- THE MARKETING ARM COLANGELO THE INTEGER GROUP
- TPN TRACYLOCKE

DIGITAL **MARKETING**

- KERN
- TLGG • ECI IAVELIN RAPP

TARGETBASE

- NON-PROFIT MARKETING CHANGING OUR WORLD
- ONE HUNDRED AGENICY GRIZZARD COMMUNICATIONS GROUP RUSS REID COMPANY

POINT OF SALF

PUBLICIS PUBLICIS COMMUNICATIONS SAATCHI & SAATCHI

(CONT) PRODÍGIOUS PRODIGIOUS

IOW

- SAATCHI & SAATCHI
- TEAM ONE FALLON SAATCHI SYNERGIZE INTERACTIVE

SAATCHI & SAATCHI

SOLUTIONS

CONILL

- BBH LONDON BBH SINGAPRE
- BBH NEW YORK BBH SHANGHA
- BBH MUMBAI BBH LOS ANGELES
- BBH STOCKHOLM ZAG
- DOMANI RRH DIRECT
- LEO BURNETT LEO BURNETT
- ARC ALPHA245
- METADESIGN ROKKAN
- TURNER DUCKWORTH
- MSLGROUP MSLGROUP . OORVIS MSI GROUP
- PGJS MSLGROUP KEKST AND
- COMPANY ANDREOU MSLGROUP
 - ESPALHE MSLGROUP PUBLICIS CONSULTANTS
 - MSLGROUP SALTERBAXTER
 - MSLGROUP
 - · PUBLICIS LIVE PUBLICIS EVENTS • CNC
 - FPIC MSI GROUP LIVECOM MSLGROUP • MSLGROUP THE
 - PRACTICE MSLGROUP MIDDLE QUADRANT MSLGROUP

• 20:20 MSL

SAPIENTRAZORFISH **COMMUNICATIONS**

PUBLICIS

GROUPE

PUBLICIS.SAPIENT

SECONDSTORY

DIGITASLBI

LOST BOYS

LIOUORICE

3ISHARE

DIGITAS STUDIO

KITCATT NOHR

PUBLICIS HEALTH

EVOLVR, A PUBLICIS

HEARTBEAT IDEAS

LIFEBRANDS AGENCY

MAXCESS MANAGED

PUBLICIS LIFEBRANDS

PUBLICIS LIFEBRANDS

PUBLICIS LIFEBRANDS

RAZORFISH HEALTH

SAATCHI & SAATCHI

TARDIS MEDICAL

CONSULTANCY

PUBLICIS HEALTH

DIGITAS HEALTH

DISCOVERY USA

IN-SYNC

LANGLAND

MARKETS

MEDIA

MEDICUS

RESOLUTE

TOUCHPOINT

REAL SCIENCE

WELLNESS

VERILOGUE

SOLUTIONS

PUBLICIS

- THE COMMUNITY ROSETTA MARKET FORWARD LEVEL STUDIOS TANGERINE FILMS
- FXPICIENT NURUN OUEBEC PUBLICIS SAPIFNT WORLDWIDE CONSULTING
- AG2 NURUN DIGITASLBI · AR NEW YORK ALIGUST
- CARRÉ NOIR CHEMISTRY • DPZ&T
- DRUGSTORE DUVAL GUILLAUME MODEM
- FTO MARCEL
- MONKEES NURUN
- ODOPOD, A NURUN COMPANY
- POKE PUBLICIS
- PUBLICIS 123 PUBLICIS ACTIV PUBLICIS AFRICA
- GROUP PUBLICIS AMBIENCE
- PUBLICIS BEEHIVE PUBLICIS CAPITAL PUBLICIS CHEMISTRY
- PUBLICIS CONSEIL . PUBLICIS CLIBED
- PUBLICIS ETNOUS PUBLICIS HAWKEYE
- PUBLICISTMA . PUBLICIS MACHINE
- PUBLICIS PIXELPARK PLIBLICIS RINEY
- PUBLICIS SALLES CHEMISTRI PUBLICIS SHOPPER PUBLICIS VIVID /
- BETTERWAY PUBLICIS WANGFAN RED LION TALENT MARCEL TCC WYSIWYG
- PUBLICIS MEDIA STARCOM

PERFORMICS

 ZENITH MEDIAVEST | SPARK BLUE 449

MEDIABRANDS

- ANSIBLE MUBALOO
- RPN CADREON IDENTITY

• SOCIETY

INTERACTIVE

PROMOOUBE

MEDIABRANDS

AVENIJES

INSIGHTS

NSA MEDIA

WORLDWIDE

ECR INFERNO

FCB RED

FCB LILKA

PIPELINE PS

FCB HEALTH

ARFA 23

FCB CURE

FCR VIO

ICC

NEON

• TRIO

FCR HALESWAY

HUDSON GLOBAL

MOSAIC GROUP

• PROHEALTH

NEW HONOR

SOCIEITY

· HACKER AGENCY

HELLOCOMPLITER

FCB SIX

FCR X

· RAPPORT

UM

I3

FCB

• FCB

ORION

- ID MEDIA
- HFALIX INITIATIVE IPG MEDIA LAB
- GINSBERG MAGNA CASANOVA//MCCANN REPRISE MEDIA
- COMPASS STICKYEYES POINT//MCCANN TRAFFICALL CRAFT
 - FITZGERALD & CO THE MARTIN AGENCY McCANN HEALTH

HFAI TH

MCCANN

MCCANN

MARKETS

INITIATIVE

LAZUR

MCN

HFAI THCARE

HUMANCARE

MCCANN MANAGED

MCCANN PHARMACY

MCCANN TORRE

• FP7//MCCANN

MOMENTUM

WORLDWIDE

PMK*BNC

OPTAROS

RELATE

DAILEY

DEUTSCH

TRILIA

IW GROUP

HUGE

R/GA

TIERNEY

MRM//McCANN

TM ADVERTISING

INDEPENDENTS

HILL HOLLIDAY

ERWIN PENLAND

CARMICHAEL LYNCH

CARMICHAEL LYNCH

MCCANN

McCANN

MCCANN

MCCANN/XBC

• GRAPHENE

AVRETT FREE

WORLDGROUP

COMMONWEALTH//

M:UNITED//MCCANN

- MCCANN HEALTH MCCANN COMPLETE
- JACK MORTON MEDICAL MCCANN ECHO MCCANN GLOBAL
 - OCTAGON ADVANTAGE
 - INTERNATIONAL
 - FILM FASHION FRUKT • FUTURES SPORT +

MARKETING

ASSOCIATES

MARKETING

DEVRIES GLOBAL

FUTUREBRAND

SPECK DESIGN

HUGO & CAT

ARCHITECT

BROOKLYN

BROTHERS

INSIDEDGE

VIRGO HEALTH

WORLDWIDE

GENITIME

MAGIC

UXUS

GOLIN

COMMUNICATIONS

CASSIDY &

CURRENT

· DNA

SPECIALISTS (CMG)

- MILKMONEY
- ROGERS & COWAN WEBER SHANDWICK
- THE AXIS AGENCY
- CREATION FLIPSIDE
- POWELL TATE PRIME REVIVE HEALTH SAWMILL

KRC RESEARCH

MULLEN LOWE GROUP MULLENLOWE FRANK ABOUT

WOMEN MULLENLOWE MEDIAHUB

CAMPBELL EWALD MULLENLOWE OPEN

PROFERO

MULLEN LOWE





Integrated Marketing Solutions Offering

MARKETING STRATEGY

PLAN

Understand and connect with your customer

MANAGE & MEASURE

Alleviate operational burden and reduce complexity



CREATIVE SOLUTIONS

PRODUCE

Create content assets smarter and faster

DEPLOY

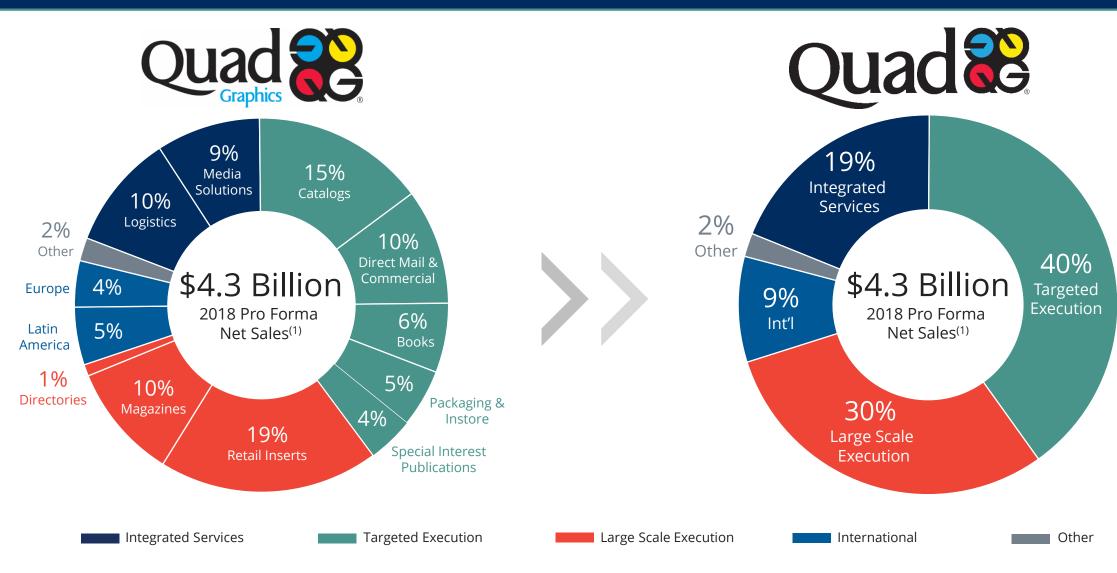
Reach the right customer at the right time

MARKETING MANAGEMENT SERVICES

MEDIA DEPLOYMENT



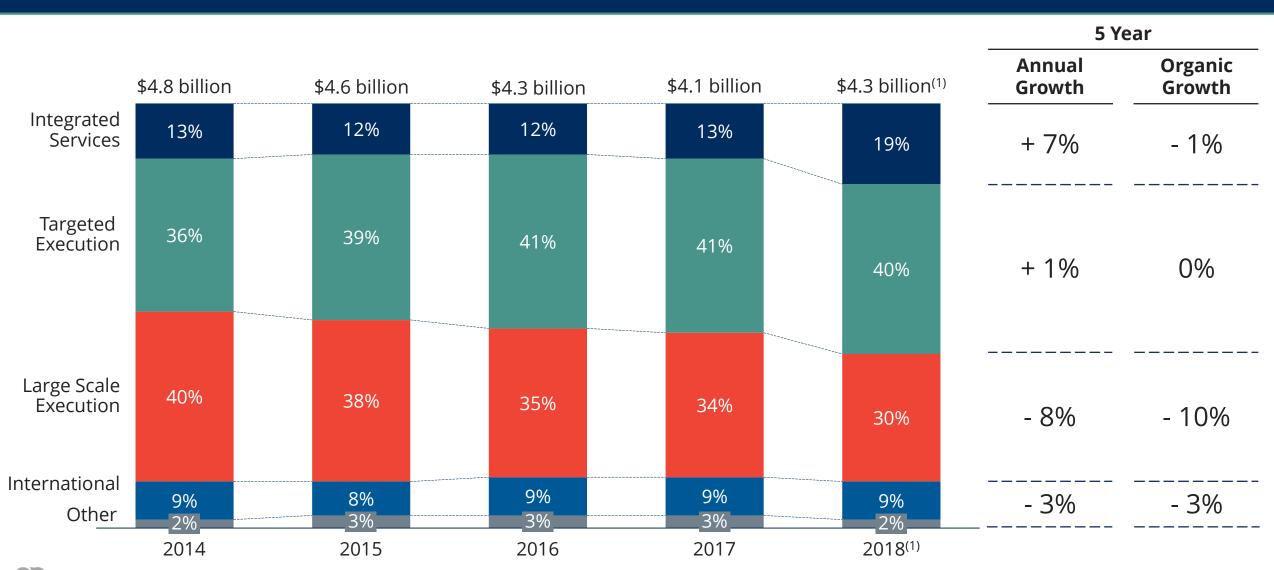
2018 Pro Forma Net Sales





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

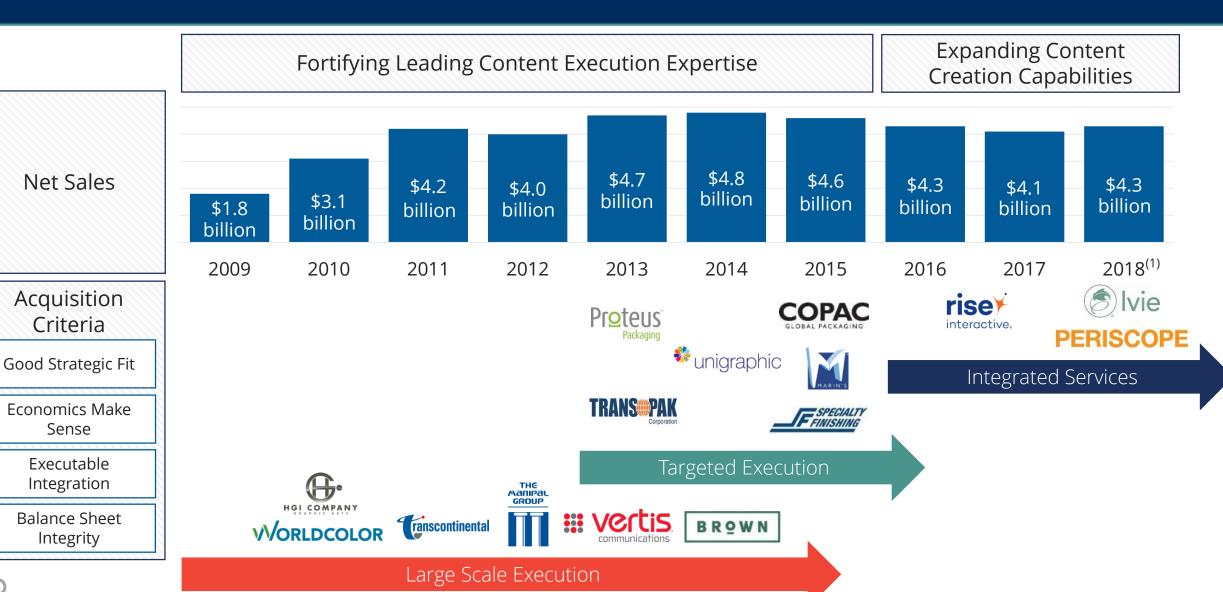
Evolution of Quad 3.0 — Net Sales





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

Acquisition Evolution Aligned to Long-Term Strategy



Criteria

Sense

Integrity

A Year of Transformation

Brand Evolution







1971

2015

2019

Transformative Acquisitions & Investments



Completed in February 2018



Majority Investment in March 2018



Completed in January 2019



Pending Acquisition



Stronger Together





A worldwide marketing solutions provider.

\$4.3 billion

2018 Pro Forma Net Sales⁽¹⁾

6,100 Clients Worldwide

20,600

Employees <u>W</u>orldwide 60

Manufacturing &
Distribution
Facilities
Worldwide



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

Fuels Quad 3.0 transformation through additional combined Free Cash Flow and broadens Quad's integrated services clients.

Delivers cost and time-savings opportunities for clients to maintain long-term relevance of print.

Preserves long-term strategic vision of Quadracci Family.



Generates \$135 million in net synergies in less than two years

All-stock transaction allows Quad to maintain strong & healthy balance sheet for future capital deployment opportunities.



Financial Overview

Financial Overview

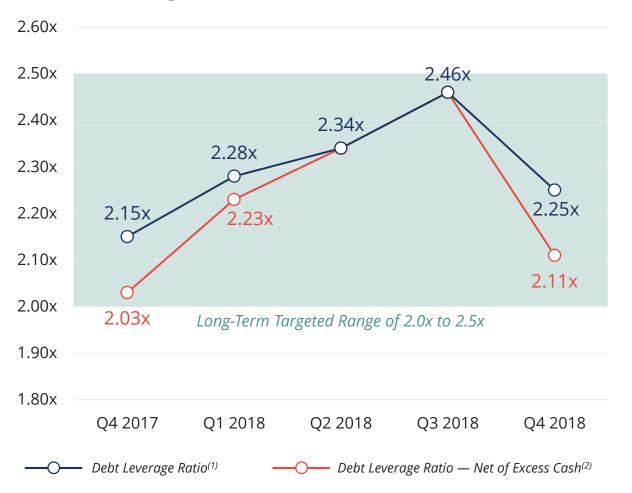
	Fourth Quarter		Full	Year
US \$ Millions	December 31, 2018	December 31, 2017	December 31, 2018	December 31, 2017
STATEMENT OF OPERATIONS				
Net Sales	\$ 1,181.6	\$ 1,164.2	\$ 4,193.7	\$ 4,131.4
Cost of Sales	978.5	928.5	3,429.3	3,259.4
Selling, General and Administrative Expenses	93.6	113.4	372.1	423.8
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.

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

\$725 million

Previous Capacity

2021
Previous Maturity

\$800 million

New Capacity

2024

New Maturity

Term Loan A (Delayed Draw)

\$375 million

Previous

2021

Previous Maturity

\$825 million

New

2024

New Maturity

Term Loan B

\$300 million

Previous

2021

Previous Maturity

\$500 million

New

2026

New Maturity

Debt Capital Structure — December 31, 2018

5.4%

Blended Interest Rate

\$691 million

Available on Revolver





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.

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



⁽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.

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

	Three Months Ende	d December 31,
US \$ Millions	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

Year Ended December 31		mber 31,
US \$ Millions	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

	Year Ended December 31,	
US \$ Millions	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

	Year Ended December 31,	
US \$ Millions	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⁾ 2.03x



⁽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

	Three Months End	led December 31,
US \$ Millions (Except Per Share Data)	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

	Year Ended I	December 31,
US \$ Millions (Except Per Share Data)	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.

