

# QUARTERLY RESULTS PRESENTATION THIRD QUARTER 2022

May 12, 2022



When being **certain** is everything

[dyedurham.com](https://dyedurham.com)



# DISCLAIMER

This presentation has been prepared for informational purposes only. By accepting delivery of this presentation and/or attending the meeting where this presentation is made, you agree: (1) to keep strictly confidential the contents of this presentation and such other information and not to disclose such document, the contents thereof or any such information to any third party; (2) not to copy all or any portion of this presentation, or any such other information; and (3) to return this presentation and all such other documents and information to Dye & Durham Limited (the “Company”) upon its request.

These materials are not, and in no circumstances are they to be construed as, a prospectus, an offering memorandum, an advertisement, or a public offering of securities. In addition, these materials do not form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, or any offer to underwrite or otherwise acquire any securities of the Company or any other securities, nor shall they or any part of them nor the fact of their distribution or communication form the basis of, or be relied on in connection with, any contract, commitment or investment decision in relation thereto, nor does it constitute a recommendation regarding the securities of the Company. No securities regulatory authority or similar authority has reviewed or in any way passed upon the document or the merits of these securities and any representation to the contrary is an offence.

No reliance may be placed for any purposes whatsoever on the information contained in these materials or on their completeness. No representation or warranty, express or implied, is given by or on behalf of the Company, any agent of the Company or any of such persons’ directors, officers or employees or any other person as to the accuracy or completeness of the information contained in these materials and no liability whatsoever is accepted by the Company, any agent of the Company or any of such persons’ directors, officers or employees nor any other person for any loss howsoever arising, directly or indirectly, from any use of such information or otherwise arising in connection therewith.

The Company is not affirming or adopting any statements or reports attributed to Link Group in this presentation, nor has the Company independently verified any such statements or reports. If any recipient of these materials wishes to make an investment in the Company (each such recipient, a “prospective investor”), such prospective investor must rely on their own examination of the Company, including the merits and risks involved. Prospective investors should not construe anything in this presentation as investment, legal or tax advice. Each prospective investor should consult its own investment, legal, tax and other advisers regarding the financial, legal, tax and other aspects of any investment in the Company.

## Forward-Looking Statements

This presentation may contain forward-looking information within the meaning of applicable securities laws, which reflects the Company’s current expectations regarding future events, including statements (i) relating to the Company’s planned acquisition of Link Group and the expected terms, timing and closing of the proposed transaction, including receipt of required approvals and satisfaction of other customary closing conditions; (ii) relating to the financing of the acquisition of Link Group, including in respect of the exchange of the Exchangeable Shares; (iii) regarding the expected impact of the acquisition on the Company’s business, and the Company’s ability to realize synergies in connection with the acquisition; and (vi) with respect to future plans and expected benefits. In some cases, but not necessarily in all cases, forward-looking statements can be identified by the use of forward looking terminology such as “plans”, “targets”, “expects” or “does not expect”, “is expected”, “an opportunity exists”, “is positioned”, “estimates”, “intends”, “assumes”, “anticipates” or “does not anticipate” or “believes”, or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might”, “will” or “will be taken”, “occur” or “be achieved”. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances contain forward looking statements. Forward-looking statements are not historical facts, nor guarantees or assurances of future performance but instead represent management’s current beliefs, expectations, estimates and projections regarding future events and operating performance.

Forward-looking information is based on a number of assumptions, including, but not limited to: (i) Dye & Durham’s results of operations will continue as expected, (ii) the Company will continue to effectively execute against its key strategic growth priorities, (iii) the Company will continue to retain and grow its existing customer base and market share, (iv) the Company will be able to take advantage of future prospects and opportunities, and realize on synergies, (v) there will be no changes in legislative or regulatory matters that negatively impact Dye & Durham’s business, (vi) current tax laws will remain in effect and will not be materially changed, (vii) economic conditions will remain relatively stable throughout the period, (viii) the industries Dye & Durham operates in will continue to grow consistent with past experience, (ix) a reasonably acceptable business outcome is achieved in the regulatory review of the TM Group acquisition, and (x) certain exchange rate assumptions for the Australian dollar or the Canadian dollar to the U.S. dollar, as well as other the exchange rates being approximately consistent with current levels. Forward looking information is also subject to a number of risks and uncertainties, many of which are beyond the Company’s control, which could cause actual results and events to differ materially from those that are disclosed in or implied by such forward-looking information. Such risks and uncertainties include, but are not limited to, the risk associated with the Company’s and Link Group’s ability to obtain the approvals that are required to consummate the proposed transaction and the timing of the closing of the proposed transaction, including the risk that the conditions to the transaction are not satisfied on a timely basis or at all and the failure of the transaction to close for any other reason; the risk that a consent or authorization that may be required for the proposed transaction is not obtained or is obtained subject to conditions that are not anticipated; the outcome of any legal proceedings that may be instituted against the parties and others related to the acquisition agreement; unanticipated difficulties or expenditures relating to the transaction, the response of business partners and retention as a result of the announcement and pendency of the transaction; risks relating to the value of the Company’s common stock to be issued in connection with the transaction; the Company being unable to realize expected synergies; and the diversion of management time on transaction-related issues, as well as the factors discussed under “Risk Factors” in the Company’s most recent annual information form and under the heading “Risks and Uncertainties” in the Company’s most recent management’s discussion & analysis (the “MD&A”), which are available on the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Although the Company bases these forward-looking statements on assumptions that it believes are reasonable when made, the Company cautions investors that forward-looking statements are not guarantees of future performance and that its actual results of operations, financial condition and liquidity and the development of the industry in which it operates may differ materially from those made in or suggested by the forward-looking statements contained in this presentation. In addition, even if the Company’s results of operations, financial condition and liquidity and the development of the industry in which it operates are consistent with the forward-looking statements contained in this presentation, those results or developments may not be indicative of results or developments in subsequent periods. Given these risks and uncertainties, investors are cautioned not to place undue reliance on these forward looking statements. Any forward-looking statement that are made in this presentation speaks only as of the date of such statement, and the Company undertakes no obligation to update any forward-looking statements or to publicly announce the results of any revisions to any of those statements to reflect future events or developments, except as required by applicable securities laws. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless specifically expressed as such, and should only be viewed as historical data.

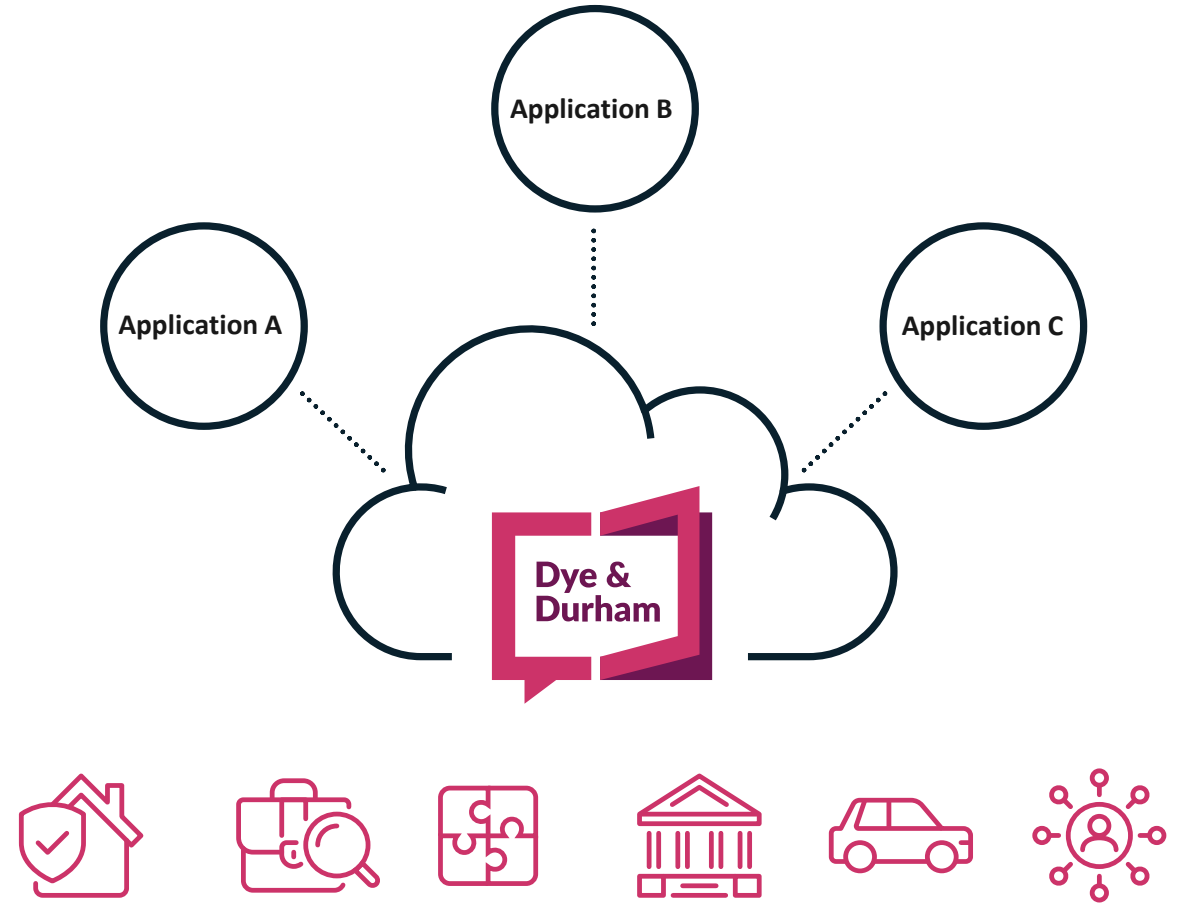
## Non-IFRS Measures

This presentation makes reference to certain non-IFRS financial measures. These measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS and may not be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement IFRS financial measures by providing further understanding of the Company’s results of operations from management’s perspective. The Company’s definitions of non-IFRS measures may not be the same as the definitions for such measures used by other companies in their reporting. Non-IFRS measures have limitations as analytical tools and should not be considered in isolation nor as a substitute for analysis of the Company’s financial information reported under IFRS. The Company uses non-IFRS financial measures, including “Adjusted EBITDA”, “Adjusted EBITDA Margin”, “Annualized Revenue”, “Annualized Adjusted EBITDA”, and “FY 2023 Minimum Adjusted EBITDA” to provide investors with supplemental measures of its operating performance and to eliminate items that have less bearing on operating performance or operating conditions and thus highlight trends in its core business that may not otherwise be apparent when relying solely on IFRS financial measures. The Company believes that securities analysts, investors and other interested parties frequently use non-IFRS financial measures in the evaluation of issuers. The Company’s management also uses non-IFRS financial measures in order to facilitate operating performance comparisons from period to period. For further details on certain of these Non-IFRS measures, including relevant reconciliations, see the Company’s most recent MD&A.

Certain totals, subtotals and percentages may not reconcile due to rounding.

# | DYE & DURHAM AT-A-GLANCE

- ✓ 50,000+ customers
- ✓ \$430M LTM Revenue
- ✓ \$241M million of LTM Adjusted EBITDA<sup>1</sup>
- ✓ 50%+ Adjusted EBITDA margin consistently<sup>1</sup>
- ✓ 119% Q3 Adjusted EBITDA CAGR since Q3 FY 2019<sup>1</sup>



1. Adjusted EBITDA and Adjusted EBITDA margin are non-IFRS measures. Please see “Non-IFRS Measures”.

**We have created a highly reliable Platform for our customers**



# MISSION CRITICAL SOFTWARE FOR THE LEGAL AND BUSINESS COMMUNITY

We created the global leader



Legal Specific  
Workflow Software



Regulatory Information  
and Data

# | FINANCIAL OVERVIEW – Q3 FY2022 RESULTS

**\$66.8** Million  
EBITDA

**\$122.9** Million  
Revenue

**\$4.2** Million  
Q-o-Q Adj. EBITDA  
Growth<sup>1</sup>

**54%**  
EBITDA Margin

**\$54.0** Million  
Y-o-Y Revenue  
Growth<sup>2</sup>

**\$29.2** Million  
Y-o-Y Adj. EBITDA  
Growth<sup>2</sup>

1. 3-months ended March 31, 2022 vs 3-months ended December 31, 2021

2. 3-months ended March 31, 2022 vs 3-months ended March 31, 2021

## | EXECUTING ON STRATEGY

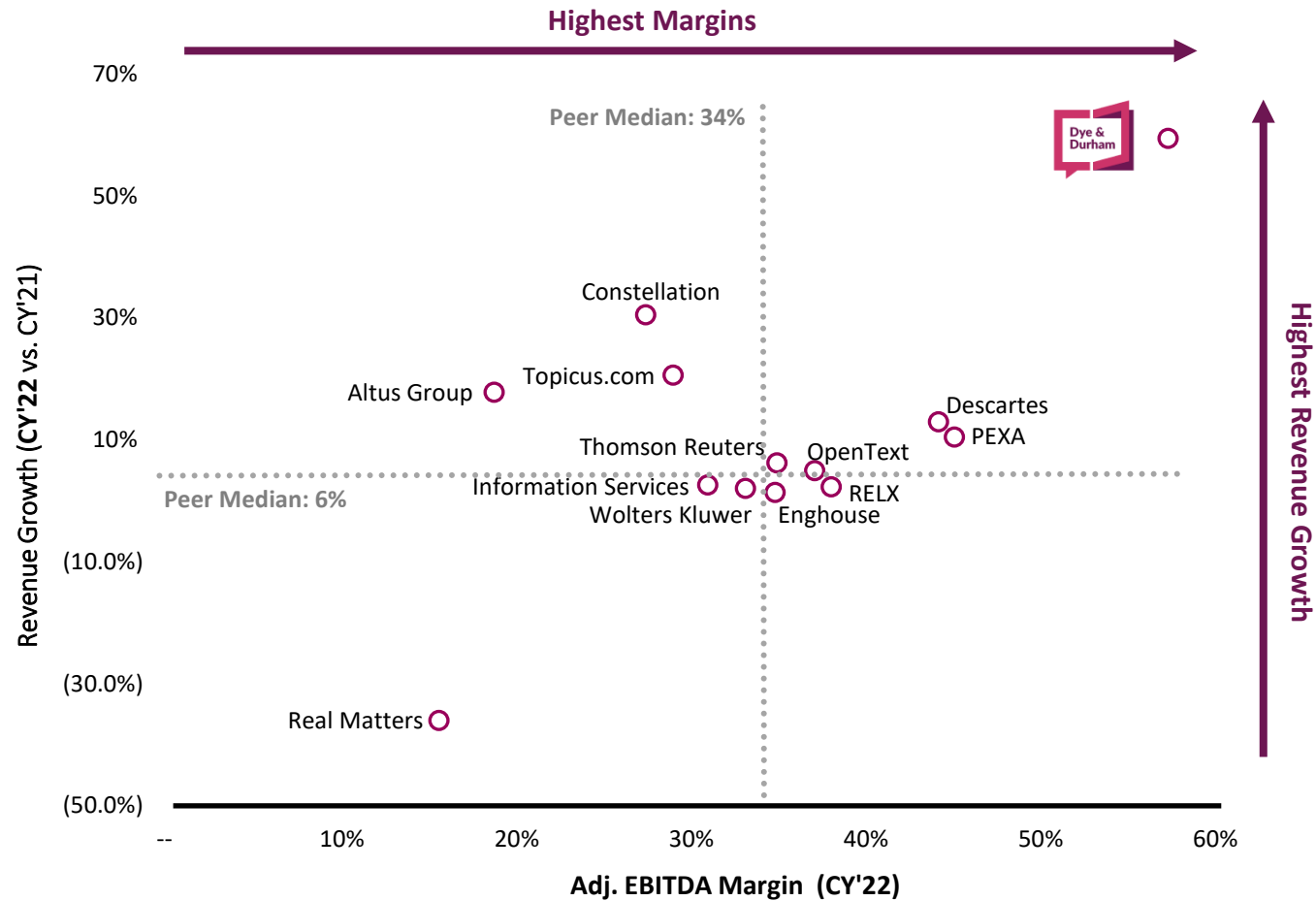
- Strong financial performance, despite a challenging real estate market
- Business has managed through multiple real estate market cycles with a proven ability to retain share
- Introduction of new subscription revenue model in parts of Canada for our conveyancing software products (Unity)
- Continue to execute on product strategy of connecting lenders and lawyers by adding TD and CIBC (Sympli) to our platform, for discharging mortgages



# DYE & DURHAM GROWTH AND MARGIN PERFORMANCE

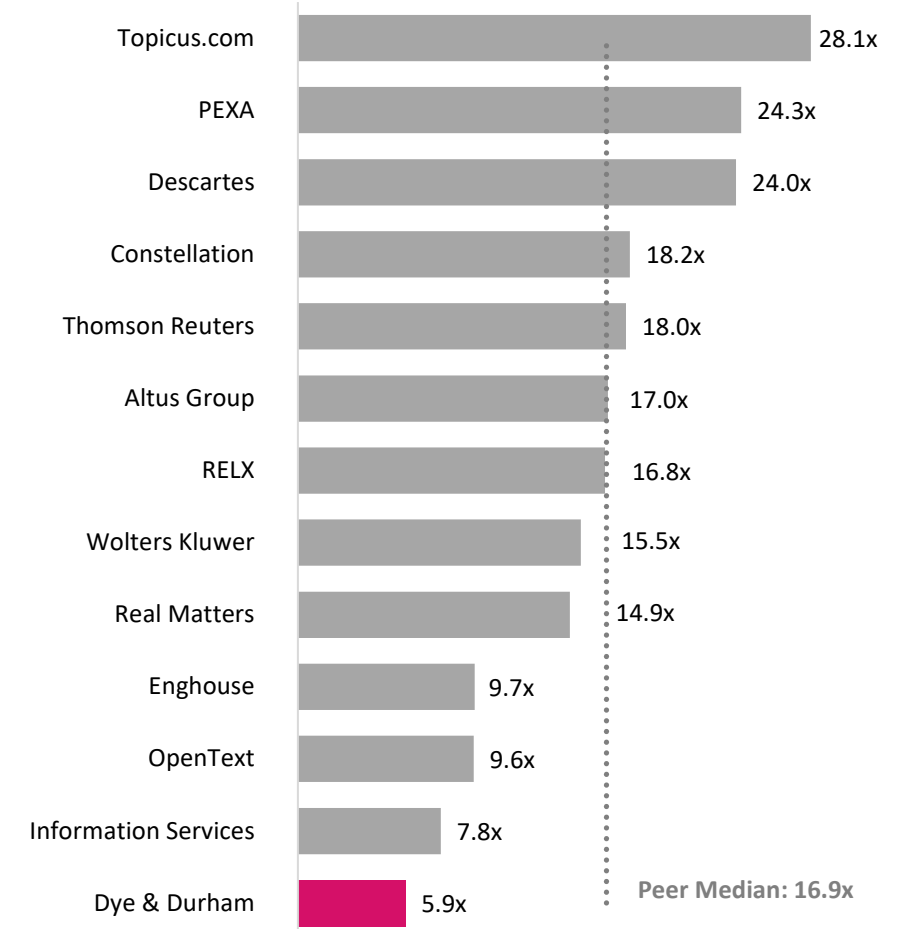


## Benchmarking Growth and Margins



Source: FactSet  
Note: As of the close of 11-May-22

## Benchmarking Current Valuation (EV / CY'22 EBITDA)



## | LINK GROUP - TRANSACTION UPDATE

- Court date held May 10, 2022
- Scheme Booklet dispatched to Link shareholders on May 11, 2022
- Regulatory approvals progressing
- Link shareholder Scheme meeting expected to be held July 13, 2022
- Acquisition remains on schedule for closing in calendar Q3 2022
- Banking & Credit Management and Fund Solutions sale processes to proceed post closing



# | FINANCIAL REVIEW

- Avjit Kamboj, Chief Financial Officer

# | SUMMARY FINANCIAL RESULTS

- Dye & Durham has its strongest quarter yet, with meaningfully higher YOY and QoQ revenue and Adjusted EBITDA
- The Company continues to exhibit world class and industry leading Adjusted EBITDA Margin

## Q3 FY2022 Results

In Millions CAD	Actuals	LTM
Revenue	\$122.9	\$429.5
Adjusted EBITDA	\$66.8	240.9
Adjusted EBITDA Margin	54.4%	56.1%

# KEY FINANCIAL METRICS

## Q3 FY2022 Results vs. Comparative Periods

In Millions C\$	Q3 FY2022	Q3 FY2021	YOY Change (\$)	YTD FY2022	YTD Change (\$)
Revenue	\$122.9	\$68.9	+54.0	\$345.1	+220.6
Direct Costs	\$14.2	\$9.4	+4.8	\$43.3	+27.5
Expenses <sup>1</sup>	\$41.9	\$22.0	+19.9	\$110.1	+68.5
Adjusted EBITDA	\$66.8	\$37.6	+29.2	\$191.8	+124.5
Debt <sup>2</sup>	\$905.0	\$245.0	+660.0	n.a	n.a
Cash	\$218.4	\$538.7	-320.3	n.a	n.a

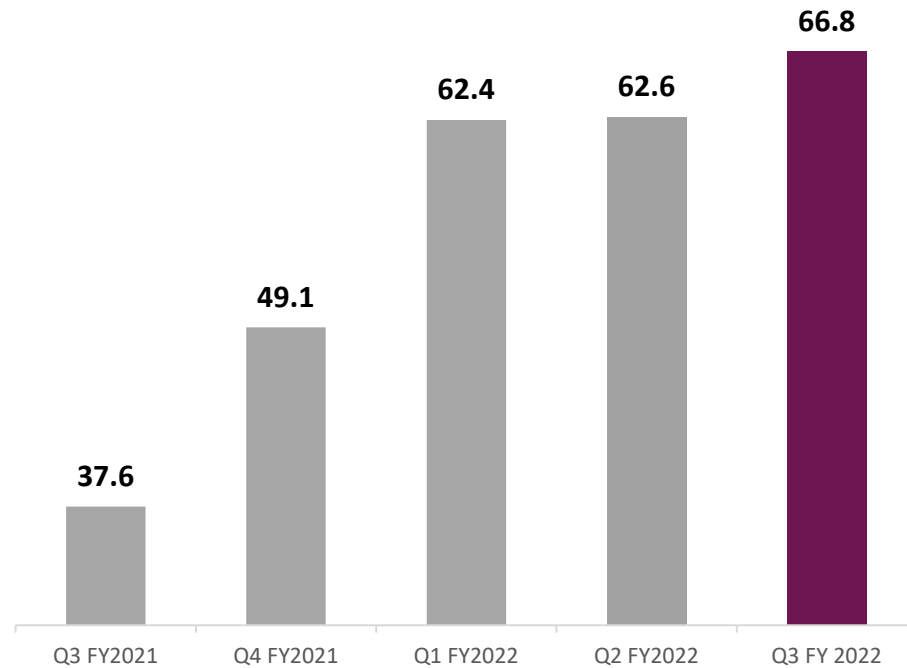
1. Excludes stock-based compensation, finance costs, amortization and depreciation, acquisition, restructuring and other costs and income taxes

2. Principal amount outstanding under credit facilities. Excludes convertible debentures.

# A TRACK RECORD OF STRONG AND RESILIENT GROWTH

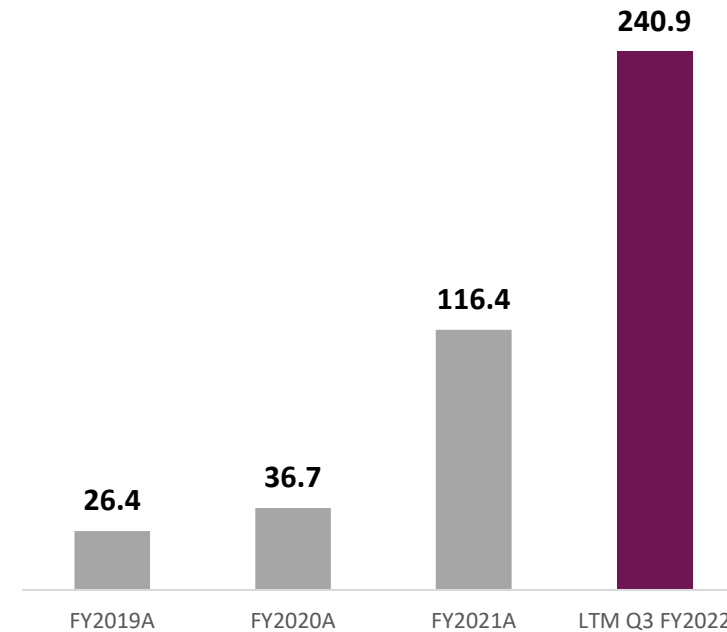
## Quarterly Adjusted EBITDA Growth

(C\$ millions)



## Annual Adjusted EBITDA Growth

(C\$ millions)







# CANADA



# UNITED KINGDOM



# AUSTRALIA



# IRELAND





BrighterHub

## SMARTER, FASTER & BRIGHTER CONVEYANCING

The cloud-based conveyancing platform with  
instant access to all the vital tools and data -  
where you are working from today.

