



Progress Financial Results

**Q4 2024 and FY 2024
Supplemental Information**

January 21, 2025



Forward Looking Statements

This presentation contains statements that are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Progress has identified some of these forward-looking statements with words like “believe,” “may,” “could,” “would,” “might,” “should,” “expect,” “intend,” “plan,” “target,” “anticipate” and “continue,” the negative of these words, other terms of similar meaning or the use of future dates. Forward-looking statements in this presentation include, but are not limited to, statements regarding Progress’s strategy; future revenue growth, operating margin and cost savings; future acquisitions; and other statements regarding the future operation, direction, prospects and success of Progress’s business. There are a number of factors that could cause actual results or future performance or achievements to differ materially from those anticipated by the forward-looking statements, including, without limitation: (i) economic, geopolitical and market conditions can adversely affect our business, results of operations and financial condition, including our revenue growth and profitability, which in turn could adversely affect our stock price; (ii) our international sales and operations subject us to additional risks that can adversely affect our operating results, including risks relating to foreign currency gains and losses; (iii) we may fail to achieve our financial forecasts due to such factors as delays or size reductions in transactions, fewer large transactions in a particular quarter, fluctuations in currency exchange rates, or a decline in our renewal rates for contracts; (iv) if the security measures for our software, services, other offerings or our internal information technology infrastructure are compromised or subject to a successful cyber-attack, or if our software offerings contain significant coding or configuration errors or zero-day vulnerabilities, we may experience reputational harm, legal claims and financial exposure; and the results of inquiries, investigations and legal claims regarding the MOVEit Vulnerability remain uncertain, while the ultimate resolution of these matters could result in losses that may be material to our financial results for a particular period; and (v) future acquisitions may not be successful or may involve unanticipated costs or other integration issues that could disrupt our existing operations; and (vi) expected synergies and benefits of the ShareFile acquisition may not be realized which could negatively impact our future results of operations and financial condition. For further information regarding risks and uncertainties associated with Progress’ business, please refer to Progress’ filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the fiscal year ended November 30, 2023 and its Quarterly Reports on Form 10-Q for the fiscal quarters ended February 29, 2024, May 31 2024, and August 31, 2024, and when filed, its Annual Report on Form 10-K for the fiscal year ended November 30, 2024. Progress undertakes no obligation to update any forward-looking statements, which speak only as of the date of this presentation.

Non-GAAP Financial Measures

We refer to certain non-GAAP financial measures in this presentation, including but not limited to, non-GAAP revenue, non-GAAP income from operations and operating margin, adjusted free cash flow, annualized recurring revenue (“ARR”), Net Retention Rate (“NRR”), and non-GAAP diluted earnings per share. These non-GAAP measures are not prepared in accordance with generally accepted accounting principles (“GAAP”). Please see “Important Information Regarding Non-GAAP Financial Information” below for additional information. A reconciliation between non-GAAP measures and the most directly comparable GAAP measures appears in our earnings press release for the fiscal quarter ended November 30, 2024, which is furnished on a Form 8-K concurrently with this presentation and is available in the Investor Relations section of our website.

Conference Call Details

What: Progress Fiscal Q4 and FY24 Financial Results

When: Tuesday, January 21, 2025

Time: 5:00 p.m. ET

To register for the Live Call: Please go to [this link](#) to retrieve dial-in details.

Live / Recorded Webcast: <https://edge.media-server.com/mmc/p/5i6yaf23>

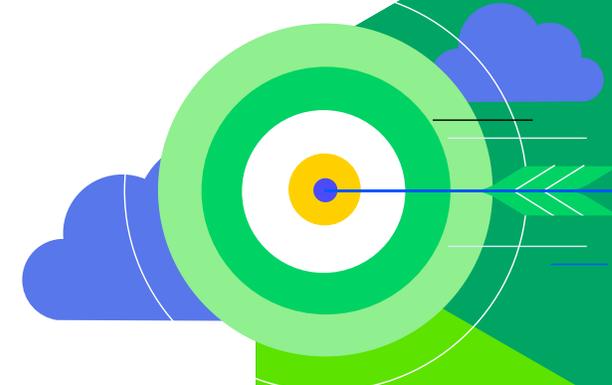
Please note: Webcast is listen-only.

Summary Highlights Q4 2024

Strong Q4 Results; ARR Growth of 46%, Net Retention Rate Exceeds 100%; ShareFile Integration Underway

- Revenues of \$215M increased 21% year-over-year in constant currency; near high end of prior guidance of \$207M - \$217M.
- ARR: \$842M, up 46% year-over-year in constant currency, 4% pro-forma.
- NRR 100+%.
- Operating margins strong at 37%.
- EPS: \$1.33, above high end of prior guidance of \$1.15 - \$1.25.
- FY'25 guidance:
Revenue of \$958M - \$970M; EPS of \$5.00 - \$5.12.
- Q1'25 guidance:
Revenue \$232M - \$238M; EPS \$1.02 - \$1.08.
- ShareFile integration underway and on plan.

All figures presented are non-GAAP. Definitions of non-GAAP financial measures (including ARR and NRR) can be found in "Important Information Regarding Non-GAAP Financial Information".



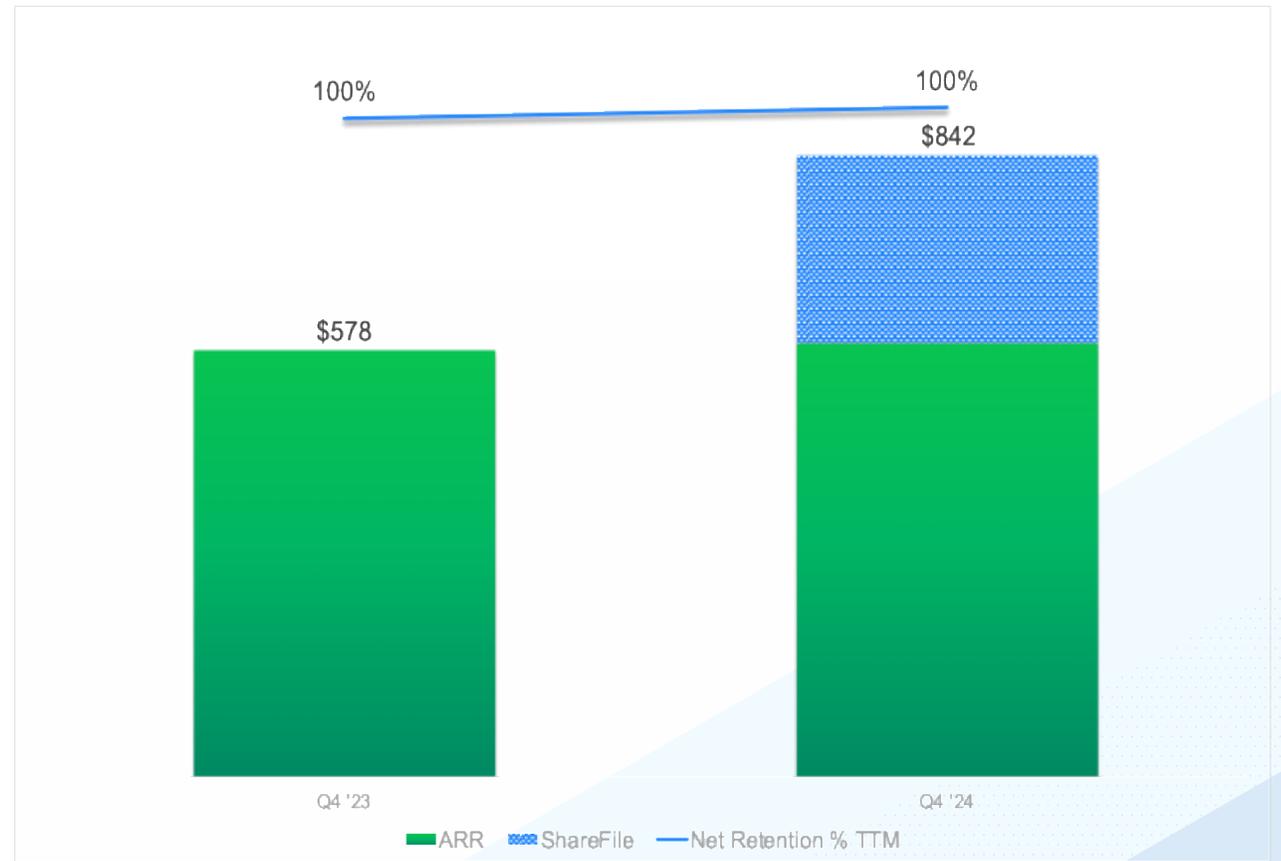
Annualized Recurring Revenue (amounts reported in constant currency)

ARR growth = 46% year-over-year

Net Retention Rate >100%

ShareFile adds ~\$250M of ARR

Other products further add to year over year growth



Note: ARR is a Non-GAAP operating metric and does not have a standardized definition. It is therefore unlikely to be comparable to similarly titled measures presented by other companies. ARR should be viewed independently of revenue and deferred revenue and is not intended to be combined with or to replace either of those items. ARR is not a forecast and the active contracts at the end of a reporting period used in calculating ARR may or may not be extended or renewed by our customers.

Annualized Recurring Revenue Trend

Pro Forma ARR growth of 4% year-over-year (ShareFile included in all periods)

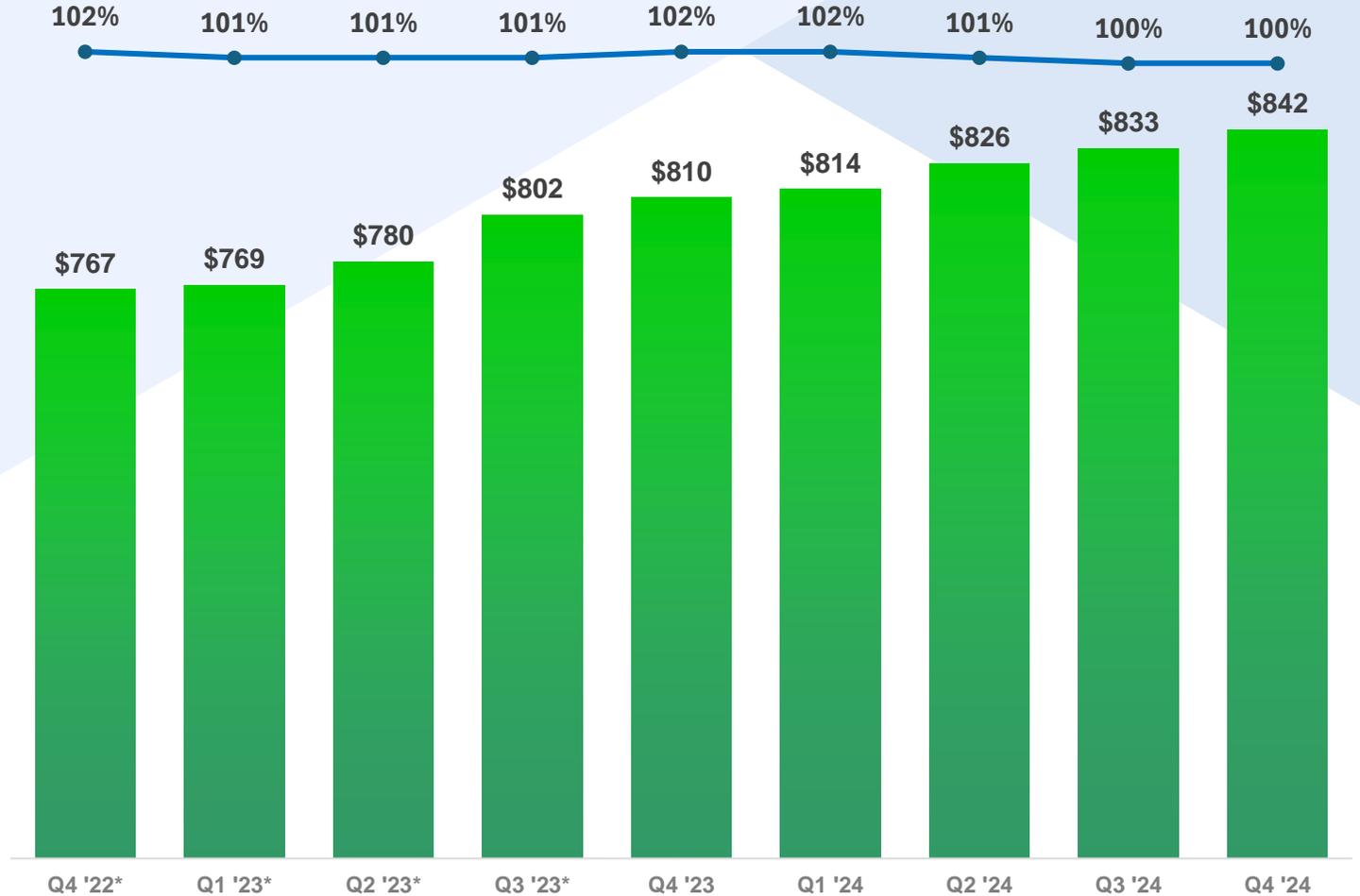
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Net Retention Rate between = 100%-102%

=

Predictable and durable top line performance

* NRR percentage for Q4 '22 through Q3 '23 excludes ShareFile

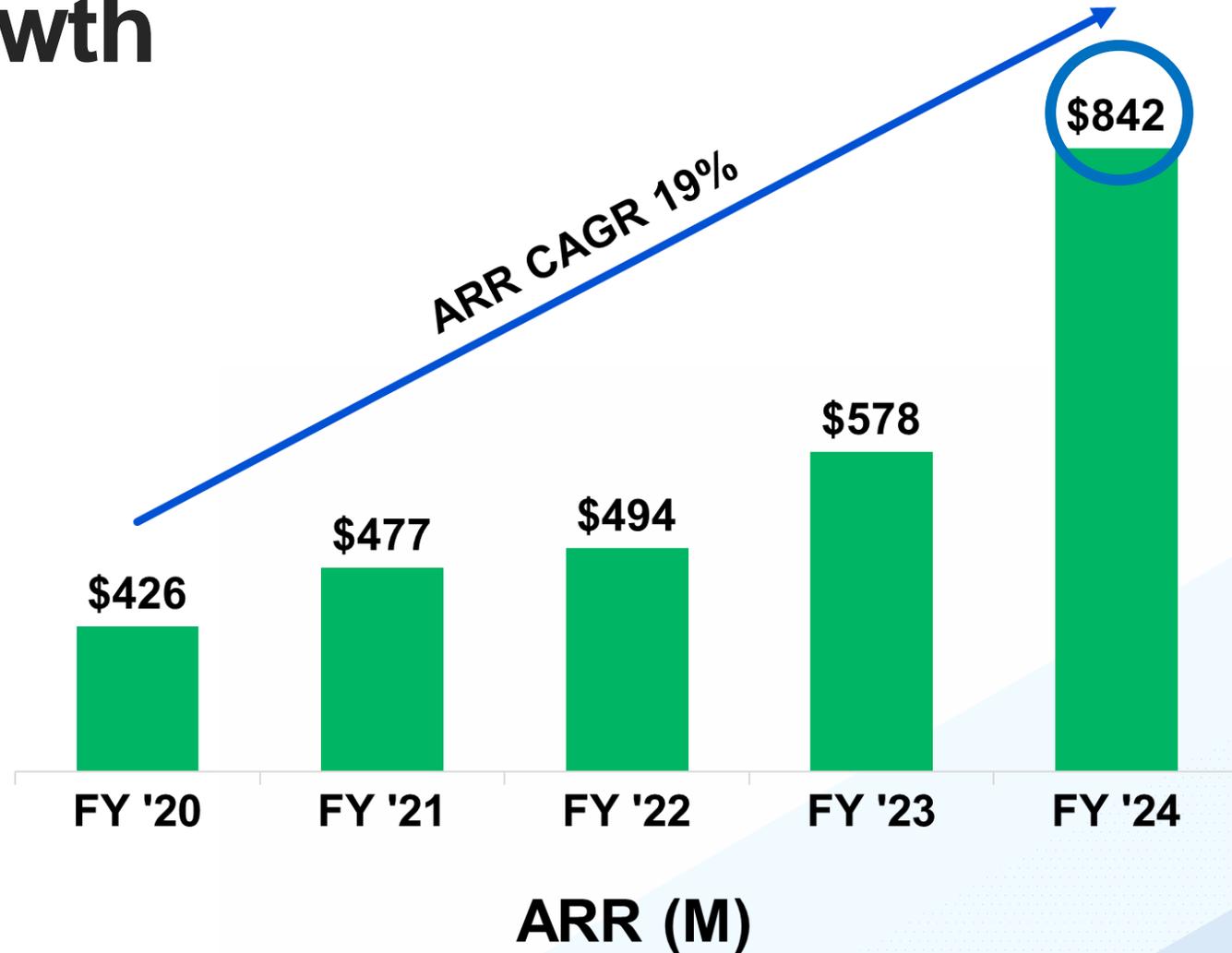


All periods reported in constant currency, using current year budgeted exchange rates

Total Growth Strategy: Driving ARR Growth

**ARR CAGR of 19%
2020 – 2024**

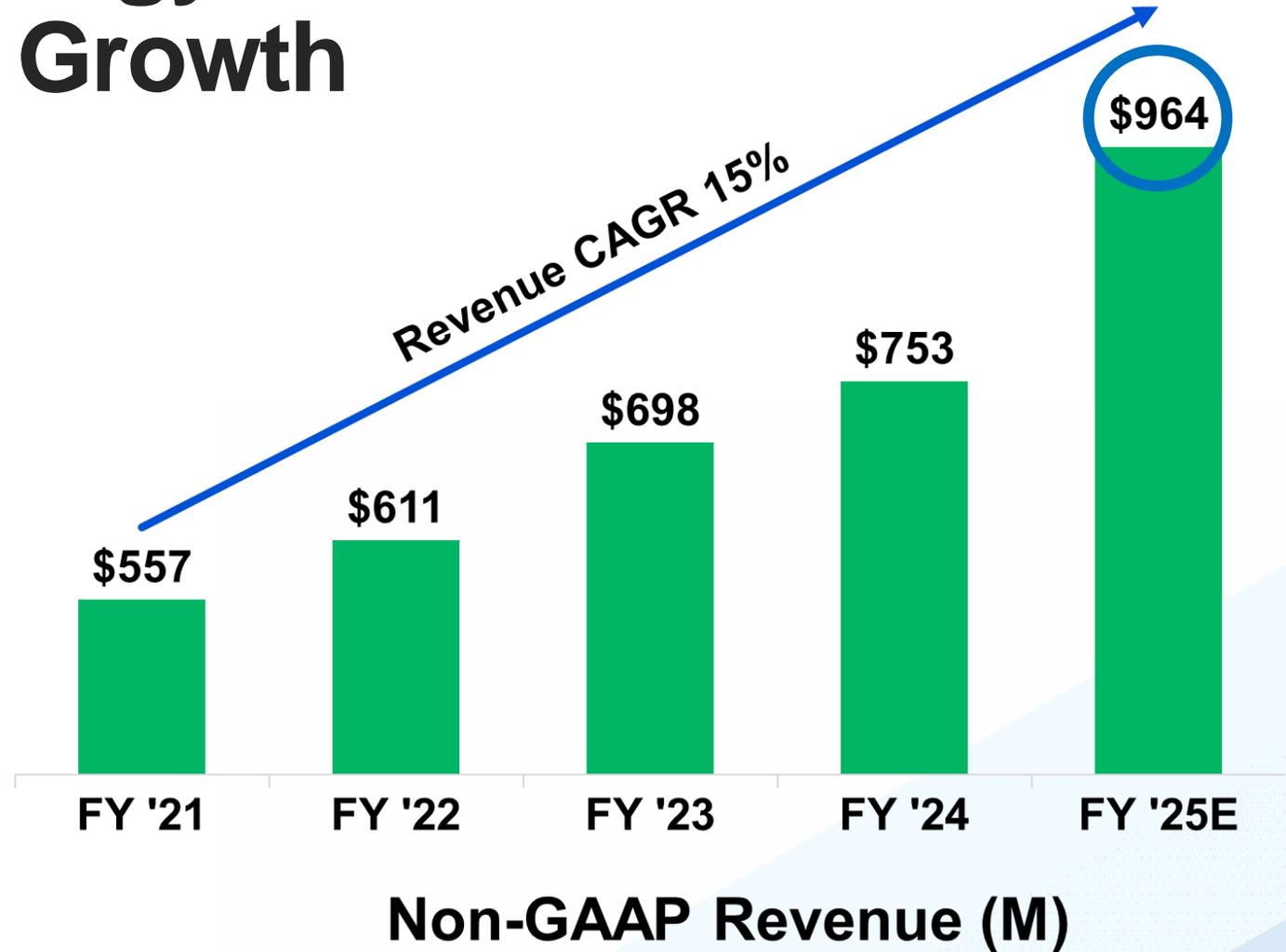
All periods reported in constant currency, using current year budgeted exchange rates



Total Growth Strategy: Driving Revenue Growth

Revenue CAGR of 15%
2021 – 2025(E)*

* Represents the mid-point of our FY'25 guidance range

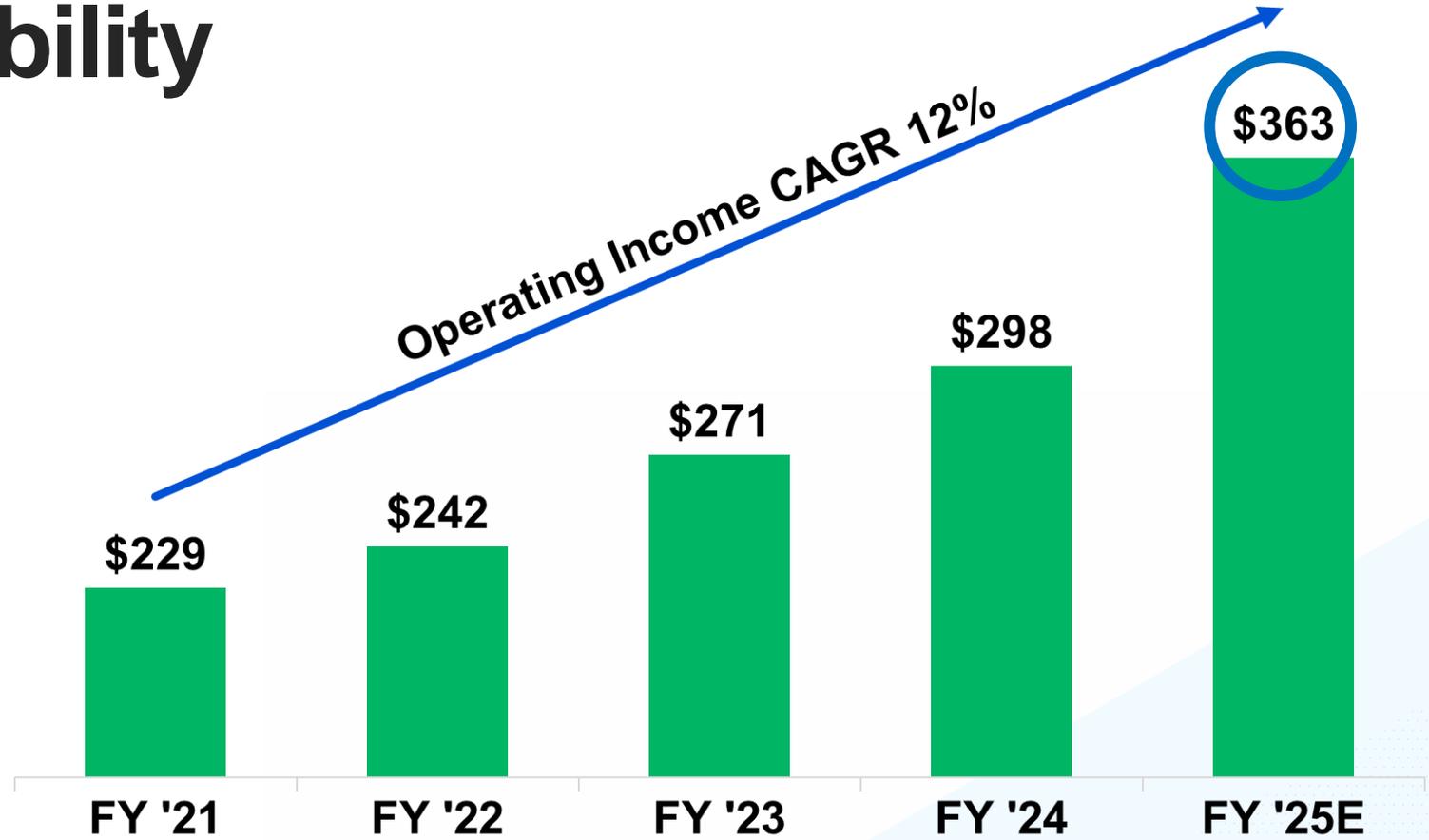


Total Growth Strategy: Growing Profitability

Operating Income
CAGR of 12%
2021 – 2025(E)*

Best-in-class non-GAAP operating
margins consistently above
35%

* Represents the mid-point of our FY'25 guidance range

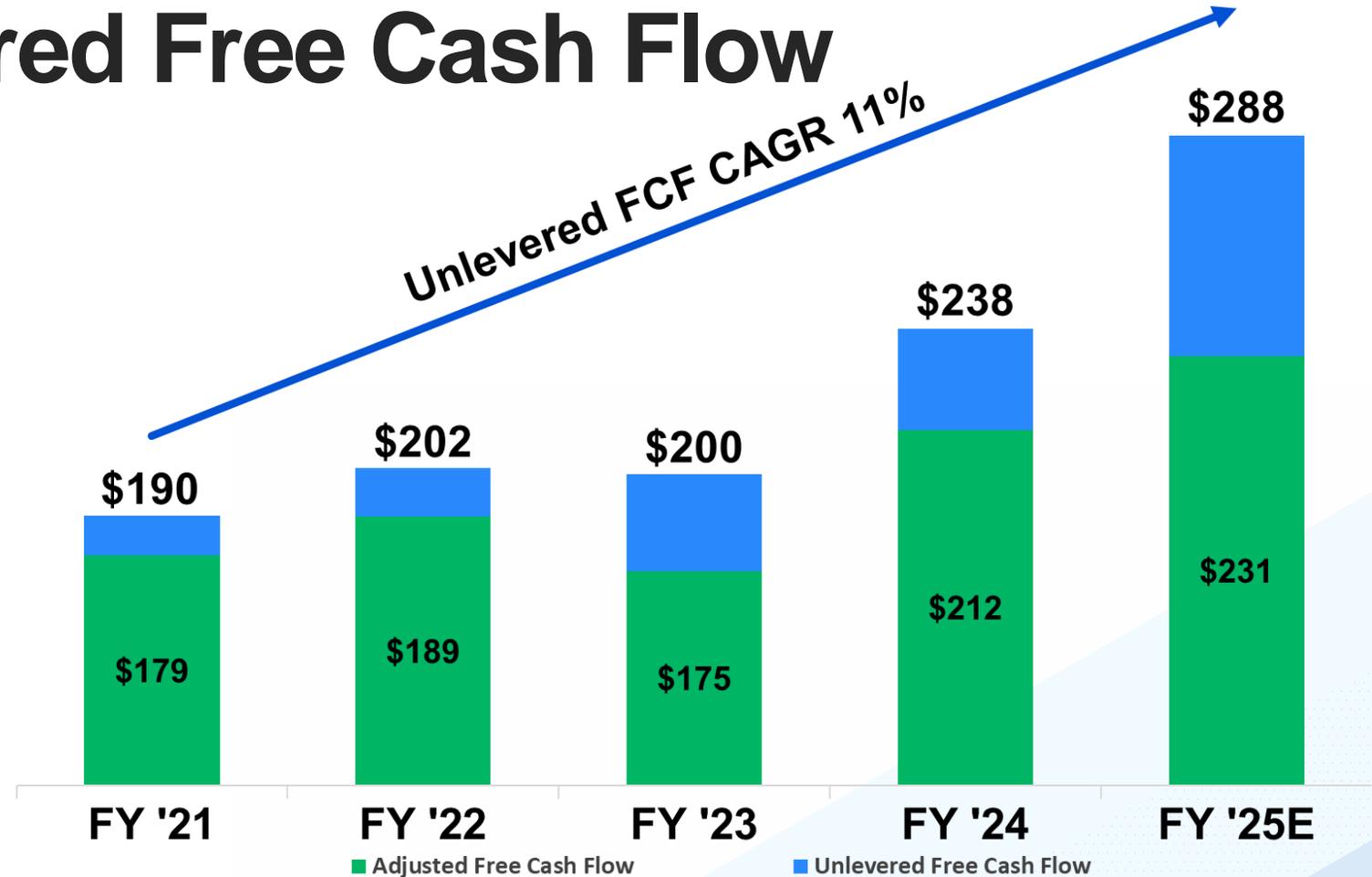


Non-GAAP Operating Income

Total Growth Strategy: Growing Unlevered Free Cash Flow

**Unlevered FCF CAGR
of 11%
2021 – 2025(E)***

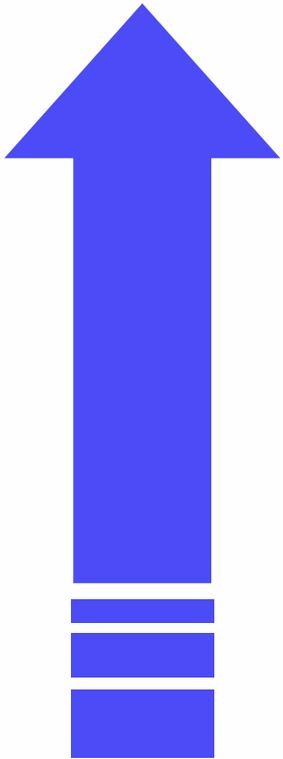
* Adjusted free cash flow represents the mid-point of our
FY'25 guidance range



Unlevered Free Cash Flow

Capital Allocation Strategy

PRIMARY
FOCUS



Continue to prioritize accretive M&A opportunities that meet our disciplined criteria to create the strongest returns.



Use our significant free cash flow to aggressively pay down debt and reload for the next acquisition.

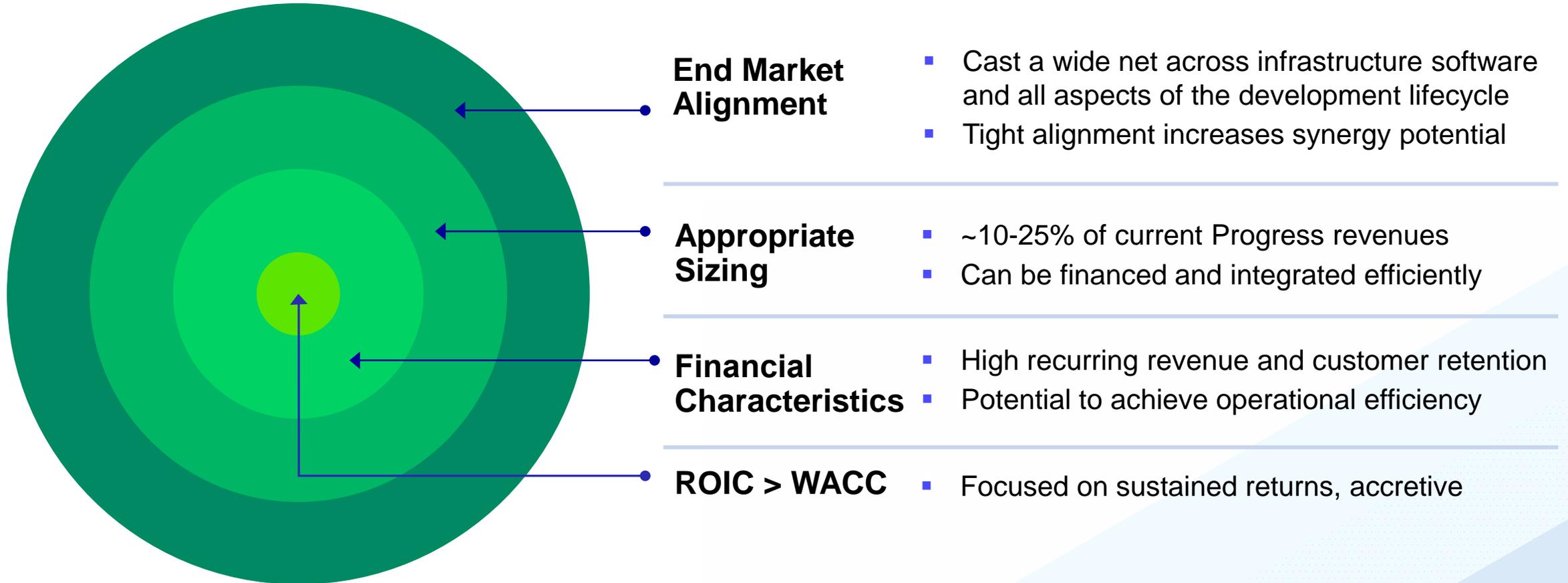
- Currently modeling \$150M in debt repayment for FY2025



Repurchase shares to offset dilution from our equity programs.

- Management has flexibility to increase, reduce, or suspend repurchases depending on market conditions and other considerations including size and timing of proposed M&A.

Well Defined M&A Framework



Summary Q4 2024 Financial Results

	Q4 2024 Results	Prior Q4 2024 Outlook <small>(provided on Sept 24, 2024)</small>
Revenue	\$215M	\$207M - \$217M
GAAP earnings per share (Diluted)	\$0.03	\$0.17 - \$0.27
Non-GAAP earnings per share (Diluted)	\$1.33	\$1.15- \$1.25
GAAP Operating Margin	10%	Not guided
Non-GAAP Operating Margin	37%	Not guided
Cash from Operations (GAAP)	\$20M	Not guided
Adjusted Free Cash Flow (non-GAAP)	\$18M	Not guided

Business Outlook (as of January 21, 2025)

	Q1 2025 Current Outlook	FY 2025 Current Outlook
Revenue	\$232M - \$238M	\$958M - \$970M
GAAP EPS	(\$0.01) - \$0.05	\$1.08 - \$1.23
Non-GAAP EPS	\$1.02 - \$1.08	\$5.00 - \$5.12
GAAP Operating Margin	Not guided	14% - 15%
Non-GAAP Operating Margin	Not guided	37% - 38%
Cash from Operations (GAAP)	Not guided	\$216M - \$228M
Adjusted Free Cash Flow (Non-GAAP)	Not guided	\$225M - \$237M
Unlevered Free Cash Flow (Non-GAAP)	Not guided	\$282M - \$294M
GAAP Effective Tax Rate	Not guided	21%
Non-GAAP Effective Tax Rate	Not guided	20%

Supplemental Financial Information

Supplemental Revenue Information (Unaudited)

Quarterly Revenue by Region and by Type (GAAP)								
(in thousands)	Q1 2023	Q2 2023	Q3 2023	Q4 2023	Q1 2024	Q2 2024	Q3 2024	Q4 2024
Revenue by Type								
License	57,568	56,407	50,544	56,270	64,100	53,979	57,850	73,402
Maintenance	92,513	102,240	105,164	101,584	102,025	102,503	103,088	102,940
Services	14,145	19,604	19,284	19,116	18,560	18,595	17,748	38,619
Total Revenue	<u>\$ 164,226</u>	<u>\$ 178,251</u>	<u>\$ 174,992</u>	<u>\$ 176,970</u>	<u>\$ 184,685</u>	<u>\$ 175,077</u>	<u>\$ 178,686</u>	<u>\$ 214,961</u>
Revenue by Region								
North America	98,828	105,732	101,923	105,187	107,282	102,902	104,369	132,442
EMEA	53,405	56,185	56,779	56,493	63,087	57,538	57,031	67,631
Latin America	4,189	4,790	6,318	5,815	4,668	4,599	5,363	5,675
Asia Pacific	7,804	11,544	9,972	9,475	9,648	10,038	11,923	9,213
Total Revenue	<u>\$ 164,226</u>	<u>\$ 178,251</u>	<u>\$ 174,992</u>	<u>\$ 176,970</u>	<u>\$ 184,685</u>	<u>\$ 175,077</u>	<u>\$ 178,686</u>	<u>\$ 214,961</u>

Important Information Regarding Non-GAAP Financial Information

Progress furnishes certain non-GAAP supplemental information to our financial results. We use such non-GAAP financial measures to evaluate our period-over-period operating performance because our management team believes that by excluding the effects of certain GAAP-related items that in their opinion do not reflect the ordinary earnings of our operations, such information helps to illustrate underlying trends in our business and provides us with a more comparable measure of our continuing business, as well as greater understanding of the results from the primary operations of our business. Management also uses such non-GAAP financial measures to establish budgets and operational goals, evaluate performance, and allocate resources. In addition, the compensation of our executives and non-executive employees is based in part on the performance of our business as evaluated by such non-GAAP financial measures. We believe these non-GAAP financial measures enhance investors' overall understanding of our current financial performance and our prospects for the future by: (i) providing more transparency for certain financial measures, (ii) presenting disclosure that helps investors understand how we plan and measure the performance of our business, (iii) affords a view of our operating results that may be more easily compared to our peer companies, and (iv) enables investors to consider our operating results on both a GAAP and non-GAAP basis (including following the integration period of our prior and proposed acquisitions). However, this non-GAAP information is not in accordance with, or an alternative to, generally accepted accounting principles in the United States ("GAAP") and should be considered in conjunction with our GAAP results as the items excluded from the non-GAAP information may have a material impact on Progress' financial results. A reconciliation between non-GAAP measures and the most directly comparable GAAP measures appears in our earnings press release for the fiscal quarter ended November 30, 2024, which is furnished on a Form 8-K concurrently with this presentation and is available on the Progress website at www.progress.com within the investor relations section.

In this presentation, we may reference the following non-GAAP financial measures:

- Acquisition-related revenue - We include acquisition-related revenue, which constitutes revenue reflected as pre-acquisition deferred revenue that would have been recognized prior to our adoption of Accounting Standards Update No. 2021-08, Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers ("ASU 2021-08") during the fourth quarter of fiscal year 2021. The acquisition-related revenue in our prior period results relates to Chef Software, Inc. which we acquired on October 5, 2020. Since GAAP accounting required the elimination of this revenue prior to the adoption of ASU 2021-08, GAAP results alone do not fully capture all of our economic activities. We believe these adjustments are useful to management and investors as a measure of the ongoing performance of the business because, although we cannot be certain that customers will renew their contracts, we have historically experienced high renewal rates on maintenance and support agreements and other customer contracts. Upon our adoption of ASU 2021-08, this adjustment is no longer applicable to subsequent acquisitions.
- Amortization of acquired intangibles - We exclude amortization of acquired intangibles because those expenses are unrelated to our core operating performance and the intangible assets acquired vary significantly based on the timing and magnitude of our acquisition transactions and the maturities of the businesses acquired. Adjustments include preliminary estimates relating to the valuation of intangible assets from ShareFile. The final amounts will not be available until the Company's internal procedures and reviews are completed.
- Stock-based compensation - We exclude stock-based compensation to be consistent with the way management and, in our view, the overall financial community evaluates our performance and the methods used by analysts to calculate consensus estimates. The expense related to stock-based awards is generally not controllable in the short-term and can vary significantly based on the timing, size and nature of awards granted. As such, we do not include these charges in operating plans.
- Restructuring expenses and other - In all periods presented, we exclude restructuring expenses incurred because those expenses distort trends and are not part of our core operating results. Adjustments include preliminary estimates relating to restructuring expenses from ShareFile. The final amounts will not be available until the Company's internal procedures and reviews are completed.
- Acquisition-related expenses - We exclude acquisition-related expenses in order to provide a more meaningful comparison of the financial results to our historical operations and forward-looking guidance and the financial results of less acquisitive peer companies. We consider these types of costs and adjustments, to a great extent, to be unpredictable and dependent on a significant number of factors that are outside of our control. Furthermore, we do not consider these acquisition-related costs and adjustments to be related to the organic continuing operations of the acquired businesses and are generally not relevant to assessing or estimating the long-term performance of the acquired assets. In addition, the size, complexity and/or volume of past acquisitions, which often drives the magnitude of acquisition-related costs, may not be indicative of the size, complexity and/or volume of future acquisitions.

Important Information Regarding Non-GAAP Financial Information

- Cyber incident and vulnerability response expenses, net
 - November 2022 Cyber Incident - We exclude certain expenses resulting from the detection of irregular activity on certain portions of our corporate network, as more thoroughly described in the Current Report on Form 8-K that we filed with the Securities and Exchange Commission on December 19, 2022.
 - MOVEit Vulnerability - We exclude certain expenses resulting from the zero-day MOVEit Vulnerability, as more thoroughly described in our filings with the Securities and Exchange Commission since June 5, 2023.

Expenses include costs to investigate and remediate these cyber related matters, as well as legal and other professional services related thereto. Expenses related to such cyber matters are provided net of expected insurance recoveries, although the timing of recognizing insurance recoveries may differ from the timing of recognizing the associated expenses. Costs associated with the enhancement of our cybersecurity program are not included within this adjustment. We expect to continue to incur legal and other professional services expenses in future periods associated with the MOVEit vulnerability. We do not expect to incur additional costs associated with the November 2022 Cyber Incident as the investigation is closed. Expenses related to such cyber matters are expected to result in operating expenses that would not have otherwise been incurred in the normal course of business operations. We believe that excluding these costs facilitates a more meaningful evaluation of our operating performance and comparisons to our past operating performance.

- Income tax adjustment - We adjust our income tax provision by excluding the tax impact of the non-GAAP adjustments discussed above.
- Constant Currency - Revenue from our international operations has historically represented a substantial portion of our total revenue. As a result, our revenue results have been impacted, and we expect will continue to be impacted, by fluctuations in foreign currency exchange rates. As exchange rates are an important factor in understanding period-to-period comparisons, we present revenue growth rates on a constant currency basis, which helps improve the understanding of our revenue results and our performance in comparison to prior periods. The constant currency information presented is calculated by translating current period results using prior period weighted average foreign currency exchange rates.
- Annualized Recurring Revenue (“ARR”) - We disclose ARR as a performance metric to help investors better understand and assess the performance of our business because our mix of revenue generated from recurring sources currently represents the substantial majority of our revenues and is expected to continue in the future. We define ARR as the annualized revenue of all active and contractually binding term-based contracts from all customers at a point in time. ARR includes revenue from maintenance, software upgrade rights, public cloud, and on-premises subscription-based transactions and managed services. ARR mitigates fluctuations in revenue due to seasonality, contract term and the sales mix of subscriptions for term-based licenses and SaaS. Management uses ARR to understand customer trends and the overall health of the Company’s business, helping it to formulate strategic business decisions.

We calculate the annualized value of annual and multi-year contracts, and contracts with terms less than one year, by dividing the total contract value of each contract by the number of months in the term and then multiplying by 12. Annualizing contracts with terms less than one-year results in amounts being included in our ARR that are in excess of the total contract value for those contracts at the end of the reporting period. We generally do not sell non-SaaS-based contracts with a term of less than one year unless a customer is purchasing additional licenses under an existing annual or multi-year contract. The expectation is that at the time of renewal, such contracts with a term less than one year will renew with the same term as the existing contracts being renewed, such that both contracts are co-termed. Historically, such contracts with a term of less than one year renew at rates equal to or better than annual or multi-year contracts.

For SaaS-based contracts, there is a meaningful percentage of monthly auto-renewing contracts for which annualizing the contracts results in amounts being included in our ARR that are in excess of the total contract value for those contracts at the end of the reporting period.

Revenue from term-based license and on-premises subscription arrangements include a portion of the arrangement consideration that is allocated to the software license that is recognized up-front at the point in time control is transferred under ASC 606 revenue recognition principles. ARR for these arrangements is calculated as described above. The expectation is that the total contract value, inclusive of revenue recognized as software license, will be renewed at the end of the contract term.

Important Information Regarding Non-GAAP Financial Information

- ARR continued -

The calculation is done at constant currency using the current year budgeted exchange rates for all periods presented.

ARR is not defined in GAAP and is not derived from a GAAP measure. Rather, ARR generally aligns to billings (as opposed to GAAP revenue which aligns to the transfer of control of each performance obligation). ARR does not have any standardized meaning and is therefore unlikely to be comparable to similarly titled measures presented by other companies. ARR should be viewed independently of revenue and deferred revenue and is not intended to be combined with or to replace either of those items. ARR is not a forecast and the active contracts at the end of a reporting period used in calculating ARR may or may not be extended or renewed by our customers.

- Net Retention Rate - We calculate net retention rate as of a period end by starting with the ARR from the cohort of all customers as of 12 months prior to such period end ("Prior Period ARR"). We then calculate the ARR from these same customers as of the current period end ("Current Period ARR"). Current Period ARR includes any expansion and is net of contraction or attrition over the last 12 months but excludes ARR from new customers in the current period. We then divide the total Current Period ARR by the total Prior Period ARR to arrive at the net retention rate. Net retention rate is not calculated in accordance with GAAP.
- We also provide guidance on adjusted free cash flow ("AFCF") and unlevered free cash flow ("Unlevered FCF"). AFCF is equal to cash flows from operating activities less purchases of property and equipment, plus restructuring payments. Unlevered FCF is AFCF plus tax-effected interest expense on outstanding debt.

