



# Progress to Acquire ShareFile

Supplemental Information

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Chief Executive Office

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# Important Information





## Note Regarding Forward-Looking Statements

This slide 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. Risks, uncertainties and other important factors that could cause actual results to differ from those expressed or implied in the forward looking statements include: Progress’ ability to close the proposed transaction, the expected time of closing or the expected benefits therefore; uncertainties as to the effects of disruption from the acquisition of ShareFile making it more difficult to maintain relationships with employees, licensees, other business partners or governmental entities; other business effects, including the effects of industry, economic or political conditions outside of Progress’ or ShareFile’s control; transaction costs; actual or contingent liabilities; uncertainties as to whether anticipated synergies will be realized; and uncertainties as to whether ShareFile’s business will be successfully integrated with Progress’ business. 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. Progress undertakes no obligation to update any forward-looking statements, which speak only as of the date of this presentation.

## Non-GAAP Metrics

Please note that we reference non-GAAP metrics, such as ARR, which are not prepared in accordance with, or an alternative to, generally accepted accounting principles in the United States (“GAAP”). Such non-GAAP metrics should be considered in conjunction with our GAAP results, as the items excluded from the non-GAAP metrics often have a material impact on Progress’ financial results. Please see “Important Information Regarding Non-GAAP Financial Information” in Exhibit 99.1 of the Form 8-K filed by Progress on June 25, 2024 for a description of these non-GAAP metrics.

# ShareFile – Overview of Proposed Transaction

<b>Timing</b>		<ul style="list-style-type: none"><li>• Definitive agreement signed on September 9, 2024</li><li>• Currently expected to close in FY2024, subject to regulatory review and customary closing conditions</li></ul>
<b>Purchase Price</b>		<ul style="list-style-type: none"><li>• \$875 million, all-cash asset purchase transaction</li><li>• Paid with a combination of cash on hand and capacity under our existing revolving line of credit</li></ul>
<b>Financial Overview</b>		<ul style="list-style-type: none"><li>• ShareFile expected to contribute more than \$240M in revenue and ARR</li><li>• Pro-forma net leverage of ~3.6x expected at closing<ul style="list-style-type: none"><li>– Similar to past acquisitions, we expect to de-lever through aggressive debt pay down beginning after the transaction closes</li></ul></li></ul>
<b>Integration</b>		<ul style="list-style-type: none"><li>• Cost synergies expected to be fully realized within 12 months</li><li>• Greater than 40% operating margin expected post-integration</li></ul>

# Strategic Rationale



- ✓ ShareFile significantly expands our Digital Experience portfolio
  - *ShareFile's content-centric collaboration and workflow automation are crucial to creating seamless and engaging digital experiences*
- ✓ ShareFile is a modern, SaaS-native AI-powered platform operating efficiently at scale and can help accelerate our SaaS efforts
- ✓ ShareFile is a 100% recurring revenue business with over 86,000 customers and strong net retention rates of over 100%
- ✓ Expect ROIC > WACC, creating meaningful shareholder value
- ✓ This deal reflects the continuation of our disciplined M&A approach

# Our Total Growth Strategy

1. Invest and Innovate
2. **Acquire and Integrate**
3. Drive Customer Success

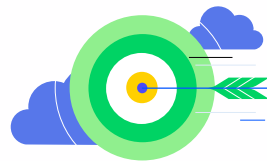
*Another step in our journey to create sustained shareholder value through disciplined accretive M&A*

# ShareFile is the *Right* Acquisition for Progress



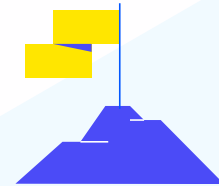
## Strong Financial Characteristics

100% Recurring Revenue  
and 100%+ Net Retention  
Rate



## End Market Alignment

Focused on Digital  
Experience and Content-  
centric Collaboration



## Meets Our Strict Financial Criteria

Expected Return that  
Exceeds WACC  
Highly Accretive  
Over \$240 million of  
Revenue and ARR

# Who is ShareFile?

*Modern cloud content collaboration platform, with AI-enabled document-centric collaboration and workflows, client portals, secure file sync and share and eSignature*

<b>\$240M+</b> Revenue and ARR	<b>100%</b> Recurring Revenue	<b>100%</b> SaaS	<b>100%+</b> Net Retention Rate	<b>86K+</b> Customers
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<b>Built Secure &amp; Compliant</b>	<b>Designed for Efficiency</b>	<b>Just What You Need</b>
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# ShareFile Platform



## Automated Workflows

*Document-based collaboration for reviews, approvals and updates*



## Project-based Collaboration & Client Portal

*Track changes and manage document versions*



## Secure File Sync & Share

*Secure, encrypted environment for sharing files that integrates with 3<sup>rd</sup> party applications*



## Document Transaction & Generation

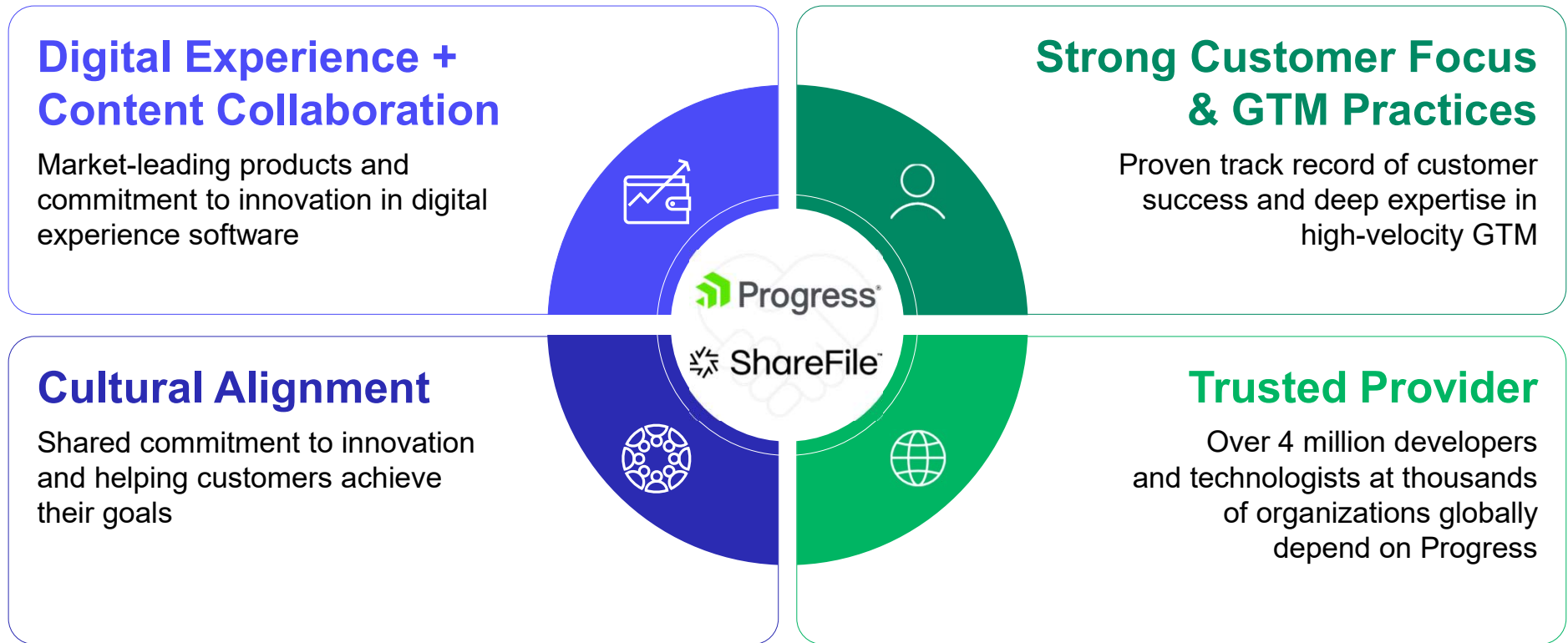
*eSignature capabilities to streamline contract management*

Cloud Native | Highly Configurable | World-Class Security

Business Services | Financial Services | Horizontal & Other



# ShareFile Will Thrive Within Progress



# Successful Track Record of M&A

