



Emerald Holding, Inc.

May 2021

Forward-Looking Statements


This document contains certain forward-looking statements regarding Emerald Holding, Inc. (the “Company”), including, without limitation, the Company’s ability to recover proceeds under its current event cancellation insurance policy and the timing and amount of any such insurance recoveries. These statements are based on management’s current expectations as well as estimates and assumptions prepared by management that, although they are believed to be reasonable, are inherently uncertain. These statements involve risks and uncertainties outside of the Company’s control that may cause actual results to differ materially. In particular, statements regarding the potential continuing impact of the pandemic outbreak of COVID-19 on the Company’s business and the expected return to organic growth; outcome of the Company’s litigation against the insurers under the Company’s event cancellation insurance policies; projected recurring revenue from customer retention rates; and projected cost savings are each forward-looking statements. See “Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements” in the Company’s most recently filed periodic reports on Form 10-K and Form 10-Q and subsequent filings. The Company undertakes no obligation to update or revise any of the forward-looking statements contained herein, whether as a result of new information, future events or otherwise, or with respect to ongoing insurance recovery amounts.



THE DISCOVERY
SOLUTION ENGINE
FOR B2B COMMERCE



Discover to Inspire
Transactions to Deal-making
Vendor Searching to Curation
Networking to Bonding
Knowledge to Thought Leadership



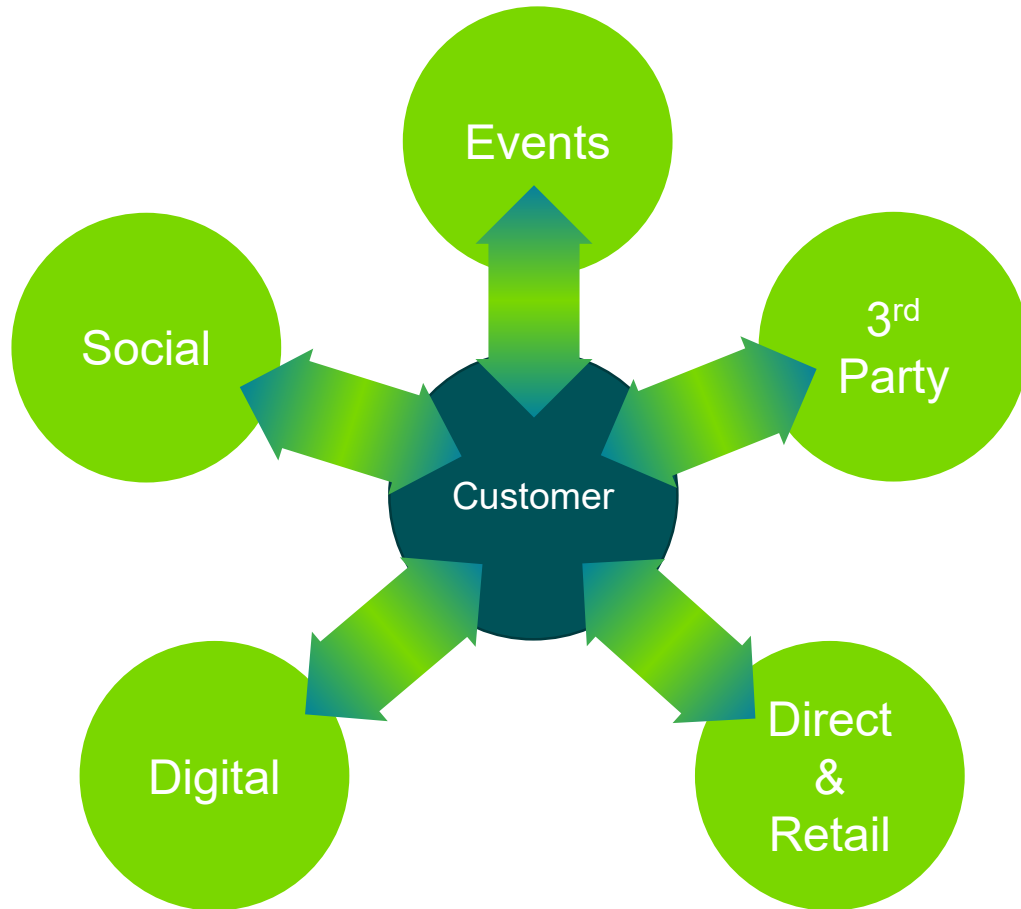
How do we help today's
traditional B2B?

B2B Commerce is Evolving

Emerald is uniquely positioned to enable frictionless omni-channel B2B commerce



Traditional unidirectional model is transforming to an integrated multi-directional omni channel B2B experience



- High acquisition cost and channel specific investments
- Limited buyer insight, and limited to buying channel
- Fragmented, disjointed, ad hoc experience and access



- Maximize investment across channels
- Multi-directional Buyer/Seller Dynamic increase overall transaction value
- Deep Buyer & Seller insights power "matching" and commercial opportunities

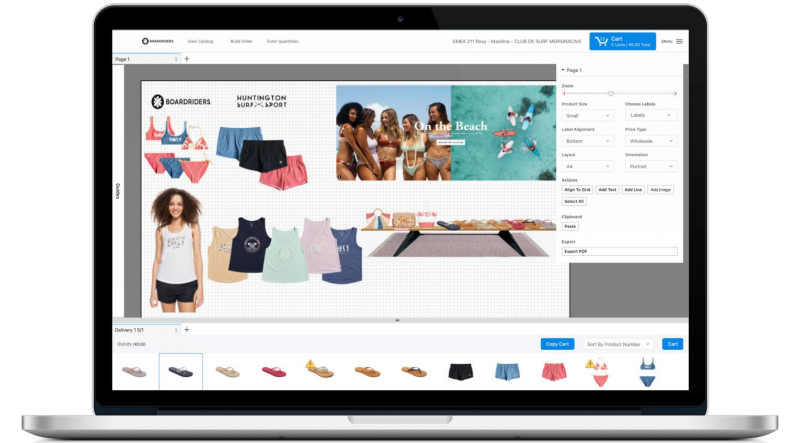
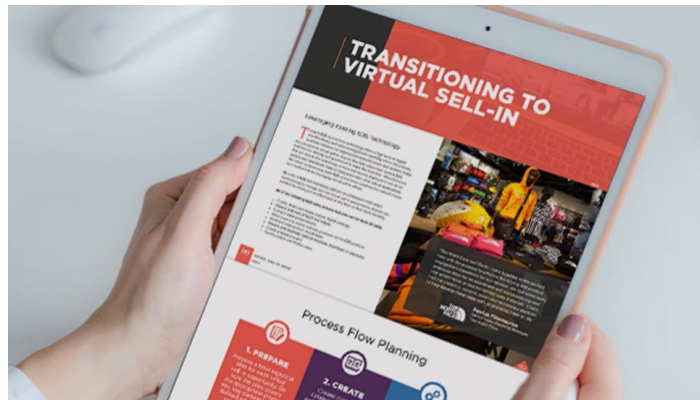
Rethink, Reframe, & Reconnect How to Bring B2B People Together

A changing workforce and evolving work styles require a new approach



Emerald's Proprietary Building Blocks

150+ Events | 1.9MM Active Customers | 15MM Website Visitors



Events

- F2F and optimized digital formats
- Industry-specific opt-in database
- Data-driven customer journey
- 365-day engagement

Content

- Content that is industry specific, customizable and personalized to the customer journey
- Content syndication channels
- Buyer & Seller profiles & personas

Digital Market

- Fully branded ecommerce platform
- Buying process aligned with customer journey
- Relevant products featured during order process
- Increased customer satisfaction

The Emerald Technology Stack

Proprietary solutions paired with technology partnerships uniquely position Emerald



Immersive Engagement



Face-2-Face



Always-On

User Experience



Augmented Expos



Augmented Talks

eCommerce

Transaction and
Subscription Engine



3D Virtual Showrooms

Sentiment and Context

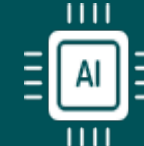


Customer Data Hub



Intent & Demographic

SmartTech



AI Recommendations



Matchmaking

Content and Event Management



Remote Live



Remote On-demand

Core Services



Attendee Live



Content Management

The Emerald “Discovery Solution Engine”

Support customers from the time they engage with our content to the time they walk our event floors and beyond



We are leveraging our proprietary assets to create a repeatable and scalable B2B commerce platform

Attendees
seek Inspiration

Discovery Solution Engine

Deeply Immersive Shared Experiences
Live, Remote Live, & Remote On Demand Way to Meet | Learn | Transact

Year-Round Brand Driven Content
Transaction & Subscription Engine

Exhibitors
seek leads

Rethink, Reframe, & Reconnect How to Bring B2B People Together

The new workforce and work styles require a new approach



Emerald's NEW Capabilities

Discovery Solution Engine

- Data-driven understanding of customers' unique needs and expectations
- Generational-based preferences
- Insight into the transaction moment unlocking preferences and purchase intent
- Predictive modeling and machine learning to inform meet, learn, transact recommendations

AI Recommendations

Emerald's Building Blocks

150+ Events | 1.9MM Active Customers | 15MM Website Visitors

Events



- F2F and optimized digital formats
- Industry-specific opt-in database
- Data-driven customer journey
- 365-day engagement

Content



- Industry specific, customizable and personalized to the customer journey
- Content syndication channels

Elastic Digital Market



- Fully branded ecommerce platform
- Buying process aligned with customer journey
- Relevant products featured during order process
- Increased customer satisfaction
- Sales teams serve more accounts in less time, all while bringing more value

Outcomes

- Build awareness
- Reach the right prospects
- Generate qualified leads
- Generate meetings

Qualified and Ready to Purchase

- Educate and build buyer intelligence
- Generate opportunities that lead transactions
- Access contracts with open POs
- Enable repeat transactions

- Improved NPS scores
- Customer acquisition growth
- Improved retention
- Increased cross-selling

Levers of Discovery Solution Engine Growth



Two groups of metrics measuring Immersive Experiences & Business Results will drive Emerald's growth engine

Community
Engagement

X

B2B Business
Value

=

Discovery Engine
Growth

Engagement
Performance
Levers

CONTENT

- Total Impressions
- Leads
- Content-to-Event Attendance Conversion (Digital or Live)

DIGITAL EVENTS

- Total Attendees
- Leads/Digital Attendee
- Impact (NPS)
- Digital-to-Live Conversion

LIVE EVENTS

- Total Attendees
- Leads/Live Attendee
- Impact (NPS)

B2B
Performance
Levers

TOTAL GENERATED LEADS

- Total Attendees
- Total Leads
- Lead Capture Rate

DIGITAL EVENTS

- Lead Conversion Rate
- Total Transactions
- Transaction Value/Customer

Two Simple Goals

Emerald's growth strategy is embodied in two main goals



Execute Discovery Engine 1

Outside Focus

- Expand Brand Offering
- Fit-for-Purpose Digitization
- Intent & Demographic Recommendations
- The Impossibly Easy Way to Meet, Learn, Transact
- 365-day Demand Generation

2 Maximize Value of Operations and Expand Offerings

Customer Centricity

- SmartTech Holistic Customer Database
- 3-year Brand Operating Plans Across Portfolio
- Value-Based Pricing Structure

365-day Engagement

- 365-day Customer Engagement & Scaled B2B Marketplace
- Increased Cadence of Online and Hybrid Events

Portfolio Optimization

- Emerald Xcellerator & Targeted Accretive M&A

Inside focus



▼ Insurance Update

Summary of Emerald's Event Cancellation Policy and Coverage



- **Insurance Policy Coverage**: As previously disclosed in recent SEC filings, Emerald maintains event cancellation insurance to protect against losses due to the unavoidable cancellation, postponement, relocation and enforced reduced attendance at events.
 - **COVID-19 included; Confirmation of Coverage**: Importantly, Emerald is insured for event cancellation caused by the outbreak of communicable diseases, such as COVID-19, when the cancellation arises for reasons within the scope of the policy. Emerald has received positive confirmation from the insurers that the initial 2020 event claims submitted are within the scope of the policy.
 - **Substantial policy limits in each of 2020 and 2021**: Primary event cancellation policy covers up to an aggregate limit of \$191.1 million in 2020, and \$191.4 million in 2021, if losses arise for reasons within the scope of the policy. In addition, Emerald maintains a separate event cancellation insurance policy for the Surf Expo Summer 2020 and Surf Expo Winter 2021 shows, with respective coverage limits of \$6 million and \$7.7 million.
 - **Additional terms**: No deductible; policy covers the unavoidable cancellation, postponement, or relocation of an event as well as the impact of enforced reduced attendance.

Update on Emerald's Event Cancellation Policy and Coverage



- **Active Claims Processing Ongoing; Substantial Payments to Date by Insurers**

- Claims Submissions: Emerald continues to process claims for each event cancelled or impacted to date by circumstances related to the COVID-19 pandemic in 2020 and 2021.
 - For events impacted or cancelled in 2020, submitted claims representing an aggregate of \$167.4 million of losses.
 - For events impacted or cancelled in 2021, to date Emerald submitted claims representing an aggregate of \$52.9 million of losses. We will also actively pursue claims for additional events originally scheduled to take place in the first half of 2021 but have been cancelled or otherwise impacted.

These claims are subject to review and adjustment, but if accepted in their entirety, would cover the lost profit contribution that was budgeted for the events submitted.

- Claim Payments to Date. Through April 30, 2021, Emerald has received interim claim payments of \$121.1 million in aggregate, with final claim amounts subject to ongoing claim adjustment review. Insurance claim proceeds will be recorded as Other Income in the Company's income statement.
- No assurance on final amount of insurance proceeds. While there is no assurance that the insurance carriers will agree that all of Emerald's claims submitted will be covered under the policy, as discussed previously we believe that substantially all claims relating to shows that have been cancelled or postponed due to COVID-19 to date should qualify as covered losses with respect to Emerald's event cancellation insurance given the similarity of facts and circumstances to the initial approved claims.

Pending Litigation Under Insurance Policies




- On February 22, 2021, Emerald filed a lawsuit in Federal District Court in California against its insurers under the Company's 2020 and 2021 event cancellation insurance policies. As of March 18, 2021, the insurers have not yet Answered the complaint.
- Emerald believes the insurers have acted in bad faith and failed to timely pay amounts due and owing on submitted claims.
- In the Complaint, Emerald seeks to enforce its rights under the insurance policies to receive proper and timely payments, and to receive the maximum applicable coverage for the 2020 and 2021 event cancellations.
- While there is no guarantee or assurance as to the outcome of this litigation, Emerald's management firmly believes that all events that have been impacted or cancelled to date due to the COVID-19 pandemic should qualify as covered losses under the event cancellation insurance policies and that the insurers have paid less than what is owed under the policies.

Insurance Illustrative Calculation



- **Calculation of Insurance Coverage; Illustrative Calculation:** Emerald’s policy provides coverage for the budgeted amount of gross revenues (less avoided costs but including certain costs relating to the taking of remedial action), for individual events and conferences occurring within a calendar year. An illustrative example of the application of this calculation is provided below
- Below is a theoretical example of an event with a budget of \$10,000 of gross revenue and \$5,000 of profit contribution
- In this scenario, there are \$5,000 of budgeted costs. Prior to cancellation, \$3,000 of actual costs were spent and incurred. Therefore, \$2,000 of costs were avoided. The illustration also assumes one-time costs for cancellation of contracts of \$200
- Therefore, the insurance claim is calculated at \$10,000 of budgeted gross revenue, minus the \$2,000 of costs avoided, plus \$200 of one-time costs. The net amount of this calculation is equal to \$8,200, which would be Emerald’s projected insurance claim recovery, to be applied against the \$191 million annual policy limit for the calendar year
- As the **Check** in the illustration indicates, this delivers the budgeted \$5,000 of profit contribution to Emerald

	<u>Budget</u>	<u>Sunk Costs</u>	<u>Claim</u>
+ Gross Revenue	10,000		10,000
- Cost of Sales	(5,000)	3,000	(2,000)
Profit Contribution Budgeted	5,000		
+ One-Time Costs Related to Cancellation or Postponement (Cancellation Fees, etc)			200
= Total Claim			8,200
Check			
Total Claim			8,200
- Sunk Costs			(3,000)
- One-Time Costs Related to Cancellation or Postponement (Cancellation Fees, etc)			(200)
= Profit Contribution Recovered Post Insurance Claim			5,000

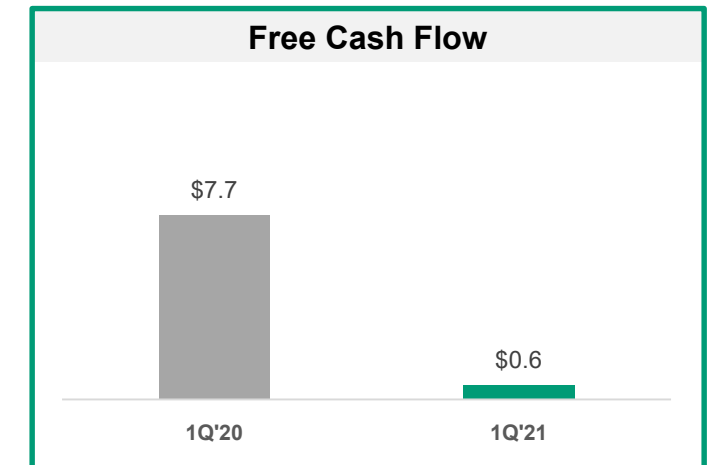
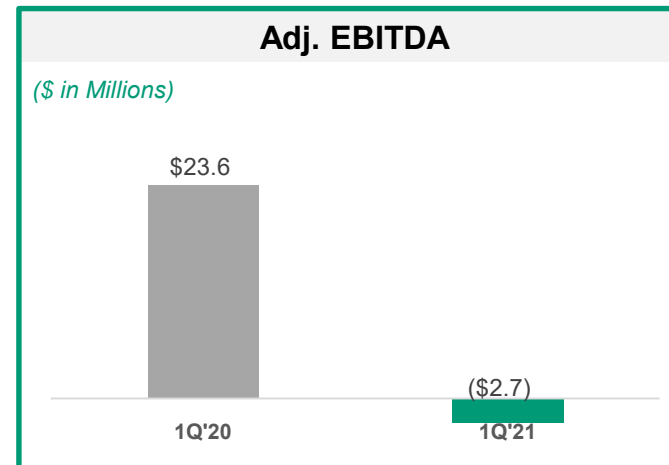
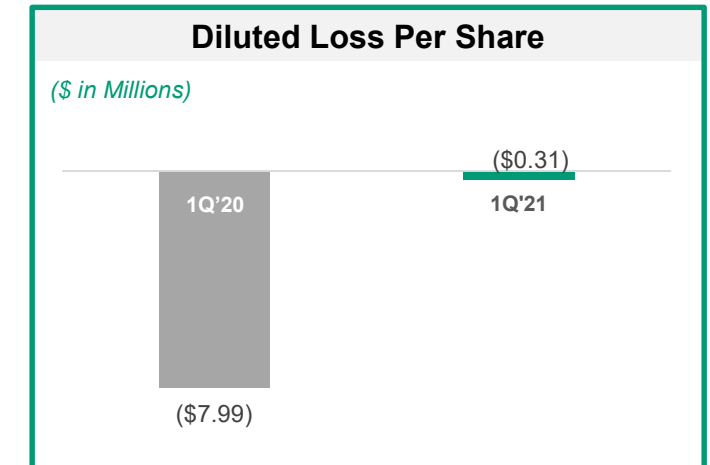
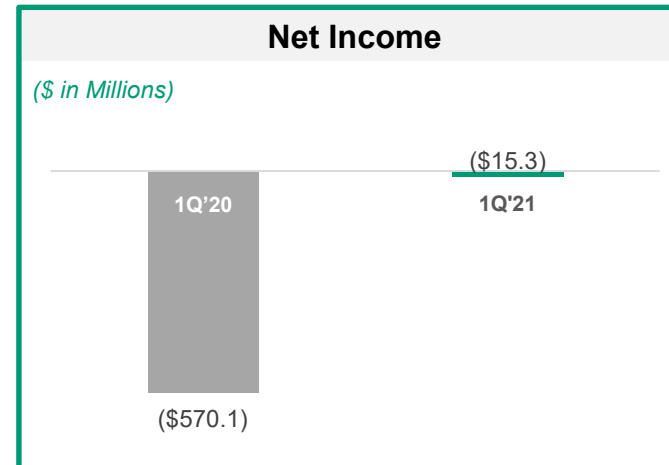


- ▼ First Quarter
2021 Financial
Results

First Quarter 2021 Highlights and Current Liquidity Position



- First quarter 2021 results negatively impacted by cancellations due to the COVID-19 pandemic
- Continue to focus on improving operational efficiencies across the company
- Subsequent to quarter end, acquired substantially all the assets of Sue Bryce Education, a member-based portrait photography education platform, and its affiliate, The Portrait Masters, an online photo education destination and conference.
- Cash on hand of \$293.6 million with zero revolver balance as of March 31, 2021
- Company remains well capitalized following capital raise with 1.6x net debt to Consolidated EBITDA leverage, providing ample cushion to make the right decisions for customers while continuing to invest in the Company



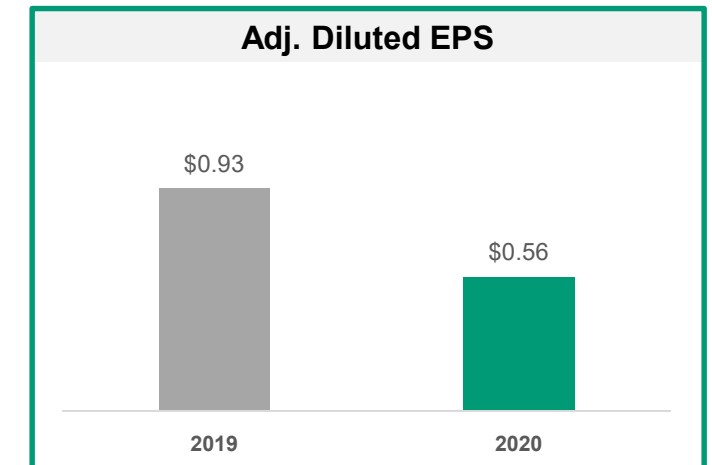
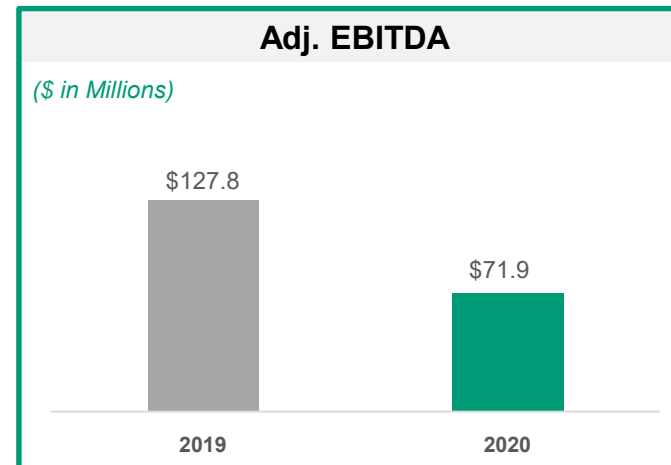
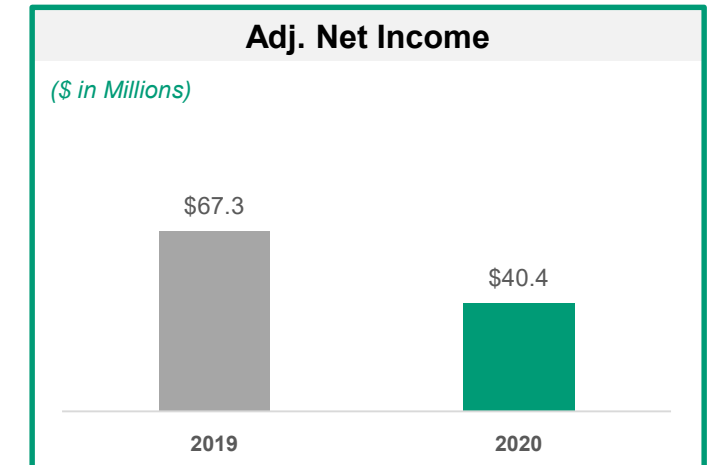
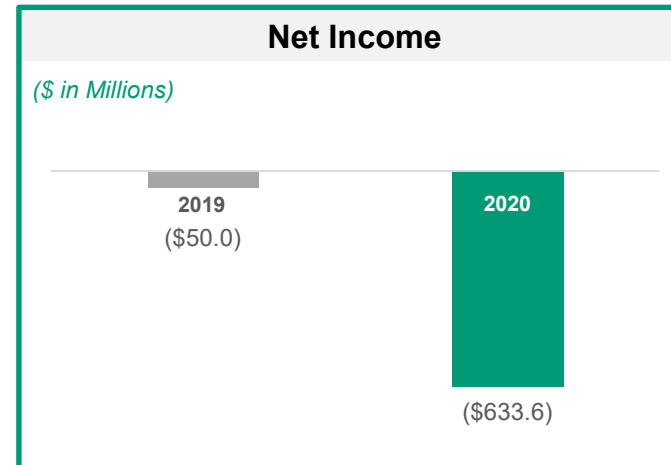
(1) See slide 21 of this presentation for a reconciliation of Adjusted EBITDA

(2) See slide 22 of this presentation for a reconciliation of Free Cash Flow

Full Year 2020 Highlights



- Full Year 2020 results negatively impacted by cancellations due to the COVID-19 pandemic
- Cancelled events contributed prior year revenue of \$230.6 million and Adjusted EBITDA of \$141.8 million
- The impact of event cancellations was partially offset by the recognition of \$107.0 million in Other Income related to event cancellation insurance claims proceeds confirmed or received in fiscal 2020
- In connection with impact of the COVID-19 crisis on the travel and events industry, Goodwill and Intangible Asset impairment charges totaling \$658.6 million were taken during 2020



(1) See slide 23 of this presentation for a reconciliation of Adjusted Net Income

(2) See slide 21 of this presentation for a reconciliation of Adjusted EBITDA

(3) See slide 24 of this presentation for a reconciliation of Adjusted Diluted EPS



▼ Appendix

UNAUDITED RECONCILIATION OF NET LOSS TO ADJUSTED EBITDA

	Three Months Ended March 31,		Year Ended December 31,	
	2021	2020	2020	2019
	(dollars in millions) (unaudited)			
Net (loss) income	\$ (15.3)	\$ (570.1)	\$ (633.6)	\$ (50.0)
Add (deduct):				
Interest expense	4.0	6.7	20.6	30.3
Provision for (benefit from) income taxes	(8.3)	(54.8)	(57.6)	(5.0)
Goodwill impairment charges ⁽¹⁾	-	564.0	603.4	69.1
Intangible asset impairment charges ⁽²⁾	-	59.4	76.8	17.0
Depreciation and amortization	11.8	12.8	48.6	52.0
Stock-based compensation	3.0	1.6	6.7	7.7
Deferred revenue adjustment	0.9	-	-	0.3
Other items ⁽³⁾	1.2	4.0	7.0	6.4
Adjusted EBITDA	<u>\$ (2.7)</u>	<u>\$ 23.6</u>	<u>\$ 71.9</u>	<u>\$ 127.8</u>

⁽¹⁾ For the three months ended March 31, 2021 and 2020, represents non-cash charges of zero and \$564.0 million, respectively, for goodwill in connection with the Company's interim testing of goodwill for impairment.

⁽²⁾ Intangible asset impairment charges for the three months ended March 31, 2020 represent non-cash charges of \$46.2 million and \$13.2 million for certain indefinite-lived intangible assets and certain definite-lived intangible assets, respectively, in connection with the Company's interim testing of intangibles for impairment.

⁽³⁾ Other items for the three months ended March 31, 2021 included: (i) \$0.2 million in transaction costs in connection with the PlumRiver LLC and EDspaces acquisitions; (ii) \$0.6 million in non-recurring legal, audit and consulting fees and (iii) \$0.4 million in expense related to the remeasurement of contingent consideration. Other items for the three months ended March 31, 2020 included: (i) \$0.5 million in transaction costs in connection with certain acquisition transactions and (ii) \$3.5 million in transition costs, including one-time severance expense of \$1.9 million, and acquisition integration costs.

UNAUDITED RECONCILIATION OF NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES TO FREE CASH FLOW

	Three Months Ended March 31,		Year Ended December 31,	
	2021	2020	2020	2019
	(dollars in millions) (unaudited)			
Net Cash Provided by (Used in) Operating Activities	\$ 1.6	\$ 8.8	\$ (37.1)	\$ 67.8
Less:				
Capital expenditures	1.0	1.1	4.0	3.9
Free Cash Flow	<u>\$ 0.6</u>	<u>\$ 7.7</u>	<u>\$ (41.1)</u>	<u>\$ 63.9</u>

Adjusted Net Income



UNAUDITED RECONCILIATION OF NET (LOSS) INCOME TO ADJUSTED NET INCOME

	Three Months Ended December 31,		Year Ended December 31,	
	2020	2019	2020	2019
	(dollars in millions)			
	(share data in thousands, except per share data) (unaudited)			
Net (loss) income	\$ (58.1)	\$ (68.2)	\$ (633.6)	\$ (50.0)
Add (deduct):				
Stock-based compensation	2.5	1.6	6.7	7.7
Deferred revenue adjustment	-	0.1	-	0.3
Goodwill impairment charges ⁽¹⁾	39.4	59.8	603.4	69.1
Intangible asset impairment charges ⁽²⁾	17.4	-	76.8	17.0
Other items ⁽³⁾	1.2	0.8	7.0	6.4
Amortization of deferred financing fees and discount	0.4	0.3	1.5	1.4
Amortization of acquired intangible assets	11.0	12.1	46.0	49.6
Tax adjustments related to non-GAAP adjustments ⁽⁴⁾	(15.4)	(13.4)	(67.4)	(34.2)
Adjusted Net Income	<u>\$ (1.6)</u>	<u>\$ (6.9)</u>	<u>\$ 40.4</u>	<u>\$ 67.3</u>
Adjusted basic (loss) earnings per share	\$ (0.02)	\$ (0.10)	\$ 0.57	\$ 0.94
Adjusted diluted (loss) earnings per share	\$ (0.02)	\$ (0.10)	\$ 0.56	\$ 0.93
Basic weighted average common shares outstanding	71,413	71,349	71,431	71,719
Diluted weighted average common shares outstanding	71,413	71,349	71,485	72,555

⁽¹⁾ Represents non-cash goodwill impairment charges described in Note 1 to Schedule 2 above.

⁽²⁾ Represents non-cash intangible asset impairment charges described in Note 2 to Schedule 2 above.

⁽³⁾ Represents other items described in Note 3 to Schedule 2 above.

⁽⁴⁾ Reflects application of U.S. federal and state enterprise tax rate of 21.5% and 17.9% for the three months ended December 31, 2020 and 2019, respectively. For the year ended December 31, 2020, represents the application of U.S. Federal and state enterprise tax rate of 22.9% to non-goodwill impairment related items and the actual tax effect of non-cash goodwill impairment charges of \$603.4 million. For the year ended December 31, 2019, represents the application of U.S. Federal and state enterprise tax rate of 22.5%.

Adjusted Diluted Earnings



	Three Months Ended December 31,		Year Ended December 31,	
	2020	2019	2020	2019
	(dollars in millions)			
	(share data in thousands, except per share data) (unaudited)			
Net (loss) income and Comprehensive (loss) income attributable to Emerald Holding, Inc.	\$ (58.1)	\$ (68.2)	\$ (633.6)	\$ (50.0)
Accumulated accretion on 7% Series A Convertible Participating Preferred Stock	(7.1)	-	(14.1)	-
Net (loss) income and comprehensive (loss) income attributable to Emerald Holding, Inc. common shareholders	\$ (65.2)	\$ (68.2)	\$ (647.7)	\$ (50.0)
Weighted average common shares outstanding	71,413	71,349	71,431	71,719
Basic (loss) earnings per share	\$ (0.91)	\$ (0.96)	\$ (9.07)	\$ (0.70)
Net (loss) income and comprehensive (loss) income attributable to Emerald Holding, Inc. common shareholders	\$ (65.2)	\$ (68.2)	\$ (647.7)	\$ (50.0)
Diluted effect of stock options	-	-	-	-
Diluted weighted average common shares outstanding	71,413	71,349	71,431	71,719
Diluted (loss) earnings per share	\$ (0.91)	\$ (0.96)	\$ (9.07)	\$ (0.70)