

THOMSON REUTERS

2018 FIRST-QUARTER RESULTS

May 11, 2018

Agenda

Welcome / Introduction

Frank Golden

First Quarter 2018 Highlights

F&R Strategic Partnership with Blackstone

Jim Smith

Financial Review

Stephane Bello

Q & A



Special Note

Safe Harbor / Forward-Looking Statements

This presentation consists of these slides and the associated remarks and comments, which are related and intended to be presented and understood together.

Certain statements in this presentation and discussion are forward-looking, including, but not limited to, the company's 2018 outlook and statements regarding the timing for closing of the Financial & Risk transaction, the company's anticipated uses of proceeds from the transaction, the anticipated benefits of the proposed strategic partnership with Blackstone, future growth and efficiency opportunities for Financial & Risk and Thomson Reuters' Legal, Tax & Accounting and Reuters News businesses, and Corporate costs. These forward-looking statements are based on certain assumptions and reflect the company's current expectations. As a result, forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations. Some of the factors that could cause actual results to differ materially from current expectations are discussed in the "Risk Factors" section of our 2017 annual report as well as in other materials that we from time to time file with, or furnish to, the Canadian securities regulatory authorities and the U.S. Securities and Exchange Commission. There is no assurance that a transaction involving all or part of the Financial & Risk business will be completed or that any other forward-looking statements will materialize. You are cautioned not to place undue reliance on forward-looking statements, which reflect expectations only as of this date. Except as may be required by applicable law, we disclaim any intention or obligation to update or revise any forward-looking statements. Our outlook is provided for the purpose of providing information about current expectations for 2018. This information may not be appropriate for other purposes.

This presentation and discussion does not constitute an offer to purchase, or a solicitation of an offer to sell, securities of the company, nor is it a substitute for any substantial issuer bid/tender offer documents that may be filed in the future with the Canadian securities regulatory authorities or the U.S. Securities and Exchange Commission.

Non-IFRS Financial Measures

This presentation contains disclosures of certain non-IFRS financial measures. These measures include adjusted EBITDA and the related margin, free cash flow, adjusted earnings and adjusted EPS and selected measures before the impact of currency.

Please see our earnings release dated May 11, 2018, which is available on <u>www.thomsonreuters.com</u>, for a reconciliation of each of these measures to the most directly comparable IFRS financial measure. You can also find IFRS reconciliations in the "Investor Relations" section of our website.



THOMSON REUTERS FIRST-QUARTER 2018 HIGHLIGHTS

JIM SMITH PRESIDENT & CEO



Q1 2018 – Consolidated Results

(Excludes Financial & Risk which is now classified as a discontinued operation)

	Reported	Change at Constant Currency
Revenues vs prior-year period	Up 4%	Up 3%
Adjusted EBITDA	Up 4%	Up 3%
Q1 2018 Margin: 31.2%	Unchanged	Unchanged
Adjusted EPS	Up 12%	Up 12%
Q1 2018: \$0.28	<i>Up \$0.03</i>	<i>Up \$0.03</i>



F&R STRATEGIC PARTNERSHIP UPDATE

JIM SMITH
PRESIDENT & CEO



A Transformational Partnership

- Blackstone will be a <u>strategic partner</u> that is well positioned to accelerate Financial & Risk's progress
- Repositions our financial services business for growth in a consolidating industry
 - A platform to build upon
- Blackstone is uniquely positioned to:
 - Identify & shape trends in the financial services industry
 - Navigate ongoing industry consolidation
 - Bring deep operational expertise with proven ability to execute
 - Drive further efficiencies in our financial business
- Blackstone provides customers and investors with assurance that our financial business has the capacity and ability to compete in a rapidly evolving marketplace
- Thomson Reuters retains significant stake with upside potential



Update on Financial & Risk's Strategic Partnership

Regulatory Approval Progress

- Antitrust/Competition process is moving forward around the world received HSR early termination
- Financial regulatory process is also moving forward in the UK, US and in other countries

Operational Progress

- Employees notified of business allocation for post-closing
- In process of allocating costs and other resources to each business by end of Q2
- Finalizing separation and stranded costs to minimize / eliminate

Financing Structure

Blackstone is planning to raise \$13.5 billion in debt financing

On Target To Close Deal In Second-Half of 2018



2018 F&R Transaction Timeline

Transaction Announced Notified of Allocation



Major Second Half

Milestones

- Transaction Closes
- Tender Offer / Substantial Issuer Bid
- Debt Redemptions
- **Investor Day**

Jan 🧪 Feb 🤝 Mar 💙 Apr 💙 May 💙 Jur

Second Half



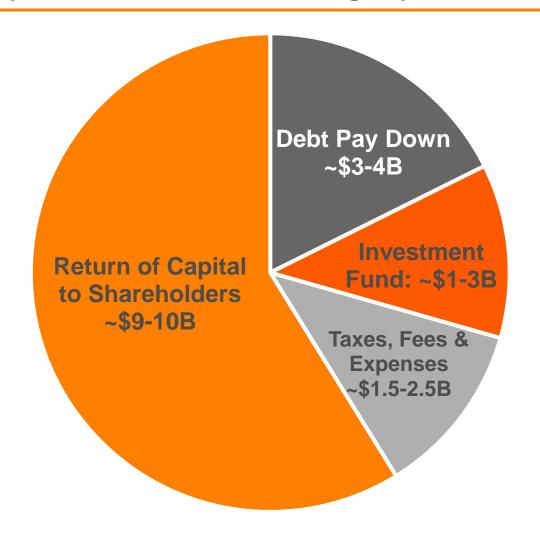
Major Pre-Closing : Activities

- Regulatory filings required to close the transaction
- Employee consultations around the world
- Separation planning: (HR, Technology, Operations, Real Estate, Finance, etc.)
- Legal entity restructuring
- Customer, supplier, partner readiness
- Transition services planning



Expected Use of Proceeds from Sale of 55% of F&R

\$17 billion of cash proceeds allocated to future growth investments, maintaining a strong capital structure and returning capital to shareholders



Thomson Reuters - Transitioning to Position for Growth



Separate

Separate F&R & TR for Day 1

- 47,000 employees/86 countries
 - 27,000 TR /20,000 F&R
- Hundreds of legal entities transfer to F&R
- 1,400 suppliers/New contracts
- 10,000 servers, networks, shared systems & other operational technology
- Prepare for TSAs



Reposition

Build a Customer-Centric Operating Model

- Integrated operating model
 - Innovate vs. replicate
 - Virtualize & move to cloud
 - Standardize & systemize
- Realign the cost base for a smaller organization
- Focused location strategy
- Align talent strategy & invest in new skills to drive growth



Grow

Digital-First Company to Drive Growth

- Cohesive go-to-market approach -Common commercial offerings & business systems
- Increase focus on corporate customers/market
- Build a digital customer experience & channel for smaller-sized tax & legal firms
- Improve analytics to drive deeper customer insights & sales

Achieve a seamless transition



Unlock customer value, drive agility & accelerate growth



Targeting mid-single digit growth



FINANCIAL REVIEW

STEPHANE BELLO CHIEF FINANCIAL OFFICER

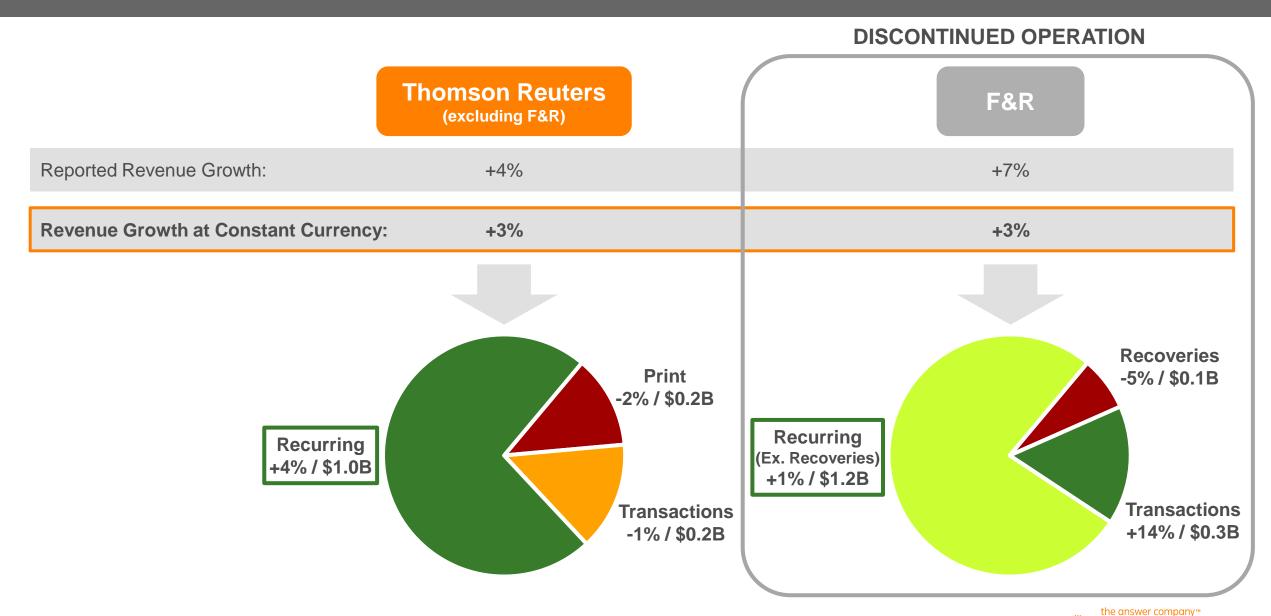


Consolidated Results

(Excludes Financial & Risk which is now classified as a discontinued operation)

(\$ millions)	First-Quarter			
	2018	2017	<u>Change</u>	Change Before Currency
Revenues	1,379	1,331	+4%	+3%
Adjusted EBITDA	430	415	+4%	+3%
Adjusted EBITDA Margin	31.2%	31.2%	0 bp	0 bp

Q1 2018 Results



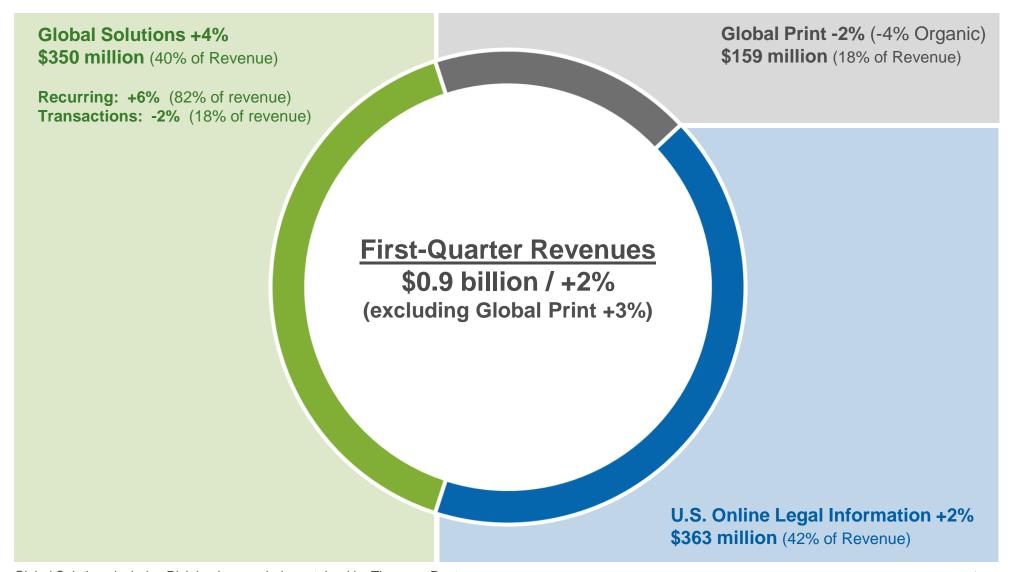
Legal

(\$ millions)	First-Quarter			
	2018	2017	<u>Change</u>	Change Before Currency
Revenues	872	841	+4%	+2%
Recurring	637	604	+5%	+4%
Transactions	76	77	-1%	-1%
Print	159	160	-1%	-2%
Adjusted EBITDA	319	314	+2%	+1%
Adjusted EBITDA Margin	36.6%	37.3%	-70 bp	-50 bp

All figures include Risk products being retained by Thomson Reuters



Legal Revenue By Segment



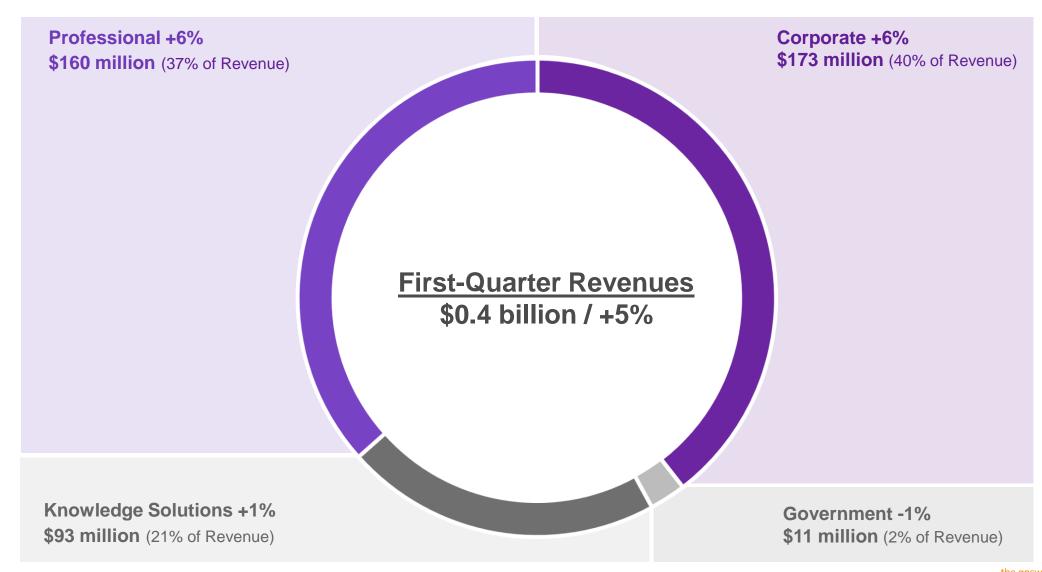


Tax & Accounting

(\$ millions)	First-Quarter			
	<u>2018</u>	2017	Change	Change Before Currency
Revenues	437	417	+5%	+5%
Recurring	310	288	+8%	+8%
Transactions	114	115	-1%	-1%
Print	13	14	-7%	-7%
Adjusted EBITDA	147	141	+4%	+5%
Adjusted EBITDA Margin	33.6%	33.8%	-20 bp	+10 bp



Tax & Accounting Revenue By Segment





Reuters News

(Does not include Financial & Risk payment of \$325m annually)

(\$ millions)	First-Quarter			
	2018	2017	<u>Change</u>	Change Before Currency
Revenues	72	74	-3%	-7%
Adjusted EBITDA	8	13	-38%	-38%
Adjusted EBITDA Margin	11.1%	17.6%	-650 bp	-590 bp



Financial & Risk (Discontinued Operation)

(\$ millions)	First-Quarter			
	2018	2017	Change	Change Before Currency
Revenues	1,583	1,485	+7%	+3%
Recurring ex. Recoveries	1,212	1,150	+5%	+1%
Transactions	252	215	+17%	+14%
Recoveries	119	120	-1%	-5%
Adjusted EBITDA	526	461	+14%	+9%
Adjusted EBITDA Margin	33.2%	31.0%	+220 bp	+200 bp
Capital Expenditures	108	105	3%	
Free Cash Flow ⁽¹⁾	91	(44)	N/M	
Debt Outstanding	N/A	N/A	N/A	

All figures exclude Risk products being retained by Thomson Reuters



^{(1) 2017} Free Cash Flow negatively impacted by \$54M of payments related to Q4-16 Charge, 2018 impact \$2M

ADJUSTED EARNINGS PER SHARE FREE CASH FLOW



Adjusted Earnings Per Share (EPS)

(\$millions except per share amounts and share count)	First-Quarter		
	2018	Change	% Change
Adjusted EBITDA	\$430	\$15	
Depreciation & Computer Software Amortization	(\$128)	(\$4)	
Interest Expense	(\$78)	\$14	
Income Tax	(\$26)	(\$8)	
Dividend declared on preference shares	(\$1)	\$0	
Adjusted Earnings	\$197	\$17	
Adjusted EPS	\$0.28	\$0.03	+12%
Currency Impact	(\$0.00)		
Diluted Weighted Average Common Shares	711.5		



Consolidated Free Cash Flow

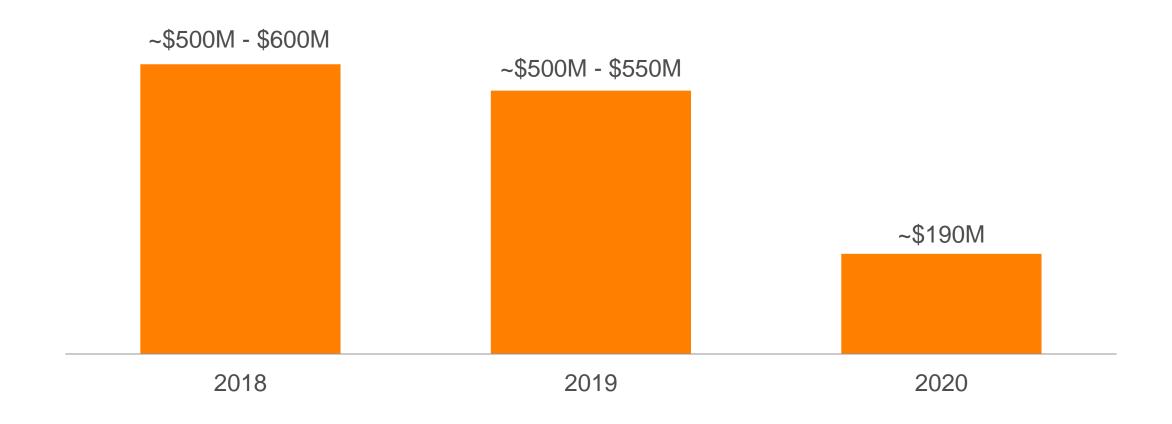
(\$ millions)		First-Quarter	
	2018	<u>2017</u>	<u>Change</u>
Comparable Free Cash Flow (Continuing Operations)	\$30	\$32	(\$2)
Other Items (Q4-16 Charges paid and 2017 \$500m pension contribution)	\$1	\$532	(\$531)
Free Cash Flow (Continuing Operations)	\$29	(\$500)	\$529
Free Cash Flow – IP & Science	\$0	(\$41)	\$41
Free Cash Flow – Financial & Risk	\$91	(\$44)	\$135
Free Cash Flow	\$120	(\$585)	\$705



2018 OUTLOOK

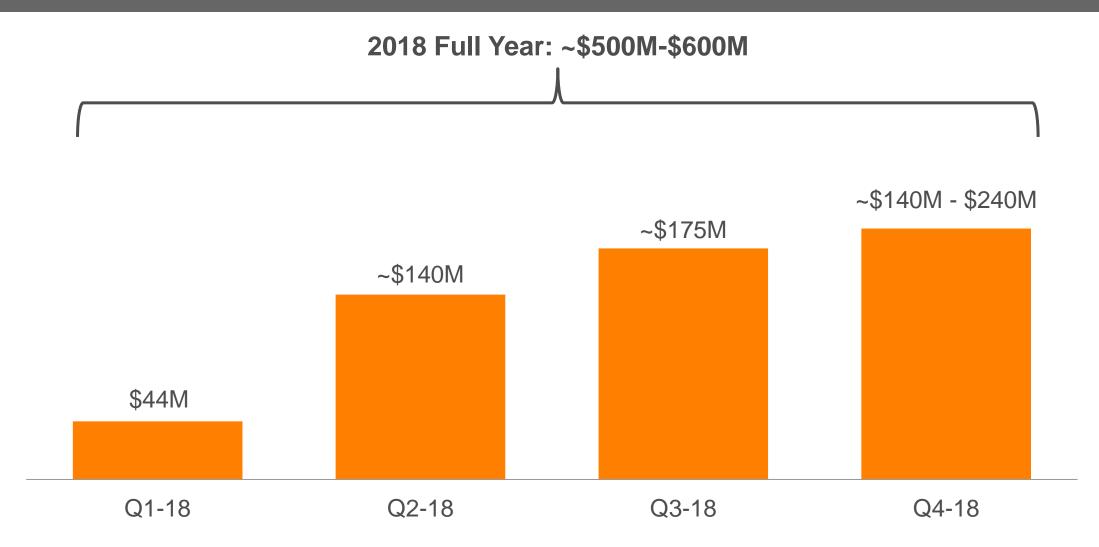


Anticipated Phasing of Corporate Costs





Anticipated Corporate Costs By Quarter





2018 Outlook

	Thomson Reuters Restated 2017 (excluding F&R)	2018 Outlook ⁽¹⁾ Before Currency
Revenue Growth	\$5.3 billion	Low single digit ⁽²⁾
Adjusted EBITDA	\$1.6 billion	\$1.2 - \$1.3 billion
Corporate Costs	\$244 million	\$500 million - \$600 million
Depreciation & Amortization of computer software	\$496 million	\$500 million - \$525 million
Capital Expenditures % of Revenue	9.9%	In line with 2017
Interest Expense (P&L)	\$358 million	H1: ~\$165 million H2: to be determined by close date
Effective Tax Rate on Adjusted Earnings	11.4%	14 - 16%

^{(1) 2018} Outlook is before currency



⁽²⁾ Revenue Growth Outlook excludes the impact of Reuters News payment from Financial & Risk post transaction close

Conclusion

- Encouraging start to the year
 - Each business off to a good start
- Focused on closing the F&R transaction in second-half & quickly re-positioning "New TR"
- Working to expand our positions & accelerating growth in Legal, Tax & Accounting & Regulatory
 - Well capitalized with significant capacity for organic and inorganic investment
 - \$1-3 billion investment fund
 - Net leverage <2x
 - Targeting selective acquisitions within our core market segments to enhance position and accelerate growth
 - Ability to accelerate operational improvements in Business Units and ET&O organization
 - Sales & Service improve digital and analytical capabilities to drive growth
 - Exploit digital channels to improve penetration of small law and accounting firms
 - Further target the fast growing corporate customer segment



Q&A

