

GANNETT

Q1 2022 Earnings

May 5, 2022

Disclaimer and Notes

In General. This disclaimer applies to this document and the verbal or written comments of any person presenting it. This document, taken together with any such verbal or written comments, is referred to herein as the "Presentation." Gannett Co., Inc. is referred to in this Presentation as "Gannett," "we," "us," "our" or the "Company".

Cautionary Statement Regarding Forward-Looking Statements. Certain items in this Presentation may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, but not limited to, statements regarding our business outlook, digital revenue performance and growth, growth in our Digital Marketing Solutions segment, growth of and demand for our digital-only subscriptions and digital marketing and advertising services, any future share repurchases, including under our stock repurchase program, our expectations regarding our free cash flows, revenues, income attributable to Gannett, same-store revenues, cash flows, and our net leverage, expectations regarding our growth rate and inflection point, including growth in revenues and Adjusted EBITDA, our ability to create long-term stockholder value, our expectations, in terms of both amount and timing, with respect to debt repayment, our expected capital expenditures, our strategy, our environmental, social, and governance goals, our ability to achieve our operating priorities, growth of our average revenue per customer, our long-term opportunities, and future revenue trends and our ability to influence trends. Words such as "expect(s)", "intend(s)", "anticipate(s)", "seek(s)", "estimate(s)", "believes(s)", "will", "target," "outlook" and similar expressions are intended to identify such forward-looking statements. These statements are based on management's current expectations and beliefs and are subject to a number of risks and uncertainties. These and other risks and uncertainties could cause actual results to differ materially from those described in the forward-looking statements, many of which are beyond our control. The Company can give no assurance its expectations will be attained. Accordingly, you should not place undue reliance on any forward-looking statements contained in this Presentation. For a discussion of some of the risks and important factors that could cause actual results to differ from such forward-looking statements, see the risks and other factors detailed from time to time in the Company's most recent Annual Report on Form 10-K, our quarterly reports on Form 10-Q, and our other filings with the Securities and Exchange Commission. Furthermore, new risks and uncertainties emerge from time to time, and it is not possible for the Company to predict or assess the impact of every factor that may cause its actual results to differ from those contained in any forward-looking statements. Such forward-looking statements speak only as of the date of this Presentation. Except to the extent required by law, the Company expressly disclaims any obligation to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or change in events, conditions or circumstances on which any statement is based.

Past Performance. In all cases where historical performance is presented, please note that past performance is not a reliable indicator of future results and should not be relied upon as the basis for making an investment decision. This Presentation is not an offer to sell, nor a solicitation of an offer to buy any securities.

Non-GAAP Measures. This Presentation includes non-GAAP measures, such as Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted Net income (loss) attributable to Gannett, Free cash flow, and Same store revenues. See the "Appendix" in this Presentation for information regarding these non-GAAP measures, including reconciliations to the most directly comparable U.S. GAAP financial measure, except for forward looking non-GAAP measures where such reconciliation is not available without reasonable effort.

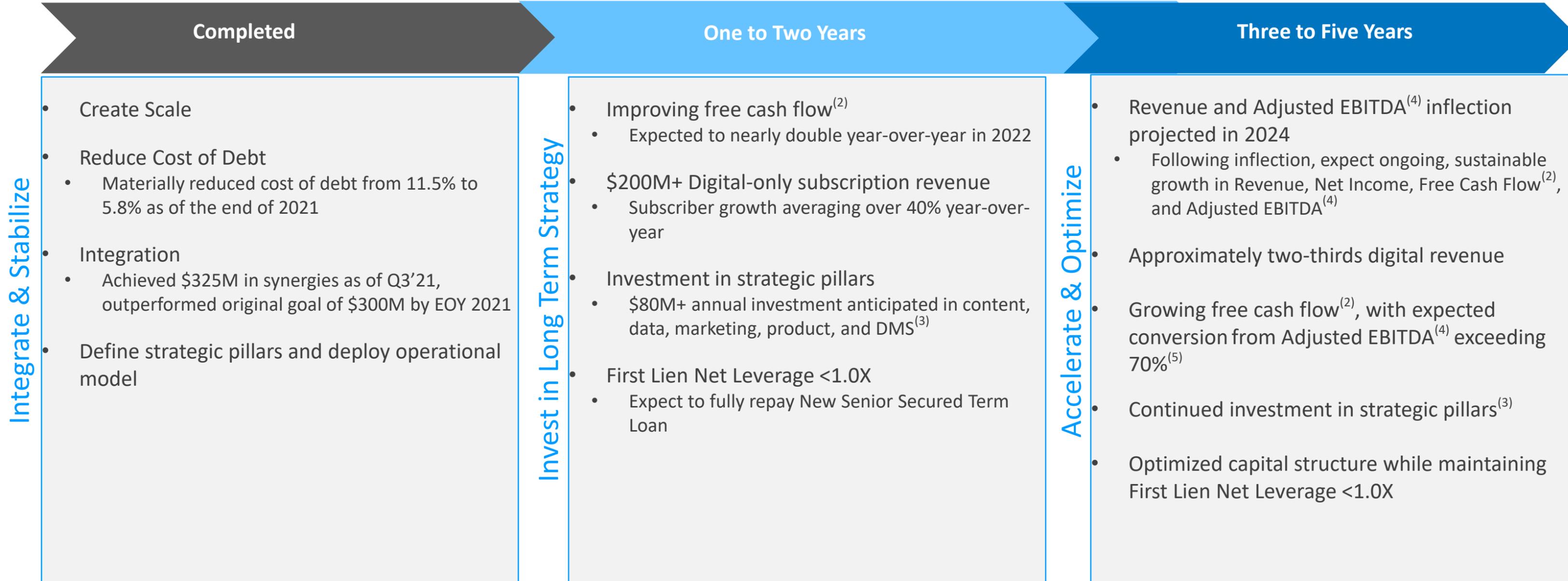
Gannett operates a **scalable, data-driven** digital media platform that is fully aligned with consumer and digital marketing trends.

We are a **subscription-led** and **digitally-focused** media and marketing solutions company that is committed to empowering communities to thrive.

Our strategy is focused on driving **audience growth** and **engagement** by delivering **deeper content experiences** to our consumers, while offering the products and **marketing expertise** our business partners desire.

The Inflection Point

Long-Term Growth Plan⁽¹⁾



1. Projections are based on Company estimates as of May 5, 2022 and are provided solely for illustrative purposes. Actual results may vary. The Company undertakes no obligation to update this information. Additionally, the Company's estimates do not factor in the impact of any future acquisitions or dispositions.

2. Free cash flow is a non-GAAP measure. See Appendix for definition of non-GAAP measures. Capital expenditures are assumed at \$40 million to \$45 million for full year 2022.

3. Annual investment of \$80M above 2021 expense expected in 2022; annual investment expected to increase on a go-forward basis during projection period.

4. Adjusted EBITDA is a non-GAAP measure. See Appendix for definition of non-GAAP measures and historical reconciliations.

5. Free cash flow conversion is calculated as free cash flow divided by Adjusted EBITDA.

Topline Stats: Growth Drivers

Local and National reach across U.S. and U.K. in Q1 2022

Accelerate digital-only subscriber growth

1.75M

Quarter End Digital-Only Subscribers

 44% Year-over-Year

191M

Average Monthly Unique Visitors

Drive digital marketing solutions (DMS) growth

\$107.3M

DMS Core Platform Revenues⁽¹⁾

 14% Year-over-Year

15.4K

Average monthly DMS Core Platform Customers⁽²⁾

Optimize traditional print business

1.8M

Total U.S. Quarterly Print Subscribers

136 Markets
Digital Saturday Initiative

Eliminated ~70 free print products
Optimization led to improved Adjusted EBITDA

Prioritize investments in growth businesses

\$11.7M

USA TODAY NETWORK Ventures Revenue

 83% Year-over-Year

115K

Total Quarterly Event Attendees

Build on inclusive and diverse culture



Published 2nd annual Inclusion Report and inaugural ESG Report⁽³⁾

1. Core platform revenue is defined as revenue derived from customers utilizing the Company's proprietary digital marketing services platform that are sold by either our direct or local market teams.
2. 17.2K total DMS customers including core platform and non-core customers.
3. The Inclusion Report was published in April 2022 and the ESG Report was published in March 2022.

Q1 2022 Results and Non-GAAP Highlights⁽¹⁾

GAAP Results

Total Operating Revenues

- **\$748.1M Total Operating Revenues**
 - Same store revenues⁽¹⁾ decreased 2.5%
- **\$251.1M Digital Revenues⁽²⁾**
 - 33.6% of Q1 2022 total revenues and up 9.7% compared to the prior year on a same store basis⁽¹⁾
 - Digital-only circulation revenues up 29.9% compared to the prior year quarter on a same store basis⁽¹⁾

Net Loss attributable to Gannett

- **\$3.0M**
 - Net loss decreased 97.9% compared to the prior year quarter where we incurred a loss of \$142.3M driven by loss on convertible notes derivative

Cash provided by operating activities

- **\$32.4M**
 - Seasonal benefit associated with accounts receivable collections

Non-GAAP Results⁽¹⁾

Adjusted EBITDA

- **\$64.2M Adjusted EBITDA**
 - Adjusted EBITDA fell \$36.3M compared to prior year quarter due to secular pressures of print revenue declines, coupled with the investment in our strategic pillars, and ongoing inflationary pressures
- **8.6% Adjusted EBITDA Margin**
 - Adjusted EBITDA margin reduced by 430 basis points

Adjusted Net Income attributable to Gannett

- **\$4.5M**
 - Decreased 69.3% compared to the prior year quarter, driven by strategic investments and rising delivery, fuel, and newsprint costs

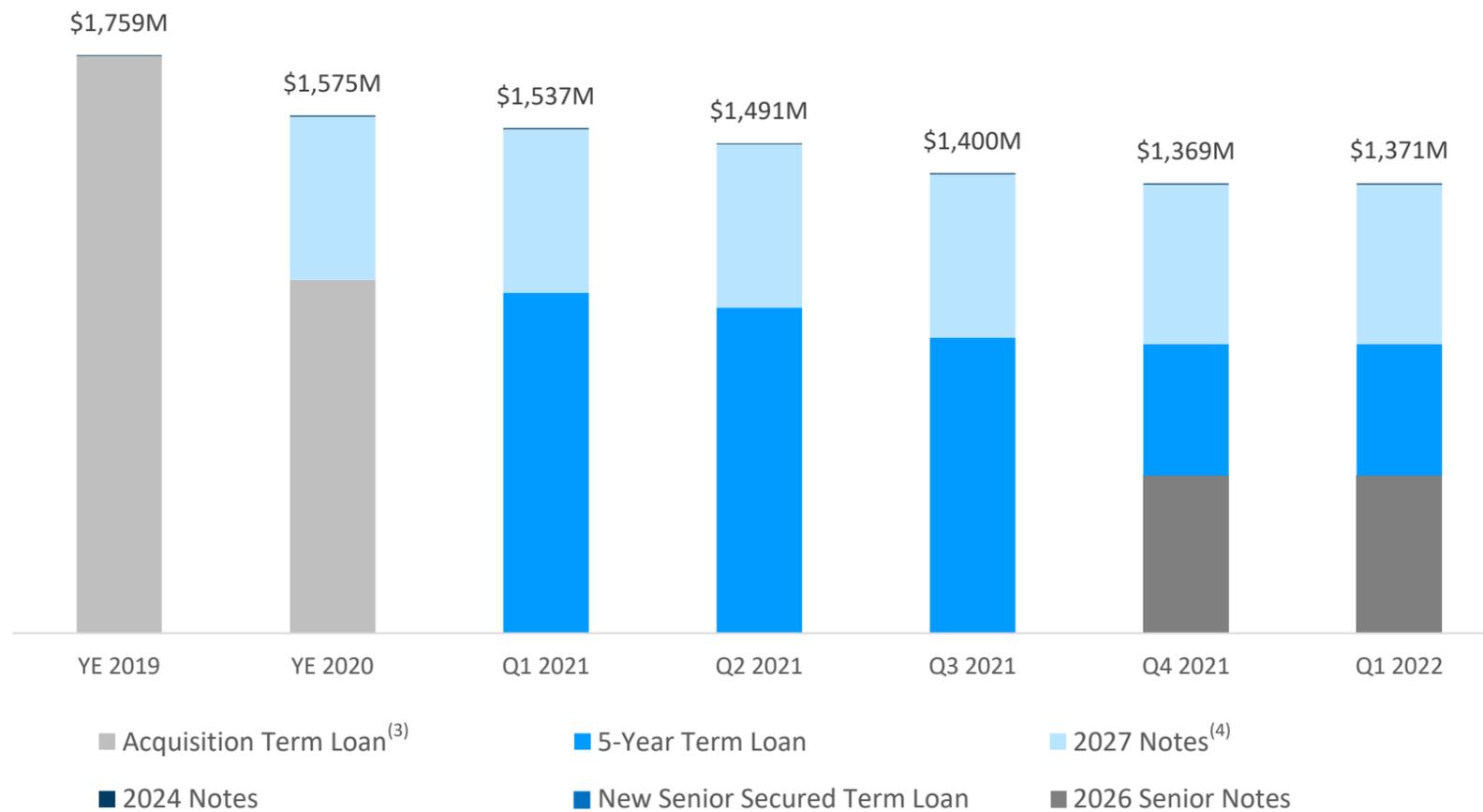
Free Cash Flow

- **\$21.7M**
 - 33.8% free cash flow conversion from Adjusted EBITDA

Balance Sheet and Liquidity

Q1 2022

Significant Debt Repayment



Q1 2022

- + Cash on the balance sheet of \$152.2 million at the end of Q1 2022
- + Total debt principal outstanding at March 31, 2022 of \$1.371 billion
 - Net leverage ratio⁽¹⁾ of 3.07x
 - First Lien Net leverage⁽²⁾ of 1.84x
 - Q1 2022 principal remaining on First Lien: \$882.1 million
- + Real estate and other asset sales expected to continue to accelerate debt paydown
 - Completed 12 real estate sales totaling \$18.1 million and 5 asset dispositions worth \$2.4 million
 - \$48 million of debt paydown from \$30.8 million of year-end excess cash and \$17.2 million of asset sales
 - Expect \$10 million of asset sales to close in Q2 2022
 - Increased 2022 asset sales target from \$50 million to \$60- \$70 million
- + In January, in connection with our share repurchase program, we added \$50 million to our New Senior Secured Term Loan and switched our variable rate from LIBOR to Adjusted Term SOFR
- + In March, repurchased \$22.5 million of our 6% first lien notes due November 1, 2026 (the “2026 Senior Notes”), without any fees or premiums, for an additional \$22.5 million of borrowing under our New Senior Secured Term Loan

1. Net leverage ratio is calculated by subtracting cash on the balance sheet from total debt and dividing it by Q1 2022 LTM Adjusted EBITDA.
 2. First Lien Net Leverage ratio is calculated by subtracting cash on the balance sheet from the sum of both the New Senior Secured Term Loan and the 2026 Senior Notes and dividing it by Q1 2022 LTM Adjusted EBITDA. 2027 Notes are second lien as of the completion of the Senior Secured Term Loan refinancing in October 2021.
 3. Acquisition Term Loan included ~\$234 million for settlement of the 2024 Notes; of which all but \$3.3 million elected for settlement on December 31, 2019.
 4. 2027 Notes are second lien as of the closing of the New Senior Secured Term Loan refinancing in October 2021.

Business Outlook⁽¹⁾

	Q2 2022 Outlook	Full Year 2022 Outlook
Revenues	\$780 to \$790M	\$3.1B to \$3.2B
Same store total revenues year-over-year ⁽²⁾⁽⁴⁾⁽⁵⁾	(3%) to (1%)	(2%) to +1%
Net income (loss) attributable to Gannett	~\$0	\$50M to \$70M
Cash provided by operating activities	~\$5M	\$205M to \$225M
Free cash flow (non-GAAP) ⁽³⁾⁽⁴⁾	(\$10M to \$5M)	\$160M to \$180M
Adjusted EBITDA ⁽²⁾⁽⁵⁾	\$80M to \$85M	\$380M to \$400M
Ending Digital-only subscribers	+1.85M	2.0M to 2.2M

1. Projections are based on Company estimates as of May 5, 2022 and are provided solely for illustrative purposes. Actual results may vary. The Company undertakes no obligation to update this information. Additionally, the Company's do not factor in the impact of any future acquisitions or dispositions.
2. Same store revenue and Adjusted EBITDA are non-GAAP measures. See Appendix for definition of non-GAAP measures and historical reconciliations.
3. Free cash flow is a non-GAAP measure. See Appendix for definition of non-GAAP measures. Capital expenditures are assumed at \$40 million to \$45 million for full year 2022. Figure does not include asset disposition proceeds which we estimate will be approximately \$60 million to \$70 million in 2022.
4. A reconciliation of non-GAAP outlook measures to corresponding GAAP measures is not available on a forward-looking basis without unreasonable effort due to the uncertainty of components of the GAAP measure that are indeterminable as of the date of this Presentation.
5. For forward-looking Same store revenues and Adjusted EBITDA, the reconciliation is unavailable because it would include forward-looking financial statements in accordance with GAAP that are unavailable without unreasonable effort. For these reasons, we use a projected range of the aggregate amount of certain items in order to calculate our projected non-GAAP Adjusted EBITDA outlook and our Same store revenues outlook. See Appendix.

Key Operating Pillars

First Quarter 2022 Update

Key Operating Pillars

Strong Opportunity for Creating Stakeholder Value

Accelerate digital subscriber growth

- + 2025 outlook of 6 million digital-only subscriptions, inclusive of new offerings tailored to specific users
- + Anchored on high-quality, original, impactful journalism and premium content experiences

Drive digital marketing services (DMS) growth

- + Significant digital scale
- + Leverage integrated sales structure and lead generation strategy to grow customer base
- + Data and insights inform new and dynamic marketing products and services

Optimize traditional print business

- + Structural changes to improve longer term performance of the portfolio
- + Print advertising continues to offer a compelling branding opportunity across our U.S. and U.K. operations

Prioritize investments in growth businesses

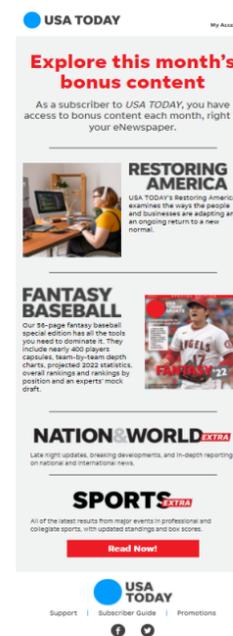
- + Identify, test, and invest in opportunities for growth
- + Examples include:
 - USA TODAY NETWORK Ventures (Events + Promotions)
 - Reviewed.com
 - Sports Betting / Gaming Partnership Opportunity

Build on inclusive & diverse culture

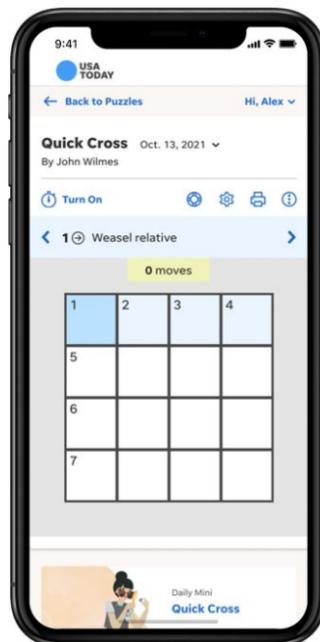
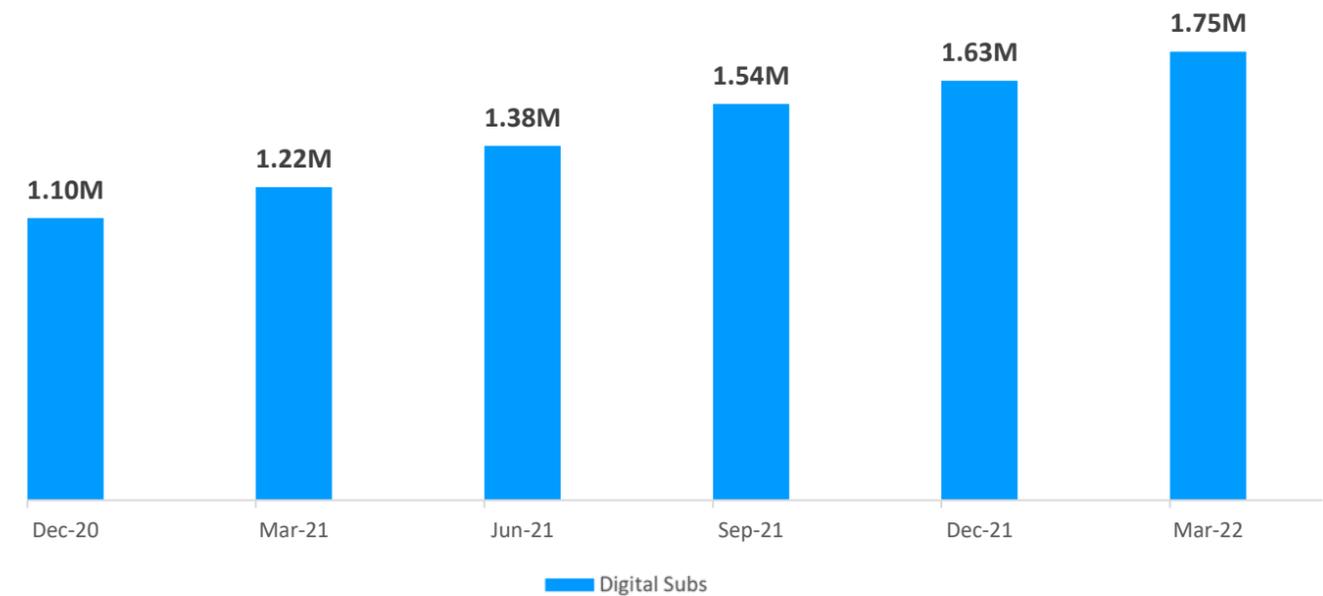
- + Progress toward stated 2025 workforce diversity goals
- + Align our culture around empowering our communities to thrive and putting our customers at the center of everything we do

Pillar One: Accelerating Digital Subscriptions

Driving growth through trusted and unbiased content, data analytics, and improved product experience



Digital-only Subscription Growth

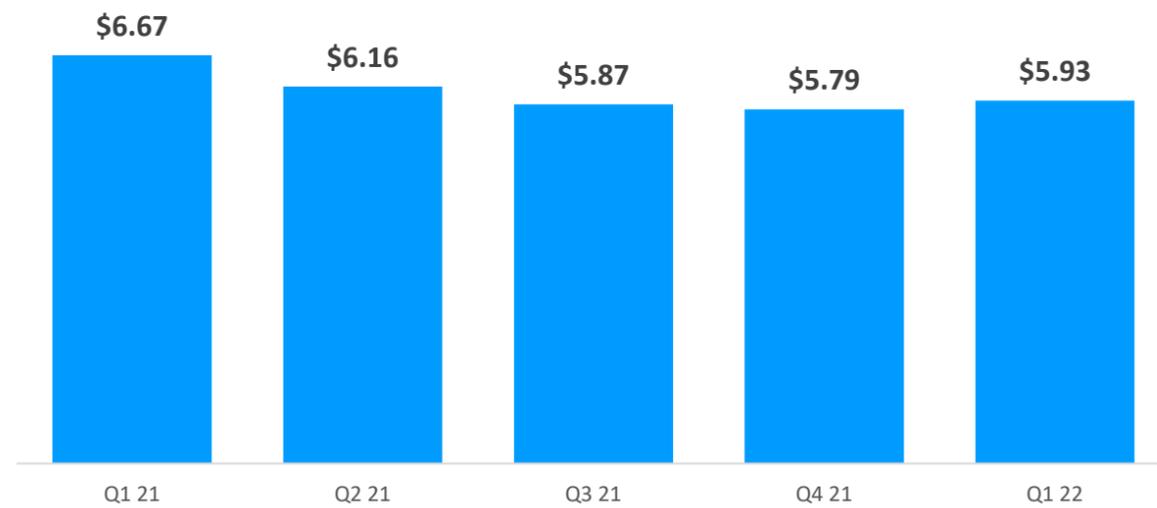


- + Paid digital-only subscribers grew 44% in Q1 2022 over the prior year quarter to 1.75M
- + 118K net new subscribers during Q1 2022
- + Digital-circulation revenue exceeded \$30M in Q1 2022, up 30% year-over-year
- + Continued growth expected from scaling new products and premium content, creating an emotional connection with our users, improving the product and checkout experience, and improving user engagement

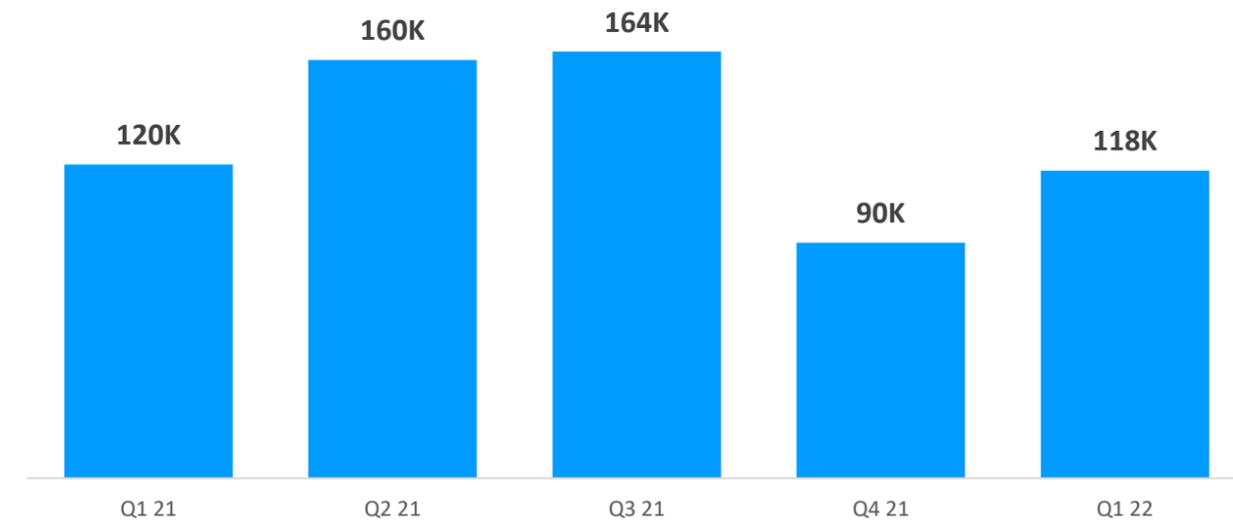
Pillar One: Accelerating Digital Subscriptions

Driving growth through trusted and unbiased content, data analytics, and improved product experience

Digital-Only ARPU⁽¹⁾



Digital-Only Sequential Net Adds⁽²⁾



1. ARPU is calculated by dividing total digital-only revenue by the Company's total active subscriber count.
2. Net adds is determined by taking the delta between active subscribers from the end of each quarter.

Pillar Two: Driving DMS Growth

Digital Marketing Solutions – Driving Growth and Further Value for our Shareholders

Our **DMS business** is focused on:

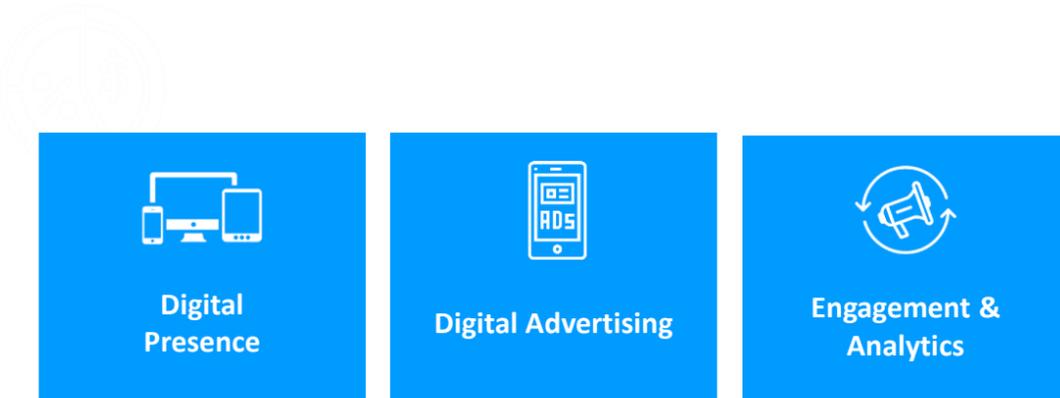
- + Helping SMBs (1) Build their online presence, (2) Drive awareness & leads, (3) Manage & nurture leads (4) Measure what works
- + While growing a predictable recurring revenue base with customers that engage regularly with our proprietary LOCALiQ platform.

We expect to **unlock future value** by:

- + Growing core platform ⁽¹⁾ revenue – up 14% year-over-year on a same store basis in Q1, totaling \$435 million over the last twelve months.
- + Sustaining high Adjusted EBITDA margins in the segment, with Q1 2022 Adjusted EBITDA margins ⁽²⁾ at 10.2%

Our **TAM** is expected to expand as we:

- + Build a complementary business model including a freemium experience and buy online enablement selling DIY SaaS offerings to a new target customer



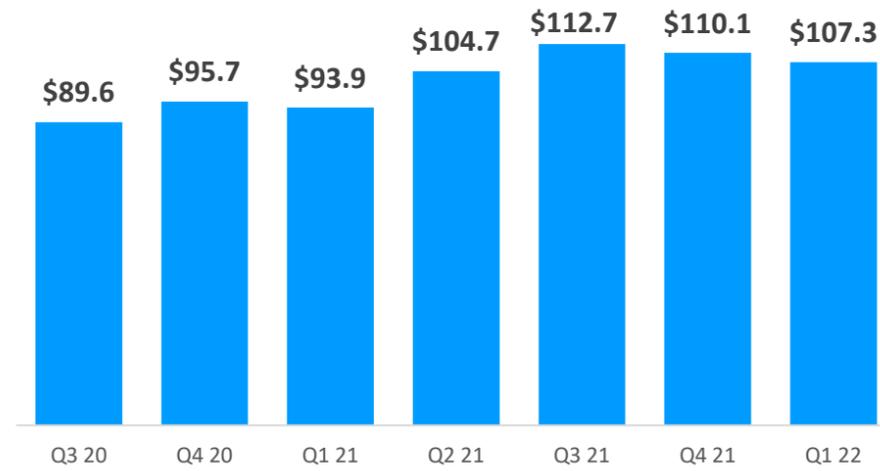
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2. A reconciliation of non-GAAP results is located in the Appendix of the Presentation.

Pillar Two: Driving DMS Growth

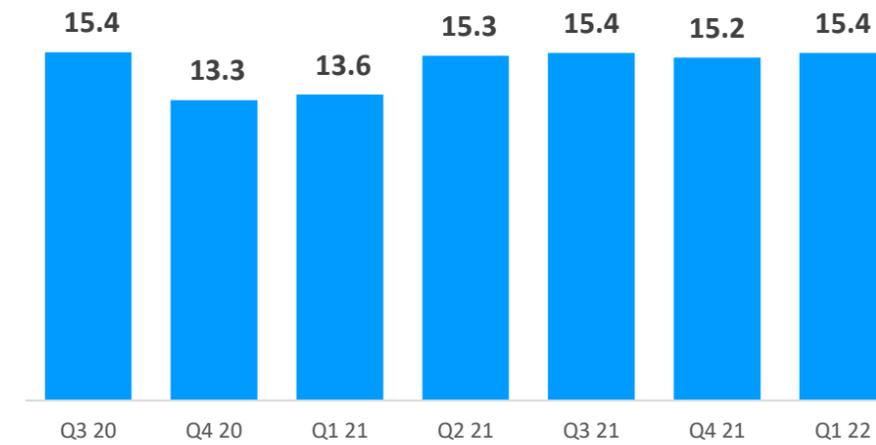
Digital Marketing Solutions - Core Platform⁽¹⁾

Revenue (M)

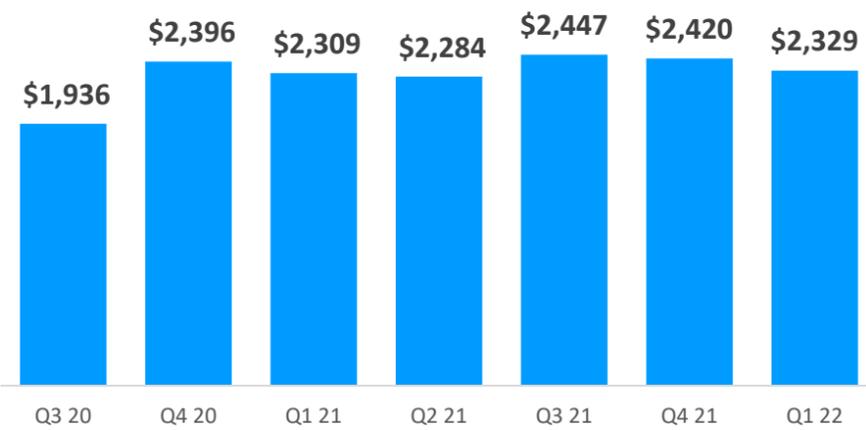


Q1 2022 - 14% growth YOY

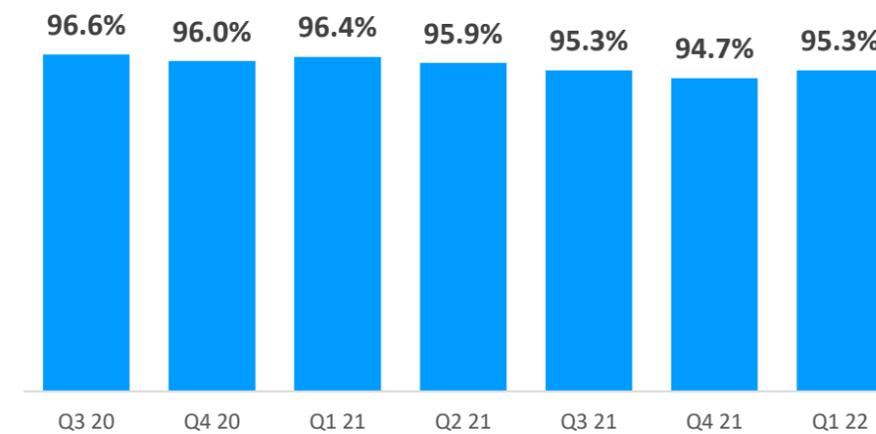
Customer Count (K)⁽²⁾



ARPU⁽³⁾



Customer Budget Retention⁽⁴⁾



1. Core platform revenue is defined as revenue derived from customers utilizing the Company's proprietary digital marketing services platform that are sold by either our direct or local market teams.
2. Customer count is derived from the active number of clients each month averaged over the course of the quarter.
3. ARPU is defined as monthly revenue divided by customer count within the given period.
4. Customer budget retention is calculated as 1 minus the average of churned budgets in a given month divided by starting budgets in the same period, averaged across the quarter.

Pillar Three: Optimizing Traditional Print Business

Evolving experience to embrace digital future while benefitting audience and customers

- + We launched our Digital Saturday initiative in 136 markets⁽¹⁾
 - + The recent rollout allows subscribers to receive access to the full portfolio of e-Editions across the USA TODAY network
 - + Experiencing an increase to our digital Saturday e-Edition usage since launch by 55% with 351K average Saturday digital users
- + Increased focus on churn mitigation
 - + Stop save efforts and promotion of our valued content resulted in recapturing 45% of potential cancellations in the first quarter of 2022
- + Loyalty programs for subscribers
 - + Rewarded subscribers in the quarter via various awards including eco-friendly tote bags and 1st year anniversary credits



1. The Company launched its Digital Saturday initiative in March 2022.

Pillar Four: Prioritize Investments in Growth Businesses



PART OF THE USA TODAY NETWORK



USA TODAY NETWORK Ventures

- + Ventures revenue of \$11.7 million in Q1 2022 grew 83.3% year-over-year driven by increased attendance at in-person events and endurance races
- + Hosted 115K attendees across 25 in-person events during Q1 2022 versus 60K attendees and 12 events in Q1 2021
 - + Ventures held its first Legends Party during Super Bowl weekend in Los Angeles for 1K attendees featuring host Rob Gronkowski, performances by Flo-Rida and DJ Kim Lee and appearances by NFL Legends Jerry Rice, Doug Flutie, and Emmitt Smith
 - + The Hot Chocolate Run Series was the largest contributor to our growth in Q1 2022, with races in 8 different cities and an aggregate of 52K attendees
 - + Columbus (OH) Home & Garden Show was the largest attended event in Q1 2022 with nearly 24K attendees
 - + The 2022 Milwaukee Sports Show returned for its 81st year, after a year off in 2021, with 18K attendees, 3.4% higher attendance than 2020 in one fewer day.

Pillar Five: Build on Inclusive and Diverse Culture

Workforce Transparency & Regularly Measuring Progress

- + **Gannett 2021 Inclusion Report** – We released our second annual Inclusion Report via a new web platform documenting our progress and accomplishments in 2021, including in-depth workplace diversity metrics and reflections from employees across the organization
- + **Workforce Demographics Update** – We updated our external Inclusion webpage to reflect workforce demographics as of January 1, 2022, including breakdowns by functional area
- + **Employee Self-ID Survey** – We launched our second annual self-id survey to increase visibility into our workforce including the many aspects of identity; 33% of our global workforce participated
- + **Executive Committee Inclusion Goals 4 areas:** – In partnership with EC Leaders and People Analytics Team, 2022 Inclusion Goals were defined for each EC Leader with a balanced focus on
 - + Talent Attraction
 - + Talent Retention
 - + Talent Engagement
 - + External Inclusion, Diversity, and Equity (ID&E)

Gannett Scores 100% in 2022 Corporate Equality Index for LGBTQ Workplace Equality

- + For the fifth consecutive year, Gannett earned a perfect score on the Human Rights Campaign’s annual Corporate Equality Index, recognized as one of the “Best Places to Work for LGBTQ Equality”

2022 Employee Resource Group (ERG) Leader Recognition Program Launch

- + This new discretionary program recognizes ERG Leaders for their contributions to Gannett’s ID&E strategy while evaluating and measuring both overall ERG and individual performance



VOLUNTARY SELF-IDENTIFICATION



Pillar Five: Build on Inclusive and Diverse Culture

Published our inaugural Environmental, Social, & Governance (ESG) report in March 2022

Goals and Targets

+ Reduced Inequalities

- + Achieve year-over-year improvement in our workforce diversity breakdowns by functional area, with the goal of achieving gender and racial parity with the diversity of the populations we serve by 2025
- + Increase the representation of people of color in leadership positions by 30% by 2025

+ Climate Action

- + Complete a full inventory of scope 1, 2 and 3 emissions by 2023
- + Develop and update a report on climate change annually and use our reporting to influence policy change at the state and national levels

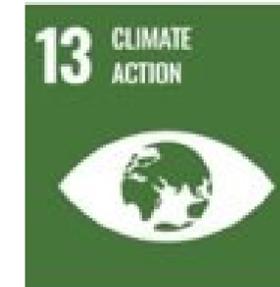
+ Peace, Justice & Strong Institutions

- + Leveraging our unique local-to-national footprint, we will continue to develop deep enterprise and data-driven reporting that:
 - + Illuminates the causes and effects of the climate change crisis
 - + Provides authoritative coverage of threats to voting rights
 - + Seeks to hold governments accountable and transparent through a relentless fight for open meetings and open records

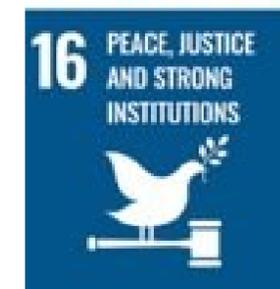
People



Planet



Communities



Appendix

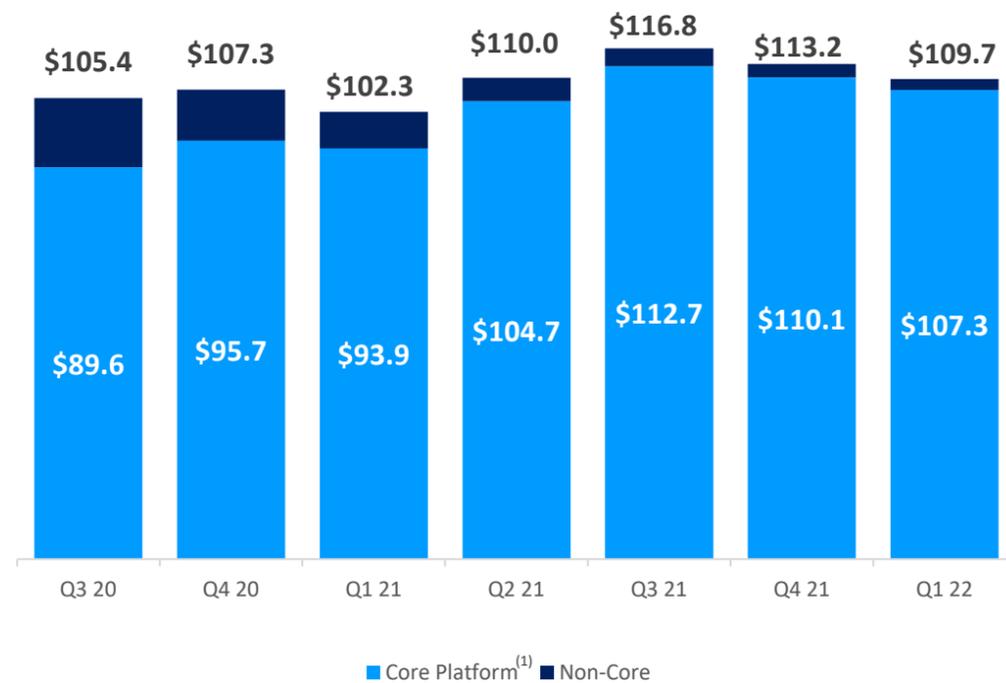
Debt and Leverage Overview

(\$ in millions)	Rate	Balance as of March 31, 2022
2024 Notes	4.75%	\$3.3
2027 Notes	6.0%	\$485.3
New Senior Secured Term Loan ⁽¹⁾	5.50% ⁽²⁾	\$504.6
2026 Senior Notes	6.0%	\$377.5
Total Debt Outstanding	5.81% Blended Rate	\$1,370.7
Q1 2022 LTM Adjusted EBITDA ⁽³⁾		\$397.4
Cash on the Balance Sheet		\$152.2
Gross Leverage Ratio ⁽⁴⁾		3.45x
Net Leverage Ratio ⁽⁵⁾		3.07x
First Lien Net Leverage ⁽⁶⁾		1.84x

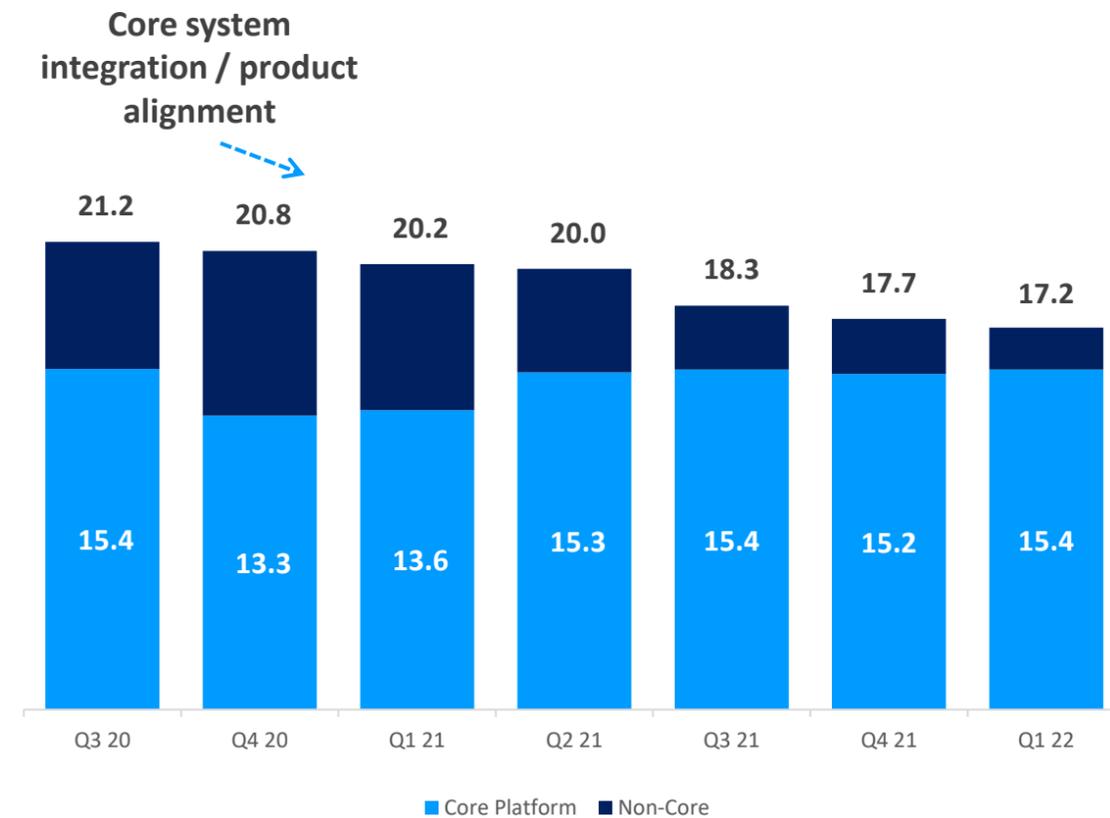
1. On January 31, 2022 the Company amended its New Senior Secured Term Loan to provide for incremental term loans in an aggregate principal amount not to exceed \$50 million and to transition the interest rate base from LIBOR to Adjusted Term SOFR due to regulatory requirements.
2. Adjusted term SOFR + 5.00% per annum plus the applicable credit spread adjustment--11.448 bps for one-month Term SOFR, 26.161 bps for three-month Term SOFR and 42.826 bps for six-month Term SOFR.
3. A reconciliation of non-GAAP results is located in the Appendix of the Presentation.
4. Gross leverage ratio is calculated by dividing total debt by Q1 2022 LTM Adjusted EBITDA.
5. Net leverage ratio is calculated by subtracting cash on the balance sheet from total debt and dividing it by Q1 2022 LTM Adjusted EBITDA.
6. First Lien Net Leverage ratio is calculated by subtracting cash on the balance sheet from the sum of both the New Senior Secured Term Loan and the 2026 Senior Notes and dividing it by Q1 2022 LTM Adjusted EBITDA. 2027 Notes are second lien as of the completion of the Senior Secured Term Loan refinancing in October 2021.

Pillar Two: Driving DMS Growth

Digital Marketing Solutions Revenue



Digital Marketing Solutions Customer Count (K)⁽²⁾



In Q4 2020, two DMS businesses aligned onto a single platform and product suite. The consolidation of platforms and the intentional realignment of product offerings lowered customer count. Core platform customer count⁽²⁾ has returned to pre-conversion levels and at a significantly higher ARPU⁽³⁾. Q1 2022 core platform revenue⁽¹⁾ of \$107M led to the fourth consecutive quarter of double-digit Adjusted EBITDA margins⁽⁴⁾ with Q1 2022 totaling 10.2%

1. Core platform revenue is defined as revenue derived from customers utilizing our proprietary digital marketing services platform that are sold by either our direct or local market teams.
2. Customer count is derived from the active number of clients each month averaged over the course of the quarter.
3. ARPU is defined as monthly revenue divided by client count within the given period.
4. A reconciliation of non-GAAP results is located in the Appendix of the Presentation.

Gannett Diversified Revenue⁽¹⁾

(\$ in millions)	Q1 2022	Q1 2022 % of Total
Print Advertising Revenue ⁽²⁾	\$173.5	23.2%
Digital Marketing Services	\$109.0	14.6%
Digital Media	\$78.8	10.5%
Digital Classified	\$13.8	1.8%
Total Digital Advertising and Marketing Services Revenue⁽²⁾	\$201.6	26.9%
Digital Circulation	\$30.1	4.0%
Print Circulation	\$258.5	34.6%
Total Circulation Revenue	\$288.6	38.6%
Commercial Print, Distribution and Other ⁽²⁾	\$84.4	11.3%
Total Revenue	\$748.1	100%
USA TODAY NETWORK Ventures Revenue ⁽²⁾	\$11.7	1.6%

1. Small discrepancies may exist due to rounding of revenue or percentage categories.

2. USA TODAY NETWORK Ventures is included in revenue categories.

Non-GAAP Reconciliation

The Company uses non-GAAP financial performance and liquidity measures to supplement the financial information presented on a U.S. GAAP basis. These non-GAAP financial measures, which may not be comparable to similarly titled measures reported by other companies, should not be considered in isolation from or as a substitute for the related U.S. GAAP measures and should be read together with financial information presented on a U.S. GAAP basis.

The Company defines its non-GAAP measures as follows:

Adjusted EBITDA is a non-GAAP performance measure the Company believes offers a useful view of the overall and segment operations of our business. The Company defines Adjusted EBITDA as Net income (loss) attributable to Gannett before: (1) Income tax expense (benefit), (2) Interest expense, (3) Gains or losses on the early extinguishment of debt, (4) Non-operating pension income, (5) Loss on convertible notes derivative, (6) Depreciation and amortization, (7) Integration and reorganization costs, (8) Other operating expenses, including third-party debt expenses and acquisition costs, (9) Asset impairments, (10) Goodwill and intangible impairments, (11) Gains or losses on the sale or disposal of assets, (12) Share-based compensation, and (13) certain other non-recurring charges. The most directly comparable U.S. GAAP measure is Net income (loss) attributable to Gannett.

Adjusted EBITDA margin is a non-GAAP performance measure the Company believes offers a useful view of the overall and segment operations of our business. Adjusted EBITDA margin is defined as Adjusted EBITDA divided by total Operating revenues.

Adjusted Net income (loss) attributable to Gannett is a non-GAAP performance measure the Company believes offers a useful view of the overall operations of our business and is useful to analysts and investors in evaluating the results of operations and operational trends. The Company defines Adjusted Net income (loss) attributable to Gannett before (1) Gains or losses on the early extinguishment of debt, (2) Loss on convertible notes derivative, (3) Integration and reorganization costs, (4) Other operating expenses, including third-party debt expenses and acquisition costs, (5) Asset impairments, (6) Goodwill and intangibles impairments, (7) Gains or losses on the sale or disposal of assets, (8) certain other non-recurring charges, and (9) the tax impact of the above items.

Free cash flow is a non-GAAP liquidity measure that adjusts our reported U.S. GAAP results for items we believe are critical to the ongoing success of our business. The Company defines Free cash flow as Cash provided by (used for) operating activities as reported on the Consolidated Statement of Cash Flows less capital expenditures, which results in a figure representing Free cash flow available for use in operations, additional investments, debt obligations, and returns to stockholders. The most directly comparable U.S. GAAP financial measure is Cash provided by (used for) operating activities.

Same store revenues is a non-GAAP performance measure based on GAAP revenues for Gannett for the current period, excluding (1) acquired revenues, (2) currency impact, and (3) exited operations.

Management's Use of Non-GAAP Measures

Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Net income (loss) attributable to Gannett, Free cash flow and Same store revenues are not measurements of financial performance under U.S. GAAP and should not be considered in isolation or as an alternative to income from operations, net income (loss), margin, revenues, cash flow provided by (used for) operating activities, or any other measure of performance or liquidity derived in accordance with U.S. GAAP. We believe these non-GAAP financial measures, as we have defined them, are helpful in identifying trends in our day-to-day performance because the items excluded have little or no significance on our day-to-day operations. These measures provide an assessment of controllable expenses and afford management the ability to make decisions which are expected to facilitate meeting current financial goals as well as achieve optimal financial performance.

We use Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Net income (loss) attributable to Gannett, Free cash flow and Same store revenues as measures of our day-to-day operating performance, which is evidenced by the publishing and delivery of news and other media and excludes certain expenses that may not be indicative of our day-to-day business operating results.

Limitations of Non-GAAP Measures

Each of our non-GAAP measures have limitations as analytical tools. They should not be viewed in isolation or as a substitute for U.S. GAAP measures of earnings or cash flows. Material limitations in making the adjustments to our earnings to calculate Adjusted EBITDA and Adjusted Net income (loss) attributable to Gannett using these non-GAAP financial measures as compared to U.S. GAAP net income (loss) include: the cash portion of interest / financing expense, income tax (benefit) provision, and charges related to asset impairments, which may significantly affect our financial results.

Management believes these items are important in evaluating our performance, results of operations, and financial position. We use non-GAAP financial measures to supplement our U.S. GAAP results in order to provide a more complete understanding of the factors and trends affecting our business.

Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Net income (loss) attributable to Gannett, Free cash flow and Same store revenues are not alternatives to net income, margin, income from operations, cash flows provided by (used for) operations or revenues as calculated and presented in accordance with U.S. GAAP. As such, they should not be considered or relied upon as substitutes or alternatives for any such U.S. GAAP financial measure. We strongly urge you to review the reconciliations of Net income (loss) attributable to Gannett to Adjusted EBITDA, Adjusted EBITDA margin, Net income (loss) attributable to Gannett, Adjusted Net income (loss) attributable to Gannett, Cash provided by (used for) operations to Free cash flow and Revenues to Same Store revenues along with our Consolidated financial statements included elsewhere in this report. We also strongly urge you not to rely on any single financial measure to evaluate our business. In addition, because Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Net income (loss) attributable to Gannett, Free cash flow and Same store revenues are not measures of financial performance under U.S. GAAP and are susceptible to varying calculations, the Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Net income (loss) attributable to Gannett, Free cash flow and Same store revenues measures as presented in this report may differ from and may not be comparable to similarly titled measures used by other companies.

Our 2022 outlook included in the Presentation includes certain non-GAAP measures, including Same store revenues, Adjusted EBITDA and Free cash flow. The outlook for these items assumes does not factor in the impact of any future acquisitions or dispositions within 2022. We have provided these non-GAAP measures for future guidance for the same reasons that were outlined above for historical non-GAAP measures.

We have not reconciled non-GAAP forward-looking Same store revenues, Adjusted EBITDA and Free cash flow to its most directly comparable GAAP measure because the Company is unable to predict with reasonable certainty those items that may affect such measures calculated and presented in accordance with GAAP without unreasonable effort. For forward-looking Adjusted EBITDA and Same store revenues, the reconciliation is unavailable because it would include forward-looking financial statements in accordance with GAAP that are unavailable without unreasonable effort. For these reasons, we use a projected range of the aggregate amount of certain items in order to calculate our projected non-GAAP Adjusted EBITDA outlook and our Same store revenues outlook. These reconciling items are uncertain, depend on various factors and could significantly impact, either individually or in the aggregate, our comparable GAAP measures. Accordingly, we are unable to provide a full reconciliation of these non-GAAP measures used in our outlook without unreasonable effort as certain information necessary to calculate such measures on a GAAP basis is unavailable, dependent on future events outside of our control and cannot be predicted without unreasonable efforts by the Company.

Same Store Year-over-Year Revenue Metrics⁽¹⁾

	FY 2019	Q1 2020	Q2 2020	Q3 2020	Q4 2020	FY 2020	Q1 2021	Q2 2021	Q3 2021	Q4 2021	FY 2021	Q1 2022
Print Advertising	17.6%	-21.1%	-45%	-31.0%	-26.9%	-31.1%	-24.9%	10.5%	-4.2%	-10.2	-8.9%	-7.0%
Digital Advertising and Marketing Services	-2.8%	2.1%	-26.2%	-13.8%	-3.2%	-10.5%	-10.5%	30.8%	14.3%	0.5%	7.1%	4.4%
Advertising and Marketing Services	-12.0%	-12.1%	-37.4%	-23.6%	-17.1%	-22.7%	-18.3%	20.2%	5.0%	-5.0%	-1.2%	-1.2%
Circulation	-6.7%	-7.5%	-13.6%	-13.2%	-13.6%	-11.9%	-12.9%	-9.2%	-8.2%	-8.8%	-9.9%	-10.9%
Commercial Printing and Other	1.9%	-9.0%	-31.5%	-23.9%	-22.2%	-21.9%	-21.9%	19.1%	23.4%	21.0%	8.8%	33.3%
Total Gannett	-8.9%	-10.0%	-28.0%	-19.6%	-16.3%	-18.5%	-16.5%	6.8%	0.9%	-4.3%	-3.9%	-2.5%

1. Same store revenue is a non-GAAP performance measure based on U.S. GAAP revenues for Gannett for the current period, excluding (1) acquired revenues, (2) currency impact, and (3) exited operations. In 2022, exited operations include (1) businesses divested and (2) the elimination of stand-alone print products discontinued within the publishing markets.

Gannett Same Store Non-GAAP Revenue Reconciliation⁽¹⁾

Total Revenues

<i>(in thousands)</i>	3 months ended March 31, 2022	3 months ended March 31, 2021	\$ Variance	% Variance
Total Revenues	\$748,077	\$777,084	(\$29,007)	-3.7%
Acquired revenues	(2,541)	-		
Currency impact	1,954	-		
Exited operations	-	(10,797)		
Same Store Revenue, Total	\$747,490	\$766,287	(\$18,798)	-2.5%

1. Same store revenue is a non-GAAP performance measure based on U.S. GAAP revenues for Gannett for the current period, excluding (1) acquired revenues, (2) currency impact, and (3) exited operations. In 2022, exited operations include (1) businesses divested and (2) the elimination of stand-alone print products discontinued within the publishing markets.

Gannett Same Store Non-GAAP Revenue Reconciliation⁽¹⁾

Total Digital Revenues

<i>(in thousands)</i>	3 months ended March 31, 2022	3 months ended March 31, 2021	\$ Variance	% Variance
Total Digital Revenues	\$251,144	\$231,013	\$20,131	8.7%
Acquired revenues	(600)	-		
Currency impact	940	-		
Exited operations	-	(1,708)		
Same Store Revenue, Digital Total	\$251,484	\$229,305	\$22,179	9.7%

1. Same store revenue is a non-GAAP performance measure based on U.S. GAAP revenues for Gannett for the current period, excluding (1) acquired revenues, (2) currency impact, and (3) exited operations. In 2022, exited operations include (1) businesses divested and (2) the elimination of stand-alone print products discontinued within the publishing markets.

Gannett Same Store Non-GAAP Revenue Reconciliation⁽¹⁾

Total Publishing Segment

<i>(in thousands)</i>	3 months ended March 31, 2022	3 months ended March 31, 2021	\$ Variance	% Variance
Total Revenue	\$670,419	\$699,585	(\$29,166)	-4.2%
Acquired revenues	(2,541)	-		
Currency impact	1,532	-		
Exited operations	-	(10,294)		
Same Store Revenue, Publishing Segment Total	\$669,410	\$689,291	(\$19,881)	-2.9%

1. Same store revenue is a non-GAAP performance measure based on U.S. GAAP revenues for Gannett for the current period, excluding (1) acquired revenues, (2) currency impact, and (3) exited operations. In 2022, exited operations include (1) businesses divested and (2) the elimination of stand-alone print products discontinued within the publishing markets.

Gannett Non-GAAP Reconciliation⁽¹⁾

Adjusted EBITDA

Total Company

<i>(in thousands)</i>	3 months ended March 31, 2022
Net loss attributable to Gannett	(\$2,967)
Benefit for income taxes	(7,607)
Interest expense	26,006
Loss on early extinguishment of debt	2,743
Non-operating pension income	(18,213)
Depreciation and amortization	47,783
Integration and reorganization costs	11,398
Other operating expenses	1,102
Asset Impairments	854
Gain on sale or disposal of assets, net	(2,804)
Share-based compensation expense	3,393
Other items	2,483
Adjusted EBITDA (non-GAAP basis)	\$64,171
Net loss attributable to Gannett margin	(0.4%)
Adjusted EBITDA margin (non-GAAP basis)	8.6%

Digital Marketing Solutions Segment

<i>(in thousands)</i>	3 months ended March 31, 2022
Net income attributable to Gannett	\$5,257
Depreciation and amortization	6,458
Integration and reorganization costs	151
Loss on sale or disposal of assets, net	157
Other items	(843)
Adjusted EBITDA (non-GAAP basis)	\$11,180
Net income attributable to Gannett margin	4.8%
Adjusted EBITDA margin (non-GAAP basis)	10.2%

1. Small discrepancies may exist due to rounding.

Gannett Non-GAAP Reconciliation⁽¹⁾

Adjusted Net income attributable to Gannett and Free cash flow

<i>(in thousands)</i>	3 months ended March 31, 2022
Net loss attributable to Gannett	(\$2,967)
Loss on early extinguishment of debt	2,743
Integration and reorganization costs	11,398
Other operating expenses	1,102
Asset impairments	854
Gain on sale or disposal of assets, net	(2,804)
Other items	(658)
Tax impact of above items	(5,174)
Adjusted Net income attributable to Gannett	\$4,494

<i>(in thousands)</i>	3 months ended March 31, 2022
Cash provided by operating activities (GAAP basis)	\$32,429
Capital expenditures	(10,764)
Free cash flow (non-GAAP basis)	\$21,665

1. Small discrepancies may exist due to rounding.

Gannett Same Store Non-GAAP Revenue Reconciliation⁽¹⁾

Publishing Segment – Digital Advertising and Marketing Services

<i>(in thousands)</i>	3 months ended March 31, 2022	3 months ended March 31, 2021	\$ Variance	% Variance
Digital Media Revenue	\$78,771	\$79,557	(\$786)	-1.0%
Acquired revenues	(139)	-		
Currency impact	280	-		
Exited operations	-	(814)		
Same Store Revenue, Publishing Segment Digital Media	\$78,912	\$78,743	\$169	0.2%
Digital Marketing Services Revenue	\$32,639	\$28,353	\$4,286	15.1%
Acquired revenues	(118)	-		
Currency impact	50	-		
Exited operations	-	(184)		
Same Store Revenue, Publishing Segment Digital Marketing Services	\$32,571	\$28,169	\$4,402	15.6%
Digital Classified Revenue	\$13,834	\$13,204	\$630	4.8%
Acquired revenues	(91)	-		
Currency impact	91	-		
Exited operations	-	(121)		
Same Store Revenue, Publishing Segment Digital Classified	\$13,834	\$13,083	\$751	5.7%

1. Same store revenue is a non-GAAP performance measure based on U.S. GAAP revenues for Gannett for the current period, excluding (1) acquired revenues, (2) currency impact, and (3) exited operations. In 2022, exited operations include (1) businesses divested and (2) the elimination of stand-alone print products discontinued within the publishing markets.

Gannett Same Store Non-GAAP Revenue Reconciliation⁽¹⁾

Publishing Segment – Advertising and Marketing Services

<i>(in thousands)</i>	3 months ended March 31, 2022	3 months ended March 31, 2021	\$ Variance	% Variance
Print Advertising Revenue	\$173,518	\$193,196	(\$19,678)	-10.2%
Acquired revenues	(1,208)	-		
Currency impact	492	-		
Exited operations	-	(7,310)		
Same Store Revenue, Publishing Segment Print Advertising	\$172,802	\$185,886	(\$13,084)	-7.0%
Digital Advertising and Marketing Services Revenue	\$125,244	\$121,114	\$4,130	3.4%
Acquired revenues	(348)	-		
Currency impact	421	-		
Exited operations	-	(1,119)		
Same Store Revenue, Publishing Segment Digital Advertising and Marketing Services	\$125,317	\$119,995	\$5,322	4.4%
Total Advertising and Marketing Services Revenue	\$298,762	\$314,310	(\$15,548)	-4.9%
Acquired revenues	(1,556)	-		
Currency impact	913	-		
Exited operations	-	(8,429)		
Same Store Revenue, Publishing Segment Total Advertising and Marketing Services	\$298,119	\$305,881	(\$7,762)	-2.5%

1. Same store revenue is a non-GAAP performance measure based on U.S. GAAP revenues for Gannett for the current period, excluding (1) acquired revenues, (2) currency impact, and (3) exited operations. In 2022, exited operations include (1) businesses divested and (2) the elimination of stand-alone print products discontinued within the publishing markets.

Gannett Same Store Non-GAAP Revenue Reconciliation⁽¹⁾

Publishing Segment – Circulation

<i>(in thousands)</i>	3 months ended March 31, 2022	3 months ended March 31, 2021	\$ Variance	% Variance
Print Circulation Revenue	\$258,476	\$302,257	(\$43,781)	-14.5%
Acquired revenues	(517)	-		
Currency impact	420	-		
Exited operations	-	(1,677)		
Same Store Revenue, Publishing Segment Print Circulation	\$258,379	\$300,580	(\$42,201)	-14.0%
Digital-only Circulation Revenue	\$30,126	\$23,179	\$6,947	30.0%
Acquired revenues	(150)	-		
Currency impact	36	-		
Exited operations	-	(68)		
Same Store Revenue, Publishing Segment Digital-only Circulation	\$30,012	\$23,111	\$6,901	29.9%
Total Circulation Revenue	\$288,602	\$325,436	(\$36,834)	-11.3%
Acquired revenues	(667)	-		
Currency impact	456	-		
Exited operations	-	(1,745)		
Same Store Revenue, Publishing Segment Total Circulation	\$288,391	\$323,691	(\$35,300)	-10.9%

1. Same store revenue is a non-GAAP performance measure based on U.S. GAAP revenues for Gannett for the current period, excluding (1) acquired revenues, (2) currency impact, and (3) exited operations. In 2022, exited operations include (1) businesses divested and (2) the elimination of stand-alone print products discontinued within the publishing markets.

Gannett Same Store Non-GAAP Revenue Reconciliation⁽¹⁾⁽³⁾ Business Outlook⁽²⁾

	3 months ended June 30, 2021 (Est.)	12 months ended December 31, 2021 (Est.)	3 months ended June 30, 2022 (Est.)	12 months ended December 31, 2022 (Est.)
Total Revenues	\$804M⁽⁴⁾	\$3,208M⁽⁴⁾	\$780M to \$790M	\$3,110M to \$3,200M
Acquired revenues	-	-	(\$15M)	(\$50M)
Currency impact	-	-	\$5M	\$10M
Exited operations	(\$15M to \$10M) ⁽⁵⁾	(\$75M) ⁽⁵⁾	-	-
Same Store Revenue, Total	\$789M to \$794M	\$3,133M	\$767M to \$777M	\$3,065M to \$3,155M

1. Same store revenue is a non-GAAP performance measure based on U.S. GAAP revenues for Gannett for the current period, excluding (1) acquired revenues, (2) currency impact, and (3) exited operations. In 2022, exited operations include (1) businesses divested and (2) the elimination of stand-alone print products discontinued within the publishing markets.
2. Projections are based on Company estimates as of May 5, 2022 and are provided solely for illustrative purposes. Actual results may vary. The Company undertakes no obligation to update this information. Additionally, the Company's estimates do not factor in the impact of any future acquisitions or dispositions.
3. For forward-looking Same store revenues, the reconciliation is unavailable because it would include forward-looking financial statements in accordance with GAAP that are unavailable without unreasonable effort. For this reason, we use a projected range of the aggregate amount of certain items in order to calculate our projected non-GAAP Same Store revenues outlook.
4. Total revenues as reported.
5. Estimated to reflect adjustments for operations expected to be exited during the same period in fiscal 2022 based on current expectations regarding exit timing and specific products and operations to be exited.

Gannett Non-GAAP Reconciliation – Business Outlook⁽¹⁾⁽²⁾

Adjusted EBITDA and Adjusted Net income (loss) attributable to Gannett

	3 months ended June 30, 2022 (Est.)	12 months ended December 31, 2022 (Est.)
Net income (loss) attributable to Gannett	~\$0M	\$50M to \$70M
Provision (benefit) for income taxes	~\$10M	\$40M to \$60M
Interest expense	~\$26M	\$95M to \$105M
Non-operating pension income	~(18M)	(\$70M) to (\$75M)
Depreciation and amortization	~\$45M	\$175M to \$195M
Integration and reorganization costs	~\$10M	\$20M to \$30M
Share-based compensation expense	~\$5M	\$20M to \$25M
Other items	\$0M to \$5M	\$0 to \$5M
Adjusted EBITDA (non-GAAP basis)	\$80M to \$85M	\$380M to \$400M

1. Projections are based on Company estimates as of May 5, 2022 and are provided solely for illustrative purposes. Actual results may vary. The Company undertakes no obligation to update this information. Additionally, the Company's estimates do not factor in the impact of any future acquisitions or dispositions.
2. For forward-looking Adjusted EBITDA, the reconciliation is unavailable because it would include forward-looking financial statements in accordance with GAAP that are unavailable without unreasonable effort. For this reason, we use a projected range of the aggregate amount of certain items in order to calculate our projected non-GAAP Adjusted EBITDA outlook.

Gannett Non-GAAP Reconciliation – Business Outlook⁽¹⁾⁽²⁾

Free Cash Flow

	3 months ended June 30, 2022 (Est.)	12 months ended December 31, 2022 (Est.)
Cash provided by operating activities (GAAP basis)	~\$5M	\$205M to \$225M
Capital Expenditures	~\$12M	\$40 to \$45M
Free cash flow (non-GAAP basis)	(\$10M to \$5M)	\$160M to \$180M

1. Projections are based on Company estimates as of May 5, 2022 and are provided solely for illustrative purposes. Actual results may vary. The Company undertakes no obligation to update this information. Additionally, the Company's estimates do not factor in the impact of any future acquisitions or dispositions.
2. For forward-looking Free cash flow, the reconciliation is unavailable without unreasonable effort. For this reason, we use a projected range of the aggregate amount of certain items in order to calculate our projected non-GAAP Free cash flow outlook.