



# CDW Corporation

Non-GAAP Reconciliations  
Third Quarter 2017

**CDW.com | 800.800.4239**

# Q3 2017 Adjusted EBITDA Reconciliation to Net Income

(Unaudited)

(\$ in millions)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Net income	\$ 129.2	\$ 125.9	\$ 327.8	\$ 321.2
Depreciation and amortization <sup>(i)</sup>	65.7	63.1	195.2	190.7
Income tax expense	77.4	72.3	147.9	188.4
Interest expense, net	37.8	37.6	113.4	112.6
EBITDA*	310.1	298.9	784.3	812.9
Adjustments:				
Equity-based compensation	10.0	10.0	33.6	28.1
Net loss on extinguishments of long-term debt	—	2.1	57.4	2.1
Income from equity investment <sup>(ii)</sup>	(0.2)	(0.2)	(0.4)	(0.9)
Integration expenses <sup>(iii)</sup>	—	2.4	2.5	6.2
Reinstatement of prior year unclaimed property balance <sup>(iv)</sup>	4.1	—	4.1	—
Other adjustments <sup>(v)</sup>	0.3	(2.8)	6.7	(4.8)
Total adjustments	14.2	11.5	103.9	30.7
Adjusted EBITDA*	\$ 324.3	\$ 310.4	\$ 888.2	\$ 843.6

- (i) Includes depreciation expense of \$2 million for both the three months ended September 30, 2017 and 2016, and \$5 million for both the nine months ended September 30, 2017 and 2016, reported within Cost of Sales.
- (ii) Represents the share of net income from the Company's equity investment.
- (iii) Comprised of expenses related to CDW UK.
- (iv) Comprised of the reinstatement of prior year unclaimed property balances as a result of a retroactive Illinois state law change enacted in the third quarter of 2017.
- (v) Primarily includes expenses related to payroll taxes on equity-based compensation during the three and nine months ended September 30, 2017 and 2016. The three and nine months ended September 30, 2016 primarily includes our share of the settlement payments received from the Dynamic Random Access Memory class action lawsuits and the favorable resolution of a local sales tax matter, partially offset by expenses related to the consolidation of office locations north of Chicago.

\* EBITDA and Adjusted EBITDA are non-GAAP financial measures. See Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 1, 2017, for a discussion of non-GAAP financial measures.

# Q3 2017 Non-GAAP Net Income Reconciliation

(Unaudited)  
(\$ in millions)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Net income	\$ 129.2	\$ 125.9	\$ 327.8	\$ 321.2
Amortization of intangibles <sup>(i)</sup>	46.5	46.5	138.9	141.0
Equity-based compensation	10.0	10.0	33.6	28.1
Net loss on extinguishments of long-term debt	—	2.1	57.4	2.1
Integration expenses <sup>(ii)</sup>	—	2.4	2.5	6.2
Reinstatement of unclaimed property balance <sup>(iii)</sup>	4.1	—	4.1	—
Other adjustments <sup>(iv)</sup>	(0.2)	(3.3)	4.8	(6.0)
Aggregate adjustment for income taxes <sup>(v)</sup>	(21.4)	(23.3)	(116.4)	(64.0)
Non-GAAP net income*	\$ 168.2	\$ 160.3	\$ 452.7	\$ 428.6

(i) Includes amortization expense for acquisition-related intangible assets, primarily customer relationships, customer contracts and trade names.

(ii) Comprised of expenses related to CDW UK.

(iii) Comprised of the reinstatement of prior year unclaimed property balances as a result of a retroactive Illinois state law change enacted in the third quarter of 2017.

(iv) Primarily includes expenses related to payroll taxes on equity-based compensation during the three and nine months ended September 30, 2017 and 2016. The three and nine months ended September 30, 2016 primarily includes our share of the settlement payments received from the Dynamic Random Access Memory class action lawsuits and the favorable resolution of a local sales tax matter, partially offset by expenses related to the consolidation of office locations north of Chicago.

(v) Aggregate adjustment for income taxes consists of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Total Non-GAAP adjustments	\$ 60.4	\$ 57.7	\$ 241.3	\$ 171.4
Weighted-average statutory effective rate	36.0%	36.0%	36.0%	36.0%
Income tax	\$ (21.7)	\$ (20.8)	\$ (86.9)	\$ (61.7)
Excess tax benefits from equity-based compensation	(0.6)	(1.2)	(30.7)	(1.2)
Non-deductible adjustments and other	0.9	(1.3)	1.2	(1.1)
Total aggregate adjustment for income taxes	\$ (21.4)	\$ (23.3)	\$ (116.4)	\$ (64.0)

\* Non-GAAP net income is a non-GAAP financial measure. See Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 1, 2017, for a discussion of non-GAAP financial measures.

# Q3 2017 Non-GAAP Net Income Per Share

(Unaudited)

(\$ and shares in millions, except per share amounts)

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
Net income	\$ 129.2	\$ 125.9	\$ 327.8	\$ 321.2
Weighted-average common shares outstanding - Diluted	156.2	164.9	159.2	166.9
Net income per diluted share	<u>\$ 0.83</u>	<u>\$ 0.76</u>	<u>\$ 2.06</u>	<u>\$ 1.93</u>
Non-GAAP net income*	\$ 168.2	\$ 160.3	\$ 452.7	\$ 428.6
Non-GAAP weighted-average common shares outstanding - Diluted	156.2	164.9	159.2	166.9
Non-GAAP net income per diluted share*	<u>\$ 1.08</u>	<u>\$ 0.97</u>	<u>\$ 2.84</u>	<u>\$ 2.57</u>

\* Non-GAAP net income and Non-GAAP net income per diluted share are non-GAAP financial measures. See Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 1, 2017, for a discussion of non-GAAP financial measures.

# Adjusted EBITDA Reconciliation to Net Income and Adjusted EBITDA Margin Calculation 2009 - LTM Q3'2017

(Unaudited)

(\$ in millions)

	2009	2010	2011	2012	2013	2014	2015 <sup>(vii)</sup>	2016 <sup>(vii)</sup>	LTM Q3 2017
Net income (loss)	\$ (373.4)	\$ (29.2)	\$ 17.1	\$ 119.0	\$ 132.8	\$ 244.9	\$ 403.1	\$ 424.4	\$ 431.0
Depreciation and amortization	218.2	209.4	204.9	210.2	208.2	207.9	227.4	254.5	259.0
Income tax expense (benefit)	(87.8)	(7.8)	11.2	67.1	62.7	142.8	243.9	248.0	207.5
Interest expense, net	431.7	391.9	324.2	307.4	250.1	197.3	159.5	146.5	147.3
<b>EBITDA</b>	<b>\$ 188.7</b>	<b>\$ 564.3</b>	<b>\$ 557.4</b>	<b>\$ 703.7</b>	<b>\$ 653.8</b>	<b>\$ 792.9</b>	<b>\$ 1,033.9</b>	<b>\$ 1,073.4</b>	<b>\$ 1,044.8</b>
Adjustments:									
Equity-based compensation	15.9	11.5	19.5	22.1	8.6	16.4	31.2	39.2	44.8
Net loss (gain) on extinguishments of long-term debt	—	(2.0)	118.9	17.2	64.0	90.7	24.3	2.1	57.4
Loss (income) from equity investments (i)	—	(0.1)	(0.1)	(0.3)	(0.6)	(2.2)	10.1	(1.1)	0.3
IPO and secondary-offering related expenses (ii)	—	—	—	—	75.0	1.4	0.8	—	—
Acquisition and integration expenses (iii)	—	—	—	—	—	—	10.2	7.3	3.6
Gain on remeasurement of equity investment (iv)	—	—	—	—	—	—	(98.1)	—	—
Goodwill impairment	241.8	—	—	—	—	—	—	—	—
Other adjustments (v)	19.0	28.1	21.6	23.9	7.7	7.8	6.1	(3.6)	10.9
<b>Adjusted EBITDA</b>	<b>\$ 465.4</b>	<b>\$ 601.8</b>	<b>\$ 717.3</b>	<b>\$ 766.6</b>	<b>\$ 808.5</b>	<b>\$ 907.0</b>	<b>\$ 1,018.5</b>	<b>\$ 1,117.3</b>	<b>\$ 1,161.8</b>
<b>Net Sales</b>	<b>\$ 7,162.6</b>	<b>\$ 8,801.2</b>	<b>\$ 9,602.4</b>	<b>\$ 10,128.2</b>	<b>\$ 10,768.6</b>	<b>\$ 12,074.5</b>	<b>\$ 12,988.7</b>	<b>\$ 13,981.9</b>	<b>\$ 14,845.3</b>
<b>Adjusted EBITDA Margin (vi)</b>	<b>6.5%</b>	<b>6.8%</b>	<b>7.5%</b>	<b>7.6%</b>	<b>7.5%</b>	<b>7.5%</b>	<b>7.8%</b>	<b>8.0%</b>	<b>7.8%</b>

- (i) Represents the Company's share of net (income) loss from the Company's equity investments. 2015 includes the Company's 35% share of CDW UK's (previously known as Kelway) net loss which includes the Company's 35% share of an expense related to certain equity awards granted by one of the sellers to CDW UK coworkers in July 2015 prior to the acquisition.
- (ii) 2013 includes IPO related expenses of \$74.3 million, consisting of (1) acceleration charge for certain equity awards and related employer payroll taxes (\$40.7 million); (2) RDU Plan cash retention pool accrual (\$7.5 million); (3) management services agreement termination fee (\$24.4 million); and (4) other expenses (\$1.7 million). 2013 also includes \$0.7 million of secondary-offering related expenses. 2014 and 2015 include various secondary offerings completed during that time.
- (iii) Comprised of expenses related to CDW UK.
- (iv) Represents the gain resulting from the remeasurement of the Company's previously held 35% equity investment to fair value upon the completion of the acquisition of CDW UK.
- (v) Other adjustments primarily include items such as sponsor fees, historical retention costs, expenses related to the consolidated office space, settlement payments received from the Dynamic Random Access Memory class action lawsuits, certain consulting and debt related professional fees and the reinstatement of prior year unclaimed property balances as a result of a retroactive Illinois state law change enacted in the third quarter of 2017.
- (vi) Defined as Adjusted EBITDA divided by Net sales.
- (vii) 2015 and 2016 reflects the impact of consolidating CDW UK's financial results for five months and twelve months, respectively.

# Non-GAAP Net Income Reconciliation 2012 - LTM Q3'2017

(Unaudited)

(\$ in millions)

	2012	2013	2014	2015 <sup>(ix)</sup>	2016 <sup>(ix)</sup>	LTM Q3' 17
Net income (loss)	\$ 119.0	\$ 132.8	\$ 244.9	\$ 403.1	\$ 424.4	\$ 431.0
Amortization of intangibles (i)	163.7	161.2	161.2	173.9	187.2	185.1
Equity-based compensation	22.1	8.6	16.4	31.2	39.2	44.8
Equity-based compensation related to equity investment (ii)	—	—	—	20.0	—	—
Net loss on extinguishments of long-term debt	17.2	64.0	90.7	24.3	2.1	57.4
Interest expense adjustment related to extinguishments of long-term debt (iii)	(3.3)	(7.5)	(1.1)	—	—	—
IPO and secondary-offering related expenses (iv)	—	75.0	1.4	0.8	—	—
Acquisition and integration expenses (v)	—	—	—	10.2	7.3	3.6
Gain on remeasurement of equity investment (vi)	—	—	—	(98.1)	—	—
Other adjustments (vii)	—	(6.3)	(0.6)	2.9	(5.4)	9.4
Aggregate adjustment for income taxes (viii)	(71.6)	(113.5)	(103.0)	(64.8)	(85.8)	(138.2)
<b>Non-GAAP net income</b>	<b>\$ 247.1</b>	<b>\$ 314.3</b>	<b>\$ 409.9</b>	<b>\$ 503.5</b>	<b>\$ 569.0</b>	<b>\$ 593.1</b>

- (i) Includes amortization expense for acquisition-related intangible assets, primarily customer relationships, customer contracts and trade names.
- (ii) Represents the Company's 35% share of an expense related to certain equity awards granted by one of the sellers to CDW UK coworkers in July 2015 prior to the Company's acquisition.
- (iii) Reflects adjustments to interest expense resulting from debt extinguishments. Represents the difference between interest expense previously recognized under the effective interest method and actual interest paid.
- (iv) 2013 includes IPO related expenses of \$74.3 million, consisting of (1) acceleration charge for certain equity awards and related employer payroll taxes (\$40.7 million); (2) RDU Plan cash retention pool accrual (\$7.5 million); (3) management services agreement termination fee (\$24.4 million); and (4) other expenses (\$1.7 million). 2013 also includes \$0.7 million of secondary-offering related expenses. 2014 and 2015 includes various secondary offerings completed during that time.
- (v) Comprised of expenses related to CDW UK.
- (vi) Represents the gain resulting from the remeasurement of the Company's previously held 35% equity investment to fair value upon the completion of the acquisition of CDW UK.
- (vii) Other adjustments primarily include items such as expenses related to the consolidation of office space, settlement payments received from the Dynamic Random Access Memory class action lawsuits, the favorable resolution of a local sales tax matter and the reinstatement of prior year unclaimed property balances as a result of a retroactive Illinois state law change enacted in the third quarter of 2017.
- (viii) Aggregate adjustment for income taxes consists of the following:

	2012	2013	2014	2015	2016	LTM Q3' 17
Total Non-GAAP adjustments	\$ 199.7	\$ 295.0	\$ 268.0	\$ 165.2	\$ 230.4	\$ 300.3
Weighted-average statutory effective rate	39.0%	39.0%	39.0%	38.0%	36.0%	36.0%
Income tax	(77.9)	(115.1)	(104.5)	(62.8)	(82.9)	(108.1)
Deferred tax adjustment due to law changes	—	—	—	(4.0)	(1.5)	1.0
Excess tax benefits from equity-based compensation	—	—	—	—	(1.8)	(31.4)
Withholding tax expense on the unremitted earnings of our Canadian subsidiary	—	—	—	3.3	—	—
Non-deductible adjustments and other	6.3	1.6	1.5	(1.3)	0.4	0.3
Total aggregate adjustment for income taxes	\$ (71.6)	\$ (113.5)	\$ (103.0)	\$ (64.8)	\$ (85.8)	\$ (138.2)

- (ix) 2015 and 2016 reflects the impact of consolidating CDW UK's financial results for five months and twelve months, respectively.

# Return on Working Capital Calculation 2009 - LTM Q3'2017

(Unaudited)

(\$ in millions)

	2009	2010	2011	2012	2013	2014	2015	2016	LTM Q3' 2017
<i>Numerator</i>									
Income from operations	\$ (31.9)	\$ 352.7	\$ 470.7	\$ 510.6	\$ 508.6	\$ 673.0	\$ 742.0	\$ 819.2	\$ 841.8
Amortization of intangibles (i)	168.9	166.8	165.7	163.7	161.2	161.2	173.9	187.2	185.0
Debt-related refinancing costs (ii)	—	5.6	3.8	—	—	—	—	—	—
Non-cash equity-based compensation	15.9	11.5	19.5	22.1	8.6	16.4	31.2	39.2	44.8
Goodwill impairment	241.8	—	—	—	—	—	—	—	—
Other one-time items as incurred (iii)	1.4	—	—	—	68.7	0.8	12.0	4.5	8.1
<b>Adjusted NOPBT</b>	<b>396.1</b>	<b>536.6</b>	<b>659.7</b>	<b>696.4</b>	<b>747.1</b>	<b>851.4</b>	<b>959.1</b>	<b>1,050.1</b>	<b>1,079.7</b>
Taxes (iv)	(154.5)	(209.3)	(257.3)	(271.6)	(291.4)	(332.0)	(374.1)	(388.6)	(399.5)
<b>Adjusted NOPAT</b>	<b>\$ 241.6</b>	<b>\$ 327.3</b>	<b>\$ 402.4</b>	<b>\$ 424.8</b>	<b>\$ 455.7</b>	<b>\$ 519.4</b>	<b>\$ 585.1</b>	<b>\$ 661.6</b>	<b>\$ 680.2</b>
<i>Denominator</i>									
Trailing 5-point avg. AR (incl. misc. rec.)	\$ 1,008.9	\$ 1,210.7	\$ 1,352.5	\$ 1,400.1	\$ 1,502.0	\$ 1,629.6	\$ 1,909.4	\$ 2,248.8	\$ 2,335.7
Trailing 5-point avg. Inventory	252.8	286.9	317.4	330.3	357.5	396.2	387.1	448.9	472.3
Trailing 5-point avg. AP	(354.9)	(500.4)	(712.0)	(831.2)	(906.7)	(1,017.8)	(1,184.4)	(1,470.8)	(1,565.8)
<b>Working Capital</b>	<b>\$ 906.8</b>	<b>\$ 997.2</b>	<b>\$ 957.9</b>	<b>\$ 899.2</b>	<b>\$ 952.8</b>	<b>\$ 1,008.0</b>	<b>\$ 1,112.1</b>	<b>\$ 1,226.9</b>	<b>\$ 1,242.2</b>
<b>Return on Working Capital (ROWC)</b>	<b>26.6%</b>	<b>32.8%</b>	<b>42.0%</b>	<b>47.2%</b>	<b>47.8%</b>	<b>51.5%</b>	<b>52.6%</b>	<b>53.9%</b>	<b>54.8%</b>

(i) Includes amortization expense for acquisition-related intangible assets, primarily customer relationships, customer contracts and trade names.

(ii) Represents fees and costs expensed related to the December 2010 and March 2011 amendments to the Company's prior term loan facility.

(iii) Includes IPO and secondary-offering related expenses, litigation items, acquisition and integration expenses, expenses related to the consolidation of office locations north of Chicago and the reinstatement of prior year unclaimed property balances as a result of a retroactive Illinois state law change enacted in the third quarter of 2017.

(iv) Based on a normalized statutory tax rate of 37% for 2017 and 2016. Prior to 2016, the normalized statutory tax rate was 39%.

# Consolidated Net Sales Growth on a Constant Currency Basis

(Unaudited)

(\$ in millions)

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2017	2016	% Change <sup>(1)</sup>	Average Daily % Change <sup>(1)</sup>	2017	2016	% Change <sup>(1)</sup>	Average Daily % Change <sup>(1)</sup>
Consolidated Net sales, as reported	\$ 4,033.9	\$ 3,708.2	8.8 %	10.5 %	\$11,353.0	\$10,489.5	8.2%	8.8%
Foreign currency translation <sup>(ii)</sup>	—	4.3			—	(49.6)		
Consolidated Net sales, on a constant currency basis*	<u>\$ 4,033.9</u>	<u>\$ 3,712.5</u>	8.7 %	10.4 %	<u>\$11,353.0</u>	<u>\$10,439.9</u>	8.7%	9.3%

(i) There were 63 and 64 selling days during the three months ended September 30, 2017 and 2016, respectively. There were 191 and 192 selling days for the nine months ended September 30, 2017 and 2016, respectively.

(ii) Represents the effect of translating the prior year results of CDW Canada and CDW UK at the average exchange rates applicable in the current year.

\* Consolidated Net sales growth on a constant currency basis is a non-GAAP financial measure. For a discussion of non-GAAP financial measures, see Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 1, 2017.



# Non-GAAP Net Income Per diluted share, on a Constant Currency Basis

(Unaudited)

(\$ and shares in millions, except per share amounts)

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2017	2016	% Change <sup>(1)</sup>	2017	2016	% Change <sup>(1)</sup>
Net income	\$ 129.2	\$ 125.9		\$ 327.8	\$ 321.2	
Amortization of intangibles	46.5	46.5		138.9	141.0	
Equity-based compensation	10.0	10.0		33.6	28.1	
Net Loss on extinguishments of long-term debt	—	2.1		57.4	2.1	
Integration expenses	—	2.4		2.5	6.2	
Reinstatement of unclaimed property balance	4.1	—		4.1	—	
Other adjustments	(0.2)	(3.3)		4.8	(6.0)	
Aggregate adjustment for income taxes	(21.4)	(23.3)		(116.4)	(64.0)	
Non-GAAP Net Income <sup>(2)*</sup>	\$ 168.2	\$ 160.3	4.9 %	\$ 452.7	\$ 428.6	5.6 %
Foreign currency translation <sup>(3)</sup>	—	—		—	(1.9)	
Non-GAAP Net Income, on a constant currency basis*	<u>\$ 168.2</u>	<u>\$ 160.3</u>	<u>4.9 %</u>	<u>\$ 452.7</u>	<u>\$ 426.7</u>	<u>6.1 %</u>
Shares used in computing Non-GAAP net income per diluted share and Non-GAAP net income per diluted share, on a constant currency basis	156.2	164.9		159.2	166.9	
Non-GAAP net income per diluted share*	\$ 1.08	\$ 0.97	10.8 %	\$ 2.84	\$ 2.57	10.7 %
Non-GAAP net income per diluted share, on a constant currency basis*	\$ 1.08	\$ 0.97	10.8 %	\$ 2.84	\$ 2.56	11.2 %

(1) There were 63 and 64 selling days for the three months ended September 30, 2017 and 2016, respectively. There were 191 and 192 selling days for the nine months ended September 30, 2017 and 2016, respectively.

(2) See Slide 10 and 13 in the Webcast Slides for details on the adjustments to Non-GAAP Net Income.

(3) Represents the effect of translating the prior year results of CDW Canada and CDW UK at the average exchange rates applicable in the current year.

\* Non-GAAP Net income, Non-GAAP Net Income per diluted share, Non-GAAP Net income on a constant currency basis and Non-GAAP Net Income per diluted share on a constant currency basis are non-GAAP financial measures. For a discussion of non-GAAP financial measures, see Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 1, 2017.