

**CSG SYSTEMS INTERNATIONAL, INC.**  
**DISCLOSURES FOR NON-GAAP FINANCIAL MEASURES**

**Use of Non-GAAP Financial Measures and Limitations**

To supplement its condensed consolidated financial statements presented in accordance with generally accepted accounting principles (GAAP), CSG uses non-GAAP operating income, non-GAAP EPS, non-GAAP adjusted EBITDA, and non-GAAP free cash flow. CSG believes that these non-GAAP financial measures, when reviewed in conjunction with its GAAP financial measures, provide investors with greater transparency to the information used by CSG's management in its financial and operational decision making. CSG uses these non-GAAP financial measures for the following purposes:

- Certain internal financial planning, reporting, and analysis;
- Forecasting and budgeting;
- Certain management compensation incentives; and
- Communications with CSG's Board of Directors, stockholders, financial analysts, and investors.

These non-GAAP financial measures are provided with the intent of providing investors with the following information:

- A more complete understanding of CSG's underlying operational results, trends, and cash generating capabilities;
- Consistency and comparability with CSG's historical financial results; and
- Comparability to similar companies, many of which present similar non-GAAP financial measures to investors.

Non-GAAP financial measures are not measures of performance under GAAP, and therefore should not be considered in isolation or as a substitute for GAAP financial information. Limitations with the use of non-GAAP financial measures include the following items:

- Non-GAAP financial measures are not based on any comprehensive set of accounting rules or principles;
- The way in which CSG calculates non-GAAP financial measures may differ from the way in which other companies calculate similar non-GAAP financial measures;
- Non-GAAP financial measures do not include all items of income and expense that affect CSG's operations and that are required by GAAP to be included in financial statements;
- Certain adjustments to CSG's non-GAAP financial measures result in the exclusion of items that are recurring and will be reflected in CSG's financial statements in future periods; and
- Certain charges excluded from CSG's non-GAAP financial measures are cash expenses, and therefore do impact CSG's cash position.

CSG compensates for these limitations by relying primarily on its GAAP results and using non-GAAP financial measures as a supplement only. Additionally, CSG provides specific information regarding the treatment of GAAP amounts considered in preparing the non-GAAP financial measures and reconciles each non-GAAP financial measure to the most directly comparable GAAP measure.

**Non-GAAP Financial Measures: Basis of Presentation**

The table below outlines the exclusions from CSG's non-GAAP financial measures:

Non-GAAP Exclusions	Operating Income	EPS
Restructuring and reorganization charges.....	X	X
Acquisition-related charges .....	X	X
Stock-based compensation .....	X	X
Amortization of acquired intangible assets .....	X	X
Amortization of original issue discount ("OID") .....	—	X
Gain (loss) on repurchase of convertible notes .....	—	X
Unusual income tax matters .....	—	X

CSG believes that excluding certain items in calculating its non-GAAP financial measures provides meaningful supplemental information regarding CSG's performance and these items are excluded for the following reasons:

- Restructuring and reorganization charges are infrequent expenses that result from cost reduction initiatives and/or significant changes to CSG's business, to include such things as involuntary employee terminations, changes in management structure, divestitures of businesses, facility consolidations and abandonments, and fundamental reorganizations impacting operational focus and direction. These charges are not considered reflective of CSG's recurring core business operating results. The exclusion of these items in calculating CSG's non-GAAP financial measures allows management and investors an additional means to compare CSG's current financial results with historical and future periods.
- Acquisition-related charges relate to direct and incremental expenses related to business acquisitions, and thus, are not considered reflective of CSG's recurring core business operating results. These charges typically include expenses related to legal, accounting, and other professional services. The exclusion of these charges in calculating CSG's non-GAAP financial measures allows management and investors an additional means to compare CSG's current financial results with historical and future periods.
- Stock-based compensation results from CSG's issuance of equity awards to its employees under incentive compensation programs. The amount of this incentive compensation in any period is not generally linked to the level of performance by employees or CSG, but instead is more dependent on CSG's stock price at the date the equity award is granted, and the employee service period over which the equity awards vest. The exclusion of these expenses in calculating CSG's non-GAAP financial measures allows management and investors an additional means to evaluate the non-cash expense related to compensation included in CSG's results of operations, and therefore, the exclusion of this item allows investors to further evaluate the cash generating capabilities of CSG's business.
- Amortization of acquired intangible assets is the result of business acquisitions. A portion of the purchase price in an acquisition is allocated to acquired intangible assets (e.g., software, client relationships, etc.), which are then amortized to expense over their estimated useful lives. This annual amortization expense

is generally unchanged from the initial estimates, regardless of performance of the acquired business in any one period. Also, the value assigned to acquired intangible assets in a business combination is based on various estimates and valuation techniques, and does not necessarily represent the costs CSG would incur to develop such capabilities internally. Additionally, amortization of acquired intangible assets can be inconsistent in amount and frequency, and can be significantly affected by the timing and size of an acquisition. The exclusion of these expenses in calculating CSG's non-GAAP financial measures allows management and investors an additional means to evaluate the non-cash expense related to acquisitions included in CSG's results of operations, and therefore, the exclusion of this item allows investors to further evaluate the cash generating capabilities of CSG's business.

- The convertible notes OID is the result of allocating a portion of the principal balance of the debt at issuance to the equity component of the instrument, as required under current accounting rules. This OID is then amortized to interest expense over the life of the respective convertible debt instrument. The interest expense related to the amortization of the OID is a non-cash expense, and therefore, the exclusion of this item allows investors to further evaluate the cash interest costs of CSG's convertible notes for cash flow, liquidity, and debt service purposes.
- Gains and losses related to the repurchase of CSG's convertible notes are not considered reflective of CSG's recurring core business operating results. Any resulting gain or loss on the repurchase of CSG's convertible notes is non-cash income or expense, and therefore, the exclusion of this item allows investors to further evaluate the cash impact of these repurchases for cash flow and liquidity purposes. In addition, the exclusion of these gains and losses in calculating CSG's non-GAAP EPS allows management and investors an additional means to compare CSG's current operating results with historical and future periods.
- Unusual items within CSG's quarterly and/or annual income tax expense can occur from such things as income tax accounting timing matters, income taxes related to unusual events, or as a result of different treatment of certain items for book accounting and income tax purposes. Consideration of such items in calculating CSG's non-GAAP financial measures allows management and investors an additional means to compare CSG's current financial results with historical and future periods.

CSG also reports non-GAAP adjusted EBITDA and non-GAAP free cash flow. Management believes non-GAAP adjusted EBITDA is a useful measure to investors in evaluating CSG's operating performance, debt servicing capabilities, and enterprise valuation. CSG defines non-GAAP adjusted EBITDA as income before interest, income taxes, depreciation, amortization, stock-based compensation, foreign currency transaction adjustments, and unusual items, such as restructuring and reorganization charges, and gains and losses related to the repurchase of CSG's convertible notes, as discussed above. Additionally, management uses non-GAAP free cash flow, among other measures, to assess its financial performance and cash generating capabilities, and believes that it is useful to investors because it shows CSG's cash available to service debt, make strategic acquisitions

and investments, repurchase its common stock, pay cash dividends, and fund ongoing operations. CSG defines non-GAAP free cash flow as net cash flows from operating activities less the purchases of property and equipment.

**Non-GAAP Financial Measures**

Non-GAAP Operating Income:

The reconciliations of GAAP operating income to non-GAAP operating income for the indicated periods are as follows (in thousands, except percentages):

	Quarter Ended June 30, 2016		Quarter Ended June 30, 2015	
	Amounts	% of Revenues	Amounts	% of Revenues
GAAP operating income .....	\$ 29,374	15.4%	\$ 26,156	14.3%
Restructuring and reorganization charges (1) ...	5,325	2.8%	370	0.2%
Stock-based compensation (1) .....	5,461	2.9%	5,384	2.9%
Amortization of acquired intangible assets .....	2,215	1.2%	3,012	1.7%
Non-GAAP operating income .....	<u>\$ 42,375</u>	<u>22.3%</u>	<u>\$ 34,922</u>	<u>19.1%</u>

	Six Months Ended June 30, 2016		Six Months Ended June 30, 2015	
	Amounts	% of Revenues	Amounts	% of Revenues
GAAP operating income .....	\$ 70,665	18.8%	\$ 48,049	13.0%
Restructuring and reorganization charges (1) ...	(416)	(0.1%)	976	0.3%
Stock-based compensation (1) .....	11,988	3.2%	10,473	2.8%
Amortization of acquired intangible assets .....	4,410	1.1%	6,230	1.7%
Non-GAAP operating income .....	<u>\$ 86,647</u>	<u>23.0%</u>	<u>\$ 65,728</u>	<u>17.8%</u>

- (1) Stock-based compensation included in the tables above and following excludes amounts that have been recorded in restructuring and reorganization charges. In addition, restructuring and reorganization charges include the impact of the gain on disposition of business operations for the six months ended June 30, 2016.

Non-GAAP EPS:

The reconciliations of GAAP EPS to non-GAAP EPS for the indicated periods are as follows (in thousands, except per share amounts):

	Quarter Ended June 30, 2016		Quarter Ended June 30, 2015	
	Amounts	EPS (3)	Amounts	EPS (3)
GAAP net income .....	\$ 10,837	\$ 0.33	\$ 12,794	\$ 0.39
GAAP income tax provision (2) .....	6,448		9,652	
GAAP income before income taxes .....	17,285		22,446	
Restructuring and reorganization charges (1) ..	5,325		370	
Stock-based compensation (1) .....	5,461		5,384	
Amortization of acquired intangible assets .....	2,215		3,012	
Loss on repurchase of convertible notes .....	5,108		-	
Amortization of OID .....	1,136		1,547	
Non-GAAP income before income taxes .....	36,530		32,759	
Non-GAAP income tax provision (2) .....	(13,516)		(12,448)	
Non-GAAP net income .....	<u>\$ 23,014</u>	<u>\$ 0.70</u>	<u>\$ 20,311</u>	<u>\$ 0.61</u>

	Six Months Ended June 30, 2016		Six Months Ended June 30, 2015	
	Amounts	EPS (3)	Amounts	EPS (3)
GAAP net income .....	\$ 32,341	\$ 0.97	\$ 22,152	\$ 0.67
GAAP income tax provision (2) .....	18,038		17,005	
GAAP income before income taxes .....	50,379		39,157	
Restructuring and reorganization charges (10)	(416)		976	
Stock-based compensation (1) .....	11,988		10,473	
Amortization of acquired intangible assets .....	4,410		6,230	
Loss on repurchase of convertible notes .....	8,319		-	
Amortization of OID .....	2,794		3,063	
Non-GAAP income before income taxes .....	77,474		59,899	
Non-GAAP income tax provision (2) .....	(28,665)		(22,512)	
Non-GAAP net income .....	<u>\$ 48,809</u>	<u>\$ 1.47</u>	<u>\$ 37,387</u>	<u>\$ 1.13</u>

(2) For the second quarter and six months ended June 30, 2016 the GAAP effective income tax rates were 37% and 36%, respectively, and the non-GAAP effective income tax rates was approximately 37% for both periods.

For the second quarter and six months ended June 30, 2015, the GAAP effective income tax rate was 43% and the non-GAAP effective income tax rate was approximately 38%. The difference between the GAAP and the non-GAAP effective income tax rates relates primarily to the timing of the 2015 R&D tax credit legislation. The anticipated quarterly benefit of the credits was included for non-GAAP purposes, but could not be reflected for GAAP purposes until the legislation was actually passed.

(3) The outstanding diluted shares for the second quarter and six months ended June 30, 2016 were 32.8 million and 33.2 million, respectively, and for the second quarter and six months ended June 30, 2015 were 33.1 million and 33.2 million, respectively.

Non-GAAP Adjusted EBITDA:

CSG's calculation of non-GAAP adjusted EBITDA and the reconciliation of CSG's non-GAAP adjusted EBITDA measure to GAAP net income is provided below for the indicated periods (in thousands, except percentages):

	Quarter Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
GAAP net income .....	\$ 10,837	\$ 12,794	\$ 32,341	\$ 22,152
GAAP income tax provision .....	6,448	9,652	18,038	17,005
Interest expense (4) .....	4,473	2,537	7,478	5,905
Amortization of OID .....	1,136	1,547	2,794	3,063
Loss on repurchase of convertible notes .....	5,108	-	8,319	-
Interest and investment income and other, net .....	1,372	(374)	1,695	(76)
GAAP operating income .....	29,374	26,156	70,665	48,049
Restructuring and reorganization charges (1)	5,325	370	(416)	976
Stock-based compensation (1) .....	5,461	5,384	11,988	10,473
Amortization of acquired intangible assets (5)	2,215	3,012	4,410	6,230
Amortization of other intangible assets (5).....	3,810	3,483	7,535	7,117
Depreciation .....	3,509	3,850	7,025	7,545
Non-GAAP adjusted EBITDA .....	<u>\$ 49,694</u>	<u>\$ 42,255</u>	<u>\$ 101,207</u>	<u>\$ 80,390</u>
Non-GAAP adjusted EBITDA as a percentage of revenues.....	<u>26%</u>	<u>23%</u>	<u>27%</u>	<u>22%</u>

(4) Interest expense includes amortization of deferred financing costs as provided in Note 5 below.

(5) Amortization on the statement of cash flows is made up of the following items for the indicated periods (in thousands):

	Quarter Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Amortization of acquired intangible assets ..	\$ 2,215	\$ 3,012	\$ 4,410	\$ 6,230
Amortization of other intangible assets.....	3,810	3,483	7,535	7,117
Amortization of deferred financing costs.....	600	463	1,095	1,828
Total amortization.....	<u>\$ 6,625</u>	<u>\$ 6,958</u>	<u>\$ 13,040</u>	<u>\$ 15,175</u>

Non-GAAP Free Cash Flow:

CSG's calculation of non-GAAP free cash flow and the reconciliation of CSG's non-GAAP free cash flow measure to cash flows from operating activities are provided below for the indicated periods (in thousands):

	Quarter Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Cash flows from operating activities .....	\$ 40,091	\$ 39,576	\$ 50,765	\$ 58,512
Purchases of property and equipment .	(3,601)	(4,730)	(8,863)	(11,425)
Non-GAAP free cash flow .....	<u>\$ 36,490</u>	<u>\$ 34,846</u>	<u>\$ 41,902</u>	<u>\$ 47,087</u>

**Non-GAAP Financial Measures – 2016 Financial Guidance**

Non-GAAP Operating Income Margin:

The reconciliation of GAAP operating income margin to non-GAAP operating income margin, as included in CSG's 2016 full year financial guidance, is as follows:

	<b>2016 Guidance</b>
GAAP operating income margin .....	16.4%
Restructuring and reorganization charges (6) .....	0.1%
Stock-based compensation (7) .....	3.0%
Amortization of acquired intangible assets (8).....	1.0%
Non-GAAP operating income ("between approximately 20% and 21%").....	<u>20.5%</u>

- (6) This represents the pretax impact of restructuring and reorganization charges of an estimated \$1 million on CSG's operating income margin as a percentage of the midpoint of 2016 revenue guidance.
- (7) This represents the pretax impact of stock-based compensation expense of an estimated \$23 million on CSG's operating income margin as a percentage of the midpoint of 2016 revenue guidance.
- (8) This represents the pretax impact of amortization of acquired intangible assets expense of an estimated \$9 million on CSG's operating income margin as a percentage of the midpoint of 2016 revenue guidance.

Non-GAAP EPS:

The reconciliation of GAAP EPS to non-GAAP EPS as included in CSG's 2016 full year financial guidance is as follows (in thousands, except per share amounts):

	<b>2016 Guidance Range</b>			
	<b>Low Range</b>		<b>High Range</b>	
	<b>Amounts</b>	<b>EPS (10)</b>	<b>Amounts</b>	<b>EPS (10)</b>
GAAP net income .....	\$ 58,100	\$ 1.76	\$ 61,500	\$ 1.86
GAAP income tax provision (9) .....	32,000		34,000	
GAAP income before income taxes.....	90,100		95,500	
Restructuring and reorganization charges .....	1,000		1,000	
Stock-based compensation .....	23,000		23,000	
Amortization of acquired intangible assets .....	9,000		9,000	
Loss on repurchase of convertible notes.....	8,000		8,000	
Amortization of OID .....	5,000		5,000	
Non-GAAP income before income taxes.....	136,100		141,500	
Non-GAAP income tax provision (9).....	(50,300)		(52,300)	
Non-GAAP net income .....	<u>\$ 85,800</u>	<u>\$ 2.59</u>	<u>\$ 89,200</u>	<u>\$ 2.69</u>

- (9) For 2016, the estimated effective income tax rate for GAAP and non-GAAP purposes are expected to be approximately 36% and 37%, respectively.
- (10) The weighted-average diluted shares outstanding are expected to be 33.1 million.

Non-GAAP Adjusted EBITDA:

CSG's calculation of non-GAAP adjusted EBITDA and the reconciliation of CSG's non-GAAP adjusted EBITDA measure to GAAP net income is provided below for CSG's 2016 full year financial guidance at the mid-point (in thousands, except percentages):

	<b>2016</b>
GAAP net income .....	\$ 60,000
GAAP income tax provision.....	33,000
Interest expense .....	16,000
Amortization of OID .....	5,000
Loss on repurchase of convertible notes .....	8,000
Interest and investment income and other, net .....	1,000
GAAP operating income .....	123,000
Restructuring and reorganization charges .....	1,000
Stock-based compensation .....	23,000
Amortization of acquired intangible assets.....	9,000
Amortization of other intangible assets .....	16,000
Depreciation .....	14,000
Non-GAAP adjusted EBITDA .....	<u>\$ 186,000</u>
Non-GAAP adjusted EBITDA as a percentage of revenues .....	<u>25%</u>

Non-GAAP Free Cash Flow:

CSG's calculation of non-GAAP free cash flow and the reconciliation of CSG's non-GAAP free cash flow measure to cash flows from operating activities is provided below for the indicated period (in thousands):

	<b>2016</b>
Cash flows from operating activities .....	\$ 120,000
Purchases of property and equipment.....	(20,000)
Non-GAAP free cash flow .....	<u>\$ 100,000</u>