



Advantage Solutions, Inc.
Q3 2020 Earnings Presentation
November 16, 2020

Disclaimer

Forward Looking Statements

Certain statements in this presentation or accompanying commentary may be considered forward-looking statements with the meaning of federal securities laws. Forward-looking statements generally relate to future events or Advantage's future financial or operating performance. In some cases, you can identify forward-looking statements by terminology such as "may", "should", "expect", "intend", "will", "would", "estimate", "anticipate", "believe", "predict", "potential" or "continue", or the negatives of these terms or variations of them or similar terminology. Such forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions, and as a result, are subject to risks, uncertainties, and other factors which could cause actual results to differ materially from those expressed or implied by such forward looking statements.

These forward-looking statements are based upon estimates and assumptions that, while considered reasonable by Advantage and its management are inherently uncertain. Factors that may cause actual results to differ materially from current expectations include, but are not limited to, the COVID-19 pandemic and the measures taken in response thereto; changes to labor laws or wage or job classification regulations, including minimum wage, or other market-driven wage changes; Advantage's ability to continue to generate significant operating cash flow; client procurement strategies and consolidation of Advantage's clients' industries creating pressure on the nature and pricing of its services; consumer goods manufacturers and retailers reviewing and changing their sales, retail, marketing, and technology programs and relationships; Advantage's ability to successfully develop and maintain relevant omni-channel services for our clients in an evolving industry and to otherwise adapt to significant technological change; Advantage's ability to effectively remediate material weaknesses and maintain proper and effective internal controls in the future; potential and actual harms to Advantage's business arising from the Take 5 Matter; Advantage's substantial indebtedness and our ability to refinance at favorable rates; and other risks and uncertainties set forth in the section titled "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" in the definitive proxy statement filed by Conyers Park with the Securities and Exchange Commission on October 9, 2020 and in its other filings made from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and Advantage assumes no obligation and does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by law.

Non-GAAP Financial Measure and Related Information

This presentation includes certain financial measures not presented in accordance with generally accepted accounting principles ("GAAP") including Adjusted EBITDA and Adjusted Net Income. These non-GAAP financial measures are not measures of financial performance in accordance with GAAP and may exclude items that are significant in understanding and assessing the Company's financial results. Therefore, these measures are in addition to, and not a substitute for or superior to, measures of financial performance prepared in accordance with GAAP, and should not be considered in isolation or as an alternative to net income, cash flows from operations or other measures of profitability, liquidity or performance under GAAP. You should be aware that the Company's presentation of these measures may not be comparable to similarly-titled measures used by other companies.

The Company believes these non-GAAP measures of financial results provide useful information to management and investors regarding certain financial and business trends relating to the Company's financial condition and results of operations. The Company believes that the use of Adjusted EBITDA and Adjusted Net Income provides an additional tool for investors to use in evaluating ongoing operating results and trends in and in comparing the Company's financial measures with other similar companies, many of which present similar non-GAAP financial measures to investors. These non-GAAP financial measures are subject to inherent limitations as they reflect the exercise of judgments by management about which expense and income are excluded or included in determining these non-GAAP financial measures.

Adjusted EBITDA means net income (loss) before (i) interest expense, net, (ii) (benefit from) provision for income taxes, (iii) depreciation, (iv) impairment of goodwill and indefinite-lived assets, (v) amortization of intangible assets, (vi) private equity sponsors' management fees and equity-based compensation expense, (vii) fair value adjustments of contingent consideration related to acquisitions, (viii) acquisition-related expenses, (ix) costs associated with COVID-19, net of benefits received, (x) EBITDA for economic interests in investments, (xi) restructuring expenses, (xii) litigation expenses, (xiii) (Recovery from) loss on Take 5, (xiv) costs associated with the Take 5 Matter and (xv) other adjustments that management believes are helpful in evaluating its operating performance.

Adjusted Net Income means net (loss) income before (i) impairment of goodwill and indefinite-lived assets, (ii) amortization of intangible assets, (iii) private equity sponsors' management fees and equity-based compensation expense, (iv) fair value adjustments of contingent consideration related to acquisitions, (v) acquisition-related expenses, (vi) costs associated with COVID-19, net of benefits received, (vii) EBITDA for economic interests in investments, (viii) restructuring expenses, (ix) litigation expenses, (x) (Recovery from) loss on Take 5, (xi) costs associated with the Take 5 Matter, (xii) other adjustments that management believes are helpful in evaluating its operating performance, and (xiii) related tax adjustments.

The Company has presented the financial data for the last twelve-month ("LTM") period ended September 30, 2020 by adding the unaudited results of operations for the nine-month period ended September 30, 2020 to its audited results of operations for the year ended December 31, 2020 and then subtracting the unaudited results of operations for the nine-month period ended September 30, 2019. The financial data for the LTM period ended September 30, 2020 does not comply with GAAP.

Due to rounding, numbers presented throughout this document may not add up precisely to the totals provided and percentages may not precisely reflect the absolute figures.

Key Messages

- Successfully Completed Business Combination with Conyers Park II
- Q3 Financial Results Met or Exceeded Expectations
- Evidence of Recovery in COVID-Impacted Operations in Sales and Marketing Segments
- Executing Well Against Long-term Value Creation Strategies
- Raising Expected FY 2020 Adjusted EBITDA Outlook

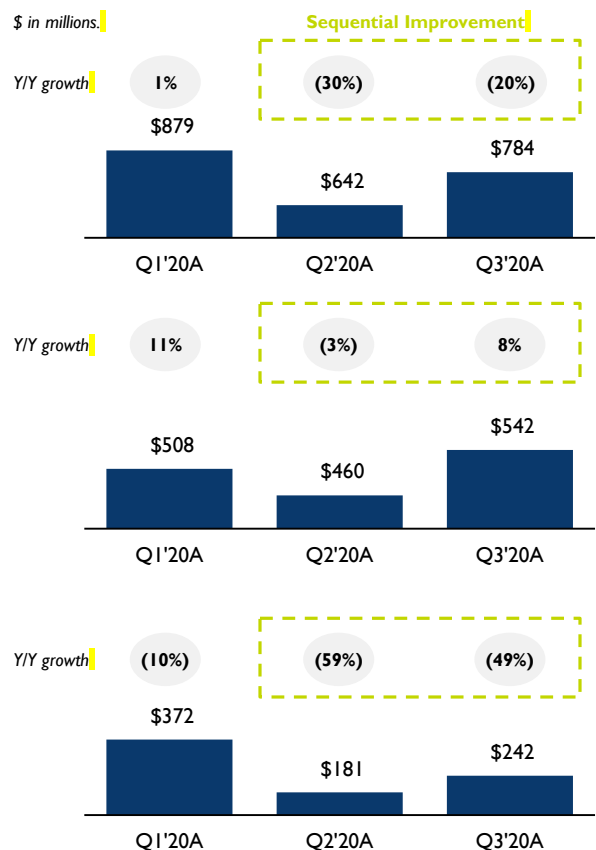
Improving Trends in Q3 Results

Total Advantage

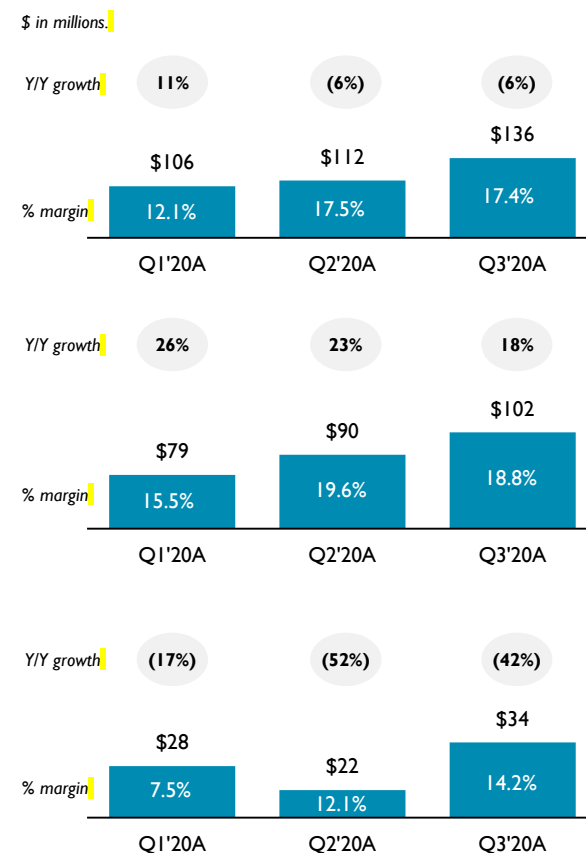
Sales Segment

Marketing Segment

Revenues



Adjusted EBITDA



Q3 Results Reflect Improvement in Trends

- Continued strength in Sales segment
 - Strong center-store / eat-at-home trends remain in place
 - Food service channel remains weak, but beginning recovery
 - European Joint Venture still soft, but improving
 - E-commerce (on-line, click-and-collect) business gains continue
- Marketing segment down, but with improving trends in Q3 versus Q2
 - In-store sampling resumed in the third quarter
 - Sampling event volume increased from approximately 20,000 events in April to approximately 120,000 in September; still below the nearly 400,000 events in September of last year, but exhibiting the beginning of a rebound we expect to continue
- Continued to manage costs across the entire business with discipline

Pillars of Our Strategy for Value Creation

- Operate with excellence by serving existing clients well and delivering productivity through continuous improvement

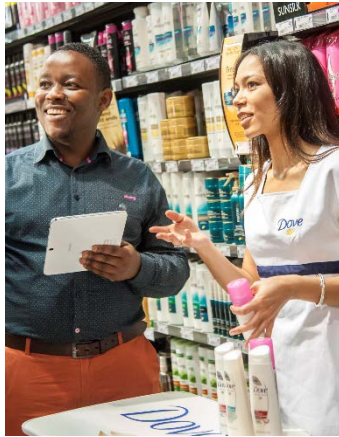
- Invest wisely in talent, technology and capability to support clients' evolving needs through attractive opportunities for
 - Organic reinvestment and

 - Disciplined tuck-in acquisitions

- Nurture 'evolutionary' culture so that we remain flexible as we build the business to be
 - The partner of choice for brands and retailers as their needs change, and

 - Opportunistic when circumstances present us with pitches in our sweet-spot

Financial Performance



Financial Summary

(\$ in millions.)	Q1			Q2			Q3		
	2020A	2019A	%	2020A	2019A	%	2020A	2019A	%
Total Advantage									
Revenues	\$879	\$869	1%	\$642	\$922	(30%)	\$784	\$982	(20%)
Adjusted EBITDA	106	96	11%	112	119	(6%)	136	145	(6%)
% margin	12.1%	11.0%		17.5%	12.9%		17.4%	14.8%	
Adjusted Net Income	27	8	220%	39	34	13%	66	66	(0%)
% margin	3.1%	1.0%		6.0%	3.7%		8.4%	6.7%	
Sales Segment									
Revenues	\$508	\$457	11%	\$460	\$475	(3%)	\$542	\$503	8%
Adjusted EBITDA	79	63	26%	90	73	23%	102	86	18%
% margin	15.5%	13.7%		19.6%	15.5%		18.8%	17.1%	
Marketing Segment									
Revenues	\$372	\$412	(10%)	\$181	\$447	(59%)	\$242	\$478	(49%)
Adjusted EBITDA	28	33	(17%)	22	45	(52%)	34	59	(42%)
% margin	7.5%	8.1%		12.1%	10.2%		14.2%	12.3%	

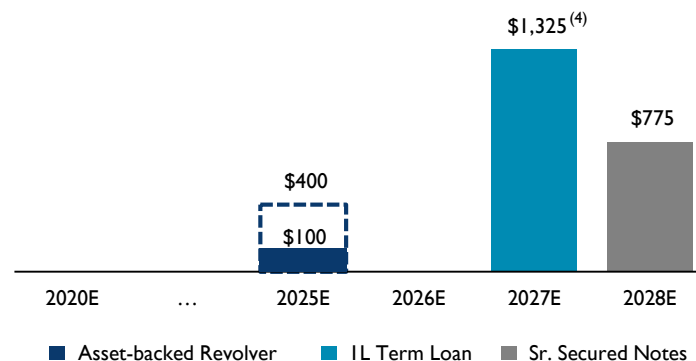
Note: Please see the appendix for a reconciliation of non-GAAP financial measures to most directly comparable GAAP measures.

Capitalization Summary

- Q3 2020 Total Debt of \$3,331 million refinanced⁽¹⁾ as part of the Conyers Park II business combination
 - Reduced leverage: 5.7x Net Debt / LTM Q3 2020 Adjusted EBITDA of \$499 million reduced to 4.1x post-combination
 - Pushed out maturities: 2021 and 2022 term loan maturities under old Advantage capitalization refinanced

- Post-combination debt capitalization:

	Maturity	Rate	Outstanding
Asset-backed Revolver (\$400M)	2025	L+2.25% ⁽²⁾	\$100
First Lien Term Loan	2027	L+5.25% ⁽³⁾	1,325
Senior Secured Notes	2028	6.50%	775
Total Funded Debt			\$2,200



- Post-combination equity capitalization:

- 313,425,182 Class A Common shares outstanding
- 5,000,000 Performance Shares subject to vesting based upon market performance test
- 18,583,333 Warrants @ \$11.50 exercise

(1) Other Debt of approximately \$3 million was not repaid and remains outstanding after completion of the business combination.
 (2) Asset-backed Revolver rate subject to 0.50% LIBOR floor. See ABL Revolving Credit Agreement, dated October 28, 2020 for additional information.
 (3) First Lien Term Loan rate subject to 0.75% LIBOR floor. See First Lien Credit Agreement, dated October 28, 2020 for additional information.
 (4) First Lien Term Loan amortizes at 1% per annum, paid quarterly. Illustratively showing full \$1,325 million obligation in 2027E maturity.

Outlook

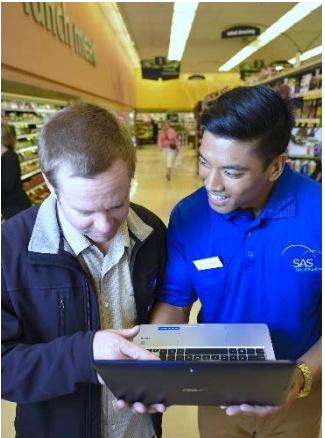
Revised FY 2020 Outlook (excluding future acquisitions):

- FY 2020 Adjusted EBITDA of \$480 to \$485 million, an increase to the \$475 million forecast shared as part of our business combination
- Revenues expected to decline 16% to 19% versus 2019 revenues of \$3,785 million, revised from previous forecast to reflect a change in expected mix of marketing revenues (expect less zero-margin passthrough revenues from reimbursable samples)
- Net Debt / Adjusted EBITDA expected to be approximately 4.2x at the end of FY 2020

Expect to provide FY 2021 guidance when reporting FY 2020 results in early 2021:

- Expecting COVID-related activity restrictions to continue into 2021. Revenues likely to improve versus 2020 as next year progresses
- Highly confident in FY 2021 Adjusted EBITDA forecast of \$515 million shared as part of our business combination
- Net Debt / Adjusted EBITDA to be below 4x by the end of 2021

Thank you



Non-GAAP Reconciliation for Adjusted EBITDA (1/3)

Consolidated	Three Months Ended March 31,		Three Months Ended June 30,		Three Months Ended September 30,		LTM Period Ended September 30,	
	2020	2019	2020	2019	2020	2019	2020	2019
Total Company (in thousands)								
Net income (loss)	\$ (21,723)	\$ (44,195)	\$ (37,814)	\$ (13,094)	\$ 36,705	\$ 22,731	\$ (8,030)	\$ (1,113,637)
Add:								
Interest expense, net	51,794	61,048	51,521	59,661	48,243	57,762	205,164	242,354
Provision for (benefit from) income taxes	1,367	1,201	(13,704)	(1,510)	3,623	(3,968)	(3,084)	(148,003)
Depreciation and amortization	60,209	57,532	58,748	59,020	58,556	57,872	235,662	232,228
Sponsors' management fee and equity-based compensation expense ⁽¹⁾	3,837	1,669	4,184	1,429	1,468	1,968	12,383	6,950
Fair value adjustments related to contingent consideration related to acquisitions ⁽²⁾	4,095	2,370	4,128	3,402	(6,184)	(1,100)	(1,117)	(5,709)
Acquisition-related expenses ⁽³⁾	5,529	9,846	4,861	7,608	3,683	5,308	22,787	34,077
Costs associated with COVID-19, net of benefits received ⁽⁴⁾	1,000	—	(1,019)	—	(1,389)	—	(1,408)	—
EBITDA for economic interests in investments ⁽⁵⁾	(1,898)	(627)	(887)	(2,150)	(2,005)	(2,315)	(8,119)	(7,192)
Restructuring expenses ⁽⁶⁾	1,098	2,007	46,565	1,006	(7,635)	260	42,140	8,211
Litigation expenses ⁽⁷⁾	104	—	2,500	—	(31)	—	6,073	1,200
Recovery from Take 5	—	—	(7,700)	—	—	—	(7,700)	—
Costs associated with the Take 5 Matter ⁽⁸⁾	939	5,068	661	3,580	1,219	6,344	4,195	19,585
Adjusted EBITDA	<u>\$ 106,351</u>	<u>\$ 95,919</u>	<u>\$ 112,044</u>	<u>\$ 118,952</u>	<u>\$ 136,253</u>	<u>\$ 144,862</u>	<u>\$ 498,946</u>	<u>\$ 502,064</u>

	Three Months Ended March 31,		Three Months Ended June 30,		Three Months Ended September 30,	
	2020	2019	2020	2019	2020	2019
Sales Segment (in thousands)						
Operating income (loss)	\$ 24,194	\$ 13,083	\$ 11,021	\$ 26,513	\$ 60,205	\$ 48,077
Add:						
Depreciation and amortization	43,107	40,440	42,234	40,047	41,978	40,273
Sponsors' management fee and equity-based compensation expense ⁽¹⁾	3,199	1,388	3,538	1,365	1,398	1,603
Fair value adjustments related to contingent consideration related to acquisitions ⁽²⁾	4,312	1,512	4,128	3,049	(669)	(4,880)
Acquisition-related expenses ⁽³⁾	4,156	5,722	4,081	4,221	3,581	3,117
Costs associated with COVID-19, net of benefits received ⁽⁴⁾	810	—	530	—	(1,198)	—
EBITDA for economic interests in investments ⁽⁵⁾	(2,071)	(713)	(1,338)	(2,116)	(2,142)	(2,323)
Restructuring expenses ⁽⁶⁾	752	1,167	23,326	383	(1,227)	179
Litigation expenses ⁽⁷⁾	104	—	2,500	—	—	—
Sales Segment Adjusted EBITDA	<u>\$ 78,563</u>	<u>\$ 62,599</u>	<u>\$ 90,020</u>	<u>\$ 73,462</u>	<u>\$ 101,926</u>	<u>\$ 86,046</u>

	Three Months Ended March 31,		Three Months Ended June 30,		Three Months Ended September 30,	
	2020	2019	2020	2019	2020	2019
Marketing Segment (in thousands)						
Operating income (loss)	\$ 7,244	\$ 4,971	\$ (11,018)	\$ 18,544	\$ 28,366	\$ 28,448
Add:						
Depreciation and amortization	17,102	17,092	16,514	18,973	16,578	17,599
Sponsors' management fee and equity-based compensation expense ⁽¹⁾	638	281	646	64	70	365
Fair value adjustments related to contingent consideration related to acquisitions ⁽²⁾	(217)	858	—	353	(5,515)	3,780
Acquisition-related expenses ⁽³⁾	1,373	4,124	780	3,387	102	2,191
Costs associated with COVID-19, net of benefits received ⁽⁴⁾	190	—	(1,549)	—	(191)	—
EBITDA for economic interests in investments ⁽⁵⁾	173	86	451	(34)	137	8
Restructuring expenses ⁽⁶⁾	346	840	23,239	623	(6,408)	81
Litigation expenses ⁽⁷⁾	—	—	—	—	(31)	—
Recovery from Take 5	—	—	(7,700)	—	—	—
Costs associated with the Take 5 Matter ⁽⁸⁾	939	5,068	661	3,580	1,219	6,344
Marketing Segment Adjusted EBITDA	<u>\$ 27,788</u>	<u>\$ 33,320</u>	<u>\$ 22,024</u>	<u>\$ 45,490</u>	<u>\$ 34,327</u>	<u>\$ 58,816</u>

Non-GAAP Reconciliation for Historical Periods (2/3)

	Three Months Ended March 31,		Three Months Ended June 30,		Three Months Ended September 30,	
	2020	2019	2020	2019	2020	2019
Adjusted Net Income (in thousands)						
Net income (loss)	\$ (21,723)	\$ (44,195)	\$ (37,814)	\$ (13,094)	\$ 36,705	\$ 22,731
Less: Net (loss) income attributable to noncontrolling interest	(15)	(1,006)	(410)	1,513	756	142
Add:						
Sponsors' management fee and equity-based compensation expense ⁽¹⁾	3,837	1,669	4,184	1,429	1,468	1,968
Fair value adjustments related to contingent consideration related to acquisitions ⁽²⁾	4,095	2,370	4,128	3,402	(6,184)	(1,100)
Acquisition-related expenses ⁽³⁾	5,529	9,846	4,861	7,608	3,683	5,308
Restructuring expenses ⁽⁶⁾	1,098	2,007	46,565	1,006	(7,635)	260
Litigation expenses ⁽⁷⁾	104	—	2,500	—	(31)	—
Costs associated with COVID-19, net of benefits received ⁽⁴⁾	1,000	—	(1,019)	—	(1,389)	—
Amortization of intangible assets	47,846	47,472	47,652	47,746	47,781	47,633
Recovery from Take 5	—	—	(7,700)	—	—	—
Costs associated with the Take 5 Matter ⁽⁸⁾	939	5,068	661	3,580	1,219	6,344
Tax adjustments related to non-GAAP adjustments ⁽⁹⁾	(15,891)	(16,862)	(25,626)	(15,875)	(9,254)	(17,177)
Adjusted Net Income	\$ 26,849	\$ 8,381	\$ 38,802	\$ 34,289	\$ 65,607	\$ 65,825

Net Debt (in millions)	September 30, 2020
Current portion of long-term debt	\$ 26.2
Long-term debt, net of current portion	3,287.3
Total Debt	3,313.5
Less:	
Debt issuance costs	(18.0)
Cash and cash equivalents	486.4
Total Net Debt ⁽¹⁰⁾	\$ 2,845.1

Non-GAAP Reconciliation for Historical Periods (3/3)

Note: Dollars in millions. Numerical figures included in this slide have been subject to rounding adjustments

- (1) Historical management fees paid to existing shareholders and non-cash stock based compensation expense.
- (2) Represents adjustments to the estimated fair value of our contingent consideration liabilities related to our acquisitions, excluding the present value accretion recorded in interest expense, net, for the applicable periods.
- (3) Represents fees and costs associated with activities related to our acquisitions and restructuring activities related to our equity ownership, including professional fees, due diligence, and integration activities.
- (4) Represents (a) costs related to implementation of strategies for workplace safety in response to COVID-19, including employee-relief fund, additional sick pay for front-line associates, medical benefit payments for furloughed associates, and personal protective equipment and (b) benefits received from government grants for COVID-19 relief.
- (5) Represents additions to reflect our proportional share of Adjusted EBITDA related to our equity method investments and reductions to remove the Adjusted EBITDA related to the minority ownership percentage of the entities that we fully consolidate in our financial statements.
- (6) One-time restructuring activities costs associated with non-recurring reorganization projects.
- (7) Represents legal settlements that are unusual or infrequent costs associated with our operating activities.
- (8) Represents costs associated with investigation and remediation activities related to the Take 5 Matter, primarily, professional fees and other related costs.
- (9) Represents the tax provision or benefit associated with the adjustments above, taking into account the Company's applicable tax rates, after excluding adjustments related to items that do not have a related tax impact.
- (10) Net Debt represents the sum of current portion of long-term debt and long-term debt, less cash and cash equivalents and debt issuance costs. With respect to Net Debt, cash and cash equivalents are subtracted from the GAAP measure, total debt, because they could be used to reduce the debt obligations.