

CDW Corporation

Webcast Conference Call November 1, 2017

Today's Agenda

- Third Quarter and YTD 2017 Results
- Key Performance Drivers and Strategic Progress
- Financial Results
- Outlook
- **A**&Q •

Disclaimers

This presentation contains forward-looking statements, which are any predications, projections, or other statements about future events. These statements are based on current expectations and assumptions that are subject to risks and uncertainties. Actual results could materially differ because of factors discussed in today's earnings release, in the comments made during the conference call, and in the risk factors section of the Company's Form 10-K, Form 10-Q and other reports and filings with the Securities and Exchange Commission. The Company does not undertake any duty to update any forward-looking statement.

Highlights Combined Power

- Balanced portfolio of customer end-markets
- Broad product and solutions suite
- Variable cost structure

Strong Financial Financial Performance

Third Quarter:

- Net Sales increased \$326 million from Q3 2016 to \$4.0 billion
 - Up 8.8% on a reported basis
 - Up 10.5% on an average daily sales basis ("ADS")
 - Up 10.4% in ADS on a constant currency basis
- Adjusted EBITDA up 4.5% to \$324 million
- Non-GAAP net income per diluted share up 10.8% to \$1.08

Balanced Portfolio Drove Topline

(Unaudited)

(\$ in millions)

	Three Months Ended September 30,				Nin	e N	lonths En	ded Septemb	er 30,			
		2017		2016	% Change	Average Daily % Change ⁽¹⁾		2017		2016	% Change	Average Daily % Change ⁽¹⁾
Corporate (2)	\$	1,598.5	\$	1,466.4	9.0%	10.7%	\$	4,705.5	\$	4,372.1	7.6%	8.2%
Small Business (2)	_	311.5		282.5	10.3%	12.0%	_	931.7		848.2	9.9%	10.4%
Public												
Government	\$	606.7	\$	537.5	12.9	14.7	\$	1,537.4	\$	1,334.1	15.3	15.9
Education		700.7		671.4	4.4	6.0		1,810.7		1,652.4	9.6	10.1
Healthcare		425.5		431.7	(1.4)	0.1	_	1,235.4		1,270.6	(2.8)	(2.3)
Total Public	\$	1,732.9	\$	1,640.6	5.6%	7.3%	\$	4,583.5	\$	4,257.1	7.7%	8.2%
Other	\$	391.0	\$	318.7	22.6%	24.6%	\$	1,132.3	\$	1,012.1	11.9%	12.5%
Total Net sales	\$	4,033.9	\$	3,708.2	8.8%	10.5%	\$	11,353.0	\$	10,489.5	8.2%	8.8%

⁽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⁾ Effective January 1, 2017, the CDW Small Business channel has become a separate operating and reportable segment. Its results were previously presented as a sales channel within the Corporate segment. Segment information reported in prior periods have been reclassified to conform to the current period presentation.

Third Quarter Financial Results

(Unaudited) (\$ in millions, except per share amounts)

Three Months Ended September 30,

	Three Months Ended September 30,						
		2017	_	2016	% Change		
Net sales	\$	4,033.9	\$	3,708.2	8.8%		
Avg Daily Net Sales	\$	64.0	\$	57.9	10.5%		
Gross profit	\$	642.0	\$	614.3	4.5%		
% of Net Sales		15.9%	ó	16.6%			
SG&A, including advertising	\$	398.3	\$	376.8	5.7%		
Income from operations	\$	243.7	\$	237.5	2.6%		
Adjusted SG&A, including advertising *	\$	320.2	\$	305.7	4.7%		
Adjusted EBITDA *	\$	324.3	\$	310.4	4.5%		
% of Net Sales		8.0%	ó	8.4%			
Interest expense, net	\$	(37.8)	\$	(37.6)	0.5%		
Net income	\$	129.2	\$	125.9	2.6%		
Diluted EPS	\$	0.83	\$	0.76	8.3%		
Non-GAAP net income *	\$	168.2	\$	160.3	4.9%		
Non-GAAP diluted EPS *	\$	1.08	\$	0.97	10.8%		

^{*} Adjusted SG&A, including advertising, Adjusted EBITDA, Non-GAAP net income and Non-GAAP Diluted EPS are non-GAAP financial measures. For a reconciliation 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 and in these slides.

Third Quarter Adjusted SG&A and Adjusted EBITDA

	Three Months Ended September 30,				
		2017		2016	% Change
Reported SG&A, including advertising		398.3	\$	376.8	5.7%
Adjustments:					
Equity-based compensation		(10.0)		(10.0)	
Integration expenses				(2.4)	
Reinstatement of prior year unclaimed property balances (1)		(4.1)			
Depreciation and amortization:					
Amortization of acquisition-related intangible assets		(46.5)		(46.5)	
Other SG&A depreciation and amortization		(17.3)		(14.9)	
Other expenses (2)		(0.2)		2.7	
Total adjustments		(78.1)		(71.1)	
Adjusted SG&A, including advertising	\$	320.2	\$	305.7	4.7%
Adjusted EBITDA	\$	324.3	\$	310.4	4.5%
% of Net Sales		8.0%		8.4%	

⁽¹⁾ Comprised of the reinstatement of prior year unclaimed property balances as a result of a retroactive Illinois state law change in the third quarter of 2017.

⁽²⁾ The three months ended September 30, 2016 primarily includes the Company's share of 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.

Interest, Taxes and Non-GAAP Net Income

(Unaudited) (\$ in millions, except per share amounts)

Three Months Ended September 30,

	 2017		2016	% Change					
Interest expense, net	\$ (37.8)	\$	(37.6)	0.5%					
Other income, net	\$ 0.7	\$	0.4	75.5%					
Income tax expense	\$ (77.4)	\$	(72.3)	7.1%					
Net income	\$ 129.2	\$	125.9	2.6%					
Diluted EPS	\$ 0.83	\$	0.76	8.3%					
Non-GAAP net income *	\$ 168.2	\$	160.3	4.9%					
Non-GAAP diluted EPS *	\$ 1.08	\$	0.97	10.8%					

^{*} Non-GAAP net income and Non-GAAP diluted EPS are non-GAAP financial measures. For a reconciliation 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 and in these slides.

Third Quarter Non-GAAP Net Income

(Unaudited) (\$ in millions)

i nree Wonths Ended September				
	2017		2016	
\$	129.2	\$	125.9	
	46.5		46.5	
	10.0		10.0	
	_		2.1	
	_		2.4	
	4.1		_	
	(0.2)		(3.3)	
	(21.4)		(23.3)	
\$	168.2	\$	160.3	
		\$ 129.2 46.5 10.0 — 4.1 (0.2) (21.4)	2017 \$ 129.2 \$ 46.5 10.0	

Three Months Ended Contember

- (1) Includes amortization expense for acquisition-related intangible assets, primarily customer relationships, customer contracts and trade names.
- (2) Comprised of expenses related to CDW UK.
- (3) Comprised of the reinstatement of prior year unclaimed property balances as a result a retroactive of Illinois state law change enacted in the third quarter of 2017.
- (4) The three months ended September 30, 2016 primarily includes the Company's 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.

(5) Aggregate adjustment for income taxes consists of the following:		2016	
Total Non-GAAP adjustments	\$	60.4	\$ 57.7
Weighted average statutory effective tax rate		36.0%	36.0%
Income tax		(21.7)	(20.8)
Excess tax benefits from equity-based compensation		(0.6)	(1.2)
Non-deductible adjustments and other		0.9	(1.3)
Total aggregate adjustment for income taxes	\$	(21.4)	\$ (23.3)

^{*} Non-GAAP net income is a non-GAAP financial measure. For a reconciliation 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 and in these slides.

YTD Financial Results

(Unaudited) (\$ in millions, except per share amounts)

Nine Months Ended September 30,

		, ci 00,			
		2017		2016	% Change
Net sales	\$	11,353.0	\$	10,489.5	8.2%
Avg Daily Net Sales	\$	59.4	\$	<i>54.6</i>	8.8%
Gross profit	\$	1,835.6	\$	1,749.3	4.9%
% of Net Sales		16.2%	,)	16.7%	
SG&A, including advertising	\$	1,191.0	\$	1,127.3	5.7%
Income from operations	\$	644.6	\$	622.0	3.6%
Adjusted SG&A, including advertising *	\$	954.4	\$	912.3	4.6%
Adjusted EBITDA *	\$	888.2	\$	843.6	5.3%
% of Net Sales		7.8%	ò	8.0%	
Interest expense, net	\$	(113.4)	\$	(112.6)	0.7%
Net income	\$	327.8	\$	321.2	2.1%
Diluted EPS	\$	2.06	\$	1.93	6.9%
Non-GAAP net income *	\$	452.7	\$	428.6	5.6%
Non-GAAP diluted EPS *	\$	2.84	\$	2.57	10.7%

^{*} Adjusted SG&A, including advertising, Adjusted EBITDA, Non-GAAP net income and Non-GAAP Diluted EPS are non-GAAP financial measures. For a reconciliation 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 and in these slides.

YTD Adjusted SG&A and Adjusted EBITDA

	Nine Months Ended September 30,				
		2017		2016	% Change
Reported SG&A, including advertising	\$	1,191.0	\$	1,127.3	5.7%
Adjustments:					
Equity-based compensation		(33.6)		(28.1)	
Integration expenses		(2.5)		(6.2)	
Reinstatement of prior year unclaimed property balances (1)		(4.1)		_	
Depreciation and amortization:					
Amortization of acquisition-related intangible assets		(138.9)		(141.0)	
Other SG&A depreciation and amortization		(51.0)		(44.6)	
Other expenses (2)		(6.5)		4.9	
Total adjustments		(236.6)		(215.0)	
Adjusted SG&A, including advertising	\$	954.4	\$	912.3	4.6%
Adjusted EBITDA	\$	888.2	\$	843.6	5.3%
% of Net Sales		7.8%	•	8.0%	

⁽¹⁾ Comprised of the reinstatement of prior year unclaimed property balances as a result of a retroactive Illinois state law change in the third quarter of 2017.

Primarily includes expenses related to payroll taxes on equity-based compensation during the nine months ended September 30, 2017. The 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.

YTD Non-GAAP Net Income

(Unaudited) (\$ in millions)

	Nine Wonths Ended September					
	2017			2016		
Net income	\$	327.8	\$	321.2		
Amortization of intangibles (1)		138.9		141.0		
Equity-based compensation		33.6		28.1		
Net Loss on extinguishments of long-term debt		57.4		2.1		
Integration expenses (2)		2.5		6.2		
Reinstatement of prior year unclaimed property balances (3)		4.1		_		
Other adjustments (4)		4.8		(6.0)		
Aggregate adjustment for income taxes (5)		(116.4)		(64.0)		
Non-GAAP net income*	\$	452.7	\$	428.6		

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- (1) Includes amortization expense for acquisition-related intangible assets, primarily customer relationships, customer contracts and trade names.
- (2) Comprised of expenses related to CDW UK.
- (3) 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.
- (4) Primarily includes expenses related to payroll taxes on equity-based compensation during the 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.

(5) Aggregate adjustment for income taxes consists of the following:		2016	
Total Non-GAAP adjustments	\$	241.3	\$ 171.4
Weighted average statutory effective tax rate		36.0%	36.0%
Income tax		(86.9)	 (61.7)
Excess tax benefits from equity-based compensation		(30.7)	(1.2)
Non-deductible adjustments and other		1.2	(1.1)
Total aggregate adjustment for income taxes	\$	(116.4)	\$ (64.0)

* Non-GAAP net income is a non-GAAP financial measure. For a reconciliation 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 and in these slides.

Debt and Revolver Availability

	Sep 	September 30, 2017		December 31, 2016		eptember 30, 2016
Cash and cash equivalents	\$	97.9	\$	263.7	\$	118.3
Total debt	\$	3,429.9	\$	3,234.4	\$	3,241.4
Senior secured debt	\$	1,738.9	\$	1,552.1	\$	1,559.3
Net debt (total debt net of cash and cash equivalents)	\$	3,332.0	\$	2,970.7	\$	3,123.1
Outstanding borrowings under revolver	\$	192.1	\$	_	\$	_
Borrowing base under ABL revolver (1)	\$	1,871.9	\$	1,479.4	\$	1,584.4
Revolver availability (2)	\$	844.5	\$	777.3	\$	866.9
Cash plus revolver availability (2)	\$	942.4	\$	1,041.0	\$	985.2
Total net leverage ratio (3)		2.9		2.7		2.9

⁽¹⁾ Amount in effect at period-end, applicable to the Company's ABL Revolving Credit Facility.

⁽²⁾ Amount in effect at period-end, including CDW UK's Revolving Credit Facility, which is a multi-currency revolving credit facility with an aggregate amount of £38 million (\$51 million at September 30, 2017) in availability.

⁽³⁾ Defined in the Company's credit agreement, on a consolidated basis, as the ratio of total debt at period-end, excluding any unamortized discount and/or premium and unamortized deferred financing costs, less cash and cash equivalents, to trailing twelve months (TTM) Adjusted EBITDA, a non-GAAP measure defined in the Company's credit agreement.

Cash Conversion Cycle

(Unaudited)

	September 30, 2017	December 31, 2016	September 30, 2016
Days of sales outstanding (DSO) *	53	51	49
Days of supply in inventory (DIO) *	13	12	13
Days purchases outstanding (DPO) *	(47)	(44)	(44)
Cash Conversion Cycle *	19	19	18

^{*} Based on a rolling three-month average.

Four Capital Allocation Priorities

Priorities

Increase Dividends Annually

Maintain Net Leverage Ratio (2)

Supplement Organic Growth with M&A

Return Excess FCF after Dividends & M&A Through Share Repurchase

Objectives

Target 30% payout of FCF in 5 years (1)

~2.5 to 3.0 times Net Leverage Ratio

Tuck-in, accretive deals

Offset to incentive plan dilution and to supplement EPS growth

Actions

31% increase to \$0.84/share

Currently at 2.9x (3)

CDW UK acquisition

Repurchase program

¹ Target established November 2014

² Defined in our credit agreement as the ratio of total debt at period-end excluding any unamortized discount and/or premium and deferred financing costs, less cash and cash equivalents, to TTM Adjusted EBITDA. TTM Adjusted EBITDA is a term defined in our credit agreement.

³ As of September 30, 2017

Capital Allocation Priorities Support Medium Term Targets

Net Sales Growth

2016-2018

U.S. IT growth +200-300bps in Constant Currency

Adjusted EBITDA

High 7's to 8% Margin

Leverage

Maintain net debt/adj. EBITDA ratio at ~2.5-3.0x

Non-GAAP EPS Growth

Low double-digits in Constant Currency

Thoughts on Modeling 2017

Current expectations for P&L:

- Exceed our full-year constant currency growth annual medium term target of growing 200 to 300 bps faster than the US IT, likely between 425 to 450 bps
- Currency headwinds ~20 bps for FY 2017; currency tailwinds of ~70 bps in Q4
- Full year Adjusted EBITDA margin at low end of high 7's to 8% target range
- Depreciation and Amortization at ~\$66MM per quarter; \$46MM for purchased intangibles
- Annual book interest of ~\$151MM
- Effective tax rate between 32-33% for the year; all-in "non-GAAP" full year tax rate of roughly 37%
- Q4 equity-based compensation slightly below Q4 2016 which was \$11.1MM
- Average shares outstanding in Q4 at roughly Q3 level
- Full year non-GAAP EPS growth in the middle of our annual medium term target of low double digit growth (~10% to 12%) in constant currency, with currency impact similar to topline

Thoughts on Modeling 2017 cont'd

Current expectations for working capital and cash flow:

- Annual Free Cash Flow within our enhanced "rule of thumb" of 3 to 3½% of net sales
- Capital expenditures ~0.5% of net sales on an annual basis
- Cash Conversion Cycle within enhanced target range of high teens to low 20s
- Cash tax rate of approximately 30%, to be applied to pretax income before intangibles amortization of \$46MM/quarterly PLUS \$20MM of annual CODI payments

Questions and Answers





Adjusted EBITDA to Net Income Reconciliation

(Unaudited)

(\$ in millions)

	Three Months Ended September 30,						Nine Months Ended September 30,							
		2017	% of Net Sales	2016	% of Net Sales		2017	% of Net sales	2016	% of Net sales				
Net income	\$	129.2	\$	125.9		\$	327.8	\$	321.2					
Depreciation and amortization (1)		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	7.7%	298.9	8.1%		784.3	6.9%	812.9	7.8%				
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 investments (2)		(0.2)		(0.2)			(0.4)		(0.9)					
Integration expenses (3) Reinstatement of prior year unclaimed property		_		2.4			2.5		6.2					
balances (4)		4.1		_			4.1		_					
Other adjustments (5)		0.3		(2.8)			6.7		(4.8)					
Total adjustments		14.2		11.5			103.9		30.7					
Adjusted EBITDA *	\$	324.3	8.0% \$	310.4	8.4%	\$	888.2	7.8% \$	843.6	8.0%				

⁽¹⁾ 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.

- (2) Represents the Company's share of net income from its equity investment.
- (3) Comprised of expenses related to CDW UK.
- (4) 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.
- (5) Primarily includes expenses related to payroll taxes on equity-based compensation during the 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.

^{*} Adjusted EBITDA 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.

Third Quarter Free Cash Flow

		2017	2016	% Change		
Net cash provided by operating activities	\$	62.9	\$ 186.2			
Capital expenditures		(21.9)	(15.7)			
Net change in accounts payable - inventory financing		43.7	(32.1)			
Free Cash Flow	\$	84.7	\$ 138.4	(38.8)%		

YTD Free Cash Flow

Net cash provided by operating activities		2017	2016	% Change		
		439.1	\$ 499.3			
Capital expenditures		(58.6)	(41.4)			
Net change in accounts payable - inventory financing		(41.4)	39.2			
Free Cash Flow	\$	339.1	\$ 497.1	(31.8)%		

Consolidated Net Sales Growth on a Constant Currency Basis

	Three	Months End	ded Septem	ber 30,	Nine Months Ended September 30,						
	2017	2016	% Change	Average Daily % Change ⁽¹⁾	2017	2016	% Change	Average Daily % Change ⁽¹⁾			
Consolidated Net sales, as reported Foreign currency translation (2)	\$4,033.9	\$ 3,708.2 4.3	8.8%	10.5%	\$ 11,353.0 —	\$ 10,489.5 (49.6)	8.2%	8.8%			
Consolidated Net sales, on a constant currency basis *	\$4,033.9	\$ 3,712.5	8.7%	10.4%	\$ 11,353.0		8.7%	9.3%			

⁽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⁾ 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

Three Months Ended Sentember 20

Nine Months Ended Sentember 20

(Unaudited)

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

	Three Months Ended September 30,					 Nine Months Ended September 30,				
		2017		2016	% Change	2017		2016	% Change	
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 prior year unclaimed property balances		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 (1)*	\$	168.2	\$	160.3	4.9%	\$ 452.7	\$	428.6	5.6%	
Foreign currency translation (2)		_		_		_		(1.9)		
Non-GAAP Net Income, on a constant currency basis *	\$	168.2	\$	160.3	4.9%	\$ 452.7	\$	426.7	6.1%	
Shares used in computing Non-GAAP net income per diluted share and Non-GAAP net income per diluted share, on a constant currency basis	I	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⁾ See Slide 10 for details on the adjustments to Non-GAAP Net Income for the third quarter. See Slide 13 for details on the adjustments to Non-GAAP Net Income for the year to date.

⁽²⁾ 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.