

**Third Quarter 2016 Earnings Conference Call** 

**November 7, 2016** 

### FORWARD-LOOKING STATEMENTS AND ADDITIONAL INFORMATION

#### Forward-Looking Statements

—This presentation contains forward-looking statements, including statements about the expected future financial condition, results of operations and earnings outlook of Crawford & Company. Statements, both qualitative and quantitative, that are not statements of historical fact may be "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995 and other securities laws. Forward-looking statements involve a number of risks and uncertainties that could cause actual results to differ materially from historical experience or Crawford & Company's present expectations. Accordingly, no one should place undue reliance on forward-looking statements, which speak only as of the date on which they are made. Crawford & Company does not undertake to update forward-looking statements to reflect the impact of circumstances or events that may arise or not arise after the date the forward-looking statements are made. Results for any interim period presented herein are not necessarily indicative of results to be expected for the full year or for any other future period. For further information regarding Crawford & Company, and the risks and uncertainties involved in forward-looking statements, please read Crawford & Company's reports filed with the Securities and Exchange Commission and available at www.sec.gov or in the Investor Relations section of Crawford & Company's website at www.secrawfordandcompany.com.

—Crawford's business is dependent, to a significant extent, on case volumes. The Company cannot predict the future trend of case volumes for a number of reasons, including the fact that the frequency and severity of weather-related claims and the occurrence of natural and man-made disasters, which are a significant source of cases and revenue for the Company, are generally not subject to accurate forecasting.

#### Revenues Before Reimbursements ("Revenues")

—Revenues Before Reimbursements are referred to as "Revenues" in both consolidated and segment charts, bullets and tables throughout this presentation.

#### Segment and Consolidated Operating Earnings

—Under the Financial Accounting Standards Board's Accounting Standards Codification ("ASC") Topic 280, "Segment Reporting," the Company has defined segment operating earnings as the primary measure used by the Company to evaluate the results of each of its four operating segments. Segment operating earnings exclude income taxes, interest expense, amortization of customer-relationship intangible assets, goodwill impairment charges, restructuring and special charges, stock option expense, earnings or loss attributable to non-controlling interests, and certain unallocated corporate and shared costs and credits.

Consolidated operating earnings is the total of segment operating earnings and certain unallocated and shared costs and credits.

#### Earnings Per Share

—The Company's two classes of stock are substantially identical, except with respect to voting rights and the Company's ability to pay greater cash dividends on the non-voting Class A Common Stock than on the voting Class B Common Stock, subject to certain limitations. In addition, with respect to mergers or similar transactions, holders of Class A Common Stock must receive the same type and amount of consideration as holders of Class B Common Stock, unless different consideration is approved by the holders of 75% of the Class A Common Stock, voting as a class.

—In certain periods, the Company has paid a higher dividend on CRD-A than on CRD-B. This may result in a different earnings per share ("EPS") for each class of stock due to the two-class method of computing EPS as required by ASC Topic 260 - "Earnings Per Share". The two-class method is an earnings allocation method under which EPS is calculated for each class of common stock considering both dividends declared and participation rights in undistributed earnings as if all such earnings had been distributed during the period.

#### Non-GAAP Financial Information

—For additional information about certain non-GAAP financial information presented herein, see the Appendix following this presentation.



### **GLOBAL BUSINESS SERVICES LEADER**

- One of the world's largest independent providers of global claims management solutions
- Multiple globally recognized brand names: Crawford, Broadspire<sup>®</sup>, GCG<sup>®</sup>
- Clients include multinational insurance carriers, brokers and local insurance firms as well as 200 of the Fortune<sup>®</sup> 500

INTERNATIONAL

Serves the U.K., Canada, Asia Pacific, and European and Latin American markets BROADSPIRE

Serves large national accounts, carriers and self-insured entities

**U.S. SERVICES** 

Serves the United States markets

**GARDEN CITY GROUP** 

Provides administration for class action settlements and bankruptcy matters



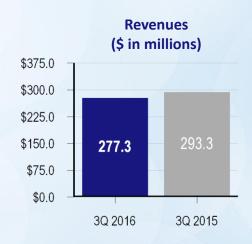
# **TODAY'S AGENDA**

- --- Welcome and Opening Comments
- --- Third Quarter 2016 Financial Review
- --- Increased and Updated Guidance



# **THIRD QUARTER 2016 BUSINESS SUMMARY**

- Revenues for the quarter were \$277.3 million, down 5% as compared with \$293.3 million in the 2015 third quarter
- Net income attributable to shareholders of \$10.9 million, compared to net loss of \$(0.9) million in the 2015 period - a \$0.21 improvement in diluted earnings per share
- Third quarter operating earnings grew 14%, year over year, to \$26.3 million driven by expense reduction combined with strength in Broadspire and U.S. Contractor Connection
- Consolidated adjusted EBITDA<sup>(1)</sup> in the 2016 quarter increased 6% year-over-year to \$34.7 million
- All four segments had double-digit operating margins in the 2016 third quarter
- Business transformation ongoing to unlock value and become more client centric







# **THIRD QUARTER 2016**

**Financial Review** 



# **STATEMENT OF OPERATIONS HIGHLIGHTS**

#### **Unaudited (\$ in thousands, except per share amounts)**

Three Months Ended September 30,	<u>2016</u>	2015	% Change
Revenues Before Reimbursements	\$277,286	\$293,335	(5)%
Costs of Services Provided, Before Reimbursements	193,453	211,106	(8)%
Selling, General, and Administrative Expenses	60,325	61,738	(2)%
Corporate Interest Expense, Net	2,262	2,332	(3)%
Restructuring and Special Charges	1,488	11,078	(87)%
Total Costs and Expenses Before Reimbursements	257,528	286,254	(10)%
Other Income	197	217	(9)%
Income Before Income Taxes	19,955	7,298	173%
Provision for Income Taxes	8,606	8,385	3%
Net Income (Loss)	11,349	(1,087)	(1,144)%
Net (Income) Loss Attributable to Noncontrolling Interests	(404)	230	(276)%
Net Income (Loss) Attributable to Shareholders of Crawford & Company	\$10,945	(\$857)	(1,377)%
Earnings (Loss) Per Share - Diluted:			
Class A Common Stock	\$0.20	(\$0.01)	2,100%
Class B Common Stock	\$0.18	(\$0.03)	700%
Cash Dividends per Share:			
Class A Common Stock	\$0.07	\$0.07	<b>-</b> %
Class B Common Stock	\$0.05	\$0.05	<b>-</b> %
		1241	



### **U.S. SERVICES SEGMENT HIGHLIGHTS**

### **Operating Results (3Q 2016 v. 3Q 2015)**

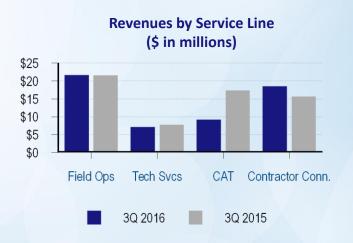
- Revenues of \$56.5 million versus \$62.1 million
- Operating earnings of \$9.4 million versus \$10.8 million
- Operating earnings margin of 16.6% versus 17.5%
- Cases received of 99,206 versus 96,520

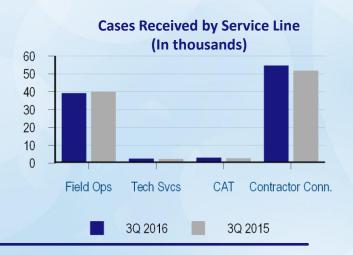
### **Highlights**

- Reduction in revenues from outsourcing contract with major U.S. insurance carrier partially offset by continued growth in Contractor Connection
- Revenue growth of 19% in Contractor Connection
- Cost reduction initiatives mitigated the impact of declining revenues on operating margins
- Strong pipeline of sales opportunities being pursued

### **U.S. Catastrophe (CAT) Adjuster Activity**

- CAT revenues of \$9.2 million versus \$17.3 million
- Average CAT adjusters deployed of 269 in 2016 vs. 458 in 2015







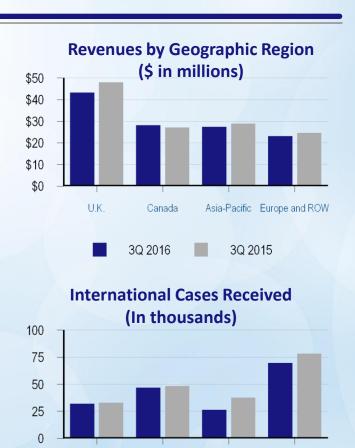
### **INTERNATIONAL SEGMENT HIGHLIGHTS**

### Operating Results (3Q 2016 v. 3Q 2015)

- Revenues of \$121.6 million versus \$128.2 million
- Exchange rates reduced revenues by 5%, or \$6.1 million
- Operating earnings of \$13.2 million versus \$8.0 million
- Operating earnings margin of 10.9% versus 6.2%
- Cases received of 174,284 versus 196,731

### **Regional Highlights**

- Operating earnings increased \$5.2 million in the segment due to U.K. operating margin improvement reflecting the integration of GAB Robins and expense reductions as compared to the prior year period
- Asia-Pacific, Europe and Rest of World revenues negatively impacted by foreign exchange rate fluctuations. Case volumes decreased due to exiting certain unprofitable business lines in Asia-Pacific and Latin America
- Revenues in Canada increased during the quarter as a result of cases received from the Fort McMurray wildfires



Canada

3Q 2016

U.K.



Asia-Pacific Europe and ROW

3Q 2015

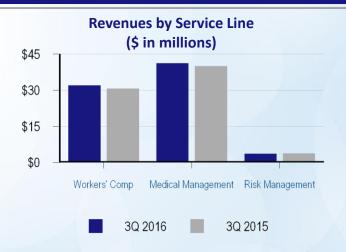
### **BROADSPIRE SEGMENT HIGHLIGHTS**

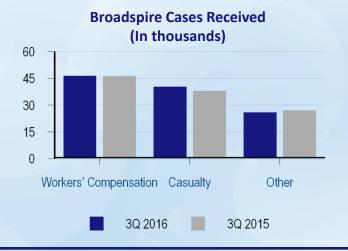
### Operating Results (3Q 2016 v. 3Q 2015)

- Revenues of \$76.7 million versus \$74.2 million
- Operating earnings of \$8.3 million versus \$7.4 million
- Operating earnings margin of 10.8% versus 10.0%
- Cases received of 112,544 versus 111,122

### **Highlights**

- Claims and medical management revenues increased slightly due to greater utilization and higher average case values
- Strong pipeline of future sales opportunities being pursued
- Recent client wins include 7-Eleven and Williams Sonoma in casualty and T-Mobile and Robert Half in disability







## **GARDEN CITY GROUP SEGMENT HIGHLIGHTS**

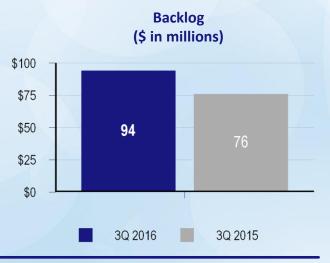
### Operating Results (3Q 2016 v. 3Q 2015)

- Revenues of \$22.5 million versus \$28.8 million
- Operating earnings of \$2.4 million versus \$1.1 million
- Operating earnings margin of 10.5% versus 4.0%
- Backlog of \$94 million versus \$76 million

### **Highlights**

- Deepwater Horizon class action settlement project continues to wind down
- Retained in the Pfizer Securities Litigation Settlement during the quarter as well as two Wells Fargo cases
- Backlog as of September 30, 2016 increased to \$94 million as compared to \$76 million as of September 30, 2015
- Continued cost reduction activities expected to gain traction in the remainder of 2016







# **BALANCE SHEET HIGHLIGHTS**

Unaudited (\$ in thousands)	September 30, 2016	December 31, 2015	Change
Cash and cash equivalents	\$71,663	\$76,066	(\$4,403)
Accounts receivable, net	166,993	164,596	2,397
Unbilled revenues, net	112,775	98,659	14,116
Total receivables	279,768	263,255	16,513
Goodwill	92,895	95,616	(2,721)
Intangible assets arising from business acquisitions, net	91,812	104,861	(13,049)
Goodwill and intangible assets arising from business acquisitions	184,707	200,477	(15,770)
Deferred revenues	68,411	73,144	(4,733)
Pension liabilities	110,722	121,732	(11,010)
Short-term borrowings and current portion of capital leases	9,334	21,917	(12,583)
Long-term debt, less current portion	205,248	225,365	(20,117)
Total debt	214,582	247,282	(32,700)
Total stockholders' equity attributable to Crawford & Company	144,249	113,693	30,556
Net debt (1)	142,919	171,216	(28,297)



# **OPERATING AND FREE CASH FLOW**

For the year-to-date periods ended September 30,

Unaudited (\$ in thousands)	<u>2016</u>			2015		<u>Variance</u>
Net Income Attributable to Shareholders of Crawford & Company	\$	28,202	\$	6,183	\$	22,019
Depreciation and Other Non-Cash Operating Items		34,826		34,777		49
Unbilled and Billed Receivables Change		(23,746)		5,586		(29,332)
Working Capital Change		24,365		(11,462)		35,827
U.S. and U.K. Pension Contributions		(13,564)		(13,945)		381
Cash Flows from Operating Activities		50,083		21,139		28,944
Property & Equipment Purchases, net		(5,782)		(10,296)		4,514
Capitalized Software (internal and external costs)		(13,653)		(16,182)		2,529
Free Cash Flow (1)	\$	30,648	\$	(5,339)	\$	35,987



# **2016 GUIDANCE**

### **Crawford & Company is increasing and updating its guidance for 2016 as follows:**

YEAR ENDING DECEMBER 31, 2016	Low End	High End	
Consolidated revenues before reimbursements	\$1.08	\$1.10	billion
After expected restructuring and special charges, net income attributable to shareholders of Crawford & Company	\$31.0	\$34.0	million
Diluted earnings per shareCRD-A	\$0.58	\$0.63	per share
Diluted earnings per shareCRD-B	\$0.50	\$0.55	per share
Consolidated operating earnings	\$85.0	\$90.0	million
Consolidated adjusted EBITDA	\$125.0	\$130.0	million
Before expected restructuring and special charges, net income attributable to			
shareholders of Crawford & Company on a non-GAAP basis	\$39.0	\$42.0	million
Diluted earnings per shareCRD-A	\$0.73	\$0.78	per share
Diluted earnings per shareCRD-B	\$0.65	\$0.70	per share

The Company expects to incur restructuring and special charges in 2016 totaling \$11.0 million pretax. This is expected to be comprised of \$4.4 million related to the Centers and \$6.6 million related to previously announced restructuring plans and other special charges. As a result of restructuring charges incurred related to the Centers in 2015 and 2016, the Company expects to achieve \$10.3 million in savings in 2016.



# **LOOKING TO 2017**

- > Execute strategic review and realign business structure to be more client centric
  - Deliver customized value propositions to clients
  - Increase the speed of doing business enterprise wide
- > Implement cost reduction initiatives to further drive margin expansion
- > Capitalize on cross-selling opportunities across the company
- Explore new market and product offerings
- Stabilize revenues and position Crawford for sustained growth
  - Expand client base
  - Create robust 2017 sales funnel



# **THIRD QUARTER 2016**

Appendix



### **APPENDIX: NON-GAAP FINANCIAL INFORMATION**

Measurements of financial performance not calculated in accordance with GAAP should be considered as supplements to, and not substitutes for, performance measurements calculated or derived in accordance with GAAP. Any such measures are not necessarily comparable to other similarly-titled measurements employed by other companies.

#### **Reimbursements for Out-of-Pocket Expenses**

In the normal course of our business, our operating segments incur certain out-of-pocket expenses that are thereafter reimbursed by our clients. Under GAAP, these out-of-pocket expenses and associated reimbursements are required to be included when reporting expenses and revenues, respectively, in our consolidated results of operations. In this presentation, we do not believe it is informative to include in reported revenues the amounts of reimbursed expenses and related revenues, as they offset each other in our consolidated results of operations with no impact to our net income or operating earnings (loss). As a result, unless noted in this presentation, revenue and expense amounts exclude reimbursements for out-of-pocket expenses.

#### **Net Debt**

Net debt is computed as the sum of long-term debt, capital leases and short-term borrowings less cash and cash equivalents. Management believes that net debt is useful because it provides investors with an estimate of what the Company's debt would be if all available cash was used to pay down the debt of the Company. The measure is not meant to imply that management plans to use all available cash to pay down debt.

#### **Free Cash Flow**

Management believes free cash flow is useful to investors as it presents the amount of cash the Company has generated that can be used for other purposes, including additional contributions to the Company's defined benefit pension plans, discretionary prepayments of outstanding borrowings under our credit agreement, and return of capital to shareholders, among other purposes. It does not represent the residual cash flow of the Company available for discretionary expenditures. The reconciliation from Cash Flows from Operating Activities is provided on slide 13.

#### **Segment and Consolidated Operating Earnings**

Operating earnings is the primary financial performance measure used by our senior management and chief operating decision maker to evaluate the financial performance of our Company and operating segments, and make resource allocation and certain compensation decisions. Management believes operating earnings is useful to others in that it allows them to evaluate segment and consolidated operating performance using the same criteria our management and chief operating decision maker use. Consolidated operating earnings represent segment earnings including certain unallocated corporate and shared costs, but before net corporate interest expense, stock option expense, amortization of customer-relationship intangible assets, restructuring and special charges, income taxes, and net income or loss attributable to noncontrolling interests.



# **APPENDIX: NON-GAAP FINANCIAL INFORMATION (continued)**

#### **Adjusted EBITDA**

Adjusted EBITDA is used by management to evaluate, assess and benchmark our operational results and the Company believes that adjusted EBITDA is relevant and useful information widely used by analysts, investors and other interested parties. Adjusted EBITDA is defined as net income with adjustments for depreciation and amortization, interest expense-net, income tax provision, restructuring and special charges, and non-cash stock-based compensation expense. Adjusted EBITDA is not a term defined by GAAP and as a result our measure of adjusted EBITDA might not be comparable to similarly titled measures used by other companies.

#### Non-GAAP Adjusted Net Income and Diluted Earnings per Share

Included in non-GAAP adjusted net income and diluted earnings per share are restructuring and special charges, which arise from non-core items not directly related to our normal business or operations, or our future performance. Management believes it is useful to exclude these charges when comparing net income and diluted earnings per share across periods, as these charges are not from ordinary operations.



# **RECONCILIATION OF NON-GAAP ITEMS**

# **Third Quarter Revenues, Costs of Services Provided, and Operating Earnings**

		rter Ended tember 30,	-	rter Ended tember 30,		Full Year Guidance
Unaudited (\$ in thousands)		2016		2015		2016 *
Revenues Before Reimbursements	ċ	205 207	\$	200.004	۲.	1 155 000
Total Revenues	\$	295,387 (18,101)	Ş	309,984 (16,649)	\$	1,155,000 (80,000)
Reimbursements	<u> </u>		_	, , ,	_	<u> </u>
Revenues Before Reimbursements	\$	277,286	\$	293,335	\$	1,075,000
Costs of Services Provided, Before Reimbursements	ċ	211 554	Ċ.	227.755		
Total Costs of Services	\$	211,554	\$	227,755		
Reimbursements		(18,101)		(16,649)		
Costs of Services Provided, Before Reimbursements	\$	193,453	\$	211,106		
	Our	rter Ended	Oua	rter Ended		Full Year
	-	tember 30,	•			Guidance
Unaudited (¢ in thousands)	Sep	2016	September 30, 2015			2016 *
Unaudited (\$ in thousands) Operating Earnings:		2010		2013	-	2010
U.S. Services	\$	9,379	\$	10,841		
International	*	13,236	*	7,974		
Broadspire		8,263		7,435		
Garden City Group		2,351		1,141		
Unallocated corporate and shared costs		(6,947)		(4,303)		
Consolidated Operating Earnings		26,282		23,088	\$	87,500
(Deduct) add:		_0,_0_		20,000	Ψ.	0.,500
Net corporate interest expense		(2,262)		(2,332)		(10,700)
Stock option expense		(176)		(30)		(500)
Amortization expense		(2,401)		(2,350)		(9,200)
Restructuring and special charges		(1,488)		(11,078)		(11,000)
Income taxes		(8,606)		(8,385)		(24,500)
Net (income) loss attributable to non-controlling interests		(404)		230		700
Net Income (Loss) Attributable to Shareholders of Crawford &						
Company	\$	10,945	\$	(857)	\$	32,300



# **RECONCILIATION OF NON-GAAP ITEMS (continued)**

# **Adjusted EBITDA**

Unaudited (\$ in thousands)	•	otember 30, 2016	_	eptember 30, 2015	Full Year Guidance 2016 *		
Net income (loss) attributable to shareholders of Crawford & Company  Add:	\$	10,945	\$	(857)	\$	32,300	
Depreciation and amortization		10,085		10,812		45,000	
Stock-based compensation  Net corporate interest expense		1,289 2,262		1,089 2,332		4,000 10,700	
Restructuring and special charges Income taxes		1,488 8,606	<u> </u>	11,078 8,385		11,000 24,500	
Adjusted EBITDA	\$	34,675	\$	32,839	\$	127,500	



# RECONCILIATION OF NON-GAAP ITEMS (continued) Net Debt

Unaudited (\$ in thousands)	Sep	tember 30, 2016	December 31, 2015			
Net Debt	N III			- A		
Short-term borrowings	\$	8,007	\$	19,958		
Current installments of capital leases		1,327		1,959		
Long-term debt and capital leases, less current installments		205,248		225,365		
Total debt		214,582		247,282		
Less:						
Cash and cash equivalents		71,663		76,066		
Net debt	\$	142,919	\$	171,216		



# **RECONCILIATION OF NON-GAAP ITEMS (continued)**

# Non-GAAP Adjusted Net Income and Diluted Earnings Per Share

#### **Three Months Ended September 30, 2016**

Unaudited (\$ in thousands)	Income Before Taxes				e Taxes Net Income			et Income ributable to rawford & Company	Ear	Diluted nings per D-A Share	Diluted Earnings per CRD-B Share		
GAAP Add back:	\$	19,955	\$	(8,606)	\$	11,349	\$	10,945	\$	0.20	\$	(	0.18
Restructuring and special charges		1,488		(486)		1,002		1,002		0.02		C	0.02
Non-GAAP Adjusted	\$	21,443	\$	(9,092)	\$	12,192	\$	11,947	\$	0.22	\$	(	0.20

#### **Three Months Ended September 30, 2015**

Net (Loss)

Unaudited (\$ in thousands)	li	ncome Before Taxes	In	Net (Loss) Income Taxes Income				Income ttributable to Crawford & Company	Diluted (Loss) Earnings per CRD-A Share			Diluted (Loss) Earnings per CRD-B Share		
GAAP Add back:	\$	7,298	\$	(8,385)	\$	(1,087)	\$	(857)	\$	(0.01)	\$	(0.03)		
Restructuring and special charges		11,078		(3,124)		7,954	4	7,954		0.15		0.15		
Non-GAAP Adjusted	\$	18,376	\$	(11,509)	\$	6,867	\$	7,097	\$	0.14	\$	0.12		

