Xerox Holdings Corp.

Strategic and Financial Overview

May 2026

Forward-Looking Statements

This presentation and other written or oral statements made from time to time by management contain “forward looking statements” as defined in the Private Securities Litigation Reform Act of 1995 and involve certain risks and uncertainties. The words “anticipate”, “believe”, “estimate”, “expect”, “intend”, “will”, “would”, “could”, “can”, “should”, “targeting”, “projecting”, “driving”, “future”, “plan”, “predict”, “may” and similar expressions are intended to identify forward-looking statements. The Company’s actual results may differ significantly from the results discussed in the forward-looking statements. These statements reflect management’s current beliefs and assumptions and are subject to a number of other factors that may cause actual results to differ materially.

Such factors include but are not limited to: applicable market conditions; global macroeconomic conditions, including inflation, slower growth or recession, delays or disruptions in the global supply chain, higher interest rates, and wars and other conflicts; our ability to succeed in a competitive environment, including by developing new products and service offerings and preserving our existing products and market share as well as repositioning our business in the face of customer preference, technological, and other change, such as evolving return-to-office and hybrid working trends; failure of our customers, vendors, and logistics partners to perform their contractual obligations to us; our ability to attract, train, and retain key personnel; execution risks around our Transformation; the risk of breaches of our security systems due to cyber, malware, or other intentional attacks that could expose us to liability, litigation, regulatory action or damage our reputation; our ability to obtain adequate pricing for our products and services and to maintain and improve our cost structure; changes in economic and political conditions, licensing requirements, and tax laws in the United States and in the foreign countries in which we do business; the risk that multi-year contracts with governmental entities could be terminated prior to the end of the contract term and that civil or criminal penalties and administrative sanctions could be imposed on us if we fail to comply with the terms of such contracts and applicable law; interest rates, cost of capital, and access to credit markets; risks related to our indebtedness; the imposition of new or incremental trade protection measures such as tariffs and import or export restrictions; funding requirements associated with our employee pension and retiree health benefit plans; changes in foreign currency exchange rates; the risk that we may be subject to new or heightened regulatory or operation risks as a result of our, or third parties,’ use or anticipated use of artificial intelligence technologies; the risk that our operations and products may not comply with applicable worldwide regulatory requirements, particularly environmental regulations and directives and anti-corruption laws; the outcome of litigation and regulatory proceedings to which we may be a party; laws, regulations, international agreements and other initiatives to limit greenhouse gas emissions or relating to climate change, as well as the physical effects of climate change; our ability to successfully integrate the Lexmark business and realize the anticipated benefits thereof, including expected synergies; and other factors that are set forth from time to time in the Company’s Securities and Exchange Commission filings, including the combined Annual Report on Form 10-K of Xerox Holdings and Xerox Corporation.

These forward-looking statements speak only as of the date hereof or of the date to which they refer, and the Company assumes no obligation to update or revise any forward-looking statements as a result of new information or future events or developments, except as required by law.

Business Profile

- Xerox is a leading provider of services-led, software-enabled hybrid workplace solutions.
- Combined, Xerox and Lexmark form a vertically integrated designer, developer, manufacturer, seller, and servicer of print equipment and managed print services, covering all major geographies.
- Xerox's growing portfolio of IT and Digital Solutions provides competitive differentiation through enhanced client outcomes.

Pro Forma[1] Financials and KPIs[1]

$7.5B+
2026E Revenue[2]

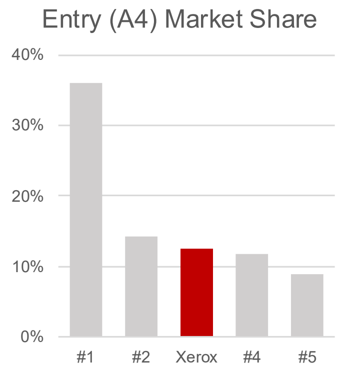
>10%
Revenue from IT and Digital Solutions

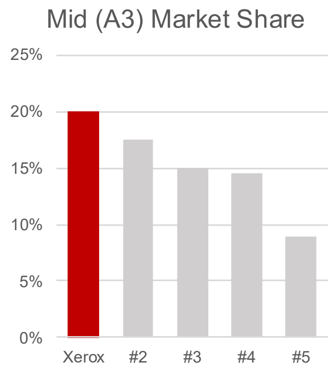
200,000+
Clients in 170 Countries

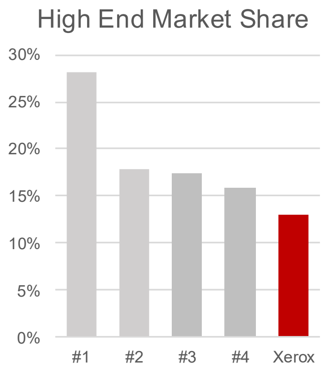
~65%
Revenue from Recurring Sources

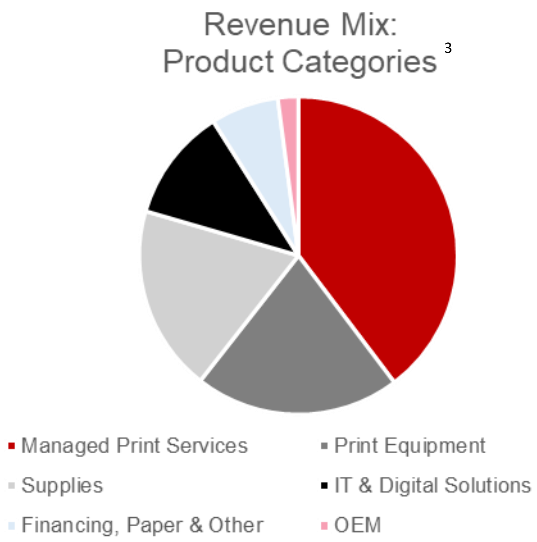
~90%
Fortune 500 are Clients

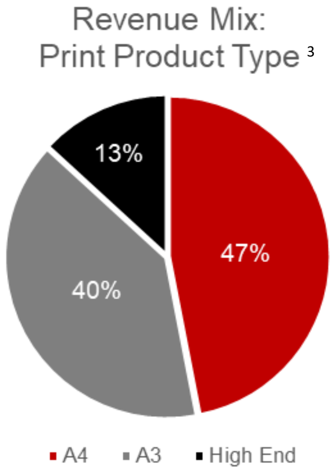
Xerox (Pro Forma[1]) a Top Player in Each Major Print Category [4]











[1] All figures presented are pro forma for the acquisition of Lexmark. [2] Excludes Lexmark equipment and supplies sales to Xerox. [3] Revenue mix information as of fiscal year 2024. [4] Xerox analysis of IDC WW Quarterly Hardcopy Peripherals Tracker, 4Q25 LTM using custom categories and segments. Total print ESR market share in Xerox's operating territories. (e.g., ex-Asia Pacific and Japan).

Transformation Timeline

Xerox has taken actions to simplify operations and reposition the company for long-term, sustainable profit growth

- **Nov 2019**: Sold stake in Fuji Xerox Co (FX) to a subsidiary of FUJIFILM; modified sourcing terms for future products
- **2020-2023**: Demand headwinds due to COVID-19 and supply chain disruptions
- **Apr 2023**: Donated PARC to SRI International
- **Sept 2023**: Expanded agreement with PEAC Solutions, effectively returning XFS to a captive-only financing business
- **Sept 2023**: Completed repurchase of shares held by Carl Icahn and Affiliates
- **Jan 2024**: Company-wide reorganization, including shift to business unit-led operating model
- **Mar 2024**: Established Global Partner Group to drive higher sales through indirect channels
- **Apr 2024**: Announced decision to cease manufacturing of certain Production equipment
- **Nov 2024**: Completed ITsavvy acquisition
- **July 2025**: Completed Lexmark acquisition
- **July 2025**: Entered into agreement with Kyocera to offer high-speed Production inkjet presses
- **Oct 2025**: Launched IJP 900 and Proficio Production products through partnerships
- **Dec 2025**: Chuck Butler named CFO
- **Jan 2026**: Announced pro-rata warrant distribution to accelerate deleveraging
- **Feb 2026**: Announced JV with TPG Angelo Gordon to augment liquidity, accelerate Transformation / Integration efforts, & opportunistically address the capital structure
- **Mar 2026**: Louie Pastor named CEO

Transformation Actions

- Stabilize Revenue: route-to-market and offering optimization
- Increase Profitability: operating cost reductions and process efficiencies through structural simplification
- Revenue Mix Shift: expansion into adjacent markets with high rates of underlying growth

xerox™

Transforming Xerox for Long-term Profit Growth

Now a vertically-integrated manufacturer and leading provider of services-led, software-enabled hybrid workplace solutions across (i) Print & Managed Solutions, (ii) IT Solutions and (iii) Digital Services

- **Multi-year transformation in progress** to drive revenue stabilization, sustainable operating efficiencies, and a return to double-digit adjusted[1] operating income margins
- **Strategic acquisition** of Lexmark expected to accelerate Transformation goals and unlock more than $300 million of gross cost synergies[2]
- **Expand beyond print** through investments in IT Solutions and Digital Services, which comprise >10% of Xerox pro forma[1] revenue
- **Reposition Print portfolio** to target areas of growth within the $50+ billion print market, specifically Entry and Production, which currently represent ~ 50% of Xerox print revenue today
- **Capital allocation policy** focused on deleveraging and debt discount capture

[1] Adjusted Measures, Pro Forma Measures: See Non-GAAP Financial Measures. Pro forma for the acquisitions of ITsavvy and Lexmark. [2] Gross cost synergies associated with the Lexmark acquisition expected to be realized by the end of 2027.

Strategic Priorities for 2026

Stabilize Revenue

- Grow market share through a more vertically integrated entry-level portfolio, cost-efficient and serviceable mid-range, and Production launches in new & adjacent segments
- Leverage improved account coverage and integrated sales engine to accelerate IT Solutions & Digital Services adoption across Xerox's existing client base

Increase Profitability

- Deliver $250-300 million of in-year gross cost reductions through integration synergies and Transformation initiatives
- Drive structural efficiency through optimization of captive shared service centers, consolidation of IT systems, and operational simplification

Reduce Leverage

- Optimize free cash flow[1] through working capital discipline and utilization of finance receivables funding programs
- Reduce debt through cash flow generation, opportunistic repurchases, and warrant distribution benefits

[1] Adjusted Measures and Free Cash Flow: see Non-GAAP Financial Measures.

Strategy for Long-term Revenue Stabilization

A combination of market share gains and a higher mix of revenue from growing markets is expected to drive a stabilization of Xerox revenue in the medium-term

Gain Share[1] + Mix Shift

Gain Share[1]

Consistently gain share in Print to offset the natural erosion of the underlying Print markets

Entry	Leverage Lexmark's leading Entry platform to more than double share of the growing color market
Production	Re-establish leadership in Production market through new product launches, advanced software, and the Xerox service ecosystem
OEM	Continue expansion of Lexmark's OEM business with additional mid-range models, leveraging Xerox R&D
Geography	Optimize mix of direct and partner distribution by geography, expand further into APAC

Mix Shift

Increase revenue from markets with higher rates of growth by expanding wallet share in existing accounts

IT Solutions

- Full suite of enterprise-class IT Solutions offerings for clients of all sizes, bolstered by the ITsavvy acquisition
- Leverages industry-leading direct sales model in enterprise & mid-markets

TAM: $695B[2]

MARKET CAGR: 8%[2]

Digital Services

- Innovative solutions that accelerate the digital transformation of clients' document workflows
- Focus on artificial intelligence, intelligent document processing and marketing communications

TAM: $>100B[2]

MARKET CAGR: 11%[2]

[1] Certain share gain opportunities presume the combination of Lexmark. [2] Xerox internal analysis leveraging third-party sources. CAGR is 2023-2028.

xerox™

Lexmark Acquisition: Strategic & Financial Rationale

	Opportunity	Description	Opportunity Size
1	**Print Equipment Market Share Gains**	• Improves competitive positioning, with a leading share in all Print categories • Combination adds 43 product configurations to Xerox's entry offering and Xerox's full suite of mid-range and high-end product to Lexmark's offerings • Combined engineering teams to drive further enhancements to Lexmark's entry and mid-range OEM platforms	• Xerox's Print portfolio covers a wider range of mid and high-end products, expanding the size of Lexmark's market opportunities • Limited overlap between Xerox's 200,000+ and Lexmark's ~15,000 clients and partners • Entry Color MFP market is expected to grow from 2024-2028[1]
2	**Print Market Expansion**	• Xerox to begin selling mid-range and high-end product in the Asia Pacific market, leveraging Lexmark's existing distribution footprint • Expansion of Lexmark's mid-range OEM platform	• Xerox had 0 % share of the $22 billion[1] APAC Print market • Lexmark mid-range platform addresses the $12 billion[1] entry mid-range market, at lower cost
3	**Services Expansion**	• Standardize and evolve Managed Print Services offering through shared best practices • Cross-sell Xerox's portfolio of IT Solutions and Digital Services to Lexmark's existing Print client base	• Combined, Xerox and Lexmark hold a 24 % share of the $14 billion global Managed Print Services[2] market • IT Solutions and Digital Services markets are >10x the size of the Print market[1]
4	**Improved Profitability**	• Adopt Lexmark's mid-range platform and toner production • Transition Lexmark toner to Xerox's lower-cost technology • Integrate Lexmark technology into Xerox controllers • Utilize Lexmark's manufacturing facility in Mexico to reduce global tariff exposure	• More than $300 million of gross cost synergies expected to be realized within by the end of 2027 • Key areas of savings: elimination of duplicative overhead, rationalization of third-party spend, supply chain and R&D optimization, go-to-market realignment, IT modernization, real estate consolidation

[1] Xerox internal analysis leveraging third party sources; [2] IDC, Worldwide and U.S. Managed Print and Document Services and Basic Print Services Market Shares, 2024; July 2025 report: Modernization Fuels New Opportunities; July 2025 report. IDC #US52811625

xerox™

Xerox Financial Update

2025 Headwinds → 2026 Tailwinds

2025 affected by temporary headwinds that are reversing in 2026. With stabilizing revenue and expected cadence of cost savings, we expect a return to double-digit adjusted[1] operating income margins over time.

		2025 Impact	2026 Outlook
Key Short-term Challenges	Temporary Macro Headwinds & Government Shutdown	• Xerox was disproportionately impacted by the government shutdown in 2H'25 relative to peers given heavy exposure to US FED & SLED customers • Customers delayed purchase decisions due to government funding uncertainties	• The Fall 2025 government shutdown ended on November 12, 2025, after the Congress approved a funding package • Future government funding uncertainties largely dissipated following the $1.2T budget signing by the current administration in Feb 2026
Key Short-term Challenges	Impacted by One-time Items	• Tariff-related contraction in top-of-funnel pipeline pressured converted sales • Deliberate exit of certain legacy high-end production devices in 2024 led to share attrition and revenue loss in 2025	• Confidence in 2026 driven by robust top-of-funnel momentum, coupled with lower cancellations and higher renewals • New Production launches in higher-growth subsegments have gained strong early traction and are expected to provide revenue and market share uplift
Key Short-term Challenges	Normalization of Production Costs is Expected	Gross profit **headwind** in 2025 negatively impacted by: • Higher product costs from a third-party • Tariff-related cost increases weighed on 2025 margins	Gross profit **tailwind** in 2026, positively impacted by: • Transition to captive mid-range manufacturing to Lexmark's Juárez, Mexico facility expected to provide significant gross margin tailwinds • ~Tariff-related cost savings from mix of manufacturing transition to Mexico and Supreme Court tariff rulings
Ramp-Up of Lexmark Synergies & Reinvention	Meaningful P&L Impact from 2026 Onward	• $146M of run-rate gross cost synergies realized as of the end of 2025 • Yet only ~$35M of in-year integration synergy benefits reflected in 2025 P&L	• Anticipate $250-300M of in-year gross cost savings from both Transformation & Integration savings

[1] Adjusted Measures: see Non-GAAP Financial Measures

xerox™

Business Update

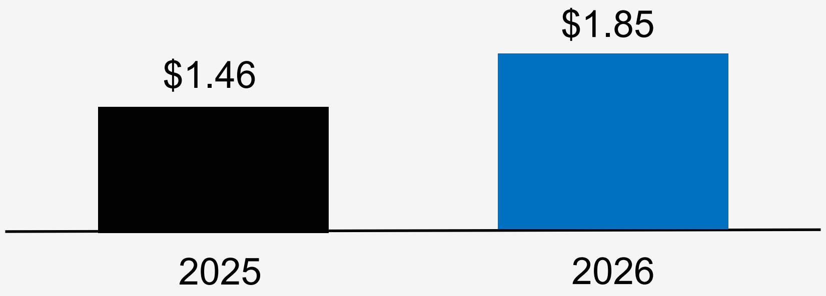
Xerox entered 2026 with improving momentum, confirmed by Q1 results. Xerox has more cash, a stronger pipeline, greater profitability, and a clearer path forward than a year ago

- Strong Q1 results, robust top-of-funnel momentum, and integration momentum give us increased confidence in achieving 2026 guidance
  - Revenue of $1.85B exceeded analyst expectations by nearly $100M, with year-over-year revenue trajectory improving by >500bps
  - Operating income of $72M exceeded analyst expectations by approximately $40M; margins up 240 bps Y/Y
  - $637M in cash and cash equivalents at quarter end
  - Full-year 2026 guidance reaffirmed — implying:
    - Adj.[1] Operating Income growth of >$200M vs. 2025
    - >$400M of free cash flow in the remaining three quarters of 2026
      - Q1 free cash flow reflects typical seasonal working capital consumption, with free cash flow weighted to H2 aided by improving revenue trajectory, synergy timing, and working capital release
      - IT Solutions bookings up 32% Y/Y, billings up 21% Y/Y
- Repurchased $101M face value of 2028 Senior Notes in Q1 for $45M, capturing $56M of discount
- 2026 guidance implies gross and net debt to fall approximately 1.5x from Q1 until year-end, excluding potential benefits of further deleveraging actions
  - 2026 deleveraging is a function of Adj.[1] EBITDA growth through synergy realization and margin expansion, combined with free cash flow generation net of required debt paydown and dividends

[1] Adjusted Measures and Free Cash Flow: see Non-GAAP Financial Measures.

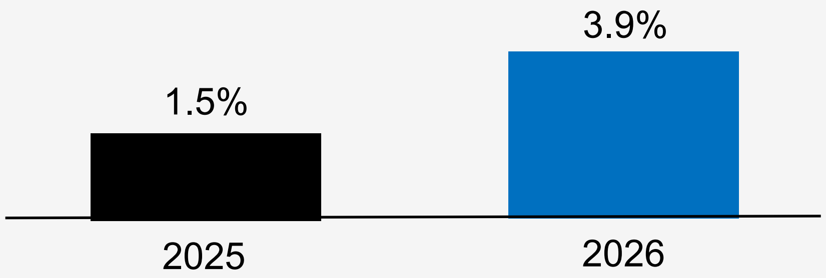
Q1 2026 Key Financial Measures

Revenue ($B)

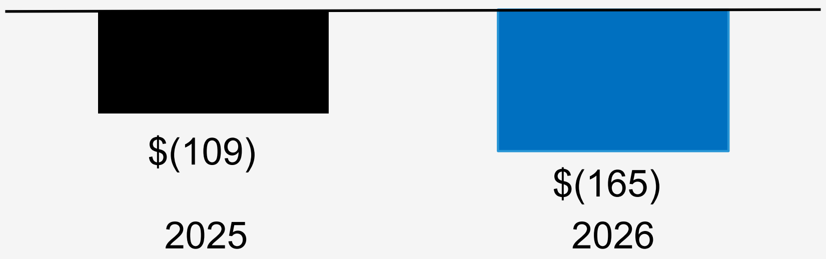


2026 % Change: 26.7% @ AC, 23.6% @ CC[1];
Pro Forma[1] (PF) % change: (3.7)% @ AC

Adjusted[1] Operating Margin

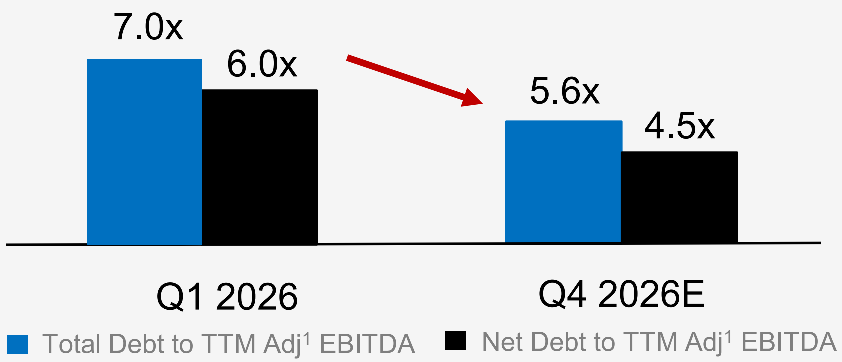


Free Cash Flow[1] ($M)



	2025	2026
Operating Cash Flow	$(89)	$(144)

Leverage Framework[2]



[1] Adjusted measures, Pro Forma Measures, Free Cash Flow and Constant Currency (CC): see Non-GAAP Financial Measures. [2] Q4 2026E assumes: adjusted EBITDA of $765 million (midpoint of 2026 adjusted operating income guidance + D&A / Stock-based compensation of $290 million); total debt of $4,301 million (Q1 debt balance less remaining 2026 debt obligations of $146 million); and cash & cash equivalents of $886 million (Q1 cash & cash equivalents + $415 million implied free cash flow guidance for the remainder of 2026 less remaining 2026 debt obligations and dividends). Q1 2026 TTM adjusted EBITDA includes Q2 2025 legacy Lexmark results. We are not assuming additional debt repurchases or benefits from the warrant distribution.

2026 Full-Year Guidance[1]

STABILIZE REVENUE	INCREASE PROFITABILITY	REDUCE LEVERAGE
Above $7.5B	**$450–500M**	**~$250M**
Revenue	Adj.[2] Operating Income	Free Cash Flow[2]

KEY ASSUMPTIONS

Revenue

Expected growth reflects full year of Lexmark, momentum in IT Solutions Gross Billings, and growth in Digital Services, partially offset by ongoing mid-range Print headwinds and lower XFS revenue reflecting a smaller finance receivables portfolio.

Adj.[2] Operating Income

Expected year-over-year improvement in adjusted operating income is driven primarily by $250-300 million of gross cost reductions, inclusive of integration synergies (~$150-200 million) and Transformation initiatives (~$100 million), partially offset by lower finance-related gross profit and higher product costs.

Free Cash Flow[2]

Expected year-over-year improvement in free cash flow is driven by improved adjusted operating income, partially offset by higher interest expense and a reduction in finance receivable forward flow benefits.

[1] Q1 results and guidance do not reflect any potential refund benefits associated with the recent Supreme Court ruling on IEEPA tariffs as the related refund process had not been clarified as of March 31st. [2] Adjusted Measures and Pro Forma Measures: see Non-GAAP and Pro Forma Financial Measures.

xerox™

Additional Sources of Deleveraging

Beyond operating performance, Xerox has put in place tools to further accelerate the deleveraging timeline

Higher Underlying Free Cash Flow Conversion	• Excluding the benefits of the finance receivable winddown, we expect higher free cash flow conversion over time driven by: – Higher operating margins on Lexmark synergies and Transformation benefits, operational discipline, and a more efficient cost structure – Working capital improvements and lower capex requirements as we fully integrate Lexmark
Warrant Distribution	• Cashless approach to deleverage the capital structure as performance is realized • Warrants have actively traded; bondholders could exercise their options and reduce Xerox's outstanding debt • Intended to magnify the impact of Transformation as the stock price trades up, creating a compounding effect
$450M TPG Angelo Gordon Joint Venture Financing	• 5-year Maturity; Blended rate of S + 850 • Increased liquidity post-financing, along with market dislocation of bond prices creates a unique opportunity to purchase securities below intrinsic price • Mutually-reinforcing with the Warrant Distribution and consistent with deleveraging strategy • Partnership reinforces validation strength of the Xerox brand and the strategy, assets, and long-term potential

Pro Rata Warrants – Enhance Shareholder Value & Accelerate Deleveraging

Transaction Overview

Warrant Distribution

- In February 2026, Xerox distributed dividend of tradable warrants to all shareholders, Series A Preferred holders, and Convertible Note holders.

Bond Exercise Feature

- Warrants provide holders with the ability to acquire Xerox shares through cash exercise or by surrendering designated Xerox debt at par value.

Balance Sheet Focus

- The structure supports Xerox's deleveraging objectives by creating a cashless mechanism to reduce outstanding debt while preserving liquidity and financial flexibility.

Rationale and Benefits

Accelerates Deleveraging

- Exercises using designated notes may reduce outstanding debt principal and future interest expense without requiring cash usage by Xerox Exercises with notes trading below par value will also capture debt discount.

Shareholder-Aligned Strategy

- The structure allows participating holders to hold, sell, or exercise warrants while preserving the ability to maintain their proportional ownership.

Market Driven Structure*

- Warrants trade on NASDAQ, allowing participation across shareholders and bondholders through a market-driven structure.

Illustrative Sensitivity Analysis

	Warrant Exercise %				
	20%	40%	60%	80%	100%
Debt Retired	$124	$247	$371	$494	$618
Debt Discount Captured	$62	$124	$185	$247	$309
Additional Shares Issued (in mil)[1]	15.5	30.9	46.4	61.8	77.3
Illustrative Per Share Value Creation[1]	$0.57	$1.03	$1.41	$1.73	$2.00

77.3M Warrants Issued

~$618M Potential Debt Reduction

$4.00 Bond Exercise Expiry*

$8.00 Warrant Strike Price

* Bond exercise feature expires when shares trade at $4.00 VWAP for 20 of 30 trading days

*Warrants trade on Nasdaq under ticker XRXDW (CUSIP: 98421M114). Warrant Agent: Computershare Trust Company, N.A. See warrant agreement on file with the SEC for full terms. All sensitivity figures are illustrative.

[1] Illustrative Calculation based on May 11th closing price of $2.66 and assumes debt reduction flows to equity divided by the new shares outstanding post Warrant exercise.

xerox™

Why Invest in Xerox?

Q1 2026 exceeded consensus; transformation underway with improving momentum, a clear path to margin expansion, and a disciplined approach to balance sheet improvement

Vertically integrated, scaled platform

Post-Lexmark, Xerox holds top-5 share across all Print categories with 200,000+ clients in 170 countries and ~90% Fortune 500 penetration. With ~65% of revenue recurring, the business generates durable cash flows as newer growth initiatives scale.

$300M+ Lexmark synergy runway, already in motion, plus additional Transformation savings

$150-200M of in-year synergies from Lexmark transaction plus an additional $100M in Transformation savings, with tailwinds into 2027 and beyond — the primary catalyst for a return to double-digit adjusted operating income margins.

Multiple paths to accelerated deleveraging

Operating performance and the paydown of near-term debt obligations are expected to reduce leverage ~1.5x turns by year-end 2026. The warrant exchange program ($618M potential debt reduction) and $450M TPG Angelo Gordon JV provide additional, value enhancing mechanisms to accelerate deleveraging — additional opportunistic debt repurchases and warrant exchanges are not reflected in base guidance.

Re-rating potential as execution de-risks the story

Shares trade at <1.5x 2026 free cash flow guidance, a meaningful discount to print and IT solutions peers. Margin recovery combined with balance sheet normalization implies equity appreciation from current levels.

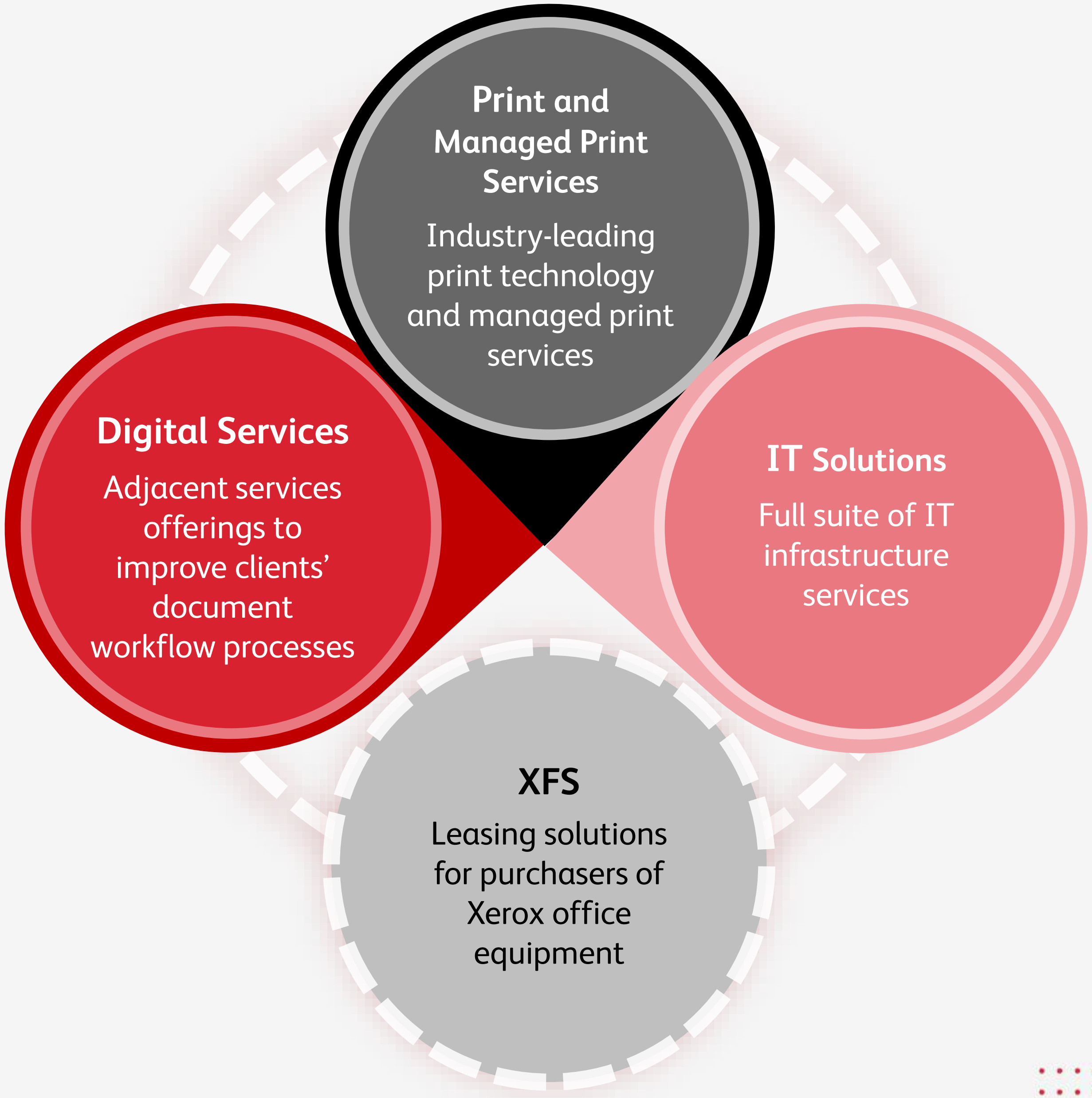
[1] Based on May 11th closing price of $2.66.

xerox™

Xerox Business Overview

Xerox Offerings

Xerox product and service offerings are designed to address the productivity challenges of a hybrid workplace and distributed workforce.

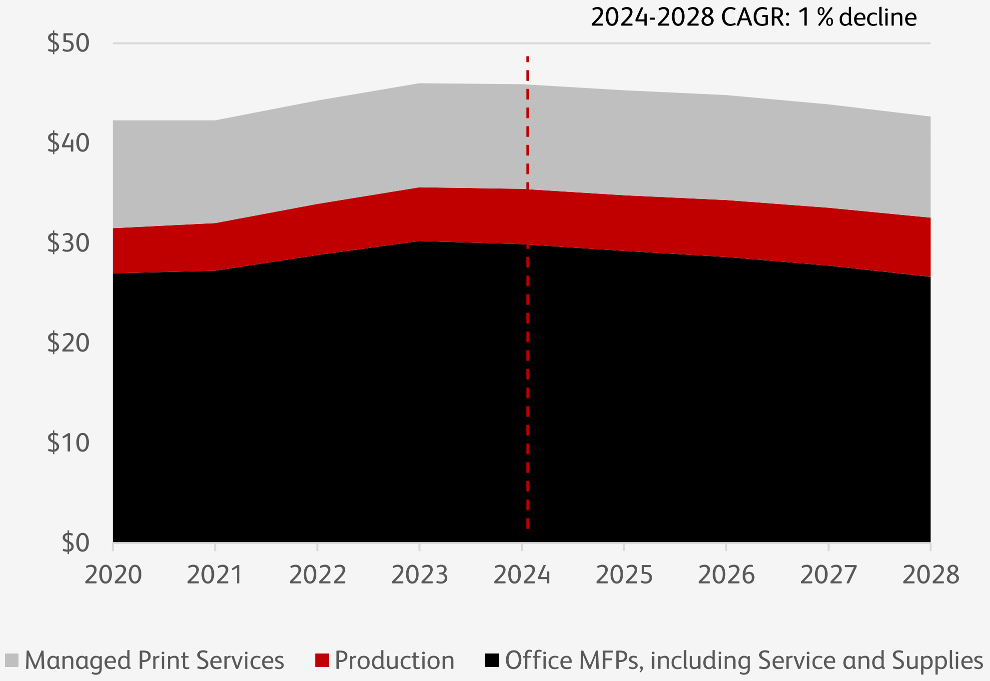


xerox™

Print and Services Market / Xerox Print Strategy

We expect to gain share in Print by optimizing offerings and distribution within the strongest Print sub-markets

Print and Print Services Market Size ($B)[1]



- The Print & Print Services markets in which we operate are expected to decline slightly through 2028

Xerox Print Equipment: Market Share Opportunities

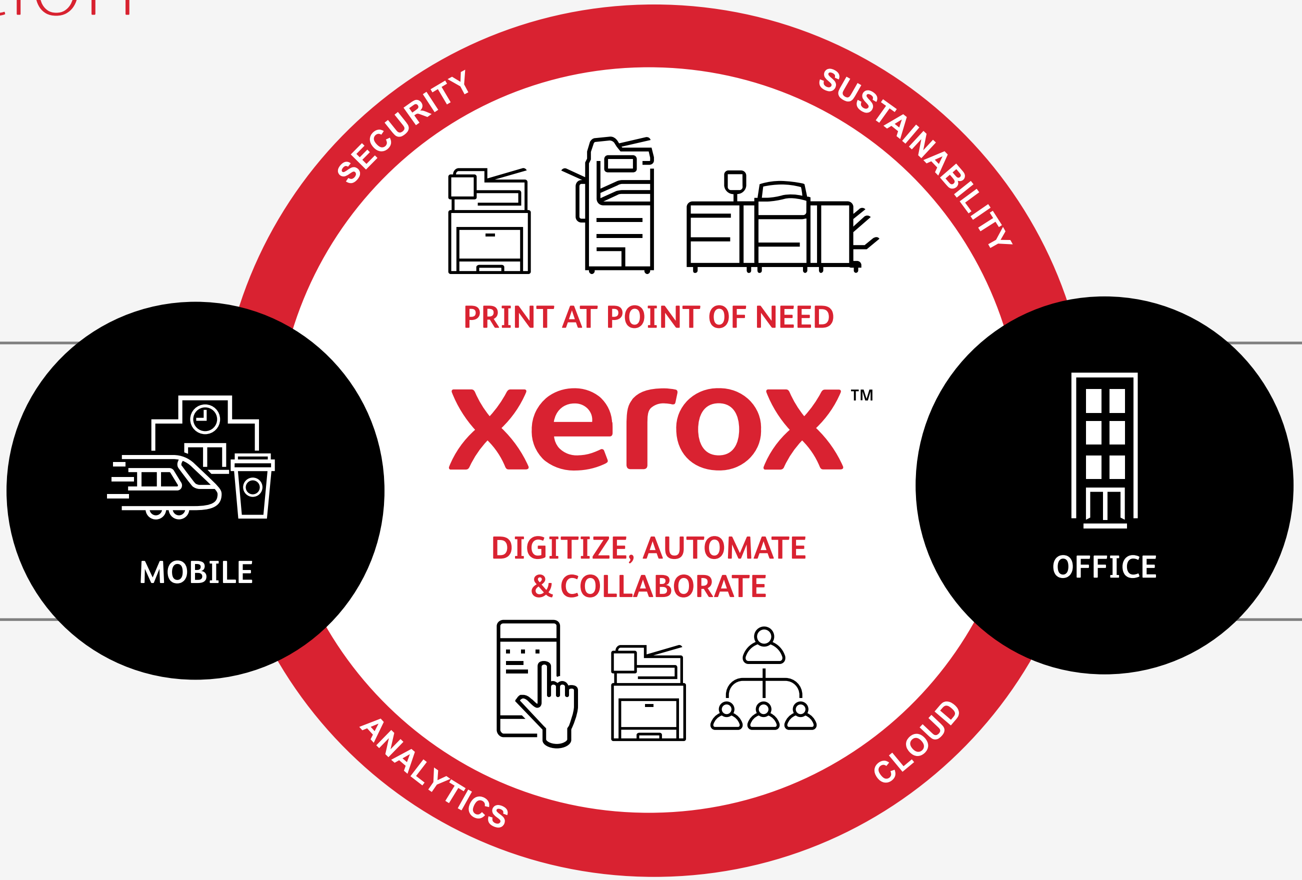
Category	Market Share[2]	Strategy
Entry / A4	3	Grow share with enhanced channel-ready products and capabilities
Mid-Range / A3	1	Differentiate with value-added services to protect and grow #1 share
High-End	5	Refine focus to fastest growing submarkets, gain share with advanced software and services, OEM partnerships

[1] Xerox internal analysis leveraging third party sources, including IDC. Data represents worldwide market excluding Japan/AP. [2] Xerox analysis of IDC WW Quarterly Hardcopy Peripherals Tracker, 4Q25 LTM using custom categories and segments. Total print ESR market share in Xerox's operating territories. (e.g., ex-Asia Pacific and Japan).

Breadth and Quality of Offerings Underpin Leading Market Position

TECHNOLOGY

- #2 share[1] in combined Office & Production Print
- Integrated Workflow Automation software
- Top-rated security
- Hybrid-capable document processing solutions



AS A SERVICE

- #1 share[2] in Managed Print Services
- Leader in Cloud-enabled Print solutions
- Advanced, real-time fleet management analytics

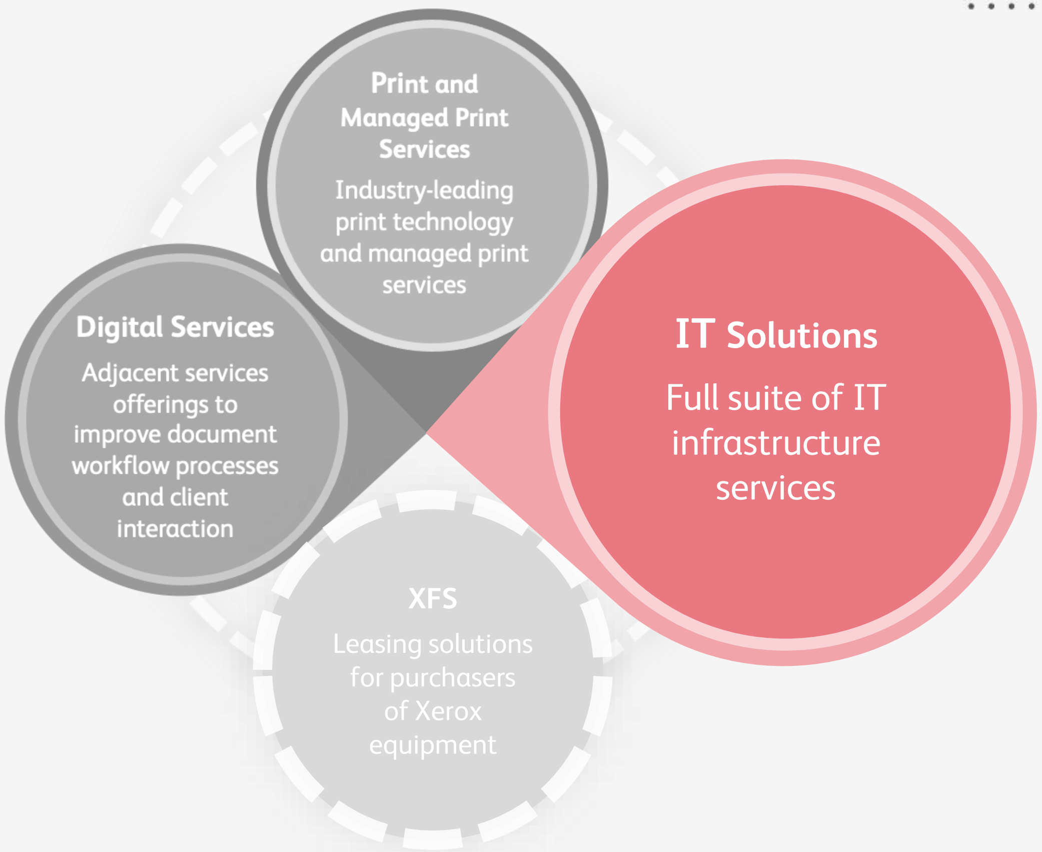
MID-MARKET ← HORIZONTAL AND SECTOR SPECIFIC SOLUTIONS → **ENTERPRISE**

[1] Source: Xerox analysis of IDC WW Quarterly Hardcopy Peripherals Tracker, LTM as of Q4 2025. Total print ESR market share includes only geographies where Xerox competes (e.g., ex-Asia Pacific and Japan). [2] Source: IDC, Worldwide and U.S. Managed Print and Document Services and Basic Print Services Market Shares, 2025

IT Solutions: Cross-sale Opportunity

Xerox's IT Solutions business is expected to leverage an enhanced platform and existing Print Service relationships to generate above-market rates of growth

Description	• Full-service IT infrastructure solutions provider • Portfolio of offerings enhanced by recent acquisition of ITsavvy • Capitalizes on strong direct sales teams, partner relationships and the Xerox brand
TAM / Growth	$695B / 8 % CAGR[1]
Route to Market	• Direct sales team serving a range of client sizes and industries
Select Technology Solutions	**Cloud & Hosting** • Data center transformation, migration and maintenance of public and private cloud solutions **Network & Security** • Network and wireless infrastructure assessment and implementation, managed network SOC **Collaboration / Hybrid Work** • Workplace and hybrid productivity solutions, system implementation



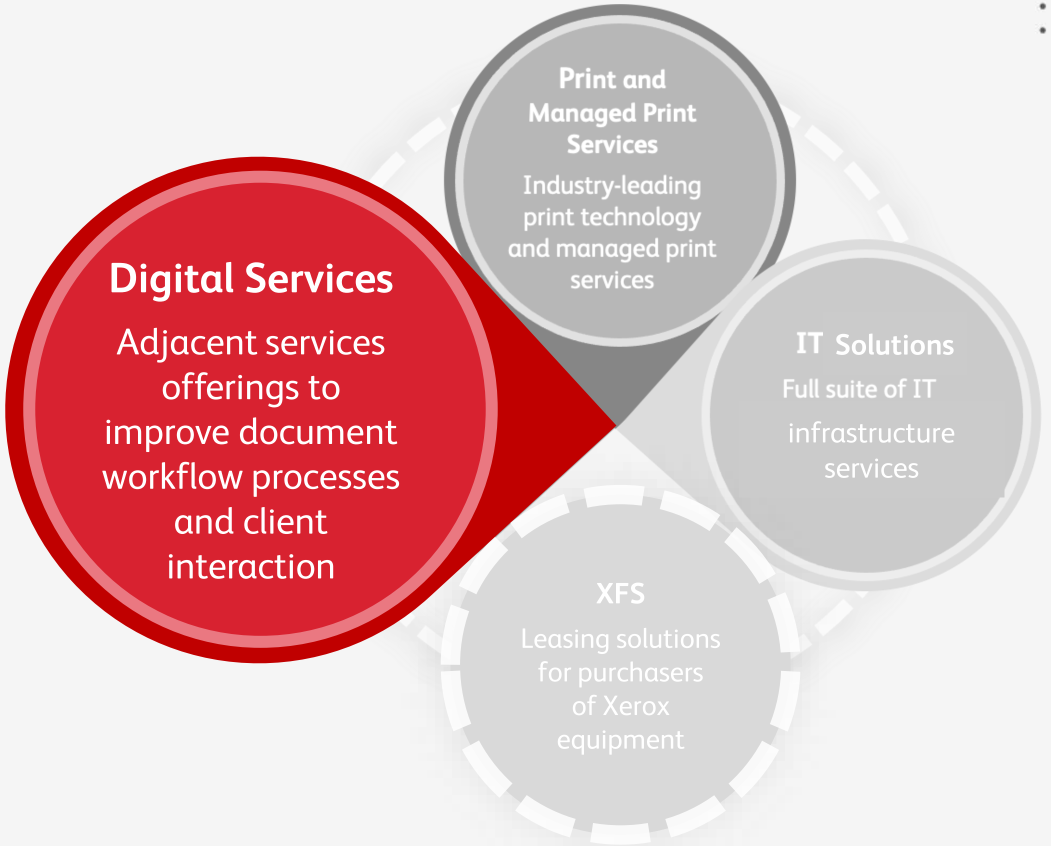
[1] Xerox internal analysis leveraging third-party sources. CAGR is 2023-2028

xerox™

Digital Services: Workflow Transformation Adjacencies

Digital Services are natural adjacencies to Print Services, delivering improved client outcomes and incremental sales opportunities

Description	• Suite of services that enable the digital transformation of clients' documentation workflows • Broadly categorized as Capture & Content (CCS) and Customer Communication Management (CCM)
TAM / Growth	>$100B / 11 % CAGR[1]
Route to Market	**Current**: Primarily sold direct to Enterprise customers **Opportunity**: Expansion to mid-market; new service offerings
Select Technology Solutions	**Intelligent Data Processing (CCS)** • Leverages AI, ML, object content recognition and natural language tools to process and integrate captured data and workflows seamlessly with clients' existing systems and processes **Go Inspire (CCM)** • Provides data-driven, results-focused marketing campaign management solutions to engage customers across print and digital media



[1] Xerox internal analysis leveraging third-party sources. CAGR is 2023-2028

xerox™

Non-GAAP Financial Measures

Non-GAAP Financial Measures

We have reported our financial results in accordance with generally accepted accounting principles (GAAP). In addition, we have discussed our financial results using the non-GAAP measures described below. We believe these non-GAAP measures allow investors to better understand the trends in our business and to better understand and compare our results. Management regularly uses our supplemental non-GAAP financial measures internally to understand, manage and evaluate our business and make operating decisions. These non-GAAP measures are among the primary factors management uses in planning for and forecasting future periods. Compensation of our executives is based in part on the performance of our business based on these non-GAAP measures. Accordingly, we believe it is necessary to adjust several reported amounts, determined in accordance with GAAP, to exclude the effects of certain items as well as their related income tax effects.

However, these non-GAAP financial measures should be viewed in addition to, and not as a substitute for, the Company's reported results prepared in accordance with GAAP. Our non-GAAP financial measures are not meant to be considered in isolation or as a substitute for comparable GAAP measures and should be read only in conjunction with our Condensed Consolidated Financial Statements prepared in accordance with GAAP.

A reconciliation of the estimated post-acquisition impact on Adjusted Operating Income and Margin, and Free Cash Flow to the closest GAAP financial measures, Pre-tax Margin, and Operating Cash Flow, are not provided. GAAP measures for those periods are not available without unreasonable effort, in part as the timing of synergies and costs to achieve synergies related to the acquisitions are not available at this time.

- Adjusted Operating Income and Margin (Costs and expenses noted above as adjustments for our Adjusted Net (Loss) and EPS measure, as well as amounts included in Other (income) expenses, net, and certain other non-operating costs and expenses, and other discrete, unusual or infrequent items);
- Free Cash Flow (Capital expenditures).

Reconciliations of these non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP are set forth below.

Adjusted Operating Income and Margin

We calculate and utilize adjusted operating (loss) and margin measures by adjusting our reported pre-tax income (loss) and margin amounts. In addition to the costs and expenses noted as adjustments for our adjusted earnings measures, adjusted operating income (loss) and margin also exclude the remaining amounts included in Other expenses, net, which include certain other non-operating costs and expenses. We exclude these amounts in order to evaluate our current and past operating performance and to better understand the expected future trends in our business.

Adjusted EBITDA and Margin

Earnings before non-financing interest, taxes, depreciation and amortization adjusted for additional items, when applicable, given their discrete, unusual or infrequent nature and their impact on comparability of results for current/prior periods and future expected trends.

Constant Currency (CC)

To better understand business trends, we believe that it is helpful to adjust revenue to exclude the impact of changes in the translation of foreign currencies into U.S. dollars. We refer to this adjusted revenue as "constant currency." This impact is calculated by translating current period activity in local currency using the comparable prior year period's currency translation rate. This is calculated for all countries where the functional currency is the local country currency. Management believes the constant currency measure provides investors an additional perspective on revenue trends. Currency impact can be determined as the difference between actual growth rates and constant currency growth rates.

Free Cash Flow

To better understand trends in our business, we believe that it is helpful to adjust operating cash flows by subtracting amounts related to capital expenditures. Management believes this measure gives investors an additional perspective on cash flow from operating activities in excess of amounts required for reinvestment. It provides a measure of our ability to fund acquisitions, repay debt, and pay dividends.

Non-GAAP Financial Measures

Adjusted Operating Income and Margin Reconciliation

	FY-24			Q1-25			Q2-25			Q3-25			Q4-25			FY-25			Q1-26		
(in millions)	(Loss) Profit	Revenue	Margin	(Loss) Profit	Revenue	Margin	(Loss) Profit	Revenue	Margin	(Loss) Profit	Revenue	Margin	(Loss) Profit	Revenue	Margin	(Loss) Profit	Revenue	Margin	(Loss) Profit	Revenue	Margin
Reported [1]	$ (1,321)	$ 6,221		$ (90)	$ 1,457		$ (106)	$ 1,576		$ (760)	$ 1,961		$ (73)	$ 2,028		$ (1,029)	$ 7,022		$ (105)	$ 1,846	
Income tax (benefit) expense	105			23			46			460			12			541			32		
Pre-tax (loss) income	$ (1,216)	$ 6,221	(19.5%)	$ (67)	$ 1,457	(4.6%)	$ (60)	$ 1,576	(3.8%)	$ (300)	$ 1,961	(15.3%)	$ (61)	$ 2,028	(3.0%)	$ (488)	$ 7,022	(6.9%)	$ (73)	$ 1,846	(4.0%)
Adjustments:																					
Goodwill impairment	1,058			-			-			-			-			-			-		
Restructuring and related costs, net	112			(1)			10			59			(2)			66			45		
Amortization of intangible assets	73			10			10			30			33			83			30		
Divestitures	47			(4)			-			-			-			(4)			-		
Transformation-related costs [2]	12			6			3			3			5			17			2		
Transaction and related costs, net	7			3			6			23			2			34			4		
Inventory impact related to the exit of certain Production Print manufacturing operations [3]	51			7			10			3			4			24			-		
Lexmark - inventory-related purchase accounting adjustment [4]	-			-			-			102			-			102			-		
Lexmark - fixed asset-related purchase accounting adjustment	-			-			-			16			13			29			11		
Lexmark - settlement of pre-existing employment agreements	-			-			-			24			1			25			-		
Non-financing interest expense	119			33			55			80			80			248			84		
Other expenses, net [5]	39			35			25			25			27			112			(31)		
Adjusted	$ 302	$ 6,221	4.9%	$ 22	$ 1,457	1.5%	$ 59	$ 1,576	3.7%	$ 65	$ 1,961	3.3%	$ 102	$ 2,028	5.0%	$ 248	$ 7,022	3.5%	$ 72	$ 1,846	3.9%

[1] *Net Income (Loss)*

[2] *In the first quarter of 2026, Xerox Holdings Corporation renamed “Reinvention-related costs” to “Transformation-related costs.” This change in terminology did not affect the nature of the costs.*

[3] *Reflects inventory-related charges and the cancellation of related purchase contracts as a result of the exit of certain production print manufacturing operations.*

[4] *Reflects a purchase accounting adjustment related to the recent acquisition of Lexmark, for cost associated with a net inventory write up.*

[5] *Includes non-service retirement-related costs. Q1 2026 includes a gain of $56 million related to the early repayment of a portion of our 5.5% Senior Unsecured Notes due August 2028 (the "2028 Senior Unsecured Notes").*

xerox™

Non-GAAP Financial Measures

Adjusted EBITDA and Margin Reconciliation

	FY-24			Q1-25			Q2-25			Q3-25			Q4-25			FY-25			Q1-26		
(in millions)	Profit	Revenue	Margin	(Loss) Profit	Revenue	Margin	(Loss) Profit	Revenue	Margin	(Loss) Profit	Revenue	Margin	(Loss) Profit	Revenue	Margin	(Loss) Profit	Revenue	Margin	(Loss) Profit	Revenue	Margin
Reported [1]	$ (1,321)	$ 6,221		$ (90)	$ 1,457		$ (106)	$ 1,576		$ (760)	$ 1,961		$ (73)	$ 2,028		(1,029)	$ 7,022		$ (105)	$ 1,846	
Adjustments:																					
Non-financing interest expense	119			33			55			80			80			248			84		
Other expenses, net [2]	39			35			25			25			27			112			(31)		
Income tax (benefit) expense	105			23			46			460			12			541			32		
Depreciation and amortization [3]	274			60			57			107			107			331			100		
Goodwill impairment	1,058			-			-			-			-			-			-		
EBITDA [4]	$ 274	$ 6,221	4.4%	$ 61	$ 1,457	4.2%	$ 77	$ 1,576	4.9%	$ (88)	$ 1,961	(4.5)%	$ 153	$ 2,028	7.5%	$ 203	$ 7,022	2.9%	$ 80	$ 1,846	4.3%
Adjustments:																					
Stock-based compensation	52			12			14			7			12			45			9		
Restructuring and related costs, net [5]	112			(1)			10			59			(2)			66			45		
PARC donation	-			-			-			-			-			-			-		
Divestitures	47			(4)			-			-			-			(4)			-		
Transformation-related costs [6]	12			6			3			3			5			17			2		
Transaction and related costs, net	7			3			6			23			2			34			4		
Inventory impact related to the exit of certain Production Print manufacturing operations [7]	51			7			10			3			4			24			-		
Lexmark - inventory-related purchase accounting adjustment [8]	-			-			-			102			-			102			-		
Lexmark - settlement of pre-existing employment agreements	-			-			-			24			1			25			-		
Adjusted EBITDA [9]	$ 555	$ 6,221	8.9%	$ 84	$ 1,457	5.8%	$ 120	$ 1,576	7.6%	$ 133	$ 1,961	6.8%	$ 175	$ 2,028	8.6%	$ 512	$ 7,022	7.3%	$ 140	$ 1,846	7.6%

[1] *Net Income (Loss)*

[2] *Other expenses, net, includes certain other non-operating costs, expenses, gains and losses. Q1 2026 includes a gain of $56 million related to the early repayment of a portion of our 5.5% Senior Unsecured Notes due August 2028 (the "2028 Senior Unsecured Notes"). Prior period amounts have been conformed to the current presentation.*

[3] *Excludes amortization of customer contract costs*

[4] *EBITDA includes Financing Revenues and Cost of financing, for all periods presented as these amounts are associated with XFS.*

[5] *Restructuring and related costs, net include restructuring and asset impairment charges as well as costs associated with our transformation programs beyond those normally included in restructuring and asset impairment charges.*

[6] *In the first quarter of 2026, Xerox Holdings Corporation renamed "Reinvention-related costs" to "Transformation-related costs." This change in terminology did not affect the nature of the costs.*

[7] *Reflects inventory-related charges and the cancellation of related purchase contracts as a result of the exit of certain production print manufacturing operations.*

[8] *Reflects a purchase accounting adjustment related to the recent acquisition of Lexmark, for cost associated with a net inventory write up.*

[9] *EBITDA & Adj. EBITDA included above are internal measures used by Management to assess performance. The amounts and related calculation are different than consolidated EBITDA determined as part of our Credit Facility financial maintenance covenants.*

xerox™

Non-GAAP Financial Measures

Free Cash Flow Reconciliation

(in millions)	FY-24	Q1-25	Q2-25	Q3-25	Q4-25	FY-25	Q1-26
Net cash provided by (used in) operating activities	$511	($89)	($11)	$159	$208	$224	($144)
Less: capital expenditures	44	20	19	28	24	91	21
Free Cash Flow	$467	($109)	($30)	$131	$184	$133	($165)

Non-GAAP Financial Measures

Guidance – adjusted operating income and margin

(in millions)	FY 2026
Estimated Pre-tax (loss)	~$(170)
Adjustments:	
Restructuring and related costs, net	70
Amortization of intangible assets	120
Non-financing interest expense	340
Other expenses, net [1]	115
Estimated Adjusted Operating Income [2]	~$450-500

[1] Other expenses, net includes approximately $85 million related to non-service retirement-related costs.

[2] Adjusted pre-tax income reflects the the adjusted operating income midpoint of $475 million

Guidance – free cash flow

(in millions)	FY 2026
Estimated Net cash provided by operating activites	~$350
Less: capital expenditures	100
Estimated Free Cash Flow	~$250

xerox™

Pro Forma Financial Measures

- To better understand the trends in our business, we discuss our 2026 operating results by comparing them against 2025 pro forma results. The 2025 pro forma results include estimated results of Lexmark. Lexmark is included in our 2025 results as of July 1, 2025, the effective date of acquisition.
- We refer to comparisons against these adjusted results as "pro-forma" basis comparisons. The pro forma information has been prepared in accordance with Article 11 of Regulation S-X, "Pro Forma Financial information." The pro forma information is presented to facilitate comparisons with our results following the acquisition. Lexmark's 2025 historical results have been adjusted to reflect the costs of financing the transactions, fair value adjustments related to inventory, real and personal property (equipment and computer hardware and software) and intangible assets. In addition, adjustments were made to conform Lexmark's accounting policies to those of Xerox, including deferred revenue and inventory. In accordance with Article 11 of Regulation S-X, these proforma results exclude adjustments associated with transaction related costs which are already included in the historical financial statements.
- We believe comparisons on a pro-forma basis are more meaningful than the actual comparisons given the size and nature of the Lexmark acquisition. We believe the pro forma basis comparisons allow investors to have a better understanding and additional perspective of the expected trends in our business as well as the impact of the Lexmark acquisition on the Company's operations. The pro forma financial information is based upon available information and assumptions that we believe are reasonable and is for illustrative purposes only. The pro forma combined financial information below should be read in conjunction with the consolidated financial statements and related notes to our 2025 Form 10-K.
- Management believes that these non-GAAP financial measures provide an additional means of analyzing the current periods' results against the corresponding prior periods' results. However, these non-GAAP financial measures should be viewed in addition to, and not as a substitute for, the Company's reported results prepared in accordance with GAAP. Our non-GAAP financial measures are not meant to be considered in isolation or as a substitute for comparable GAAP measures and should be read only in conjunction with our consolidated financial statements prepared in accordance with GAAP. Our management regularly uses our supplemental non-GAAP financial measures internally to understand, manage and evaluate our business and make operating decisions. These non-GAAP measures are among the primary factors management uses in planning for and forecasting future periods. Compensation of our executives is based in part on the performance of our business based on these non-GAAP measures. A reconciliation of these non-GAAP financial measures and the most directly comparable measures calculated and presented in accordance with GAAP are set forth on the following tables.
- Certain pro forma monetary amounts, percentages, and other financial figures included in the Company's first quarter 2026 earnings materials, including the prepared remarks, investor presentation, and press release have been subject to rounding adjustments. Accordingly, minor differences may exist among such materials. These variances, which result solely from rounding, are not considered material.

Pro Forma Financial Measures

Pro Forma Segment Revenue and Profit

(in millions)	As reported Q1-26	As reported Q1-25	Pro Forma[2] Q1-25	% Change	Pro Forma[2] % Change
Revenue					
Print & Other	$ 1,692	$ 1,294	$ 1,753	30.8%	(3.5)%
IT Solutions	156	164	164	(4.9)%	(4.9)%
Intersegment elimination[1]	(2)	(1)	(1)	NM	NM
Total Revenues	$ 1,846	$ 1,457	$ 1,916	26.7%	(3.7)%
Adjusted Gross Profit					
Print & Other	$ 530	$ 406	$ 565	30.5%	(6.2)%
IT Solutions	30	28	28	7.1%	7.1%
Total Adjusted Gross Profit	$ 560	$ 434	$ 593	29.0%	(5.6)%
Adjusted Gross Profit Margin					
Print & Other	31.3%	31.4%	32.2%	(0.1) pts	(0.9) pts
IT Solutions	19.5%	17.2%	17.2%	2.3 pts	2.3 pts
Total Adjusted Gross Profit Margin	30.3%	29.7%	30.9%	0.6 pts	(0.6) pts
Segment Profit					
Print & Other	$ 87	$ 41	$ 94	112.2%	(7.4)%
IT Solutions	6	5	5	20.0%	20.0%
Corporate	(21)	(24)	(28)	(12.5)%	(25.0)%
Total Adjusted Operating Profit	$ 72	$ 22	$ 71	227.3%	1.4%
Adjusted Operating Profit Margin					
Print & Other	5.1%	3.2%	5.4%	1.9 pts	(0.3) pts
IT Solutions	3.9%	3.1%	3.1%	0.8 pts	0.8 pts
Total Adjusted Operating Profit Margin	3.9%	1.5%	3.7%	2.4 pts	0.2 pts

[1] *Reflects primarily IT hardware, software solutions and services, sold by the IT Solutions segment to the Print and Other segment.*

[2] *Reflects the Inclusion of Lexmark estimated results from January 1, 2025 through March 31, 2025*