



Dye & Durham Acquires TELUS' Financial Solutions Business for \$500 million

- With its web-based software, TELUS' Financial Solutions Business connects all major Canadian financial institutions with the legal profession providing a seamless way to receive mortgage instructions and to discharge mortgages.
- TELUS' Financial Solutions Business also provides the de facto national payment infrastructure in Canada, servicing consumers and businesses, in all market segments, moving an aggregated value of over \$1.3 trillion annually.
- The acquisition will benefit Dye & Durham's customers through expanded product capabilities, particularly in the real estate value chain.
- Significantly advances Dye & Durham's "Build to a Billion" objective.

Toronto, Ontario – December 6, 2021 – Dye & Durham Limited ("Dye & Durham" or the "Company") (TSX: DND), a leading provider of cloud-based software and technology solutions designed to improve efficiency and increase productivity for legal and business professionals, announced today that it has acquired TELUS' Financial Solutions Business and certain assets from TELUS Corporation ("TELUS") for \$500 million.

TELUS' Financial Solutions Business provides leading digital infrastructure and technology solutions to the financial community across Canada. The acquisition is very complementary to Dye & Durham as TELUS' Financial Solutions Business has a deep history of collaboration with the Canadian financial community and today provides the well-established digital financial ecosystem for payment processing and real estate technology in Canada, serving many well-known customers within the financial services vertical.

"This transaction is consistent with our growth strategy, adds significant scale within our current Canadian business, and is very well suited for our proven "acquire and integrate" playbook" said Matt Proud, CEO of Dye & Durham. "Additionally, this acquisition expands our capability by adding the largest non-bank payment platform in Canada, processing 140 million bill and tax payments and moving an aggregated value of over \$1.3 trillion annually, in partnership with financial institutions, billers and government agencies."

"As a long-standing, trusted partner to leading financial institutions across Canada, our team has provided the financial community with robust solutions that help them leverage technology to transform and advance their core business through digitization," said Darren Entwistle, President and CEO of TELUS. "Dye & Durham shares our commitment to delivering customer service excellence, as demonstrated by its expansive and loyal client base. When combined with the company's passion for human capital development and employee engagement, we are confident that this is the right organization to support our team members and the ongoing transformation of the financial services industry for many years to come."

This addition of a highly complementary portfolio of embedded solutions reinforces Dye & Durham's commitment to enhancing its value proposition to customers by expanding the Company's service

offerings in core markets. Additionally, this major transaction underlines the strength of the Company's acquisition strategy and pipeline.

While the acquisition multiple is not disclosed, the Company believes that it will be able to achieve post-synergy returns that are consistent with the Company's targeted return model.

Financing Update

The Company also closed the previously announced \$1.8 billion senior secured credit facility (the "New Facility").

The Company used the proceeds from the New Facility to repay the amounts outstanding under its existing term loan facility of approximately \$239 million, finance the acquisition of TELUS' Financial Solutions Business and other assets of \$500 million, with the remaining amounts intended to be used to, amongst other things, finance its continued acquisition strategy.

The New Facility is comprised of a (i) \$1,520 million initial term loan ("Initial Term Loan"), (ii) \$200 million delayed draw term loan ("DDTL"), and (iii) \$75 million revolving credit facility ("Revolver"). The Initial Term Loan has an interest rate of CDOR (the Canadian Dollar Offered Rate) plus 5.75%. The Initial Term Loan and DDTL have a maturity date of six years from closing and the Revolver has a maturity date of five years from closing. The DDTL can be drawn in portions to fund permitted acquisitions and is available for two years from closing. Borrowings under the New Facility will be secured by a first charge over substantially all of the Company's assets. The New Facility contains customary representations and warranties, positive and negative covenants and events of default. The Initial Term Loan and DDTL do not have any financial covenants.

Ares Capital Management LLC acted as Administrative Agent and Lead Arranger with respect to the New Facility.

In conjunction with the New Facility, the Company has closed a private placement, issuing 126,968 common shares at a subscription price of \$39.38 for total gross proceeds of approximately \$5 million. The private placement is a result of discussions with investors during the sourcing of the New Facility.

Advisors

CIBC Capital Markets has acted as financial advisor and Goodmans LLP has acted as legal counsel to Dye & Durham on the acquisition of TELUS' Financial Solutions Business.

About Dye & Durham

Dye & Durham Limited is a leading provider of cloud-based software and technology solutions designed to improve efficiency and increase productivity for legal and business professionals. Dye & Durham provides critical information services and workflows, which clients use to manage their process, information, and regulatory requirements. The Company has operations in Canada, the United Kingdom, Ireland, and Australia and has a strong blue-chip customer base that includes law firms, financial service institutions, and government organizations.

Additional information can be found at www.dyedurham.com.

For inquiries, please contact:

Ross Marshall
LodeRock Advisors Inc.
ross.marshall@loderockadvisors.com
416.526.1563

Forward-looking Statements

This press release may contain forward-looking information within the meaning of applicable securities laws, which reflects the Company's current expectations regarding future events, including with respect to the impact of the acquisition on the Company's business and future prospectus, the Company's expectation regarding post-synergy returns, use of proceeds from the New Facility, the possibility of future acquisitions and the impact thereof on the Company's business. In some cases, but not necessarily in all cases, forward-looking statements can be identified by the use of forward looking terminology such as "plans", "targets", "expects" or "does not expect", "is expected", "an opportunity exists", "is positioned", "estimates", "intends", "assumes", "anticipates" or "does not anticipate" or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", "will" or "will be taken", "occur" or "be achieved". In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances contain forward-looking statements. Forward-looking statements are not historical facts, nor guarantees or assurances of future performance but instead represent management's current beliefs, expectations, estimates and projections regarding future events and operating performance.

Forward-looking information is based on a number of assumptions and is subject to a number of risks and uncertainties, many of which are beyond the Company's control, which could cause actual results and events to differ materially from those that are disclosed in or implied by such forward-looking information. Such risks and uncertainties include, but are not limited to, the factors discussed under "Risk Factors" in the Company's most recent annual information form. Dye & Durham does not undertake any obligation to update such forward-looking information, whether as a result of new information, future events or otherwise, except as expressly required by applicable law