
United States
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported):

February 22, 2021

CANNAE HOLDINGS, INC.

(Exact name of Registrant as Specified in its Charter)

1-38300

(Commission File Number)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

82-1273460

(IRS Employer Identification Number)

1701 Village Center Circle
Las Vegas, Nevada 89134
(Addresses of Principal Executive Offices)
(702) 323-7330

(Registrant's Telephone Number, Including Area Code)
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
Cannae Common Stock, \$0.0001 par value	CNNE	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition

On February 22, 2021, Cannae Holdings, Inc. (the "Company") issued a press release announcing its financial results for the fourth quarter of 2020. A copy of the press release is furnished as Exhibit 99.1 to this current report and is incorporated by reference herein. The Company also issued a letter to its stockholders announcing its financial results for the fourth quarter ended December 31, 2020 (the "Stockholder Letter"). A copy of the Stockholder Letter is furnished as Exhibit 99.2 to this current report and is incorporated by reference herein. The information in this Current Report is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Press release announcing Cannae Holdings fourth quarter 2020 earnings
99.2	Stockholder Letter announcing Cannae Holdings fourth quarter 2020 earnings
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Cannae Holdings, Inc.

Date: February 22, 2021

By: /s/ Bryan D. Coy

Name: Bryan D. Coy

Title: Chief Financial Officer

Cannae Holdings, Inc. Announces Fourth Quarter and Full Year 2020 Financial Results

~ Earnings call scheduled for 5:00pm ET ~

Las Vegas, February 22, 2021 -- Cannae Holdings, Inc. (NYSE:CNNE) (“Cannae” or the “Company”) has released its fourth quarter and full year 2020 financial results by posting them to its website. Please visit the Cannae investor relations website at investor.cannaeholdings.com to view the fourth quarter and full year 2020 financial results, which are included in its Letter to Shareholders.

Conference Call

As previously announced, Cannae will host a conference call, today, February 22, 2021 at 5:00pm (Eastern Time), to discuss its fourth quarter and full year 2020 results. The conference call can be accessed by dialing 1-877-300-8521 (domestic) or 1-412-317-6026 (international) and asking for the Cannae Holdings Fourth Quarter and Full Year 2020 Earnings Call. A telephonic replay will be available approximately two hours after the call and can be accessed by dialing 1-844-512-2921, or for international callers 1-412-317-6671, and providing the access code 10151933. The telephonic replay will be available until 11:59 pm (Eastern Time) on March 1, 2021.

Interested investors and other parties may also listen to a simultaneous webcast of the conference call by logging onto the investor relations section of the Company’s website at investor.cannaeholdings.com. The online replay will remain available for a limited time beginning immediately following the call.

About Cannae Holdings, Inc.

Cannae Holdings, Inc. (NYSE: CNNE) is engaged in actively managing and operating a group of companies and investments, as well as making additional majority and minority equity portfolio investments in businesses, in order to achieve superior financial performance and maximize the value of these assets. Cannae was founded and is led by investor William P. Foley, II. Foley is responsible for the creation and growth of over \$140 Billion in publicly traded companies including Fidelity National Information Services (“FIS”), Fidelity National Financial (“FNF”), and Black Knight, Inc. (“BKI”). Cannae’s current principal holdings include Dun & Bradstreet Holdings, Inc. (“DNB”), which recently completed a successful business transformation and IPO. Cannae holds an approximately 18% interest in Dun & Bradstreet or ~76 Million shares. Cannae’s second principal holding is Ceridian (“CDAY”), which Foley transformed from a legacy payroll bureau into a leading cloud-based provider of human capital management software. Cannae owns 9.5% of Ceridian representing approximately 14 Million shares.

Contact:

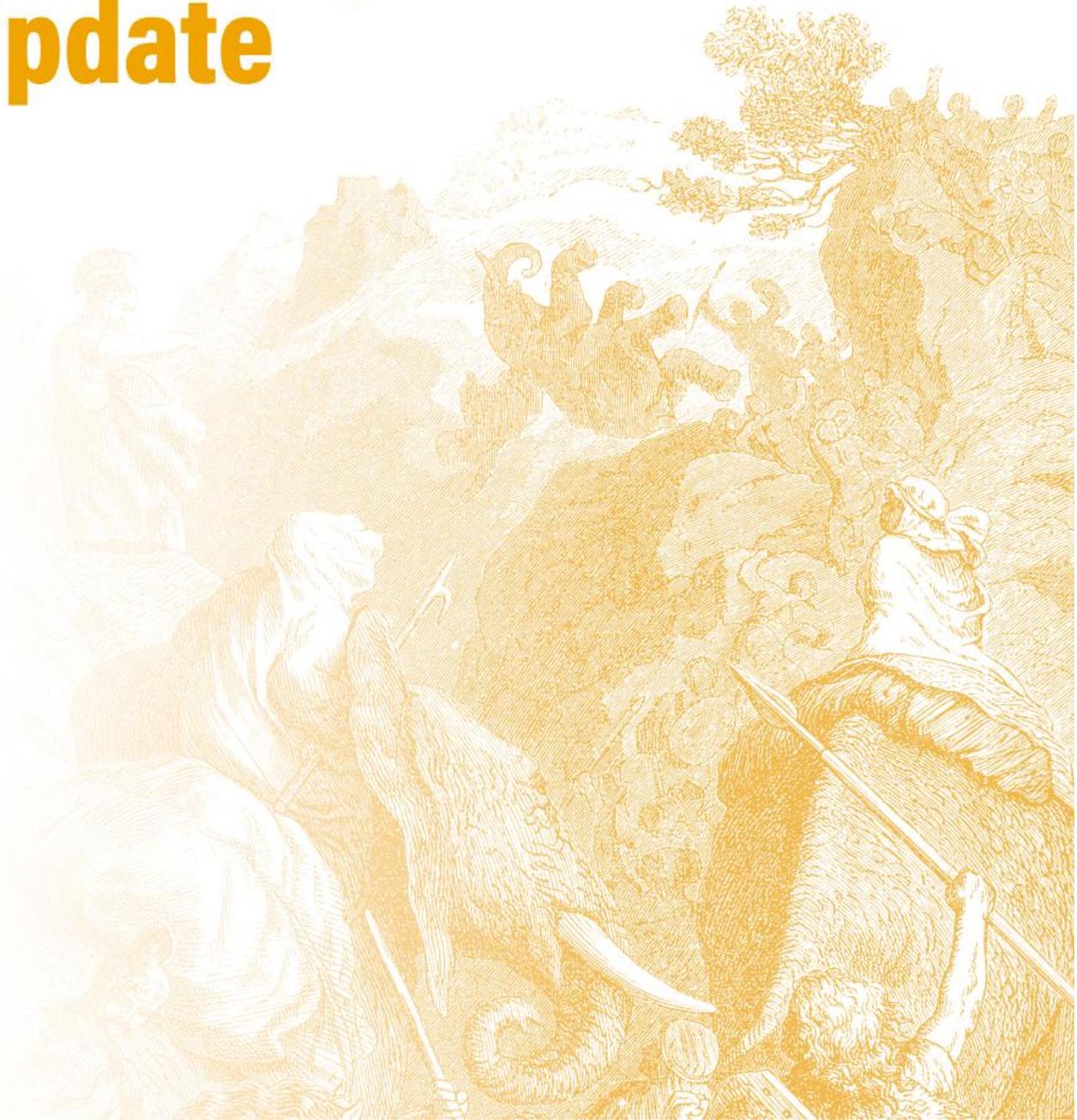
Jamie Lillis, Managing Director, Solebury Trout, 203-428-3223, jlillis@soleburytrout.com
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Source: Cannae Holdings, Inc.



CANNAE
HOLDINGS, INC.

Q4 2020 Quarterly Update





WILLIAM P. FOLEY, II
Chairman

To Our Valued Shareholders,

As we conclude 2020 with our fourth quarter and full year results, I am pleased and proud of the work the team at Cannae has accomplished during an uncertain year. As we navigate the ongoing COVID-19 pandemic together, I trust our shareholders and constituents are both well and safe. That said, our team has been busy at work, as evident in our quarterly results and highlights. In my career, I have experienced many periods of dislocation and have used these periods of uncertainty to make opportunistic investments. Demand continues to increase for Cannae's portfolio companies and thus an acceleration in the pace of opportunities for our business has also fast-tracked. This is further evident in both the announced definitive merger agreements of Foley Trasimene Acquisition Corp. II with Paysafe Group Holdings Limited and Foley Trasimene Acquisition Corp. with Alight Solutions. Both transactions are examples of companies that serve multitrillion-dollar industries which offer tremendous potential for future growth through scale and transformation led by ongoing technology initiatives. As we look to 2021, we are excited at the prospects that lay ahead for Cannae, focusing on investments that provide ample return to our shareholders.

This latest quarter saw many signs of improvement in our portfolio businesses, our investment efforts broadly and the overall business climate. We are energized by the release of multiple COVID-19 vaccines both in the US and around the world and believe the ongoing reopening of the economy will benefit all our businesses. Cannae has been active in the SPAC market in the fourth quarter and early 2021 and we expect our pace of investment to continue. We have focused our efforts on high quality companies with defensible, profitable business models. We are confident our

ON THE COVER:

Hannibal's crossing of the Alps in 218 BC was one of the major events of the Second Punic War, and one of the most celebrated achievements of any military force in ancient warfare.

Quarterly Highlights

In November 2020, Verge Heath was sold, resulting in proceeds to the Company of \$10 Million through our interest in a co-investment with Triple Tree Capital Partners. The proceeds reflect a \$5 Million gain over our cost basis and an \$8 Million book gain.

On November 9, 2020, Cannae sold 2.1 Million shares of common stock of Ceridian HCM Holding Inc. ("Ceridian"), at a price of \$93.00 per share resulting in gross proceeds of \$198.9 Million.

On November 30, 2020, Cannae closed on a \$100 Million margin loan agreement with an accordion feature that allows us to increase the capacity to \$500 Million.

On December 3, 2020, Cannae announced the promotion of David Ducommun to President of the Company, effective as of January 1, 2021.

On December 7, we announced a \$350 Million subscription to a private placement offering associated with Foley Trasimene Acquisition Corp. II's ("BFT") merger with Paysafe Group Holdings Limited ("Paysafe"). Cannae's total investment in BFT and Paysafe will be approximately \$500 Million upon closing of the merger for which we expect to receive 54.3 Million Paysafe common shares and 8.1 Million warrants to purchase Paysafe common shares inclusive of Cannae's portion of Sponsor promote.

On December 31, 2020, Cannae made a \$12 Million additional investment in CorroHealth.

On January 25, 2021, we announced a \$250 Million subscription to a private placement offering associated with Foley Trasimene Acquisition Corp.'s ("WPF") business combination with Alight Solutions ("Alight"). Cannae's total investment in WPF and Alight will be approximately \$400 Million upon closing of the merger for which we expect to receive 44.6 Million Alight common shares and 8.0 Million warrants to purchase Alight common shares inclusive of Cannae's portion of Sponsor promote.

On February 4, 2021, our joint venture with Senator Investment Group completed its exit from CoreLogic stock. With this transaction, Cannae will have earned \$479 Million in proceeds from a \$292 Million investment.

On February 10, 2021, we announced Austerlitz Acquisition Corporation I ("AUS") filed a registration statement related to its proposed \$500 Million initial public offering ("IPO"). Cannae expects to hold an approximately 10% interest in the AUS sponsor, to invest in private placement warrants at the IPO and to purchase Class A shares and redeemable warrants at the closing of AUS's initial business combination under a forward purchase agreement.

On February 10, 2021, we announced Austerlitz Acquisition Corporation II ("ASZ") filed a registration statement related to its proposed \$1 Billion IPO. Cannae expects to hold an approximately 20% interest in the ASZ sponsor, to invest in private placement warrants at the IPO and to purchase Class A shares and redeemable warrants at the closing of ASZ's initial business combination under a forward purchase agreement.

Total Cannae shareholder equity was \$3.8 Billion, or \$41.22 per share, as of December 31, 2020, compared to \$1.5 Billion, or \$18.72 per share, at December 31, 2019.

disciplined, value based, investment principles will continue to deliver superior returns to our shareholders. Today, Cannae's stock remains significantly undervalued relative to the intrinsic value of its portfolio companies.

SELECT PORTFOLIO UPDATES



Three Months Ended December 31,	2020	2019
Revenue	\$ 480.1M	\$ 432.7M
Net income (loss)	\$ 7.0M	\$ (263.3M)
Adjusted EBITDA	\$ 208.9M	\$ 158.0M

Dun & Bradstreet (NYSE: DNB) remains Cannae's largest investment by market value at approximately \$2 Billion, an over 3x return on our initial \$526 Million investment, excluding our follow-on IPO investment. D&B ended 2020 with over 10% annual pro forma revenue growth and strong momentum going into 2021 as year-end customer renewals and the acquisition of Bisnode provide tailwinds for next year. We expect D&B to remain acquisitive in 2021 and build on the strong foundations of its proprietary data set and the ubiquity of the DUNS number as a unique corporate identifier. The ongoing pandemic has shown how much governments and businesses rely on D&B's data assets to navigate international supply chains. One success story we can report from the pandemic was D&B's ability to assist federal, state and local governments to locate critical supplies of personal protective equipment when found in short supply early in the spring and summer.

CERIDIAN

Cannae's second largest holding is Ceridian (NYSE: CDAY), where we hold approximately 14 Million shares worth approximately \$1.4 Billion. We continue to believe in the strength of Ceridian's product suite and the marketplace benefits of SAAS/cloud conversion and its growth trajectory. Ceridian is well-positioned to benefit from both the conversion of legacy bureau clients to its SAAS platform, as well as significant net new customer wins. Add to that an expanding product suite, including Powerpay, which enables small businesses to uninterruptedly calculate and if necessary, disperse payroll throughout the pay period. Lastly, any increase in interest rates over the long run will only further boost Ceridian's performance of float income.

AMERILIFE®

Our \$120 Million investment in AmeriLife (20% interest) has outperformed our expectations both in the pace and quality of its acquisitions as well as in its organic sales performance, particularly in fixed income annuities and Medicare Advantage plan sales. AmeriLife provides retirees a "kitchen table" sales service to help them holistically assess their retirement, health and income security needs. We believe in the AmeriLife thesis that health and wealth retirement planning are inextricably linked and that today's retirees prefer to talk to a person versus hand their future over to an online algorithm. Last month AmeriLife celebrated its 50th anniversary and now has more than 200,000 agents nationwide in nearly 60 insurance agency offices and 35 marketing organizations, covering 43 states.

CorroHealth

Cannae has invested \$72.5 Million in CorroHealth. CorroHealth had a productive year following the closing of the platform transaction in December 2019 which merged T Systems, TrustHCS, VisionaryRCM and RevCycle. CorroHealth integrated these businesses, delivered on revenue / cost synergies and defined its unified go-to market strategy, resulting in higher bookings. CorroHealth also had to address the impact of COVID-19 as its primary provider business slowed when people began deferring elective procedures in the second quarter and had to balance its workforce in both the US and India. In the fourth quarter, Cannae contributed an additional \$12 Million for an acquisition which further diversifies CorroHealth's revenue base and drives additional higher-value recurring revenue to the platform. We remain excited about the longer-term prospects for CorroHealth as the economy reopens and CorroHealth is able to integrate all its businesses, effectively cross sell and increase higher value revenue streams.

optimalblue

Three Months Ended December 31,	2020	2019
Revenue	\$ 38.7M	\$ 30.2M
Net loss	\$ (20.8M)	\$ (2.2M)
Adjusted EBITDA	\$ 19.7M	\$ 11.7M

Cannae made its investment in Optimal Blue on September 15, 2020. Financial information for the three months ended December 31, 2019 is presented for comparative purposes.

We have a \$289 Million investment in Optimal Blue (20% interest), a leading provider of pricing analytics to the mortgage industry. Optimal Blue finished the year above our internal budget expectations and has strong momentum going into 2021 as the mortgage origination market remains robust and secondary trading levels are gaining momentum. Recently, the company pushed through a price increase without a single customer loss which we expect to provide strong tailwinds into 2021.

CoreLogic®

Through February 2021, we have liquidated our position in CoreLogic for total proceeds to Cannae of \$479 Million, on an investment of \$292 Million, for gross gains of \$187 Million or a 77% IRR in a weighted average investment period of less than one year.

Other Investments

Our restaurant businesses remain impacted by the strong challenges associated with COVID-19 restrictions, while lot sales in our real estate development projects experienced stronger demand as more professionals work from home.

SPAC UPDATES

FOLEY TRASIMENE ACQUISITION CORP. II **Paysafe:**

On December 7, 2020, we announced our intent to invest \$350 Million as part of a private placement in conjunction with the announced Foley Trasimene Acquisition Corp. II (BFT) and PaySafe definitive merger. PaySafe is a global leader in online payment processing with deep domain expertise in iGaming. The Cannae investment is in addition to the previously announced \$150 Million forward purchase commitment, both of which will occur concurrently with the closing of the BFT and PaySafe business combination. This transaction reflects an implied pro forma enterprise value for PaySafe of approximately \$9 Billion. For the Company's total investment of approximately \$500 Million in the BFT and Paysafe merger, Cannae will receive 54.3 Million Paysafe common shares and 8.1 Million Paysafe warrants. Excluding any value from the warrants, Cannae's implied cost per share is \$9.11. As of February 19, 2021, shares of BFT trade in excess of \$17.00 per share, implying a gross gain to Cannae of nearly \$450 Million.



On January 25, 2021, Cannae announced the intent to invest \$250 Million as part of a private placement in conjunction with the announced Foley Trasimene Acquisition Corp. (WPF) and Alight definitive merger. Alight is the leading provider of employee engagement platforms serving half the Fortune 500 and over 30 Million covered lives. Alight's platform helps employers and employees navigate health, wealth and other benefit elections and serves as a gateway into other forms of employee engagement including wellness and continuing education. The Cannae investment is in addition to the previously announced \$150 Million forward purchase commitment, both of which will occur concurrently with the closing of WPF and Alight business combination. This transaction reflects an implied pro forma enterprise value for Alight of approximately \$7.3 Billion. For the Company's total investment of approximately \$405 Million in WPF and Alight merger, Cannae will receive 44.6 Million shares of Alight common stock and 8 Million Alight warrants. Excluding any cost of the warrants, Cannae's implied cost per share is \$8.96. As of February 19, 2021, shares of WPF trade for approximately \$11.00 per share, implying a more than \$90 Million gain for Cannae.



Cannae also invested in Trebia Acquisition Corp. ("TREB"), putting up an investment of \$1.9 Million for founder shares and private placement warrants, in addition to entering into a forward purchase commitment of \$75 Million. Management continues to be actively engaged in screening potential targets for this investment vehicle. Trebia has a target acquisition size of between \$1.5 and \$2.5 Billion.

Austerlitz Acquisition Corporation I and Austerlitz Acquisition Corporation II

In January 2021, two new SPACs, Austerlitz Acquisition Corporation I ("AUS") and Austerlitz Acquisition Corporation II ("ASZ"), filed registration statements to raise \$500 Million and \$1 Billion, respectively. Cannae will have an economic interest of approximately 10% and 20%, respectively in the sponsors of AUS and ASZ.

Cannae is expecting to invest \$1.2 Million for 800,000 private placement warrants when AUS completes its IPO, and \$50 Million at the closing of AUS's initial business combination in a forward purchase agreement for 5 Million Class A shares and 1.25 Million redeemable warrants.

Additionally, we are expecting to invest \$22 Million in ASZ for 14.7 Million private placement warrants when ASZ completes its IPO, and \$125 Million at the closing of ASZ's initial business combination in a forward purchase agreement for 12.5 Million Class A shares and 3.125 Million redeemable warrants.



WILLIAM P. FOLEY, II
Chairman

Consolidated Statements of Operations

(In Millions, except per share amounts) (Unaudited)

<i>Three Months Ended December 31,</i>	2020		2019	
Restaurant revenue	\$	161.0	\$	271.3
Other operating revenue		9.4		7.2
Total operating revenue		170.4		278.5
Cost of restaurant revenue		148.7		234.1
Personnel costs		25.6		28.2
Depreciation and amortization		8.5		10.9
Other operating expenses, including asset impairments		48.7		58.5
Goodwill impairment		—		10.4
Total operating expenses		231.5		342.1
Operating loss		(61.1)		(63.6)
Interest, investment and other income		2.0		1.9
Interest expense		(2.6)		(3.4)
Recognized gains and losses, net		679.4		188.1
Total other income		678.8		186.6
Earnings before tax		617.7		123.0
Income tax expense		145.6		8.0
Equity in earnings (losses) of unconsolidated affiliates		55.5		(64.3)
Losses from discontinued operations, net of tax		—		(44.5)
Less: loss attributable to noncontrolling interests		(3.7)		(18.3)
Net earnings attributable to Cannae common shareholders	\$	531.3	\$	24.5
<i>Per share amounts:</i>				
EPS from continuing operations - basic	\$	5.81	\$	0.92
EPS from discontinued operations - basic		—		(0.59)
EPS attributable to Cannae common shareholders - basic	\$	5.81	\$	0.33
EPS from continuing operations - diluted	\$	5.80	\$	0.91
EPS from discontinued operations - diluted		—		(0.58)
EPS attributable to Cannae common shareholders - diluted	\$	5.80	\$	0.33
Cannae weighted average shares - basic		91.4		73.7
Cannae weighted average shares - diluted		91.6		74.0
<i>Adjusted EBITDA reconciliation:</i>				
Earnings before tax	\$	617.7	\$	123.0
Interest expense		(2.6)		(3.4)
Depreciation and amortization		8.5		10.9
EBITDA	\$	628.8	\$	137.3
Non-cash recognized gains and losses, net		(635.5)		—
Asset impairment charges		7.9		43.3
Adjusted EBITDA	\$	1.2	\$	180.6

Consolidated Statements of Operations

(In Millions, except per share amounts) (Unaudited)

<i>Year Ended December 31,</i>	2020		2019	
Restaurant revenue	\$	559.7	\$	1,043.3
Other operating revenue		26.0		26.7
Total operating revenue		585.7		1,070.0
Cost of restaurant revenue		524.3		912.8
Personnel costs		94.8		90.3
Depreciation and amortization		30.7		40.7
Other operating expenses, including asset impairments		116.7		133.4
Goodwill impairment		7.7		10.4
Total operating expenses		774.2		1,187.6
Operating loss		(188.5)		(117.6)
Interest, investment and other income		17.2		15.6
Interest expense		(9.0)		(17.8)
Recognized gains and losses, net		2,362.2		357.7
Total other income		2,370.4		355.5
Earnings before tax		2,181.9		237.9
Income tax expense		481.2		24.2
Equity in earnings (losses) of unconsolidated affiliates		59.1		(115.1)
Loss from discontinued operations, net of tax		—		(51.8)
Less: losses attributable to non-controlling interests		(26.4)		(30.5)
Net earnings attributable to Cannae common shareholders	\$	1,786.2	\$	77.3
<i>Per share amounts:</i>				
EPS from continuing operations - basic	\$	20.84	\$	1.77
EPS from discontinued operations - basic		—		(0.70)
EPS attributable to Cannae common shareholders - basic	\$	20.84	\$	1.07
EPS from continuing operations - diluted	\$	20.79	\$	1.76
EPS from discontinued operations - diluted		—		(0.69)
EPS attributable to Cannae common shareholders - diluted	\$	20.79	\$	1.07
Cannae weighted average shares - basic		85.7		72.2
Cannae weighted average shares - diluted		85.9		72.4
<i>Adjusted EBITDA reconciliation:</i>				
Earnings before tax	\$	2,181.9	\$	237.9
Interest expense		(9.0)	\$	(17.8)
Depreciation and amortization		30.7		40.7
EBITDA	\$	2,221.6	\$	296.4
Non-cash recognized gains and losses, net		(1,644.5)		—
Asset impairment charges		24.4		52.0
Adjusted EBITDA	\$	601.5	\$	348.4

Consolidated Balance Sheets

(In Millions) (Unaudited)

	Dec 31, 2020	Dec 31, 2019
Current assets:		
Cash and cash equivalents	\$ 724.7	\$ 533.7
Fixed maturity securities available for sale, at fair value	35.2	—
Other current assets	84.3	97.2
Total current assets	844.2	630.9
Equity securities, at fair value	1,799.1	—
Investments in unconsolidated affiliates	1,453.0	836.5
Lease assets	202.3	192.9
Property and equipment, net	145.8	162.6
Other intangible assets, net	51.8	63.1
Goodwill	53.4	66.1
Deferred tax assets	—	54.5
Fixed maturity securities available for sale, at fair value	—	19.2
Other long term investments and noncurrent assets	63.8	66.4
Total assets	\$ 4,613.4	\$ 2,092.2
Current liabilities:		
Accounts payable and other accrued liabilities, current	\$ 93.2	\$ 86.4
Lease liabilities, current	26.2	41.5
Income taxes payable	47.4	37.4
Deferred revenue	23.9	26.4
Notes payable, current	11.3	7.0
Total current liabilities	202.0	198.7
Notes payable, long term	52.2	120.1
Deferred tax liabilities	325.3	—
Lease liabilities, long term	195.6	199.7
Accounts payable and other accrued liabilities, long term	53.1	43.9
Total liabilities	828.2	562.4
Additional paid-in capital	1,875.8	1,396.7
Retained earnings	1,929.8	143.6
Treasury stock	(21.1)	(5.9)
Accumulated other comprehensive loss	(4.9)	(45.9)
Noncontrolling interests	5.6	41.3
Total equity	3,785.2	1,529.8
Total liabilities and equity	\$ 4,613.4	\$ 2,092.2

Book Value Summary

(In Millions, except per share amounts)

The following is a summary of the book value of the Company by investment and by other asset and liabilities, net of applicable taxes:

	Dec 31, 2020 (Unaudited)	Dec 31, 2019 (Unaudited)
Ceridian	\$ 1,215.7	\$ 306.1
Dun & Bradstreet	668.5	415.3
Optimal Blue	281.7	—
Senator Joint Venture	259.6	91.7
Special Purpose Acquisition Vehicles	252.6	—
AmeriLife	118.3	—
Restaurant Group	109.8	125.5
CorroHealth	79.6	66.7
Holding company cash	666.0	465.2
Other investments and holding company assets and liabilities, net	127.8	93.0
Holding company debt	—	(75.0)
Cannae book value	\$ 3,779.6	\$ 1,488.5
Outstanding Cannae shares	91.7	79.5
Cannae book value per share	\$ 41.22	\$ 18.72

Cost of Invested Capital

(In Millions)

The following is the cost of invested capital for the portion of the Company's portfolio used in determining management fees payable to our external manager, Trasimene Capital Management, LLC.

	As of Dec 31, 2020 (Unaudited)
Dun & Bradstreet	\$ 726.1
Optimal Blue	289.0
Senator Joint Venture	164.6
Restaurant Group	145.4
AmeriLife	121.3
CorroHealth (f/k/a Coding Solutions)	72.5
Other	94.6
Total cost of invested capital	\$ 1,613.5

Use of Non-GAAP Financial Information

Generally Accepted Accounting Principles (GAAP) is the term used to refer to the standard framework of guidelines for financial accounting. GAAP includes the standards, conventions, and rules accountants follow in recording and summarizing transactions and in the preparation of financial statements. In addition to reporting financial results in accordance with GAAP, the Company has provided non-GAAP financial measures for certain investments which we believe provides useful information to investors and ratings agencies regarding our affiliates' results, operating trends and performance between periods.

We define our consolidated Adjusted EBITDA as net income (loss) before interest, taxes, depreciation, and amortization, as adjusted to exclude non-cash gains and impairment charges. We present our consolidated Adjusted EBITDA because we believe it provides management and investors with meaningful information about the non-cash results of the company.

Any non-GAAP measures have important limitations as analytical tools and should be considered in context with the GAAP financial presentation and should be viewed in addition to and not be considered in isolation or as a substitute for analysis of results reported in accordance with GAAP. Further, our non-GAAP measures may be calculated differently from similarly titled measures of other companies in their respective industries. Reconciliations of these non-GAAP measures to related GAAP measures are provided below.

Dun & Bradstreet

D&B's non-GAAP measures include adjusted earnings before interest, taxes and depreciation and amortization (adjusted EBITDA). Adjusted results are non-GAAP measures that adjust for the impact due to purchase accounting application and divestitures, restructuring charges, equity-based compensation, acquisition and divestiture-related costs (such as costs for bankers, legal fees, due diligence, retention payments and contingent consideration adjustments) and other non-core gains and charges that are not in the normal course of our business (such as gains and losses on sales of businesses, impairment charges, effect of significant changes in tax laws and material tax and legal settlements).

We present D&B's adjusted EBITDA because D&B believes that these supplemental non-GAAP financial measures provide useful information to investors and rating agencies regarding its results, operating trends and performance between periods. D&B management regularly uses these supplemental non-GAAP financial measures internally to understand, manage and evaluate its business and make operating decisions. These non-GAAP measures are among the factors D&B management uses in planning for and forecasting future periods. Non-GAAP financial measures should be viewed in addition to, and not as an alternative to, D&B's reported results prepared in accordance with GAAP.

D&B's adjusted EBITDA is defined as net income or loss excluding the following items: (i) depreciation and amortization; (ii) interest expense and income; (iii) income tax benefit or provision; (iv) other expenses or income; (v) equity in net income of affiliates; (vi) net income attributable to noncontrolling interests; (vii) dividends allocated to preferred stockholders; (viii) other incremental or reduced expenses from the application of purchase accounting (e.g. commission asset amortization); (ix) equity-based compensation; (x) restructuring charges; (xi) merger and acquisition related operating costs; (xii) transition costs primarily consisting of non-recurring incentive expenses associated with D&B's synergy program; (xiii) legal reserve and costs associated with significant legal and regulatory matters; and (xiv) asset impairment. D&B excludes amortization of recognized intangible assets resulting from the application of purchase accounting because it is non-cash and not indicative of its ongoing and underlying operating performance. Recognized intangible assets arise from acquisitions, or primarily D&B's accounting for its privatization in 2019. D&B believes that recognized intangible assets by their nature are fundamentally different from other depreciating assets that are replaced on a predictable operating cycle. Unlike other depreciating assets, such as developed and purchased software licenses or property and equipment, there is no replacement cost once these recognized intangible assets expire and the assets are not replaced. Additionally, D&B's costs to operate, maintain and extend the life of acquired intangible assets and purchased intellectual property are reflected in its operating costs as personnel, data fee, facilities, overhead and similar items. Management believes it is important for investors to understand that such intangible assets were recorded as part of purchase accounting and contribute to revenue generation. Amortization of recognized intangible assets will recur in future periods until such assets have been fully amortized.

Optimal Blue

We include Optimal Blue and its predecessor entities Adjusted EBITDA, a non-GAAP financial measure, in this release. Adjusted EBITDA is used by management to assess performance of Optimal Blue. Optimal Blue's Adjusted EBITDA is defined as net income or loss before interest, taxes, depreciation, and amortization, as adjusted to exclude, non-recurring transaction and integration costs related to Black Knight's acquisition of Optimal Blue and Optimal Blue's predecessor entities' historical acquisitions, equity-based compensation expense, historical non-recurring expenses of Optimal Blue's predecessor entities and management consulting fees paid by Optimal Blue's predecessor entities to certain of its previous equity holders. Management believes that Adjusted EBITDA is helpful in highlighting the performance trends of Optimal Blue because it excludes non-cash costs and the results of decisions that are outside the normal course of Optimal Blue's ongoing business operations.

Dun & Bradstreet

Cannae accounts for its investment in D&B using the equity method of accounting; therefore, its results do not consolidate into the Company's. As prescribed by relevant accounting standards, the Company recognizes its proportionate share of D&B's net earnings or loss in earnings (loss) from equity investees in our consolidated results of operations.

See the Company's Annual Report on Form 10-K for further information on the Company's accounting for its investments in D&B.

Further information on Dun & Bradstreet's (NYSE: DNB) financial results can be found in its filings with the SEC and its investor relations website at <http://investor.dnb.com>.

D&B Adjusted EBITDA Reconciliation

(In Millions) (Unaudited)

Three Months Ended December 31,	2020	2019
Net income (loss) attributable to D&B	\$ 7.0	\$ (263.3)
Depreciation and amortization	135.9	141.8
Interest expense, net	49.2	82.6
Income tax provision (benefit)	0.6	(34.1)
EBITDA	192.7	(73.0)
Other (income) expense, net	(30.2)	173.4
Equity in net income of affiliates	(0.4)	(0.8)
Net income attributable to non-controlling interest	1.3	3.2
Dividends allocated to preferred stockholders	—	32.0
Other reduced expenses from the application of purchase accounting	(4.4)	(4.9)
Equity-based compensation	6.5	3.9
Restructuring costs	18.6	7.7
Merger and acquisition-related operating costs	7.4	1.5
Transition costs	9.6	13.9
Legal reserve associated with significant legal and regulatory matters	3.9	—
Asset impairment	3.9	1.1
Adjusted EBITDA	\$ 208.9	\$ 158.0

Optimal Blue

Cannae accounts for its investment in Optimal Blue using the equity method of accounting; therefore, its results do not consolidate into the Company's. As prescribed by relevant accounting standards, the Company recognizes its proportionate share of Optimal Blue's net earnings or loss in earnings (loss) from equity investees in our consolidated results of operations.

We acquired our initial interest in Optimal Blue on September 15, 2020. Financial information for the three months ended December 31, 2019 represents the historical information of Optimal Blue, LLC and Compass Analytics, LLC, the operating businesses which now make up the entity in which we are invested in, and is presented for comparative purposes.

See the Company's Annual Report on Form 10-K for further information on the Company's accounting for its investment in Optimal Blue.

Optimal Blue Adjusted EBITDA Reconciliation

(In Millions) (Unaudited)

<i>Three Months Ended December 31,</i>	2020		2019	
Net loss	\$	(20.8)	\$	(2.2)
Interest expense		7.9		3.6
Income tax (benefit) expense		(4.9)		0.6
Depreciation and amortization		33.7		6.3
EBITDA		15.9		8.3
Transaction and integration costs		2.8		1.3
Equity-based compensation		1.0		0.6
Other non-recurring expenses		—		1.3
Management fees		—		0.2
Adjusted EBITDA	\$	19.7	\$	11.7

About Cannae Holdings, Inc.

Cannae Holdings, Inc. (NYSE: CNNE) is engaged in actively managing and operating a group of companies and investments, as well as making additional majority and minority equity portfolio investments in businesses in order to achieve superior financial performance and maximize the value of these assets. Cannae was founded and is led by investor William P. Foley, II. Foley is responsible for the creation and growth of over \$140 Billion in publicly traded companies including Fidelity National Information Services ("FIS"), Fidelity National Financial ("FNF"), and Black Knight, Inc. ("BKI"). Cannae's current principal holdings include Dun & Bradstreet Holdings, Inc. ("DNB"), which recently completed a successful business transformation and IPO. Cannae holds an approximately 18% interest in Dun & Bradstreet or ~76 Million shares. Cannae's second principal holding is Ceridian ("CDAY"), which Foley transformed from a legacy payroll bureau into a leading cloud based provider of human capital management software. Cannae owns 9.5% of Ceridian representing approximately 14 Million shares.

Forward-Looking Statements and Risk Factors

This document contains forward-looking statements that involve a number of risks and uncertainties. Statements that are not historical facts, including statements regarding our expectations, hopes, intentions, or strategies regarding the future are forward-looking statements. Forward-looking statements are based on management's beliefs, as well as assumptions made by, and information currently available to, management. Because such statements are based on expectations as to future financial and operating results and are not statements of fact, actual results may differ materially from those projected. We undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise. The

risks and uncertainties which forward-looking statements are subject to include, but are not limited to: changes in general economic, business and political conditions, changes in the financial markets, and changes in the conditions resulting from the outbreak of a pandemic, such as the novel COVID-19 ("COVID-19"); the overall impact of the outbreak of COVID-19 and measures to curb its spread, including the effect of governmental or voluntary mitigation measures such as business shutdowns, social distancing, and stay-at-home orders; our potential inability to find suitable acquisition candidates, acquisitions in lines of business that will not necessarily be limited to our traditional areas of focus, or difficulties in integrating acquisitions; significant competition that our operating subsidiaries face; compliance with extensive government regulation of our operating subsidiaries; risks associated with our split-off from Fidelity National Financial, Inc., including limitations on our strategic and operating flexibility related to the tax-free nature of the split-off and the Investment Company Act of 1940; risks and uncertainties related to the success of our externalization.

This document should be read in conjunction with the risks detailed in the "Statement Regarding Forward-Looking Information," "Risk Factors" and other sections of the Company's Form 10-Q,10-K and other filings with the Securities and Exchange Commission.

Corporate Information

MANAGEMENT TEAM

William P. Foley, II
Chairman

Richard N. Massey
Chief Executive Officer

David W. Ducommun
President

Bryan D. Coy
Chief Financial Officer

Michael L. Gravelle
EVP, General Counsel & Corporate Secretary

Ryan R. Caswell
SVP, Corporate Finance

Brett A. Correia
Chief Accounting Officer

COMMON SHARE LISTING

Our common stock is listed on the New York Stock Exchange under the symbol CNNE.

INDEPENDENT AUDITORS

Deloitte & Touche LLP
3883 Howard Hughes Parkway, Suite 400
Las Vegas, NV 89169

BOARD OF DIRECTORS

William P. Foley, II
Chairman
Cannae Holdings, Inc.
Managing Member
Trasimene Capital Management, LLC

David Aung, CFA
Investment Officer
City of San Jose, California

Hugh R. Harris
Retired Chief Executive Officer
Lender Processing Services, Inc.

C. Malcolm Holland
Chairman & Chief Executive Officer
Veritex Holdings, Inc.

Mark D. Linehan
President & Chief Executive Officer
Wynmark Company

Frank R. Martire
Executive Chairman
NCR Corporation

Richard N. Massey
Chief Executive Officer
Cannae Holdings, Inc.
Senior Managing Director
Trasimene Capital Management, LLC

Erika Meinhardt
Executive Vice President
Fidelity National Financial, Inc.

Barry B. Moullet
Supply Chain Consultant
Board Member
CiCi's Pizza

James B. Stallings, Jr.
Managing Partner
PS27 Ventures, LLC

Frank P. Willey
Partner
Hennelly & Grossfeld LLP

TRANSFER AGENT

Continental Stock Transfer & Trust
1 State Street, 30th Floor
New York, NY 10004
(212) 509-4000

PUBLICATIONS

The Company's Annual Report on Form 10-K and quarterly reports on Form 10-Q are available on the Investor Relations section of the Company's website at cannaeholdings.com.

A Notice of Annual Meeting of Shareholders and Proxy Statement are furnished to shareholders in advance of the Annual Meeting.

INVESTOR RELATIONS

Solebury Trout
Jamie Lillis, jlillis@soleburytrout.com
Shannon Devine, sdevine@soleburytrout.com

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