
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):
November 9, 2020

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)

N/A

(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))

<u>Title of Each Class</u>	Securities registered pursuant to Section 12(b) of the Act:	<u>Name of Each Exchange on Which Registered</u>
Cannaeh Common Stock, \$0.0001 par value	<u>Trading Symbol</u> 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 November 9, 2020, Cannae Holdings, Inc. (the "Company") issued a press release announcing its financial results for the third 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 third quarter ended September 30, 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 Third Quarter 2020 Earnings
99.2	Stockholder Letter announcing Cannae Holdings Third 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.

Canna Holdings, Inc.

Date: November 9, 2020

By: /s/ Bryan D. Coy
Name: Bryan D. Coy
Title: Chief Financial Officer



PRESS RELEASE

Cannae Holdings, Inc. Announces Third Quarter 2020 Financial Results

Las Vegas, November 9, 2020 -- Cannae Holdings, Inc. (NYSE:CNNE) (“Cannae” or the “Company”) has released its third quarter 2020 financial results by posting them to its website. Please visit the Cannae investor relations website at investor.cannaeholdings.com to view the third quarter 2020 financial results, which are included in its Letter to Shareholders.

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 \$100 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 11% of Ceridian representing approximately 16.1 million shares.

Contact:

Jamie Lillis, Managing Director, Solebury Trout, 203-428-3223, jlillis@soleburytrout.com
Shannon Devine, VP, Solebury Trout, 203-428-3228, sdevine@soleburytrout.com

Source: Cannae Holdings, Inc.

Q3 2020 Quarterly Update



CANNAE
HOLDINGS, INC.



WILLIAM P. FOLEY, II
Chairman

To Our Valued Shareholders,

I hope that you and your families remain safe and well. Although the climate in which we all live and operate remains uncertain, I am pleased to report that our businesses continue to perform well. Our focus on investing in profitable and growing technology enabled businesses has allowed us to not only rapidly adjust to the changing world, but also has further highlighted the embedded utility of these investments. Demand has increased for the products and services of Cannae's portfolio companies; and we have also seen an acceleration in the pace of opportunities and investments for these businesses. Our businesses in some ways all benefit from major macroeconomic forces driving our economy, including: technology enabled products, increasing business demand for data and analytics, flexible/remote workforces, the digitization of the residential mortgage lifecycle, and an aging population. Furthermore, we have seen an increase of new investment opportunities of businesses that are growing, profitable, and well positioned in their respective industries. As a result, we are very excited and enthusiastic about the prospects for Cannae, both related to our existing portfolio and new opportunities.

SELECT PORTFOLIO UPDATES



Three Months Ended, September 30	2020	2019
Revenue	\$ 442.1M	\$ 408.2M
Net Loss	\$ (17.0M)	\$ (88.8M)
Adjusted EBITDA	\$ 197.0M	\$ 155.0M

Quarterly Highlights

On July 6, 2020, Dun & Bradstreet Holdings, Inc. ("D&B"), closed its initial public offering of 90,047,612 shares of common stock ("IPO"), which includes the full exercise of the overallotment option. D&B's shares of common stock began trading on the New York Stock Exchange under the ticker symbol "DNB" on July 1, 2020.

Cannae participated in a \$400 million private placement investment in D&B at the time of the IPO with Black Knight, Inc. ("Black Knight") and CC Capital Partners, LLC. Cannae's investment was \$200 million and Cannae's total investment in D&B is \$726.1 million, representing 76.6 million D&B common shares valued at \$1.98 billion on October 31, 2020.

On July 29, 2020 Cannae and Senator Investment Group, LP issued an open letter to fellow CoreLogic shareholders and announced that Cannae and Senator have initiated the process to call a special meeting of CoreLogic shareholders, scheduled for November 17, 2020, to elect nine independent directors to the CoreLogic Board of Directors.

On July 31, 2020, Cannae entered into a forward purchase agreement with Foley Trasimene Acquisition Corp. II ("BFT") as an anchor investor and a founding member of the Sponsor Group. Cannae is committed to invest \$150.0 million, contingent upon the closing of an initial business combination by BFT, and has a 15% economic interest in the BFT founder shares prior to the initial public offering of units on the New York Stock Exchange under the symbol "BFT.U."

On September 15, 2020, Cannae announced Black Knight completed its acquisition of Optimal Blue. Cannae has a 20% ownership interest in the new post-acquisition entity.

On October 2, 2020, American Blue Ribbon Holdings LLC emerged from Chapter 11 bankruptcy, upon conclusion of its restructuring with now two separate entities, 21 company-owned and 118 franchised Village Inn restaurants, and 14 Bakers Square restaurants.

Total book value of portfolio company investments was \$3.3 billion, or \$35.55 per share, as of September 30, 2020, compared to total book value of \$1.5 billion, or \$18.72 per share, at December 31, 2019.

Cannae's investment in D&B continues to excel. In the third quarter, D&B's management team produced results exceeding analysts' estimates of top line, profitability, and earnings per share, and accomplished an additional \$5 million of annual cost savings, bringing the program-to-date total to \$225 million. Management has continued to see strong demand for D&B's solution sets, driving increases in retention rates and multi-year contracts. We previously discussed that international partners were a focus and were pleased that D&B announced it signed a purchase agreement to acquire long-time partner Bisnode, which will significantly expand their presence in several key European regions. The team continues to develop and launch new solutions like D&B Connect, which utilizes D&B's global dataset and proprietary artificial intelligence powered matching algorithms.

CERIDIAN

Ceridian's value proposition and the flexibility of cloud-based solutions is more relevant than ever in the COVID environment. This is evidenced by the growth of Ceridian's Dayforce products, which ended the quarter with another double-digit increase in customers live on the platform. That customer growth translated to a nearly 10% rise in Dayforce revenue, despite pressures on float revenue from 225 basis point reductions in the Federal Reserve discount rates in the last year. Furthermore, CDAY is starting to see customers that delayed decisions earlier in the year moving forward, creating future Dayforce growth. Cannae owns 16.1 million shares of Ceridian (CDAY) that have a market value of \$1.4 billion as of October 31, 2020.

AMERILIFE®

Our investment in AmeriLife continues to look promising as COVID specifically and aging demographic patterns more broadly, continue to drive demand for retirement services. AmeriLife has exceeded its internal growth and profitability targets and continued to actively acquire smaller firms to expand its sales footprint and capture synergies from industry consolidation.

FTAC and Trebia

On May 7 and June 5 of 2020, Cannae invested in two Special Purpose Acquisition Companies ("SPACs") as a member of the founding sponsor group, Foley Trasimene Acquisition Corp ("WPF") and Trebia Acquisition Corp ("TREB"), putting upfront investments of \$4.5 million and \$1.9 million, respectively for founders shares and private placement warrants, and entered into forward purchase agreements of \$150 million and \$75 million, respectively. Management has been fully engaged in screening potential targets for these investment vehicles, as well as for BFT, which was completed in the third quarter. Together with other PIPE investors, these SPACs can target acquisitions of size ranging from \$1.5 billion to \$8.0 billion.

CorroHealth

Our prior investment in healthcare services technology was rebranded as CorroHealth at the third quarter close. CorroHealth includes T-System, TrustHCS, Visionary RCM, and RevCycle, and brings together four thousand employees. While the company experienced some slowdown related to COVID, bookings are rebounding and the company is beginning to see the benefits of scale associated with the larger platform. We look forward to the growth in this unified brand.

Special Purpose Acquisition Company (SPAC) Overview

(In thousands)

SPAC	Ticker	Effective Date	Units Issued Including Over Allotment	Unit Proceeds	Cannae Holdings, Inc.			
					Forward Purchase Commitment	Economic Interest in Sponsors	Private Placement Warrants	Size of Target Range
Trebia	TREB	6/16/2020	51,750	\$517,500	\$75,000	15%	1.9M	\$1.5B - \$2.5B
FTAC I	WPF	5/26/2020	103,500	\$1,035,000	\$150,000	20%	4.5M	\$3.5 - \$8.0B
FTAC II	BFT	8/18/2020	146,703	\$1,467,033	\$150,000	15%	4.7M	6.5B - \$11.0B

RECENT INVESTMENTS

optimalblue

	Three Months Ended, September 30		Period from Sept. 15 to Sept. 30
	2020	2019	2020
Revenue	\$ 37.2M	\$ 28.6M	\$ 6.7M
Net (loss) income	\$ (4.3M)	\$ (0.3M)	\$ (25.1M)
Adjusted EBITDA	\$ 16.3M	\$ 8.8M	\$ 3.6M

Note: Cannae made its investment in Optimal Blue on September 15, 2020. Financial information for the three months ended September 30, 2020 and 2019 are presented for illustrative purposes.

On September 15, 2020, we successfully completed an approximately \$289M minority investment in Optimal Blue alongside our partners at Black Knight and THL. Optimal Blue's industry-leading product pricing engines touch approximately 35% of all mortgages. Optimal Blue is a critical utility sitting in the center of mortgage originators, mortgage investors, and mortgage servicers, and provides mission critical pricing data required to close a loan. We believe Optimal Blue's products will continue to benefit from strong underlying trending in the mortgage market, including the digitization of the mortgages, further diversification of loan originators, and low interest rates driving large volumes. Furthermore, this investment will benefit from the leading management and oversight of its majority owner, Black Knight. We believe our investment in Optimal Blue represents an attractive opportunity for our shareholders.

Foley Trasimene Acquisition Corp II ("BFT")

On August 21, 2020, Cannae made a \$150M forward purchase commitment to a third SPAC, Foley Trasimene Acquisition Corp II ("BFT"). With our investment, BFT has total capital of \$1.6B, which it intends to use to pursue a target of between \$6.5B and \$11B in enterprise value. We believe this investment, as well as our other SPAC investments, represent very attractive assets for our shareholders as not only does Cannae participate in what we believe will be a very attractive underlying investment, but also enjoys the benefit of a portion of the founder shares given its early commitment to the vehicle. In the case of the BFT, Cannae owns ~15% of the sponsor promote.

PIPELINE

We continue to see a very attractive environment for new investments and our team has reviewed a large number of investments over the quarter across a wide range of industries. The team has been very focused on evaluating new opportunities for all three SPACs Cannae made commitments to over the summer. We are in extended discussions with multiple targets and expect to be in a position to announce a deal early next year.

We thank you for your time and your continued support.



WILLIAM P. FOLEY, II
Chairman

Condensed Consolidated Statements of Operations

(In millions) (Unaudited)

Three Months Ended, September 30	2020		2019	
Restaurant revenue	\$	129.4	\$	247.7
Other operating revenue		10.3		9.3
Total operating revenue		139.7		257.0
Cost of restaurant revenue		121.7		220.1
Personnel costs		16.7		22.9
Depreciation and amortization		6.5		9.5
Other operating expenses		23.2		26.0
Total operating expenses		168.1		278.5
Operating loss	\$	(28.4)	\$	(21.5)
Interest, investment and other income		4.7		1.3
Interest expense		(1.6)		(5.2)
Recognized gains and losses, net		189.6		92.9
Total other income		192.7		89.0
Earnings before tax	\$	164.3	\$	67.5
Income tax expense		35.1		15.1
Losses from equity investees		(1.2)		(8.3)
Losses from discontinued operations, net of tax		—		(2.5)
Less: losses attributable to noncontrolling interests		(3.9)		(4.6)
Net earnings attributable to Cannae common shareholders	\$	131.9	\$	46.2
<i>Per share amounts:</i>				
EPS from continuing operations - basic	\$	1.44	\$	0.68
EPS from discontinued operations - basic		—		(0.03)
EPS attributable to Cannae common shareholders - basic	\$	1.44	\$	0.65
EPS from continuing operations - diluted	\$	1.44	\$	0.68
EPS from discontinued operations - diluted		—		(0.04)
EPS attributable to Cannae common shareholders - diluted	\$	1.44	\$	0.64
Cannae weighted average shares - basic		91.3		71.6
Cannae weighted average shares - diluted		91.6		71.9
<i>EBITDA reconciliation:</i>				
Earnings before tax	\$	164.3	\$	67.5
Interest expense		(1.6)	\$	(5.2)
Depreciation and amortization		6.5		9.5
EBITDA	\$	172.4	\$	82.2
<i>Adjusted EBITDA reconciliation:</i>				
EBITDA	\$	172.4	\$	82.2
Non-cash (gains) and asset impairment charges, net		(186.5)		4.6
Adjusted EBITDA	\$	(14.1)	\$	86.8

Condensed Consolidated Statements of Operations

(In millions) (Unaudited)

Nine Months Ended, September 30	2020	2019
Restaurant revenue	\$ 398.7	\$ 772.0
Other operating revenue	16.6	19.5
Total operating revenue	415.3	791.5
Cost of restaurant revenue	375.6	678.7
Personnel costs	69.2	62.1
Depreciation and amortization	22.2	29.8
Other operating expenses	68.0	74.9
Goodwill impairment	7.7	—
Total operating expenses	542.7	845.5
Operating loss	\$ (127.4)	\$ (54.0)
Interest, investment and other income	15.2	13.7
Interest expense	(6.4)	(14.4)
Recognized gains and losses, net	1,682.8	169.6
Total other income	1,691.6	168.9
Earnings before tax	\$ 1,564.2	\$ 114.9
Income tax expense	335.6	16.2
Earnings (loss) from equity investees	3.6	(50.8)
Loss from discontinued operations, net of tax	—	(7.3)
Less: losses attributable to noncontrolling interests	(22.7)	(12.2)
Net earnings attributable to Cannae common shareholders	\$ 1,254.9	\$ 52.8
<i>Per share amounts:</i>		
EPS from continuing operations - basic	\$ 14.97	\$ 0.84
EPS from discontinued operations - basic	\$ —	\$ (0.10)
EPS attributable to Cannae common shareholders - basic	\$ 14.97	\$ 0.74
EPS from continuing operations - diluted	\$ 14.94	\$ 0.83
EPS from discontinued operations - diluted	\$ —	\$ (0.10)
EPS attributable to Cannae common shareholders - diluted	\$ 14.94	\$ 0.73
Cannae weighted average shares - basic	83.8	71.6
Cannae weighted average shares - diluted	84.0	71.9
<i>EBITDA reconciliation:</i>		
Earnings before tax	\$ 1,564.2	\$ 114.9
Interest expense	(6.4)	(14.4)
Depreciation and amortization	22.2	29.8
EBITDA	\$ 1,592.8	\$ 159.1
<i>Adjusted EBITDA reconciliation:</i>		
EBITDA	\$ 1,592.8	\$ 159.1
Non-cash (gains) and asset impairment charges, net	(1,262.2)	12.4
Adjusted EBITDA	\$ 330.6	\$ 171.5

Condensed Consolidated Balance Sheets

(In millions)

	Sept 30, 2020 (Unaudited)	Dec 31, 2019 (Unaudited)
Current assets:		
Cash and cash equivalents	\$ 405.9	\$ 533.7
Other current assets	87.2	97.2
Total current assets	\$ 493.1	\$ 630.9
Equity securities, at fair value	1,516.6	—
Ceridian equity investment, at book value	—	309.5
D&B equity method investment	668.5	385.9
Other equity method investments	744.6	141.1
Lease assets	131.8	192.9
Property and equipment, net	127.2	162.6
Software & intangible assets	37.4	63.1
Goodwill	53.5	66.1
Other non-current assets	95.9	140.1
Total assets	\$ 3,868.6	\$ 2,092.2
Current liabilities:		
A/P & other current liabilities	\$ 125.8	\$ 191.7
Notes payable, current	33.2	7.0
Total current liabilities	\$ 159.0	\$ 198.7
Notes payable, non-current	37.1	120.1
Deferred tax liability	231.1	—
Lease liabilities	123.3	199.7
Other non-current liabilities	46.1	43.9
Total liabilities	\$ 596.6	\$ 562.4
Additional paid in capital	1,871.7	1,396.7
Retained earnings	1,398.5	143.6
Treasury stock	(20.3)	(5.9)
Accumulated other comprehensive earnings (loss)	10.1	(45.9)
Noncontrolling interests	12.0	41.3
Total equity	\$ 3,272.0	\$ 1,529.8
Total liabilities and equity	\$ 3,868.6	\$ 2,092.2

Book Value Summary

(In millions, except per share amounts)

	Sept 30, 2020 <i>(Unaudited)</i>	Dec 31, 2019 <i>(Unaudited)</i>
Ceridian	\$ 1,096.3	\$ 306.1
Dun & Bradstreet	680.6	415.3
Optimal Blue	285.3	—
Senator Focused Strategies	243.7	91.7
CoreLogic	147.2	—
AmeriLife	118.0	—
99 Restaurants	64.6	65.3
CorroHealth (f/k/a Coding Solutions)	66.6	66.7
Holding company cash and short-term investments	350.8	465.2
Other investments and holding company liabilities, net	206.9	153.2
Holding company debt	—	(75.0)
Cannae Book Value	\$ 3,260.0	\$ 1,488.5
Outstanding Cannae shares	91.7	79.5
Cannae Book Value per Share	\$ 35.55	\$ 18.72

Cost of Invested Capital

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

	Sept 30, 2020 <i>(Unaudited)</i>
Dun & Bradstreet	\$ 726.1
Optimal Blue	289.0
Senator Focused Strategies	179.5
CoreLogic	112.5
AmeriLife	121.3
99 Restaurants	100.0
CorroHealth (f/k/a Coding Solutions)	60.2
Other	138.4
Total cost of invested capital	\$ 1,727.0

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.

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, depreciation, and amortization (adjusted EBITDA). Adjusted results are non-GAAP measures that eliminate 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 D&B's 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 measure provides management and other users with additional meaningful financial information that should be considered when assessing D&B's ongoing performance. D&B's management regularly uses its supplemental non-GAAP financial measures internally to understand, manage, and evaluate the business and make operating decisions. These non-GAAP measures are among the factors D&B management uses in planning for and forecasting future periods.

D&B's adjusted EBITDA is defined as net income or loss excluding the following items: (i) dividends allocated to preferred stockholders; (ii) interest expense and income; (iii) other expenses or income; (iv) income tax benefit or provision; (v) equity in net income of affiliates; (vi) net income attributable to noncontrolling interests; (vii) depreciation and amortization; (viii) revenue and expense adjustments to include results for the period from January 8 to February 7, 2019, for the Predecessor related to the purchase accounting lag adjustment; (ix) deferred revenue purchase accounting adjustment; (x) revenue related to the divested and shut-down businesses (if any); (xi) other incremental or reduced expenses from the application of purchase accounting (e.g. commission asset amortization); (xii) equity-based compensation; (xiii) restructuring charges; (xiv) merger and acquisition related operating costs; (xv) operating costs related to the divested and shut-down businesses (if any); (xvi) transition costs primarily consisting of non-recurring incentive expenses associated with our synergy program; (xvii) legal reserve and costs associated with significant legal and regulatory matters; and (xviii) 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

Optimal Blue's includes Adjusted EBITDA, as a non-GAAP financial measure. Adjusted EBITDA is used by management to assess performance of Optimal Blue. Adjusted EBITDA is defined as net income before interest, taxes, depreciation, and amortization, as adjusted to exclude, non-recurring transaction and integration costs related to the acquisition of Optimal Blue, equity-based compensation expense, and management consulting fees paid by Optimal Blue 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.

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 and Quarterly Reports on Form 10-Q 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)

<i>Three Months Ended, September 30</i>	2020	2019
Net loss attributable to D&B	\$ (17.0)	\$ (88.8)
Interest expense, net	60.6	85.1
Income tax benefit	(9.3)	(24.0)
Depreciation and amortization	134.1	123.3
EBITDA	168.4	95.6
Dividends allocated to preferred stockholders	—	32.1
Other (income) expense, net	9.5	(6.3)
Equity in net income of affiliates	(0.7)	(0.5)
Net income attributable to non-controlling interest	2.1	1.4
Equity-based compensation	9.7	3.6
Merger and acquisition costs	2.2	5.9
Restructuring and transition costs	10.0	28.5
Nonrecurring charges including asset impairments and legal contingencies	0.3	—
Other reduced expenses due to purchase accounting	(4.5)	(5.3)
Adjusted EBITDA	\$ 197.0	\$ 155.0

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. Accordingly, our earnings (loss) from equity investees for the three months ended September 30, 2020 includes our ratable share of Optimal Blue's net loss for the period from September 15, 2020 to September 30, 2020. Financial information for the three months ended September 30, 2020 and 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, and is presented for illustrative purposes.

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

Optimal Blue Adjusted EBITDA Reconciliation

(In millions) (Unaudited)

	Three Months Ended September 30		Period from September 15 to September 30	
	2020	2019	2020	
Net loss	\$ (4.3)	\$ (0.3)	\$ (25.1)	
Interest expense	5.1	3.7	1.4	
Income tax expense	2.3	0.4	3.4	
Depreciation and amortization	10.1	4.4	5.6	
EBITDA	13.2	8.2	(14.7)	
Transaction and integration costs	—	—	18.3	
Equity-based compensation	3.0	0.5	—	
Management fees	0.1	0.1	—	
Adjusted EBITDA	\$ 16.3	\$ 8.8	\$ 3.6	

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 \$100 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 11% of Ceridian representing approximately 16.1 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; the ultimate outcome of any possible transaction between us and CoreLogic; uncertainties as to whether CoreLogic will cooperate with us regarding a proposed acquisition; the ultimate result of the proxy contest initiated by Senator and Cannae for election of directors to CoreLogic's board of directors; and our ability to consummate a proposed acquisition of CoreLogic.

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

Brent B. Bickett
President

Bryan D. Coy
Chief Financial Officer

Michael L. Gravelle
EVP, General Counsel & Corporate Secretary

David W. Ducommun
EVP, Corporate Finance

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
Canna Holdings, Inc.

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
Canna Holdings, Inc.
Partner
Westrock Capital, LLC

Erika Meinhardt
Executive Vice President
Fidelity National Financial, Inc.

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

Frank P. Willey
Partner
Hennelly & Grossfeld LLP

TRANSFER AGENT

Continental Stock Transfer & Trust Company
17 Battery Place, 8th 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

Canna Holdings, Inc.
1701 Village Center Circle
Las Vegas, NV 89134
(702) 323-7333

cannaeholdings.com



CANNAE

HOLDINGS, INC.

1701 Village Center Circle
Las Vegas, NV 89134
(833) 856-8534 Toll Free
(702) 323-7330 Direct
info@cannaeholdings.com
cannaeholdings.com

