

Dropbox Q3 2020 and Fiscal 2020 Guidance

As of August 6, 2020

(In millions, except percentages)

	Q3 2020	Fiscal 2020
Revenue	\$481 - \$484	\$1,891 - \$1,901
Non-GAAP operating margin ⁽¹⁾	17.5%-18.0%	18.0% - 18.5%
Free cash flow ⁽²⁾⁽³⁾		\$465 - \$475
Capital expenditures related to our new corporate headquarters, net of tenant improvement allowances ⁽³⁾		\$20 - \$25
Key employee holdback payments related to the acquisition of HelloSign ⁽⁴⁾		\$28

⁽¹⁾ A reconciliation of our forward-looking guidance for non-GAAP operating margin with our forward-looking GAAP operating margin is not available without unreasonable efforts as the quantification of stock-based compensation expense, which is excluded from our non-GAAP operating margin and will have a significant impact on our GAAP operating margin, requires additional inputs that are difficult to predict and subject to change. Our forward-looking guidance for non-GAAP operating margin also excludes the following expenses related to the acquisition of HelloSign: the unpaid portion of the purchase price for certain executives that is being earned over three years if they remain employed in the total amount of \$28 million; and amortization of acquired intangible assets, which are subject to valuation efforts.

⁽²⁾ We define free cash flow as GAAP net cash provided by operating activities less capital expenditures.

⁽³⁾ Our estimated 2020 capital expenditures spend is \$70 - \$80 million, inclusive of \$35 - \$40 million of capital expenditures related to the buildout of our new corporate headquarters in San Francisco, CA. Our estimated tenant improvement allowances related to this buildout are expected to be \$15 million, and will be included in net cash provided by operating activities when received.

⁽⁴⁾ We have compensation agreements with key HelloSign personnel consisting of \$49 million in cash payments subject to on-going employee service. The related expenses are recognized within research and development expenses over the required three year service period that commenced in the first quarter of 2019 and the payments began in the first quarter of 2020 and will be paid evenly in quarterly installments over the remaining required service period. For the 2020 fiscal year, we expect to make such payments in the amount of \$28 million.

Forward-Looking Statements

These supplemental investor materials contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding Dropbox's future financial performance and guidance for Q3 2020 and FY 2020. Dropbox has based these forward-looking statements on current expectations and projections about future events and financial trends that we believe may affect Dropbox's business, financial condition and results of operations. These forward-looking statements speak only as of the date these supplemental investor materials are first posted to Dropbox's investor relations website and are subject to risks, uncertainties, and assumptions, including, but not limited to, the impacts to our financial results, business operations and the business of our customers, suppliers and partners as a result of the COVID-19 pandemic and related public health measures. Further information on risks that could affect Dropbox's results is included in our filings with the Securities and Exchange Commission (SEC), including our quarterly report on Form 10-Q for the quarter ended March 31, 2020 that we filed with the SEC on May 8, 2020. Additional information will be made available in our quarterly report on Form 10-Q for the quarter ended June 30, 2020 and in other reports that we may file with the SEC from time to time, which could cause actual results to vary from expectations. If the risks materialize or assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. Dropbox assumes no obligation to, and does not currently intend to, update any such forward-looking statements after the date these supplemental investor materials are first posted to Dropbox's investor relations website, except as required by applicable law.

Additional information on our non-GAAP measures is included in our earnings release, which was furnished with our Form 8-K filed with the SEC on August 6, 2020.