


# 2014 Annual Meeting of Stockholders

*May 22, 2014*




# WELCOME

# Forward-Looking Statements and Non-GAAP Financial Measures

*Denny's Corporation urges caution in considering its current trends and any outlook on earnings disclosed in this presentation. In addition, certain matters discussed may constitute forward-looking statements. These forward-looking statements, which reflect the Company's best judgment based on factors currently known, are intended to speak only as of the date such statements are made and involve risks, uncertainties, and other factors that may cause the actual performance of Denny's Corporation, its subsidiaries and underlying restaurants to be materially different from the performance indicated or implied by such statements. Words such as "expects", "anticipates", "believes", "intends", "plans", "hopes", and variations of such words and similar expressions are intended to identify such forward-looking statements. Except as may be required by law, the Company expressly disclaims any obligation to update these forward-looking statements to reflect events or circumstances after the date of this presentation or to reflect the occurrence of unanticipated events. Factors that could cause actual performance to differ materially from the performance indicated by these forward-looking statements include, among others: the competitive pressures from within the restaurant industry; the level of success of the Company's operating initiatives, advertising and promotional efforts; adverse publicity; changes in business strategy or development plans; terms and availability of capital; regional weather conditions; overall changes in the general economy, particularly at the retail level; political environment (including acts of war and terrorism); and other factors from time to time set forth in the Company's SEC reports, including but not limited to the discussion in Management's Discussion and Analysis and the risks identified in Item 1A. Risk Factors contained in the Company's Annual Report on Form 10-K for the year ended December 25, 2013 (and in the Company's subsequent quarterly reports on Form 10-Q).*

*The presentation includes references to the Company's non-GAAP financials measures. The Company believes that, in addition to other financial measures, Adjusted Income Before Taxes, Adjusted EBITDA, Free Cash Flow, Adjusted Net Income and Adjusted Net Income Per Share are appropriate indicators to assist in the evaluation of its operating performance on a period-to-period basis. The Company also uses Adjusted Income, Adjusted EBITDA and Free Cash Flow internally as performance measures for planning purposes, including the preparation of annual operating budgets, and for compensation purposes, including bonuses for certain employees. Adjusted EBITDA is also used to evaluate its ability to service debt because the excluded charges do not have an impact on its prospective debt servicing capability and these adjustments are contemplated in its credit facility for the computation of its debt covenant ratios. Free Cash Flow, defined as Adjusted EBITDA less cash portion of interest expense net of interest income, capital expenditures, and cash taxes, is used to evaluate operating effectiveness and decisions regarding the allocation of resources. However, Adjusted Income, Adjusted EBITDA, Free Cash Flow, Adjusted Net Income and Adjusted Net Income Per Share should be considered as a supplement to, not a substitute for, operating income, net income or other financial performance measures prepared in accordance with U.S. generally accepted accounting principles. See Appendix for non-GAAP reconciliations.*

# Driving Shareholder Returns with America's Diner Revitalization

| | |
|---|---|
| **Guests & Sales** | Achieve Consistent, Positive Same-store Sales Performance through Continued Improvements in Food, Service and Atmosphere |
| **Portfolio Growth** | Increasing Growth Domestically and Internationally through Traditional and Non-Traditional Locations |
| **Relationships** | Model Franchisor with Close Partnerships with Franchisees, Community and Vendors |
| **Costs & Margins** | Support Growth of Profitability and Free Cash Flow* with Disciplined Focus on Operating Costs, Corporate G&A and Capital Allocation |

* See Appendix for reconciliation of Net Income to Adjusted EBITDA, Adjusted Income Before Taxes, Adjusted Net Income, Adjusted Net Income per Share and Free Cash Flow.

# Driving Guest Traffic with America's Diner Strategy



# “America’s Diner” Positioning

**Celebration of Diner Heritage**

*“Unpretentious, come as you are environment open to all tastes and wallet sizes.”*

**Strengthening of the Core Menu for Broader Set of Customers**

*“Offering a wide variety of unique and familiar products that you can’t make at home.”*

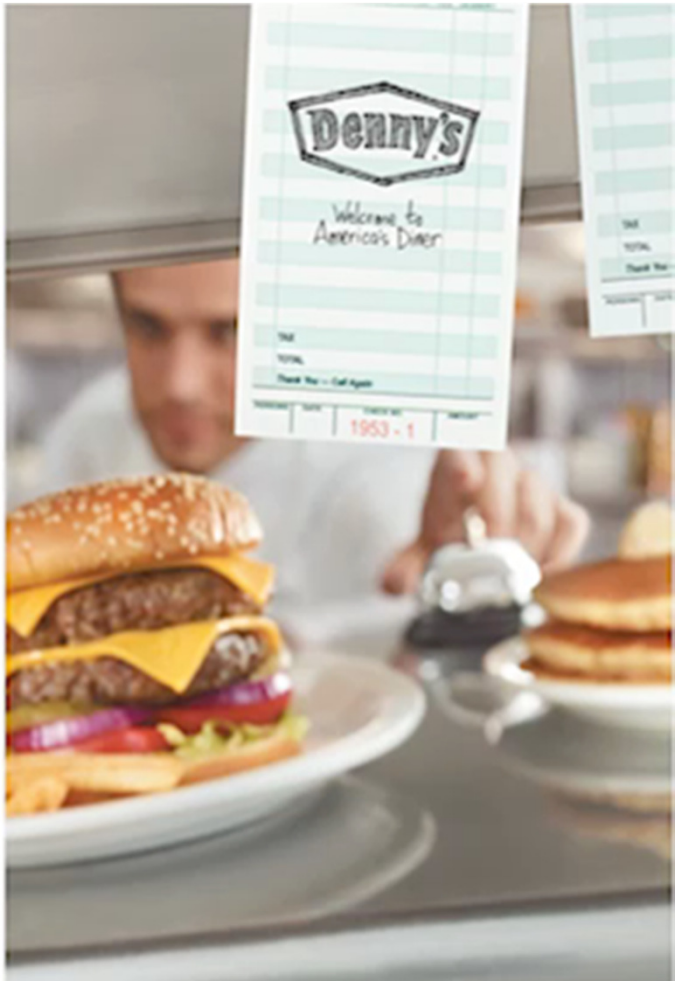
**Combination of Everyday Affordability with Limited Time Only Products**

*“Promise of Everyday Value with craveable Diner-esque products beyond just breakfast entrées served all day.”*



# Continuous Improvement of Core Menu with Craveable and Unique Products

## New Core Menu




## Rolled Out in 2011, 2012 & 2013




## Rolled Out in 2014








# Strong and Consistent Pipeline of Limited Time Only Products












# “Speaking My Language” Commercial



# “Pancakes for Dinner” Commercial



# “Build Your Own French Toast” Commercial



# “Avocado” Commercial



# “Quesaburger” Commercial



# New Heritage Remodel Program

## Common Exterior Look for Older Restaurants



# New Heritage Remodel Program

## Common Interior Look for Older Restaurants



# New Heritage Remodel Program

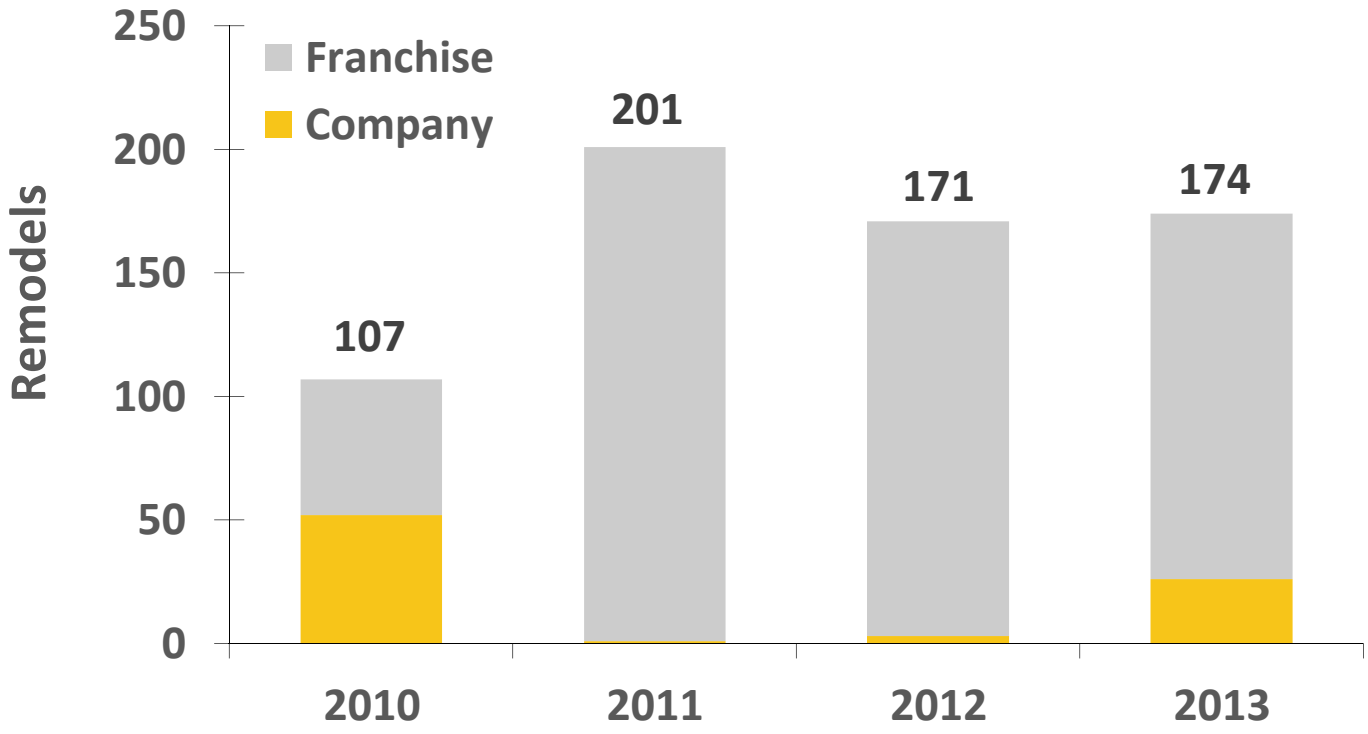


# New Heritage Remodel Program



# Enhancing Denny's Atmosphere with New Heritage Remodel Program

✔ Initial 49 Heritage remodels completed in 2013 with 26 completed at company restaurants

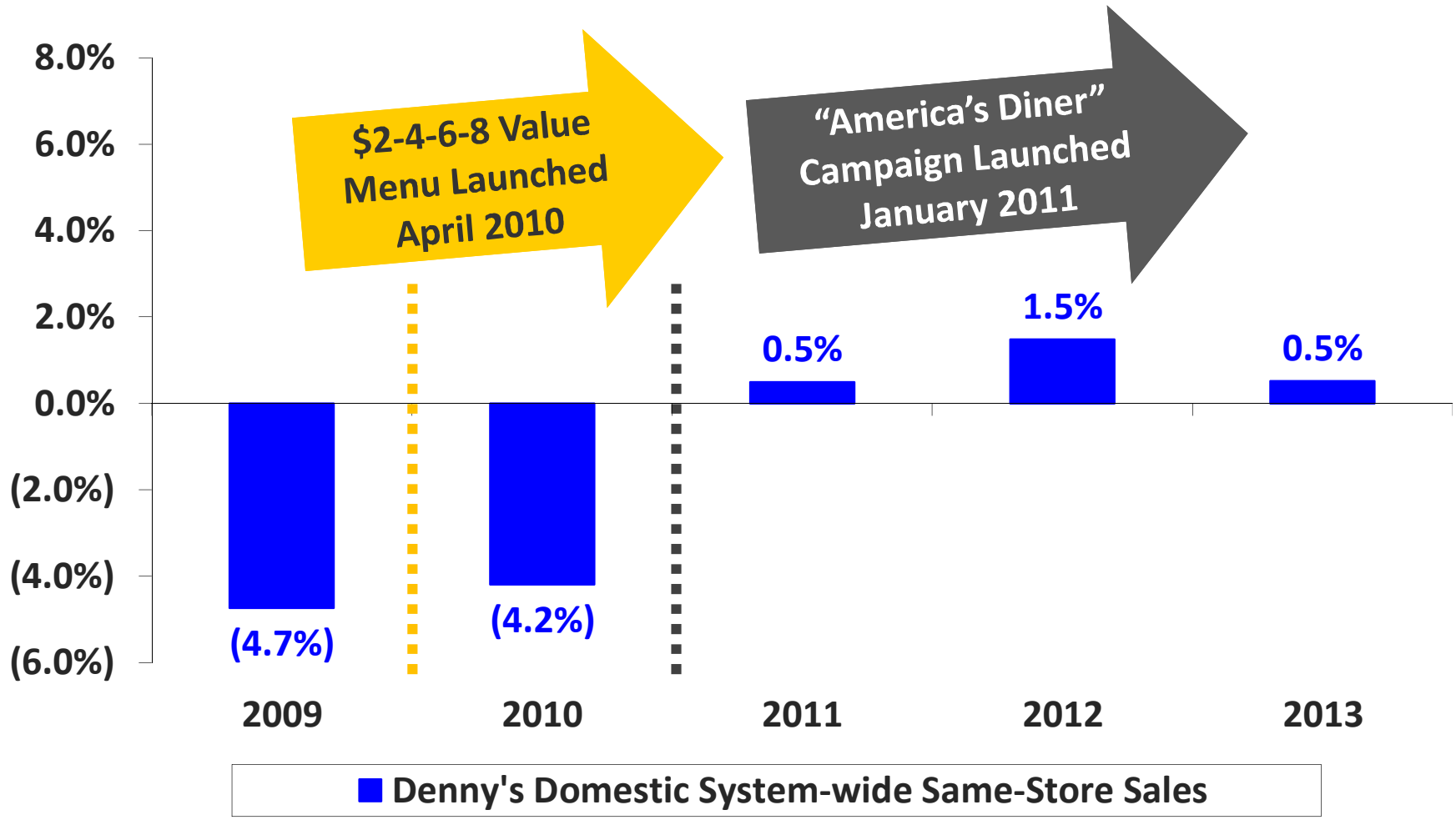



* Includes 250 Refresh remodels completed between 2010 and 2012. Refresh remodel cost approximately $50k vs. $150k to $300k for a full remodel, excluding deferred maintenance.

# Rebuilding Denny's Casino Royale Restaurant in Las Vegas

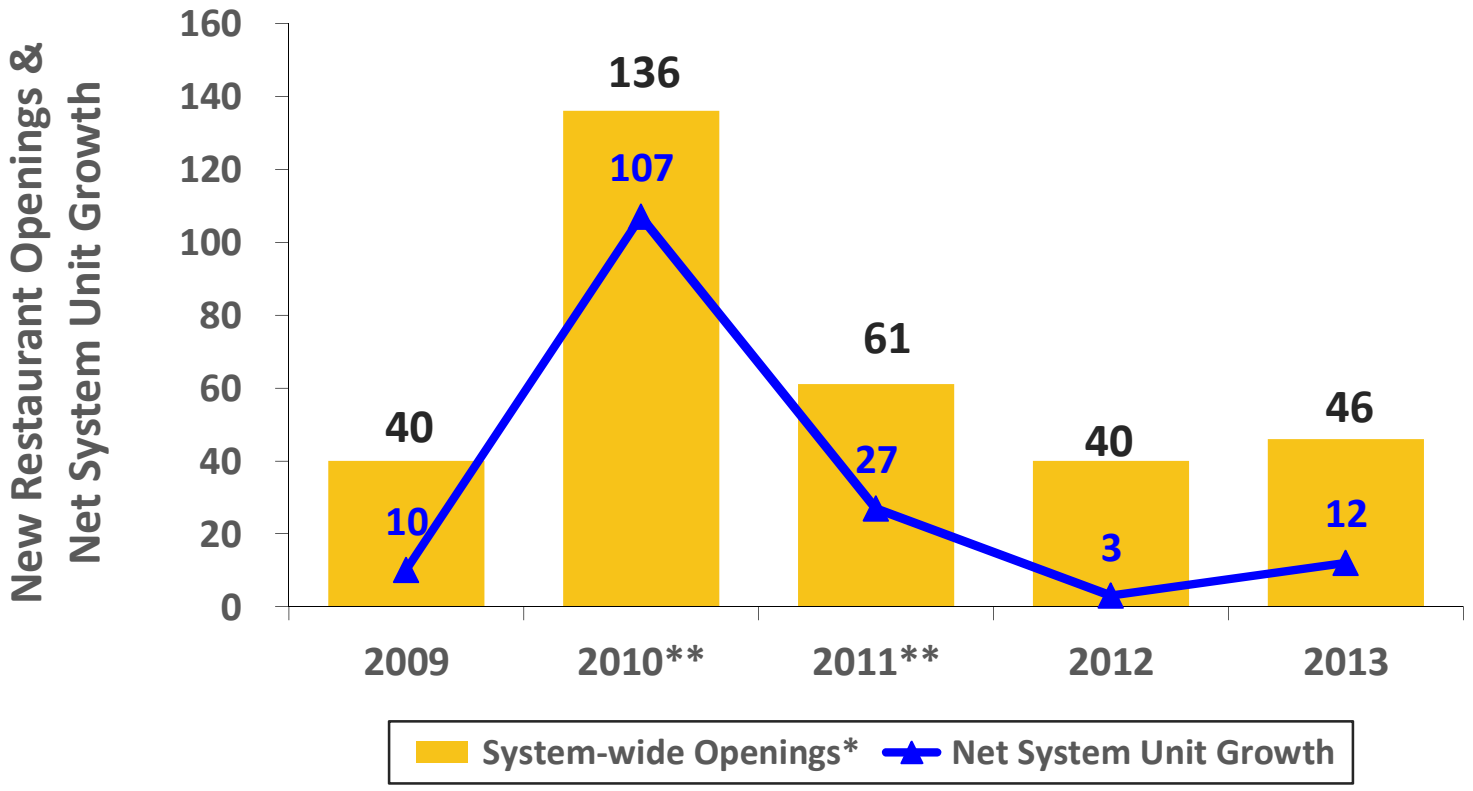


# Improving Same-store Sales Driven by Revitalization Strategy



# Franchise-Focused Restaurant Growth

✔ Growth initiatives have led to more than 280 new restaurants in last four years with franchisees opening around 90% of new locations




* Excludes acquisitions and relocations.

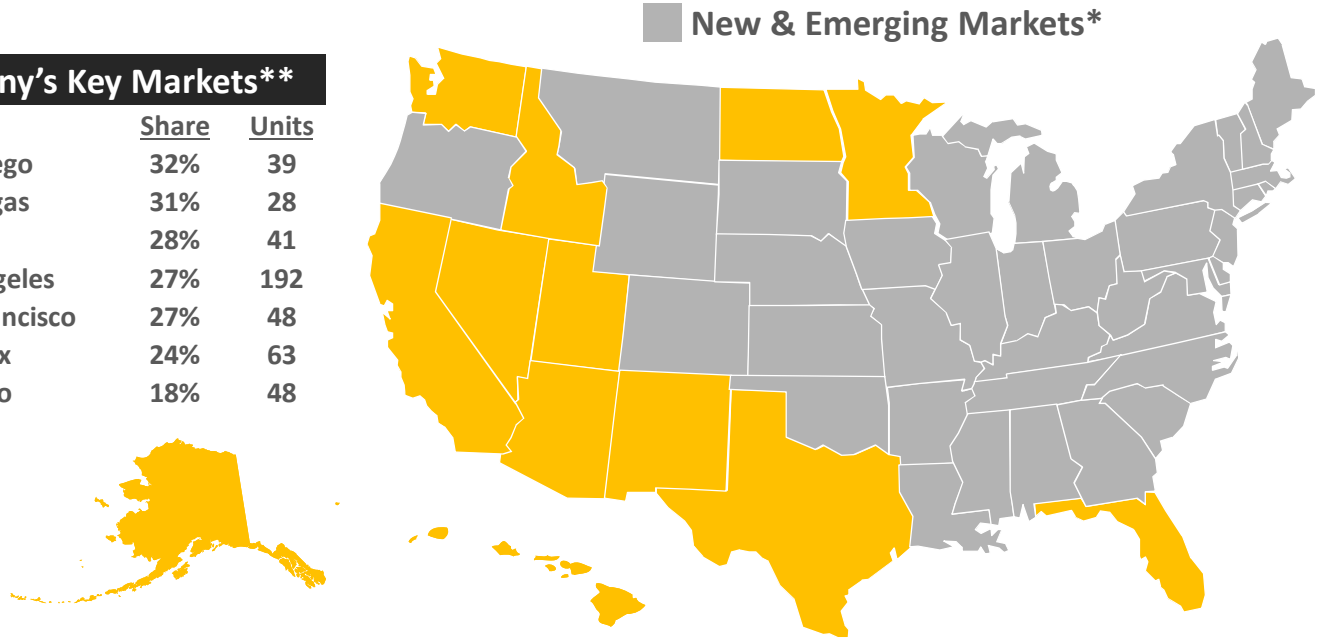
** Includes total of 123 Flying J Travel Center conversion openings with 100 opened in 2010 and 23 opened in 2011.

# Domestic Growth Opportunity

- ✔ Strong market share in many top markets in California, Florida, Arizona and Nevada
- ✔ New & Emerging Markets* development incentive program increasing growth in underpenetrated markets

**Denny's Key Markets****

| DMA | Share | Units |
|---|---|---|
| San Diego | 32% | 39 |
| Las Vegas | 31% | 28 |
| Miami | 28% | 41 |
| Los Angeles | 27% | 192 |
| San Francisco | 27% | 48 |
| Phoenix | 24% | 63 |
| Orlando | 18% | 48 |




**Current Penetration**

| DMA | Units |
|---|---|
| New York | 8 |
| Charlotte | 7 |
| Boston | 6 |
| Atlanta | 6 |
| Nashville | 3 |
| Memphis | 3 |
| Cincinnati | 1 |

* New & Emerging Markets defined as DMAs where Denny's does not have #1 or #2 market share in Family Dining spending as defined by Restaurant Trends.

** Source: MidYear 2012 Restaurant Trends FSR MarketSHARE Report with peer group including: IHOP, Mimi's Café, Marie Callendar, Coco's, Carrow's, Waffle House, Shoney's, Perkins, Friendly's, Original Pancake House, First Watch, Panera Bread and other notable brands.

# Growing International Footprint of 102 Restaurants




- United States (1,594)
- Canada (65)
- Puerto Rico (12)
- New Zealand (7)
- Mexico (6)
- Costa Rica (3)
- Honduras (3)
- Guam (2)
- Curaçao (1)
- Dominican Republic (1)
- El Salvador (1)
- Chile (1)

* Although there are approximately 400 Denny's restaurants in Japan, Denny's sold all of the rights to the country of Japan in 1984.

# Growing through Non-Traditional Locations

## Travel Centers




## Universities



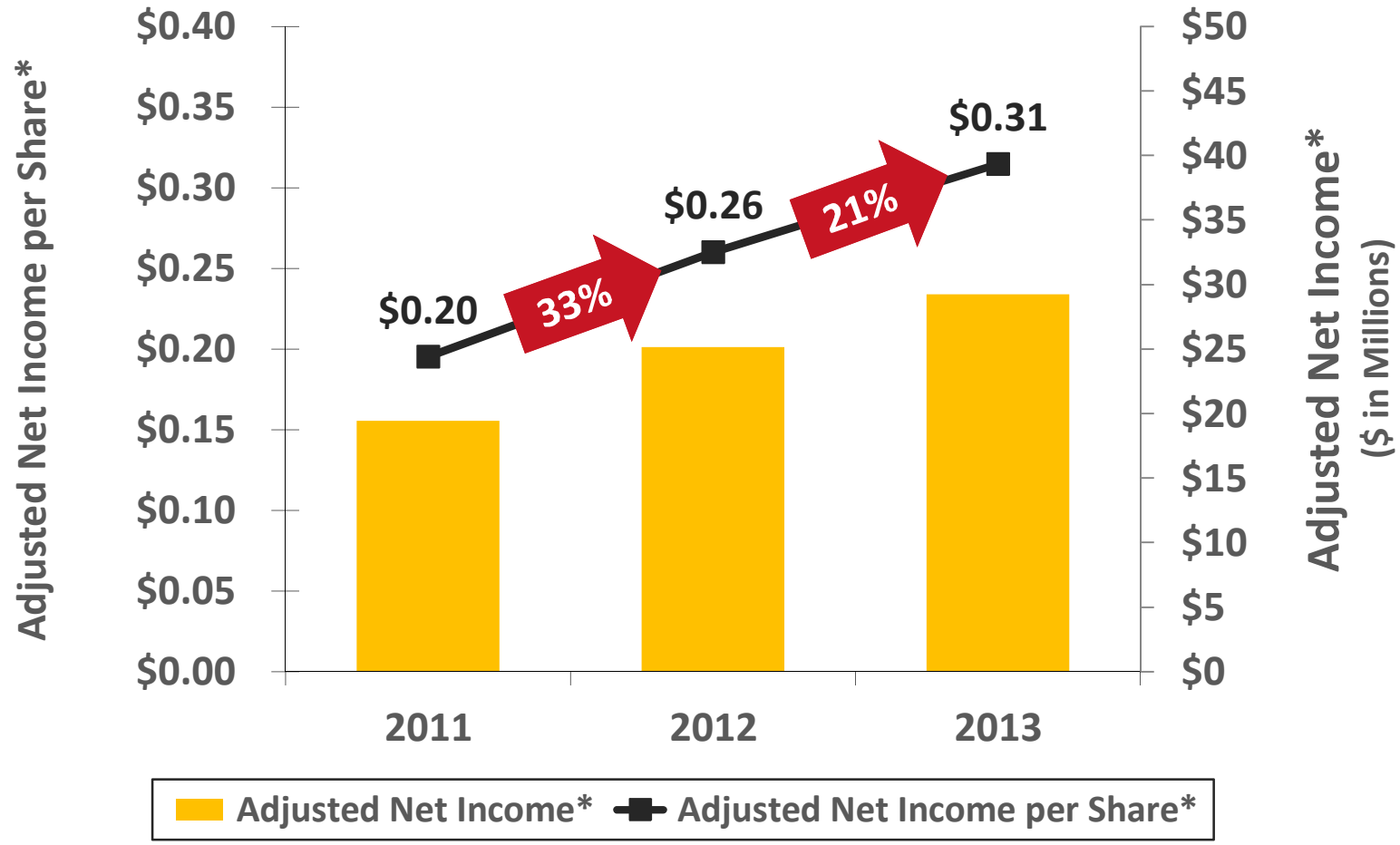

## Airports




## Military Bases

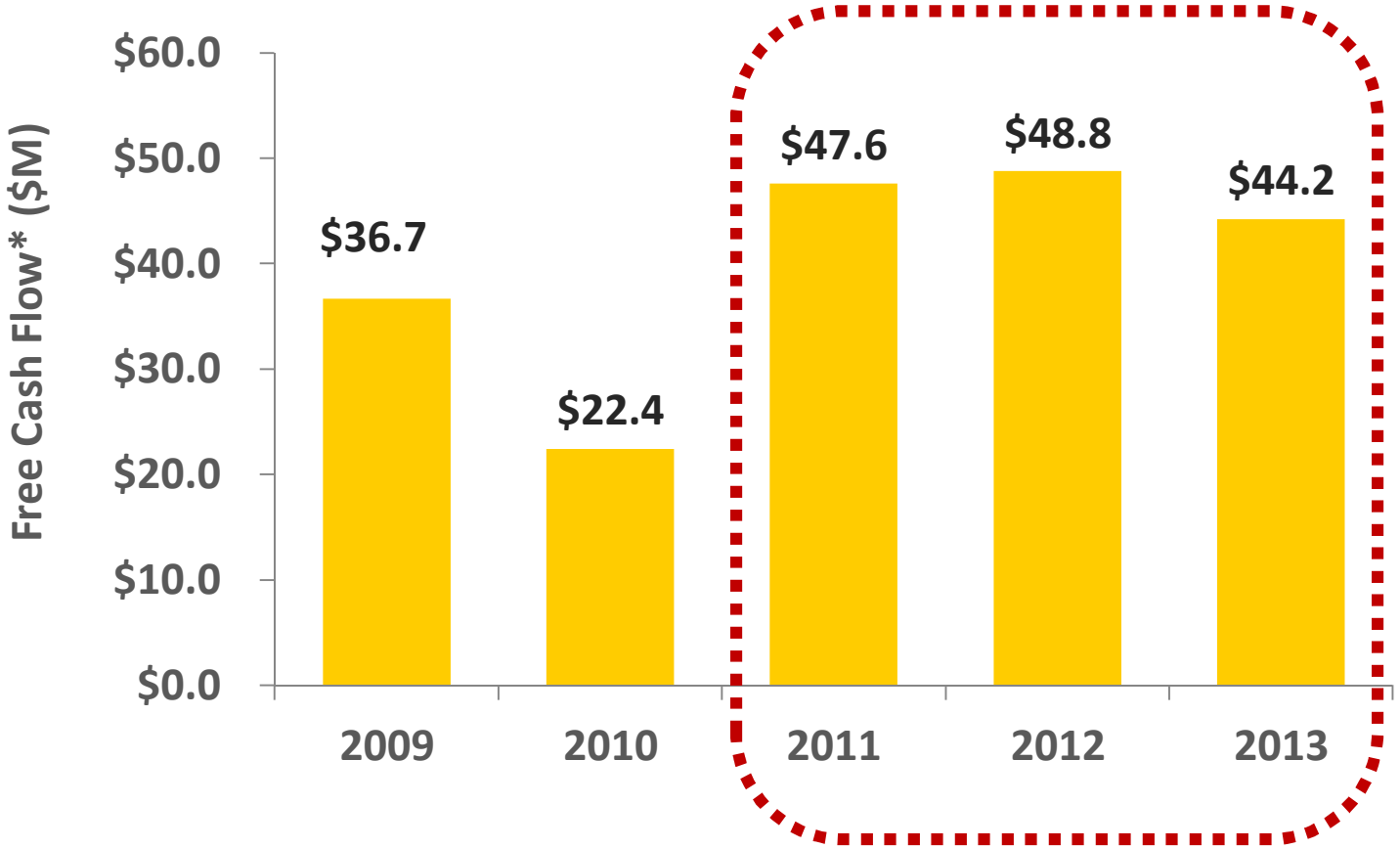


# Growing Adjusted Earnings per Share*



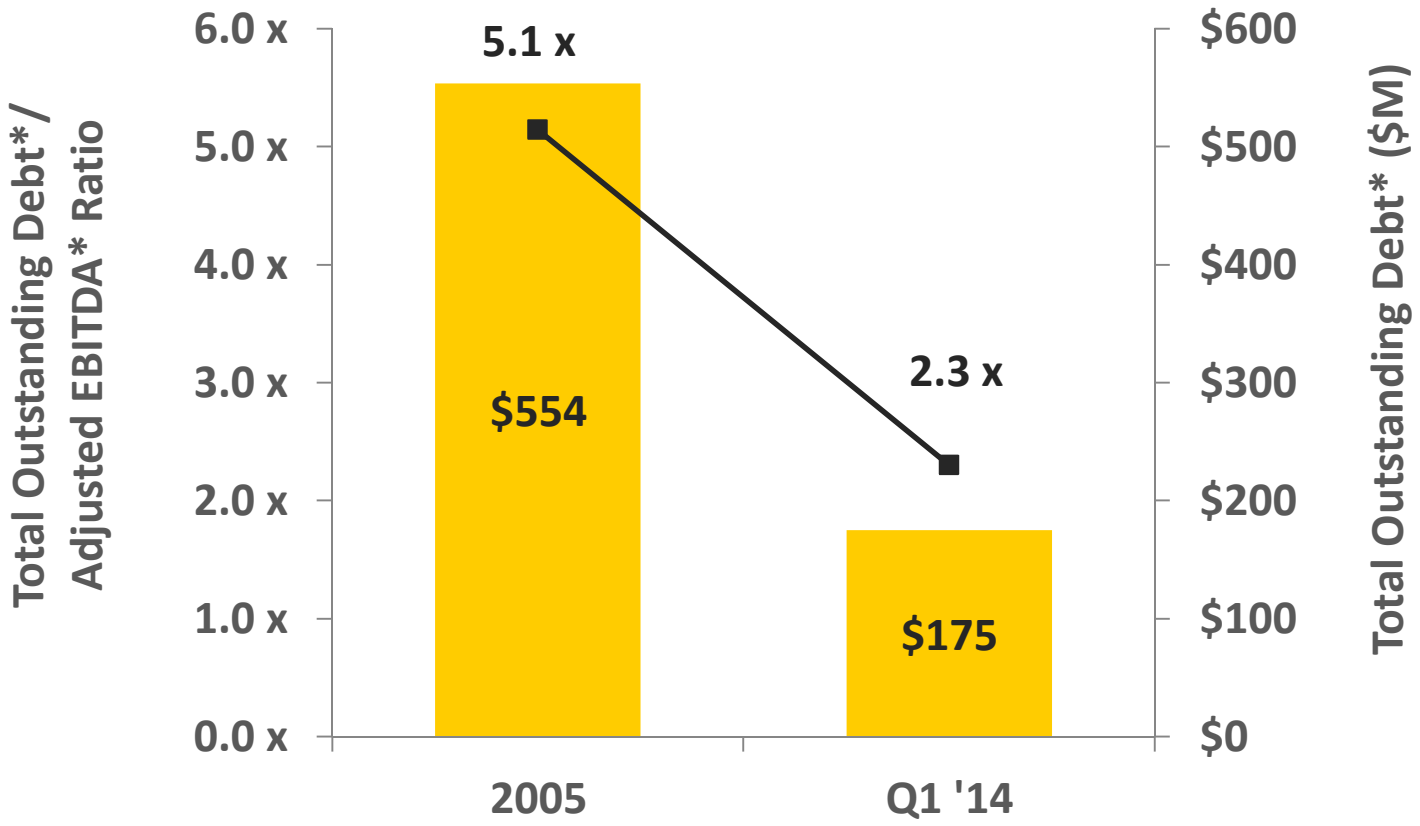

* See Appendix for non-GAAP financial reconciliations of Net Income to Adjusted EBITDA, Adjusted Income Before Taxes, Adjusted Net Income, Adjusted Net Income per Share (also called Earnings per Share) and Free Cash Flow.

# Franchised-Focused Business with Strong Free Cash Flow* Characteristics




* See Appendix for non-GAAP financial reconciliations of Net Income to Adjusted EBITDA, Adjusted Income Before Taxes, Adjusted Net Income, Adjusted Net Income per Share and Free Cash Flow.

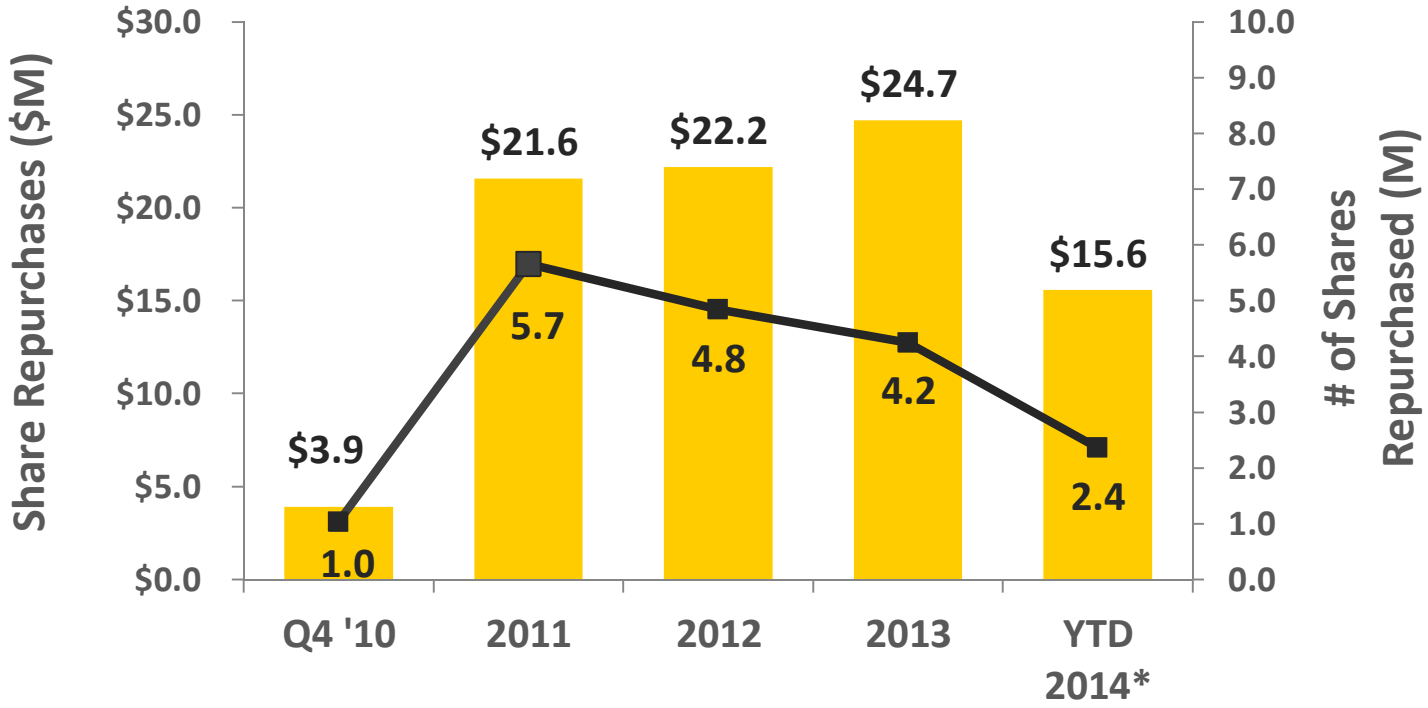
# Strong Balance Sheet with Significant Flexibility




* Total Outstanding Debt is Gross Debt including Capital Lease Obligations. See Appendix for non-GAAP financial reconciliations of Net Income to Adjusted EBITDA, Adjusted Income Before Taxes, Adjusted Net Income, Adjusted Net Income per Share and Free Cash Flow.

# Returning Value to Shareholders

- ✔ Approximately $88 million of Free Cash Flow allocated to repurchase 18.1 million shares since November 2010*
- ✔ 6.9 million shares available in share repurchase authorization as of April 25, 2014




* Data through April 25, 2014.




# THANK YOU




# 2014 Annual Meeting of Stockholders

*May 22, 2014*




# APPENDIX

# Non-GAAP Financial Reconciliations

| $ in millions | 2005 | 2006 | 2007 | 2008* | 2009 | 2010 | 2011 | 2012 | 2013 |
|---|---|---|---|---|---|---|---|---|---|
| **Net income (loss)** | **($7.3)** | **$28.5** | **$29.5** | **$12.7** | **$41.6** | **$22.7** | **$112.3** | **$22.3** | **$24.6** |
| Provision for income taxes** | 1.2 | 16.3 | 6.7 | 3.5 | 1.4 | 1.4 | (84.0) | 12.8 | 11.5 |
| Operating gains, losses and other charges, net | 3.1 | (47.9) | (31.1) | (6.4) | (14.5) | (4.9) | 2.1 | 0.5 | 7.1 |
| Other nonoperating expense, net | (0.6) | 8.0 | 0.7 | 9.2 | (3.1) | 5.3 | 2.6 | 7.9 | 1.1 |
| Share-based compensation | 7.8 | 7.6 | 4.8 | 4.1 | 4.7 | 2.8 | 4.2 | 3.5 | 4.9 |
| **Adjusted Income before Taxes** | **$4.2** | **$12.5** | **$10.5** | **$23.2** | **$30.0** | **$27.3** | **$37.3** | **$47.0** | **$49.2** |
| Interest expense, net | 55.2 | 57.7 | 43.0 | 35.5 | 32.6 | 25.8 | 20.0 | 13.4 | 10.3 |
| Depreciation and amortization | 56.1 | 55.3 | 49.3 | 39.8 | 32.3 | 29.6 | 28.0 | 22.3 | 21.5 |
| Cash pmts for restructuring charges and exit costs | (6.7) | (5.1) | (9.1) | (9.1) | (7.5) | (7.0) | (2.7) | (3.8) | (2.8) |
| Cash pmts for share-based compensation | (1.2) | (0.9) | (0.9) | (1.0) | (2.4) | (1.9) | (0.8) | (1.0) | (1.2) |
| **Adjusted EBITDA** | **$107.6** | **$119.5** | **$92.9** | **$88.4** | **$85.0** | **$73.8** | **$81.8** | **$77.9** | **$76.9** |
| **Adjusted EBITDA Margin %** | **11.0%** | **12.0%** | **9.9%** | **11.6%** | **14.0%** | **13.5%** | **15.2%** | **16.0%** | **16.6%** |
| Cash Interest Expense | (48.2) | (50.9) | (38.5) | (31.6) | (29.3) | (23.1) | (17.0) | (11.6) | (9.1) |
| Cash Taxes | (1.3) | (1.3) | (2.3) | (1.1) | (0.6) | (0.9) | (1.1) | (2.0) | (2.8) |
| Capital Expenditures | (47.2) | (33.1) | (33.1) | (27.9) | (18.4) | (27.4) | (16.1) | (15.6) | (20.8) |
| **Free Cash Flow** | **$11.0** | **$34.3** | **$19.0** | **$27.9** | **$36.7** | **$22.4** | **$47.6** | **$48.8** | **$44.2** |
| **Net income (loss)** | | | | | | | **$112.3** | **$22.3** | **$24.6** |
| Gains on sales of assets and other, net | | | | | | | (3.2) | (7.1) | (0.1) |
| Impairment charges | | | | | | | 4.1 | 3.7 | 5.7 |
| Early extinguishment of debt | | | | | | | 1.4 | 7.9 | 1.2 |
| Tax effect of adjustments*** | | | | | | | (0.8) | (1.6) | (2.2) |
| Adjusted provision for income taxes**** | | | | | | | (94.3) | | |
| **Adjusted Net Income** | | | | | | | **$19.5** | **$25.2** | **$29.2** |
| **Adjusted Net Income per Share** | | | | | | | **$0.20** | **$0.26** | **$0.31** |

* Includes a 53rd Week.

** In the fourth quarter of 2011, we recorded an $89 million net deferred tax benefit from the release of a substantial portion of the valuation allowance on certain deferred tax assets. This release was primarily based on our improved historical and projected pre-tax income.

*** Tax adjustments for 2014 based on the 2014 year-to-date tax rate of 28.9%; for 2013 use full year effective tax rate of 31.9%. Tax adjustments for full year 2011 and 2012 are calculated using the Company's full year 2012 effective tax rate of 36.4%.

**** Adjusted provision for income taxes based on full year ended Dec. 27, 2012 effective income tax rate of 36.4% and excludes impact of net deferred tax benefit.