D2L

Transform the way the world learns

JOHN BAKER, FOUNDER & CEO
JOSH HUFF, CFO

June 2024

D2L has a fiscal year ended January 31
All figures are U.S. dollar denominated, unless otherwise noted



Disclaimer

Unless otherwise stated or the context otherwise indicates, all references to "D2L", the "Company", "we", "us" or "our" refer to D2L Inc., together with our subsidiaries, on a consolidated basis.

Forward-Looking Information

This presentation and the accompanying oral statements, including in response to questions, contains "forward-looking information" within the meaning of applicable securities laws. Forward-looking information may relate to our future financial outlook and anticipated events or results and may include information regarding our financial position, business strategy, growth strategies, addressable markets, budgets, operations, financial results, taxes, dividend policy, plans and objectives. Particularly, information regarding our expectations of future results, performance, achievements, prospects or opportunities or the markets in which we operate is forward-looking information. In some cases, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects", "budget", "scheduled", "estimates", "outlook", "target", "forecasts", "projection", "potential", "prospects", "strategy", "intends", "anticipates", "seek", "believes", "opportunity", "guidance", "aim", "goal" or variations of such words and phrases or statements that certain future conditions, actions, events or results "may", "could", "would", "should", "might", "will", "can", or negative versions thereof, "be taken", "occur", "continue" or "be achieved", and other similar expressions. Statements containing forward-looking information are not historical facts but instead represent management's expectations, estimates and projections regarding future events or circumstances. The Company has based the forward-looking information on its current expectations and projections about future events and financial trends that it believes might affect its financial condition, results of operations, business strategy and financial needs.

This forward-looking information includes, but is not limited to, the Company's financial position, financial results, business strategy, performance, achievements, prospects, objectives, opportunities, business plans and growth strategies; the Company's budgets, operations and taxes; the markets in which the Company operates; industry trends and the Company's competitive position; expansion of the Company's product offerings; opportunities for growth, including internationally and through an expanding corporate customer base, and key growth pillars; customer tenure; global EdTech market spend; the Company's financial guidance for the fiscal year ("FY") ending January 31, 2025 ("Fiscal 2025") and medium term outlook; the timing and pace for achieving profitability[; and the spin-out of D2L Wave].

Forward-looking information is based on certain assumptions, expectations and projections, and analyses made by the Company in light of management's experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate, including the following: the Company's ability to win business from new customers and expand business from existing customers; the timing of new customer wins and expansion decisions by existing customers; the Company's ability to generate revenue and expand its business while controlling costs and expenses; the Company's ability to manage growth effectively; the Company's ability to hire and retain personnel effectively; the effects of foreign currency exchange rate fluctuations on our operations; the ability to seek out, enter into and successfully integrate acquisitions; business and industry trends, including the success of current and future product development initiatives; positive social development and attitudes toward the pursuit of higher education; the Company's ability to maintain positive relationships with its customer base and strategic partners; the Company's ability to adapt and develop solutions that keep pace with continuing changes in technology, education and customer needs; the ability to patent new technologies and protect intellectual property rights; the Company's ability to comply with security, cybersecurity and accessibility laws, regulations and standards; the assumptions underlying the judgments and estimates impacting on financial statements; the availability of capital resources for, and the permissibility under the Company's credit facility of, repurchases of outstanding Subordinate Voting Shares under its normal course issued bid; [that the conditions to completing the spin-out of D2L Wave are achieved or waived in a timely manner;] the Company's ability to retain key personnel; and the factors and assumptions discussed under the "Financial Outlook" section of the Company's Management's Discussion and Analysis ("MD&A") for the year ended January 31, 2024; and that the list of factors included in the "Summary of Factors Affecting Our Performance" section of the Company's MD&A for the year ended January 31, 2024 and the "Risk Factors" section of the Company's annual information form for the year ended January 31, 2024 (the "AIF") do not have a material impact on the Company.

Although the Company believes that the assumptions underlying such forward-looking information were reasonable when made, they are inherently uncertain and are subject to significant risks and uncertainties and may prove to be incorrect. The Company cautions investors that forward-looking information is not a guarantee of the future and that actual results may differ materially from those made in or suggested by the forward-looking information contained in this presentation. Whether actual results, performance or achievements will conform to the Company's expectations and predictions is subject to a number of known and unknown risks, uncertainties and other factors, including but not limited to the risks identified herein, or at "Summary of Factors Affecting Our Performance" of the Company's MD&A for the year ended January 31, 2024, or in the "Risk Factors" section of the AIF, each of which is available under our profile on SEDAR+ at www.sedarplus.com. If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking information prove incorrect, actual results might vary materially from those anticipated in the forward-looking information. Given these risks and uncertainties, investors are cautioned not to place undue reliance on forward-looking information. Any forward-looking information that is contained in this presentation speaks only as of the date of such statement, and the Company undertakes no obligation to update any forward-looking information or to publicly announce the results of any revisions to any of those statements to reflect future events or developments, except as required by applicable securities laws.

Non-IFRS Financial Measures and Other Measures

The information presented within this presentation refers to certain non-IFRS financial measures (including non-IFRS ratios) including Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted Gross Profit, Adjusted Gross Margin, Free Cash Flow, and Constant Currency Revenue. These measures are not recognized measures under International Financial Reporting Standards ("IFRS") and do not have a standardized meaning prescribed by IFRS. Non-IFRS financial measures should not be considered in isolation nor as a substitute for analysis of the Company's financial information reported under IFRS and are unlikely to be comparable to similar measures presented by other issuers. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of the Company's results of operations, financial performance and liquidity from management's perspective and thus highlight trends in its core business that may not otherwise be apparent when relying solely on IFRS measures. The Company believes that securities analysts, investors and other interested parties frequently use non-IFRS financial measures in the evaluation of the Company. The Company's management also uses non-IFRS financial measures in order to facilitate operating performance comparisons from period to period, to prepare annual operating budgets and forecasts, and assess our ability to meet our capital expenditures and working capital requirements. For reconciliations of, and further explanations on the composition and uses of, such non-IFRS financial measures, including those used as components of non-IFRS ratios, please refer to the "Non-IFRS and Other Financial Measures – Non-IFRS Financial Measures and non-IFRS Financial Ratios" and the "Non-IFRS Financial Measures – Reconciliation of Non-IFRS Financial Measures" parts of the Company's MD&A for the year ended January 31, 2024 as available under the Company's profile on SEDAR+ at www.sedarplus.com, which reconciliations and further explanations are incorporated herein by reference.

The information presented in this presentation also includes key performance indicators used by management such as Annual Recurring Revenue. An explanation of the composition of such measures is described in the "Non-IFRS and Other Financial Measures - Key Performance Indicators" part of the Company's MD&A for the year ended January 31, 2024 as available under the Company's profile on SEDAR+ at www.sedarplus.com, which explanations are incorporated herein by reference.

Certain totals, subtotals and percentages may not reconcile due to rounding.



Our vision is a better world where learning can be accessible, engaging, and inspiring.

Our mission is to help transform the way the world learns.

A global learning technology leader

25
years transforming learning

1,310+
customers

40+
countries

18M+
users

1) Figures are as of January 31, 2024.

Growth, scale, stability and strong fundamentals

Top-Line Growth

10%

Q1-25 Subscription & Support Revenue Growth[1]

Growth in Subscription & Support Revenue to $43.0 million.

Scale

$190M+

Annual Recurring Revenue[2]

Advantage of scale supports our market position across Higher Ed, K-12 and Corporate

Growing Profitability & Cash Generation

$22M

Adjusted EBITDA (midpoint of guidance) in FY25[3]

$100M in cash and no debt; expecting low-to-mid-teen Adjusted EBITDA Margin[3] exiting current year

Stickiness & Visibility

94%

Gross Revenue Retention Rate[4]

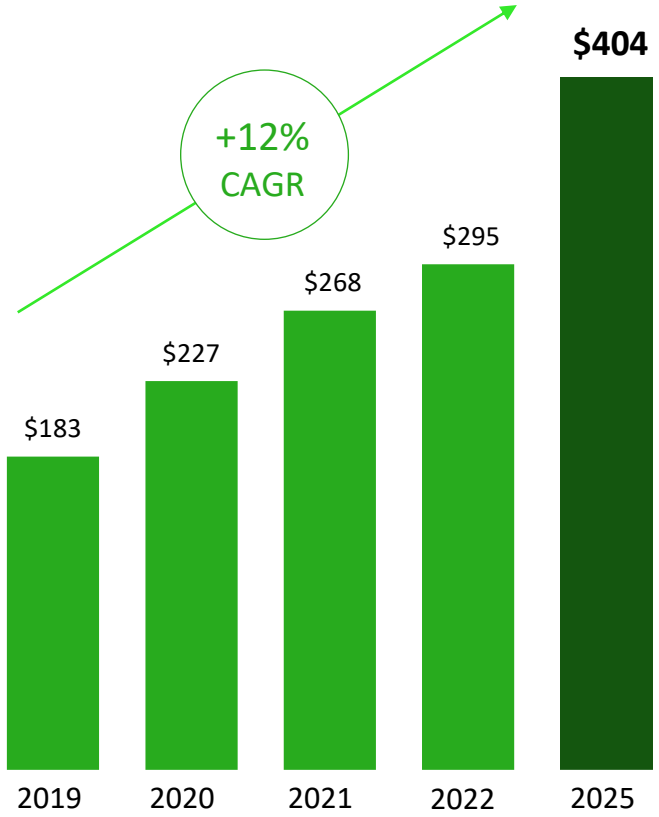
And 102% Net Revenue Retention Rate[4]
Highly sticky customer base on long-term contracts of 3-5 years

1) Refers to the period ended April 30, 2024.
2) Refers to the period ended April 30, 2024. A Key Performance Indicator. See "Non-IFRS and Other Financial Measures - Key Performance Indicators – Annual Recurring Revenue and Constant Currency Annual Recurring Revenue, Net Revenue Retention Rate and Gross Revenue Retention Rate".
3) Refers to the period ended January 31, 2025. A non-IFRS financial measure or non-IFRS ratio. See "Non-IFRS and Other Financial Measures" and "Financial Outlook" sections of the Company's MD&A for the period ended January 31, 2024.
4) Refers to the period ended January 31, 2024. A Key Performance Indicator. See "Non-IFRS and Other Financial Measures - Key Performance Indicators – Annual Recurring Revenue and Constant Currency Annual Recurring Revenue, Net Revenue Retention Rate and Gross Revenue Retention Rate".

All denominations are in U.S. dollars

EdTech: large market with accelerating growth

GLOBAL EDTECH SPEND[1]
(US$ billions)



Learning Environments[1]

$43B

in 2025

Global Education & Adult Training[1]

$7.3T

in 2025

Key Catalysts

Digitization of learning

Upskilling the workforce

Addressing learning loss and inequity exacerbated by COVID

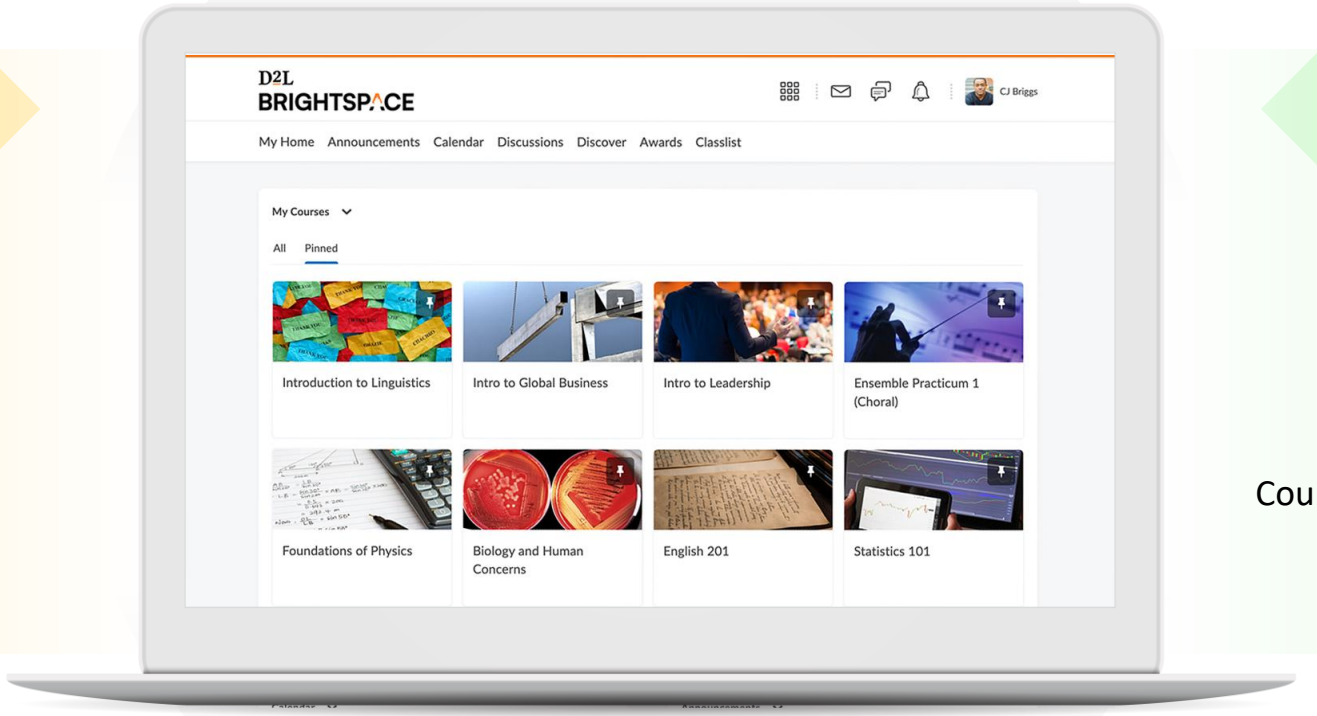
1) HolonIQ; for the period 2019 to 2025; figures are in U.S. dollars

D2L Brightspace: Award-Winning Learning Platform

EASE-OF-USE

ARTIFICIAL INTELLIGENCE

PURE CLOUD



Learners

Submit assignments

Participate in classes

Complete quizzes/tests

Collaborate on group projects

Communicate with educators

Instructors

Create and modify course content

Moderate and submit grades

Communicate with learners

Course analytics and learner data

MOBILE

99.95%

WORRY FREE

ACCESSIBLE

Our products and services

Teach

D2L BRIGHTSPACE

Provide access to high quality education through technology

- Assessment, Feedback & Personalization
- Content & Instruction Tools
- Progress Dashboards
- Data Streaming
- Gamification, Awards & Badges

Create

Creator+

Provide easy-to-use authoring tools for efficient and effective learning

- Adaptive video
- Widgets
- Interactives
- *~10% attach rate*

Measure

Performance+

Empower and enable learners & educators through data and insights

- Predictive Analytics
- Adaptive Learning
- *~50% attach rate*

~50%

of customers with more than one core module

102%

NRR[1] in FY24

Robust roadmap

of new products and enhancements

High-value services

with a partnership mindset

1) Refers to the period ended January 31, 2024. A Key Performance Indicator. See "Non-IFRS and Other Financial Measures - Key Performance Indicators – Net Revenue Retention Rate" section of the Company's MD&A for the period ended January 31, 2024. .

A modern learning platform uniquely serving multiple markets

Education



Higher Education

~60% ARR[1]



K-12

<20% ARR[1]

Corporate



Training Organizations



Employee Learning

>20% ARR[1]

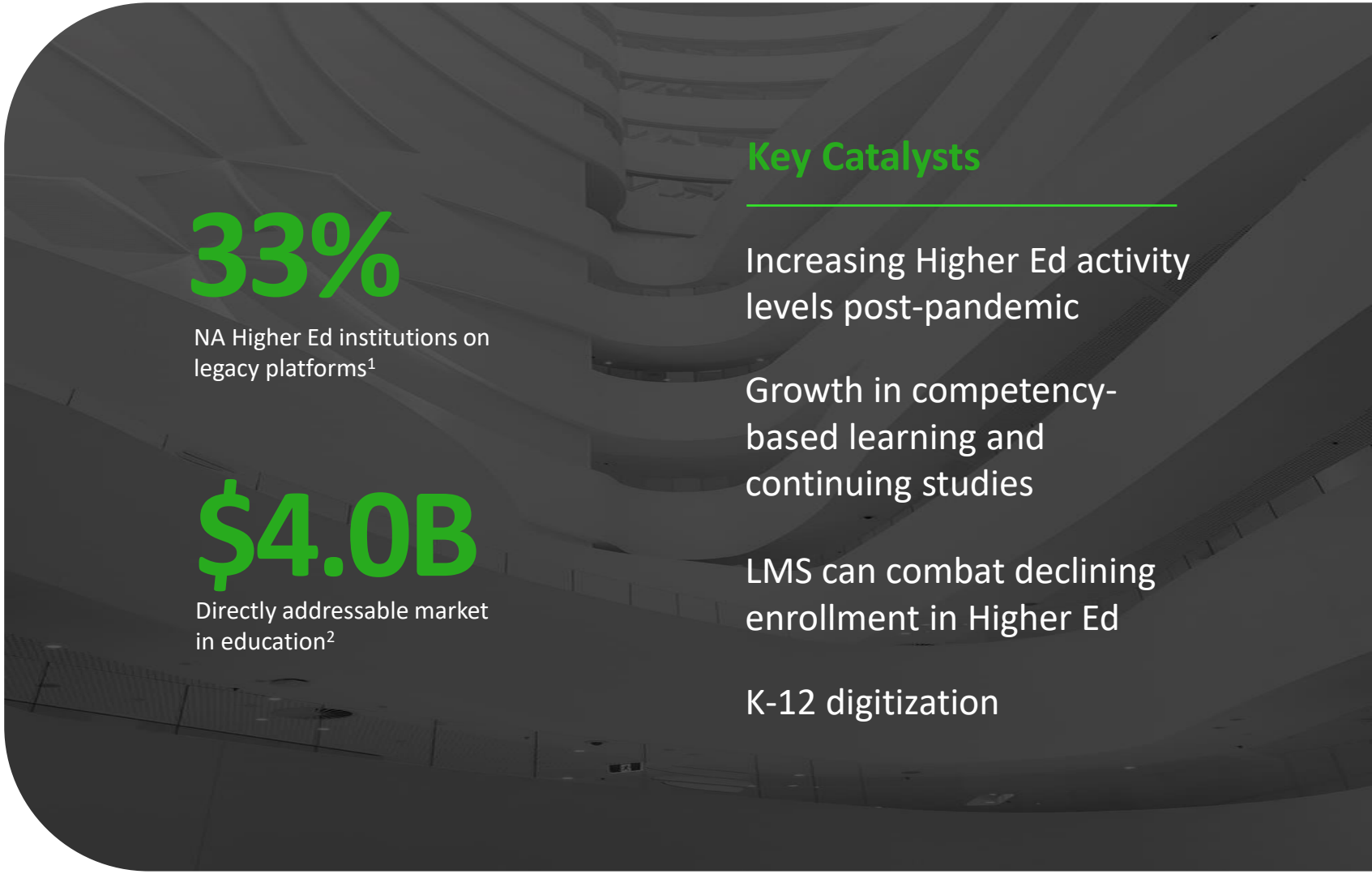
Southern New Hampshire
Minnesota State University
Carleton University
University of Suffolk
NYC Department of Education
Ministry of Ontario
(ISC)[2]
Canadian Marketing Association
Gafta
Gay Lea
Harvard Business Publishing
IMSA

1) ARR refers to Annual Recurring Revenue; represents % of total Annual Recurring Revenue for the period ended January 31, 2024

Strong and growing presence in education

Why we win

- Scalable cloud platform with mobile-first experience
- Ease of use, intuitive design and advanced personalization
- Flexibility of learning modalities on single platform
- Partners in learning and next generation innovation



33%

NA Higher Ed institutions on legacy platforms[1]

$4.0B

Directly addressable market in education[2]

Key Catalysts

Increasing Higher Ed activity levels post-pandemic

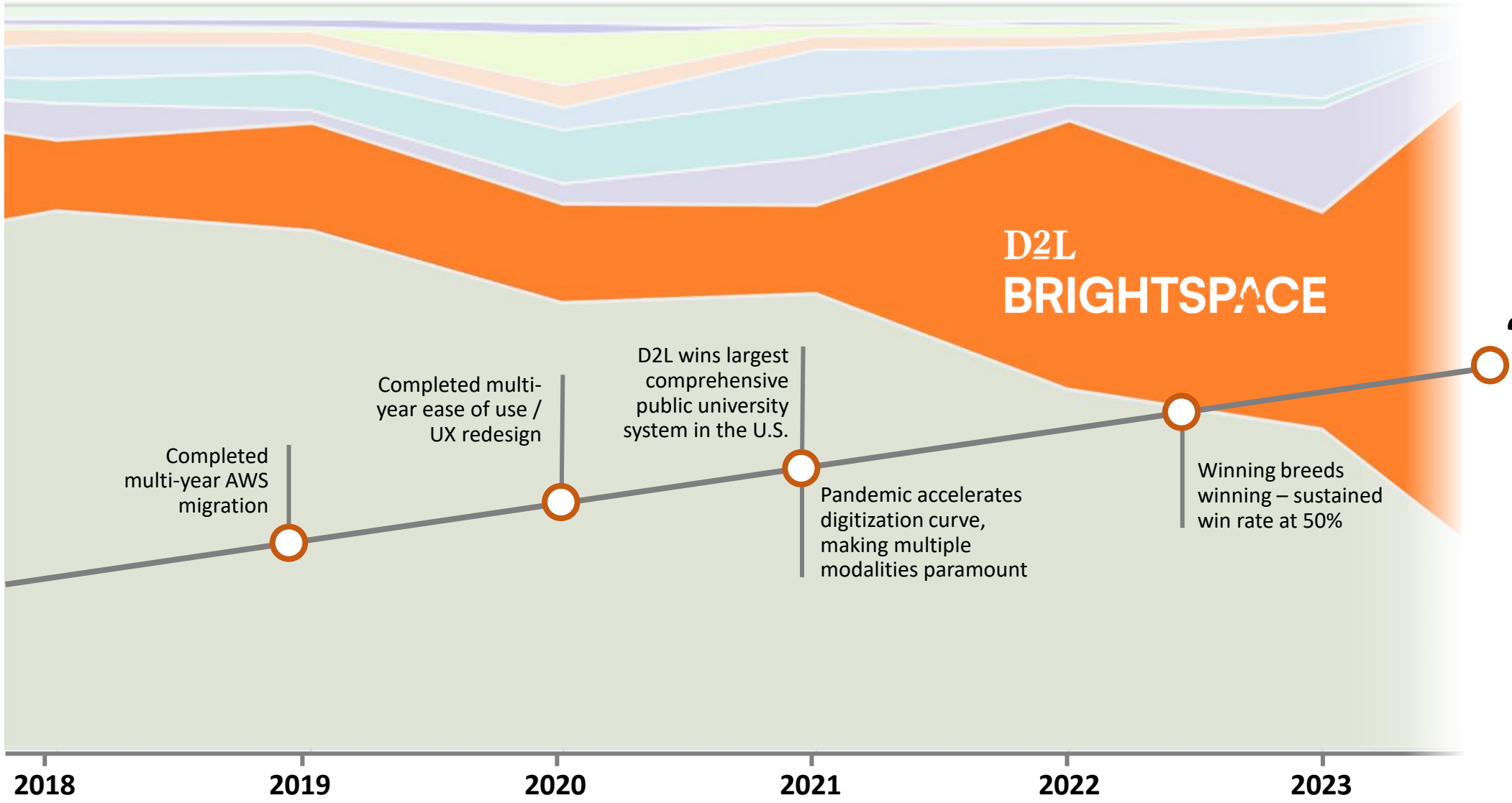
Growth in competency-based learning and continuing studies

LMS can combat declining enrollment in Higher Ed

K-12 digitization

1) Phil Hill Higher Education LMS Market Dynamics Year-End 2023 Report. Legacy platforms refers to Moodle and Blackboard.
2) Management estimates.

Growing our win rate



~50%

win rate[1] in North American higher education & increasing new customer momentum

1) ListEdTech North America Higher Ed New Implementations April 2024



#2 LMS

NA Higher Ed market share by enrollments[1]

#1 LMS

Canada Higher Ed market share[2]

"This LMS will best situate the various constituents at Villanova for success in the coming decade and enable the University to meet its strategic goals while continuing to provide an excellent educational experience to our traditional undergraduate students."

"Given the comprehensive toolkit that Brightspace offers, it's poised to considerably enhance the student learning experience at USC."

"The transition to D2L Brightspace is a key component in CUNY's commitment to increase accessibility for our students and to ensure availability of modern academic technologies to support teaching and learning across modalities."

"A better learning experience on mobile. Better tools to enhance student engagement. A more modern, intuitive interface. Welcome to Brightspace, a new learning management system (LMS) being introduced by Western which will change the learning experience for the campus community."

1) Phil Hill Higher Education LMS Market Dynamics Year-End 2023 Report.
2) Management estimates based on public data.

Robust international opportunity

~80%

of Higher Ed institutions on legacy systems[1]

MARKET SHARE BY LMS PLATFORM[1]

	Moodle	Blackboard	Canvas	Brightspace
Europe	69%	8%	8%	2%
LATAM	73%	7%	8%	2%
Middle East	72%	18%	3%	1%
Oceania	56%	16%	17%	5%
N America	**11%**	**17%**	**47%**	**19%**

5 of the top 10 universities[2]
- COLOMBIA

>50% of universities[2]
- NETHERLANDS

75% of public higher education institutions[2]
- SINGAPORE

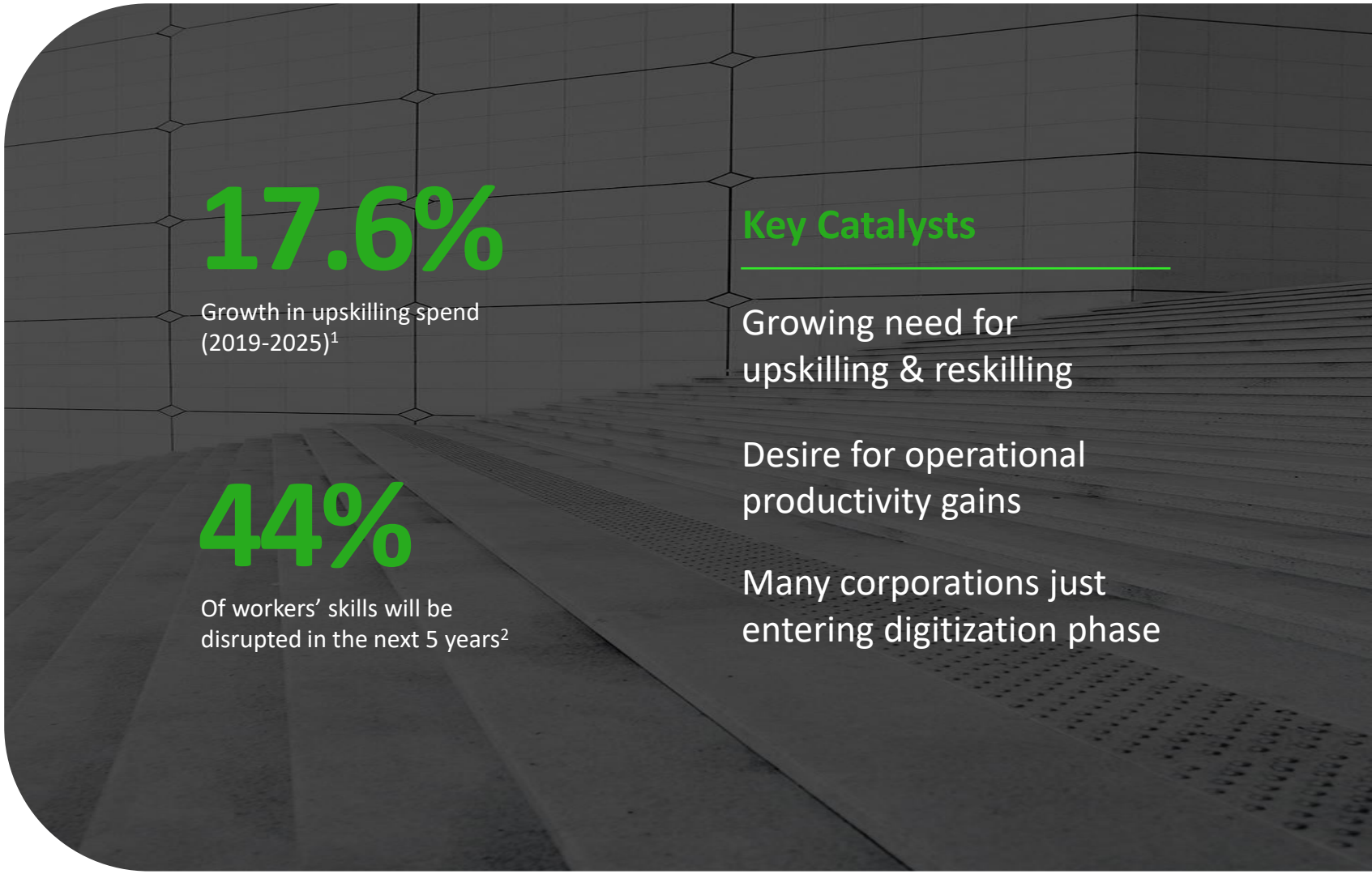


1) Phil Hill Higher Education LMS Market Dynamics Year-End 2023 Report. Legacy platforms refers to Moodle and Blackboard. North America market share presented by enrollments.
2) Management estimates based on publicly available data.

Expanding corporate customer base

Why we win

- Scalable cloud platform with mobile-first experience
- Ease of use, intuitive design and advanced personalization
- Flexibility of multiple use cases on single platform
- Integrated catalog and ecommerce solution for commercialization



17.6%

Growth in upskilling spend (2019-2025)[1]

44%

Of workers' skills will be disrupted in the next 5 years[2]

Key Catalysts

Growing need for upskilling & reskilling

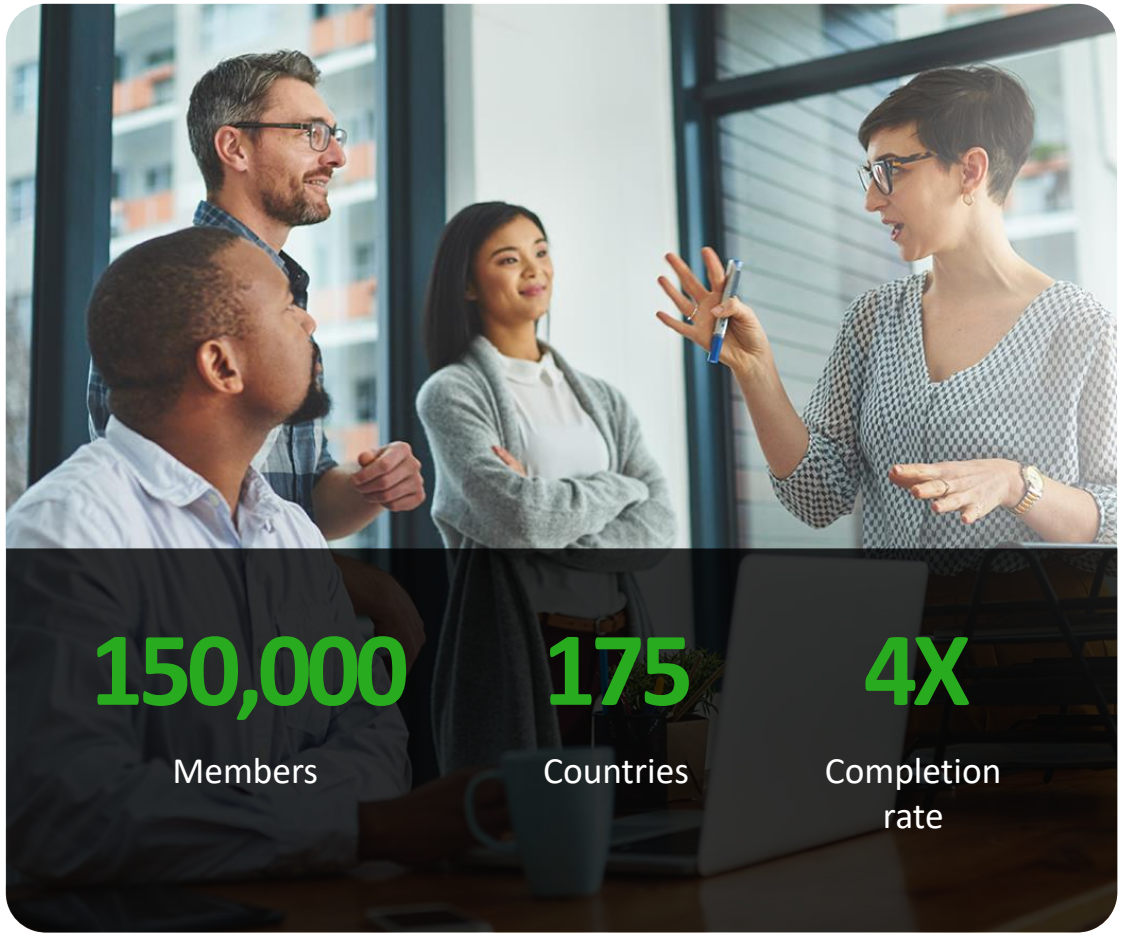
Desire for operational productivity gains

Many corporations just entering digitization phase

1) HolonIQ
2) 2023 World Economic Forum's Future of Jobs Report

Expanding corporate customer base

Platform for professional development at scale



150,000
Members

175
Countries

4X
Completion rate

Platform for high-stakes training



>100,000
Workers completed course

6-year
Customer

One of the best industry safety records in Canada

Track record of growth

TOTAL REVENUE
(US$ millions)



12 months ended Jan 31

ANNUAL RECURRING REVENUE[1]
(US$ millions)



12 months ended Jan 31

ADJUSTED GROSS PROFIT[2]
(US$ millions)



12 months ended Jan 31

Note: D2L has a fiscal year ending January 31
1) A Key Performance Indicator. See "Non-IFRS and Other Financial Measures - Key Performance Indicators – Annual Recurring Revenue" in the Company's MD&A for the year ended January 31, 2024.
2) A non-IFRS financial measure. See "Non-IFRS and Other Financial Measures - Non-IFRS Financial Measures and Non-IFRS Financial Ratios – Adjusted Gross Profit and Adjusted Gross Margin" and "Non-IFRS and Other Financial Measures - Reconciliation of Non-IFRS Financial Measures – Adjusted Gross Profit and Adjusted Gross Margin" in the Company's MD&A for the year ended January 31, 2024.

Q1 2025 Financial Results

	Q1 2025 $	Q1 2024 $	Change %
Subscription & Support Revenue	42,954	39,190	9.6%
Professional Services & Other Revenue	5,541	5,038	10.0%
Total Revenue	48,495	44,228	9.7%
Constant Currency Revenue[2]	48,450	44,228	9.5%
Gross Profit	32,677	29,880	9.4%
Adjusted Gross Profit[2]	32,823	29,991	9.4%
Adjusted Gross Margin[1,2]	67.7%	67.8%	
Income for the period	572	1,110	(48.5%)
Adjusted EBITDA[2]	4,019	2,811	43.0%
Cash Flows Used In Operating Activities	(14,826)	(17,035)	12.9%
Free Cash Flow[2]	(14,952)	(18,684)	20.0%

Note: D2L has a fiscal year ending January 31
1) As a % of Revenue
2) A non-IFRS financial measure or non-IFRS ratio. See “Non-IFRS and Other Financial Measures” in the Company’s MD&A for the period ended April 30, 2024.

Q1 2025 Highlights[1]

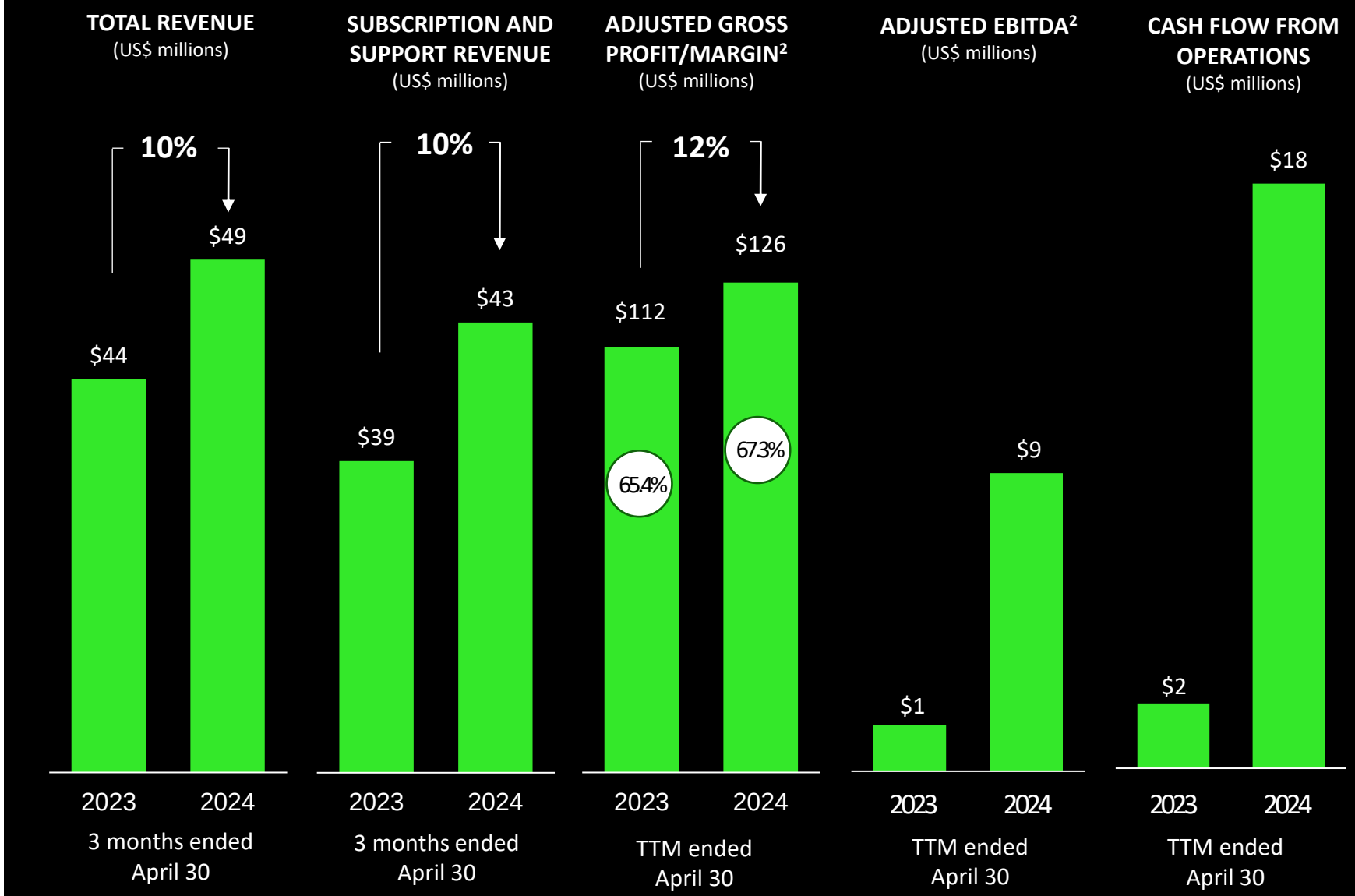
Solid start to FY25

11% growth in Annual Recurring Revenue (12% in Constant Currency)

10% increase in Subscription and Support revenue

11% increase in Subscription and Support gross profit

Strong balance sheet, with cash of US$98.9 million and no debt



Note: D2L has a fiscal year ending January 31

1) For further details, please refer to the Financial Statements and MD&A for the period ended April 30, 2024.
2) A non-IFRS financial measure or non-IFRS ratio. See "Non-IFRS and Other Financial Measures" in the Company's MD&A for the period ended April 30, 2024.

Strong progress on balanced growth transition

	FY23A	FY24A	FY25E[3]
Revenue	$168.4M	$182.4M	$197M-$201M
Cost of Revenue[1]	36.0%	33.0%	⬇
Operating Expenses[1]	73.5%[4]	70.9%	⬇
Adjusted Gross Profit Margin[1,2]	64.2%	67.3%	⬆
Adjusted EBITDA Margin[1,2]	(1.7%)	4.3%	11% (midpoint)

Medium Term[3]

Low double-digit to mid-teens annual revenue growth

Annually increase Adjusted EBITDA margin and Adjusted EBITDA

Note: D2L has a fiscal year ending January 31
1) As a % of Revenue.
2) A non-IFRS ratio. See "Non-IFRS and Other Financial Measures" in the Company's MD&A for the period ended January 31, 2024.
3) See "Financial Outlook" section of the Company's MD&A for the year ended January 31, 2024.
4) Removes impairment loss on intangible assets ($4.5M) in Fiscal 2023
5) Dollar values in millions.

Key growth pillars

Expand customer base

35% customer growth FY21 to FY24

- Strategic investments in direct and indirect go-to-market strategies

International expansion

~19% of revenues in FY24

- Regional presence in key markets
- Digitization greenfield
- Expected to comprise greater share of revenue over time

Grow share of wallet

40+ customer success professionals

- Upsell add-on solutions
- Cross-sell new lines of business
- Adoption campaigns
- Education & support

Expand platform

Continued investments in R&D

- Enhance differentiation
- Mastery-based learning
- Artificial Intelligence
- Open standards/ APIs

M&A

Opportunistic acquisitions that reinforce mission

- Drive growth within base with increased upsell
- Expand target markets with additional functionality, resources and reach
- Enable new market entry
- Provide cross-sell opportunities

The learning platform for the future of work and learning

Singular cloud platform serving all education and corporate markets and where they intersect

Large addressable market driven by long-term growth trends, including corporate upskilling and digitization of learning

Success at scale with 1,310+ customers in more than 40 countries[1]

25 years with a singular focus to be a category leader

Growing and predictable business with expanding customer base and new bookings growth

Loyal customers with a majority of subscription contract terms of 3-5 years



1) Figures as of January 31, 2024

Deep and experienced leadership team



John Baker
CEO
Founded D2L in 1999 at the age of 22; Business Council of Canada, past member of Industry Strategy Council, and Chair of Digital Economic Strategy Table



Stephen Laster
President
Joined D2L 2022; formerly Ellucian, Penn Foster, McGraw Hill Education and Harvard Business School



Josh Huff
CFO
Joined D2L 2014; formerly KPMG Canada



Lee Poteck
CRO
Joined D2L 2012; formerly RIM (Blackberry)



Anna Forgione
CLO & Corporate Secretary
Joined D2L 2013; formerly GC Americas, Open Text; and Co-founder of Telephony@Work



Nick Oddson
CTO
Joined D2L 2013; formerly SVP R&D at Open Text



Amy Clark
CPO
Joined D2L 2024; formerly SVP at Colliers and VP at Manulife



Brian Finnerty
CMO
Joined D2L 2024; formerly VP at Udacity, Demandbase

Board of directors with industry leadership



J. Ian Giffen
Lead Independent Board Member
Chair Kinaxis; Board member of Absolute Software; Former board member of Macromedia, Descartes Systems (Chair), Ruggedcom, MKS, Corel, Certicom, Open Text; Former venture capital at Helix, XDL, OMERS



Tim Connor
Independent Board Member
Partner, NewView Capital, a growth equity investment firm; Board member of five other private technology companies; Former CFO, Code42, Datalogix and Access Health



The Right Honourable David Johnston
C.C., C.M.M., C.D.
Independent Board Member
28th Governor General of Canada from 2010 to 2017; Former Principal and Vice-Chancellor of McGill University and President and Vice-Chancellor of University of Waterloo; Current board member of Fairfax Financial Holdings and Dexterra Group



Tracy Edkins
Independent Board Member
Former Chief Human Resources Officer, Splunk; Former VP of Human Resources, Global Product and Technology, eBay Inc.



Robert Courteau
Independent Board Member
Former CEO, Altus Group, former Regional President of North America, SAP America Inc.; Current board member of Kinaxis and Lifeworks Inc.



John Baker
CEO
Founded D2L in 1999 at the age of 22; Business Council of Canada, past member of Industry Strategy Council, and Chair of Digital Economic Strategy Table