VIAVI

Fiscal 3Q 2019
Earnings Call
Supplementary
Slides

May 2, 2019



Cautionary Language Concerning Forward-Looking Statements

This presentation contains forward-looking statements under Section 27A of the Securities Act of 1934. Forward-looking statements are all statements we make other than those dealing specifically with historical matters. These forward-looking statements include, among other things, financial guidance. Please refer to the Company's filings with the Securities and Exchange Commission, including our annual report on Form 10-K filed August 28, 2018 for additional factors that could cause actual results to materially differ from current expectations. The forward-looking statements included in this presentation are valid only as of today's date except where otherwise noted. Viavi Solutions Inc. undertakes no obligation to update these statements.

This presentation and the Q&A that follows include non-GAAP financial measures which complement the Company's preliminary consolidated GAAP financial statements. These non-GAAP financial measures are not intended to supersede or replace the Company's preliminary GAAP financials. We provide a detailed reconciliation of preliminary GAAP results to the non-GAAP results in the Appendix to this presentation and in the "Preliminary Reconciliation of GAAP Measures to Non-GAAP Measures" schedule in our earnings release issued today. This earnings release is located in the Investor Relations section of our web site at www.viavisolutions.com.

Note: Amounts presented in all slides are on a continuing operations basis unless otherwise noted.



Fiscal 3Q 2019 Financial Highlights

(Amounts reflect ASC 606, non-GAAP and \$millions, unless otherwise noted)

- Revenue: \$265.2 million (above the midpoint of \$257 +/- \$10 M guidance range)
 - NSE above the midpoint of the guidance range
 - OSP exceeded the guidance range
- Non-GAAP gross margin: 61.3% (remained flat Y/Y)
 - NE up 60 basis points Y/Y
 - SE down 570 basis points Y/Y
 - OSP down 110 basis points Y/Y
- Non-GAAP operating margin: 14.7% (exceeded the guidance range of 12.0%-14.0%)
 - VIAVI down 50 basis points Y/Y
 - NSE up 400 basis points Y/Y
 - OSP down 740 basis points Y/Y
- GAAP operating cash flow of \$41.2 million



Income Statement

(Amounts reflect ASC606, non-GAAP and \$millions, except per share amounts)

	F3Q 2019	F2Q 2019	F3Q 2018	<u>QoQ</u>	<u>YoY</u>
Revenue	\$265.2	\$306.9	\$218.7	(13.6)%	21.3%
Non-GAAP Gross Margin	61.3%	61.2%	61.3%	10 bps	0 bps
Non-GAAP Operating Expenses	\$123.5	\$123.9	\$100.8	(0.3)%	22.5%
Non-GAAP Operating Margin	14.7%	20.8%	15.2%	(610) bps	(50) bps
Non-GAAP Net Income	\$30.0	\$50.9	\$29.2	(41.1)%	2.7%
Non-GAAP EPS	\$0.13	\$0.22	\$0.13	\$(0.09)	\$0.00



Revenue by Business Segment and Geographic Region

(Amounts reflect ASC606, \$millions)

	F3Q 2	2019	F2Q 2	2019	F3Q 2	2018	<u>QoQ</u>	<u>YoY</u>
Segment Mix								
NE	\$180.5	68.1%	\$195.5	63.7%	\$126.5	57.8%	(7.7%)	42.7%
SE	\$24.9	9.4%	\$28.2	9.2%	\$29.9	13.7%	(11.7%)	(16.7%)
OSP	\$59.8	22.5%	\$83.2	27.1%	\$62.3	28.5%	(28.1%)	(4.0%)
Total	\$265.2	100.0%	\$306.9	100.0%	\$218.7	100.0%	(13.6%)	21.3%
Region Mix								
Americas	\$95.2	35.9%	\$125.4	40.8%	\$95.8	43.8%	(24.1%)	(0.6%)
Asia-Pacific	\$83.3	31.4%	\$100.9	32.9%	\$63.5	29.0%	(17.4%)	31.2%
EMEA	\$86.7	32.7%	\$80.6	26.3%	\$59.4	27.2%	7.6%	46.0%
Total	\$265.2	100.0%	\$306.9	100.0%	\$218.7	100.0%	(13.6%)	21.3%



Business Segment Results

(Amounts reflect ASC606, \$millions)

	F3Q 2019	F2Q 2019	F3Q 2018	<u>QoQ</u>	<u>YoY</u>
Revenue					
NE	\$180.5	\$195.5	\$126.5	(7.7%)	42.7%
SE	\$24.9	\$28.2	\$29.9	(11.7%)	(16.7%)
OSP	\$59.8	\$83.2	\$62.3	(28.1%)	(4.0%)
Total	\$265.2	\$306.9	\$218.7	(13.6%)	21.3%
Non-GAAP Gross Margin					
NE	64.2%	64.3%	63.6%	(10) bps	60 bps
SE	63.9%	72.0%	69.6%	(810) bps	(570) bps
OSP	51.5%	50.2%	52.6%	130 bps	(110) bps
Total	61.3%	61.2%	61.3%	10 bps	0 bps
Non-GAAP Operating Margin					
NSE	10.1%	14.7%	6.1%	(460) bps	400 bps
OSP	30.6%	37.4%	38.0%	(680) bps	(740) bps
Total	14.7%	20.8%	15.2%	(610) bps	(50) bps



Fiscal 3Q 2019 NSE Business Highlights

(Amounts reflect ASC606, non-GAAP and \$millions)

- NSE revenue at \$205.4 million above the midpoint of the guidance range (\$192-\$208 million); operating margin at 10.1% exceeded guidance range (7.5-9.5%)
- Non-GAAP operating margin is up 400 basis points Y/Y due to higher revenue volume from inclusion of AvComm / Wireless and continued cost management

NE Segment Highlights

- Revenue at \$180.5 million, up 42.7% Y/Y due to acquired AvComm and Wireless businesses, and organic growth in Fiber products
- Non-GAAP gross margin at 64.2%, up 60 basis points Y/Y due to higher revenue volume and favorable product mix

SE Segment Highlights

- Revenue at \$24.9 million, down 16.7% Y/Y due to decrease in Data Center and Mature Assurance products
- Non-GAAP gross margin at 63.9%, down 570 basis points Y/Y due to lower revenue volume and unfavorable product mix



Fiscal 3Q 2019 Segment Highlights - OSP

(Amounts reflect ASC606, non-GAAP and \$millions)

- OSP revenue at \$59.8 million exceeded the guidance range (\$55-\$59 million);
 operating margin at 30.6% exceeded the guidance range (28.0%-30.0%)
- Revenue decreased 4.0% Y/Y driven by lower 3D Sensing revenue partially offset by growth in Anti-Counterfeiting products; excluding the one-time impact of revenue recognition in the prior year period, 3D Sensing revenue grew significantly year-onyear
- Non-GAAP gross margin at 51.5%, down 110 basis points Y/Y due to lower volume and under absorbed manufacturing costs from planned idling of 3D Sensing filter capacity
- Non-GAAP operating margin decreased 740 basis points Y/Y due to decline in gross margins and targeted investments to support business growth



Balance Sheet Highlights

(Amounts reflect ASC606, and \$millions)

	F3Q 2019
Total Cash Balance (1)	\$537.5
Long-term Debt, Net of Current Portion (Carrying Value) (2)	\$573.5
GAAP Cash from Operations	\$41.2

- (1) Includes cash and cash-equivalents, short-term investments and restricted cash
- (2) Carrying value equals outstanding principal amount less the unamortized debt discount and debt issuance cost. Face amount is \$685.0 million



Convertible Notes

(Amounts non-GAAP and \$millions)

Current Convertible Notes	Terms								
Current Convertible Notes	2024 Notes	2023 Notes							
Issue Size	\$460.0M	\$225.0M							
Current Outstanding *	\$460.0M	\$225.0M							
Coupon	1.00%	1.75%							
Final Maturity	3/01/2024	6/01/2023							
Put Date	N/A	N/A							
Call Date	N/A	6/01/2021							
Call / Put Price (%)	100%	100%							
Conversion Price	\$13.22	\$13.94							
Shares Underlying *	34.8M	16.1M							
Settlement	Par in Cash; Balance in stock & cash	Par in Cash; Balance in stock & cash							

^{*} As of March 30, 2019



Fiscal 4Q 2019 Guidance

(Amounts reflects ASC606, non-GAAP)

F4Q 2019 Guidance

We expect fourth quarter revenue to be \$268 million to \$288 million, non-GAAP operating margin to be 15.0% to 17.0% and non-GAAP EPS to be \$0.14 to \$0.16.

Business segment revenue guidance:

- •For NSE, we expect revenue to be approximately \$207 million to \$223 million
- •For OSP, we expect revenue to be approximately \$61 million to \$65 million

Business segment Non-GAAP operating margin guidance:

- •For NSE, we expect non-GAAP operating margin to be approximately 10.5% to 12.5%
- •For OSP, we expect non-GAAP operating margin to be approximately 31.0% to 33.0%
- ■Expect non-GAAP tax expenses to be approximately \$7.0 to \$8.0 million
- Expect non-GAAP Other Income/Expense to be net expense of approximately \$2.0 to \$2.5 million
- Expect share count for EPS calculation to be approximately 232.5 million shares

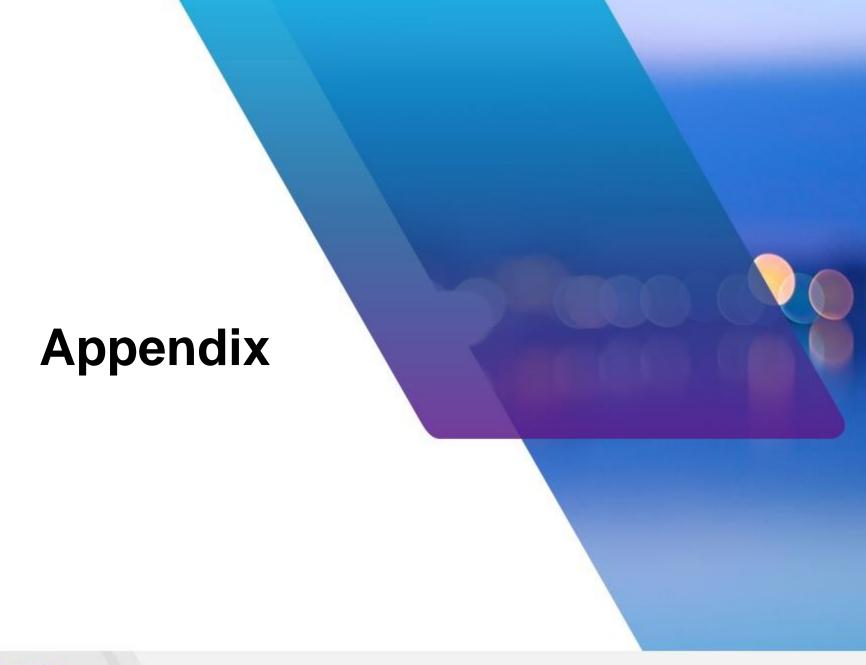


Upcoming Investor Events

September 12, 2019 VIAVI Solutions Analyst Day

Santa Clara, CA







GAAP Income Statement

((Am	ounts reflects ASC606)

Unaudited GAAP Income Statement	Q318 Mar 2018		Q418 Jun 2018		Q119 Sep 2018	Q219 Dec 2018		Q319 Mar 2019
(\$ in millions, except per share amounts)	Mai 2010		Juli 2010		Ocp 2010	Dec 2010		Wai 2013
Net revenue	\$ 218.7	\$	260.7	\$	268.5	\$ 306.9	\$	265.2
Cost of revenues	89.2		115.4		108.7	120.4		103.8
Amortization of acquired technologies	6.2		12.3		9.4	8.5		7.9
Total cost of revenues	95.4		127.7		118.1	128.9		111.7
Gross profit	123.3		133.0		150.4	178.0		153.5
Operating expenses:								
Research and development	32.1		42.2		42.6	45.9		48.7
Selling, general and administrative (1)	86.0		88.9		84.4	88.5		86.8
Amortization of other intangibles	4.5		10.0		9.8	10.4		9.2
Restructuring and related charges	0.3		4.0		14.8	0.3		0.9
Total operating expenses	122.9		145.1		151.6	145.1		145.6
Income (loss) from operations	0.4		(12.1)		(1.2)	32.9		7.9
Interest and other income (expense), net	3.5		3.2		1.9	1.7		0.9
Gain on sale of investments	(0.1)		_		(0.2)	(0.2)		_
Interest expense	(11.4)		(11.7)		(10.1)	(8.1)		(8.0)
(Loss) income before income taxes	(7.6)		(20.6)		(9.6)	26.3		0.8
Provision for (Benefit from) Income Tax	3.1		8.6		5.7	10.9		5.6
Income (loss) from continuing operations, net of tax	\$ (10.7)	\$	(29.2)	\$	(15.3)	\$ 15.4	\$	(4.8)
Income (loss) from discontinued operations, net of tax	 	_		_		(2.4)	_	
(Net loss) Net income	\$ (10.7)	\$	(29.2)	\$	(15.3)	\$ 13.0	\$	(4.8)
Income (loss) per share - basic:								
Continuing operations	\$ (0.05)	\$	(0.13)	\$	(0.07)	\$ 0.07	\$	(0.02)
Discontinued operations	_		_		_	(0.01)		_
(Net loss) Net income per share, basic	\$ (0.05)	\$	(0.13)	\$	(0.07)	\$ 0.06	\$	(0.02)
Income (loss) per share - diluted:								
Continuing operations	\$ (0.05)	\$	(0.13)	\$	(0.07)	\$ 0.07	\$	(0.02)
Discontinued operations	` _		` <u> </u>		_	(0.01)		` _
(Net loss) Net income per share, diluted	\$ (0.05)	\$	(0.13)	\$	(0.07)	\$	\$	(0.02)
Shares used in per-share calculation (basic)	226.3		226.5		227.2	228.3		228.3
Shares used in per-share calculation (diluted)	226.3		226.5		227.2	230.4		228.3
Unaudited	Q318		Q418		Q119	Q219		Q319
% Total GAAP Revenue	Mar 2018		Jun 2018		Sep 2018	Dec 2018		Mar 2019
Gross margin	56.4%		51.0%		56.0%	58.0%		57.9%
Research and development	14.7%		16.2%		15.9%	15.0%		18.4%
Selling, general and administrative (1)	39.3%		34.1%		31.4%	28.8%		32.7%
Total operating expenses	56.2%		55.7%		56.5%	47.3%		54.9%
Operating margin	0.2%		(4.6)%		(0.4)%	10.7%		3.0%

⁽¹⁾ Includes Loss (gain) on disposal of long-lived assets



Non-GAAP Income Statement

(Amounts reflects ASC606)

Unaudited	Q318	Q418	Q119	Q219	Q319
Non-GAAP Income Statement	Mar 2018	Jun 2018	Sep 2018	Dec 2018	Mar 2019
(\$ in millions, except per share amounts)					_
Net revenue	\$ 218.7	\$ 260.7	\$ 268.5	\$ 306.9	\$ 265.2
Cost of revenues	 84.7	107.3	 107.9	119.1	102.7
Gross profit	134.0	153.4	160.6	187.8	162.5
Operating expenses:					
Research and development	30.8	41.0	40.8	43.8	46.4
Selling, general and administrative	 70.0	78.5	 76.0	 80.1	77.1
Total operating expenses	100.8	119.5	116.8	123.9	123.5
Income from operations	33.2	33.9	43.8	63.9	39.0
Interest and other income (expense), net	0.5	(0.1)	(1.6)	(1.5)	(2.3)
Income before income taxes	33.7	33.8	42.2	62.4	36.7
Provision for (benefit from) income tax	4.5	6.7	7.0	11.5	6.7
Net income	\$ 29.2	\$ 27.1	\$ 35.2	\$ 50.9	\$ 30.0
Net income per share, basic	\$ 0.13	\$ 0.12	\$ 0.15	\$ 0.22	\$ 0.13
Net income per share, diluted	\$ 0.13	\$ 0.12	\$ 0.15	\$ 0.22	\$ 0.13
Shares used in per-share calculation (basic)	226.3	226.5	227.2	228.3	228.3
Shares used in per-share calculation (diluted)	228.8	229.4	230.5	230.4	231.3

Unaudited	Q318	Q418	Q119	Q219	Q319
% Total Non-GAAP Revenue	Mar 2018	Jun 2018	Sep 2018	Dec 2018	Mar 2019
Gross margin	61.3%	58.8%	59.8%	61.2%	61.3%
Research and development	14.1%	15.7%	15.2%	14.3%	17.5%
Selling, general and administrative	32.0%	30.1%	28.3%	26.1%	29.1%
Total operating expenses	46.1%	45.8%	43.5%	40.4%	46.6%
Operating margin	15.2%	13.0%	16.3%	20.8%	14.7%



Reconciliation of GAAP Measures to Non-GAAP Measures

(Amounts reflects ASC606, \$millions)

Unaudited	Q318	Q418	Q119	Q219	Q319
Gross Profit - GAAP to Non-GAAP Reconciliation	Mar 2018	Jun 2018	Sep 2018	Dec 2018	Mar 2019
(\$ in millions, except per share amounts)			0 0 p = 0 1 0		
GAAP segment gross profit	\$ 123.3	\$ 133.0	\$ 150.4	\$ 178.0	\$ 153.5
Stock-based compensation	0.8	0.9	0.8	0.9	1.1
Amortization of intangibles	6.2	12.3	9.4	8.5	7.9
Other charges unrelated to core operating performance	3.7	7.2	_	0.4	_
Non-GAAP gross profit	\$ 134.0	\$ 153.4	\$ 160.6	\$ 187.8	\$ 162.5
Unaudited	Q318	Q418	Q119	Q219	Q319
Operating Income - GAAP to Non-GAAP Reconciliation	Mar 2018	Jun 2018	Sep 2018	Dec 2018	Mar 2019
GAAP operating income (loss)	\$ 0.4	\$ (12.1)	\$ (1.2)	\$ 32.9	\$ 7.9
Stock-based compensation	7.6	7.7	8.1	9.6	10.8
Amortization of intangibles	10.7	22.3	19.2	18.9	17.1
Other charges related to non-recurring activities	14.2	12.0	2.9	2.2	2.3
Restructuring and related charges	 0.3	 4.0	14.8	0.3	0.9
Non-GAAP operating income	\$ 33.2	\$ 33.9	\$ 43.8	\$ 63.9	\$ 39.0
Unaudited	Q318	Q418	Q119	Q219	Q319
Net Income GAAP to Non-GAAP Reconciliation	Mar 2018	Jun 2018	Sep 2018	Dec 2018	Mar 2019
GAAP net income (loss)	\$ (10.7)	\$ (29.2)	\$ (15.3)	\$ 13.0	\$ (4.8)
Stock-based compensation	7.6	7.7	8.1	9.6	10.8
Amortization of intangibles	10.7	22.3	19.2	18.9	17.1
Restructuring and related charges	0.3	4.0	14.8	0.3	0.9
Other charges unrelated to core operating performance	14.2	12.0	2.9	2.2	2.3
Interest and other income	0.3	0.2	_	_	_
Non-cash interest expense	8.1	8.2	6.6	4.9	4.8
Gain, loss or impairment of investments	0.1	_	0.2	0.2	_
Discontinued operations, net of tax	_	_	_	2.4	_
Provision for (Benefit from) Income Tax	(1.4)	1.9	(1.3)	(0.6)	(1.1)



Non-GAAP net income

30.0

16

35.2 \$

50.9 \$

29.2 \$

27.1 \$

Financial Information by Segment

(Amounts reflects ASC606)

Unaudited		Q318		Q418	Q119		Q219	Q319
Segment Results (\$ in millions)		Mar 2018		Jun 2018	Sep 2018		Dec 2018	Mar 2019
Net revenue:								
Network Enablement	\$	126.5	\$	179.0	\$ 164.5	\$	195.5	\$ 180.5
Service Enablement	_	29.9	_	28.5	26.2		28.2	24.9
Network and Service Enablement		156.4		207.5	190.7		223.7	205.4
Optical Securities and Performance Products	_	62.3	_	53.2	77.8	_	83.2	59.8
Net revenue	\$	218.7	\$	260.7	\$ 268.5	\$	306.9	\$ 265.2
Gross profit								
Network Enablement	\$	80.4	\$	109.2	\$ 102.9	\$	125.7	\$ 115.8
Service Enablement		20.8		19.4	18.3		20.3	 15.9
Network and Service Enablement		101.2		128.6	121.2		146.0	131.7
Optical Securities and Performance Products	_	32.8	_	24.8	39.4	_	41.8	30.8
Total segment gross profit	\$	134.0	\$	153.4	\$ 160.6	\$	187.8	\$ 162.5
Operating income (loss)								
Network and Service Enablement	\$	9.5	\$	19.0	\$ 16.4	\$	32.8	\$ 20.7
Optical Securities and Performance Products		23.7		14.9	27.4		31.1	18.3
Total segment operating income	\$	33.2	\$	33.9	\$ 43.8	\$	63.9	\$ 39.0
Unaudited		Q318		Q418	Q119		Q219	Q319
Non-GAAP Revenue by Segment (%)		Mar 2018		Jun 2018	Sep 2018		Dec 2018	Mar 2019
Network Enablement		57.8%		68.7%	61.3%		63.7%	68.1%
Service Enablement		13.7%		10.9%	9.8%		9.2%	9.4%
Optical Securities and Performance Products		28.5%		20.4%	29.0%		27.1%	22.5%



Condensed Balance Sheet

(Amounts reflects ASC606)

Unaudited	Q418	Q319
Balance Sheet (in millions)	Jun 2018	Mar 2019
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 611.4	\$ 502.7
Short-term investments	169.3	27.1
Restricted cash	7.3	7.7
Accounts receivable, net	218.6	223.1
Inventories, net	92.3	95.1
Prepayments and other current assets	56.3	53.9
Total current assets	1,155.2	909.6
Property, plant and equipment, net	170.5	181.6
Deferred income taxes	114.3	110.1
Goodwill	336.3	371.9
Intangibles, net	235.1	218.5
Other non-current assets	15.4	17.8
Total assets	\$ 2,026.8	\$ 1,809.5
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 55.5	\$ 57.5
Accrued payroll and related expenses	52.8	52.9
Deferred revenue	60.6	61.3
Accrued expenses	30.1	33.5
Current portion of long-term debt	275.3	_
Other current liabilities	78.9	79.5
Total current liabilities	553.2	284.7
Long-term debt, net of current portion	 557.9	573.5
Other non-current liabilities	180.8	223.0
Total stockholders' equity	 734.9	728.3
Total liabilities and stockholders' equity	\$ 2,026.8	\$ 1,809.5

