

RPX Corporation Investor Presentation

August 2017

Safe Harbor

The following presentation contains forward-looking statements, including statements regarding our future financial performance and business strategy, our plans and objectives for future operations, and our expectations regarding the future growth of a market for patent risk mitigation, eDiscovery and other legal services.

These forward-looking statements are subject to risks and uncertainties that could cause our actual results to differ materially from those reflected in the forward-looking statements. Many of the factors that could cause or contribute to such differences are described in the “Risk Factors” section of our most recent annual report on Form 10-K, and our quarterly reports on Form 10-Q, and our other filings with the SEC, including:

- we may experience significant quarterly fluctuations in our operating results,
- new legislation, regulations or court rulings related to enforcing patents could reduce the value of our service to clients or potential clients,
- we may not be able to compete effectively against others to attract new clients or acquire patent assets, and
- we may not be able to integrate the acquisition of Inventus Solutions, Inc. or effectively manage the combined business.

In light of these risks and uncertainties, the forward-looking statements contained in this presentation may not occur, and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. We are not able, at this time, to provide a forward-looking reconciliation to GAAP outlook for the non-GAAP financial metric outlook because of the difficulty of estimating certain items that are excluded from the non-GAAP financial metrics. We do not intend, and undertake no duty, to update any forward-looking statements to reflect future events or circumstances.

RPX Overview

**Our
Mission**

**Reduce risk and cost
for corporate legal departments
through technology and market-based solutions**

**Our
Current
Markets**

Patent Risk Management



Discovery Management



**Our
Foundation**

**Data and
Analytics**

**Market-Based
Solutions**

**Applied
Technology**

**Deep Client
Relationships**

Our Current Businesses



Patent Risk Management

RPX acquires patents and offers insurance to its network of operating companies to avoid the cost and risk of litigation

Discovery Management

Inventus provides intelligent document analysis, hosting and managed review to its clients for litigation and investigations

2016 Revenue

\$267.0M

\$69.1M^[1]

2016 Non-GAAP Adjusted EBITDA-NPS

\$89.5M

\$19.3M^[1]

Clients

>300

>1,000

Industries

Technology, Financial Services, eCommerce, Media, Telecom, Automotive

Financial Services, Energy, Healthcare, Retail, Aerospace & Defense, Technology

Geographies

North America, Europe, Asia

North America, Europe

^[1] Inventus pro forma 2016 revenue and non-GAAP adjusted EBITDA reflect a full year contribution from Inventus (acquired in January 2016).

Emerging Leader in Services for Corp. Legal Departments



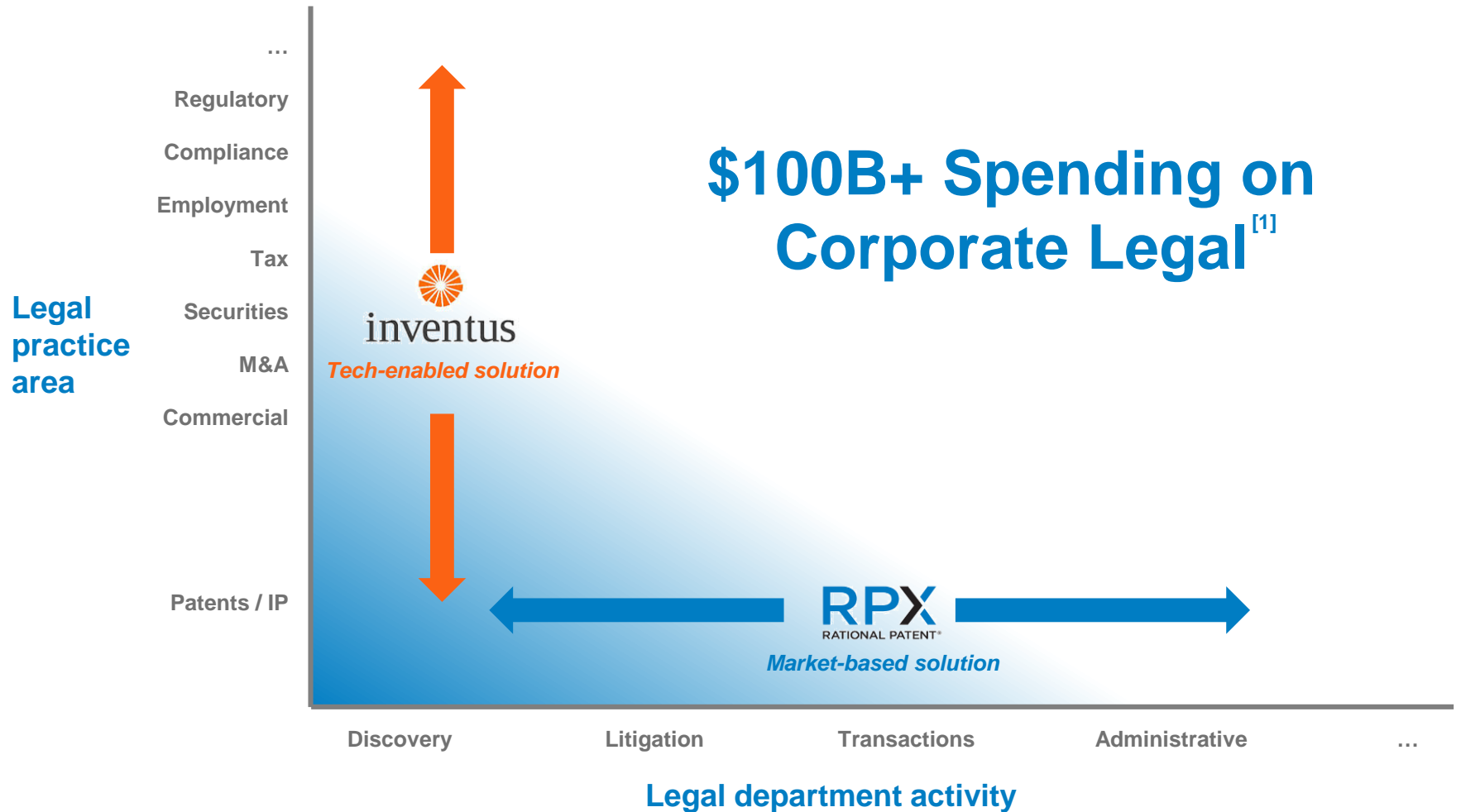
RPX

Trusted strategic partner for 1,250+ clients

Combine technology- and market-based expertise to create new services

~\$20B immediate market within a broader corporate legal market opportunity

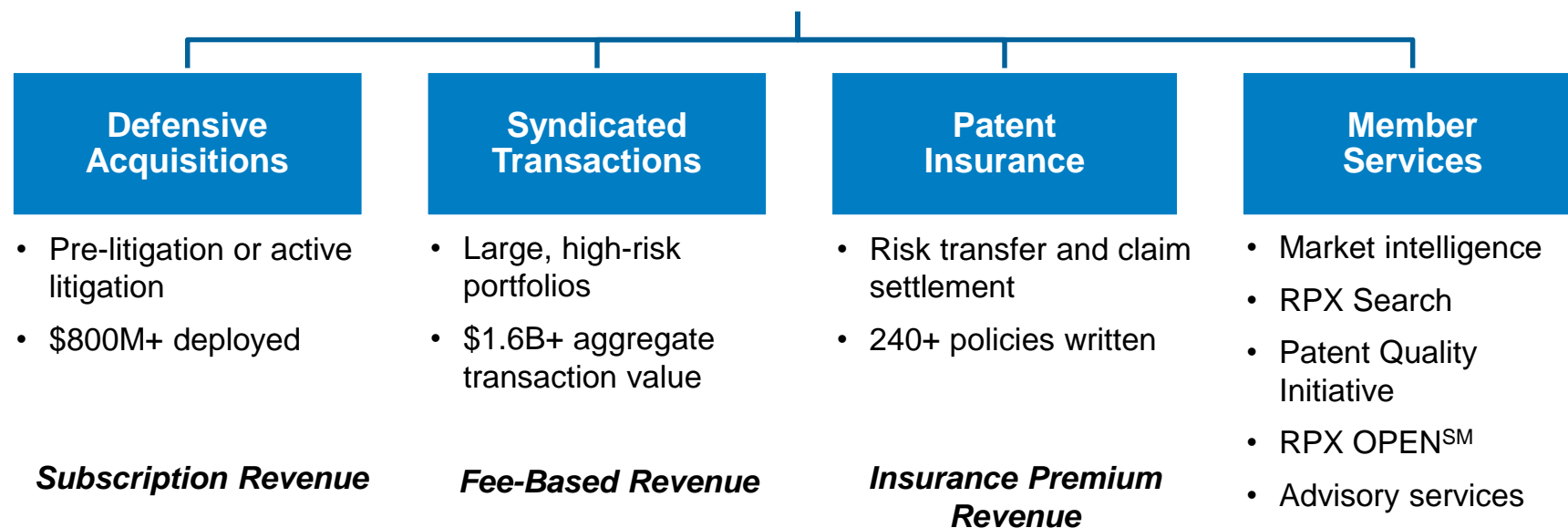
Well Positioned in \$100+ Billion Legal Market



^[1] Source: BTI Consulting Group, 2014. Reflects U.S. legal market, including \$60 billion spending on outside counsel and \$40 billion spending on corporate legal departments.

The RPX Solution

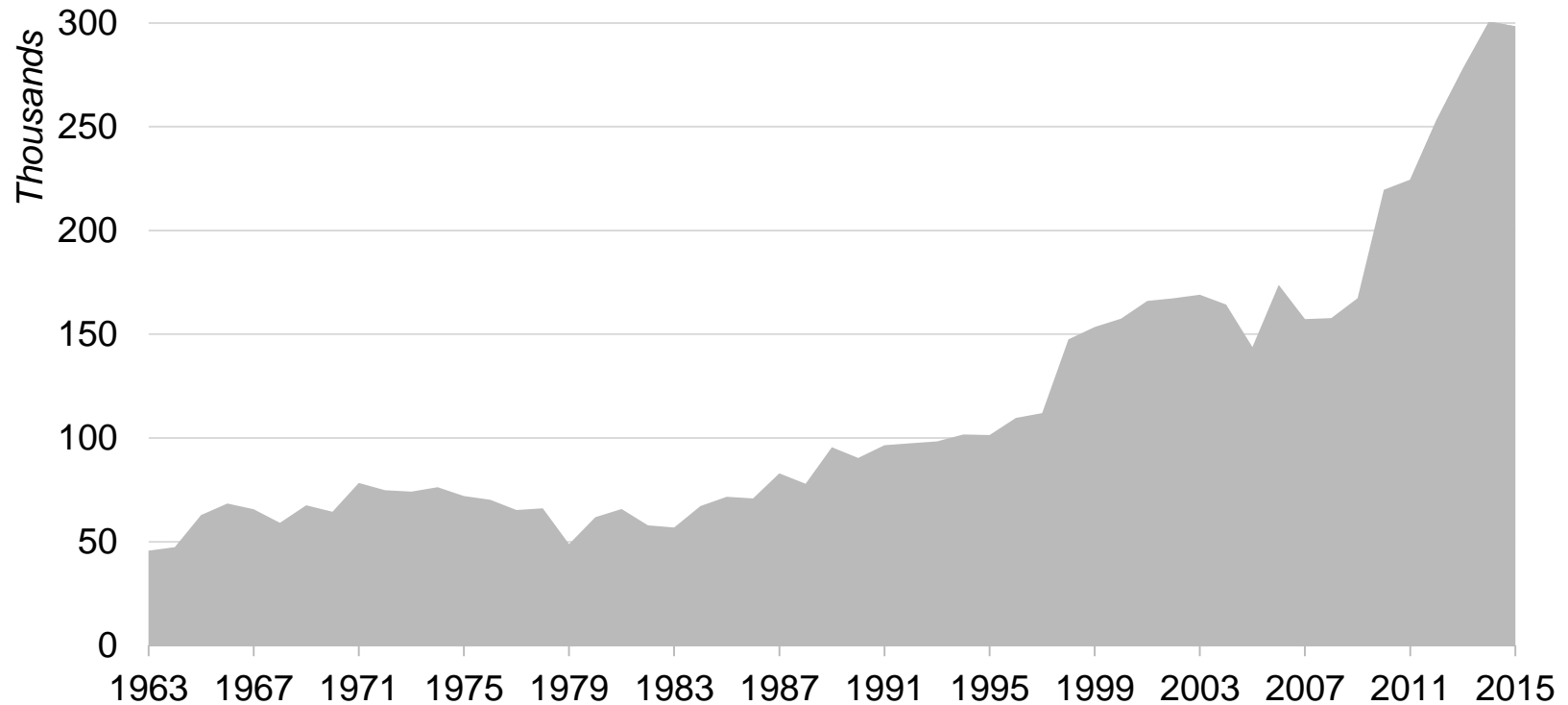
Multiple Services to Mitigate Patent Risk



4,000+ litigations avoided/dismissed
\$3.5B+ in client cost savings

Steady Increase in Patent Issuance

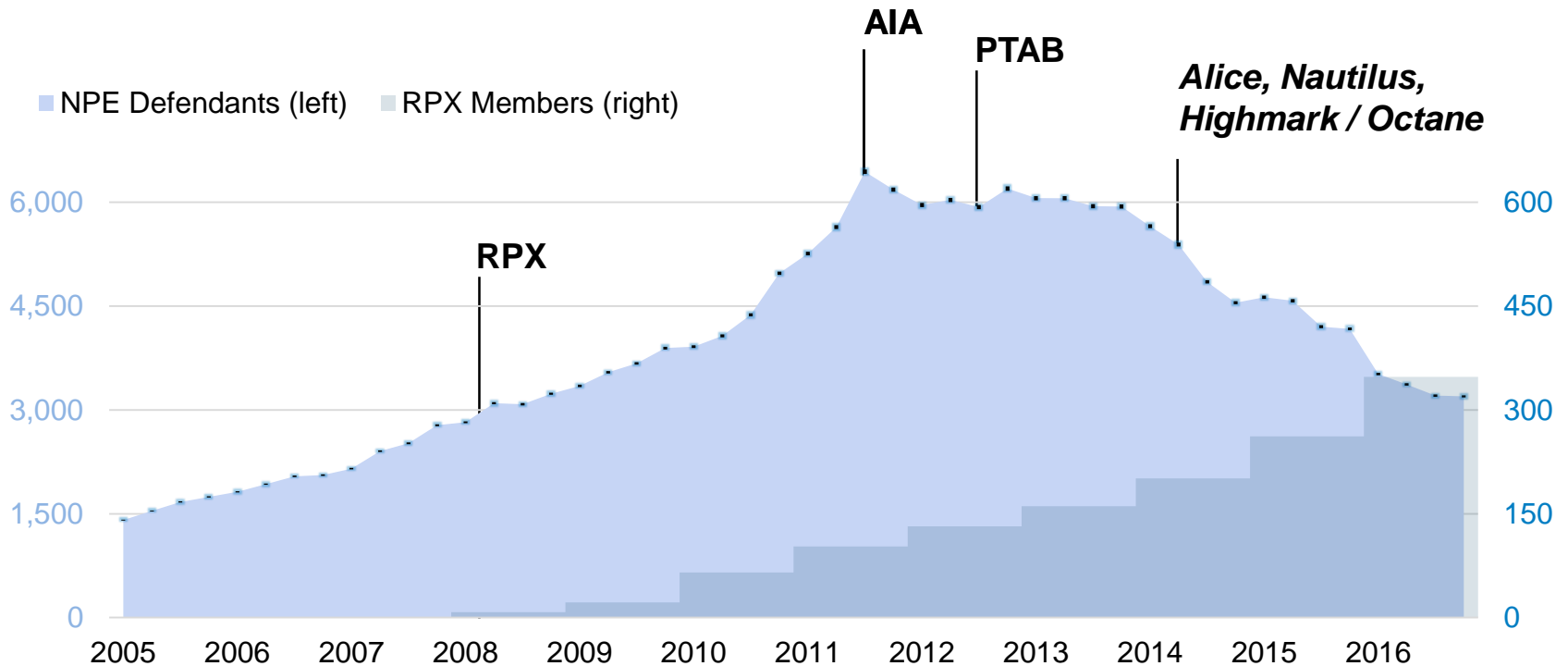
US Utility Patents Issued



Industry Solutions Are Working

Net Growth of RPX Membership vs. Net Growth of NPE Defendants

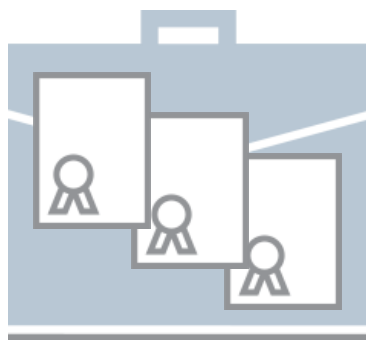
Companies added minus companies departed



Source: PACER; RPX Research. Net growth of NPE defendants taken as defendants added minus defendants terminated within the quarter.

Defensive Acquisitions

NPEs



→
←
Litigation acquisitions


Trusted Market Intermediary

RPX
RATIONAL PATENT®

Patent analysis
Price discovery
Negotiation and structuring

Operating Companies

RPX members and policyholders



↑ ↓
Open market acquisitions

Patent Market



Syndicated Transactions

- ▶ **Clearinghouse for high-cost portfolios**
- ▶ **RPX manages transaction for a fee**
 - Portfolio valuation
 - Deal structuring, negotiation, execution
- ▶ **Syndicate members contribute cash**
- ▶ **30+ syndicated acquisitions to date; \$1.6B+ aggregate transaction value**

Origin of Patents	Micron Technology	Nortel Networks	Kodak
Counterparty	Round Rock Research	Rockstar Consortium	Bankruptcy Auction
Transaction Value	\$100M+	\$900M	\$528M
Patents	4,000+	4,000+	1,000+
Syndicate Members	20+	30+	12

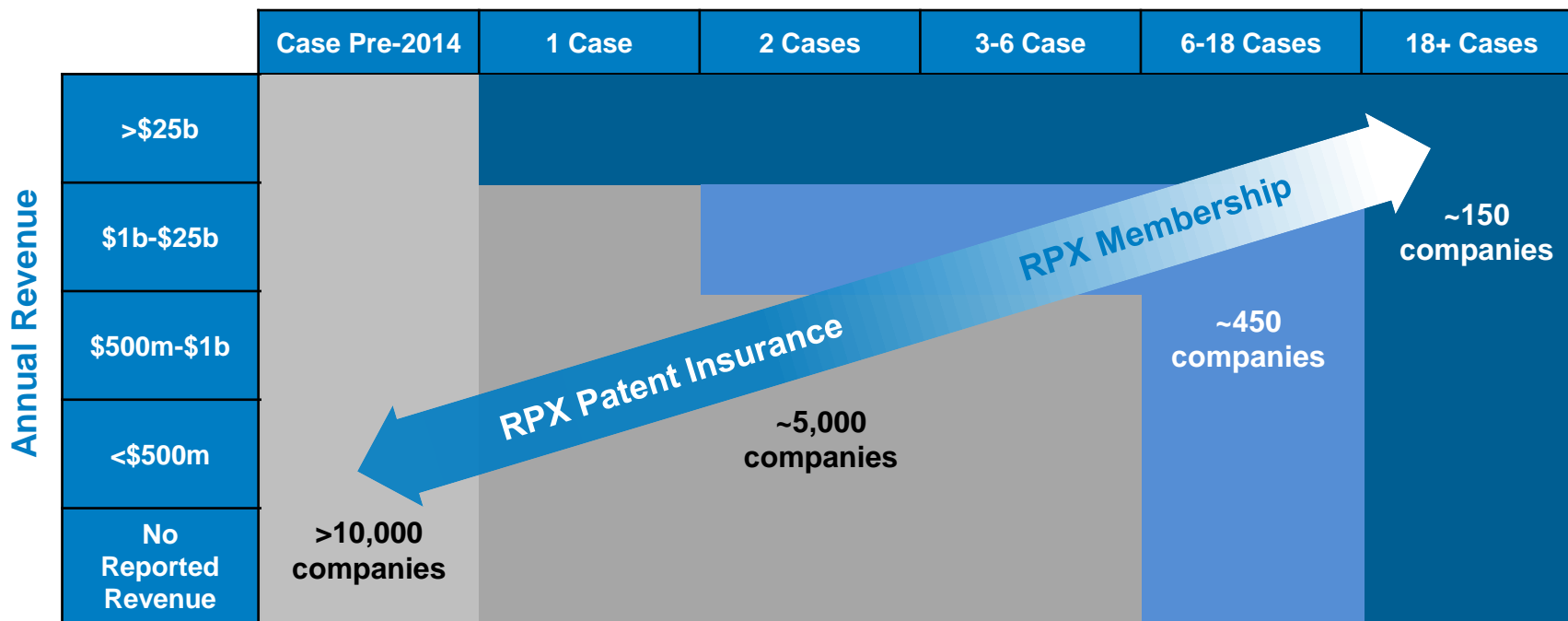
Patent Insurance

- ▶ **Market of 10,000+ companies with irregular/emerging patent risk**
- ▶ **Leverages core RPX service offering**
 - Converts proprietary cost data into actuarial model
 - Acquisition program clears market risk
 - RPX claims support markedly reduces cost of defense
- ▶ **Underwritten by Lloyds / “A” Rating from AM Best**
- ▶ **Building out national broker network**

Patent Insurance

Large Market, Complements Core Membership

NPE Litigations 2014 - 2016

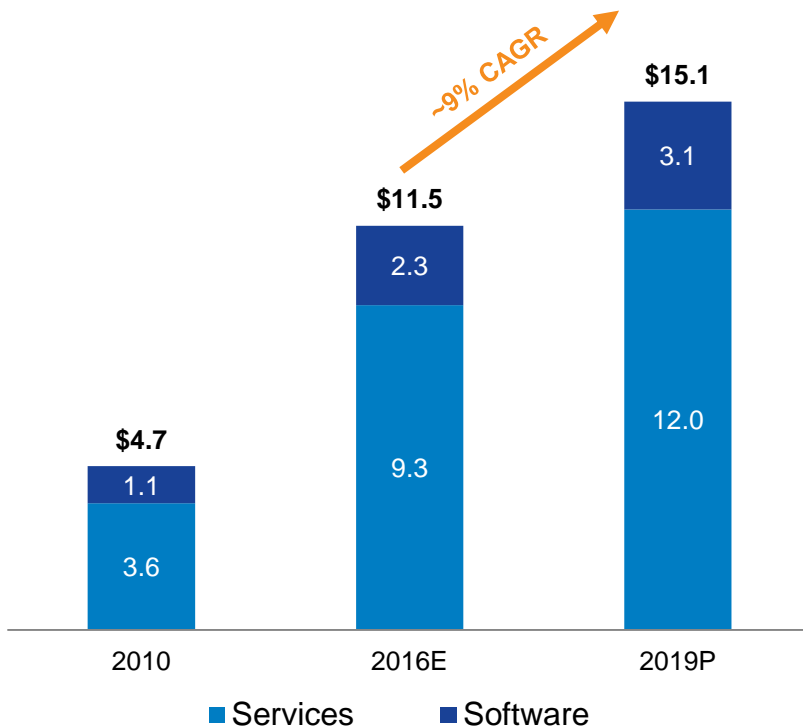


Source: RPX database

The eDiscovery Market

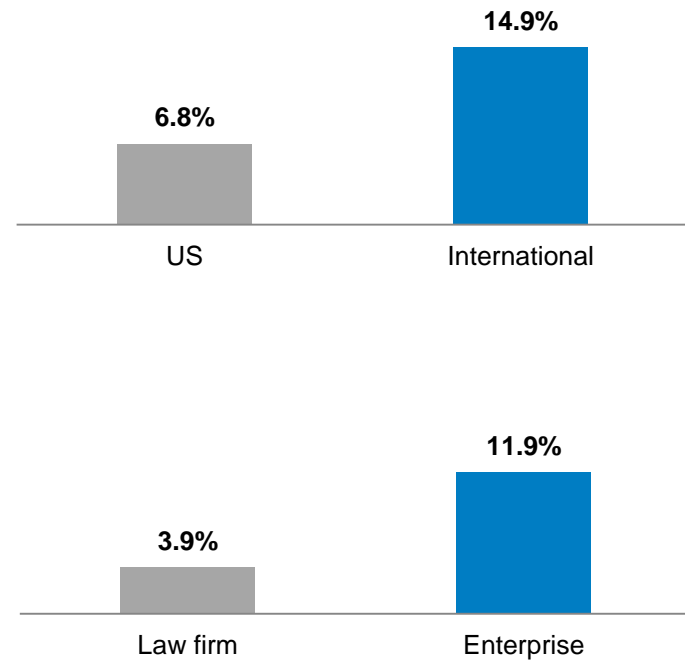
Overall Demand is Growing

eDiscovery Market



International and Enterprise CAGR

CAGR 2016E-2019



Sources: Data volume from IDC "THE DIGITAL UNIVERSE IN 2020: Big Data, Bigger Digital Shadows, and Biggest Growth in the Far East" (December 2012). Market size and growth from IDC "Worldwide eDiscovery Software Forecast 2015-2019" (June 2015) and "Worldwide eDiscovery Services Forecast 2015-2019" (January 2016).

The eDiscovery Process



Hosting/Analysis (Tech-Enabled)

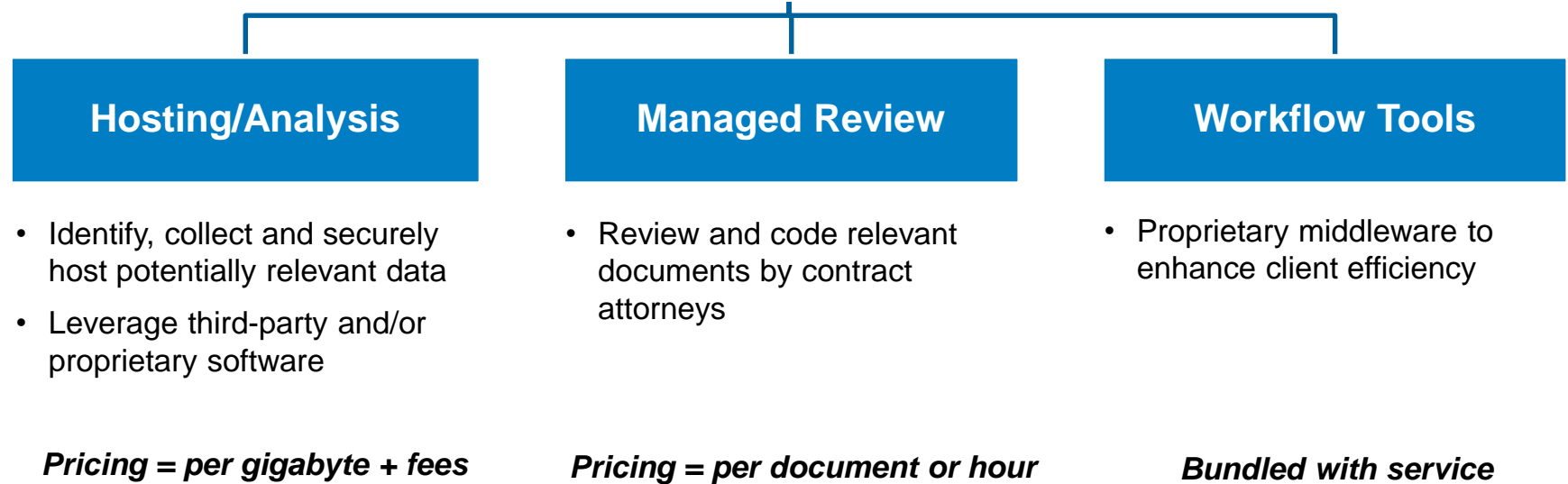
- **Identify** sources of data
- **Collect** data
- **Process** data into suitable formats
- **Cull** data to limit required review
- **Host** data securely
- **Analyze** data

Review (Human Labor)

- **Attorney review** of resulting documents
 - is it privileged?
 - is it relevant to the matter?
 - how should it be coded?
 - does it open new sources of data?
- **Delivery** of documents to requesting party
- **Presentation** at deposition or hearing

The Inventus Offering

Discovery Management Solutions



The Inventus Difference

- ▶ **Corporate legal focus (vs. law firms)**
 - ~2/3 of revenue currently
 - Longer-term relationships across multiple matters
- ▶ **Hosting/analysis focus**
 - Aligned incentives: reduce volume of costly attorney review
- ▶ **International presence**
 - Handle more complex, cross-border matters
- ▶ **Well developed technology platform**
 - Secure, efficient and transparent handling of client data
 - Mix of third-party and proprietary software
- ▶ **Trusted client relationships**

Growth Strategy



Financial Review

Highlights – Q2 2017

- ▶ **Operational focus achieving significant results**
- ▶ **SG&A lower than anticipated; continue to pursue new opportunities**
- ▶ **Introduction of RPX Insight**

- ▶ **Q2 2017 revenue of \$80.4 million vs. \$83.1 million in Q2 2016**
 - Subscription revenue of \$61.6 million
 - Discovery revenue of \$18.8 million
- ▶ **Q2 2017 GAAP net income of \$4.2 million**
 - Non-GAAP net income of \$9.2 million
- ▶ **Q2 2017 adjusted EBITDA-NPS^[1] of \$43.1 million**
- ▶ **Cash, cash equivalents and short-term investments of \$244.5 million at quarter end**

^[1]Adjusted EBITDA-NPS = net income exclusive of provision for income taxes, interest and other income (expense), net, stock-based compensation and related employer payroll taxes, depreciation, and amortization [less net patent spend]. See page 31 for reconciliation.

Current Guidance – Non-GAAP

<i>in millions</i>	FY 2017	Q3 2017
Subscription revenue	\$243 - \$250	
Discovery revenue	\$71 - \$79	
Total subscription & discovery revenue	\$314 - \$329	\$79 - \$82
Fee-related revenue	\$5 - \$10	\$2
Total Revenue	\$319 - \$339	\$81 - \$84
Cost of revenue ^[1]	\$201 - \$204	
SG&A ^[1]	\$68 - \$71	
Operating income ^[1]	\$50 - \$59	\$12 - \$14
Net income ^[1]	\$32 - \$38	\$7 - \$9
Patent risk management adjusted EBITDA ^[1]	\$193 - \$202	
Discovery services adjusted EBITDA ^[1]	\$19 - \$23	
Total adjusted EBITDA ^[1]	\$212 - \$225	\$53 - \$55
Net patent spend (NPS)	\$110 - \$115	
Consolidated adjusted EBITDA less net patent spend ^[1]	\$97 - \$115	
Effective tax rate ^[1]	35%	35%
WA diluted shares	50	50

^[1] Cost of Revenue, SG&A, operating income, net income, Adjusted EBITDA and effective tax rate are non-GAAP metrics.

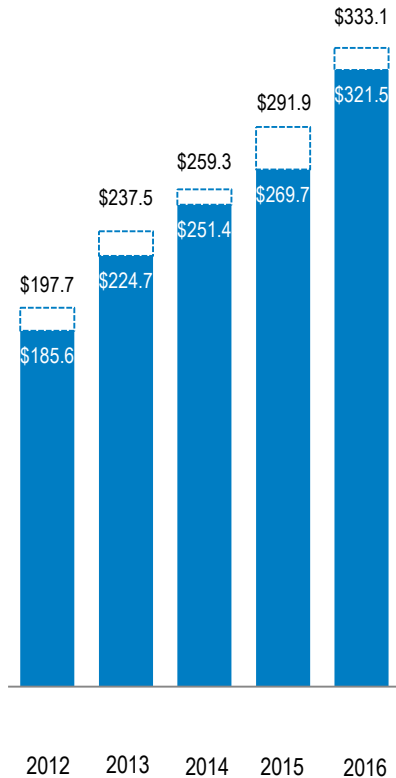
Quarterly Consolidated GAAP Results and Reconciliation of Net Income to Non-GAAP Adjusted EBITDA Less Net Patent Spend

(\$ in millions)

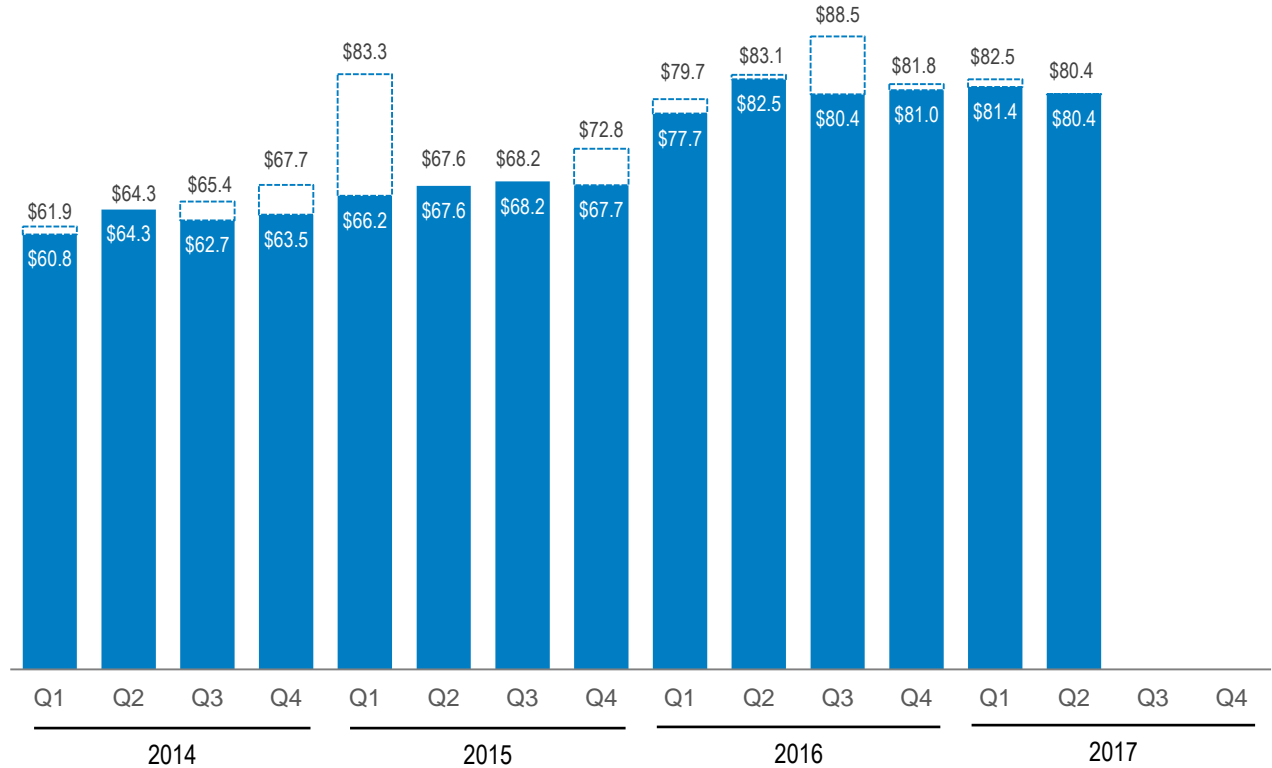
	Q2 2016	Q3 2016	Q4 2016	Q1 2017	Q2 2017
Revenue					
Subscription revenue	\$ 63.2	\$ 62.4	\$ 62.7	\$ 63.4	\$ 61.6
Discovery revenue	19.3	18.0	18.3	18.0	18.8
Total subscription and discovery revenue	82.5	80.4	81.0	81.4	80.4
Fee-related revenue	0.6	8.1	0.8	1.1	-
Total revenue	\$ 83.1	\$ 88.5	\$ 81.8	\$ 82.5	\$ 80.4
Cost of revenue	49.1	50.8	49.7	51.3	51.1
Selling, general, and administrative expenses	25.9	23.6	24.0	21.1	23.1
Operating income	\$ 8.1	\$ 14.0	\$ 8.1	\$ 10.1	\$ 6.2
Interest and other income (expense), net	(1.5)	(1.3)	(2.1)	(0.5)	0.4
Income before taxes	6.6	12.8	6.0	9.6	6.6
Provision for income taxes	2.4	4.7	4.2	3.6	2.4
Net income	\$ 4.2	\$ 8.1	\$ 1.7	\$ 6.0	\$ 4.2
Net income	\$ 4.2	\$ 8.1	\$ 1.7	\$ 6.0	\$ 4.2
Provision for income taxes	2.4	4.7	4.2	3.6	2.4
Interest and other (income) expense, net	1.5	1.3	2.1	0.5	(0.4)
Depreciation and amortization	41.0	43.7	42.3	42.9	42.9
Stock-based compensation (including payroll taxes)	5.0	4.3	4.2	2.9	4.5
Non-GAAP Adjusted EBITDA	54.1	62.1	54.6	55.9	53.6
NPS	20.9	34.8	45.5	31.1	10.5
Non-GAAP Adjusted EBITDA - NPS	\$ 33.3	\$ 27.3	\$ 9.1	\$ 24.8	\$ 43.1

Revenue

Annual
(\$ in millions)



Quarterly
(\$ in millions)



Subscription and discovery services revenue^[1]

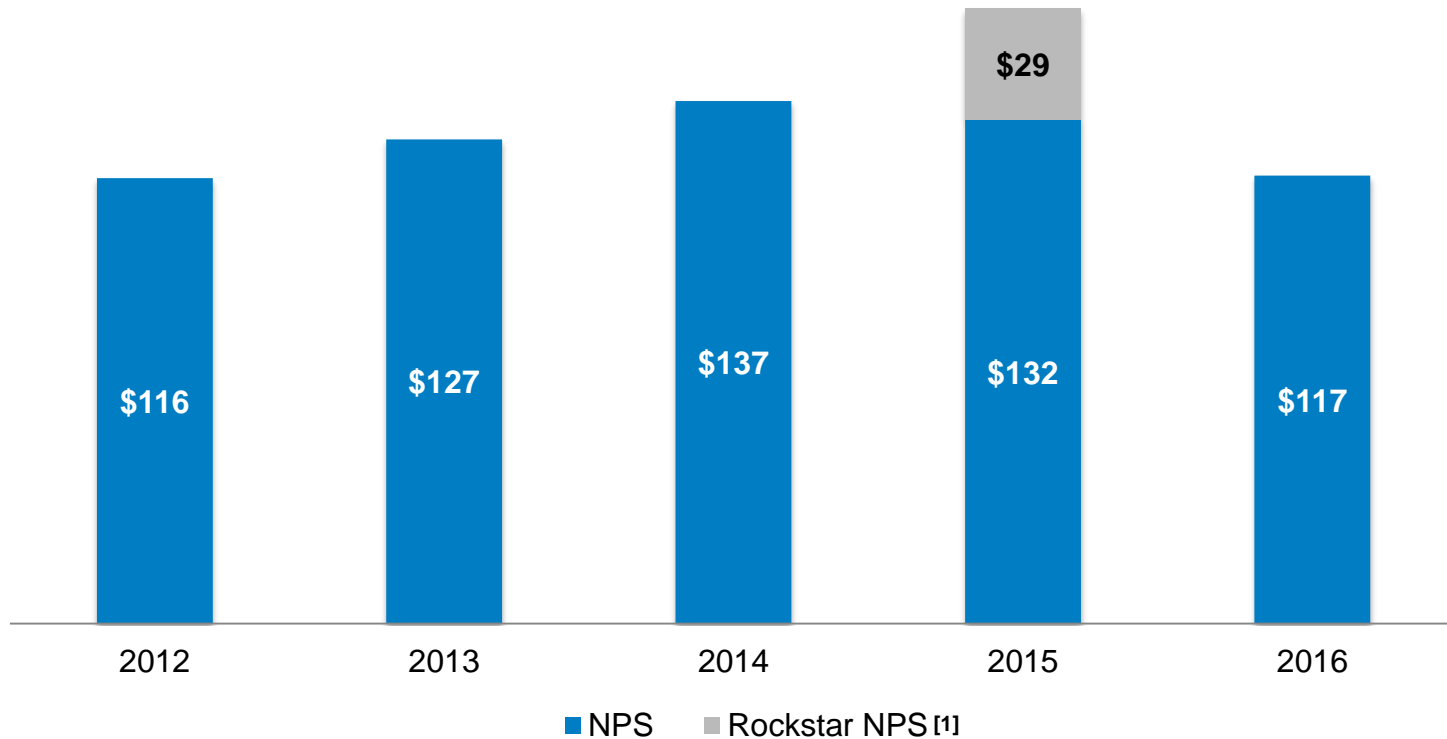


Fee-related revenue

^[1] Inventus acquisition closed on January 22, 2016, at which point we began recognizing revenue from discovery services. Revenue for Q1 2016 reflects a partial quarter contribution.

Net Patent Spend (NPS)

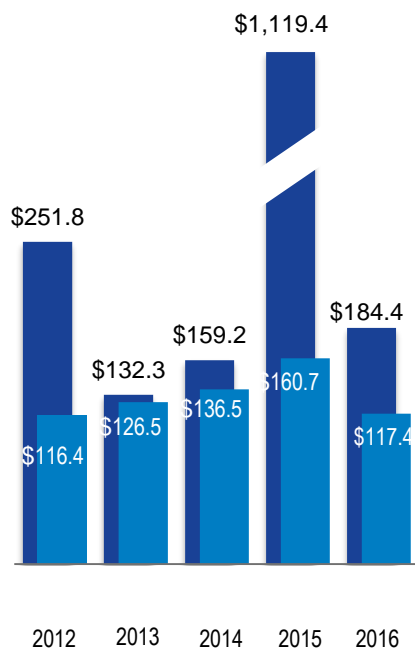
(\$ in millions)



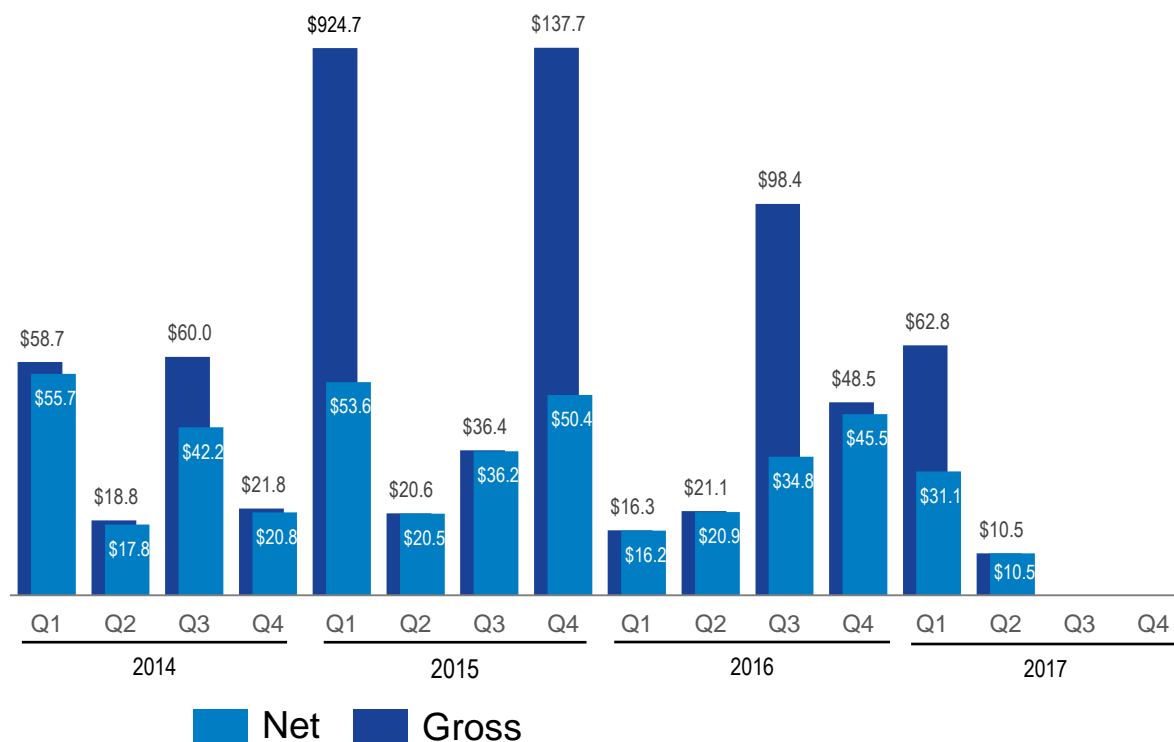
[1] 2014 excludes a \$25 million deposit made in December 2014 for acquisition of the Rockstar patent assets, which were acquired for a net purchase price of \$29 million and closed in January 2015.

Gross and Net Patent Spend^[1]

Annual
(\$ in millions)



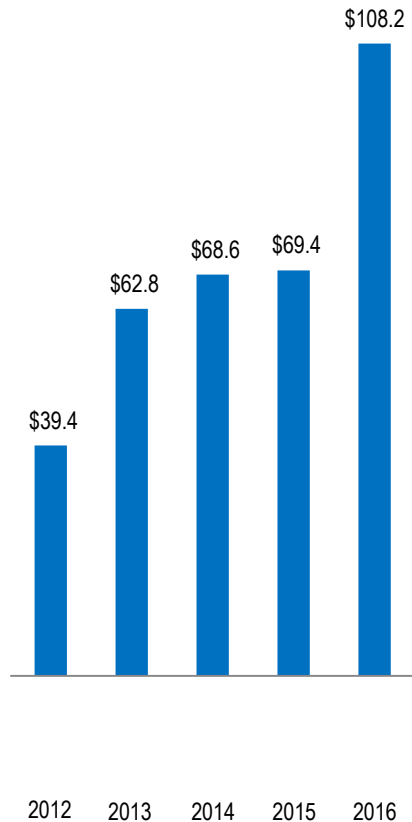
Quarterly
(\$ in millions)



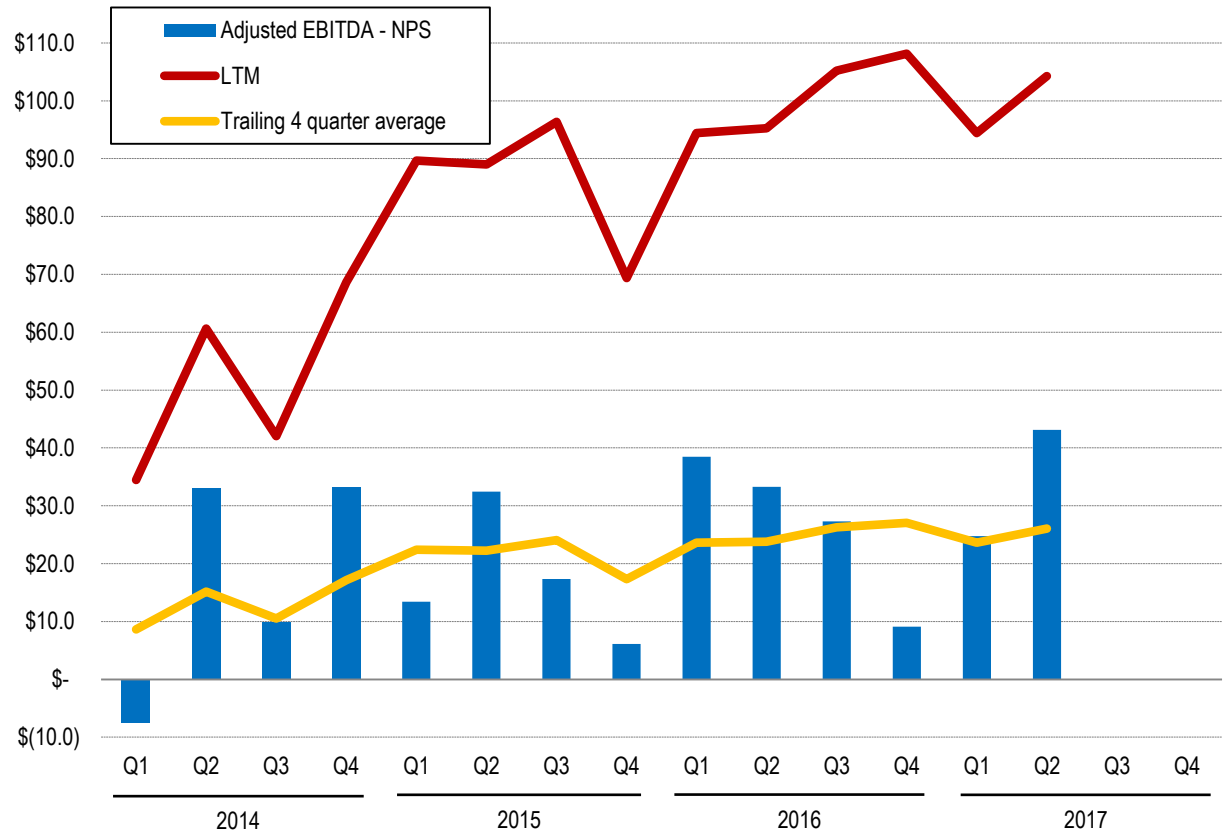
^[1] 2014 excludes a \$25 million deposit made in December 2014 for acquisition of the Rockstar patent assets, which were acquired for a net purchase price of \$29 million and closed in January 2015.

Adjusted EBITDA – NPS^[1,2,3]

Annual (\$ in millions)



Quarterly (\$ in millions)



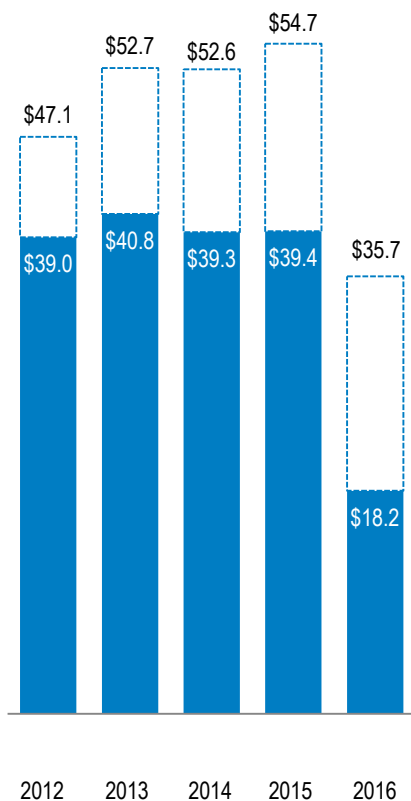
^[1] Adjusted EBITDA less Net Patent Spend (NPS) is a non-GAAP metric. Refer to page 31 for reconciliation.

^[2] 2014 excludes a \$25 million deposit made in December 2014 for acquisition of the Rockstar patent assets, which were acquired for a net purchase price of \$29 million and closed in January 2015.

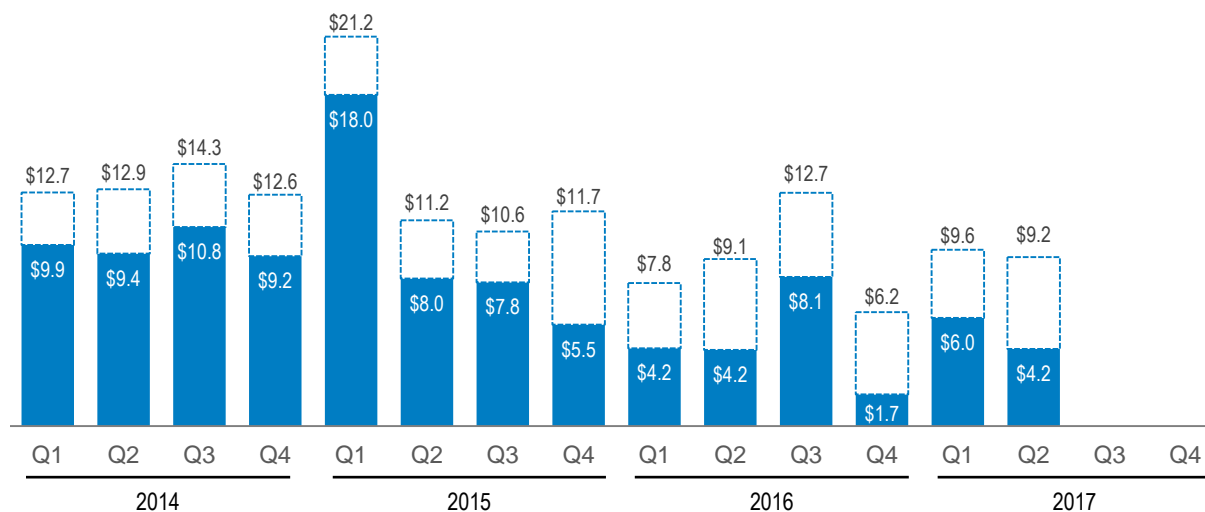
^[3] Inventus acquisition closed on January 22, 2016; Adjusted EBITDA less NPS for Q1 2016 reflects a partial quarter contribution.

Net Income – GAAP and Non-GAAP^[1]

Annual
(\$ in millions)



Quarterly
(\$ in millions)

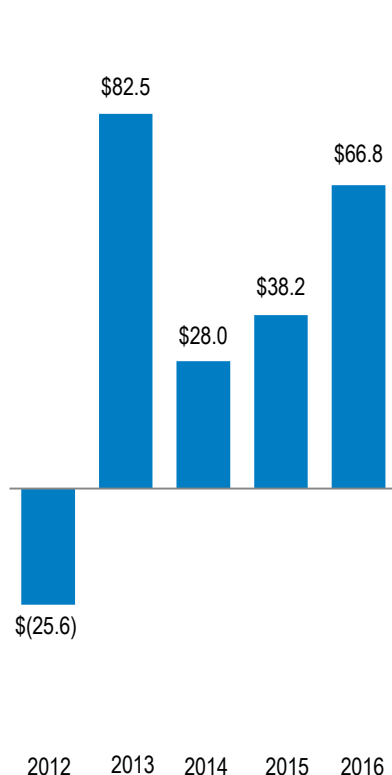


^[1] Inventus acquisition closed on January 22, 2016; Net Income for Q1 2016 reflects a partial quarter contribution.

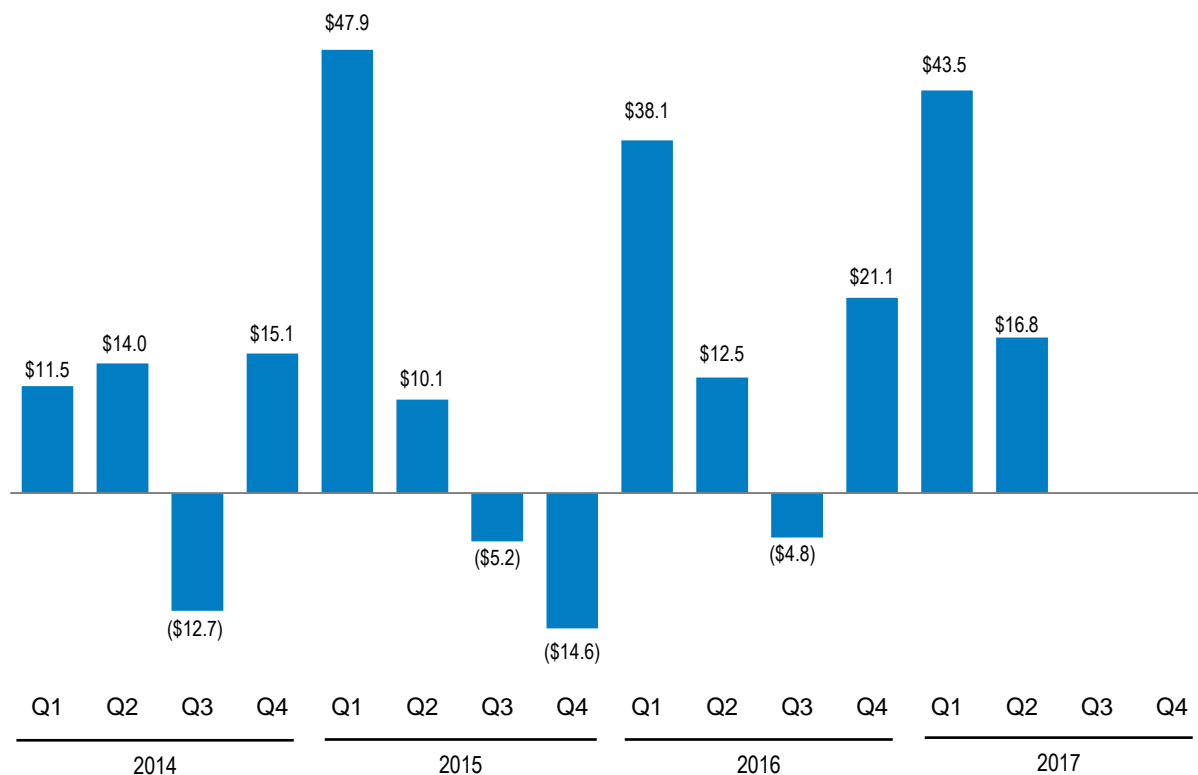
^[2] Net Income is a non-GAAP metric. Refer to pages 30 -31 for reconciliations.

Free Cash Flow^[1,2]

Annual (\$ in millions)



Quarterly (\$ in millions)

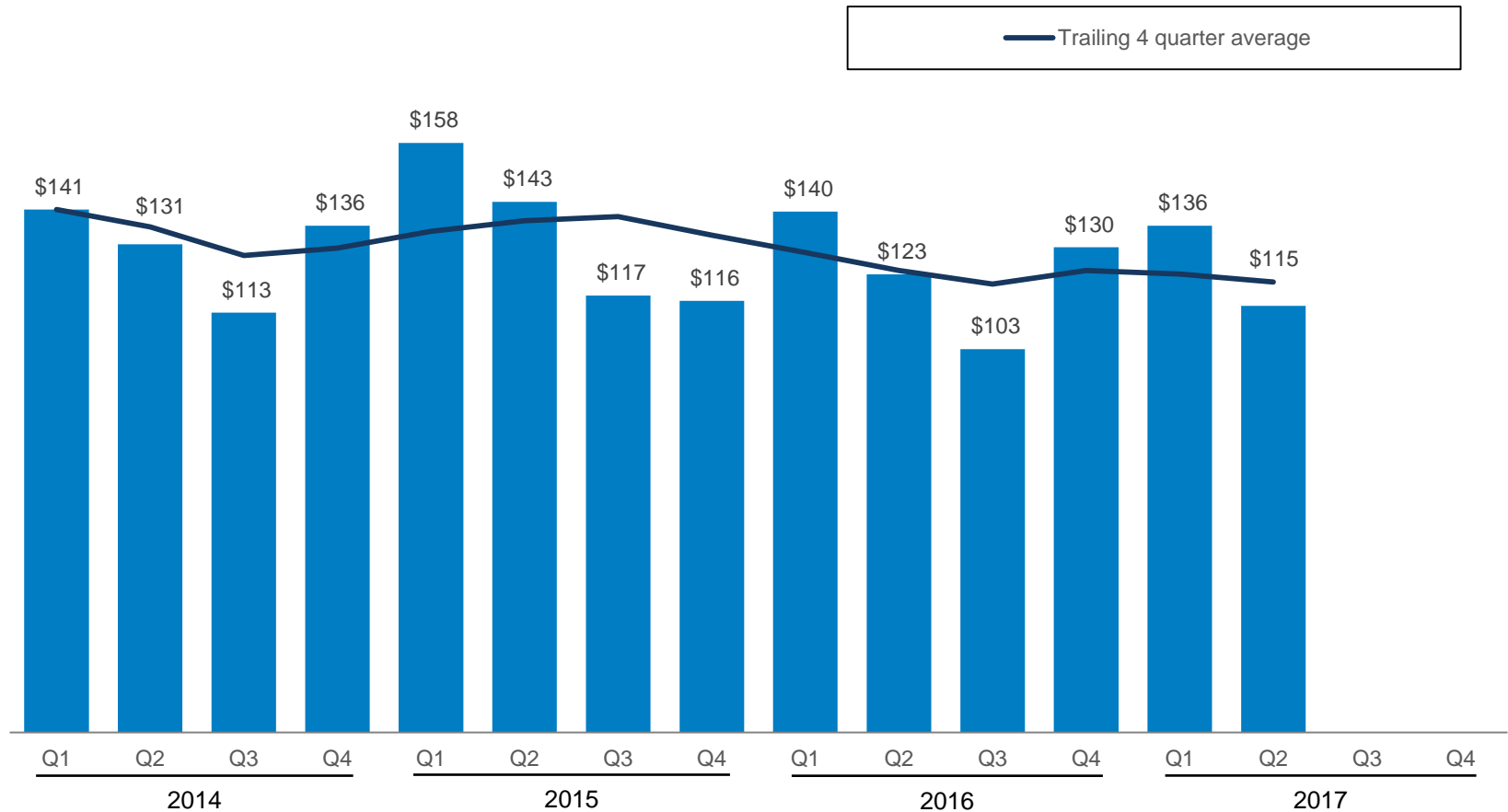


^[1] Free cash flow is defined as operating cash flow minus capital expenditures (i.e. purchases of intangible assets, property and equipment, patent assets and patent assets acquired in a business combination). 2014 excludes a \$25 million deposit made in December 2014 for acquisition of the Rockstar patent assets, which were acquired for a net purchase price of \$29 million and closed in January 2015.

^[2] Inventus acquisition closed on January 22, 2016; Free Cash Flow for Q1 2016 reflects a partial quarter contribution.

Deferred Revenue

(\$ in millions)



GAAP to Non-GAAP Reconciliation

(\$ in millions, except per share data)

	Q2 2017	Q2 2016
Net income	\$ 4.2	\$ 4.2
Stock-based compensation ^[1]	4.5	5.0
Amortization of acquired intangible assets ^[2]	2.3	2.6
Gain on extinguishment of deferred payment obligations ^[3]	-	(0.5)
Realized loss on exchange of short-term investments ^[3]	-	0.2
Income tax adjustments ^[4]	(1.8)	(2.4)
Non-GAAP net income	<u>\$ 9.2</u>	<u>\$ 9.1</u>
Non-GAAP net income per share:		
Basic	<u>\$ 0.19</u>	<u>\$ 0.18</u>
Diluted	<u>\$ 0.18</u>	<u>\$ 0.18</u>
Weighted-average shares:		
Basic	<u>49.1</u>	<u>51.0</u>
Diluted	<u>50.1</u>	<u>51.6</u>

	Q2 2017	Q2 2016
Cost of revenue	\$ 51.1	\$ 49.1
Stock-based compensation ^[1]	(0.1)	-
Amortization of acquired intangible assets ^[2]	(0.5)	(0.6)
Non-GAAP cost of revenue	<u>\$ 50.5</u>	<u>\$ 48.5</u>

	Q2 2017	Q2 2016
Selling, general and administrative expenses	\$ 23.1	\$ 25.9
Stock-based compensation ^[1]	(4.4)	(5.0)
Amortization of acquired intangible assets ^[2]	(1.8)	(2.0)
Non-GAAP selling, general and administrative expenses	<u>\$ 17.0</u>	<u>\$ 18.9</u>

	Q2 2017	Q2 2016
Interest and other income (expense), net	\$ 0.4	\$ (1.5)
Gain on extinguishment of deferred payment obligations ^[3]	-	(0.5)
Realized loss on exchange of short-term investments ^[3]	-	0.2
Non-GAAP interest and other income (expense), net	<u>\$ 0.4</u>	<u>\$ (1.8)</u>

^[1] RPX excludes stock-based compensation and related employer payroll taxes from its non-GAAP financial measures.

^[2] RPX excludes amortization expense related to intangible assets (other than patents) acquired in conjunction with the acquisition of businesses from its non-GAAP financial measures.

^[3] RPX excludes gains on extinguishments of deferred payment obligations and realized losses on exchanges of short-term investments from its non-GAAP financial measures.

^[4] Amount reflects income taxes associated with the above noted non-GAAP exclusions.

Reconciliation of Net Income to Non-GAAP Adjusted EBITDA Less Net Patent Spend

(\$ in millions)

	Q2 2016			Q2 2017		
	Patent Risk Management	Discovery Services	Consolidated	Patent Risk Management	Discovery Services	Consolidated
Net income	\$ 2.7	\$ 1.5	\$ 4.2	\$ 1.9	\$ 2.3	\$ 4.2
Provision for income taxes	2.1	0.3	2.4	1.5	0.9	2.4
Interest and other (income) expense, net	0.3	1.2	1.5	0.6	(1.0)	(0.4)
Depreciation and amortization	39.3	1.7	41.0	40.5	2.4	42.9
Stock-based compensation	4.9	0.1	5.0	4.1	0.4	4.5
Non-GAAP Adjusted EBITDA	49.3	4.9	54.1	48.6	5.0	53.6
Net patent spend (NPS)	(20.9)	-	(20.9)	(10.5)	-	(10.5)
Non-GAAP Adjusted EBITDA - NPS	\$ 28.4	\$ 4.9	\$ 33.3	\$ 38.1	\$ 5.0	\$ 43.1