



**2Q'11 Financial Results and  
Agreement to Purchase Network Solutions  
August 3, 2011**

## Safe Harbor Statement

This press release includes certain "forward-looking statements" including, without limitation, statements regarding the anticipated positive impact of acquiring Network Solutions, expected growth from our investment in marketing initiatives, cost synergies resulting from our recent combination with Register.com, expected benefits to merchants and other customers, market opportunities, and expected customer base, that are subject to risks, uncertainties and other factors that could cause actual results or outcomes to differ materially from those contemplated by the forward-looking statements. These forward-looking statements include, but are not limited to, plans, objectives, expectations and intentions and other statements contained in this presentation that are not historical facts. These statements are sometimes identified by words such as "believe," "potential," "will," "expect," "opportunities," or words of similar meaning. As a result of the ultimate outcome of such risks and uncertainties, Web.com's actual results could differ materially from those anticipated in these forward-looking statements. These statements are based on Web.com's current beliefs or expectations, and there are a number of important factors that could cause the actual results or outcomes to differ materially from those indicated by these forward-looking statements, including, without limitation, whether the acquisition of Network Solutions is approved by Web.com's stockholders and, assuming such approval, is consummated, Web.com's ability to integrate the Network Solutions business if the acquisition is consummated, Web.com's ability to further integrate the Web.com and Register.com businesses, disruption created by the Network Solutions acquisition and from integration efforts making it more difficult to maintain relationships with customers, employees or suppliers; risks related to the successful offering of the combined company's products and services; the risk that the anticipated benefits of the acquisition may not be realized; and other risks that may impact Web.com's and Register.com's businesses. Other risk factors are set forth under the caption, "Risk Factors," in Web.com's Annual Report on Form 10-Q for the quarter ended March 31, 2011, as filed with the Securities and Exchange Commission, which is available on a website maintained by the Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov). Web.com expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein as a result of new information, future events or otherwise.

## Non-GAAP measures

Some of the measures in this presentation are non-GAAP financial measures within the meaning of the SEC Regulation G. Web.com believes presenting non-GAAP financial measures is useful to investors, because it describes the operating performance of the company, excluding some recurring charges that are included in the most directly comparable measures calculated and presented in accordance with GAAP. Company management uses these non-GAAP measures as important indicators of the Company's past performance and in planning and forecasting performance in future periods. The non-GAAP financial information Web.com presents may not be comparable to similarly-titled financial measures used by other companies, and investors should not consider non-GAAP financial measures in isolation from, or in substitution for, financial information presented in compliance with GAAP. You are encouraged to review the reconciliation of non-GAAP financial measures to GAAP financial measures included in Web.com's filings with the Securities and Exchange Commission, which are available at [www.sec.gov](http://www.sec.gov) as well as in this presentation.

## 2Q'11 Financial Highlights

|  |          |
|--|----------|
| § Non-GAAP Revenues                        | \$46.2MM |
| § <i>2Q guidance was \$45-\$46 million</i> |          |
| § ARPU                                     | \$16.24  |
| § <i>Increased from \$15.64 in 1Q'11</i>   |          |
| § Adjusted EBITDA                          | \$10.0MM |
| § <i>Adjusted EBITDA margin of 22%</i>     |          |
| § Non-GAAP EPS                             | \$0.26   |
| § <i>2Q guidance was \$0.22 - \$0.24</i>   |          |
| § Non-GAAP Cash Flow<br>from Operations    | \$6.0MM  |
| § Customer Churn                           | 1.7%     |
| § <i>Improved from 1.8% in 1Q'11</i>       |          |

## 2Q Business Highlights

- § Sold 4,000 custom Facebook profiles
- § Introduced our Mobile product
- § Increased DRTV advertising, continue to see better than expected cost of acquisition
- § Increased resources to “Feet on the Street”; new market opens 3Q
- § Continue to see good initial results for DIY web services and domain name marketing tests



**The Leading Company Serving the  
\$19 Billion Market for SMB Online  
Marketing Solutions**

# Transaction Overview

- § Consideration will consist of a combination of cash and stock
  - § Network Solutions shareholders will receive 18 million shares and \$405 million in cash
  - § Approximately \$204 million in Network Solutions net debt will be paid off at close
- § Enterprise Value of \$756 million
- § Web.com has secured committed financing from a consortium of banks to fund the cash consideration as well as the refinancing of the two companies' current debt outstanding
  - § \$800 million in total financing commitments
- § Transaction is expected to close in Q4

(\$ in Millions, except per share data)

## Deal Summary

|                                   |                           |
|-----------------------------------|---------------------------|
| Cash Consideration                | \$405                     |
| <i>Shares Issued</i>              | <i>18.0</i>               |
| <i>Current Share Price</i>        | <i>\$8.14<sup>1</sup></i> |
| Stock Consideration               | \$147                     |
| <b>Total Equity Consideration</b> | <b>\$552</b>              |
| Net Debt                          | 204                       |
| <b>Enterprise Value</b>           | <b>\$756</b>              |

## Financing Summary

|                   |              | EBITDA Multiple <sup>2</sup> |
|-------------------|--------------|------------------------------|
| Revolver (\$50)   | \$0          |                              |
| Term Loan B       | 600          | 4.0x                         |
| Second Lien Debt  | 150          | 1.0x                         |
| <b>Total Debt</b> | <b>\$750</b> | <b>5.0x</b>                  |
| <b>Equity</b>     | <b>\$147</b> | <b>N/A</b>                   |

<sup>1</sup> Based on stock price as of 8/2/2011

<sup>2</sup> Based on 2011 Pro Forma Adjusted EBITDA with add-backs for the changes in deferred revenue and expenses

# Web.com / Network Solutions Combination

The combined company will leverage its leadership across product, channel and sales to capitalize on the large SMB opportunity



~3 million Customers

~9 million Domains

\$450+ million 2011E Non-GAAP Revenue

\$120+ million 2011E Adj. EBITDA (27% margin)

\$105+ million 2011E uFCF <sup>1</sup>



## Targeting SMBs

- § Best opportunity to up-sell value added web and eCommerce services when an SMB registers a domain name
- § As an SMB grows, it requires a greater level of value added services (e.g., eCommerce, payment)

## Solutions at Every Price Point

- § Monthly ARPU up to \$200+
- § Multi-channel marketing: brand, online, and partners
- § Multi-channel selling: outbound / inbound telesales, chat, and dynamic online storefronts

## Attractive Combined Financial Profile

- § Accelerating top line growth and improved margins
- § Transforms overall scale
- § Strong pro forma free cash flow generation
- § Rapid debt paydown
- § Attractive tax characteristics further supports cash flow conversion and rapid debt paydown – ~\$180 million of NOLs and over \$50 million in annual tax deductible goodwill/intangibles amortization

<sup>1</sup> Unlevered Free Cash Flow ("uFCF"): Defined as operating income plus depreciation and amortization, stock based compensation expense and change in deferred revenue and expenses less capex and cash taxes

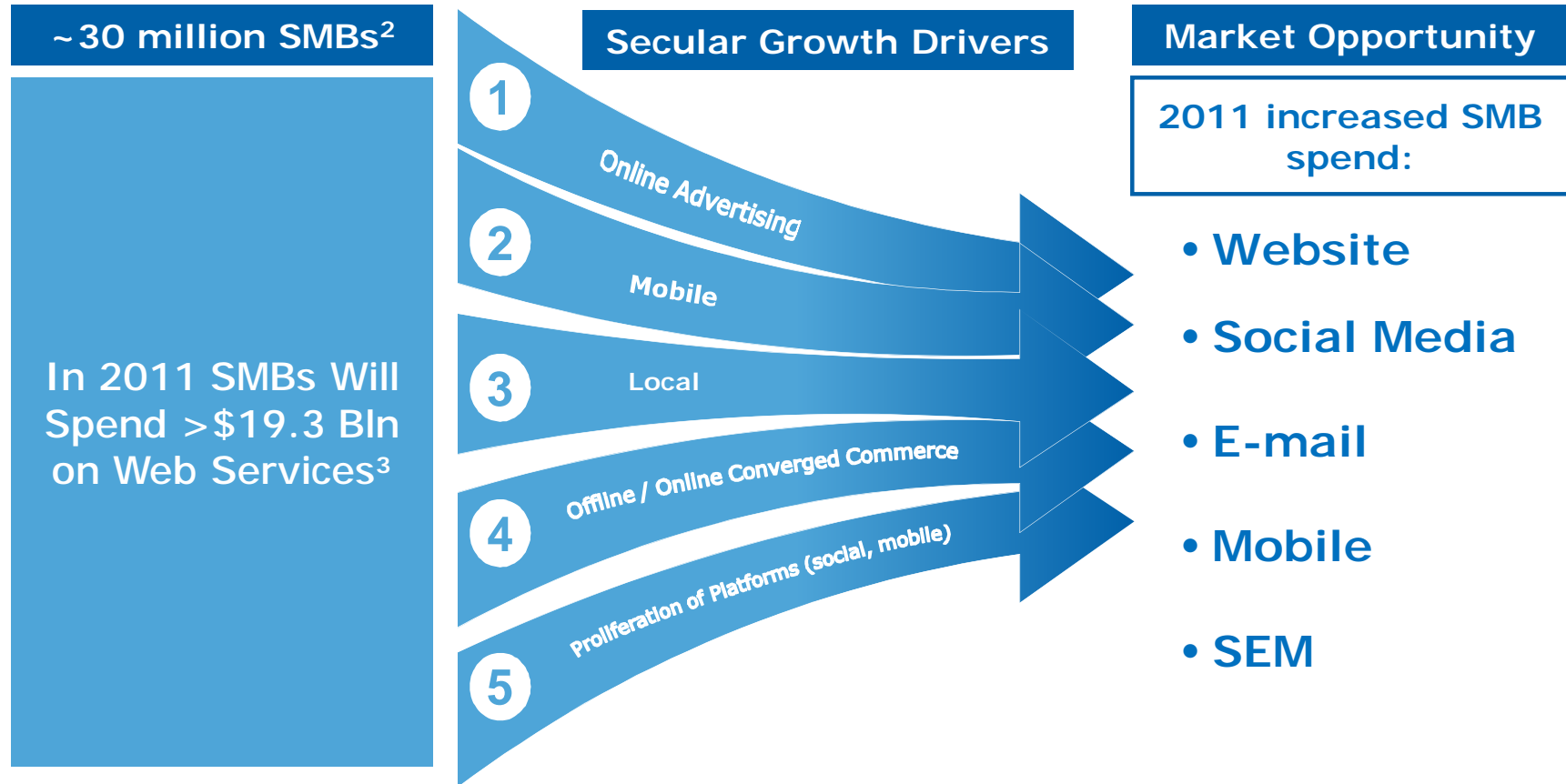


# Acquisition Overview and Rationale

- 1** Mass Adoption by SMBs
- 2** Combined Company Creates Scale and Market Leadership
- 3** End-to-End Solution Set Combined with Powerful Brand Leads to Enhance Growth Opportunities
- 4** Multiple Sources of Synergies
- 5** Clear Path to Accelerating EBITDA and FCF Growth

# Mass Adoption by SMBs

>6 Million new SMBs created annually means significant opportunity to win new customers at inception<sup>1</sup>



**We are at the Beginning of Mass Adoption by SMBs**





<sup>1</sup> Source: The Kauffman Index of Entrepreneurial Activity

<sup>2</sup> Source: U.S. Census Bureau

<sup>3</sup> Of those offered by Web.com; Source: Borrell Associates, March 2011

# Combined Company Creates Scale and Market Leadership

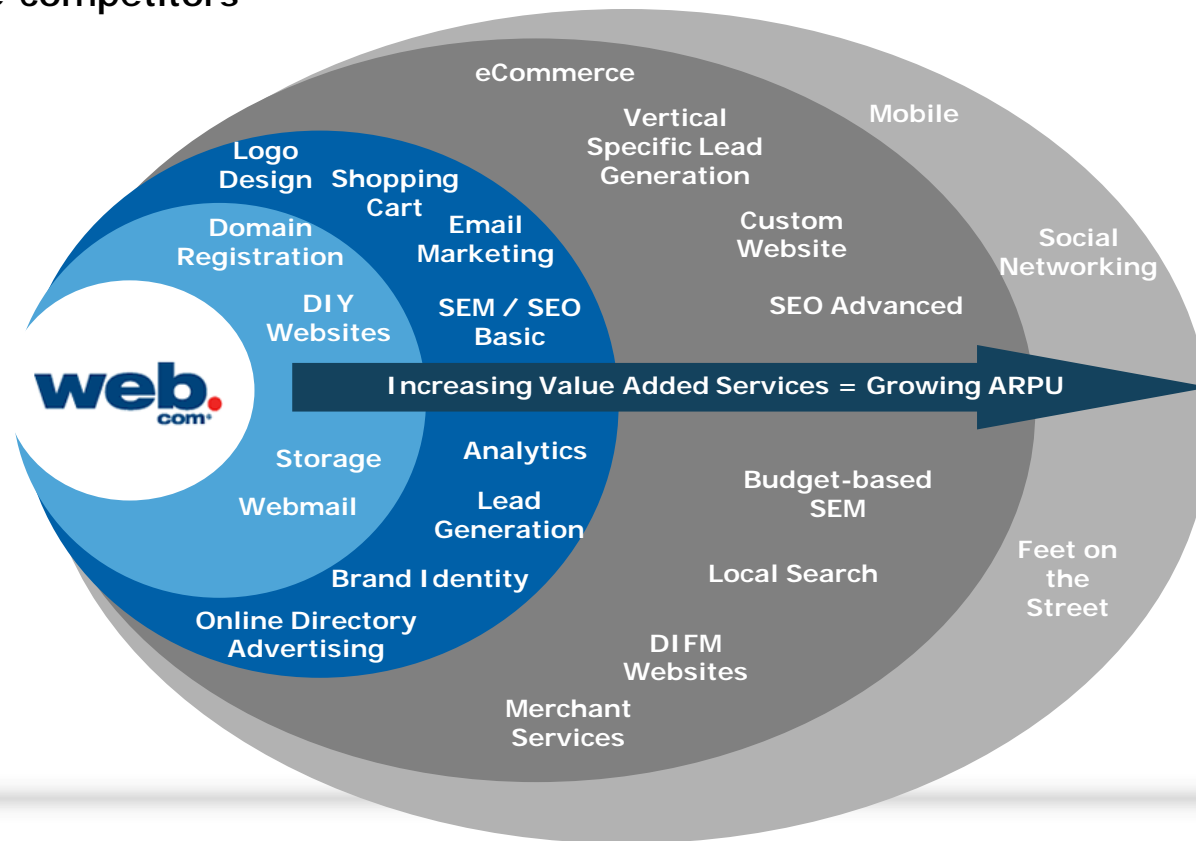
## Pro Forma Company Overview

|                                      |  |  | <br> |
|--------------------------------------|--|---|--|
| <b>Customer Base</b>                 | 926K   | 2.0MM   | 2.9MM  |
| <b>Domain Registrations</b>          | 2+MM   | 7+MM  | 9+MM   |
| <b>Employees</b>                     | 1,150  | 750   | 1,900  |
| <b>LTM 6/30/11 Non-GAAP Revenues</b> | \$182MM  | \$266MM   | \$448MM  |
| <b>LTM 6/30/11 Adj. EBITDA</b>       | \$36MM   | \$82MM  | \$118MM  |
| <i>Pro Forma Adjusted EBITDA</i>     |  |   | <i>\$142MM<sup>1</sup></i>   |
| <i>Adj. EBITDA Margin</i>            | 20%  | 31%   | 32%  |

<sup>1</sup> Pro forma for \$19 million of first full year Network Solutions / Web.com synergies and \$5 million in Register.com / Web.com achieved, yet unrealized synergies

# End-to-End Solution Set Combined with Powerful Brand Lead to Enhanced Growth Opportunities

- § Unpredictable changes in technology and consumer behavior drive changing SMB needs, putting a premium on experience and agility
- § Experience and in-depth understanding of SMBs create effective edge against prospective competitors



# Multiple Sources of Synergies

## Cost Synergies

- § Estimated \$19 million in year-one pre-tax cost savings
- § \$30 million run rate synergies that expect to be achieved by the end of 2013

## Revenue Synergies

- § Opportunity to cross-sell Web.com's best-in-class suite of solutions to Network Solutions' 2 million customers
- § Provides additional products and services from Network Solutions to Web.com's nearly 1 million subscribers
- § Potential to drive low teens revenue growth over the next 3 to 4 years

## Brand / Marketing Synergies

- § Creates a leading national brand dedicated to the SMB community
- § Increased marketing spend to drive subscriber acquisition and branding initiative

# Clear Path to Accelerating EBITDA and FCF Growth

The Combination Provides the Scale and Synergies to Continue Accelerating Our Growth

(\$ in Millions)

|                 | Web.com<br>Standalone | Pro Forma Company |               |               | '11 - '12<br>Growth   |
|-----------------|-----------------------|-------------------|---------------|---------------|-----------------------|
|                 | LTM                   | LTM               | 2011          | 2012          |                       |
| Adjusted EBITDA | \$36                  | \$118             | \$120+        | \$140+        | High-teens            |
| Unlevered FCF   | \$27                  | \$103             | \$105 - \$110 | \$125 - \$130 | High-teens to Low-20% |



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# Web.com GAAP to Non-GAAP Reconciliation

| GAAP to Non-GAAP Reconciliation                                |                |
|--|----------------|
| (in Millions, except for earnings per share and EBITDA margin) |                |
|  | 2Q11           |
| GAAP Revenue   | \$ 42.2        |
| FMV Adjustment to GAAP Revenue                                 | 4.0            |
| <b>Non-GAAP Revenue</b>  | <b>\$ 46.2</b> |
| GAAP operating loss  | \$ (0.6)       |
| Depreciation and amortization                                  | 4.7            |
| Stock based compensation                                       | 1.7            |
| Restructuring charges  | 0.1            |
| Fair value adjustment to deferred revenue                      | 4.0            |
| Fair value adjustment to prepaid registry fees                 | 0.1            |
| <b>Adjusted EBITDA</b>   | <b>\$ 10.0</b> |
| Diluted GAAP net loss per share                                | \$ (0.07)      |
| Diluted equity per share                                       | 0.01           |
| Amortization of intangibles per share                          | 0.12           |
| Stock based compensation per share                             | 0.05           |
| Amortization of deferred financing fees per share              | 0.01           |
| Fair value adjustment to deferred revenue per share            | 0.14           |
| <b>Diluted Non-GAAP net income per share</b>                   | <b>\$ 0.26</b> |
| Cash Flow from Operations                                      | \$ 5.3         |
| Restructuring charges  | 0.7            |
| <b>Non-GAAP Cash Flow from Operations</b>                      | <b>\$ 6.0</b>  |





## Web.com GAAP to Non-GAAP Reconciliation

|  |    |      |
|--|----|------|
| GAAP Revenue - LTM 6/30/11                     | \$ | 152  |
| FMV Adjustment to GAAP Revenue                 |    | 23   |
| Register pre-acquisition 3Q                    |    | 7    |
| Non-GAAP Revenue - LTM 6/30/11                 | \$ | 182  |
| GAAP operating loss - LTM 6/30/11              | \$ | (17) |
| Depreciation and amortization                  |    | 19   |
| Stock based compensation                       |    | 6    |
| Restructuring charges                          |    | 2    |
| Corporate Development                          |    | 2    |
| Fair value adjustment to deferred revenue      |    | 23   |
| Fair value adjustment to prepaid registry fees |    | 0    |
| Register pre-acquisition 3Q                    |    | 1    |
| Adjusted EBITDA - LTM 6/30/11                  | \$ | 36   |
| GAAP operating margin - LTM 6/30/11            |    | -11% |
| Depreciation and amortization                  |    | 10%  |
| Stock based compensation                       |    | 3%   |
| Restructuring charges                          |    | 1%   |
| Corporate development                          |    | 1%   |
| Fair value adjustment to deferred revenue      |    | 16%  |
| Register pre-acquisition 3Q                    |    | 0%   |
| Adjusted EBITDA margin - LTM 6/30/11           |    | 20%  |