# 2Q 2023 Earnings

Supplemental Presentation

August 3, 2023



#### Safe Harbor Disclosure

The forward-looking statements made in this presentation concerning, among other things, Envestnet, Inc.'s expected financial performance and outlook for the second guarter and full year of 2023, its strategic and operational plans and growth strategy, are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements involve risks and uncertainties, and the Company's actual results could differ materially from the results expressed or implied by such forward-looking statements. Furthermore, reported results should not be considered as an indication of future performance. The potential risks, uncertainties and other factors that could cause actual results to differ from those expressed by the forward-looking statements in this presentation include, but are not limited to, the concentration of our revenue from the delivery of our solutions and services to clients in the financial services industry; our reliance on a limited number of clients for a material portion of our revenue; the renegotiation of fees by our clients; changes in the estimates of fair value of reporting units or of long-lived assets; the amount of our debt and our ability to service our debt; limitations on our ability to access information from third parties or charges for accessing such information; the targeting of some of our sales efforts at large financial institutions and large financial technology ("FinTech") companies which prolongs sales cycles, requires substantial upfront sales costs and results in less predictability in completing some of our sales; changes in investing patterns on the assets on which we derive revenue and the freedom of investors to redeem or withdraw investments generally at any time; the impact of fluctuations in market conditions and interest rates on the demand for our products and services and the value of assets under management or administration; our ability to keep up with rapid technological change, evolving industry standards or changing requirements of clients; risks associated with our international operations; the competitiveness of our solutions and services as compared to those of others; liabilities associated with potential, perceived or actual breaches of fiduciary duties and/or conflicts of interest; harm to our reputation; our ability to successfully identify potential acquisition candidates, complete acquisitions and successfully integrate acquired companies; our ability to successfully execute the conversion of clients' assets from their technology platform to our technology platforms in a timely and accurate manner; the failure to protect our intellectual property rights; our ability to introduce new solutions and services and enhancements; our ability to maintain the security and integrity of our systems and facilities and to maintain the privacy of personal information and potential liabilities for data security breaches; the effect of privacy laws and regulations, industry standards and contractual obligations and changes to these laws, regulations, standards and obligations on how we operate our business and the negative effects of failure to comply with these requirements; regulatory compliance failures; failure by our customers to obtain proper permissions or waivers for our use of disclosure of information; adverse judicial or regulatory proceedings against us; failure of our solutions, services or systems, or those of third parties on which we rely, to work properly; potential liability for use of inaccurate information by third parties provided by us; the occurrence of a deemed "change of control"; the uncertainty of the application and interpretation of certain tax laws; issuances of additional shares of common stock or issuances of shares of preferred stock or convertible securities on our existing stockholders; changes in the level of inflation; general economic, political and regulatory conditions; changes in trade, monetary and fiscal policies and laws; global events, natural disasters, environmental disasters, terrorist attacks and pandemics or health crises, including their impact on the economy and trading markets; social, environmental and sustainability concerns that may arise, including from our business activities; and management's response to these factors. More information regarding these and other risks, uncertainties and factors is contained in our filings with the Securities and Exchange Commission ("SEC") which are available on the SEC's website at www.sec.gov or our Investor Relations website at http://investor.envestnet.com/. You are cautioned not to unduly rely on these forward-looking statements, which speak only as of the date of this presentation. All information in this presentation is as of August 3, 2023, and, unless required by law, we undertake no obligation to publicly revise any forward-looking statement to reflect circumstances or events after the date of this presentation or to report the occurrence of unanticipated events.



#### Non-GAAP Disclosure Statement

This presentation contains the non-GAAP financial measures, "adjusted revenue", "adjusted EBITDA", "adjusted net income" and "adjusted net income per diluted share".

- "Adjusted revenue" excludes the effect of purchase accounting on the fair value of acquired deferred revenue. On January 1, 2022, the Company adopted ASU 2021-08 whereby it now accounts for contract assets and contract liabilities obtained upon a business combination in accordance with ASC 606. Prior to the adoption of ASU 2021-08, we recorded at fair value the acquired deferred revenue for contracts in effect at the time the entities were acquired. Consequently, revenue related to acquired entities for periods subsequent to the acquisition did not reflect the full amount of revenue that would have been recorded by these entities had they remained stand-alone entities. Adjusted revenue has limitations as a financial measure, should be considered as supplemental in nature and is not meant as a substitute for revenue prepared in accordance with GAAP.
- "Adjusted EBITDA" represents net income (loss) before deferred revenue fair value adjustment, interest income, interest expense, income tax provision (benefit), depreciation and amortization, non-cash compensation expense, restructuring charges and transaction costs, severance, litigation, regulatory and other governance related expenses, foreign currency, non-income tax expense adjustment, fair market value adjustment to investment in private company, dilution gain on equity method investee share issuance, loss allocations from equity method investments and (income) loss attributable to non-controlling interest.
- "Adjusted net income" represents net income (loss) before income tax provision (benefit), deferred revenue fair value adjustment, non-cash interest expense, cash interest on our convertible notes, non-cash compensation expense, restructuring charges and transaction costs, severance, amortization of acquired intangibles, litigation, regulatory and other governance related expenses, foreign currency, non-income tax expense adjustment, fair market value adjustment to investment in private company, dilution gain on equity method investee share issuance, loss allocations from equity method investments and (income) loss attributable to non-controlling interest. Reconciling items are presented gross of tax, and a normalized tax rate is applied to the total of all reconciling items to arrive at adjusted net income. The normalized tax rate is based solely on the estimated blended statutory income tax rates in the jurisdictions in which we operate. We monitor the normalized tax rate based on events or trends that could materially impact the rate, including tax legislation changes and changes in the geographic mix of our operations.
- "Adjusted net income per diluted share" represents adjusted net income attributable to common stockholders divided by the diluted number of weighted-average shares outstanding. For purposes of the adjusted net income per share calculation, we assume all potential shares to be issued in connection with our convertible notes are dilutive.

These measures are not calculated in accordance with GAAP and may be calculated differently than similar non-GAAP measures for other companies. Quantitative reconciliations of our non-GAAP financial information to the most directly comparable GAAP information appear in the appendix to this presentation. Reconciliations are not provided for guidance on such measures as we are unable to predict the amounts to be adjusted, such as the GAAP tax provision. Our non-GAAP financial measures should not be viewed as a substitute for revenue, net income (loss) or net income determined in accordance with GAAP.



## **Envestnet Key Metrics**



#### **MISSION**

Our mission is to empower advisors and financial service providers with innovative technology, solutions, and intelligence to make financial wellness a reality for everyone.



#### **STRATEGY**

- Capture more of the addressable market
- Modernize the digital engagement marketplace
- Open the platform to the ecosystem

#### **Key Financial Metrics**

|  | 2Q23              | YoY Change     |
|--|-------------------|----------------|
| Adjusted Revenue* (in \$millions) Adjusted EBITDA* (in \$millions) | \$312.5<br>\$57.8 | (2.0)%<br>1.2% |
| Adjusted Net Income per Diluted Share*                             | \$0.46            | (6.1)%         |

#### **Key Business Metrics**

| Client Assets                | \$5.4 trillion+ |
|------------------------------|-----------------|
| Number of Advisors           | 107,000+        |
| Number of Accounts           | ~18.7 million   |
| Total Number of Paying Users | 37 million+     |
| Total Firms on D&A Platforms | 1,800+          |



# Envestnet is orchestrating the ecosystem that makes possible a connected, Intelligent Financial Life™

Data drives actionable intelligence

Scaled, cloud-native technology

The widest and growing universe of solutions

**Financial Planning, Education, and Behavioral Coaching** 

Get out of debt

**Start saving** 

**Start investing** 

**Accumulating** 

Decumulating

**Estate planning** 

RIAs, Broker-dealers, Fintechs, Embedders















Insurance Cre

Credit I

Trust

Health



#### 2023 Second Quarter Results

| (in \$millions except for per share amounts) | 2Q23 GAAP Results | 2Q23 Adjusted Results** | YoY Change<br>(%)* |
|--|-------------------|-------------------------|--------------------|
| Revenue                                      | \$312.4           | \$312.5                 | (2.0)%             |
| Adjusted EBITDA**                            |                   | \$57.8                  | 1.2%               |
| Net Income per Diluted<br>Share              | \$(0.39)          | \$0.46                  | (6.1)%             |

\*YoY change represents 2Q23 results vs. 2Q22 results for Adjusted Results.

\*\*Non-GAAP financial measure. See Non-GAAP Disclosure Statement and Appendix for definitions and reconciliations of non-GAAP measures.



#### 2023 Full Year Outlook

| (in \$millions except for per share amounts | FY23<br>Outlook<br>(5/4/23) | Updated<br>FY23 Outlook | Updated change<br>vs. initial midpoint |  |  |
|---|-----------------------------|-------------------------|--|--|--|
| Adjusted revenue*                           | \$1,260 – \$1,270           | \$1,252 - \$1,259       | (0.8)%                                 |  |  |
| Adjusted EBITDA*                            | \$253 – \$260               | \$255 – \$260           | 0.4%                                   |  |  |
| Adjusted EBITDA* Margin                     | 20.1% – 20.5%               | 20.4% – 20.7%           | 1.2%                                   |  |  |
| Normalized effective tax rate               | 25.5%                       | 25.5%                   | n/a                                    |  |  |
| Diluted shares outstanding                  | 66.2                        | 66.0                    | (0.3)%                                 |  |  |
| Adjusted Net Income per Diluted Share*      | \$2.11 – \$2.19             | \$2.09 – \$2.15         | (1.4)%                                 |  |  |

<sup>\*</sup>Non-GAAP financial measure. Reconciliations are not provided for guidance on such measures as the Company is unable to predict the amounts to be adjusted, such as the GAAP tax provision.





"I think that people underestimate how challenging it is to build something like Envestnet," Bruckenstein said. "Envestnet has finally made major strides bringing all of their silos together. I don't think anyone else is close."

From <u>InvestmentNews</u> article, 2023 Joel Bruckenstein, CFS, CMFC, CFP® Founder & Publisher, T3 Consulting Services



## Market Scale with Industry Leading Solutions





~18.7 million investor accounts



**107,000+** advisors



**17,000**+ data sources



**400 million+** linked consumer accounts



**37 million+** Paid Users



**700+** Fintech Companies



**16 of 20** of the largest U.S. Banks\*



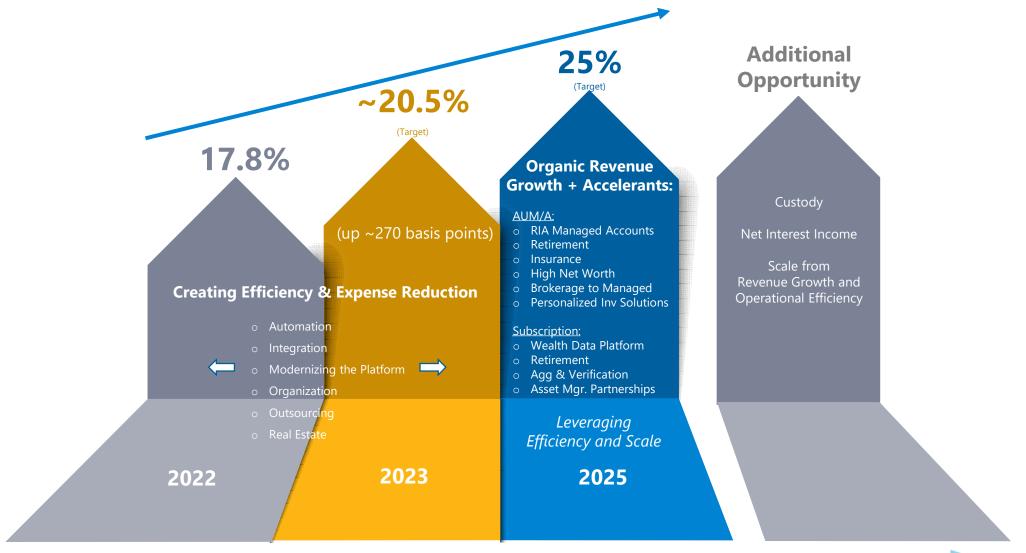
47 of 50
of the largest
wealth management and
brokerage firms\*



500+
of the largest Registered
Investment Advisers\*



## Path to Adjusted EBITDA\* Margin Expansion





#### Total Platform Assets & Accounts



| Growth by Segment  |                       |  |  |  |  |  |  |
|--------------------|-----------------------|--|--|--|--|--|--|
| Assets             | Q2 2023<br>YoY Growth |  |  |  |  |  |  |
| 1st Party Managed* | 15%                   |  |  |  |  |  |  |
| AUM                | 18%                   |  |  |  |  |  |  |
| AUA                | 12%                   |  |  |  |  |  |  |
| Subscription       | 8%                    |  |  |  |  |  |  |

#### **Accounts** (in millions)



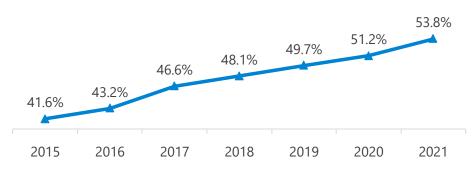
<sup>\*1</sup>st party managed represents assets directly managed, and overlay services provided, by Envestnet Asset Management. These accounts and assets are a component of AUM.

| Growth by Segment  |                       |  |  |  |  |  |  |
|--------------------|-----------------------|--|--|--|--|--|--|
| Accounts           | Q2 2023<br>YoY Growth |  |  |  |  |  |  |
| 1st Party Managed* | 0%                    |  |  |  |  |  |  |
| AUM                | 8%                    |  |  |  |  |  |  |
| AUA                | 8%                    |  |  |  |  |  |  |
| Subscription       | 4%                    |  |  |  |  |  |  |
|                    |                       |  |  |  |  |  |  |



## Secular Tailwinds → Growth Opportunity

#### Fee-Based Assets as a Percentage of Total Advisor-Managed Assets

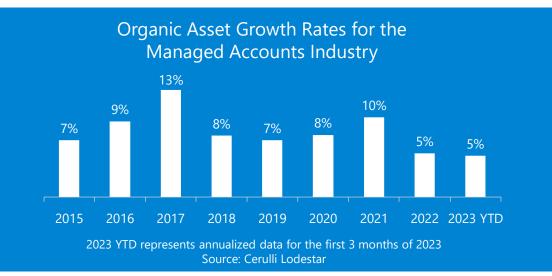


Source: Cerulli Associates, "U.S. Broker/Dealer Marketplace 2022"

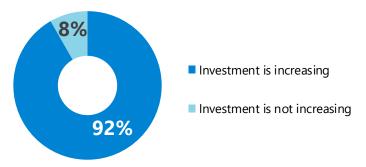
## Wealth Management Firm Tech Expenditure as a Percentage of Revenue (median)



Source: InvestmentNews, "2022 InvestmentNews Adviser Technology Study"



Percentage of Organizations Reporting an Increase in Data and Al Investments for 2022

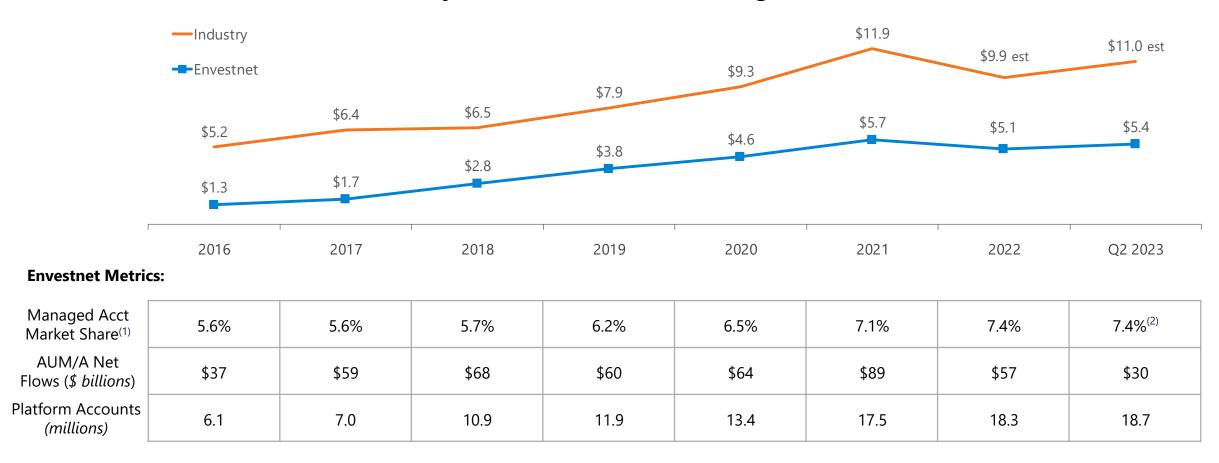


Source: NewVantage Partners, "Data and Al Leadership Executive Survey 2022"; survey of senior executives at financial services (60%), healthcare/life sciences (21%), and other (19%) companies



## Enabling our Clients' Growth

## Total Assets on Envestnet's Platform vs. Advice Industry Fee-Based Assets Excluding Wirehouses (in \$trillions)



<sup>(1)</sup> Calculated as Envestnet AUM divided by total managed account industry assets, excluding the wirehouse and direct channels; (2) Represents a market share figure as of Q1 2023.





## Strong Balance Sheet and Liquidity

#### Capital Position as of June 30, 2023 (in \$millions)

\$59.0 \$19.4<sup>(1)</sup> **Cash and Cash Equivalents Annual Cash Interest Expense** 

#### **Debt** (in \$millions)

| Outstanding on Revolving Line of Credit (\$480) | \$20.0(3) | Revolving Line of Credit | SOFR + spread <sup>(2)</sup> |
|---|-----------|--------------------------|------------------------------|
| Convertible Debt Maturing 2025                  | \$317.5   | Convertible Debt 2025    | 0.75% coupon                 |
| Convertible Debt Maturing 2027                  | \$575.0   | Convertible Debt 2027    | 2.625%<br>coupon             |

#### **Net Leverage Ratio 3.9x**(4)



<sup>(2)</sup> We estimate the spread to be Adjusted SOFR + 225 bps based on our current leverage ratio

<sup>(3)</sup> On July 19, 2023, the outstanding borrowings under the revolving credit facility were repaid and the remaining available balance was \$500 million (4) Net Leverage Ratio is calculated as End of Quarter Net Debt / Trailing Twelve Months Adj. EBITDA

#### Key Factors To Our Success

1 Leading competitive market position – WealthTech, Solutions, and Data & Analytics

2 Secular tailwinds and opportunities to seize growth

3 Vast market opportunity with organic growth potential

4 Our investments deepen client engagement and expand addressable market

Compelling business model with recurring revenue and operating leverage

6 Integrated offering with partnership and acquisition opportunity

#### Trust Services Exchange Proven Record of Retirement Solutions Innovation and Growth Advanced Al recommendations Credit **Financial** Exchange Wellness POWERED BY **Ecosystem** Client **Integrated** apps Wealth **Platform** FIDX **TAMP** Developer 曲 tools YOLEE 6 Insurance Healthpilot Exchange TAMARAC Financial planning Data Aggregation Advice-centric Cloud-based Fully mobile Tamarac platform Advisor-as-**TAMP UMA** WM platform RIA Portfoliosolution Manager

## ENV Committed to Corporate Social Responsibility

Envestnet is committed to empowering Financial Wellness for our communities, our employees, our advisors, and their clients



#### **Social & Human Rights**

Envestnet conducts our business in a responsible manner for our communities, our employees, our advisors and their clients. We fully support the basic rights of all individuals, follow fair and ethical labor practices and provide meaningful opportunities for development for our employees, promote giving back to the communities where we live and work and offer access to responsible investing.



#### **Commitment to the Environment**

We recognize that a healthy, sustainable future requires environmental stewardship, and we are committed to being mindful of the resources we consume. We continue to explore ways to further improve operational effectiveness and decrease our energy usage and carbon emissions.



#### **Strong Corporate Governance**

We are committed to the long-term success of Envestnet, as well as our shareholders, customers and employees, through strong corporate governance and ethical business practices.



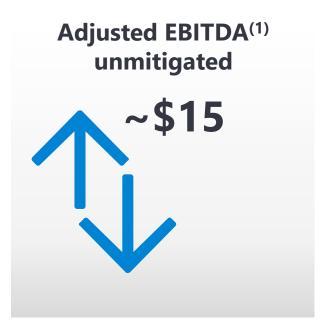
# Appendix

## Illustrative Market Impact on Annualized Financials

Assuming +/-5% market change<sup>(1)</sup> (in \$millions)







Management has visibility into expected performance allowing operating decisions that may impact hiring plans, variable compensation and other spending initiatives.

## Illustrative Market Impact Calculations

| <b>Illustrative Market Impact Model</b> (\$ in millions) | Assumptions                       |         |
|--|-----------------------------------|---------|
| Total Revenue  | 2Q23 revenue, annualized          | \$1,250 |
| x % asset-based  | ~60% of total revenue             | 60%     |
| x % Blended Market Change <sup>(a)</sup>                 | See below calculation             | -5%     |
| = Revenue impact   |                                   | (\$38)  |
| - Impact on asset-based direct expenses                  | ~60% of asset-based revenue       | (\$23)  |
| = Impact on Adjusted EBITDA <sup>(1)</sup>               | Unmitigated impact                | (\$15)  |
| <sup>(a)</sup> Blended Market Change                     |                                   |         |
| % exposure to equity                                     | 60% equity allocation             | 60%     |
| x % equity market performance                            | Assuming 5% equity market decline | -5%     |
| + % exposure to bond market                              | 40% bond allocation               | 40%     |
| x % bond market performance                              | Assuming 5% bond market decline   | -5%     |
| = Blended Market Change                                  |                                   | -5%     |

- Approximately 80% of our asset-based revenue is billed quarterly, in advance. As such, the majority of any market impact would be seen in future quarters.
- More than half of our asset-based revenue is paid to third party managers and strategists. This naturally reduces the impact on our profit from a market decline.
- This represents the unmitigated impact. Depending on the severity of the impact, management may choose to offset a portion of this impact through lower variable compensation, and changing its discretionary hiring and spending plans.

#### **Outlook Table**

The Company provided the following outlook for the quarter ending September 30, 2023, and full year ending December 31, 2023. This outlook is based on the market value of assets on June 30, 2023. We caution that we cannot predict the market value of our assets on any future date. See slide 2 for more information.

| In Millions Except Adjusted EPS                      |          | 3Q 2023       | FY 2023              |
|--|----------|---------------|----------------------|
| GAAP:  |          |               |                      |
| Revenue:   |          |               |                      |
| Asset-based  | \$       | 192.5 – 194.0 |                      |
| Subscription-based                                   | \$       | 117.5 – 118.5 |                      |
| Total recurring revenue                              | \$       | 310.0 – 312.5 |                      |
| Professional services and other revenue              | \$       | 6.0 - 6.5     |                      |
| Total Revenue:                                       | \$       | 316.0 – 319.0 | \$ 1,252.0 – 1,259.0 |
| Asset-based direct expense                           | \$       | 113.5 – 114.0 |                      |
| Total direct expense                                 | \$<br>\$ | 120.5 – 121.0 |                      |
| lotal direct expense                                 | Ψ        | 120.5 - 121.0 |                      |
| Net income   |          | (a)           | (a)                  |
| Diluted shares outstanding                           |          | 65.9          | 66.0                 |
| Net income per diluted share                         |          | (a)           | (a)                  |
| Non-GAAP:  |          |               |                      |
| Adjusted revenue <sup>(1)</sup> :                    |          |               |                      |
| Asset-based  | \$       | 192.5 – 194.0 |                      |
| Subscription-based                                   | \$       | 117.5 – 118.5 |                      |
| Total recurring revenue                              | \$       | 310.0 – 312.5 |                      |
| Professional services and other revenue              | \$       | 6.0 - 6.5     |                      |
| Total Adjusted Revenue:                              | \$       | 316.0 – 319.0 | \$ 1,252.0 – 1,259.0 |
| Adjusted EBITDA <sup>(1)</sup>                       | \$       | 64.0 – 66.0   | \$ 255.0 – 260.0     |
| Adjusted Net Income per Diluted Share <sup>(1)</sup> | \$       | 0.52 – 0.54   | \$ 2.09 – 2.15       |

<sup>(</sup>a) The Company does not forecast net income and net income per diluted share due to the unpredictable nature of various items adjusted for non-GAAP disclosure purposes, including the periodic GAAP income tax provision.

<sup>(1)</sup> Non-GAAP financial measure. Reconciliations are not provided for guidance on such measures as the Company is unable to predict the amounts to be adjusted, such as the GAAP tax provision.



## Reconciliation of Non-GAAP Financial Measures

|   |    | Three Mo<br>Jui | onths E<br>ne 30, | inded    | Six Months Ended June 30, |          |    |          |  |
|---|----|-----------------|-------------------|----------|---------------------------|----------|----|----------|--|
| (in thousands) (unaudited)                                    |    | 2023            |                   | 2022     | 2023                      |          |    | 2022     |  |
| Total revenue   | \$ | 312,434         | \$                | 318,852  | \$                        | 611,141  | \$ | 640,215  |  |
| Deferred revenue fair value adjustment                        |    | 17              |                   | 54       | _                         | 69       |    | 108      |  |
| Adjusted revenue  | \$ | 312,451         | \$                | 318,906  | \$                        | 611,210  | \$ | 640,323  |  |
| Net loss  | \$ | (23,132)        | \$                | (24,268) | \$                        | (65,893) | \$ | (38,976) |  |
| Add (deduct):   |    |                 |                   |          |                           |          |    |          |  |
| Deferred revenue fair value adjustment                        |    | 17              |                   | 54       |                           | 69       |    | 108      |  |
| Interest income   |    | (1,656)         |                   | (713)    |                           | (3,014)  |    | (1,034)  |  |
| Interest expense  |    | 6,531           |                   | 4,212    |                           | 12,851   |    | 9,065    |  |
| Income tax provision (benefit)                                |    | 418             |                   | (5,833)  |                           | 24,187   |    | (3,813)  |  |
| Depreciation and amortization                                 |    | 33,806          |                   | 32,182   |                           | 66,747   |    | 63,800   |  |
| Non-cash compensation expense                                 |    | 21,390          |                   | 23,504   |                           | 40,843   |    | 45,318   |  |
| Restructuring charges and transaction costs                   |    | 6,508           |                   | 21,026   |                           | 10,671   |    | 23,372   |  |
| Severance   |    | 8,234           |                   | 7,148    |                           | 14,422   |    | 10,254   |  |
| Litigation, regulatory and other governance related expenses  |    | 2,145           |                   | 4,306    |                           | 5,219    |    | 7,383    |  |
| Foreign currency  |    | 74              |                   | 413      |                           | 107      |    | 305      |  |
| Non-income tax expense adjustment                             |    | (30)            |                   | 189      |                           | (198)    |    | 213      |  |
| Fair market value adjustment to investment in private company |    | 67              |                   | _        |                           | 67       |    | _        |  |
| Dilution gain on equity method investee share issuance        |    | (546)           |                   | (6,934)  |                           | (546)    |    | (6,934)  |  |
| Loss allocations from equity method investments               |    | 2,932           |                   | 1,400    |                           | 5,872    |    | 2,945    |  |
| Loss attributable to non-controlling interest                 |    | 1,027           |                   | 440      |                           | 1,805    |    | 817      |  |
| Adjusted EBITDA   | \$ | 57,785          | \$                | 57,126   | \$                        | 113,209  | \$ | 112,823  |  |

## Reconciliation of Non-GAAP Financial Measures

|  |    | Six Months Ended |       |            |                |    |            |  |
|--|----|------------------|-------|------------|----------------|----|------------|--|
|  |    | Jun              | e 30, |            | June 30,       |    |            |  |
| (in thousands, except share and per share information) (unaudited) |    | 2023             |       | 2022       | <br>2023       |    | 2022       |  |
| Net loss   | \$ | (23,132)         | \$    | (24,268)   | \$<br>(65,893) | \$ | (38,976)   |  |
| Income tax provision (benefit)                                     |    | 418              |       | (5,833)    | 24,187         |    | (3,813)    |  |
| Loss before income tax provision (benefit)                         |    | (22,714)         |       | (30,101)   | (41,706)       |    | (42,789)   |  |
| Add (deduct):  |    |                  |       |            |                |    |            |  |
| Deferred revenue fair value adjustment                             |    | 17               |       | 54         | 69             |    | 108        |  |
| Non-cash interest expense  |    | 1,427            |       | 1,415      | 2,869          |    | 3,474      |  |
| Cash interest - Convertible Notes                                  |    | 4,543            |       | 2,480      | 9,108          |    | 4,960      |  |
| Non-cash compensation expense                                      |    | 21,390           |       | 23,504     | 40,843         |    | 45,318     |  |
| Restructuring charges and transaction costs                        |    | 6,508            |       | 21,026     | 10,671         |    | 23,372     |  |
| Severance  |    | 8,234            |       | 7,148      | 14,422         |    | 10,254     |  |
| Amortization of acquired intangibles                               |    | 15,720           |       | 17,645     | 32,660         |    | 35,165     |  |
| Litigation, regulatory and other governance related expenses       |    | 2,145            |       | 4,306      | 5,219          |    | 7,383      |  |
| Foreign currency   |    | 74               |       | 413        | 107            |    | 305        |  |
| Non-income tax expense adjustment                                  |    | (30)             |       | 189        | (198)          |    | 213        |  |
| Fair market value adjustment to investment in private company      |    | 67               |       | _          | 67             |    | _          |  |
| Dilution gain on equity method investee share issuance             |    | (546)            |       | (6,934)    | (546)          |    | (6,934)    |  |
| Loss allocations from equity method investments                    |    | 2,932            |       | 1,400      | 5,872          |    | 2,945      |  |
| Loss attributable to non-controlling interest                      |    | 1,027            |       | 440        | 1,805          |    | 817        |  |
| Adjusted net income before income tax effect                       |    | 40,794           |       | 42,985     | 81,262         |    | 84,591     |  |
| Income tax effect  |    | (10,403)         |       | (10,961)   | (20,722)       |    | (21,571)   |  |
| Adjusted net income  | \$ | 30,391           | \$    | 32,024     | \$<br>60,540   | \$ | 63,020     |  |
| Basic number of weighted-average shares outstanding                |    | 54,439,733       |       | 55,203,120 | 54,289,443     |    | 55,054,272 |  |
| Effect of dilutive shares:   |    | , ,              |       | , ,        |                |    |            |  |
| Convertible Notes  |    | 11,253,471       |       | 9,898,549  | 11,361,458     |    | 9,898,549  |  |
| Non-vested RSUs and PSUs   |    | 316,758          |       | 199,853    | 445,323        |    | 381,397    |  |
| Options to purchase common stock                                   |    | 57,902           |       | 129,217    | 73,271         |    | 142,510    |  |
| Warrants   |    | · —              |       | 22,170     | _              |    | 37,473     |  |
| Diluted number of weighted-average shares outstanding              |    | 66,067,864       |       | 65,452,909 | 66,169,495     |    | 65,514,201 |  |
| Adjusted net income per diluted share                              | \$ | 0.46             | \$    | 0.49       | \$<br>0.91     | \$ | 0.96       |  |

## Reconciliation of Non-GAAP Financial Measures

|  | Year ended December 31, |         |         |         |           |          |          |           |          |          |           |
|--|-------------------------|---------|---------|---------|-----------|----------|----------|-----------|----------|----------|-----------|
| (in millions) (unaudited)  | 2012                    | 2013    | 2014    | 2015    | 2016      | 2017     | 2018     | 2019      | 2020     | 2021     | 2022      |
| Net income (loss)  | \$0.47                  | \$3.66  | \$13.98 | \$4.44  | (\$55.57) | (\$3.28) | \$4.01   | (\$17.20) | (\$2.64) | \$12.69  | (\$85.48) |
| Accretion on contingent consideration and purchase liability       | -                       | -       | -       | 0.89    | 0.15      | 0.51     | 0.22     | 1.77      | 1.69     | 0.73     | -         |
| Deferred revenue fair value adjustment                             | 1.25                    | 0.16    | -       | 0.32    | 1.27      | 0.13     | 0.12     | 9.27      | 0.69     | 0.28     | 0.22      |
| Depreciation and amortization                                      | 12.40                   | 15.33   | 18.65   | 27.96   | 64.00     | 62.82    | 77.63    | 101.27    | 113.66   | 117.77   | 130.55    |
| Fair market value adjustment to investment in private company      | -                       | -       | -       | -       | -         | -        | -        | -         | -        | (0.76)   | (0.40)    |
| Fair market value adjustment on contingent consideration liability | -                       | 0.50    | (1.43)  | (4.15)  | 1.59      | -        | -        | (8.13)    | (3.11)   | (1.07)   | -         |
| Foreign currency   | -                       | -       | -       | -       | (0.72)    | 0.49     | (0.59)   | (0.07)    | 0.12     | (0.01)   | 1.42      |
| Impairment of equity method investment                             | -                       | -       | -       | -       | 0.73      | -        | -        | -         | -        | -        | -         |
| Imputed interest expense on contingent consideration               | -                       | 0.79    | 1.47    | -       | -         | -        | -        | -         | -        | -        | -         |
| Income tax provision (benefit)                                     | 2.60                    | 2.05    | 8.53    | 4.55    | 15.08     | 1.59     | (13.17)  | (30.89)   | (5.40)   | 7.67     | 7.06      |
| Interest expense   | -                       | -       | 0.63    | 10.27   | 16.60     | 16.35    | 25.20    | 32.52     | 31.50    | 16.93    | 16.84     |
| Interest income  | (0.03)                  | (0.02)  | (0.14)  | (0.34)  | (0.04)    | (0.20)   | (2.36)   | (3.35)    | (1.11)   | (0.83)   | (4.18)    |
| Litigation related expense   | 0.27                    | 0.01    | 0.02    | 0.07    | 5.59      | 1.03     | -        | 2.88      | 7.83     | 7.59     | 6.06      |
| Loss allocation from equity method investments                     | -                       | -       | -       | -       | 1.42      | 1.47     | 1.15     | 2.36      | 5.40     | 7.09     | 8.87      |
| (Income) loss attributable to non-controlling interest             | -                       | -       | 1.23    | 1.64    | 1.08      | 0.32     | 1.79     | 0.11      | (1.83)   | (0.70)   | 2.30      |
| Non-cash compensation expense                                      | 4.04                    | 8.92    | 11.42   | 15.16   | 33.28     | 31.33    | 40.25    | 60.44     | 57.11    | 68.02    | 80.33     |
| Non-income tax expense adjustment                                  | -                       | -       | -       | -       | 6.23      | 0.35     | (0.59)   | 0.37      | 0.42     | (1.35)   | 0.80      |
| Non-recurring gains  | -                       | -       | -       | -       | -         | -        | -        | -         | (5.88)   | -        | -         |
| Other  | -                       | -       | (1.83)  | 0.07    | (1.38)    | -        | -        | -         | -        | -        | -         |
| Re-audit related expenses  | -                       | 3.11    | -       | -       | -         | -        | -        | -         | -        | -        | -         |
| Restructuring charges and transaction costs                        | 2.72                    | 3.30    | 2.67    | 13.50   | 5.78      | 13.67    | 15.58    | 26.56     | 19.38    | 18.49    | 35.14     |
| Severance  | 0.28                    | 0.79    | 0.74    | 1.70    | 4.34      | 2.32     | 8.32     | 15.37     | 25.11    | 11.35    | 30.12     |
| Gain on acquisition of equity method investment                    | -                       | -       | -       | -       | -         | -        | -        | -         | (4.23)   | -        | -         |
| Gain on settlement of liability                                    | -                       | -       | -       | -       | -         | -        | -        | -         | -        | (1.21)   | -         |
| Gain on insurance reimbursement                                    | -                       | -       | -       | -       | -         | -        | -        | -         | -        | (0.97)   | -         |
| Gain on sale of interest in private company                        | -                       | -       | -       | -       | -         | -        | -        | -         | (1.65)   | -        | -         |
| Dilution gain on equity method investee share issuance             | -                       | -       | -       | -       | -         | -        | -        | -         | -        | -        | (9.52)    |
| Adjusted EBITDA  | \$23.99                 | \$38.59 | \$55.94 | \$76.07 | \$99.44   | \$128.89 | \$157.55 | \$193.29  | \$242.94 | \$261.73 | \$220.13  |

