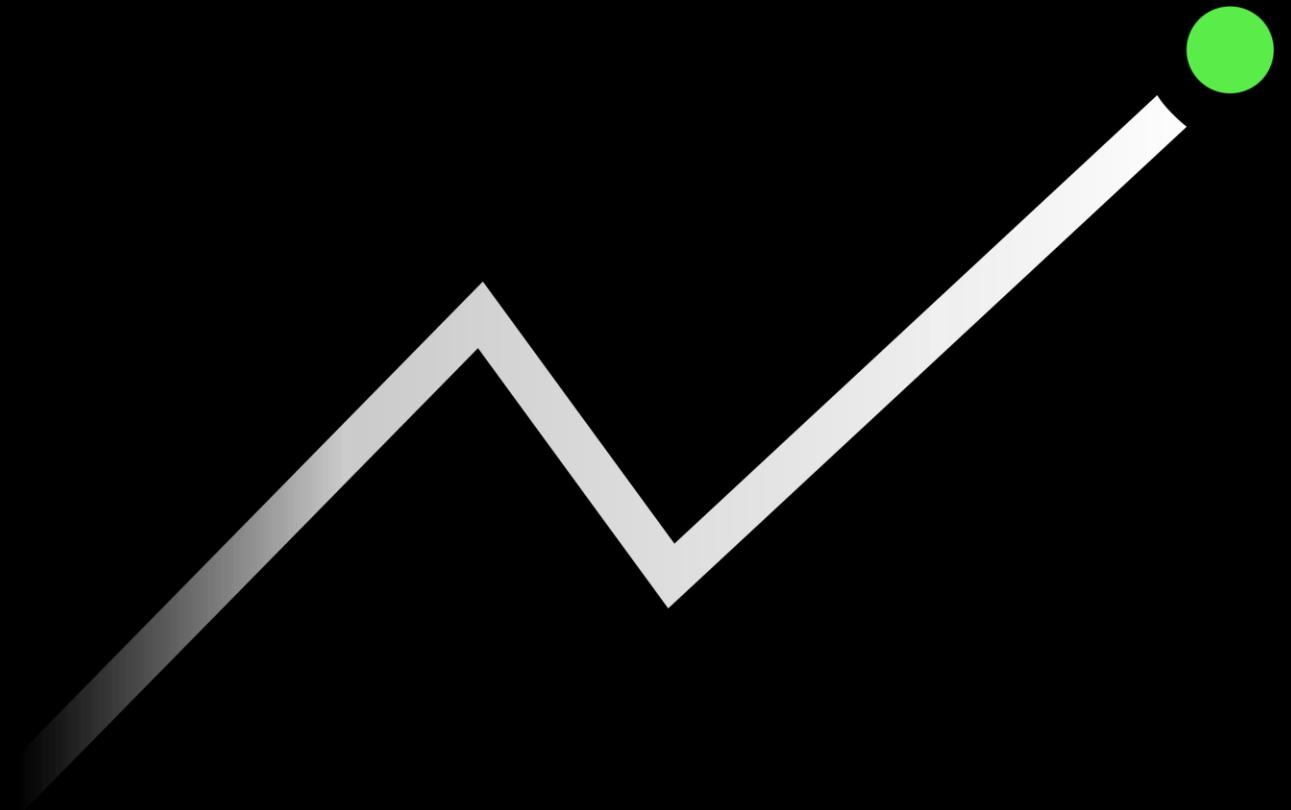


MarketWise

Q3 2021

Management  
Presentation

November, 2021



# IMPORTANT INFORMATION

## Cautionary Statement Regarding Forward-Looking Statements

This presentation (this “Presentation”) contains forward-looking statements within the meaning of the federal securities laws, including statements regarding the financial position, business strategy, and the plans and objectives of management for future operations of MarketWise, Inc. (the “Company,” “we,” “us,” or “our”). These forward-looking statements generally are identified by the words “believe,” “project,” “expect,” “anticipate,” “estimate,” “intend,” “strategy,” “future,” “opportunity,” “plan,” “may,” “should,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements are predictions, projections, and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this Presentation, including, but not limited to: our ability to attract new subscribers and to persuade existing subscribers to renew their subscription agreements with us and to purchase additional products and services from us; our ability to adequately market our products and services, and to develop additional products and product offerings; our ability to manage our growth effectively, including through acquisitions; failure to maintain and protect our reputation for trustworthiness and independence; our ability to attract, develop, and retain capable management, editors, and other key personnel; our ability to grow market share in our existing markets or any new markets we may enter; adverse or weakened conditions in the financial sector, global financial markets, and global economy; our ability to respond to and adapt to changes in technology and consumer behavior; failure to successfully identify and integrate acquisitions, or dispose of assets and businesses; our public securities’ potential liquidity and trading; the impact of the regulatory environment and complexities with compliance related to such environment; the impact of the COVID-19 pandemic; our future capital needs; our ability to maintain an effective system of internal control over financial reporting, and to address and remediate existing material weaknesses in our internal control over financial reporting; our ability to maintain and protect our intellectual property; and other factors beyond our control.

The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties described in the “Risk Factors” section of our Quarterly Reports on Form 10-Q, Annual Reports on Form 10-K, the registration statement on Form S-4 and proxy statement/prospectus filed with the U.S. Securities and Exchange Commission (the “SEC”) and other documents filed by us from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this Presentation may not occur and actual results could differ materially and adversely from those anticipated.

Forward-looking statements speak only as of the date they are made. You are cautioned not to put undue reliance on forward-looking statements, and we assume no obligation and do not intend to update or revise these forward-looking statements, whether as a result of new information, future events or otherwise. We do not give any assurance that we will achieve our expectations.

## Financial Information; Non-GAAP Financial Measures

The financial information and data contained in this Presentation is unaudited and does not conform to Regulation S-X

This Presentation also includes certain financial measures not presented in accordance with generally accepted accounting principles (“GAAP”) including, but not limited to, Adjusted CFFO, Adjusted CFFO Conversion, Adjusted Free Cash Flow, and Adjusted Free Cash Flow Margin and certain ratios and other metrics derived therefrom. The Company defines Adjusted CFFO as net cash provided by operating activities plus profits distributions to Class B unitholders included in stock-based compensation, plus or minus any non-recurring items. The Company defines Adjusted Free Cash Flow as Adjusted CFFO minus capital expenditures. The Company defines Adjusted CFFO Conversion as Adjusted Free Cash Flow divided by Adjusted CFFO. The Company defines Adjusted Free Cash Flow Margin as Adjusted Free Cash Flow divided by Billings (i.e., amounts invoiced to customers). These financial measures are not measures of financial performance in accordance with GAAP and may exclude items that are significant in understanding and assessing the Company’s financial results. Therefore, these measures should not be considered in isolation or as an alternative to net income, cash flows from operations or other measures of profitability, liquidity or performance under GAAP. You should be aware that the Company’s presentation of these measures may not be comparable to similarly-titled measures used by other companies.

The Company believes these non-GAAP measures of financial results provide useful information to management and investors regarding certain financial and business trends relating to the Company’s financial condition and results of operations. The Company believes that the use of these non-GAAP financial measures provides an additional tool for investors to use in evaluating ongoing operating results and trends in and in comparing the Company’s financial measures with other similar companies, many of which present similar non-GAAP financial measures to investors. These non-GAAP financial measures are subject to inherent limitations as they reflect the exercise of judgments by management about which expense and income are excluded or included in determining these non-GAAP financial measures. For a reconciliation of these non-GAAP figures to the nearest measure determined under GAAP, please see the appendix to this Presentation.

This Presentation also includes certain projections of non-GAAP financial measures. Due to the high variability and difficulty in making accurate forecasts and projections of some of the information excluded from these projected measures, together with some of the excluded information not being ascertainable or accessible, the Company is unable to quantify certain amounts that would be required to be included in the most directly comparable GAAP financial measures without unreasonable effort. Consequently, no disclosure of estimated comparable GAAP measures is included and no reconciliation of the forward-looking non-GAAP financial measures is included.

## Industry and Market Data

In this Presentation, the Company rely on and refer to certain information and statistics obtained from third-party sources which they believe to be reliable. The Company has not independently verified the accuracy or completeness of any such third-party information.

# MANAGEMENT

## MarketWise



MARK  
ARNOLD

CEO &  
Chairman

EDWARDS  
WILDMAN

Holland & Knight



DALE  
LYNCH

CFO

LEHMAN  
BROTHERS

FARMER  AC



MARCO  
GALSIM

CIO



 videology



GARY  
ANDERSON

General  
Counsel

KIRKLAND & ELLIS



CYNTHIA  
CHERRY

Sr.  
Director of  
Human  
Resources





MARCO  
FERRI

Director of  
Business  
Development



# OUR VISION

TO BECOME THE DE-FACTO *FINANCIAL WELLNESS SOLUTIONS PLATFORM FOR SELF-DIRECTED INVESTORS*



Grow / Optimize  
Marketing &  
Customer Acquisition



Build/Buy  
Addt'l Content,  
Products & Brands



Invest in & Deepen  
Community  
Network



Invest in Brand  
Marketing



Invest in  
Technology, Data  
& Analytics



Expand  
Internationally



Establish  
Partnerships  
& M&A

## 1. EXPAND REACH AND DISCOVERABILITY

- Leverage existing financial education loop
- Expand and grow reach via additional channels including videos and live streaming
- Expand marketing channels

## 2. BUILD DEEP NETWORK EFFECTS

- Provide MarketWise subscribers with a greater ability to cultivate deeper social connections and connect with fellow members
- Generate multi-sided platform with flywheel effects

## 3. ADD ENGINEERING & ML EXCELLENCE

- Focus areas include machine learning, performance marketing, and SaaS product development
- Deepen breadth and depth of targeted offerings

## 4. CONSOLIDATE A FRAGMENTED MARKET

- Opportunities to accelerate and expand product offering, customer base, international
- Drive accretive M&A using cash and public currency

Founded with a mission to level the playing field for self-directed investors

Today we are a Leading Subscription Services Platform serving millions of self-directed investors

A diverse portfolio of operating brands serving as a trusted source for financial research, education and actionable ideas



# MARKETWISE AT A GLANCE

## DRAMATIC SCALING SINCE 2017

- Primary customer brands grew from 5 to 12<sup>1</sup>
- Products grew from <50 to >170<sup>1</sup>
- Editorial team has grown to 88<sup>1</sup>
- Employees grew from 275 to 769<sup>1</sup>
- Created new Free-to-Paid distribution channel
- Upgraded corporate infrastructure with deployment of new systems & applications, including analytics and machine learning

~14M

Digital Platform Members<sup>2</sup> at 9/30/21

~1M

Paid Digital Subscribers at 9/30/21

\$772

Industry Leading ARPU as of Q3 '21<sup>3</sup>

\$737M

TTM Q3 '21 Billings<sup>4</sup>

+53%

YoY Growth

28%

TTM Q3 '21 Adjusted Free Cash Flow Margin<sup>5</sup>

99.9%

TTM Q3 '21 Adjusted CFFO Conversion<sup>6</sup> (Low Capex)

1. As of September 30, 2021

2. Includes free and paid subscribers

3. Based on trailing four quarter net billings / average number of trailing four quarter paid subscribers

4. Billings represents amounts invoiced to customers

5. Adjusted FCF Margin = Adjusted FCF / Billings. Adjusted FCF is calculated as Adjusted CFFO - Capital Expenditures. Adjusted CFFO is calculated as net cash provided by operating activities plus profits distributions to Class B unitholders included in stock-based compensation expense plus or minus any non-recurring items

6. Adjusted CFFO Conversion = (Adjusted CFFO - Capital Expenditures) / Adjusted CFFO

# KEY DRIVERS OF OUR SUCCESS



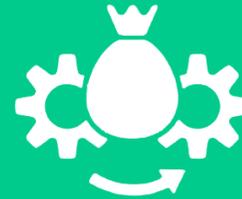
## POWERFUL CONTENT PLATFORM

- Compelling content fosters relationships between readers and editors, creates customer loyalty and brand goodwill
- Insightful and engaging content drives conversion users from free to paid subscribers
- Focus on proven formula to launch & scale new products in a low-risk capital way



## CUSTOMER FOCUS

- Customer centricity through every stage of a subscriber's journey
- Emphasis on developing long-term relationship with the subscriber
- Consistent 90%+ revenue retention



## SCALABLE MODEL

- Industry-leading ROI on new customer acquisition
- Upsell to higher ARPU products with almost all of the upsell revenues falling to the bottom line



## DATA / TECHNOLOGY

- Real-time campaign feedback, AI and rapid scalability
- Machine learning and advanced analytics drive increased upsell yield

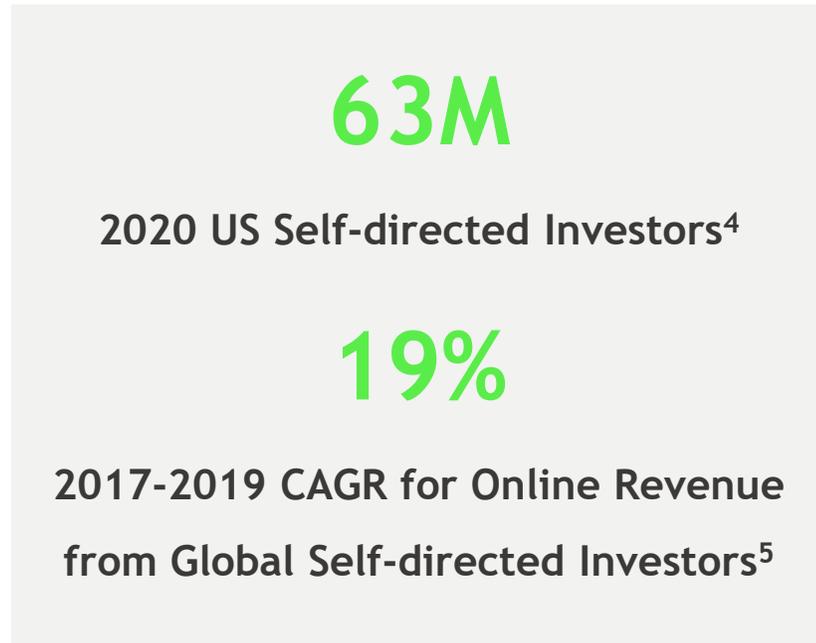
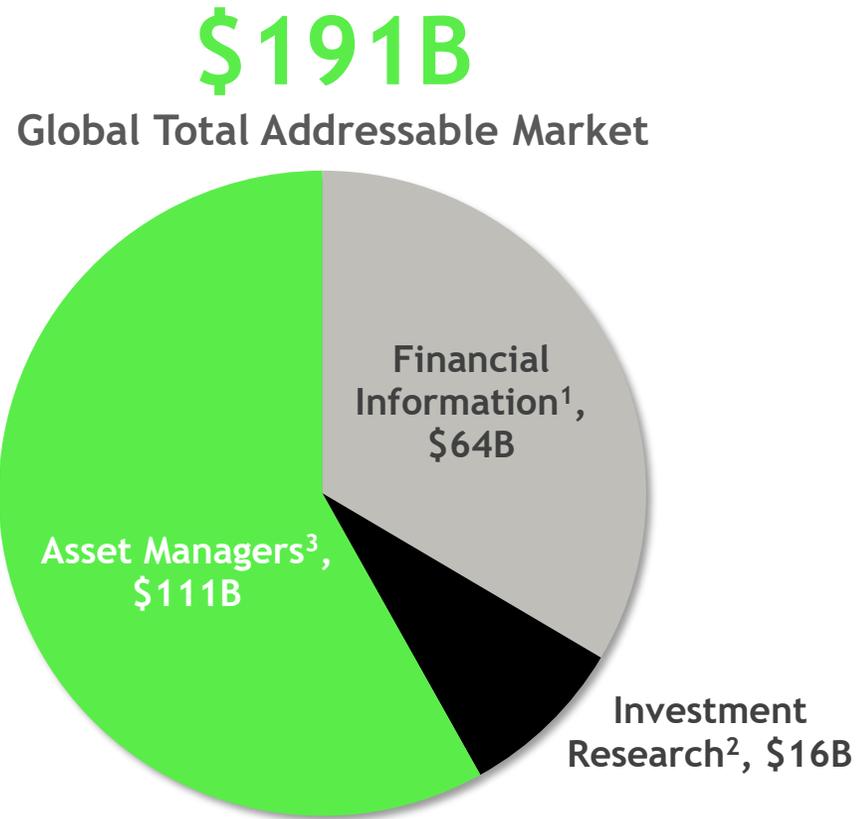
# INVESTMENT HIGHLIGHTS

1	Significant and growing “attention economy” TAM	✓	\$191B TAM with significant tailwinds, ripe for disruption
2	Scalable, digitally delivered IP	✓	Market leading tech platform with scalable, high-value content, data & analytics
3	Large, thriving community	✓	~14M self-directed investors, growing at a 65% CAGR from Q3 2019 to Q3 2021
4	Diversified product suite	✓	12 primary customer facing brands offering 170+ products
5	Best in class financial profile	✓	“Adjusted Rule of 50” <sup>1</sup> financial profile: Scale, Growth, Recurring Revenue, High Adjusted FCF <sup>2</sup> (Low Capex)
6	Experienced leadership team	✓	Deep, long-tenured & proven team
7	Sustained growth outlook	✓	Multiple organic & inorganic avenues to potentially drive sustained profitable growth at scale

1. Adjusted Rule of 50 equals annual GAAP Revenue Growth Rate plus Adjusted FCF Margin. Adjusted FCF Margin = Adjusted FCF / Billings

2. Adjusted FCF is calculated as Adjusted CFFO (Cash Flow From Operations) - Capital Expenditures. Adjusted CFFO is calculated as net cash provided by operating activities plus profits distributions to Class B unitholders included in stock-based compensation expense plus or minus any non-recurring items

# FINANCIAL WELLNESS SOLUTIONS HAVE A **HUGE TAM**



1. As per BMO research report, October 2018

2. Represents an estimated 33.3% of the 63M U.S. self-directed investors (Celent, U.S. Self-Directed Market Study, 2019) x MarketWise's 2020 ARPU of \$759. The remaining 67% is believed to be covered in the Asset Managers and Financial Information market sizes

3. Reflects addressable market of asset management customers becoming self-directed investors, based off of management fees for 2019 global active core and active specialties per BCG Global Asset Management Research Report, 2020

4. Celent, U.S. Self-Directed Market Study, 2019; 63M represents Celent's estimate for 2020

5. Maia Research, 2015-2027 Global Self-Directed Investors Implications for Wealth Managers Industry Market Research Report, Segment by Player, Type, Application, Marketing Channel, and Region

"...the markets are no longer reserved for institutional investors or HNWI. The goal of **democratizing the financial markets** is becoming a reality"

CELENT



# PERSONAL INVESTING IS **CHANGING IN FAVOR OF MARKETWISE**

## AGING POPULATION

- 17% of U.S. population is 65+<sup>1</sup>
- 10,000 Americans retiring every day, creating consistent demand velocity<sup>2</sup>

## GROWING THE PIE

- 72% of millennials identify as self-directed investors<sup>3</sup> (~\$22T of net worth)<sup>3</sup>
- Rise of self-directed 'Robinhood' investors provides huge future upside

## VOLUME OF ACTIVITY

- Retail investors now represent ~20% of trading on any given day, up from ~10% in 2010<sup>4</sup>

## COMPLEXITY

- Increasing number and complexity of investment instruments (e.g., ETFs, options, crypto, et al)

## PERFORMANCE

- Individual investors have a 3-year return performance lag versus the S&P 500<sup>5</sup>

## EDUCATION

- Increased emphasis on financial literacy - knowledge & skill to effectively manage wealth

1. Statista  
2. Deutsche Bank  
3. Deloitte study  
4. Wall Street research  
5. [realinvestmentadvice.com](http://realinvestmentadvice.com)

# PREMIUM SUBSCRIPTION CONTENT, SOFTWARE AND TOOLS

## ACTIONABLE IDEAS

## SOFTWARE & TOOLS

### EMPIRE SPAC Investor

#### It's Time to Buy the World's Most Shareholder-Friendly SPAC

When it comes to SPACs, sponsorship is critical. One of the main criticisms of SPACs is the time for being sponsors.

SPAC managers aren't granted a salary or other 20% of the initial equity raised once the merger is completed.

If a deal is made, that 20% becomes valuable. The sponsors sometimes also purchase heavy placement around the time of the initial public offering. If the SPAC liquidates without having completed the warrants end up being worthless.

Sponsors don't receive any of the liquidation proceeds. You can likely see how this situation effectively sponsors of the SPAC to complete an acquisition deadline to merge with a company approach because any merger is better than no merger.

As a result, much of SPAC value destruction is certain contractual features that mis-incentivize. Even if the share price tanks by 50% after the millions of dollars that they can sell for a profit with only half their money.

#### Here's What You Need to Know About Blockchain Decentralization

Dear reader,

Welcome to our new subscription early.

If you haven't already, I recommend you learn more about reporting

This week, I'm covering crypto announcements. And I'm

This week, I'm also explaining specifically the seeming looking for one easy way that in mind, I'm also local are faster and cheaper to

Finally, I'm following up



MONTHLY BRIEFING |

### UNVEILING THE 2021 PORTFOLIOS

This is it!

If you just joined Stansberry Portfolio Solutions over the past couple weeks, welcome aboard! We're delighted to have you with us.

If you've already been with us for years, welcome back. Our model portfolios once again produced excellent returns in 2020. We hope you profited from our recommendations.

To the many subscribers who have written in reporting outstanding personal results... thank you. Nothing is more rewarding in our professional lives than knowing we've helped people build and secure their finances.

Now it's time to do it again...

In today's letter, we'll unveil our full 2021 portfolios... with all the details about what to buy and how much of each name to hold. But first, we want to review a few points on how to use this product so you can generate the best possible outcomes and fulfill your investment goals.

For returning subscribers, some of this information may feel like a review. But I still encourage you to read through it to make sure we're all on equal, sturdy footing as we embark on the path to profitable investing in the year ahead.

THE MONTHLY BRIEFING, EXPLAINED

Portfolio Solutions

#### 1. Portfolio Manager Investment Commentary

Each month, I'll open our Briefing with a short and hopefully helpful investment note. In general, I look to provide thoughts on at least one of the three following topics...

1. What's moving the markets right now and how that may impact our longer-term investment outlook.
2. Specific investment rationale for a particular company, asset, or sector we're recommending in Portfolio Solutions. (Understanding *why* you own what you own is key to any successful investment.)
3. Broader investing lessons and guidelines meant to inform not just your investments in Portfolio Solutions but, ideally, your entire investment plan.

At the end of this Investment Commentary, you'll see performance figures for how we're doing so far that year. Behind the scenes, we remain focused on the longer-term performance of these portfolios. But we know you want to see what we've done for you lately, so we always show you how the strategies are performing monthly and on a year-to-date basis from the start of our "fiscal year." (This year, that's based on closing prices as of February 4, 2021.)

For newer subscribers, I encourage you to read the following opening commentaries to help familiarize



# PROVEN, AGILE PLATFORM FOR LAUNCHING NEW PRODUCTS QUICKLY WITH LOW RISK

## DETECT

Detect new demand and investment trends in the financial marketplace through observation, research and analysis

## ANALYZE

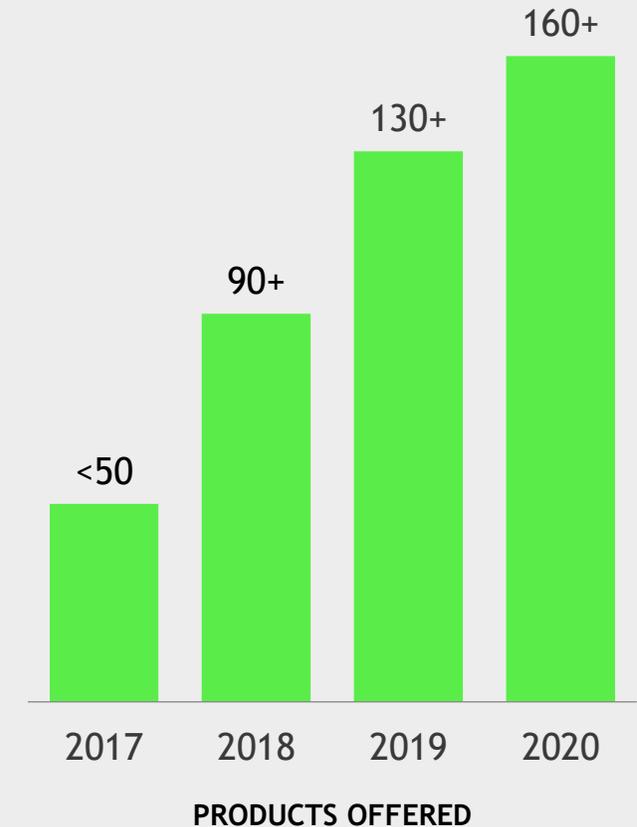
Identify a financial expert that has a personal passion for a specific area of growing customer interest and can provide unique insights

## LAUNCH

Launch new products within weeks. Target offers based on customer behavior and use AI to track and improve results

## SCALE

Grow content team in product area and cross-sell and upsell to build customer lifetime relationship

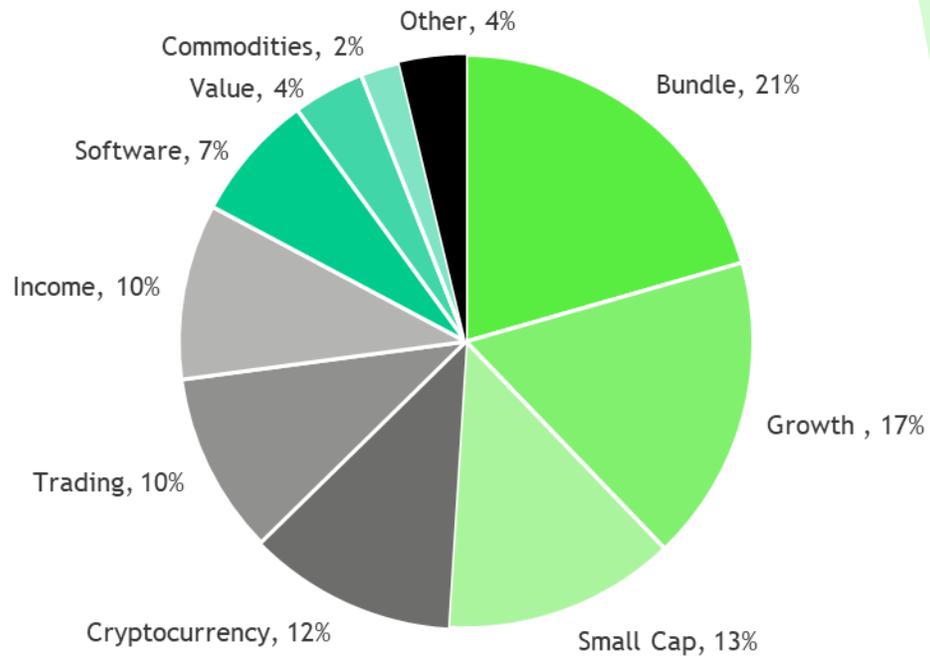


110+ New Products in 3 Years

Helped drive >\$300M of Billings

# DIVERSE RESEARCH PORTFOLIO ACROSS DIFFERENT ASSET CLASSES

**DIVERSE RESEARCH PRODUCTS**  
(% OF BILLINGS - Q4 2018-Q3 2021)



	# OF SUBSCRIBERS <sup>1</sup>	CUMULATIVE LIFETIME SPEND <sup>1</sup>	SELECTED EXAMPLES
<b>Free</b> General market commentary, current events - Insightful and educational	12.8M		<ul style="list-style-type: none"> <li>• Newswire</li> <li>• Investor Hour</li> <li>• The Weekly Pulse</li> <li>• The Daily Cut</li> </ul>
<b>Paid</b> Mega Cap equities and basic investment strategies	601K <sup>2</sup>	<\$600	<ul style="list-style-type: none"> <li>• Fry's Investment Report - \$249</li> <li>• Empire Stock Investor - \$199</li> </ul>
<b>High Value</b> More advanced investing strategies - Value Investing, Microcaps, Real Estate, Options, Trading, Cryptocurrencies	240K <sup>2</sup>	\$600-\$5,000	<ul style="list-style-type: none"> <li>• Empire Elite Growth - \$5,000</li> <li>• Palm Beach Ventures - \$3,000</li> </ul>
<b>Ultra High Value</b> Product bundles	123K <sup>2</sup>	>\$5,000	<ul style="list-style-type: none"> <li>• Alliance - \$31,000 + \$499 annually</li> <li>• Total Portfolio - \$15,000 + \$499 annually</li> </ul>

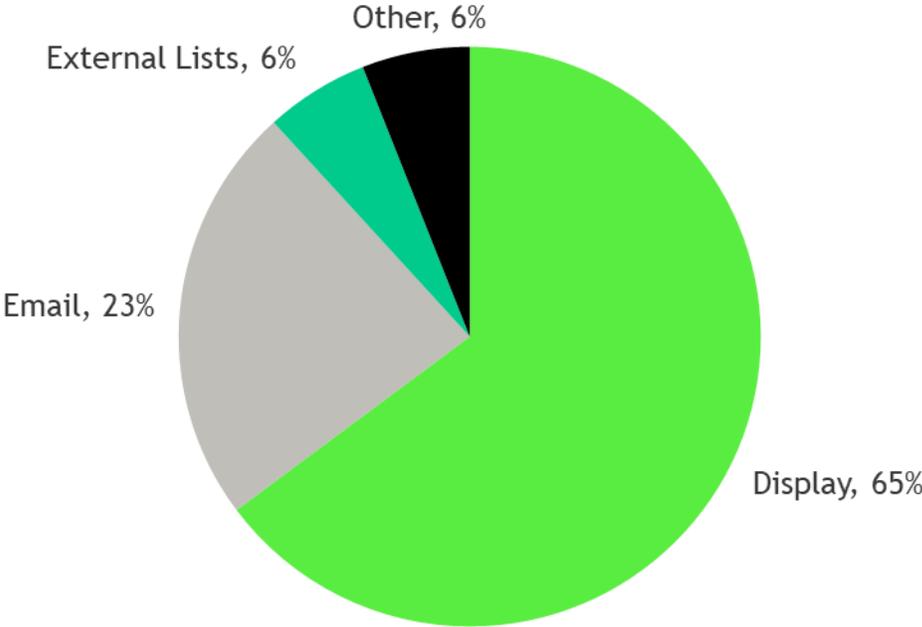
1. As of September 30, 2021

2. Number of subscribers indicated correspond with the cumulative lifetime spend to the right (e.g., 601K of the 964K+ total paid subscribers have less than \$600 of cumulative lifetime spend)

# EXTERNAL MARKETING - CUSTOMER ACQUISITION

## MULTI-CHANNEL MARKETING APPROACH

YTD Q3 2021 EXTERNAL ORDERS GENERATED



## MARKETING CHANNEL MIX (YTD Q3 2021)

**69%** Direct to Paid vs. **31%** Free to Paid

## SELECT DIRECT TO PAID DISPLAY CHANNELS

Taboola

facebook

yahoo!

Google

## CONVERSION STATS (YTD Q3 2021)

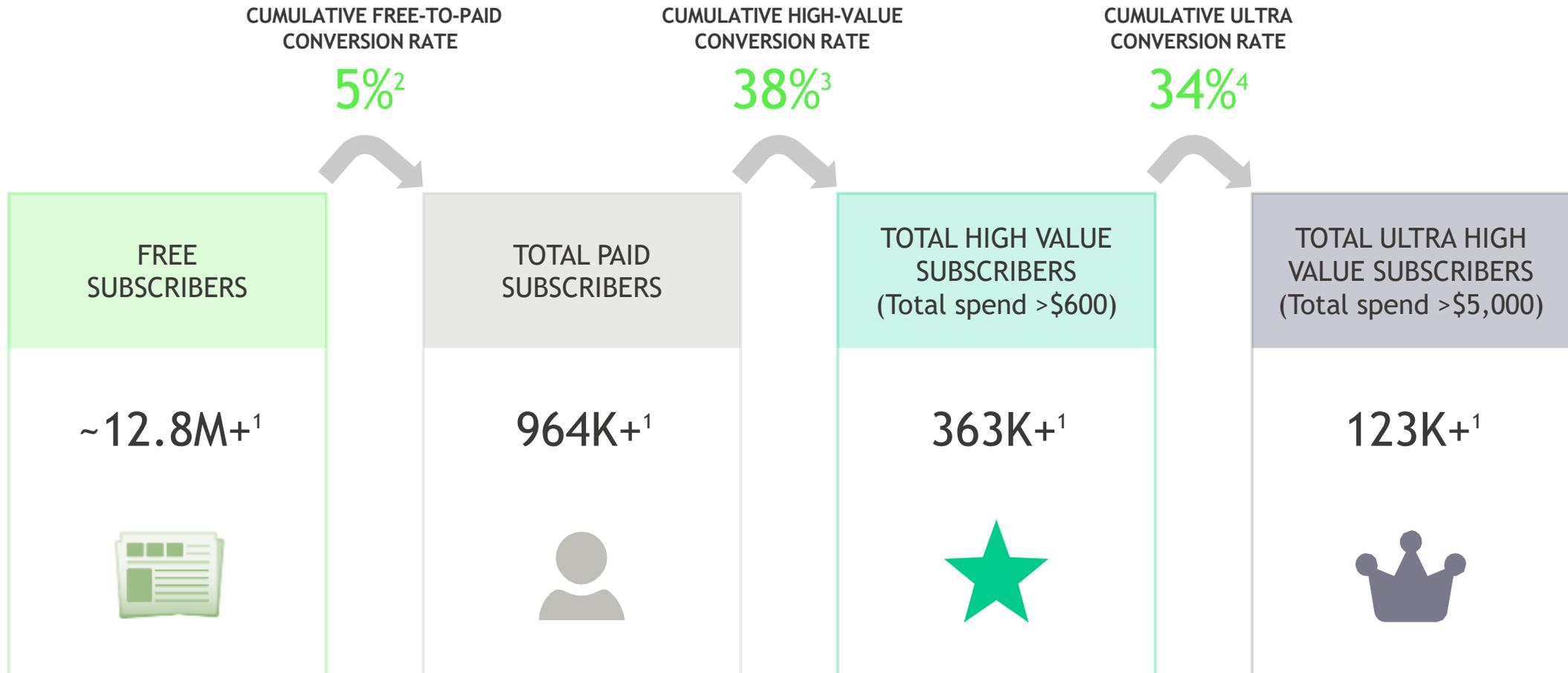
**12.3%**  
Order Form Click-through Rate<sup>1</sup>

**6.6%**  
Order Form Conversion Rate<sup>2</sup>

1. Order form click-through rate for paid subscription campaigns is derived from total order form visits / total landing page visits

2. Order form conversion rate for paid subscription campaigns is derived from main & upsell orders / total order form visits

# BEST-IN-CLASS BUSINESS MODEL TAILORED FOR HIGH VALUE SUBSCRIBERS



1. Subscriber figures shown as of September 30, 2021

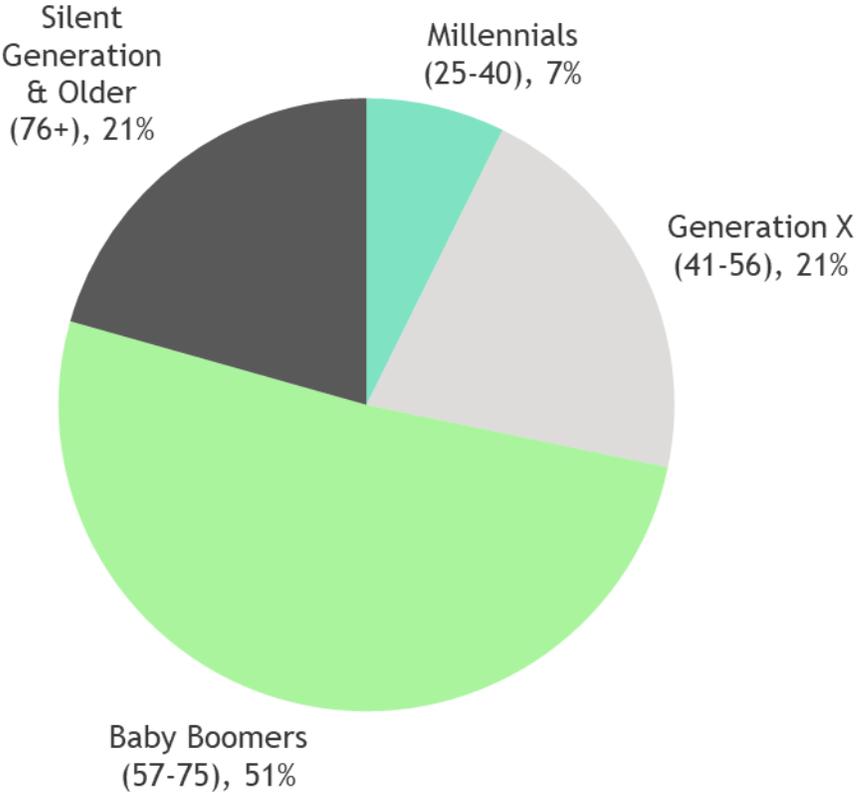
2. Represents cumulative free-to-paid conversion rate for the period July 1, 2018 to September 30, 2021. Calculated as (number of free subscribers who purchased a subscription during the period) / (average number of free subscribers during the period)

3. Represents cumulative high-value conversion rate as of September 30, 2021. Calculated as (number of paid subscribers who have purchased >\$600 in aggregate over their lifetime as of September 30, 2021)/(number of paid subscribers as of September 30, 2021)

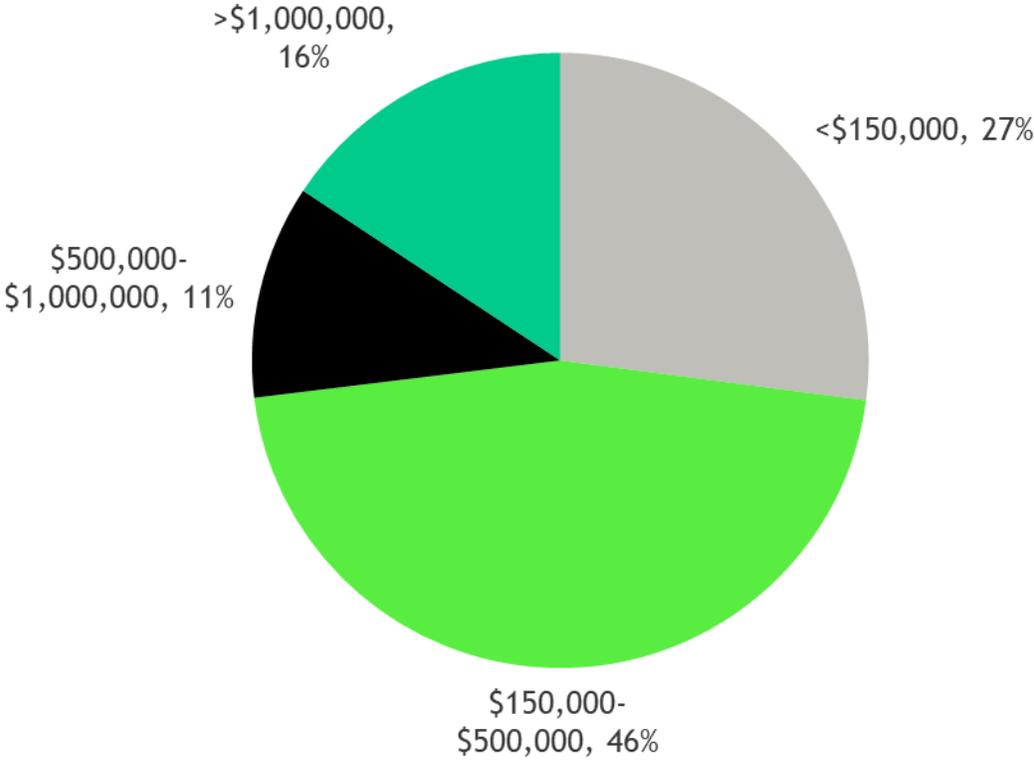
4. Represents cumulative ultra-value conversion rate as of September 30, 2021. Calculated as (number of paid subscribers who have purchased >\$5,000 in aggregate over their lifetime as of September 30, 2021)/(number of high value subscribers as of September 30, 2021)

# SUBSCRIBER DEMOGRAPHICS

PAID SUBSCRIBERS BY GENERATION (AGE 25+)<sup>1</sup>



PAID SUBSCRIBERS BY NET ASSETS<sup>1</sup>



1. Source: Experian data as of September 30, 2021

# WE HAVE A TRACK RECORD OF EFFICIENT AND **HIGHLY ACCRETIVE CAPITAL ALLOCATION**

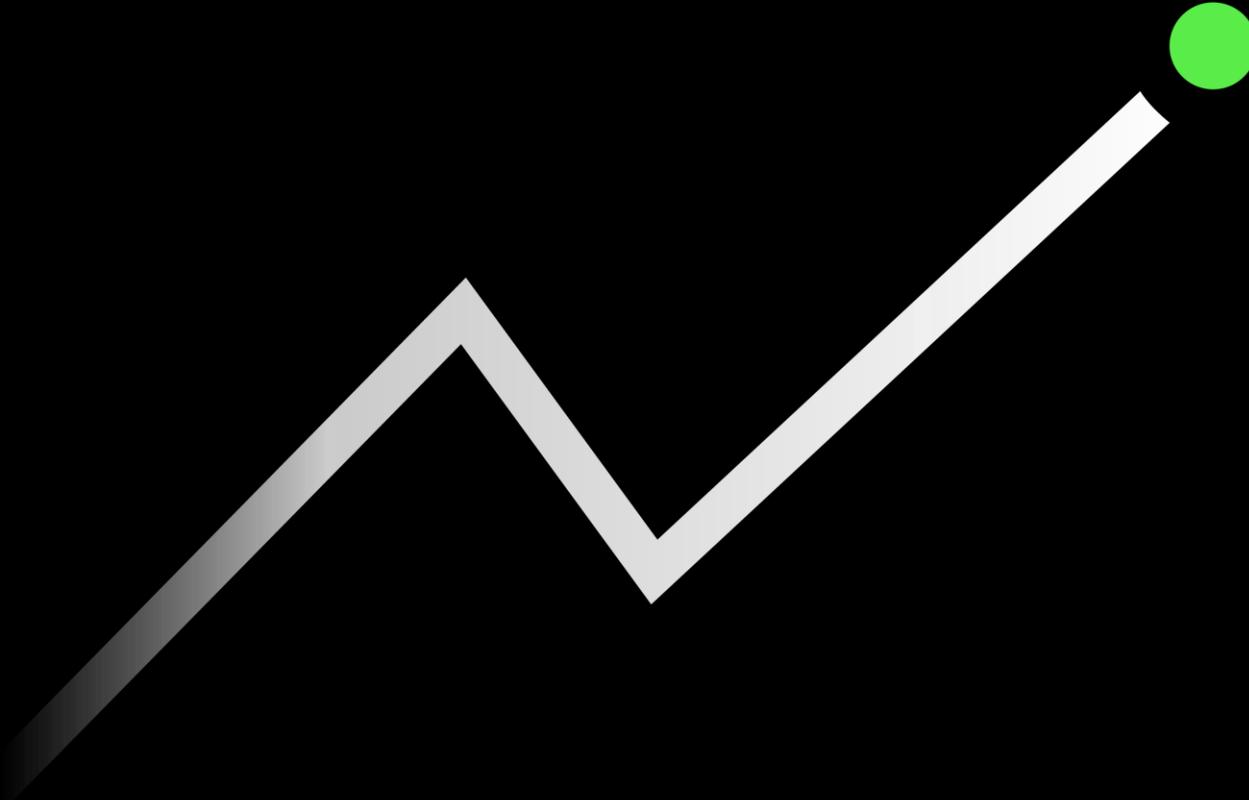
	YEAR	FOCUS AREA	BUILD OR BUY	ORIGINAL BILLINGS (\$ MILLIONS)	2020 BILLINGS (\$ MILLIONS)
 PALM BEACH RESEARCH GROUP	2010	Macro	Build	--	\$120
 TRADESMITH	2013	Risk Allocation	Buy	\$1	\$30
 BONNER & PARTNERS	2014	Macro	Buy	\$5	\$110
 CASEY RESEARCH <small>Personal Freedom Through Financial Freedom</small>	2015	Commodities	Buy	\$12	\$25
 Omnia Research	2016	Trading	Build	--	\$30
 INVESTORPLACE	2017	Growth	Buy	\$28	\$67
 EMPIRE FINANCIAL RESEARCH	2019	Growth / SPACs	Build	--	\$32
 Altimetry <small>POWERED BY VALENS RESEARCH</small>	2019	Software	Build	--	\$7
 CHAIKIN <sup>1</sup> ANALYTICS	2021	Software	Buy	\$3	Future
<b>Total</b>				<b>\$49</b>	<b>\$421</b>
					<b>77%</b>
					<b>% of Total 2020 Billings</b>

1. Acquisition completed on January 21, 2021; Original Billings represents billings in 2020; 2020 Billings left blank since acquisition was completed after 2020

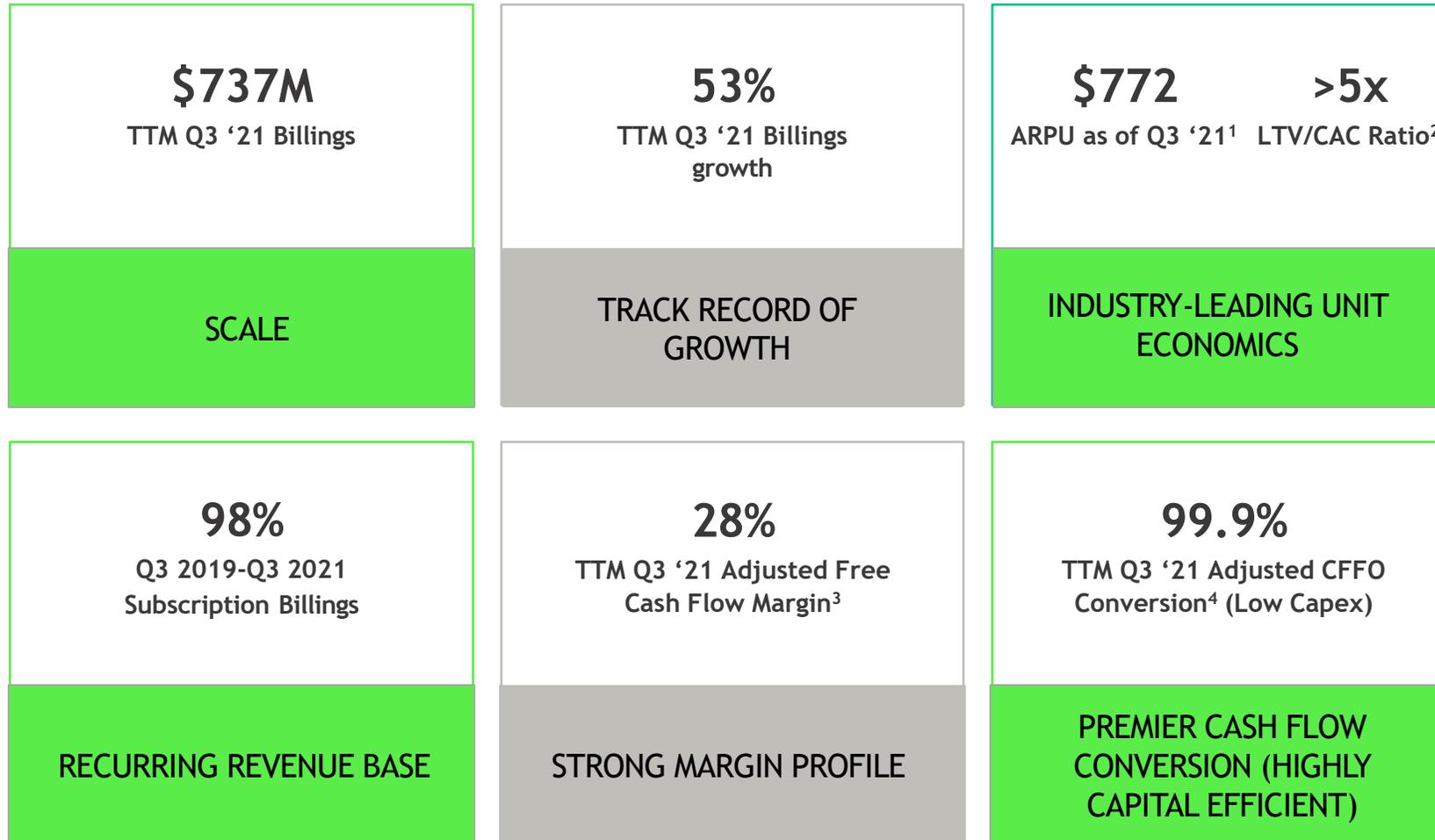
MarketWise

# Financial Overview

November, 2021



# FINANCIAL HIGHLIGHTS



1. Based on trailing four quarter net billings / average number of trailing four quarter paid subscribers

2. Based on average lifetime customer contribution margin divided by customer acquisition costs. Customer acquisition costs include direct marketing spend, external revenue share expense, retention and renewal expenses, copywriting and marketing salaries, tele-sales salaries and commissions and customer service commissions

3. Adjusted FCF Margin = Adjusted FCF / Billings. Adjusted FCF is calculated as Adjusted CFFO - Capital Expenditures. Adjusted CFFO is calculated as net cash provided by operating activities plus profits distributions to Class B unitholders included in stock based compensation expense plus or minus any non-recurring items

4. Adjusted CFFO Conversion = (Adjusted CFFO - Capital Expenditures) / Adjusted CFFO

# SUPERIOR UNIT ECONOMICS - 2020...

*“...with an LTV/CAC ratio of 3 or higher, investing an incremental dollar in acquiring new customers has a greater expected return than retaining that dollar as profit...”*



Avg. Customer Lifetime Billings      \$2,700

High Variable Margin

LTV/CAC<sup>1</sup> Ratio      >5x

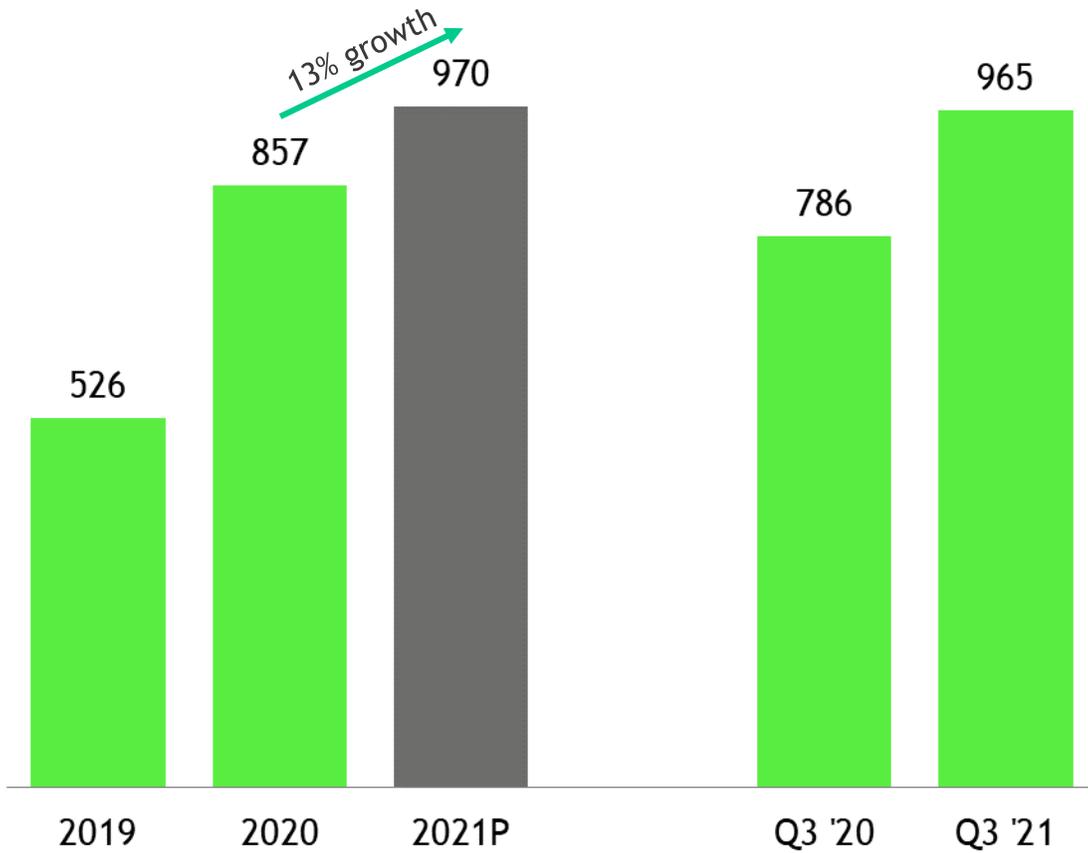
**90 Days**  
CPA<sup>2</sup> Breakeven

**7-9 Months**  
CAC<sup>1</sup> Breakeven

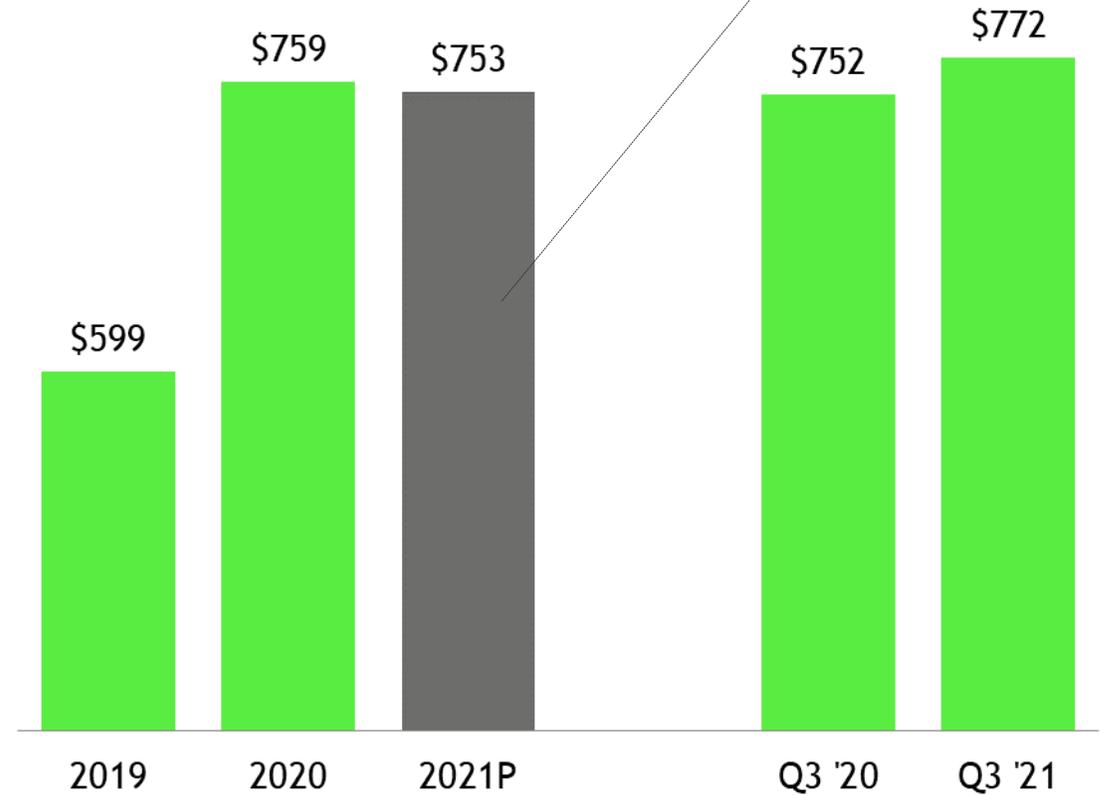
1. Customer Acquisition Costs include direct marketing spend, external revenue share expense, retention and renewal expenses, copywriting and marketing salaries, tele-sales salaries and commissions and customer service commissions  
2. CPA - Cost per acquisition includes direct marketing spend only

# FORECASTED KEY PERFORMANCE INDICATORS

## PAID SUBSCRIBERS (IN THOUSANDS)



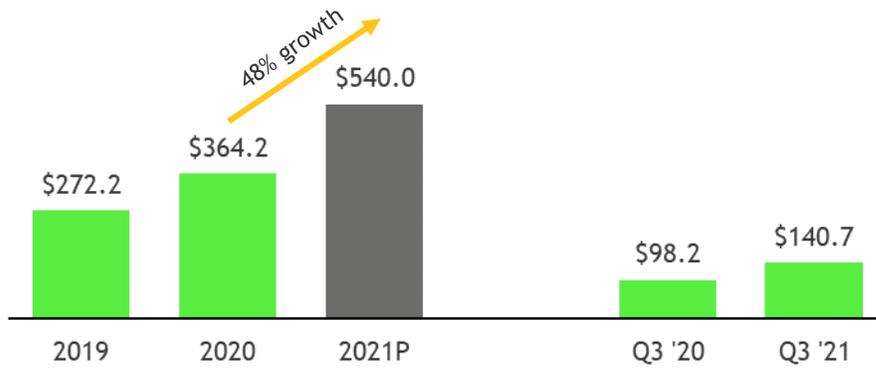
## ARPU<sup>1</sup>



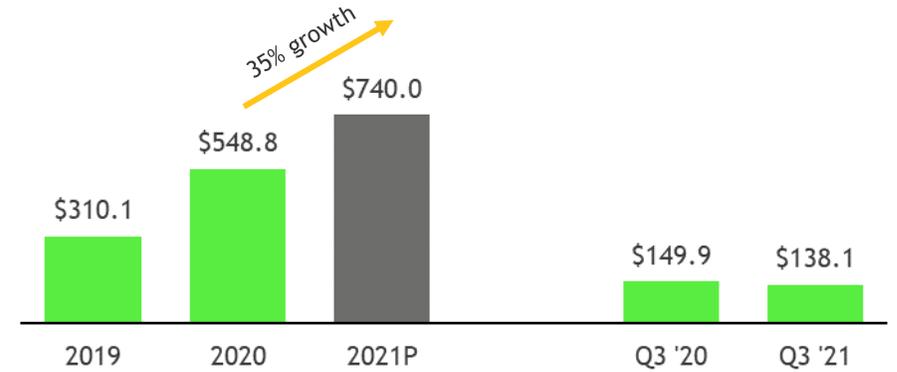
1. Based on trailing four quarter net billings / average number of trailing four quarter paid subscribers

# HIGHLY ATTRACTIVE LONG-TERM GROWTH AT SCALE

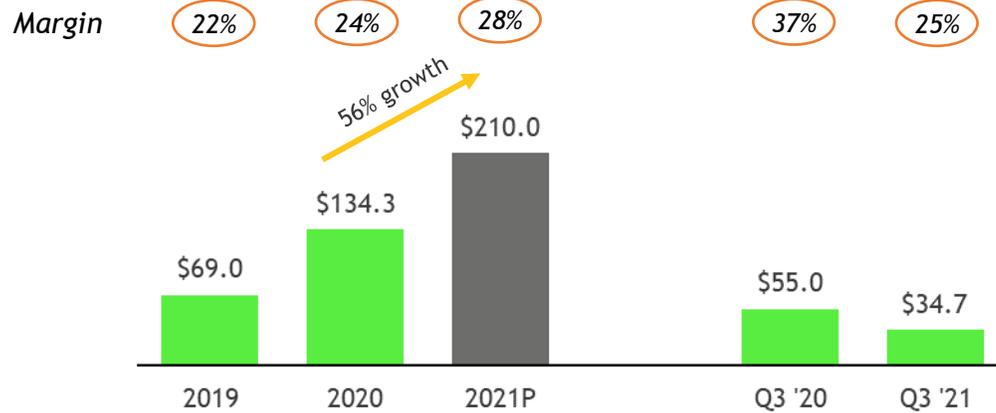
REVENUE (\$ IN MILLIONS)



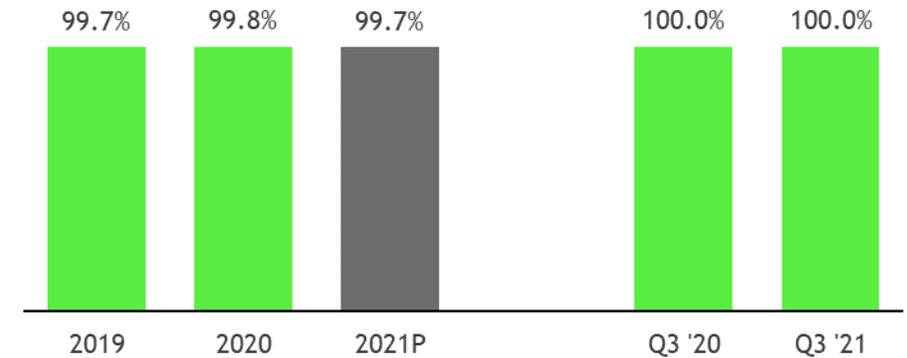
BILLINGS (\$ IN MILLIONS)<sup>1</sup>



ADJUSTED CFFO (\$ IN MILLIONS)<sup>2</sup>



ADJUSTED CFFO CONVERSION<sup>3</sup> (LOW CAPEX)



1. Billings represents amounts invoiced to customers

2. Adjusted CFFO = net cash provided by operating activities plus profits distributions to Class B unitholders included in stock-based compensation expense plus or minus any non-recurring items. Adjusted CFFO Margin = Adjusted CFFO / Billings

3. Adjusted CFFO Conversion = (Adjusted CFFO - Capital Expenditures) / Adjusted CFFO

# LONG-TERM FINANCIAL OBJECTIVES

## KEY GROWTH DRIVERS

- Paid marketing spend
- New products/markets
- M&A

## KEY PROFITABILITY DRIVERS

- Paid marketing spend
- Conversion/upsells
- ROIs



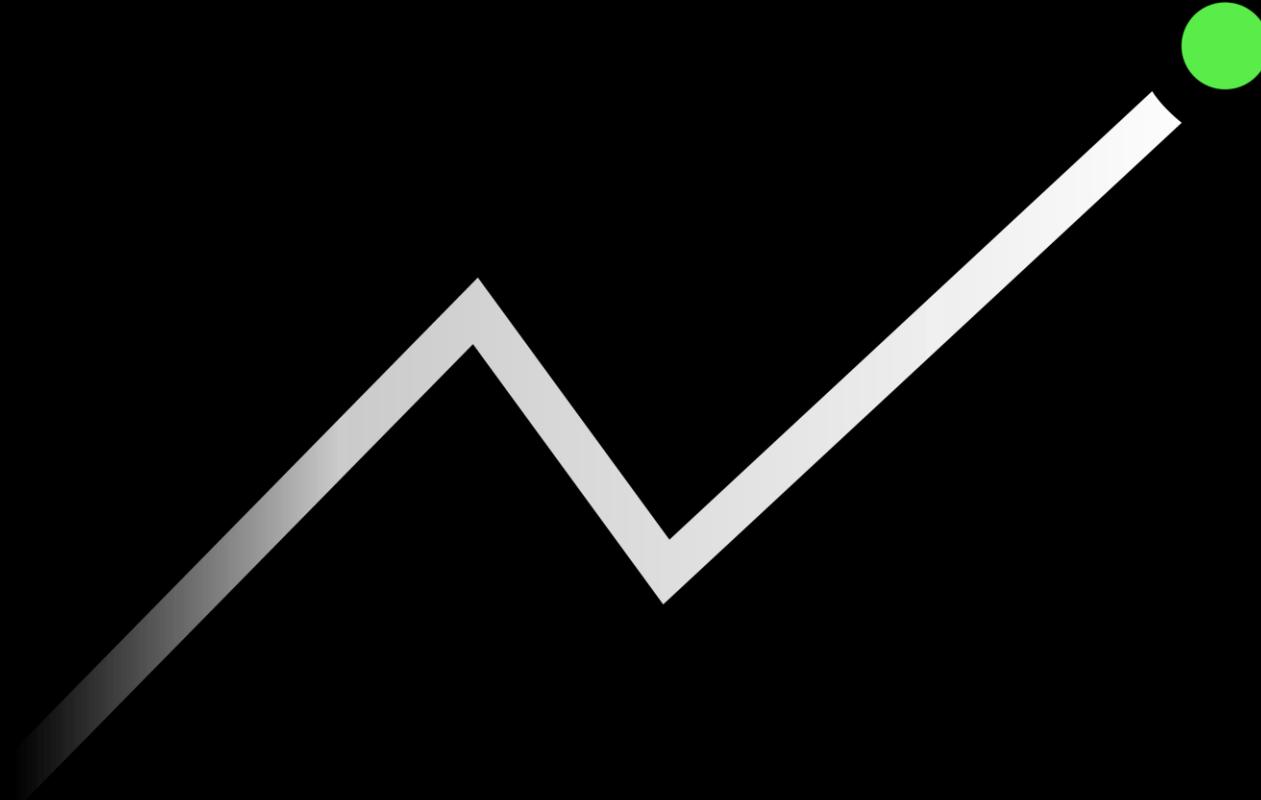
**SUSTAINED TARGET  
“ADJUSTED RULE OF 50”<sup>1</sup> FINANCIAL PROFILE**

1. Adjusted Rule of 50 equals annual GAAP Revenue Growth Rate plus Adjusted FCF Margin

MarketWise

# Appendix

November, 2021

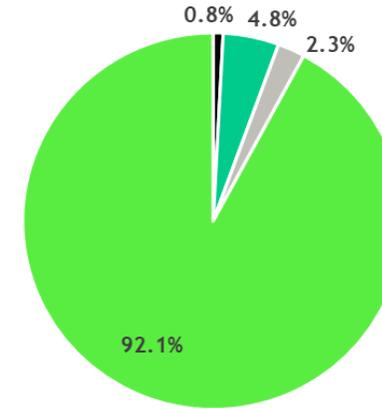


# TRANSACTION SUMMARY

## DEAL DYNAMICS

- Close Date: July 21
- Free to Trade Date: July 22
- Initial Float: 2.7M Shares
- Redemptions: 94%
- 15M PIPE shares registered on August 20
- Price perf. 5 days prior to redemption: (8.5%)

## ACTUAL OWNERSHIP AT CLOSE



■ Public Shareholders ■ PIPE Shareholders ■ Sponsor ■ Seller's Rollover Equity

## ACTUAL SOURCES & USES (\$M)

### SOURCES

Net Trust Proceeds	\$26
PIPE Raise Proceeds	150
Sellers' Equity Rollover	2,911

**TOTAL** **\$3,087**

### USES

Subscription Amount	\$120
Transaction Fees & Expenses	56
Sellers' Equity Rollover	2,911

**TOTAL** **\$3,087**

# SHARE COUNT AT TIME OF DEAL

TYPE	SHARES	% OWNERSHIP
Public Shareholders	2,653,096	0.8%
PIPE Shareholders	15,000,000	4.8%
Sponsor	7,299,000	2.3%
Sellers' Rollover Equity	291,092,303	92.1%
<b>TOTAL</b>	<b>316,044,399</b>	<b>100.0%</b>

# MKTW REVOLVING CREDIT FACILITY - TRANSACTION OVERVIEW

- Borrower - MarketWise, LLC and its subsidiaries
  - Facility size - \$150MM
  - Facility type - Line of Credit
  - Tenor - 3 year
  - Security - all tangible and intangible assets
  - Closing date - 10/29/2021
  - Termination date - October 2024
- Use of proceeds - provide additional capacity for working capital needs and potential bridge financing for acquisitions and other M&A activity
- Financial Covenants
  - Interest Coverage Ratio
  - Net Leverage Ratio

# MARKETWISE PROVIDES DIVERSE, ACTIONABLE & AFFORDABLE CONTENT

	MarketWise	INSTITUTIONAL INFO SERVICES	INSTITUTIONAL RESEARCH	SPECIALTY FINANCIAL RESEARCH	ONLINE BROKERS	ONLINE NEWSLETTERS	GENERAL FINANCIAL PUBLICATIONS	ONLINE TOOLS	SOCIAL MEDIA COMMUNITIES
ACTIONABLE CONTENT	●	◐	●	◐	◐	◐	◐	○	◐
DATA & INFO	◐	●	◐	◐	◐	◐	◐	◐	◐
DIVERSIFIED PRODUCT OFFERING	●	●	●	◐	◐	◐	◐	○	○
FULL RANGE OF PRICES	●	◐	◐	◐	◐	◐	◐	◐	○

Bloomberg  
 MORNINGSTAR  
 S&P Global  
 MOODY'S  
 FACTSET  
 REUTERS  
 Sell Side Platforms  
 BCC Research  
 Wall Street Research  
 MORNINGSTAR  
 ZACKS  
 Fidelity  
 Robinhood  
 Ameritrade  
 Seeking Alpha  
 The Motley Fool  
 BARRON'S  
 WSJ  
 INVESTORS BUSINESS DAILY  
 yahoo! finance  
 MarketWatch  
 reddit  
 Stocktwits

# NON-GAAP RECONCILIATIONS

(\$ in 000's)	2018	2019	2020	Q3 2020	Q3 2021
<b>Net Cash Provided by Operating Activities</b>	<b>76,493</b>	<b>54,201</b>	<b>55,875</b>	<b>47,785</b>	<b>(92,598)</b>
Plus: Profits distributions to Class B unitholders included in stock based compensation expense	17,135	14,831	78,398	7,241	117,342
Plus: One Time/Unusual Adjustments <sup>1</sup>					10,000
<b>Adj. CFO (Adjusted Cash Flow from Operations)</b>	<b>93,628</b>	<b>69,032</b>	<b>134,273</b>	<b>55,026</b>	<b>34,744</b>

1. Represents a discretionary, one-time, lifetime-award non-employee bonus payment of \$10M to the Company's founder, who is a Class B stockholder

# GAAP INCOME STATEMENTS

(\$ in 000's)

	Q3 2020	Q3 2021	% Variance
<b>Total Revenue</b>	<b>98,159</b>	<b>140,667</b>	<b>43%</b>
Operating Expenses			
Cost of Revenue	26,749	62,024	132%
Sales and Marketing	56,914	82,558	45%
General and Administrative	79,885	356,286	346%
Depreciation and Amortization	639	629	-2%
Research and Development	1,255	2,137	70%
Related Party Expenses	34	10,097	29597%
<b>Total Operating Expenses</b>	<b>165,476</b>	<b>513,731</b>	<b>210%</b>
Income (Loss) from Operations	(67,317)	(373,064)	N/M
Other (Income) Expense, net	993	(9,859)	N/M
Interest (Income) Expense, net	(17)	(5)	N/M
<b>Net Income (Loss) Before Income Taxes</b>	<b>(68,293)</b>	<b>(363,200)</b>	<b>N/M</b>
Income Tax Expense	-	3,085	N/M
<b>Net Income (Loss)</b>	<b>(68,293)</b>	<b>(366,285)</b>	<b>N/M</b>

(\$ in 000's)

	Q3 2020	Q3 2021	% Variance
<b>Stock Based Compensation Expense<sup>1</sup></b>			
Vested Class B Units & Change in Fair Value of Class B Liability Awards	66,210	292,580	342%
Profits distribution to Class B Unitholders included in stock based compensation expense	7,241	117,342	1521%
<b>Total Class B Stock Based Compensation Expense</b>	<b>73,451</b>	<b>409,922</b>	<b>458%</b>
2021 Incentive Award Plan stock based compensation expense	-	2,643	N/M
<b>Total Stock Based Compensation Expense</b>	<b>73,451</b>	<b>412,565</b>	<b>462%</b>
<b>Stock Based Compensation Line Item Summary<sup>1</sup></b>			
Cost of Revenue	13,717	46,396	238%
Sales and Marketing	943	32,606	3358%
General and Administrative	58,791	333,563	467%
<b>Total Stock Based Compensation Expense</b>	<b>73,451</b>	<b>412,565</b>	<b>462%</b>

1. Stock-based compensation expense is primarily related to the Class B Units. Prior to the Transactions, the Class B Units were classified as liabilities as opposed to equity and remeasured to fair value at the end of each reporting period, with the change in value being charged to stock-based compensation expense. Because the Class B Units were classified as liabilities on our consolidated balance sheet prior to the Transactions, all profits distributions made to the holders of the Class B Units were considered to be stock-based compensation expenses. Upon completion of the Transactions, all Class B Units fully vested as of the transaction date, and the original operating agreement was terminated and replaced by a new operating agreement consistent with the Company's Up-C structure. This new operating agreement does not contain the put and call options that existed under the previous operating agreement, and the Common Units are treated as common equity under the new operating agreement and do not generate stock-based compensation expense. Therefore, the Class B Units liability was reclassified to equity as of the transaction date and stock-based compensation expense associated with the Class B Units ceased after the transaction date.

	Q3 2020	Q3 2021
<b>Total Revenue</b>	<b>100%</b>	<b>100%</b>
Operating Expenses		
Cost of Revenue	27%	44%
Sales and Marketing	58%	59%
General and Administrative	81%	253%
Depreciation and Amortization	1%	0%
Research and Development	1%	2%
Related Party Expenses	0%	7%
<b>Total Operating Expenses</b>	<b>169%</b>	<b>365%</b>
Income (Loss) from Operations	-69%	-265%
Other (Income) Expense, net	1%	-7%
Interest (Income) Expense, net	0%	0%
<b>Net Income (Loss) Before Income Taxes</b>	<b>-70%</b>	<b>-258%</b>
Income Tax Expense	-	2%
<b>Net Income (Loss)</b>	<b>-70%</b>	<b>-260%</b>

	Q3 2020	Q3 2021
<b>Stock Based Compensation Line Item Summary<sup>1</sup></b>		
Cost of Revenue	14%	33%
Sales and Marketing	1%	23%
General and Administrative	60%	237%
<b>Total Stock Based Compensation Expense</b>	<b>75%</b>	<b>293%</b>