



Q1 2022 EARNINGS SUPPLEMENT

MAY 2022



PRO FORMA INFORMATION AND NON-GAAP FINANCIAL MEASURES



The pro forma information presented herein gives effect to the results of our 2022 and 2021 Partnerships during the unowned period as if the Company had acquired such Partners on January 1, 2022 and January 1, 2021, respectively. This unaudited pro forma information should not be relied upon as being indicative of the historical results that would have been obtained if the acquisitions had occurred on that date, nor the results that may be obtained in the future.

Pro Forma Adjusted EBITDA and Pro Forma Adjusted EBITDA Margin are not measures of financial performance under GAAP and should not be considered substitutes for net income. These non-GAAP financial measures have limitations as analytical tools, and when assessing our operating performance, you should not consider these non-GAAP financial measures in isolation or as substitutes for revenue, net income (loss) or other consolidated income statement data prepared in accordance with GAAP. Other companies in our industry may define or calculate these non-GAAP financial measures differently than we do, and accordingly, these measures may not be comparable to similarly titled measures used by other companies.

Pro Forma Adjusted EBITDA eliminates the effects of financing, depreciation and amortization. We define Pro Forma Adjusted EBITDA as pro forma net income (loss) before interest, taxes, depreciation, amortization and certain items of income and expense, including share-based compensation expense, transaction-related expenses related to forming Partnerships, severance, and certain non-recurring costs, including capital related expenses. We believe that Pro Forma Adjusted EBITDA is an appropriate measure of operating performance because it eliminates the impact of expenses that do not relate to business performance, and that the presentation of this measure enhances an investor's understanding of our financial performance.

Pro Forma Adjusted EBITDA Margin is Pro Forma Adjusted EBITDA divided by pro forma revenue. Pro Forma Adjusted EBITDA Margin is a key metric used by management and our board of directors to assess our financial performance. We believe that Pro Forma Adjusted EBITDA Margin is an appropriate measure of operating performance because it eliminates the impact of expenses that do not relate to business performance, and that the presentation of this measure enhances an investor's understanding of our financial performance. We believe that Pro Forma Adjusted EBITDA Margin is helpful in measuring profitability of operations on a consolidated level.



KEY PERFORMANCE METRICS



AMOUNTS IN 000'S

	Q1 2022	Q1 2021	% Growth
ACTUAL			
Total revenue	\$ 242,848	\$ 152,828	59 %
Net income	44,839	31,307	
Diluted EPS	\$ 0.39	\$ 0.33	
Adjusted EBITDA ⁽¹⁾	72,932	53,424	37 %
Adjusted EBITDA Margin ¹⁾	30 %	35 %	
Adjusted Net Income ⁽¹⁾	\$ 57,545	\$ 43,675	32 %
Adjusted Diluted EPS ⁽¹⁾	\$ 0.50	\$ 0.46	9 %
Net cash provided by (used in) operating activities	\$ (3,433)	\$ 3,287	(204)%
Adjusted net cash provided by operating activities	\$ 42,416	\$ 45,900	(8)%
Organic Revenue Growth % ⁽¹⁾	16 %	14 %	
"MGA of the Future" organic revenue growth	42 %	56 %	
PRO FORMA			
Pro Forma Revenue ⁽²⁾	\$ 242,848	\$ 209,380	16 %
Pro Forma Adjusted EBITDA ⁽³⁾	72,932	78,446	(7)%
Pro Forma Adjusted EBITDA Margin ⁽³⁾	30 %	37 %	
Total revenue of businesses owned as of 12/31/2021 ⁽⁴⁾	\$ 242,848	\$ 209,380	16 %

(1) Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted Net Income, Adjusted Diluted EPS and Organic Revenue Growth are non-GAAP metrics. Refer to our earnings release issued on May 10, 2022 and posted on our website for a reconciliation of these non-GAAP metrics to the most directly comparable GAAP metrics.

(2) Reflects quarterly GAAP revenue, plus revenue from Partnerships in the unowned portion of the period for Partnerships closed before the end of Q4 2021 for 2021 periods. Refer to Slide 14 of this presentation for a reconciliation of Pro Forma Revenue to the most directly comparable GAAP metric.

(3) Pro Forma Adjusted EBITDA and Pro Forma Adjusted EBITDA Margin are non-GAAP metrics. Refer to Slide 13 of this presentation for reconciliations of these non-GAAP metrics to the most directly comparable GAAP metrics.

(4) Total revenue of businesses owned as of 12/31/2021 is a non-GAAP metric that presents growth as if all 2021 Partners were included in the calculation of organic growth. Since the Company completed no Partnerships during Q1 2022, there is no difference between total revenue from businesses owned as of December 31, 2021 and Pro Forma Revenue.

2022 PARTNERSHIPS



AMOUNTS IN 000'S

	2022				
	Q1	Q2	Q3	Q4	YTD
CONSOLIDATED					
Closed Partnerships	—	1			1
Cash/Equity aggregate closing consideration	\$ —	\$ 375,000			\$ 375,000
Maximum contingent consideration	—	15,000			15,000
Acquired revenue ⁽¹⁾	—	81,800			81,800
Estimated acquired adjusted EBITDA ⁽²⁾	—	30,973			30,973
Phasing of acquired revenue ⁽³⁾	\$ 18,814	\$ 19,632	\$ 21,268	\$ 22,086	\$ 81,800

- (1) Represents the aggregate revenues of Partners acquired during the relevant quarter presented, for the most recent trailing twelve-month period prior to acquisition by the Company, in each case, at the time the due diligence was concluded based on a quality of earnings review and not an audit.
- (2) Represents the aggregate estimated Adjusted EBITDA of Partners acquired during the relevant quarter presented, for the most recent trailing twelve-month period prior to acquisition by the Company, in each case, at the time the due diligence was conducted based on a quality of earnings review and not an audit. Adjustments to net income (loss) include the adjustments to net income (loss) used by the Company to calculate its Adjusted EBITDA and certain estimated deal-specific cost savings resulting from acquisition by the Company, including commissions grid alignment, technology-related cost savings, personnel-related cost savings and centralized growth services, as well as the normalization of acquisitions/divestitures and continuation of Adjusted EBITDA growth trends seen in the year-to-date quality of earnings.
- (3) Represents the aggregate revenues on a quarterly basis under ASC Topic 606 of Partners acquired during the relevant year for the most recent trailing twelve-month period prior to acquisition by the Company, in each case, at the time the due diligence was concluded based on a quality of earnings review and not an audit. Amounts represent 2021 activity of acquired Partners and are not projections of 2022 performance.

ACTUAL DISAGGREGATED COMMISSIONS AND FEES REVENUE & KPIs



AMOUNTS IN 000'S

2022

Q1

MIDDLE MARKET

Commissions ⁽¹⁾	\$	146,341
Consulting and service fee		13,290
Profit-sharing		10,832
Other		940
Total Middle Market revenue	\$	171,403
Organic Revenue Growth		13 %

Q1

SPECIALTY

Commissions ⁽²⁾	\$	37,747
Policy fee and installment fee		5,708
Profit-sharing		3,178
Consulting and service fee		1,047
Other		1,843
Total Specialty revenue	\$	49,523
Organic Revenue Growth		31 %

(1) The Middle Market Operating Group recorded intercompany commissions of \$0.3 million for Q1, which are eliminated in consolidation.

(2) The Specialty Operating Group recorded intercompany commissions of \$0.1 million for Q1, which are eliminated in consolidation.

ACTUAL DISAGGREGATED COMMISSIONS AND FEES REVENUE & KPIs



AMOUNTS IN 000'S

Q1

2022

<i>MAINSTREET</i>	
Commissions ⁽¹⁾	\$ 8,203
Profit-sharing	1,002
Other	<u>72</u>
Total Mainstreet revenue	\$ 9,277
Organic Revenue Growth	12 %

Q1

<i>MEDICARE</i>	
Commissions ⁽²⁾	\$ 13,582
Other	<u>99</u>
Total Medicare revenue	\$ 13,681
Organic Revenue Growth	26 %

(1) The MainStreet Operating Group recorded intercompany commissions of less than \$0.1 million for Q1, which are eliminated in consolidation.

(2) The Medicare Operating Group recorded intercompany commissions of \$0.6 million for Q1, which are eliminated in consolidation.

SHAREHOLDER VALUE CREATION



2022 Q1

Stock price at quarter end	\$	26.83
Weighted average Class A & B shares outstanding (000's) ⁽¹⁾		114,985
Adjusted Diluted EPS (fully vested and as-if converted)	\$	0.50

RECONCILIATION TO GAAP Q1

Diluted earnings per share	\$	0.39
Other adjustments to earnings per share		0.16
Adjusted income taxes per share		<u>(0.05)</u>
Adjusted Diluted EPS	\$	0.50

(1) Assumes the vesting of all restricted stock and full exchange of LLC Units (and paired Class B shares) for Class A shares pursuant to the Amended LLC Agreement. Shares used is consistent with the calculation of Adjusted Diluted EPS in the Non-GAAP Financial Measures section of our Quarterly Report on Form 10-Q.

TREASURY



<i>INSTRUMENT</i>	<i>DEBT OUTSTANDING @ 3.31.2022</i>	<i>AVAILABLE FOR BORROWING</i>	<i>RATE as of 3.31.2022</i>	<i>MATURITY</i>	<i>CASH INTEREST PAID IN 2022</i>
<i>Amounts in 000's</i>					
Term Loan B ⁽¹⁾	\$ 844,496	\$ —	LIBOR + 3.50%, Floor of 4.00%	October 2027	\$ 8,747
Revolving line of credit	75,000	525,000	SOFR + 2.10% to SOFR + 3.10%	April 2027	302

(1) Debt outstanding under the Term Loan B represents gross debt outstanding. The gross debt outstanding is netted against unamortized debt discount and issuance costs of \$22.8 million for balance sheet presentation.

A nighttime photograph of a city skyline, likely Boston, featuring several prominent skyscrapers and a bridge over a body of water. The scene is illuminated by city lights, with reflections on the water. A large, semi-transparent graphic overlay of a stylized, geometric pattern is visible in the background.

APPENDIX

MAY 2022



ACTUAL DISAGGREGATED COMMISSIONS AND FEES REVENUE & KPIs



AMOUNTS IN 000'S	2021				
	Q1	Q2	Q3	Q4	YTD
CONSOLIDATED					
Total revenue	\$ 152,828	\$ 119,706	\$ 135,556	\$ 159,200	\$ 567,290
Pro Forma Revenue ⁽¹⁾	209,380	172,510	167,457	169,973	719,320
Organic Revenue Growth ⁽²⁾	14 %	32 %	26 %	18 %	22 %
"MGA of the Future" organic revenue growth	56 %	52 %	48 %	36 %	47 %
Total revenue growth ⁽³⁾	182 %	133 %	106 %	129 %	135 %
Closed Partnerships	2	3	5	6	16
Cash/Equity aggregate closing consideration	\$ 19,969	\$ 13,341	\$ 293,377	\$ 608,203	\$ 934,890
Maximum contingent earnout	11,014	7,948	213,725	312,473	545,160
Acquired revenue ⁽⁴⁾	3,961	4,595	63,947	133,652	206,155
Estimated acquired adjusted EBITDA ⁽⁵⁾	252	1,815	19,059	54,338	75,464

- (1) Reflects quarterly GAAP revenue, plus revenue from Partnerships in the unowned portion of the period for Partnerships closed before the end of Q4. Refer to Slide 14 of this presentation for a reconciliation of Pro Forma Revenue to the most directly comparable GAAP metric.
- (2) Organic Revenue Growth is a non-GAAP metric. Refer to our earnings release issued on May 10, 2022 and posted on our website for a reconciliation of Organic Revenue Growth to the most directly comparable GAAP metric.
- (3) Calculated as total GAAP revenue for the current period as compared to the same prior year period.
- (4) Represents the aggregate revenues of Partners acquired during Q1, Q2, Q3 and Q4 for the most recent trailing twelve-month period prior to acquisition by the Company, in each case, at the time the due diligence was concluded based on a quality of earnings review and not an audit.
- (5) Represents the aggregate estimated Adjusted EBITDA of Partners acquired during Q1, Q2, Q3 and Q4 for the most recent trailing twelve-month period prior to acquisition by the Company, in each case, at the time the due diligence was conducted based on a quality of earnings review and not an audit. Adjustments to net income (loss) include the adjustments to net income (loss) used by the Company to calculate its Adjusted EBITDA and certain estimated deal-specific cost savings resulting from acquisition by the Company, including commissions grid alignment, technology-related cost savings, personnel-related cost savings and centralized growth services, as well as the normalization of acquisitions/divestitures and continuation of Adjusted EBITDA growth trends seen in the year-to-date quality of earnings.

ACTUAL DISAGGREGATED COMMISSIONS AND FEES REVENUE & KPIs



<i>AMOUNTS IN 000'S</i>	2021				
	Q1	Q2	Q3	Q4	YTD
MIDDLE MARKET					
Commissions ⁽¹⁾	\$ 95,724	\$ 61,328	\$ 64,997	\$ 82,523	\$ 304,572
Profit-sharing	7,487	6,628	6,950	8,294	29,359
Consulting and service fee	7,007	7,570	7,353	5,680	27,610
Other	337	583	787	574	2,281
Total Middle Market revenue	\$ 110,555	\$ 76,109	\$ 80,087	\$ 97,071	\$ 363,822
Organic Revenue Growth	6 %	26 %	20 %	14 %	16%
Closed Partnerships ⁽²⁾	—	1	3	5	9
	Q1	Q2	Q3	Q4	YTD
SPECIALTY					
Commissions ⁽³⁾	\$ 17,898	\$ 23,170	\$ 34,092	\$ 37,259	\$ 112,419
Policy fee and installment fee	4,476	4,792	5,157	5,433	19,858
Profit-sharing	1,925	1,243	879	2,064	6,111
Consulting and service fee	—	—	540	897	1,437
Other	\$ 783	\$ 900	\$ 1,318	\$ 1,629	\$ 4,630
Total Specialty revenue	25,082	30,105	41,986	47,282	144,455
Organic Revenue Growth	39 %	50 %	37 %	22 %	36%
Closed Partnerships ⁽²⁾	1	—	2	2	5
HO4 Policies in force ⁽⁴⁾	566,114	605,295	661,946	692,385	692,385

(1) The Middle Market Operating Group recorded intercompany commissions of \$0.4 million, \$0.1 million, \$0.6 million \$0.4 million and \$1.5 million for Q1, Q2, Q3, Q4 and the year-to-date period, respectively, which are eliminated in consolidation.

(2) The JGS Partnership, which closed in Q4 2021, is a Middle Market Partner and Specialty Partner.

(3) The Specialty Operating Group recorded intercompany commissions of less than \$0.1 million, \$0.1 million and \$0.2 million for Q3, Q4 and the year-to-date period, respectively, which are eliminated in consolidation.

(4) Figure not in 000's. Represents total HO4 policies in force managed by our "MGA of the Future."

ACTUAL DISAGGREGATED COMMISSIONS AND FEES REVENUE & KPIs



<i>AMOUNTS IN 000'S</i>	2021				
	Q1	Q2	Q3	Q4	YTD
MAINSTREET					
Commissions ⁽¹⁾	\$ 7,316	\$ 8,250	\$ 8,407	\$ 8,286	\$ 32,259
Profit-sharing	880	304	276	462	1,922
Other	26	22	77	38	163
Total MainStreet revenue	\$ 8,222	\$ 8,576	\$ 8,760	\$ 8,786	\$ 34,344
Organic Revenue Growth	(3)%	11 %	9 %	32 %	12%
Closed Partnerships	—	—	—	—	—

	Q1	Q2	Q3	Q4	YTD
MEDICARE					
Commissions ⁽²⁾	\$ 9,390	\$ 5,139	\$ 5,427	\$ 5,831	\$ 25,787
Other	62	13	238	1,292	1,605
Total Medicare revenue	\$ 9,452	\$ 5,152	\$ 5,665	\$ 7,123	\$ 27,392
Organic Revenue Growth	(5)%	17 %	12 %	11 %	7%
Closed Partnerships	1	2	—	—	3

- (1) The MainStreet Operating Group recorded intercompany commissions of less than \$0.1 million, less than \$0.1 million, \$0.1 million, \$0.3 million and \$0.5 million for Q1, Q2, Q3, Q4 and the year-to-date period, respectively, which are eliminated in consolidation.
- (2) The Medicare Operating Group recorded intercompany commissions of \$0.1 million, \$0.1 million, \$0.2 million, \$0.2 million and \$0.6 million for Q1, Q2, Q3, Q4 and the year-to-date period, respectively, which are eliminated in consolidation.

PRO FORMA CONSOLIDATED ADJUSTED EBITDA BRIDGE



AMOUNTS IN 000'S	2021				
	Q1	Q2	Q3	Q4	YTD
Pro Forma Revenue	\$ 209,380	\$ 172,510	\$ 167,457	\$ 169,973	\$ 719,320
Pro Forma Net Income (Loss)	\$ 45,274	\$ (11,731)	\$ (23,621)	\$ (38,964)	\$ (29,042)
Adjustments to Pro Forma Net Income (Loss):					
Amortization expense	17,387	17,532	17,435	16,451	68,805
Change in fair value of contingent consideration	(1,503)	13,325	11,341	22,033	45,196
Interest expense, net	9,848	9,933	10,738	9,333	39,852
Share-based compensation	3,542	4,545	3,834	7,272	19,193
Transaction-related Partnership expenses	2,445	3,225	5,556	7,956	19,182
Depreciation expense	594	573	753	868	2,788
Change in fair value of interest rate caps	—	825	334	(1,036)	123
Severance	—	—	481	390	871
Income tax provision	—	—	—	19	19
Other	859	1,412	1,951	3,816	8,038
Pro Forma Adjusted EBITDA	\$ 78,446	\$ 39,639	\$ 28,802	\$ 28,138	\$ 175,025
Pro Forma Adjusted EBITDA Margin	37%	23%	17%	17%	24%

RECONCILIATION TO GAAP



	2021					
	Q1	Q2	Q3	Q4	YTD	
Revenue	\$ 152,828	\$ 119,706	\$ 135,556	\$ 159,200	\$ 567,290	
Revenue for 2021 Partnerships in the unowned period ⁽¹⁾	56,552	52,804	31,901	10,773	152,030	
Pro Forma Revenue	\$ 209,380	\$ 172,510	\$ 167,457	\$ 169,973	\$ 719,320	
Net income (loss)	\$ 31,307	\$ (20,441)	\$ (24,601)	\$ (44,385)	\$ (58,120)	
Net income for 2021 Partnerships in the unowned period ⁽²⁾	13,967	8,710	980	5,421	29,078	
Pro Forma Net Income (Loss)	\$ 45,274	\$ (11,731)	\$ (23,621)	\$ (38,964)	\$ (29,042)	
Revenue	\$ 152,828	\$ 119,706	\$ 135,556	\$ 159,200	\$ 567,290	
Less revenue from 2021 Partners in the owned period ⁽³⁾	711	1,547	16,530	42,234	61,022	
Total revenue of businesses owned as of 12/31/2020	\$ 152,117	\$ 118,159	\$ 119,026	\$ 116,966	\$ 506,268	

- (1) The adjustment for Q1 reflects revenue for Effective Coverage/LeaseTrack, Medicare Help Now, Only Medicare Solutions, Seniors' Insurance Solutions, Mid-Continent, RogersGray, EBSME, FounderShield, The Capital Group and River Oak Risk, K&S Insurance, JGS, WGB, CRP, Brush Creek Partners and Arcana as if the Company had acquired the Partners on January 1, 2021. The adjustment for Q2 reflects revenue for Only Medicare Solutions, Seniors' Insurance Solutions, Mid-Continent RogersGray, EBSME, FounderShield, The Capital Group, River Oak Risk, K&S Insurance, WGB, JGS, CRP, Brush Creek Partners and Arcana as if the Company had acquired the Partners on January 1, 2021. The adjustment for Q3 reflects revenue for EBSME, FounderShield, The Capital Group, River Oak Risk, K&S Insurance, JGS, WGB, CRP, Brush Creek Partners and Arcana as if the Company had acquired the Partners on January 1, 2021. The adjustment for Q4 reflects revenue for WGB, CRP, Brush Creek Partners and Arcana as if the Company had acquired the Partners on January 1, 2021. This unaudited pro forma information should not be relied upon as being indicative of the historical results that would have been obtained if the acquisitions had occurred on that date, nor the results that may be obtained in the future.
- (2) The adjustment for Q1 reflects net income (loss) for Effective Coverage/LeaseTrack, Medicare Help Now, Only Medicare Solutions, Seniors' Insurance Solutions, Mid-Continent, RogersGray, EBSME, FounderShield, The Capital Group, River Oak Risk, K&S Insurance, JGS, WGB, CRP, Brush Creek Partners and Arcana as if the Company had acquired the Partners on January 1, 2021. The adjustment for Q2 reflects net income (loss) for Only Medicare Solutions, Seniors' Insurance Solutions, Mid-Continent, RogersGray, EBSME, FounderShield, The Capital Group, River Oak Risk, K&S Insurance, JGS, WGB, CRP, Brush Creek Partners and Arcana as if the Company had acquired the Partners on January 1, 2021. The adjustment for Q3 reflects net income (loss) for EBSME, FounderShield, The Capital Group, River Oak Risk, K&S Insurance, JGS, WGB, CRP, Brush Creek Partners and Arcana as if the Company had acquired the Partners on January 1, 2021. The adjustment for Q4 reflects net income (loss) for WGB, CRP, Brush Creek Partners and Arcana as if the Company had acquired the Partners on January 1, 2021. This unaudited pro forma information should not be relied upon as being indicative of the historical results that would have been obtained if the acquisitions had occurred on that date, nor the results that may be obtained in the future.
- (3) The adjustment for Q1 reflects revenue for Effective Coverage/LeaseTrack and Medicare Help Now during the owned period of Q1 2021. The adjustment for Q2 reflects revenue for Effective Coverage/LeaseTrack, Medicare Help Now, Only Medicare Solutions, Seniors' Insurance Solutions and Mid-Continent during the owned period of Q2 2021. The adjustment for Q3 reflects revenue for Effective Coverage/LeaseTrack, Medicare Help Now, Only Medicare Solutions, Seniors' Insurance Solutions, Mid-Continent, RogersGray, EBSME, FounderShield, TCG and River Oak Risk during the owned period of Q3 2021. The adjustment for Q4 reflects revenue for Effective Coverage/LeaseTrack, Medicare Help Now, Only Medicare Solutions, Seniors' Insurance Solutions, Mid-Continent, RogersGray, EBSME, FounderShield, TCG, River Oak Risk, K&S Insurance, JGS, WGB, CRP, Brush Creek Partners and Arcana during the owned period of Q4 2021.