

Blucora, Inc.
Supplemental Information
September 30, 2019

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Blucora Consolidated Financial Results ⁽²⁾

<i>(in thousands except %s and per share amounts, rounding differences may exist)</i>	2017	2018				2019			
	FY 12/31	1Q	2Q	3Q	4Q	FY 12/31	1Q	2Q	3Q
Segment revenue:									
Wealth Management	\$ 348,620	\$ 92,082	\$ 92,015	\$ 91,887	\$ 97,190	\$ 373,174	\$ 89,532	\$ 127,831	\$ 145,428
Tax Preparation ⁽¹⁾	160,937	113,883	65,833	3,498	4,068	187,282	136,236	65,909	3,588
Total	\$ 509,557	\$ 205,965	\$ 157,848	\$ 95,385	\$ 101,258	\$ 560,456	\$ 225,768	\$ 193,740	\$ 149,016
Segment income (loss): ⁽³⁾									
Wealth Management	\$ 50,916	\$ 13,075	\$ 12,954	\$ 12,891	\$ 14,133	\$ 53,053	\$ 11,540	\$ 16,979	\$ 20,631
Tax Preparation ⁽¹⁾	72,921	58,806	44,121	(6,936)	(8,742)	87,249	79,272	41,368	(12,075)
Total	\$ 123,837	\$ 71,881	\$ 57,075	\$ 5,955	\$ 5,391	\$ 140,302	\$ 90,812	\$ 58,347	\$ 8,556
Segment income (loss) % of revenue:									
Wealth Management	15 %	14 %	14 %	14 %	15 %	14 %	13 %	13 %	14 %
Tax Preparation ⁽¹⁾	45 %	52 %	67 %	(198)%	(215)%	47 %	58 %	63 %	(337)%
Total	24 %	35 %	36 %	6 %	5 %	25 %	40 %	30 %	6 %
Unallocated corporate operating expenses ⁽³⁾	\$ 22,907	\$ 5,541	\$ 4,238	\$ 4,572	\$ 6,143	\$ 20,494	\$ 7,105	\$ 6,221	\$ 6,476
Adjusted EBITDA*	\$ 100,930	\$ 66,340	\$ 52,837	\$ 1,383	\$ (752)	\$ 119,808	\$ 83,707	\$ 52,126	\$ 2,080
Other unallocated operating expenses: ⁽³⁾									
Stock-based compensation	\$ 11,653	\$ 2,955	\$ 3,730	\$ 2,874	\$ 3,694	\$ 13,253	\$ 2,443	\$ 4,082	\$ 4,639
Acquisition and integration costs	—	—	—	—	—	—	1,797	9,183	6,759
Depreciation	4,137	2,002	1,124	930	947	5,003	1,310	1,662	1,811
Amortization of acquired intangible assets	34,002	8,357	8,855	8,271	8,103	33,586	8,044	9,169	10,082
Impairment of intangible asset	—	—	—	—	—	—	—	—	50,900
Restructuring	3,101	289	2	—	(3)	288	—	—	—
Operating income (loss)	\$ 48,037	\$ 52,737	\$ 39,126	\$ (10,692)	\$ (13,493)	\$ 67,678	\$ 70,113	\$ 28,030	\$ (72,111)
Unallocated other income/loss: ⁽³⁾									
Interest income	\$ (110)	\$ (40)	\$ (58)	\$ (119)	\$ (132)	\$ (349)	\$ (140)	\$ (149)	\$ (52)
Interest expense	21,211	4,181	3,847	3,744	3,838	15,610	3,776	4,770	5,469
Amortization of debt issuance costs	1,089	203	284	172	174	833	172	375	301
Accretion of debt discounts	1,947	47	40	38	38	163	38	85	66
Loss on debt extinguishment and modification expense	20,445	776	758	—	—	1,534	—	—	—
Gain on sale of a business	—	—	—	—	—	—	—	—	(3,256)
Other (income) loss, net	(31)	61	(2,112)	28	29	(1,994)	112	37	78
Total	\$ 44,551	\$ 5,228	\$ 2,759	\$ 3,863	\$ 3,947	\$ 15,797	\$ 3,958	\$ 5,118	\$ 2,606
Income (loss) before income taxes	\$ 3,486	\$ 47,509	\$ 36,367	\$ (14,555)	\$ (17,440)	\$ 51,881	\$ 66,155	\$ 22,912	\$ (74,717)
Income tax (benefit) expense: ⁽⁴⁾									
Cash	\$ 963	\$ 565	\$ 325	\$ 515	\$ 1,309	\$ 2,714	\$ 834	\$ 3,193	\$ 3,262
Non-cash ⁽⁵⁾	(26,853)	1,398	582	(1,333)	(3,050)	(2,403)	3,151	(11,317)	(15,593)
Total	\$ (25,890)	\$ 1,963	\$ 907	\$ (818)	\$ (1,741)	\$ 311	\$ 3,985	(8,124)	\$ (12,331)
GAAP income (loss)	\$ 29,376	\$ 45,546	\$ 35,460	\$ (13,737)	\$ (15,699)	\$ 51,570	\$ 62,170	\$ 31,036	\$ (62,386)
GAAP income (loss) per share - diluted	\$ 0.57	\$ 0.93	\$ 0.71	\$ (0.37)	\$ (0.38)	\$ 0.90	\$ 1.25	\$ 0.62	\$ (1.28)
GAAP impact of noncontrolling interests ⁽⁶⁾	(2,337)	(205)	(222)	(227)	(281)	(935)	—	—	—

<i>(in thousands except %s and per share amounts, rounding differences may exist)</i>	2017		2018				2019		
	FY 12/31	1Q	2Q	3Q	4Q	FY 12/31	1Q	2Q	3Q
GAAP net income (loss) attributable to Blucora, Inc.	\$ 27,039	\$ 45,341	\$ 35,238	\$ (13,964)	\$ (15,980)	\$ 50,635	\$ 62,170	\$ 31,036	\$ (62,386)
Non-GAAP net income (loss)*	\$ 69,148	\$ 58,232	\$ 47,726	\$ (4,430)	\$ (7,492)	\$ 94,036	\$ 77,194	\$ 41,382	\$ (9,565)
Non-GAAP net income (loss) per share - diluted*	\$ 1.46 ⁽⁷⁾	\$ 1.20	\$ 0.97	\$ (0.09)	\$ (0.16)	\$ 1.90 ⁽⁸⁾	\$ 1.56	\$ 0.83	\$ (0.20)
Outstanding Shares	46,366	46,828	47,494	47,816	48,044	48,044	48,255	116	48,334
Basic shares - GAAP	44,370	46,641	47,221	47,712	48,002	47,394	48,161	48,555	48,652
Diluted shares - GAAP	47,211	48,665	49,434	47,712	48,002	49,381	49,542	49,822	48,652

Notes to Consolidated Financial Results on next page

Notes to Consolidated Financial Results

- (1) As a highly seasonal business, almost all of the Tax Preparation revenue is generated in the first four months of the calendar year.
- (2) The operations of 1st Global are included in the Company's operating results as part of the Wealth Management segment from May 6, 2019 when 1st Global was acquired.
- (3) We do not allocate certain general and administrative costs (including personnel and overhead costs), stock-based compensation, acquisition and integration costs, depreciation, amortization of acquired intangible assets, restructuring, other income/loss, or income taxes to the reportable segments. The general and administrative costs are included in "Unallocated corporate operating expenses."
- (4) On December 22, 2017, the Tax Cuts and Job Act was signed into law. This law, effective January 1, 2018, lowered the corporate income tax rate from 35% to 21%. As a result of that reduction we re-valued our net deferred tax liabilities in 2017, which resulted in an additional income tax benefit of \$21.4 million. During 2017 we recorded an income tax benefit of \$25.9 million.
- (5) Amounts represent the non-cash portion of income taxes. We exclude the non-cash portion of income taxes because of our ability to offset a substantial portion of our cash tax liabilities by using deferred tax assets, which consist primarily of U.S. federal net operating losses. The majority of these net operating losses will expire, if unutilized, between 2020 and 2024.
- (6) GAAP income (loss) excludes the impact of noncontrolling interests associated with the HD Vest management rollover equity ownership of 4.48%. The impact of noncontrolling interests is recorded separately and after GAAP income (loss) through December 31, 2018, which was the final measurement date of those ownership interests.
- (7) Calculation in FY 2017 used 47,211,000 diluted shares due to non-GAAP net income.
- (8) Calculation in FY 2018 used 49,381,000 diluted shares due to non-GAAP net income.
- * Non-GAAP measure. See Reconciliation of Non-GAAP Financial Measures below for additional information.

Blucora Reconciliation of Non-GAAP Financial Measures ⁽¹⁾⁽²⁾

	2017		2018				2019			
	FY 12/31	1Q	2Q	3Q	4Q	FY 12/31	1Q	2Q	3Q	
<i>(in thousands except per share amounts, rounding differences may exist)</i>										
Adjusted EBITDA										
Net income (loss) attributable to Blucora, Inc. ⁽¹⁾⁽²⁾	\$ 27,039	\$ 45,341	\$ 35,238	\$ (13,964)	\$ (15,981)	\$ 50,634	\$ 62,170	\$ 31,036	\$ (62,386)	
Stock-based compensation	11,653	2,955	3,730	2,874	3,694	13,253	2,443	4,082	4,639	
Depreciation and amortization of acquired intangible assets	38,139	10,359	9,979	9,201	9,050	38,590	9,354	10,831	11,893	
Restructuring	3,101	289	2	—	(3)	288	—	—	—	
Other loss, net	44,551	5,228	2,759	3,863	3,947	15,797	3,958	5,118	2,606	
Net income attributable to noncontrolling interests	2,337	205	222	227	281	935	—	—	—	
Acquisition and integration costs	—	—	—	—	—	—	1,797	9,183	6,759	
Income tax (benefit) expense	(25,890)	1,963	907	(818)	(1,741)	311	3,985	(8,124)	(12,331)	
Impairment of intangible asset	—	—	—	—	—	—	—	—	50,900	
Adjusted EBITDA	<u>\$ 100,930</u>	<u>\$ 66,340</u>	<u>\$ 52,837</u>	<u>\$ 1,383</u>	<u>\$ (753)</u>	<u>\$ 119,808</u>	<u>\$ 83,707</u>	<u>\$ 52,126</u>	<u>\$ 2,080</u>	
Non-GAAP Net Income (Loss)										
Net income (loss) attributable to Blucora, Inc. ⁽¹⁾⁽²⁾	\$ 27,039	\$ 45,341	\$ 35,238	\$ (13,964)	\$ (15,981)	\$ 50,634	\$ 62,170	\$ 31,036	\$ (62,386)	
Stock-based compensation	11,653	2,955	3,730	2,874	3,694	13,253	2,443	4,082	4,639	
Amortization of acquired intangible assets	34,002	8,357	8,855	8,271	8,103	33,586	8,044	9,169	10,082	
Impairment of intangible asset	—	—	—	—	—	—	—	—	50,900	
Accretion and write-off of debt discount and debt issuance costs on previous debt	17,875	—	—	—	—	—	—	—	—	
Gain on the sale of a business	—	—	—	—	—	—	—	—	(3,256)	
Acquisition and integration costs	—	—	—	—	—	—	1,797	9,183	6,759	
Restructuring	3,101	289	2	—	(3)	288	—	—	—	
Impact of noncontrolling interests	2,337	205	222	227	281	935	—	—	—	
Cash tax impact of adjustments to GAAP net income	(6)	(313)	(903)	(505)	(536)	(2,257)	(411)	(771)	(710)	
Non-cash income tax (benefit) expense	(26,853)	1,398	582	(1,333)	(3,050)	(2,403)	3,151	(11,317)	(15,593)	
Non-GAAP net income (loss)	<u>\$ 69,148</u>	<u>\$ 58,232</u>	<u>\$ 47,726</u>	<u>\$ (4,430)</u>	<u>\$ (7,492)</u>	<u>\$ 94,036</u>	<u>\$ 77,194</u>	<u>\$ 41,382</u>	<u>\$ (9,565)</u>	
Non-GAAP net income (loss) per share	\$ 1.46	\$ 1.20	\$ 0.97	\$ (0.09)	\$ (0.16)	\$ 1.90	\$ 1.56	\$ 0.83	\$ (0.20)	
Diluted shares	47,211	48,665	49,434	47,712	48,002	49,381	49,542	49,822	48,652	

Notes to Reconciliations of Non-GAAP Financial Measures to the Nearest Comparable GAAP Measures

⁽¹⁾ We define Adjusted EBITDA as net income (loss) attributable to Blucora, Inc., determined in accordance with GAAP, excluding the effects of stock-based compensation, depreciation and amortization of acquired intangible assets, restructuring, other loss, net, the impact of noncontrolling interests, acquisition and integration costs and income tax (benefit) expense and the impairment of an intangible asset. Restructuring costs relate to the relocation of our corporate headquarters that were completed in 2018. Acquisition and integration costs relate to the acquisition of 1st Global in the second quarter of 2019. The aforementioned items are only included in Adjusted EBITDA in the periods they occurred.

We believe that Adjusted EBITDA provides meaningful supplemental information regarding our performance. We use this non-GAAP financial measure for internal management and compensation purposes, when publicly providing guidance on possible future results, and as a means to evaluate period-to-period comparisons. We believe that Adjusted EBITDA is a common measure used by investors and analysts to evaluate our performance, that it provides a more complete understanding of the results of operations and trends affecting our business when viewed together with GAAP results, and that management and investors benefit from referring to this non-GAAP financial measure. Items comprising Adjusted EBITDA are significant and necessary components to the operations of our business and, therefore, Adjusted EBITDA should be considered as a supplement to, and not as a substitute for or superior to, GAAP net income (loss). Other companies may calculate Adjusted EBITDA differently and, therefore, our Adjusted EBITDA may not be comparable to similarly titled measures of other companies.

We define non-GAAP net income (loss) as net income (loss) attributable to Blucora, Inc., determined in accordance with GAAP, excluding the effects of stock-based compensation, amortization of acquired intangible assets, the impairment of an intangible asset, gain on the sale of a business, accretion and write-off of debt discount and debt issuance costs on previous debt, acquisition and integration costs (described further under *Adjusted EBITDA* above), restructuring costs (described further under *Adjusted EBITDA* above), the impact of noncontrolling interests, the related cash tax impact of those adjustments, and non-cash income taxes. We exclude the non-cash portion of income taxes because of our ability to offset a substantial portion of our cash tax liabilities by using deferred tax assets, which primarily consist of U.S. federal net operating losses. The majority of these net operating losses will expire, if unutilized, between 2020 and 2024. The aforementioned items are only included in non-GAAP net income (loss) in the periods they occurred.

We believe that non-GAAP net income (loss) and non-GAAP net income (loss) per share provide meaningful supplemental information to management, investors, and analysts regarding our performance and the valuation of our business by excluding items in the statement of operations that we do not consider part of our ongoing operations or have not been, or are not expected to be, settled in cash. Additionally, we believe that non-GAAP net income (loss) and non-GAAP net income (loss) per share are common measures used by investors and analysts to evaluate our performance and the valuation of our business. Non-GAAP net income (loss) and non-GAAP net income (loss) per share should be evaluated in light of our financial results prepared in accordance with GAAP and should be considered as a supplement to, and not as a substitute for or superior to, GAAP net income (loss) and net income per share. Other companies may calculate non-GAAP net income (loss) and non-GAAP net income (loss) per share differently, and, therefore, our non-GAAP net income (loss) and non-GAAP net income (loss) per share may not be comparable to similarly titled measures of other companies.

⁽²⁾ As presented in the Blucora Consolidated Financial Results (unaudited) on page 2.

Blucora Net Leverage Ratio

	2017	2018					2019		
	FY 12/31	1Q	2Q	3Q	4Q	FY 12/31	1Q	2Q	3Q
<i>(in thousands except ratio, rounding differences may exist)</i>									
CASH:									
Cash and cash equivalents	\$ 59,965	\$ 77,107	\$ 89,840	\$ 88,274	\$ 84,524	\$ 84,524	\$ 149,762	\$ 109,606	\$ 97,466
DEBT:									
Senior secured credit facility	\$ 345,000	\$ 305,000	\$ 265,000	\$ 265,000	\$ 265,000	\$ 265,000	\$ 265,000	\$ 390,000	\$ 390,000
NET DEBT ⁽¹⁾⁽²⁾	\$(285,035)	\$(227,893)	\$(175,160)	\$(176,726)	\$(180,476)	\$(180,476)	\$(115,238)	\$(280,394)	\$(292,534)
Last twelve months:									
SEGMENT INCOME:									
Wealth Management	\$ 50,916	\$ 52,138	\$ 52,686	\$ 53,152	\$ 53,053	\$ 53,053	\$ 51,518	\$ 55,543	\$ 63,283
Tax Preparation	72,921	78,594	86,200	85,502	87,249	87,249	107,715	104,962	99,823
	\$ 123,837	\$ 130,732	\$ 138,886	\$ 138,654	\$ 140,302	\$ 140,302	\$ 159,233	\$ 160,505	163,106
Unallocated corporate operating expenses	(22,907)	(21,675)	(19,450)	(19,435)	(20,494)	(20,494)	(22,058)	(24,041)	(25,945)
ADJUSTED EBITDA ⁽¹⁾	\$ 100,930	\$ 109,057	\$ 119,436	\$ 119,219	\$ 119,808	\$ 119,808	\$ 137,175	\$ 136,464	\$ 137,161
LEVERAGE RATIO ⁽¹⁾⁽³⁾	2.8 x	2.1 x	1.5 x	1.5 x	1.5 x	1.5 x	0.8 x	2.1 x	2.1 x

(1) Non-GAAP measure using Adjusted EBITDA for the last twelve months.

(2) We define net debt as cash and cash equivalents less the outstanding principal of debt. Management believes that the presentation of this non-GAAP financial measure provides useful information to investors because it is an important liquidity measurement that reflects our ability to service debt.

(3) Net debt leverage ratio is net debt divided by Adjusted EBITDA. Adjusted EBITDA is reconciled to the nearest non-GAAP measure above.

Blucora Reconciliation of Operating Free Cash Flow from Continuing Operations ⁽¹⁾

(in thousands, rounding differences may exist)

	2017		2018				2019		
	FY 12/31	1Q	2Q	3Q	4Q	FY 12/31	1Q	2Q	3Q
Net cash provided (used) by operating activities from continuing operations	\$ 72,846	\$ 57,450	\$ 49,107	\$ (974)	\$ (35)	\$ 105,548	\$ 70,236	\$ 26,576	\$ (565)
Purchases of property and equipment	(5,039)	(940)	(1,662)	(2,738)	(2,293)	(7,633)	(1,243)	(1,695)	\$ (3,949)
Operating free cash flow from continuing operations	<u>\$ 67,807</u>	<u>\$ 56,510</u>	<u>\$ 47,445</u>	<u>\$ (3,712)</u>	<u>\$ (2,328)</u>	<u>\$ 97,915</u>	<u>\$ 68,993</u>	<u>\$ 24,881</u>	<u>\$ (4,514)</u>

(1) We define operating free cash flow from continuing operations, which is a Non-GAAP measure, as net cash provided by operating activities from continuing operations less purchases of property and equipment. We believe operating free cash flow is an important liquidity measure that reflects the cash generated by the continuing businesses, after the purchases of property and equipment, that can then be used for, among other things, strategic acquisitions and investments in the businesses, stock repurchases, and funding ongoing operations.

Blucora Operating Metrics - Wealth Management

	2017		2018				2019		
	FY 12/31	1Q	2Q	3Q	4Q	FY 12/31	1Q	2Q	3Q
<i>(in thousands except %, rounding differences may exist)</i>									
Segment revenue	\$ 348,620	\$ 92,082	\$ 92,015	\$ 91,887	\$ 97,190	\$ 373,174	\$ 89,532	\$ 127,831	\$ 145,428
Segment net revenue ⁽¹⁾	\$ 113,417	\$ 29,256	\$ 29,822	\$ 29,994	\$ 31,745	\$ 120,817	\$ 28,672	\$ 41,248	\$ 44,728
Segment income ⁽²⁾	\$ 50,916	\$ 13,075	\$ 12,954	\$ 12,891	\$ 14,133	\$ 53,053	\$ 11,540	\$ 16,979	\$ 20,631
Segment income % of revenue	15 %	14 %	14 %	14 %	15 %	14 %	13 %	13 %	14 %
Segment income % of net revenue	45 %	45 %	43 %	43 %	45 %	44 %	40 %	41 %	46 %

	Sources of Revenue	Primary Drivers	2017	2018				2019			
			FY 12/31	1Q	2Q	3Q	4Q	FY 12/31	1Q	2Q	3Q
<i>(in thousands except %, rounding differences may exist)</i>											
Adviser-driven	Commission	- Transactions - Asset levels	\$ 160,241	\$ 42,870	\$ 40,384	\$ 41,015	\$ 39,932	\$ 164,201	\$ 37,160	\$ 48,068	\$ 52,623
	Advisory	- Advisory asset levels	145,694	39,301	40,058	41,443	43,551	164,353	39,757	61,410	75,579
Other revenue	Asset-based	- Cash balances - Interest rates - Number of accounts - Client asset levels	26,297	7,172	7,306	6,979	9,999	31,456	9,693	13,219	13,618
	Transaction and fee	- Account activity - Number of clients - Number of advisors - Number of accounts	16,388	2,739	4,267	2,450	3,708	13,164	2,922	5,134	3,608
Total revenue			\$ 348,620	\$ 92,082	\$ 92,015	\$ 91,887	\$ 97,190	\$ 373,174	\$ 89,532	\$ 127,831	\$ 145,428
Total recurring revenue ⁽³⁾			\$ 277,546	\$ 72,962	\$ 75,369	\$ 74,228	\$ 80,558	\$ 303,117	\$ 73,241	\$ 106,557	\$ 121,304
Recurring revenue rate ⁽³⁾			79.6 %	79.2 %	81.9 %	80.8 %	82.9 %	81.2 %	81.8 %	83.4 %	83.4 %

	2017		2018				2019		
	FY 12/31	1Q	2Q	3Q	4Q	FY 12/31	1Q	2Q	3Q
<i>(in thousands except %s and as otherwise indicated, rounding differences may exist)</i>									
Total Client Assets	\$ 44,178,710	\$ 44,383,024	\$ 45,016,993	\$ 46,413,409	\$ 42,249,055	\$ 42,249,055	\$ 46,164,603	\$ 67,602,006	\$ 67,682,510
Brokerage Assets	\$ 31,648,545	\$ 31,665,899	\$ 32,069,800	\$ 32,897,081	\$ 29,693,650	\$ 29,693,650	\$ 32,176,414	\$ 41,335,972	\$ 41,358,346
Advisory Assets	\$ 12,530,165	\$ 12,717,125	\$ 12,947,193	\$ 13,516,328	\$ 12,555,405	\$ 12,555,405	\$ 13,988,189	\$ 26,266,034	\$ 26,324,164
% of total Total Client Assets	28.4 %	28.7 %	28.8 %	29.1 %	29.7 %	29.7 %	30.3 %	38.9 %	38.9 %
Number of advisors (in ones)	3,999	3,920	3,709	3,687	3,593	3,593	3,553	4,225	4,119
Adviser-driven revenue per adviser ⁽⁴⁾	\$ 76.5	\$ 21.0	\$ 21.7	\$ 22.4	\$ 23.2	\$ 91.4	\$ 21.6	\$ 25.9	\$ 31.1

1. Amount represents segment revenue less advisor commission payout.
2. Excludes expenses associated with non-recurring projects.
3. Recurring revenue consists of trailing commissions, advisory fees, fees from cash sweep programs, and certain transaction and fee revenue.
4. Full year adviser-driven revenue per adviser is based upon a full year of adviser-driven revenue.

Blucora Operating Metrics - Tax Preparation

(in thousands except %, rounding differences may exist)

Consumers

	Nine months ended September 30,			U.S. tax seasons ended		
	2019	2018	% change	April 16, 2019	April 19, 2018	% change
E-files	3,179	3,831	(17)%	3,115	3,772	(17)%

(in thousands except %s and as otherwise indicated, rounding differences may exist)

Preparers

	Nine months ended September 30,			U.S. tax seasons ended		
	2019	2018	% change	April 16, 2019	April 19, 2018	% change
E-files	1,916	1,833	5 %	1,833	1,763	4 %
Units sold (in ones)	20,583	20,637	—%	20,502	20,588	—%
E-files per unit sold (in ones)	93.1	88.8	5 %	89.4	85.6	4 %