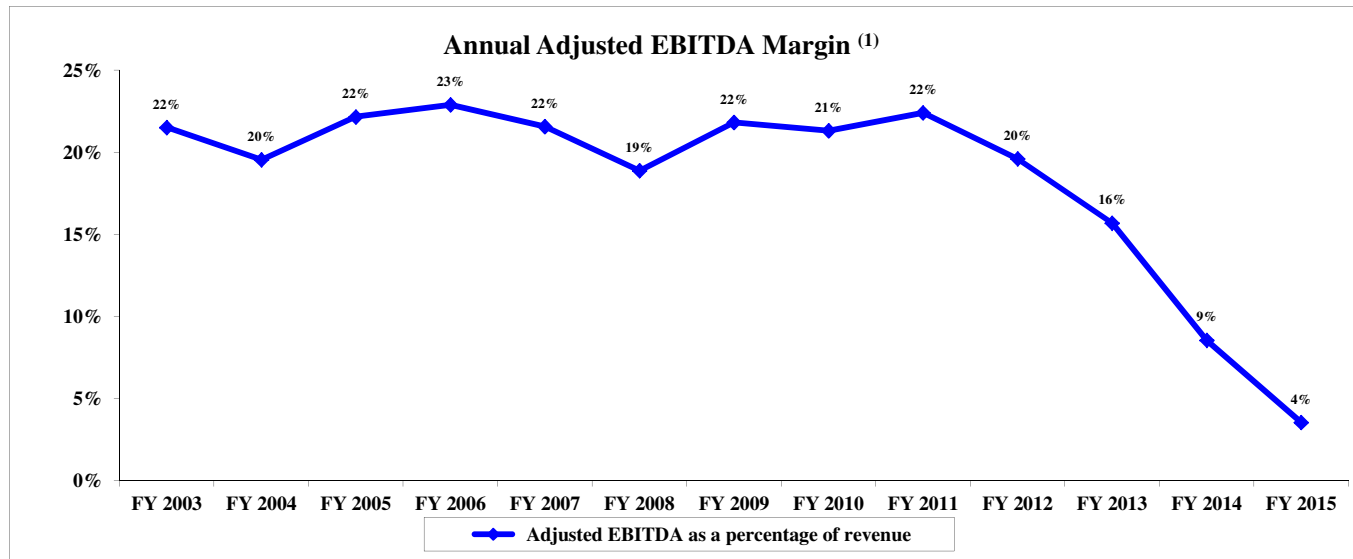
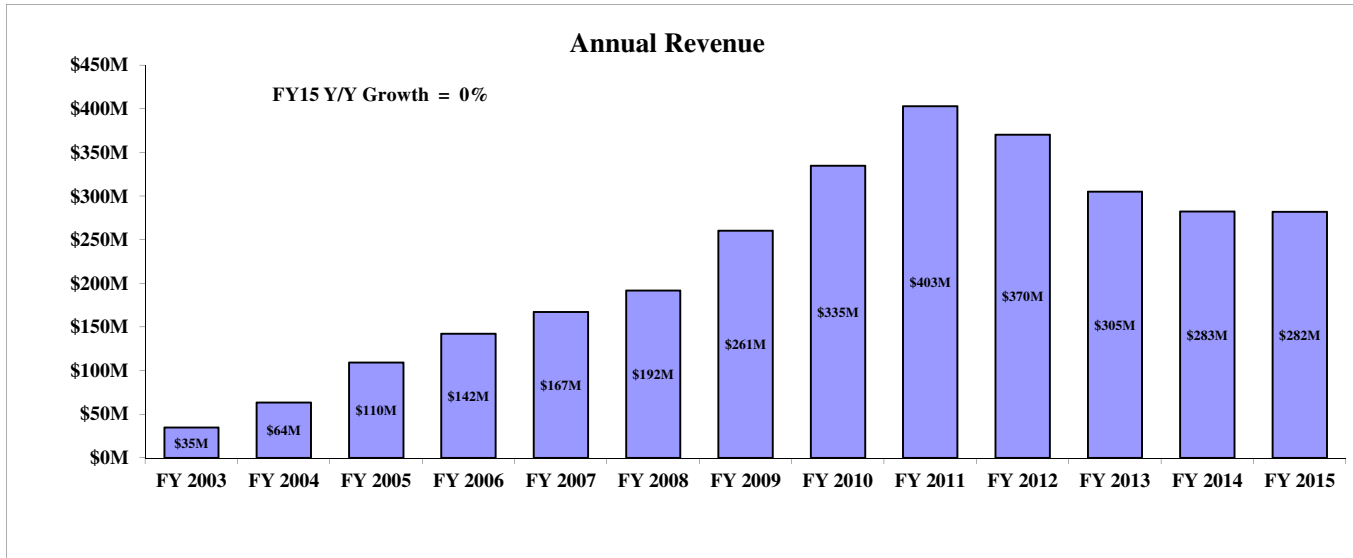
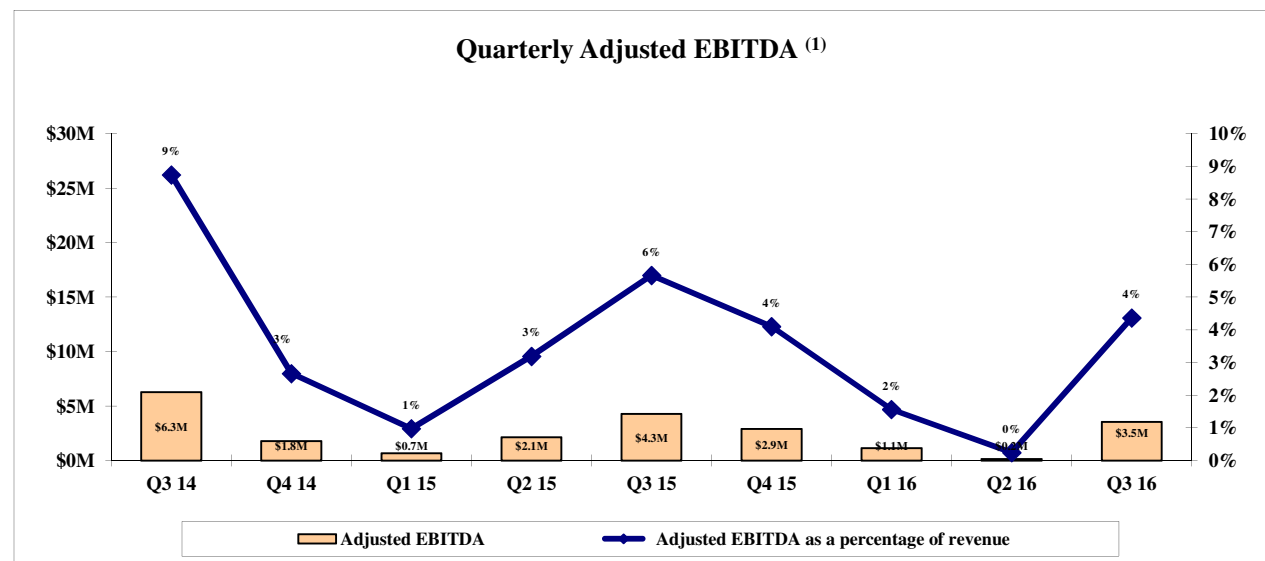
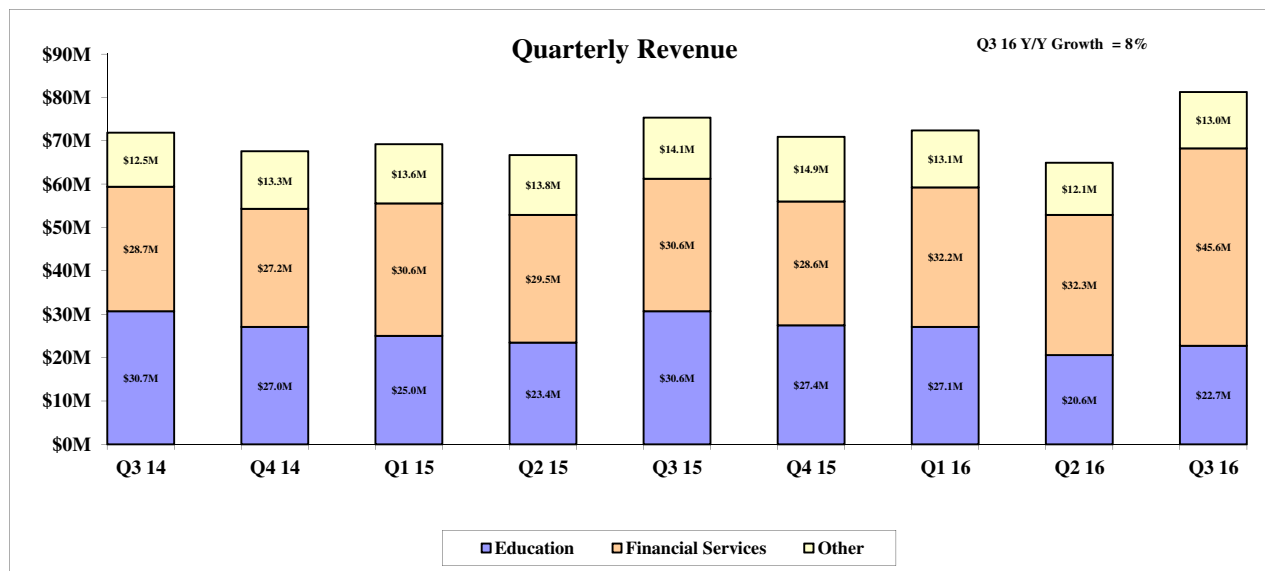


## QuinStreet Historical Revenue and Adjusted EBITDA Margin



<sup>(1)</sup> Adjusted EBITDA is defined as net loss less benefit from (provision for) taxes, depreciation, amortization, stock-based compensation, interest and other (expense) income, net, impairment of goodwill, restructuring expense and legal settlement expense

## QuinStreet Quarterly Revenue and Adjusted EBITDA



<sup>(1)</sup> Adjusted EBITDA is defined as net loss less benefit from (provision for) taxes, depreciation, amortization, stock-based compensation, interest and other (expense) income, net, impairment of goodwill, restructuring expense and legal settlement expense

## QuinStreet Supplemental Financial Data and Metrics

<b>Revenue</b>	<b>Q3 14</b>	<b>Q4 14</b>	<b>Q1 15</b>	<b>Q2 15</b>	<b>Q3 15</b>	<b>Q4 15</b>	<b>Q1 16</b>	<b>Q2 16</b>	<b>Q3 16</b>
Financial Services	\$ 28,725	\$ 27,239	\$ 30,605	\$ 29,464	\$ 30,635	\$ 28,610	\$ 32,162	\$ 32,299	\$ 45,595
Education	30,657	27,045	24,957	23,414	30,640	27,391	27,078	20,588	22,669
Other	12,506	13,271	13,627	13,816	14,070	14,911	13,149	12,074	12,979
Total	\$ 71,888	\$ 67,555	\$ 69,189	\$ 66,694	\$ 75,345	\$ 70,912	\$ 72,389	\$ 64,961	\$ 81,243
<b>Revenue Y/Y Growth</b>	<b>Q3 14</b>	<b>Q4 14</b>	<b>Q1 15</b>	<b>Q2 15</b>	<b>Q3 15</b>	<b>Q4 15</b>	<b>Q1 16</b>	<b>Q2 16</b>	<b>Q3 16</b>
Financial Services	(11) %	(13) %	(4) %	21 %	7 %	5 %	5 %	10 %	49 %
Education	(13)	(18)	(24)	(22)	(0)	1	8	(12)	(26)
Other	8	16	12	15	13	12	(4)	(13)	(8)
Total	(9) %	(11) %	(10) %	1 %	5 %	5 %	5 %	(3) %	8 %
<b>Revenue Mix</b>	<b>Q3 14</b>	<b>Q4 14</b>	<b>Q1 15</b>	<b>Q2 15</b>	<b>Q3 15</b>	<b>Q4 15</b>	<b>Q1 16</b>	<b>Q2 16</b>	<b>Q3 16</b>
Financial Services	40 %	40 %	44 %	44 %	41 %	40 %	45 %	50 %	56 %
Education	43	40	36	35	41	39	37	32	28
Other	17	20	20	21	18	21	18	18	16
Total	100 %	100 %	100 %	100 %	100 %	100 %	100 %	100 %	100 %
<b>Key Operational Metrics</b>	<b>Q3 14</b>	<b>Q4 14</b>	<b>Q1 15</b>	<b>Q2 15</b>	<b>Q3 15</b>	<b>Q4 15</b>	<b>Q1 16</b>	<b>Q2 16</b>	<b>Q3 16</b>
Adjusted EBITDA <sup>(1)</sup>	\$ 6,279	\$ 1,802	\$ 678	\$ 2,131	\$ 4,270	\$ 2,905	\$ 1,136	\$ 158	\$ 3,543
Free cash flow <sup>(2)</sup>	1,834	3,722	(6,069)	3,452	3,323	(259)	1,478	(9,515)	4,448
Normalized free cash flow <sup>(3)</sup>	5,033	1,330	(3,056)	1,023	2,372	556	(1,534)	(605)	2,133
Cash flow provided by (used in) operating activities	\$ 3,031	\$ 5,091	\$ (3,501)	\$ 4,102	\$ 4,162	\$ 1,372	\$ 3,243	\$ (8,206)	\$ 5,752
<b>Key Operational Metrics as a % of Revenue</b>	<b>Q3 14</b>	<b>Q4 14</b>	<b>Q1 15</b>	<b>Q2 15</b>	<b>Q3 15</b>	<b>Q4 15</b>	<b>Q1 16</b>	<b>Q2 16</b>	<b>Q3 16</b>
Adjusted EBITDA <sup>(1)</sup>	9 %	3 %	1 %	3 %	6 %	4 %	2 %	0 %	4 %
Free cash flow <sup>(2)</sup>	3	6	(9)	5	4	(0)	2	(15)	5
Normalized free cash flow <sup>(3)</sup>	7	2	(4)	2	3	1	(2)	(1)	3
Cash flow provided by (used in) operating activities	4 %	8 %	(5) %	6 %	6 %	2 %	4 %	(13) %	7 %

<sup>(1)</sup> Adjusted EBITDA is defined as net loss less benefit from (provision for) taxes, depreciation, amortization, stock-based compensation, interest and other (expense) income, net, impairment of goodwill, restructuring expense and legal settlement expense

<sup>(2)</sup> Free cash flow is defined as cash flow provided by (used in) operating activities, less capital expenditures and internal software development costs

<sup>(3)</sup> Normalized free cash flow is defined as free cash flow, less changes in operating assets and liabilities net of estimated taxes related to impairment of goodwill, tax valuation allowance and the impact from excess tax benefits from stock-based compensation

## QuinStreet Metric Reconciliation

<b>Reconciliation of Net Loss to Adjusted EBITDA</b>	<b>Q3 14</b>	<b>Q4 14</b>	<b>Q1 15</b>	<b>Q2 15</b>	<b>Q3 15</b>	<b>Q4 15</b>	<b>Q1 16</b>	<b>Q2 16</b>	<b>Q3 16</b>
Net loss	\$ (2,673)	\$ (98,763)	\$ (6,287)	\$ (5,477)	\$ (3,216)	\$ (5,028)	\$ (6,079)	\$ (6,053)	\$ (2,881)
Interest and other expense (income), net	884	(663)	(1,171)	122	713	1,411	184	70	20
(Benefit from) provision for taxes	(993)	(2,873)	-	(26)	(178)	(40)	365	40	72
Depreciation and amortization	6,611	6,142	5,422	4,986	4,370	4,089	3,944	3,772	3,721
Stock-based compensation	2,450	2,318	2,275	2,526	2,581	2,473	2,504	2,329	2,432
Impairment of goodwill	-	95,641	-	-	-	-	-	-	-
Restructuring	-	-	439	-	-	-	218	-	79
Legal settlement expense	-	-	-	-	-	-	-	-	100
Adjusted EBITDA	\$ 6,279	\$ 1,802	\$ 678	\$ 2,131	\$ 4,270	\$ 2,905	\$ 1,136	\$ 158	\$ 3,543
<b>Reconciliation of Net Cash Provided By (Used In) Operating Activities to Free Cash Flow</b>									
	<b>Q3 14</b>	<b>Q4 14</b>	<b>Q1 15</b>	<b>Q2 15</b>	<b>Q3 15</b>	<b>Q4 15</b>	<b>Q1 16</b>	<b>Q2 16</b>	<b>Q3 16</b>
Cash flow provided by (used in) operating activities	\$ 3,031	\$ 5,091	\$ (3,501)	\$ 4,102	\$ 4,162	\$ 1,372	\$ 3,243	\$ (8,206)	\$ 5,752
Capital expenditures	(500)	(776)	(2,141)	(144)	(344)	(717)	(489)	(654)	(546)
Internal software development costs	(697)	(593)	(427)	(506)	(495)	(914)	(1,276)	(655)	(758)
Free cash flow	\$ 1,834	\$ 3,722	\$ (6,069)	\$ 3,452	\$ 3,323	\$ (259)	\$ 1,478	\$ (9,515)	\$ 4,448
<b>Reconciliation of Free Cash Flow to Normalized Free Cash Flow</b>									
	<b>Q3 14</b>	<b>Q4 14</b>	<b>Q1 15</b>	<b>Q2 15</b>	<b>Q3 15</b>	<b>Q4 15</b>	<b>Q1 16</b>	<b>Q2 16</b>	<b>Q3 16</b>
Free cash flow	\$ 1,834	\$ 3,722	\$ (6,069)	\$ 3,452	\$ 3,323	\$ (259)	\$ 1,478	\$ (9,515)	\$ 4,448
Changes in operating assets and liabilities									
less excess tax benefits from stock-based compensation	3,199	(2,392)	3,013	(2,429)	(951)	815	(3,012)	8,910	(2,315)
Normalized free cash flow	\$ 5,033	\$ 1,330	\$ (3,056)	\$ 1,023	\$ 2,372	\$ 556	\$ (1,534)	\$ (605)	\$ 2,133

**QuinStreet Depreciation, Amortization of Intangibles and Stock-Based Compensation by  
Expense Category**

<b>Depreciation</b>	<b>Q3 14</b>	<b>Q4 14</b>	<b>Q1 15</b>	<b>Q2 15</b>	<b>Q3 15</b>	<b>Q4 15</b>	<b>Q1 16</b>	<b>Q2 16</b>	<b>Q3 16</b>
Cost of revenue	\$ 1,250	\$ 1,272	\$ 1,281	\$ 1,290	\$ 1,142	\$ 1,188	\$ 1,177	\$ 1,169	\$ 1,180
Product development	205	196	177	174	156	165	160	163	167
Sales and marketing	122	115	121	123	117	129	118	114	107
General and administrative	80	82	82	84	76	84	80	79	84
Total	\$ 1,657	\$ 1,665	\$ 1,661	\$ 1,671	\$ 1,491	\$ 1,566	\$ 1,535	\$ 1,525	\$ 1,538
<b>Amortization of Intangible Assets</b>	<b>Q3 14</b>	<b>Q4 14</b>	<b>Q1 15</b>	<b>Q2 15</b>	<b>Q3 15</b>	<b>Q4 15</b>	<b>Q1 16</b>	<b>Q2 16</b>	<b>Q3 16</b>
Cost of revenue	\$ 4,954	\$ 4,477	\$ 3,761	\$ 3,315	\$ 2,879	\$ 2,523	\$ 2,409	\$ 2,247	\$ 2,183
Product development	-	-	-	-	-	-	-	-	-
Sales and marketing	-	-	-	-	-	-	-	-	-
General and administrative	-	-	-	-	-	-	-	-	-
Total	\$ 4,954	\$ 4,477	\$ 3,761	\$ 3,315	\$ 2,879	\$ 2,523	\$ 2,409	\$ 2,247	\$ 2,183
<b>Stock-Based Compensation</b>	<b>Q3 14</b>	<b>Q4 14</b>	<b>Q1 15</b>	<b>Q2 15</b>	<b>Q3 15</b>	<b>Q4 15</b>	<b>Q1 16</b>	<b>Q2 16</b>	<b>Q3 16</b>
Cost of revenue	\$ 595	\$ 577	\$ 644	\$ 785	\$ 863	\$ 828	\$ 804	\$ 753	\$ 787
Product development	551	536	595	594	542	664	600	445	497
Sales and marketing	827	742	464	562	600	518	425	444	464
General and administrative	477	463	572	585	576	463	675	687	684
Total	\$ 2,450	\$ 2,318	\$ 2,275	\$ 2,526	\$ 2,581	\$ 2,473	\$ 2,504	\$ 2,329	\$ 2,432