

REFINITIV

DELTA REPORT

10-Q

MEDIAALPHA, INC.

10-Q - MARCH 31, 2024 COMPARED TO 10-Q - SEPTEMBER 30, 2023

The following comparison report has been automatically generated

TOTAL DELTAS	1153
CHANGES	203
DELETIONS	656
ADDITIONS	294

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **September 30, 2023** **March 31, 2024**
or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission File Number: 001-39671

MediaAlpha, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

85-1854133

(I.R.S. Employer Identification Number)

700 South Flower Street, Suite 640
Los Angeles, California 90017
(Address of principal executive offices, including zip code)
(213) 316-6256
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.01 par value per share	MAX	NYSE

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of **October 31, 2023** **April 30, 2024**, there were **46,970,606** **51,579,274** shares of MediaAlpha, Inc.'s Class A common stock, \$0.01 par value per share, and **18,118,493** **14,263,829** shares of MediaAlpha, Inc.'s Class B common stock, par value \$0.01 per share, outstanding.

MediaAlpha, Inc. and Subsidiaries

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Certain Definitions

As used in this Quarterly Report on Form 10-Q:

- "Class A-1 units" refers to the Class A-1 units of QL Holdings LLC ("QLH").
- "Class B-1 units" refers to the Class B-1 units of QLH.
- "Company," "we," or "us" refers to MediaAlpha, Inc. and its consolidated subsidiaries, unless the context requires otherwise.
- "Consumer Referral" means any consumer click, call or lead purchased by a buyer on our platform.
- "Consumers" and "customers" refer interchangeably to end consumers. Examples include individuals shopping for insurance policies.
- "Digital consumer traffic" refers to visitors to the mobile, tablet, desktop and other digital platforms of our supply partners, as well as to our proprietary websites.
- "Direct-to-consumer" or "DTC" means the sale of insurance products or services directly to end consumers, without the use of retailers, brokers, agents or other intermediaries.
- "Distributor" means any company or individual that is involved in the distribution of insurance, such as an insurance agent or broker.
- "Exchange agreement" means the exchange agreement, dated as of October 27, 2020 by and among MediaAlpha, Inc., QLH, Intermediate Holdco, Inc. and certain Class B-1 unitholders party thereto.
- "Founders" means, collectively, Steven Yi, Eugene Nonko, and Ambrose Wang.
- "High-intent" consumer or customer means an in-market consumer that is actively browsing, researching or comparing the types of products or services that our partners sell.
- "Insignia" means Insignia Capital Group, L.P. and its affiliates.
- "Intermediate Holdco" means Guilford Holdings, Inc., our wholly owned subsidiary and the owner of all Class A-1 units.
- "Inventory," when referring to our supply partners, means the volume of Consumer Referral opportunities.
- "IPO" means our initial public offering of our Class A common stock, which closed on October 30, 2020.

- “Legacy Profits Interest Holders” means certain current or former employees of QLH or its subsidiaries (other than the Senior Executives), who indirectly held Class B units in QLH prior to our IPO and includes any estate planning vehicles or other holding companies through which such persons hold their units in QLH (which holding companies may or may not include QL Management Holdings LLC).
- “Lifetime value” or “LTV” is a type of metric that many of our business partners use to measure the estimated total worth to a business of a customer over the expected period of their relationship.
- “Open Marketplace” refers to one of our two business models. In Open Marketplace transactions, we have separate agreements with demand partners and suppliers. We earn fees from our demand partners and separately pay a revenue share to suppliers and a fee to Internet search companies to drive consumers to our proprietary websites.
- “Partner” refers to a buyer or seller on our platform, also referred to as “demand partners” and “supply partners,” respectively.
 - “Demand partner” refers to a buyer on our platform. As discussed under Part I, Item 2. Management’s Discussion & Analysis – Management Overview, our demand partners are generally insurance carriers and distributors looking to target high-intent consumers deep in their purchase journey.
 - “Supply partner” or “supplier” refers to a seller to our platform. As discussed under Part I, Item 2. Management’s Discussion & Analysis – Management Overview, our supply partners are primarily insurance carriers looking to maximize the value of non-converting or low LTV consumers, and insurance-focused research destinations or other financial websites looking to monetize high-intent consumers.
- “Private Marketplace” refers to one of our two business models. In Private Marketplace transactions, demand partners and suppliers contract with one another directly and leverage our platform to facilitate transparent, real-time transactions utilizing the reporting and analytical tools available to them from use of our platform. We charge a fee based on the Transaction Value of the Consumer Referrals sold through Private Marketplace transactions.
- “Proprietary” means, when used in reference to our properties, the websites and other digital properties that we own and operate. Our proprietary properties are a source of Consumer Referrals on our platform.
- “Reorganization Transactions” means the series of reorganization transactions completed on October 27, 2020 in connection with our IPO.
- “Senior Executives” means the Founders and the other current and former officers of the Company listed in Exhibit A to the Exchange Agreement. This term also includes any estate planning vehicles or other holding companies through which such persons hold their units in QLH.
- “Transaction Value” means the total gross dollars transacted by our partners on our platform.
- “Vertical” means a market dedicated to a specific set of products or services sold to end consumers. Examples include property & casualty insurance, life insurance, health insurance, and travel.
- “White Mountains” means White Mountains Insurance Group, Ltd. and its affiliates.
- “Yield” means the return to our sellers on their inventory of Consumer Referrals sold on our platform.

Cautionary Statement Regarding Forward-Looking Statements and Risk Factor Summary

We are including this Cautionary Statement to caution investors and qualify for the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 (the “Act”) for forward-looking statements. This Quarterly Report on Form 10-Q contains forward-looking statements. These forward-looking statements reflect our current views with respect to, among other things, future events and our financial performance. These statements are often, but not always, made through the use of words or phrases such as “may,” “should,” “could,” “predict,” “potential,” “believe,” “will likely result,” “expect,” “continue,” “will,” “anticipate,” “seek,” “estimate,” “intend,” “plan,” “projection,” “would,” and “outlook,” or the negative version of those words or other comparable words or phrases of a future or forward-looking nature. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about our industry, management’s beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions and uncertainties that are difficult to predict. Although we believe that the expectations reflected in these forward-looking statements are reasonable as of the date made, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements.

There are or will be important factors that could cause our actual results to differ materially from those indicated in these forward-looking statements, including, but not limited to, the following:

- Our ability to attract and retain supply partners and demand partners to our platform and to make available quality Consumer Referrals at attractive volumes and prices to drive transactions on our platform;
- Our reliance on a limited number of supply partners and demand partners, many of which have no long-term contractual commitments with us, and any potential termination of those relationships;
- Fluctuations in customer acquisition spending by property and casualty insurance carriers due to unexpected changes in underwriting profitability as the carriers go through cycles in their business;
- Existing and future laws and regulations affecting the property & casualty insurance, health insurance and life insurance verticals;
- Changes and developments in the regulation of the underlying industries in which our partners operate;
- Competition with other technology companies engaged in digital customer acquisition, as well as buyers that attract consumers through their own customer acquisition strategies, third-party online platforms or other **traditional** methods of distribution;

- Our ability to attract, integrate and retain qualified employees;
 - Reductions in DTC digital spend by our buyers;
 - Mergers and acquisitions could result in additional dilution and otherwise disrupt our operations and harm our operating results and financial condition;
 - Our dependence on internet search companies to direct a significant portion of visitors to our suppliers' websites and our proprietary websites;
 - The impact of broad-based pandemics or public health crises, such as COVID-19;
-
- The terms and restrictions of our existing and future indebtedness;
 - Disruption to operations as a result of future acquisitions;
 - Our failure to obtain, maintain, protect and enforce our intellectual property rights, proprietary systems, technology and brand;
 - Our ability to develop new offerings and penetrate new vertical markets;
 - Our ability to manage future growth effectively;
 - Our reliance on data provided to us by our demand and supply partners and consumers;
 - Natural disasters, public health crises, political crises, economic downturns, or other unexpected events;
 - Significant estimates and assumptions in the preparation of our consolidated financial statements;
 - Potential litigation and claims, including claims by regulatory agencies and intellectual property disputes;
 - Our ability to collect our receivables from our partners;
 - Fluctuations in our financial results caused by seasonality;
 - The development of the DTC insurance distribution sector and evolving nature of our relatively new business model;
 - Disruptions to or failures of our technological infrastructure and platform;
 - Failure to manage and maintain relationships with third-party service providers;
 - Cybersecurity breaches or other attacks involving our systems or those of our partners or third-party service providers;
 - Our ability to protect consumer information and other data and risks of reputational harm due to an actual or perceived failure by us to protect such information and other data;
 - Risks related to laws and regulation **subject to us which we are subject** both in the U.S. and internationally, many of which are evolving;
 - Risks related to changes in tax laws or exposure to additional income or other tax liabilities could affect our future profitability;
 - Risks related to being a public company;
 - Risks related to internal control **on over** financial reporting;
 - Risks related to shares of our Class A common stock;
 - Risks related to our intention to take advantage of certain exemptions as a "controlled company" under the rules of the NYSE, and the fact that the interests of our controlling stockholders (White Mountains, Insignia, and the Founders) may conflict with those of other investors;
 - Risks related to our corporate structure; and
 - The other risk factors described under Part I, Item 1A "Risk Factors" in the **2022 2023** Annual Report on Form 10-K.

The foregoing factors should not be construed as exhaustive and should be read together with the other cautionary statements included in this Quarterly Report on Form 10-Q. If one or more events related to these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may differ materially from what we anticipate. Many of the important factors that will determine these results are beyond our ability to control or predict. Accordingly, you should not place undue reliance on any such forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made, and, except as otherwise required by law, we do not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise. New factors emerge from time to time, and it is not possible for us to predict which will arise. In addition, we cannot assess the impact of each factor 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.

Part I. Financial Information

Item 1. Financial Statements.

MediaAlpha, Inc. and subsidiaries Consolidated Balance Sheets

(Unaudited; in thousands, except share data and per share amounts)

		September 30, 2023	December 31, 2022		
March 31, 2024				March 31, 2024	December 31, 2023
Assets	Assets				
Current assets	Current assets				
Current assets	Current assets				
Current assets	Current assets				
Cash and cash equivalents	Cash and cash equivalents	\$ 15,196	\$ 14,542		
Accounts receivable, net of allowance for credit losses of \$314 and \$575, respectively	Accounts receivable, net of allowance for credit losses of \$314 and \$575, respectively	33,051	59,998		
Cash and cash equivalents	Cash and cash equivalents				
Cash and cash equivalents	Cash and cash equivalents				
Accounts receivable, net of allowance for credit losses of \$455 and \$537, respectively	Accounts receivable, net of allowance for credit losses of \$455 and \$537, respectively				
Prepaid expenses and other current assets	Prepaid expenses and other current assets	2,773	5,880		
Total current assets	Total current assets	51,020	80,420		
Intangible assets, net	Intangible assets, net	27,744	32,932		
Goodwill	Goodwill	47,739	47,739		
Other assets	Other assets	6,529	8,990		
Other assets	Other assets				
Other assets	Other assets				
Total assets	Total assets	\$133,032	\$170,081		
Liabilities and stockholders' deficit	Liabilities and stockholders' deficit				
Current liabilities	Current liabilities				
Current liabilities	Current liabilities				
Current liabilities	Current liabilities				
Accounts payable	Accounts payable				
Accounts payable	Accounts payable				
Accounts payable	Accounts payable	\$ 38,749	\$ 53,992		
Accrued expenses	Accrued expenses	12,708	14,130		
Current portion of long-term debt	Current portion of long-term debt	8,797	8,770		
Total current liabilities	Total current liabilities	60,254	76,892		
Long-term debt, net of current portion	Long-term debt, net of current portion	167,697	174,300		
Other long-term liabilities	Other long-term liabilities	4,760	4,973		
Other long-term liabilities	Other long-term liabilities				

Other long-term liabilities			
Total liabilities	Total liabilities	\$232,711	\$256,165
Commitments and contingencies (Note 7)			
Commitments and contingencies (Note 5)		Commitments and contingencies (Note 5)	
Stockholders' (deficit):	Stockholders' (deficit):		
Class A common stock, \$0.01 par value - 1.0 billion shares authorized; 46.6 million and 43.7 million shares issued and outstanding as of September 30, 2023 and December 31, 2022, respectively		466	437
Class B common stock, \$0.01 par value - 100 million shares authorized; 18.1 million and 18.9 million shares issued and outstanding as of September 30, 2023 and December 31, 2022, respectively		181	189
Preferred stock, \$0.01 par value - 50 million shares authorized; 0 shares issued and outstanding as of September 30, 2023 and December 31, 2022		—	—
Class A common stock, \$0.01 par value - 1.0 billion shares authorized; 50.8 million and 47.4 million shares issued and outstanding as of March 31, 2024 and December 31, 2023, respectively			
Class A common stock, \$0.01 par value - 1.0 billion shares authorized; 50.8 million and 47.4 million shares issued and outstanding as of March 31, 2024 and December 31, 2023, respectively			
Class A common stock, \$0.01 par value - 1.0 billion shares authorized; 50.8 million and 47.4 million shares issued and outstanding as of March 31, 2024 and December 31, 2023, respectively			
Class B common stock, \$0.01 par value - 100 million shares authorized; 15.0 million and 18.1 million shares issued and outstanding as of March 31, 2024 and December 31, 2023, respectively			

Preferred stock, \$0.01 par value - 50 million shares authorized; 0 shares issued and outstanding as of March 31, 2024 and December 31, 2023			
Additional paid-in capital	Additional paid-in capital	503,303	465,523
Accumulated deficit	Accumulated deficit	(520,196)	(482,142)
Total stockholders' (deficit) attributable to MediaAlpha, Inc.	Total stockholders' (deficit) attributable to MediaAlpha, Inc.	\$ (16,246)	\$ (15,993)
Non-controlling interests	Non-controlling interests	(83,433)	(70,091)
Total stockholders' (deficit)	Total stockholders' (deficit)	\$ (99,679)	\$ (86,084)
Total liabilities and stockholders' deficit	Total liabilities and stockholders' deficit	\$133,032	\$170,081

The accompanying notes are an integral part of these unaudited consolidated financial statements.

MediaAlpha, Inc. and subsidiaries
Consolidated Statements of Operations
(Unaudited; in thousands, except share data and per share amounts)

		Three Months Ended September 30,		Nine Months Ended September 30,	
		2023	2022	2023	2022
Three Months Ended March 31,					
Three Months Ended March 31,					
Three Months Ended March 31,					
		2024			
		2024			
		2024			
Revenue					
Revenue					
Revenue	Revenue	\$ 74,573	\$ 89,017	\$ 270,975	\$ 335,065
Costs and operating expenses	Costs and operating expenses				
Costs and operating expenses					
Cost of revenue					
Cost of revenue					
Cost of revenue	Cost of revenue	62,277	76,343	226,545	285,149
Sales and marketing	Sales and marketing	6,101	6,853	19,802	22,034

Sales and marketing					
Sales and marketing					
Product development					
Product development					
Product development	Product development	4,296	5,291	14,525	16,168
General and administrative	General and administrative	16,648	11,105	50,473	40,569
General and administrative					
General and administrative					
Total costs and operating expenses	Total costs and operating expenses	89,322	99,592	311,345	363,920
(Loss) from operations		(14,749)	(10,575)	(40,370)	(28,855)
Total costs and operating expenses					
Total costs and operating expenses					
Income (loss) from operations					
Income (loss) from operations					
Income (loss) from operations					
Other (income) expense, net					
Other (income) expense, net					
Other (income) expense, net	Other (income) expense, net	(100)	8,602	1,165	8,123
Interest expense	Interest expense	3,947	2,593	11,397	5,908
Interest expense					
Interest expense					
Total other expense, net					
Total other expense, net					
Total other expense, net	Total other expense, net	3,847	11,195	12,562	14,031
(Loss) before income taxes	(Loss) before income taxes	(18,596)	(21,770)	(52,932)	(42,886)
Income tax expense (benefit)		102	(544)	330	1,210
(Loss) before income taxes					
(Loss) before income taxes					
Income tax expense					
Income tax expense					
Income tax expense					
Net (loss)					
Net (loss)					
Net (loss)	Net (loss)	\$ (18,698)	\$ (21,226)	\$ (53,262)	\$ (44,096)
Net (loss) attributable to non-controlling interest	Net (loss) attributable to non-controlling interest	(5,196)	(6,740)	(15,208)	(13,395)
Net (loss) attributable to non-controlling interest					
Net (loss) attributable to non-controlling interest					
Net (loss) attributable to MediaAlpha, Inc.					
Net (loss) attributable to MediaAlpha, Inc.					

Net (loss) attributable to MediaAlpha, Inc.	Net (loss) attributable to MediaAlpha, Inc.	\$ (13,502)	\$ (14,486)	\$ (38,054)	\$ (30,701)
Net (loss) per share of Class A common stock	Net (loss) per share of Class A common stock				
Net (loss) per share of Class A common stock					
Net (loss) per share of Class A common stock					
-Basic and diluted					
-Basic and diluted					
-Basic and diluted	-Basic and diluted	\$ (0.29)	\$ (0.34)	\$ (0.84)	\$ (0.74)
Weighted average shares of Class A common stock outstanding	Weighted average shares of Class A common stock outstanding				
Weighted average shares of Class A common stock outstanding					
Weighted average shares of Class A common stock outstanding					
-Basic and diluted					
-Basic and diluted					
-Basic and diluted	-Basic and diluted	46,229,672	42,210,186	45,095,417	41,592,783

The accompanying notes are an integral part of these unaudited consolidated financial statements.

MediaAlpha, Inc. and subsidiaries
Consolidated Statements of Stockholders' Equity (Deficit)
(Unaudited; in thousands, except share data)

		Class A		Class B		Additional	Accumulated	Non-	Total				
		common stock		common stock						Paid-In-	deficit	Controlling	Stockholders'
		Units	Amount	Units	Amount								
Balance at December 31, 2023													
		Class A		Class B		Additional	Non-		Total				
		common stock		common stock		Paid-In-	Accumulated	Controlling	Stockholders'				
		Units	Amount	Units	Amount	Capital	deficit	Interest	(Deficit)				
		Units	Amount	Units	Amount	Amount	Amount	Amount	Amount				
Balance at December 31, 2022		43,650,634	\$ 437	18,895,493	\$ 189	\$465,523	\$ (482,142)	\$ (70,091)	\$ (86,084)				
Exchange of non-controlling interest for Class A common stock													
Exchange of non-controlling interest for Class A common stock													

Exchange of non-controlling interest for Class A common stock	Exchange of non-controlling interest for Class A common stock	10,000	—	(10,000)	—	(39)	—	39	—
Vesting of restricted stock units	Vesting of restricted stock units	608,022	6	—	—	(6)	—	—	—
Equity-based compensation	Equity-based compensation	—	—	—	—	14,259	—	45	14,304
Shares withheld on tax withholding on vesting of restricted stock units	Shares withheld on tax withholding on vesting of restricted stock units	—	—	—	—	(1,238)	—	—	(1,238)
Distributions to non-controlling interests		—	—	—	—	—	—	(1,104)	(1,104)
Net (loss)		—	—	—	—	—	(10,266)	(4,318)	(14,584)
Balance at March 31, 2023		44,268,656	\$ 443	18,885,493	\$ 189	\$478,499	\$ (492,408)	\$ (75,429)	\$ (88,706)
Exchange of non-controlling interest for Class A common stock		766,000	8	(766,000)	(8)	(3,130)	—	3,130	—
Vesting of restricted stock units		822,147	8	—	—	(8)	—	—	—
Equity-based compensation		—	—	—	—	15,171	—	14	15,185
Shares withheld on tax withholding on vesting of restricted stock units									
Shares withheld on tax withholding on vesting of restricted stock units	Shares withheld on tax withholding on vesting of restricted stock units	—	—	—	—	(701)	—	—	(701)
Distributions to non-controlling interests	Distributions to non-controlling interests	—	—	—	—	—	—	(192)	(192)
Net (loss)	Net (loss)	—	—	—	—	—	(14,286)	(5,694)	(19,980)
Balance at June 30, 2023		45,856,803	\$ 459	18,119,493	\$ 181	\$489,831	\$ (506,694)	\$ (78,171)	\$ (94,394)
Net (loss)									
Net (loss)									
Balance at March 31, 2024									
Vesting of restricted stock units		741,283	7	—	—	(7)	—	—	—
Equity-based compensation		—	—	—	—	14,440	—	14	14,454
Shares withheld on tax withholding on vesting of restricted stock units		—	—	—	—	(961)	—	—	(961)

Contributions from QLH's members	—	—	—	—	—	—	196	196
Distributions to non-controlling interests	—	—	—	—	—	—	(276)	(276)
Net (loss)	—	—	—	—	—	(13,502)	(5,196)	(18,698)
Balance at September 30, 2023	46,598,086	\$ 466	18,119,493	\$ 181	\$503,303	\$ (520,196)	\$ (83,433)	\$ (99,679)

	Class A common stock		Class B common stock		Additional Paid-In- Capital	Accumulated deficit	Non- Controlling Interest	Total Stockhold (Deficit)
	Units		Units		Amount	Amount	Amount	Amount
	Units	Amount	Units	Amount	Amount	Amount	Amount	Amount
Balance at December 31, 2022								
	40,969,952	\$ 410	19,621,915	\$ 196	\$419,533	\$ (424,476)	\$ (57,229)	\$ (61,566)
Establishment of liabilities under tax receivables agreement and related changes to deferred tax assets associated with increases in tax basis	—	—	—	—	19	—	—	19
Exchange of non-controlling interest for Class A common stock	60,197	—	(60,197)	—	(180)	—	180	—
Vesting of restricted stock units	593,810	6	—	—	(6)	—	—	—
Equity-based compensation	—	—	—	—	13,688	—	85	13,773
Forfeiture of equity awards	(23,294)	—	—	—	—	—	—	—
Shares withheld on tax withholding on vesting of restricted stock units	—	—	—	—	(820)	—	—	(820)
Distributions to non-controlling interests	—	—	—	—	—	—	(130)	(130)
Settlement of 2021 annual bonus as restricted stock units	—	—	—	—	880	—	—	880
Tax impact of changes in investment in partnership	—	—	—	—	43	—	—	43
Net (loss)	—	—	—	—	—	(7,076)	(2,772)	(9,848)
Balance at March 31, 2022	41,600,665	\$ 416	19,561,718	\$ 196	\$433,157	\$ (431,552)	\$ (59,866)	\$ (57,649)

Establishment of liabilities under tax receivables agreement and related changes to deferred tax assets associated with increases in tax basis	—	—	—	—	4	—	—	4
Exchange of non-controlling interest for Class A common stock	297,747	3	(297,747)	(3)	(946)	—	946	—
Vesting of restricted stock units	674,674	6	—	—	(6)	—	—	—
Equity-based compensation	—	—	—	—	15,733	—	47	15,780
Forfeiture of equity awards	(14,160)	—	(93,478)	(1)	(305)	—	306	—
Shares withheld on tax withholding on vesting of restricted stock units	—	—	—	—	(966)	—	—	(966)
Distributions to non-controlling interests	—	—	—	—	—	—	(460)	(460)
Repurchases of Class A common stock	(321,150)	(3)	—	—	(3,454)	—	—	(3,457)
Tax impact of changes in investment in partnership	—	—	—	—	297	—	—	297
Net (loss)	—	—	—	—	—	(9,139)	(3,883)	(13,022)
Balance at June 30, 2022	42,237,776	\$ 422	19,170,493	\$ 192	\$443,514	\$ (440,691)	\$ (62,910)	\$ (59,473)
Exchange of non-controlling interest for Class A common stock								
Vesting of restricted stock units	634,809	6	—	—	(6)	—	—	—
Equity-based compensation	—	—	—	—	14,610	—	53	14,663
Shares withheld on tax withholding on vesting of restricted stock units	—	—	—	—	(815)	—	—	(815)
Shares withheld on tax withholding on vesting of restricted stock units								
Distributions to non-controlling interests								
Repurchases of Class A common stock	(134,147)	(1)	—	—	(1,550)	—	—	(1,551)
Net (loss)	—	—	—	—	—	(14,486)	(6,740)	(21,226)

Impairment of cost method investment			
Impairment of cost method investment			
Impairment of cost method investment	Impairment of cost method investment	1,406	8,594
Credit losses	Credit losses	(220)	(109)
Deferred taxes		—	1,054
Tax receivable agreement liability adjustments			
Tax receivable agreement liability adjustments			
Tax receivable agreement liability adjustments	Tax receivable agreement liability adjustments	6	(576)
Changes in operating assets and liabilities:	Changes in operating assets and liabilities:		
Accounts receivable			
Accounts receivable			
Accounts receivable	Accounts receivable	27,167	42,840
Prepaid expenses and other current assets	Prepaid expenses and other current assets	3,059	5,451
Other assets	Other assets	375	322
Accounts payable	Accounts payable	(15,243)	(19,452)
Accrued expenses	Accrued expenses	1,138	(2,223)
Net cash provided by operating activities	Net cash provided by operating activities	\$ 14,937	\$ 34,954
Cash flows from investing activities			
Cash flows from investing activities			
Purchases of property and equipment	Purchases of property and equipment	(60)	(93)
Cash consideration paid in connection with CHT acquisition		—	(49,677)
Purchases of property and equipment			
Purchases of property and equipment			
Net cash (used in) investing activities			

Net cash (used in) investing activities			
Net cash (used in) investing activities	Net cash (used in) investing activities	\$ (60)	\$(49,770)
Cash flows from financing activities	Cash flows from financing activities		
Proceeds received from:			
Revolving credit facility		—	25,000
Payments made for:			
Repayments on revolving line of credit		—	(15,000)
Payments made for:			
Payments made for:			
Repayments on long-term debt	Repayments on long-term debt	(7,125)	(7,125)
Repurchases of Class A common stock		—	(5,008)
Contributions from QLH's members		196	—
Repayments on long-term debt			
Repayments on long-term debt			
Distributions			
Distributions			
Distributions	Distributions	(1,572)	(590)
Payments pursuant to tax receivable agreement	Payments pursuant to tax receivable agreement	(2,822)	(216)
Shares withheld for taxes on vesting of restricted stock units	Shares withheld for taxes on vesting of restricted stock units	(2,900)	(2,601)
Net cash (used in) financing activities	Net cash (used in) financing activities	\$(14,223)	\$(5,540)
Net increase (decrease) in cash and cash equivalents			
		654	(20,356)
Net (decrease) increase in cash and cash equivalents			
Cash and cash equivalents, beginning of period	Cash and cash equivalents, beginning of period	14,542	50,564
Cash and cash equivalents, end of period	Cash and cash equivalents, end of period	\$ 15,196	\$ 30,208

Supplemental disclosures of cash flow information	Supplemental disclosures of cash flow information		
Cash paid during the period for:	Cash paid during the period for:		
Cash paid during the period for:			
Cash paid during the period for:			
Interest			
Interest			
Interest	Interest	\$ 10,081	\$ 4,628
Income taxes paid, net of refunds	Income taxes paid, net of refunds	\$ (233)	\$ (2,144)
Non-cash Investing and Financing Activities:			
Adjustments to liabilities under the tax receivable agreement		\$ —	\$ (1,619)
Establishment of deferred tax assets in connection with the Reorganization Transactions		\$ —	\$ (1,642)
Income taxes paid, net of refunds			
Income taxes paid, net of refunds			
Fair value of contingent consideration in connection with CHT acquisition		\$ —	\$ 7,007

The accompanying notes are an integral part of these unaudited consolidated financial statements.

MediaAlpha, Inc. and subsidiaries
Notes to the Consolidated Financial Statements
(Unaudited)

1. Summary of significant accounting policies

The Company's significant accounting policies are included in the 2022 2023 Annual Report on Form 10-K and did not materially change during the nine three months ended September 30, 2023 March 31, 2024.

Basis of presentation

The accompanying unaudited consolidated financial statements and related disclosures have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") applicable to interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. In the opinion of management, all adjustments, consisting of only those of a normal recurring nature, considered necessary for a fair statement of the financial position and interim results of the Company as of and for the periods presented have been included.

The December 31, 2022 December 31, 2023 balance sheet data was derived from audited consolidated financial statements; however, the accompanying interim notes to the consolidated financial statements do not include all of the annual disclosures required by GAAP. Results for interim periods are not necessarily indicative of those that may be expected for a full year. The financial information included herein should be read in conjunction with the Company's consolidated financial statements and related notes in its 2022 2023 Annual Report on Form 10-K.

Accounts receivable

Accounts receivable are net of allowances for credit losses of \$0.3 million and \$0.6 million \$0.5 million as of September 30, 2023 March 31, 2024 and December 31, 2022, respectively. December 31, 2023.

Concentrations of credit risk and of significant customers and suppliers

Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. The Company maintains cash balances that can, at times, exceed amounts insured by the Federal Deposit Insurance Corporation. The Company has not experienced any losses in these accounts and believes it is not exposed to unusual risk beyond the normal credit risk in this area based on the financial strength of the institutions with which the Company maintains its deposits.

The Company's accounts receivable, which are unsecured, may expose it to credit risk based on their collectability. The Company controls credit risk by investigating the creditworthiness of all customers prior to establishing relationships with them, performing periodic reviews of the credit activities of those customers during the course of the business relationship, regularly analyzing the collectability of accounts receivable, and recording allowances for credit losses. The Company's supplier concentration can also expose it to business risks.

Customer and supplier concentrations consisted of the below:

		Three Months Ended September 30, 2023			Three Months Ended September 30, 2022											
		Number of customers			Number of customers											
		or	Aggregate		or	Aggregate										
		suppliers	Value		suppliers	Value										
		exceeding 10%	(in millions)	% of Total	exceeding 10%	(in millions)	% of Total									

Liquidity

As of September 30, 2023 March 31, 2024, the aggregate principal amount outstanding under the 2021 Credit Facilities was \$178.4\$173.6 million, with \$45.0 million remaining available for borrowing under the 2021 Revolving Credit Facility. As of September 30, 2023 March 31, 2024, the Company was in compliance with all of its financial covenants under such credit facilities. The Company's ability to continue to comply with its covenants will depend on, among other things, financial, business, market, competitive and other conditions, many of which are beyond the Company's control.

The Company's results are subject to fluctuations as a result of business cycles experienced by companies in the insurance industry. The Company believes that During the property & casualty (P&C) second half of 2021, the auto insurance industry is currently in began to experience a cyclical downturn, due as supply chain disruptions and cost increases caused by the pandemic and overall inflationary pressures contributed to higher-than-expected carrier underwriting losses, P&C insurance claims costs, which has led these many carriers to reduce their customer acquisition spending in to preserve their profitability. However, the Company believes that a recovery from this cyclical downturn is now underway, as certain of the Company's Marketplaces. During the year, one of the Company's major insurance key carrier partners significantly reduced its increased their customer acquisition spend with during the first quarter of 2024. While the Company due expects this improvement to experiencing higher than expected loss ratios as a result continue over the course of several factors, including ongoing loss cost inflation and unfavorable prior year reserve developments, reducing 2024, the Company's expected near-term revenue and Adjusted EBITDA and Company is currently unable to accurately predict the pace or slope of this recovery, or its forecasted cushion with respect to compliance with the financial covenants under the 2021 Credit Facilities. In spite of these reductions in carrier spending, impact on the Company's Adjusted EBITDA has increased year over year, due primarily to revenue from the P&C insurance vertical or the Company's continuing cost reduction efforts, including implementing workforce reductions during profitability, beyond the second quarter of 2023 2024. The Company believes it has sufficient that its expected near-term revenue, cash on hand and availability to access additional cash under its 2021 Revolving Credit Facility are sufficient to meet its business operating requirements, its and capital expenditures expenditure requirements, and to continue to comply with its debt covenants, for at least the next twelve months as of the filing date of this Quarterly Report on Form 10-Q.

The extent to which these market conditions impact the Company's business, results of operations, cash flows and financial condition will depend on future developments impacting its carrier partners, including inflation rates, the extent of any major catastrophic losses, and the timing of regulatory approval of premium rate increases, which remain highly uncertain and cannot be predicted with accuracy. The Company considered the impact of this uncertainty on the assumptions and estimates used when preparing these quarterly financial statements. These assumptions and estimates may continue to change as new events occur, and such changes could have an adverse impact on the Company's results of operations, financial position and liquidity.

The Company expects customer acquisition spend by P&C carriers to remain depressed during the fourth quarter of 2023 and while the Company expects this spending to increase beginning in the first quarter of 2024, it is possible that such increase may be delayed or not occur. In the event that the Company's financial results are below its expectations due to cyclical conditions in its primary vertical markets or other factors, the Company may not be able to remain in compliance with its financial covenants under the 2021 Credit Facilities, in which event the Company may need to take additional actions to reduce operating costs, which may include adjusting discretionary employee bonuses and other discretionary spending, negotiate amendments to or obtain waivers of such financial covenants, refinance the 2021 Credit Facilities, or raise additional capital. There can be no assurance that the Company would be able to raise additional capital or obtain any such amendments, refinancing or waivers on terms acceptable to the Company or at all. The consolidated financial statements do not include any adjustments that may result from the outcome of these uncertainties.

New Accounting Pronouncements

Recently adopted accounting pronouncements

There have been no recently adopted accounting pronouncements by the Company which have a material impact on the Consolidated Financial Statements.

Recently issued not yet adopted accounting pronouncements

In October 2021, December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2021-08, 2023-09, Income Taxes (Topic 740): Business Combinations (Topic 805): Accounting Improvements to Income Tax Disclosures, that requires disclosure of disaggregated income taxes paid, prescribes standard categories for Contract Assets the components of the effective tax rate reconciliation, and Contract Liabilities from contracts with customers, modifies other income tax-related disclosure. The ASU requires contract assets and contract liabilities acquired amendment in a business combination to be recognized and measured by the acquirer on the acquisition date in accordance with Accounting Standards Codification ("ASC") 606, Revenue from Contracts with Customers, as if it had originated the contracts. Under the current business combinations guidance, such assets and liabilities were recognized by the acquirer at fair value on the acquisition date. The guidance in ASU is intended to enhance the transparency and decision usefulness of income tax disclosures. The amendments are effective for fiscal years, and interim annual periods within those fiscal years, beginning after December 15, 2022, with early December 15, 2024. Early adoption permitted and will is permitted. The amendments in this ASU should be applied prospectively to business combinations occurring on or after the effective date of the amendment, a prospective basis but retrospective application is permitted. The Company adopted is currently evaluating the impact of the ASU on January 1, 2023 and its disclosures in the adoption did not have any impact on the Company's consolidated financial statements.

In March 2020 and January 2021, November 2023, the FASB issued ASU No. 2020-4, Reference Rate Reform 2023-07, Segment Reporting (Topic 848) 280: Facilitation Improvements to Reportable Segment Disclosures, which expands annual and interim disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses. The ASU is effective for annual periods beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted and the amendments in this update are required to be applied on a retrospective basis to all periods presented. The Company is currently evaluating the impact of the Effects of Reference Rate Reform ASU on Financial Reporting and ASU 2021-1, Reference Rate Reform (Topic 848): Scope, respectively. ASU 2020-4 and ASU 2021-1 provide optional expedients and exceptions for applying U.S. GAAP, to contracts, and other transactions that reference the London Interbank Offered Rate ("LIBOR") or another reference rate expected to be discontinued because of reference rate reform, if certain criteria are met. The guidance disclosures in ASU 2020-4 and ASU 2021-1 was effective upon issuance and, once adopted, may be applied prospectively to contract modifications and hedging relationships through December 31, 2022. In December 2022, the FASB issued ASU No. 2022-6, Deferral of the Sunset Date of Topic 848, which deferred the sunset date of Topic 848 from December 31, 2022 to December 31, 2024 to align with the amended cessation date of LIBOR, which had been delayed to June 30, 2023. On June 8, 2023, the Company amended its existing credit agreement to change the

interest rate benchmark under the 2021 Credit Facilities from LIBOR to the Secured Overnight Financing Rate ("SOFR"), as further discussed in Note 6 - Long term debt. Effective June 8, 2023, the Company adopted ASC Topic 848 and qualified for the available optional expedients, which allows the Company to account for the contract modifications as continuations of the existing contract without further reassessment or remeasurement that would otherwise be required under the applicable U.S. GAAP. On October 1, 2023, the Company also amended its TRA to, among other things, change the interest rate benchmark from LIBOR to SOFR. The adoption did not have a material impact on the Company's consolidated financial statements.

Recently issued not yet adopted accounting pronouncements

There have been no other accounting pronouncements issued but not yet adopted by the Company which are expected to have a material impact on the Consolidated Financial Statements.

2. Disaggregation of revenue

The following table shows the Company's revenue disaggregated by transaction model:

		Three Months Ended March 31,			
		Three Months Ended March 31,			
		Three Months Ended March 31,			
		Three Months Ended March 31,			
(in thousands)					
(in thousands)					
(in thousands)					
		Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)		2023	2022	2023	2022
Revenue					
Open marketplace transactions					
Open marketplace transactions					
Open marketplace transactions	Open marketplace transactions	\$ 73,053	\$ 86,279	\$ 263,568	\$ 324,008
Private marketplace transactions	Private marketplace transactions	1,520	2,738	7,407	11,057
Private marketplace transactions					
Private marketplace transactions					
Total	Total	\$ 74,573	\$ 89,017	\$ 270,975	\$ 335,065
Total					
Total					

Property & casualty insurance									
Property & casualty insurance									
Property & casualty insurance	Property & casualty insurance	\$	31,933	\$	43,844	\$	126,532	\$	188,869
Health insurance	Health insurance		33,961		33,393		115,192		108,665
Health insurance									
Health insurance									
Life insurance									
Life insurance									
Life insurance	Life insurance		5,341		6,977		18,321		21,049
Other	Other		3,338		4,803		10,930		16,482
Other									
Other									
Total	Total	\$	74,573	\$	89,017	\$	270,975	\$	335,065
Total									
Total									

3. Business Combinations

On February 24, 2022, QuoteLab, LLC ("QL"), a wholly owned subsidiary of QLH, and CHT Buyer, LLC, a wholly owned subsidiary of QL ("Buyer"), entered into an Asset Purchase Agreement (as amended, the "Agreement") to acquire substantially all of the assets of Customer Helper Team, LLC ("Seller" or "CHT"). CHT is a provider of customer generation and acquisition services, primarily for Medicare insurance, automobile insurance, health insurance and life insurance companies. The Company acquired CHT to increase its customer generation capabilities on various social media and short form video platforms. The transaction was closed on April 1, 2022.

The Company accounted for the transaction as a business combination using the acquisition method of accounting as CHT contained inputs and processes that were capable of being operated as a business. The acquisition date fair value of the purchase consideration for the acquisition was \$56.7 million, and consisted of the following (in thousands):

	Fair Value
Cash consideration (net of working capital adjustments)	\$ 49,677
Contingent consideration	7,007
Total purchase consideration	\$ 56,684

The Agreement also provides for the Company to pay contingent consideration, which could range from zero to \$20.0 million, based upon CHT's achievement of certain revenue and gross margin targets for the two successive twelve-month periods following the closing, as set forth in the Agreement. The contingent consideration has been classified as a liability and the estimated fair value was determined using a Monte Carlo model based on the revenue and gross margin projected to be generated by CHT during the applicable periods. CHT was unable to meet its target for the first twelve-month period, and so the Company did not pay any consideration related to that period. In addition, based on further decline in CHT's projected revenue and gross margin, the Company does not expect CHT to meet the target for the second twelve-month period. The contingent consideration is subject to remeasurement at each reporting date until paid, with any adjustment resulting from the remeasurement reported within general & administrative expenses in the consolidated statements of operations. The fair value measurements of the contingent consideration are based primarily on significant unobservable inputs and thus represent a Level 3 measurement in the valuation hierarchy as defined in ASC 820.

Transaction-related costs incurred by the Company were \$0.1 million and \$0.6 million for the three and nine months ended September 30, 2022, respectively, and were expensed as incurred and included in general and administrative expenses in the consolidated statement of operations.

In accordance with the acquisition method of accounting, the purchase consideration was allocated to the assets acquired and liabilities assumed based on their fair values on the date of the acquisition as follows (in thousands):

Accounts receivable	\$ 1,275
Prepaid expenses and other current assets	17
Intangible assets	26,120
Goodwill	29,337
Accounts payable	(18)
Accrued expenses	(47)
Net assets acquired	\$ 56,684

The Company considers the measurement period for such purchase price allocation to be one year from the date of acquisition. The fair value of working capital related items, including accounts receivable, prepaid expenses and other current assets, accounts payable, and accrued expenses, approximated their book values as of the closing date of the acquisition.

The excess of the purchase consideration over the fair value of the net assets acquired was recorded as goodwill. The resulting goodwill is attributable primarily to CHT's assembled workforce and the expanded market opportunities provided by the CHT business by increasing the Company's ability to generate Consumer Referrals on various social media and short form video platforms. The goodwill resulting from the acquisition is tax deductible. For tax purposes, contingent consideration does not become part of tax goodwill until paid. As such, the amount of goodwill deductible for tax purposes as of the closing date of the acquisition was \$22.7 million. The Company's estimate of the amount of tax deductible goodwill may change as the amounts of the payments of contingent consideration, if any, are finalized.

The following pro forma financial information summarizes the combined results of operations for the Company and CHT, as though the companies were combined as of the beginning of the Company's fiscal 2021. The unaudited pro forma financial information was as follows:

(in thousands)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2022		2022	
Total revenues	\$	89,017	\$	341,335
Pretax (loss)	\$	(21,664)	\$	(41,270)

The pro forma financial information presented above has been calculated after adjusting the results of CHT to reflect certain business combination and one-time accounting effects such as fair value adjustment of amortization expense from acquired intangible assets, interest expense on the amounts drawn under the 2021 Revolving Credit facility, and acquisition costs as though the acquisition occurred as of the beginning of the Company's fiscal 2021. The historical consolidated financial information has been adjusted in the pro forma combined financial results to give effect to pro forma events that are directly attributable to the business combination, reasonably estimable and factually supportable. The pro forma financial information does not include the impact of remeasurement adjustments to the contingent considerations and restricted stock units granted to employees of CHT on the date of acquisition for post combination services, which are included within the periods they were incurred. The pro forma financial information is for informational purposes only and is not indicative of the results of operations that would have been achieved if the acquisition had taken place at the beginning of the Company's fiscal 2021.

4. Goodwill and intangible assets

Goodwill and intangible assets consisted of:

As of										As of							
September 30, 2023										December 31, 2022							
As of										As of							
March 31, 2024										March 31, 2024							
(in thousands)	(in thousands)	Useful life (months)	Gross carrying amount	Accumulated amortization	Net carrying amount	Gross carrying amount	Accumulated amortization	Net carrying amount	(in thousands)	Useful life (months)	Gross carrying amount	Accumulated amortization	Net carrying amount	Gross carrying amount	Accumulated amortization	Net carrying amount	December 31, 2022
Customer relationships	Customer relationships	84 - 120	\$43,500	\$ (22,415)	\$21,085	\$43,500	\$ (17,820)	\$25,680									
Non-compete agreements	Non-compete agreements	60	303	(303)	—	303	(303)	—									
Trademarks, trade names, and domain names	Trademarks, trade names, and domain names	60 - 120	8,884	(2,225)	6,659	8,884	(1,632)	7,252									
Intangible assets	Intangible assets		\$52,687	\$ (24,943)	\$27,744	\$52,687	\$ (19,755)	\$32,932									
Goodwill	Goodwill	Indefinite	\$47,739	\$ —	\$47,739	\$47,739	\$ —	\$47,739									

Amortization expense related to intangible assets amounted to \$1.6 million and \$1.7 million for the three months ended September 30, 2023 and March 31, 2024, respectively, and \$5.2 million and \$4.1 million for the nine months ended September 30, 2023 and 2022, respectively. The Company has no accumulated impairment of goodwill.

The following table presents the changes in goodwill and intangible assets:

As of	
September 30, 2023	December 31, 2022

As of						As of			
March 31, 2024						March 31, 2024		December 31, 2023	
(in thousands)	(in thousands)	Goodwill	Intangible assets	Goodwill	Intangible assets	(in thousands)	Goodwill	Intangible assets	Intangible assets
Beginning balance at January 1,	Beginning balance at January 1,	\$47,739	\$32,932	\$18,402	\$12,567				
Additions to goodwill and intangible assets		—	—	29,337	26,120				
Amortization									
Amortization	Amortization	—	(5,188)	—	(5,755)				
Ending balance	Ending balance	\$47,739	\$27,744	\$47,739	\$32,932				

As of **September 30, 2023** March 31, 2024, future amortization expense relating to identifiable intangible assets with estimable useful lives over the next five years was as follows:

(in thousands)	(in thousands)	Amortization expense	(in thousands)	Amortization expense
2023–Remaining Period		\$ 1,729		
2024		6,428		
2024–Remaining Period				
2025	2025	5,759		
2026	2026	5,143		
2027	2027	4,106		
2028				
Thereafter	Thereafter	4,579		
		\$ 27,744		
		\$ —		

5. Accrued expenses

Accrued expenses include the following:

(in thousands)	As of	
	September 30, 2023	December 31, 2022
Accrued payroll and related expenses	\$ 3,116	\$ 3,621
Accrued operating expenses	3,418	2,036

6.4. Long-term debt

On July 29, 2021, the Company entered into an amendment (the "First Amendment") to the 2020 Credit Agreement dated as of September 23, 2020, with the lenders that are party thereto and JPMorgan Chase Bank, N.A., as administrative agent (as amended by the First Amendment, the "Existing Credit Agreement"). **The Existing Credit Agreement provides for a new senior secured term loan facility in an aggregate principal amount of \$190.0 million (the "2021 Term Loan Facility"), the proceeds of which were used to refinance all \$186.4 million of the existing term loans outstanding and the unpaid interest thereof as of the date of the First Amendment, to pay fees related to these transactions, and to provide cash for general corporate purposes, and a new senior secured revolving credit facility with commitments in an aggregate amount of \$50.0 million (the "2021 Revolving Credit Facility" and, together with the 2021 Term Loan Facility, the "2021 Credit Facilities"), which replaced the existing revolving credit facility under the 2020 Credit Agreement.**

On June 8, 2023, the Company entered into a Second Amendment (the "Second Amendment") to the Existing Credit Agreement (as amended by the Second Amendment, the "Amended Credit Agreement").

The Second Amendment amends the Existing Credit Agreement to replace the existing LIBOR based rate applicable to 2021 Term Loan Facility requires mandatory prepayments of principal with any Excess Cash Flow (as defined in the 2021 Credit Facilities with a Term SOFR or Daily Simple SOFR with a credit spread adjustment of 0.10% per annum and a floor of 0.00%, effective Facilities) on the amendment date. Borrowings under an annual basis. The Company generated excess cash flow (as defined in the Amended Credit Agreement Agreement) for the year ended December 31, 2023, and so will continue be required to bear interest at a rate equal to, at the option prepay approximately \$3.0 million of the Borrower, the Term SOFR or Daily Simple SOFR plus an applicable margin, with a floor of 0.00%, or the base rate plus an applicable margin. The applicable margins are based on the Company's consolidated total net leverage ratio as calculated under the terms of the Amended Credit Agreement for the prior fiscal quarter and range from 2.00% to 2.75% with respect to the Term SOFR or Daily Simple SOFR and from 1.00% to 1.75% with respect to the base rate.

The Second Amendment did not impact the Company's outstanding debt or related debt covenants. The Second Amendment did not result in any additional cash proceeds or changes in commitment amounts. The Second Amendment has been accounted for as a continuation of the existing agreement in accordance with ASC 848 — Reference Rate Reforms and any third-party costs were expensed as incurred and included in general and administrative expenses in the consolidated statement of operations.

Long-term debt consisted of the following:

(in thousands)	As of	
	September 30, 2023	December 31, 2022
2021 Term Loan Facility	\$ 173,375	\$ 180,500
2021 Revolving Credit Facility	5,000	5,000
Debt issuance costs	(1,881)	(2,430)
Total debt	\$ 176,494	\$ 183,070
Less: current portion, net of debt issuance costs of \$703 and \$730, respectively	(8,797)	(8,770)
Total long-term debt	\$ 167,697	\$ 174,300

Loans under the 2021 Credit Facilities will mature on July 29, 2026. Loans principal under the 2021 Term Loan Facility amortize quarterly, beginning on during the first business day after December 31, 2021 and three months ending with June 30, 2026 June 30, 2024, by an which amount equal to 1.25% of the aggregate outstanding principal amount of the term loans initially made. Accordingly, the amount of mandatory quarterly principal payable amount under the 2021 Term Loan within the next twelve months has been classified within the current portion of long-term debt and the remaining balance as long-term debt, net of current portion on the consolidated balance sheets.

Long-term debt consisted of the following:

(in thousands)	As of	
	March 31, 2024	December 31, 2023
2021 Term Loan Facility	\$ 168,625	\$ 171,000
2021 Revolving Credit Facility	5,000	5,000
Debt issuance costs	(1,525)	(1,701)
Total debt	\$ 172,100	\$ 174,299
Less: current portion, net of debt issuance costs of \$681 and \$693, respectively	(11,866)	(11,854)
Total long-term debt	\$ 160,234	\$ 162,445

The Company incurred interest expense on the 2021 Term Loan Facility of \$3.8 \$3.6 million and \$2.4 \$3.4 million for the three months ended September 30, 2023 March 31, 2024 and 2022, respectively, and \$10.9 million and \$5.4 million for the nine months ended September 30, 2023 and 2022, 2023, respectively. Interest expense included amortization of debt issuance costs on the 2021 Credit Facility Facilities of \$0.2 million for the three months ended September 30, 2023 March 31, 2024 and 2022, respectively, and \$0.6 million for the nine months ended September 30, 2023 and 2022, respectively, 2023.

The 2021 Revolving Credit Facility does not amortize and will mature on July 29, 2026 and has been classified as non-current within long-term debt, net of current portion on the consolidated balance sheet. As of September 30, 2023 March 31, 2024, the Company's borrowing capacity available under the 2021 Revolving Credit Facility was \$45.0 million, which holds carries a commitment fee based on the Company's consolidated total net leverage ratio and ranges from 0.25% to 0.50%. The commitment fee on the unused portion of the 2021 Revolving Credit Facility was 0.38% as of March 31, 2024. The Company incurred interest expense on the 2021 Revolving Credit Facility of \$0.2 million and \$0.1 million for the three months ended September 30, 2023 March 31, 2024 and 2022, respectively, 2023, respectively. As of March 31, 2024, the Company's interest rate on the outstanding borrowings under the 2021 Term Loan Facility and \$0.5 million for the nine months ended September 30, 2023 and 2022, respectively, 2021 Revolving Credit Facility was 7.93%.

Accrued interest was \$3.7 \$3.6 million as of September 30, 2023 March 31, 2024 and \$3.0 million \$3.7 million as of December 31, 2022 December 31, 2023, and is included within accrued expenses on the consolidated balance sheets. As of March 31, 2024, the Company was in compliance with all covenants under the 2021 Credit Facilities.

The expected future principal payments for all borrowings as of **September 30, 2023** **March 31, 2024** were as follows:

(in thousands)	(in thousands)	Contractual maturity	(in thousands)	Contractual maturity
2023—Remaining Period	\$	2,375		
2024		9,500		
2024—Remaining Period				
2024—Remaining Period				
2024—Remaining Period				
2025	2025	9,500		
2026	2026	157,000		
Debt and issuance costs				
Debt and issuance costs				
Debt and issuance costs	Debt and issuance costs	178,375		
Unamortized debt	Unamortized debt			
issuance costs	issuance costs	(1,881)		
Total debt	Total debt	\$176,494		

7.5. Commitments and contingencies

Litigation and other matters

The Company is subject to certain legal proceedings and claims that arise in the normal course of business. In the opinion of management, the Company does not believe that the amount of liability, if any, as a result of these proceedings and claims will have a **materially material** adverse effect on the Company's consolidated financial position, results of operations, or cash flows. **As of September 30, 2023 and December 31, 2022, the Company did not have any material contingency reserves established for any litigation liabilities.**

On February 21, 2023, the Company received a civil investigative demand from the Federal Trade Commission (FTC) regarding compliance with the FTC Act and the Telemarketing Sales Rule, as they relate to the advertising, marketing, promotion, offering for sale, or sale of healthcare-related products, the collection, sale, transfer or provision to third parties of consumer data, telemarketing practices, and/or consumer privacy or data security. The Company is cooperating fully with the FTC. During the three **and nine** months ended **September 30, 2023, March 31, 2024 and 2023**, the Company incurred legal fees of **\$1.6 million \$1.1 million and \$3.0 million, \$0.3 million**, respectively, in connection with the demand, which are included within general and administrative expenses on the consolidated statement of operations. At this time, the Company is unable to predict the ultimate outcome of this matter or the significance, if any, to the Company's business, results of operations or financial condition.

As of March 31, 2024 and December 31, 2023, the Company did not have any material contingency reserves established for any litigation liabilities.

8.

6. Equity-based compensation

Equity-based compensation cost recognized for equity-based awards outstanding during the three **and nine** months ended **September 30, 2023** **March 31, 2024** and **2022** **2023** was as follows:

		Three Months Ended September 30,		Nine Months Ended September 30,	
		Three Months Ended March 31,		Three Months Ended March 31,	
		Three Months Ended March 31,		Three Months Ended March 31,	
(in thousands)					
(in thousands)					
(in thousands)	(in thousands)	2023	2022	2023	2022
QLH restricted Class B-1 units	QLH restricted Class B-1 units	14	53	73	185
QLH restricted Class B-1 units					

QLH restricted Class B-1 units					
Restricted Class A shares					
Restricted Class A shares					
Restricted Class A shares	Restricted Class A shares	130	213	464	774
Restricted stock units	Restricted stock units	14,310	14,397	43,406	43,257
Restricted stock units					
Restricted stock units					
Performance-based restricted stock units					
Performance-based restricted stock units					
Performance-based restricted stock units	Performance-based restricted stock units	—	(63)	—	—
Total equity-based compensation	Total equity-based compensation	\$ 14,454	\$ 14,600	\$ 43,943	\$ 44,216
Total equity-based compensation					
Total equity-based compensation					

Equity-based compensation cost was included in the following expense categories in the consolidated statements of operations during the three and nine months ended September 30, 2023 March 31, 2024 and 2022: 2023:

		Three Months Ended September 30,		Nine Months Ended September 30,	
		Three Months Ended March 31,			
		Three Months Ended March 31,			
		Three Months Ended March 31,			
(in thousands)					
(in thousands)					
(in thousands)	(in thousands)	2023	2022	2023	2022
Cost of revenue	Cost of revenue	\$ 1,012	\$ 999	\$ 2,959	\$ 2,637
Cost of revenue					
Cost of revenue					
Sales and marketing					
Sales and marketing					
Sales and marketing	Sales and marketing	2,151	2,477	6,895	7,951
Product development	Product development	1,905	2,426	6,176	7,321
Product development					
Product development					
General and administrative					
General and administrative					
General and administrative	General and administrative	9,386	8,698	27,913	26,307
Total equity-based compensation	Total equity-based compensation	\$ 14,454	\$ 14,600	\$ 43,943	\$ 44,216
Total equity-based compensation					
Total equity-based compensation					

As of September 30, 2023 March 31, 2024, total unrecognized compensation cost related to unvested QLH restricted Class B-1 units, restricted Class A shares, restricted stock units, and PRSUs was \$30 \$9 thousand, \$0.4 million \$0.2 million, \$59.2 million \$73.4 million, and \$0, \$1.1 million, respectively, which are expected to be recognized over weighted-average periods of 0.48 0.32 years, 0.72 0.41 years, 2.36 2.82 years, and 0.45 0.95 years, respectively.

9. Stockholders' Equity (Deficit)

Share Repurchase Program

On March 14, 2022, the Company's Board of Directors approved a Share Repurchase Program ("Repurchase Program") that authorized the Company to repurchase up to \$5.0 million of the Company's share of Class A common stock in open market transactions at prevailing market prices or by other means in accordance with federal securities laws. The

Company completed the Repurchase Program during the year ended December 31, 2022. The Repurchase Program did not obligate the Company to repurchase a fixed number of shares and any repurchases were accounted for as of the trade date with a corresponding liability. The excess between the repurchase price and the par value of the shares of Class A common stock repurchased was recorded as an adjustment to additional-paid-in capital. During the three and nine months ended September 30, 2022, 134,147 and 455,297 shares of Class A common stock were repurchased for an aggregate amount of \$1.6 million and \$5.0 million, respectively.

10. 7. Fair Value Measurements

The following are the Company's financial instruments measured at fair value on a recurring basis:

Contingent consideration

Contingent consideration is measured at fair value on a recurring basis using significant unobservable inputs and thus represent a Level 3 measurement in the valuation hierarchy. The following table summarizes the changes in the contingent consideration:

(in thousands)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2023	2022	2023	2022
Beginning fair value	\$ —	\$ 4,162	\$ —	\$ —
Additions in the period	—	—	—	7,007
Change in fair value				
(Gain) included in General and administrative expenses	—	(3,746)	—	(6,591)
Ending fair value	\$ —	\$ 416	\$ —	\$ 416
Change in unrealized (gain) related to instrument still held at end of period	\$ —	\$ (3,746)	\$ —	\$ (6,591)

Contingent consideration relates to the estimated amount of additional cash consideration to be paid in connection with the Company's acquisition of CHT, substantially all of the assets of Customer Helper Team, LLC ("CHT") which was closed on April 1, 2022. The fair value is dependent on the probability of achieving certain revenue and gross profit margin targets for the two successive twelve-month periods following the closing of the acquisition. The Company uses the Monte Carlo simulation approach to estimate the fair value of the revenue and gross margin targets. A change in any of these unobservable inputs can significantly change the fair value of the contingent consideration. The fair value for the contingent consideration as of March 31, 2024 and December 31, 2023 was zero. CHT was unable to meet its did not achieve the minimum revenue target for the first either twelve-month period, and so the Company did not pay any consideration related to that period. In addition, based on further decline in CHT's projected revenue and gross margin, the Company does not expect CHT to meet the target for the second twelve-month period. Accordingly, the Company has determined the fair value of the consideration as of September 30, 2023 to be zero. As of September 30, 2023, the range of the undiscounted amounts the Company could pay under the agreement could be from zero to \$15.0 million; contingent consideration.

The following are the Company's financial instruments measured at fair value on a non-recurring basis:

Long-Term Debt

As of September 30, 2023 March 31, 2024, the carrying amount of the 2021 Term Loan Facility and the 2021 Revolving Credit Facility approximates their respective fair values. The Company used a discounted cash flow analysis to estimate the fair value of the long-term debt, using an adjusted discount rate of 7.20% 6.55% and the estimated payments under the 2021 Term Loan Facility until maturity, including interest payable based on the Company's forecasted total net leverage ratio.

Cost method investment

The Company has elected the measurement alternative for its investment in equity securities without readily determinable fair values and reviews such investment on a quarterly basis to determine if it has been impaired. If the Company's assessment indicates that an impairment exists, the Company estimates the fair value of the equity investment and recognizes in its consolidated statement of operations an impairment loss that is equal to the difference between the fair value of the equity investment and its carrying amount. On March 29, 2024, the board of directors and stockholders of the investee approved a plan of restructuring and liquidation that had the effect of cancelling the Company's investment. The Company had previously determined as of December 31, 2023 that the fair value of the investment was zero and accordingly this cancellation had no impact on the consolidated financial statements as of September 30, 2023 continued to be zero, and recognized an impairment loss of \$0 and \$1.4 million within other expenses (income), net in the consolidated statements of operations for the three and nine months ended September 30, 2023, respectively. The accumulated impairment of this cost method investment as of September 30, 2023 and December 31, 2022, was \$10.0 million and \$8.6 million, respectively. The carrying value of the Company's cost method investment, which is included in other assets in the consolidated balance sheets, was zero and \$1.4 million as of September 30, 2023 and December 31, 2022, respectively.

March 31, 2024.

The Company used a market approach to estimate the fair value of equity and allocated the overall equity value to estimate the fair value of the common stock based on the liquidation preference and **is was** classified within Level 3 of the fair value hierarchy. **A change in any of the unobservable inputs can significantly change the fair value of the investment.**

11.8. Income taxes

MediaAlpha, Inc. is taxed as a corporation and pays corporate federal, state and local taxes on income allocated to it from QLH based upon MediaAlpha, Inc.'s economic interest held in QLH. QLH is treated as a pass-through partnership for income tax reporting purposes and is not subject to federal income tax. Instead, QLH's taxable income or loss is passed through to its members, including MediaAlpha, Inc. Accordingly, the Company is not liable for income taxes on the portion of QLH's earnings not allocated to it. MediaAlpha, Inc. files and pays corporate income taxes for U.S. federal and state income tax purposes and its corporate subsidiary, Skytiger Studio, Ltd., is subject to taxation in Taiwan. The Company expects this structure to remain in existence for the foreseeable future.

The Company estimates the annual effective tax rate for the full year to be applied to actual year-to-date income (loss) and adds the tax effects of any discrete items in the reporting period in which they occur. The **Company's effective income tax rate was (0.5)% and (0.6)% for the three and nine months ended September 30, 2023, respectively. The Company's effective income tax rate was 2.5% and (2.8)% for the three and nine months ended September 30, 2022, respectively.**

The following table summarizes the Company's income tax expense:

		Three Months Ended September 30,				Nine Months Ended September 30,			
		Three Months Ended March 31,				Three Months Ended March 31,			
		Three Months Ended March 31,				Three Months Ended March 31,			
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		Three Months Ended March 31,				Three Months Ended March 31,			
		Three Months Ended March 31,				Three Months Ended March 31,			
		Three Months Ended							

As of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, the Company had a valuation allowance of **\$87.3** **\$116.6** million and **\$91.8** **\$95.1** million, respectively, against its deferred tax assets based on the recent history of pre-tax losses, which is considered a significant piece of objective negative evidence that is difficult to overcome and limits the ability to consider other subjective evidence, such as projections of future growth. It is possible in the foreseeable future that there may be sufficient positive evidence, and/or that the objective negative evidence in the form of history of pre-tax losses will no longer be present, in which event the Company could release a portion or all of the valuation allowance. Release of any amount of valuation allowance would result in a benefit to income tax expense for the period the release is recorded, which could have a material impact on net earnings.

Tax Receivables Agreement

In connection with the Reorganization Transactions and the IPO, the Company entered into the TRA with Insignia, Senior Executives, and White Mountains. The Company expects to obtain an increase in its share of the tax basis in the net assets of QLH as Class B-1 units, together with shares of Class B common stock, are exchanged for shares of Class A common stock (or, at the Company's election, redeemed for cash of an equivalent value). The Company intends to treat any redemptions and exchanges of Class B-1 units as direct purchases for U.S. federal income tax purposes. These increases in tax basis may reduce the amounts that it would otherwise pay in the future to various tax authorities.

As of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, the Company determined that making a payment under the TRA was not probable under ASC 450 — *Contingencies* since a valuation allowance has been recorded against the Company's deferred tax assets and the Company does not believe it will generate sufficient **future** taxable income **in the foreseeable future** to utilize related tax benefits and result in a payment under the TRA. As a result, the Company **remeasured continues to remeasure** the liabilities due under the TRA to **be zero as of March 31, 2024 and December 31, 2023** in the consolidated balance sheets. If the Company had determined that making a payment under the TRA and generating sufficient future taxable income was probable, it would have also recorded a liability pursuant to the TRA of approximately **\$88** **\$107** million **as of March 31, 2024** in the consolidated balance **sheet** **sheets**.

As of September 30, 2023 and December 31, 2022, the Company recorded zero and \$2.8 million, respectively, as current portion of payments due under the TRA within accrued expenses in the consolidated balance sheets. Payments of \$0 and \$2.8 million were made pursuant to the TRA of \$0 and \$2.8 million were made during the three and nine months ended September 30, 2023, respectively, **March 31, 2024** and \$0 and \$0.2 million during the three and nine months ended September 30, 2022, **2023**, respectively.

12.9. Earnings (Loss) Per Share

		Three Months Ended September 30,		Nine Months Ended September 30,	
		Three Months Ended March 31,		Three Months Ended March 31,	
		Three Months Ended March 31,		Three Months Ended March 31,	
(in thousands except share data and per share amount)					
(in thousands except share data and per share amount)					
(in thousands except share data and per share amount)	(in thousands except share data and per share amount)	2023	2022	2023	2022
Basic	Basic				
Basic					
Basic					
Net (loss)					
Net (loss)					
Net (loss)	Net (loss)	\$ (18,698)	\$ (21,226)	\$ (53,262)	\$ (44,096)
Less: net (loss) attributable to non-controlling interest	Less: net (loss) attributable to non-controlling interest	(5,196)	(6,740)	(15,208)	(13,395)
Less: net (loss) attributable to non-controlling interest					

Less: net (loss) attributable to non-controlling interest					
Net (loss) available for basic common shares					
Net (loss) available for basic common shares					
Net (loss) available for basic common shares	Net (loss) available for basic common shares	\$ (13,502)	\$ (14,486)	\$ (38,054)	\$ (30,701)
Weighted-average shares of Class A common stock outstanding - basic and diluted	Weighted-average shares of Class A common stock outstanding - basic and diluted	46,229,672	42,210,186	45,095,417	41,592,783
Weighted-average shares of Class A common stock outstanding - basic and diluted					
Weighted-average shares of Class A common stock outstanding - basic and diluted					
(Loss) per share of Class A common stock - basic and diluted	(Loss) per share of Class A common stock - basic and diluted	\$ (0.29)	\$ (0.34)	\$ (0.84)	\$ (0.74)
(Loss) per share of Class A common stock - basic and diluted					
(Loss) per share of Class A common stock - basic and diluted					

Potentially dilutive shares, which are based on the weighted-average shares of underlying unvested QLH restricted Class B-1 units, restricted Class A shares, restricted stock units, and PRSUs using the treasury stock method and the outstanding QLH restricted Class B-1 units using the if-converted method, are included when calculating diluted net loss per share attributable to MediaAlpha, Inc. when their effect is dilutive. The effects of the Company's potentially dilutive securities were not included in the calculation of diluted loss per share as the effect would be anti-dilutive. The following table summarizes the shares and units with a potentially dilutive impact:

		As of	
		September 30, 2023	September 30, 2022
		As of	
		March 31, 2024	March 31, 2023
QLH Class B-1 Units	QLH Class B-1 Units	18,155,446	19,206,446
Restricted Class A Shares	Restricted Class A Shares	52,573	261,558
Restricted stock units	Restricted stock units	4,342,036	5,688,174
Potential dilutive shares	Potential dilutive shares	22,550,055	25,156,178
Potential dilutive shares			
Potential dilutive shares			

The outstanding PRSUs were not included in the potentially dilutive securities as of **September 30, 2023** **March 31, 2024** as the performance conditions have not been met.

13.10. Non-Controlling Interest

Pursuant to QLH's limited liability company agreement, QLH has two classes of equity securities, Class A-1 units, which have all voting rights in QLH, and Class B-1 units, which have no voting or control rights. The Company allocates a share of net income (loss) to the holders of non-controlling interests pro-rata to their ownership interest in QLH at a point in time. The non-controlling interests balance represents the Class B-1 units, substantially all of which are held by Insignia and the Senior Executives.

During the three and nine months ended September 30, 2023 March 31, 2024, the holders of the non-controlling interests exchanged 0 and 776,000 3,057,000 Class B-1 units, respectively, together with an equal number of shares of Class B common stock, for shares of Class A common stock on a one-for-one basis. As of September 30, 2023 March 31, 2024, the holders of the non-controlling interests owned 28.0% 22.8% of the total equity interests in QLH, with the remaining 72.0% 77.2% owned by MediaAlpha, Inc. As of December 31, 2022 December 31, 2023, the holders of the non-controlling interests owned 30.2% 27.7% of the total equity interests in QLH, with the remaining 69.8% 72.3% owned by MediaAlpha, Inc.

Item 2. Management's discussion and analysis of financial condition and results of operations

The following discussion and analysis of our financial condition and results of operations should be read together with our unaudited consolidated financial statements and related notes included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

This discussion, particularly information with respect to our future results of operations or financial condition, business strategy and plans, and objectives of management for future operations, includes forward-looking statements that involve risks and uncertainties as described under the heading "Cautionary Statement Regarding Forward-Looking Statements" in this Quarterly Report on Form 10-Q. You should review the disclosure under the heading "Risk Factors" in Part II, Item 1A of this Quarterly Report on Form 10-Q for a discussion of important factors that could cause our actual results to differ materially from those anticipated in these forward-looking statements.

Management overview

Our mission is to help insurance carriers and distributors target and acquire customers more efficiently and at greater scale through technology and data science. Our technology platform brings together leading insurance carriers and high-intent consumers through a real-time, programmatic, transparent, and results-driven ecosystem. We believe we are the largest online customer acquisition platform in our core verticals of property & casualty ("P&C") insurance, health insurance, and life insurance, supporting \$574 million \$599 million in Transaction Value across our platform from these verticals over the twelve-month period ended September 30, 2023 March 31, 2024.

We have multi-faceted relationships with top-tier insurance carriers and distributors. A buyer or a demand partner within our ecosystem is generally an insurance carrier or distributor seeking to reach high-intent insurance consumers. A seller or a supply partner is typically an insurance carrier looking to maximize the value of non-converting or low expected LTV consumers, or an insurance-focused research destination or other financial website looking to monetize high-intent users on their websites. For the twelve-month period ended September 30, 2023 March 31, 2024, the websites of our diversified group of supply partners and our proprietary websites drove an average of 7.9 million 8.4 million Consumer Referrals on our platform each month.

We generate revenue by earning a fee for each Consumer Referral sold on our platform. A transaction becomes payable upon a qualifying consumer action, such as a click, call or lead, and is generally not contingent on the sale of a product to the consumer.

We believe in the disruptive power of transparency. Traditionally, insurance customer acquisition platforms operated in a black box. We recognized that a consumer may be valued differently by one insurer versus another; therefore, insurers should be able to determine pricing granularly based on the value that a particular customer segment is expected to bring to their business. As a result, we developed a technology platform that powers an ecosystem where buyers and sellers can transact with full transparency, control, and confidence, aligning the interests of the parties participating on our platform.

We believe our technology is a key differentiator and a powerful driver of our performance. We maintain deep, custom integrations with partners representing the majority of our Transaction Value, which enable automated, data-driven processes that optimize our partners' customer acquisition spend and revenue. Through our platform, our insurance carrier partners can target and price across over 35 separate consumer attributes to manage customized acquisition strategies.

Executive Summary

Highlights

(in millions, except percentages)	Three Months Ended			Three Months Ended	
	March 31, 2024	\$	%	March 31, 2023	
Revenue	\$	126.6	15.0	13.5%	\$ 111.6
Transaction Value ¹	\$	219.1	25.9	13.4%	\$ 193.2
Contribution ¹	\$	27.7	6.3	29.2%	\$ 21.4
Net (Loss)	\$	(1.5)	13.1	(89.8)%	\$ (14.6)
Adjusted EBITDA ¹	\$	14.4	7.1	98.5%	\$ 7.3

1. Transaction Value is an operating metric not presented in accordance with GAAP. Adjusted EBITDA, Contribution, and Contribution Margin are non-GAAP financial measures. See "Management's discussion and analysis of financial condition and results of operations-Key business and operating metrics." for additional information regarding the Company's operating metrics and Non-GAAP metrics.

For the three months ended March 31, 2024, we generated \$126.6 million of revenue and \$219.1 million of Transaction Value, representing increases of 13.5% and 13.4%, respectively, compared with the three months ended March 31, 2023, driven primarily by higher customer acquisition spending by P&C carrier partners, and by higher demand in under 65 health and opportunistic partner spend in Medicare.

Contribution, which generally represents revenue less revenue share payments and online advertising costs, was \$27.7 million for the three months ended March 31, 2024, a year-over-year increase of 29.2%, driven primarily by the higher revenue. Contribution Margin was 21.9%, compared with 19.2% in the three months ended March 31, 2023.

Net loss for the three months ended March 31, 2024 was \$1.5 million, compared with a net loss of \$14.6 million for the three months ended March 31, 2023, driven primarily by the increase in gross profit of \$5.3 million and a \$5.7 million decrease in equity-based compensation expense, as well as by a \$1.4 million impairment charge related to a cost method investment recorded during the three months ended March 31, 2023 that did not recur in the current period.

Adjusted EBITDA for the three months ended March 31, 2024 was \$14.4 million, a year-over-year increase of 98.5%, due primarily to higher gross profit as well as continued expense discipline.

Key factors affecting our business

Revenue

We believe that our future performance will depend on many factors, including those described below and in Part I, Item 1A "Risk Factors" in our 2022 2023 Annual Report on Form 10-K.

Secular trends in the insurance industry

Our technology platform was created to serve and grow with our core insurance end markets. We believe secular trends in the insurance industry are critical drivers of our revenue and will continue to provide strong tailwinds for our business over the long term. Customer acquisition spending by insurance carriers is growing over time, and as more consumers shop for insurance online, direct-to-consumer marketing, which fuels our revenue, has become the fastest growing insurance distribution channel. As mass-market customer acquisition becomes more costly, insurance carriers and distributors are increasingly focusing on optimizing customer acquisition spend, which is at the core of the service we deliver on our platform. As long as these secular trends persist, we expect digital insurance customer acquisition spending to continue to grow over time, and we believe we are well-positioned to benefit from this growth.

Transaction Value

We define "Transaction Value" as the total gross dollars transacted by our partners on our platform. Transaction Value is an operating metric not presented in accordance with GAAP, and is a driver of revenue based on the economic relationships we have with our partners. Transaction Value from Open Marketplace transactions is a direct driver of our revenue, while Transaction Value from Private Marketplace transactions is an indirect driver of our revenue (see "Key business and operating metrics" below). Transaction Value on our platform declined increased to \$109.0 million and \$428.1 million \$219.1 million for the three and nine months ended September 30, 2023 March 31, 2024, respectively, from \$146.7 million and \$568.6 million \$193.2 million for the three and nine months ended September 30, 2022 March 31, 2023, respectively, due primarily to a decrease an increase in customer acquisition spending by P&C insurance carriers in response to significant reductions improvements in their underwriting profitability. We have developed multi-faceted, deeply integrated partnerships with insurance carriers and distributors, who may be both buyers and sellers on our platform. We believe the versatility and breadth of our offerings, coupled with our focus on high-quality products, provide significant value to insurance carriers and distributors, leading many of them to use our platform as their central hub for broadly managing digital customer acquisition and monetization, resulting in strong retention rates. For the three and nine months ended September 30, 2023 March 31, 2024, 93% and 95% 99% of total insurance Transaction Value executed on our platform respectively, came from demand partner relationships in existence during 2022, 2023.

Our demand and supply partners

We retain and attract demand partners by finding high-quality sources of Consumer Referrals to make available to our demand partners. We obtain these Consumer Referrals from our diverse network of supply partners as well as from our proprietary properties. We seek to develop, acquire and retain relationships with high-quality supply partners by developing flexible platforms to enable our supply partners to maximize their revenue, manage their demand side relationships in scalable and flexible ways and focus on long-term sustainable economics with respect to revenue share. Our relationships with our partners are deep and long standing and involve most of the top-tier insurance carriers in the industry. In terms of buyers, during the nine three months ended September 30, 2023 March 31, 2024, 15 13 of the top 20 largest auto insurance carriers by customer acquisition spend were on our platform.

Consumer Referrals

Our results depend in large part on the number of Consumer Referrals purchased on our platform. The aggregate number of consumer clicks, calls, and leads purchased by insurance buyers on our platform increased to 23.2 million and 72.4 million 26.6 million for the three months ended March 31, 2024, from 24.9 million for the three and nine months ended September 30, 2023, respectively, from 21.1 million and 68.1 million for the three and nine months ended September 30, 2022, respectively. March 31, 2023. We seek to increase the number and scale of our supply relationships and drive consumers to our proprietary properties through a variety of paid traffic acquisition sources. We continuously look to diversify our paid media sources to extend beyond search engine marketing, which has historically represented the bulk of our paid media spend, into other online media sources, including native, social, and display advertising.

Seasonality

Our results are subject to fluctuations as a result of seasonality. In particular, our P&C insurance vertical is typically characterized by seasonal strength in our quarters ending March 31 due to a greater supply of Consumer Referrals and higher customer acquisition budgets during the start of the year, and to seasonal weakness in our quarters ending December 31 due to a lower supply of Consumer Referrals available on a cost-effective basis and lower customer acquisition budgets from some buyers during those quarters. Our health insurance vertical is typically characterized by seasonal strength in our quarters ending December 31 due to open enrollment periods for health insurance and annual enrollment for Medicare during those quarters, with a material increase in consumer search volume for health products and a related increase in buyer customer acquisition budgets.

Other factors affecting our partners' businesses include macro factors such as credit availability in the market, the strength of the economy and employment levels.

Cyclicality

Our results are also subject to fluctuations as a result of business cycles experienced by companies in the insurance industry. These cycles in the auto insurance industry are characterized by periods of "soft" market conditions, when carriers are profitable and are focused on increasing capacity and building market share, and "hard" market conditions, when carriers are experiencing lower or even negative underwriting profits and are seeking to increase their premium rates to improve their profitability. As our demand partners in these industries go through these market cycles, they often increase their customer acquisition spending during soft markets and reduce it during hard markets, causing their relative demand for Consumer Referrals from our platform to increase and decrease accordingly. We believe that Beginning in the second half of 2021, the auto insurance industry is currently in entered a "hard" market, with many carriers experiencing lower than expected underwriting profitability due to underwriting losses driven by higher than expected inflation in automobile claims cost inflation, and that many P&C insurance carriers are reducing costs, causing them to significantly reduce their customer acquisition spending until they can obtain regulatory approval on our platform. In late 2023, P&C insurance industry profitability began to increase their improve as premium rates, increases began to outpace loss cost inflation and we believe that the timing cycle is now turning and a market recovery is underway. While we expect this improvement to continue, driving increases in P&C insurance revenue over the course of which is difficult 2024, we are currently unable to predict accurately predict the pace or slope of this recovery from this cyclical downturn, or its impact on our revenue from the P&C insurance vertical or our profitability, beyond the second quarter of 2024.

Regulations

Our revenue and earnings may fluctuate from time to time as a result of federal, state, international and industry-based laws, directives and regulations and developing standards with respect to the enforcement of those regulations. Our business is affected directly because we operate websites, conduct telemarketing and email marketing and collect, process, store, share, disclose, transfer and use consumer information and other data. Our business is affected indirectly as our clients adjust their operations as a result of regulatory changes and enforcement activity within their industries. For example, the FTC has recently started taking a new position (in recent public statements and enforcement actions) regarding the consent rules under the Telemarketing Sales Rule ("TSR"), and the Federal Communications Commission has proposed recently adopted changes to the consent rules under the Telephone Consumer Protection Act of 1991 ("TCPA"). These changes have required, and may in the future require, both us and our Partners to adjust their telemarketing activities. While it is unclear how these changes may ultimately be implemented and/or interpreted, they may have a significant impact on the market for leads, and may require us and our Partners to modify our telemarketing practices and policies. In addition, the California Consumer Privacy Act ("CCPA"), became effective on January 1, 2020 and has been amended by the California Privacy Rights Act ("CPRA"), which became effective January 1, 2023, and a number of other states, including Colorado, Connecticut, Delaware, Florida, Indiana, Iowa, Montana, New Jersey, Oregon, Tennessee, Texas, Utah, Virginia, and Washington, have enacted or are considering similar laws, all of which may affect our business. While it is unclear how this new legislation may be modified or how certain provisions will be interpreted, the effects of this legislation are potentially significant, and may require us to modify our data processing practices and policies and incur substantial compliance-related costs and expenses. In addition, we are licensed as a health insurance broker in all 50 states and the District of Columbia, making us subject to certain insurance laws and regulations. Our Medicare business is also subject to Federal rules governing the marketing of such policies. For a description of laws and regulations to which we are generally subject, see Item 1 "Business" and Item 1A "Risk Factors." in our 2022 2023 Annual Report on Form 10-K.

In addition, we are impacted by the regulation of the insurance carriers with whom we do business. In most states, insurance carriers are required to obtain approval of their premium rates from the regulatory authority in such states. The timing of such approval process, as well as the willingness of insurance regulators to approve rate increases, can impact the profitability of new policies and the level of customer acquisition spending by carriers in a given period, which in turn can cause fluctuations in our revenue and earnings.

Risk and uncertainties

Since its onset, our operating results have not been materially impacted by the COVID-19 pandemic. Although the COVID-19 pandemic has changed the physical working environment of the substantial majority of our workforce to working primarily from home, it has otherwise caused only minor disruptions to our business operations.

However, supply chain disruptions and cost increases caused by the COVID-19 pandemic, global inflationary pressures, and geopolitical conditions have contributed to higher-than-expected P&C insurance claims costs, which has led many carriers to continue to reduce their customer acquisition spending until they can obtain regulatory approval to increase their premium rates. These reductions have significantly impacted, and continue to impact, revenue from our P&C insurance vertical, the duration and extent of which are difficult to estimate beyond the fourth quarter of 2023.

In addition, the COVID-19 pandemic had caused reductions in consumer spending on airfare, hotels, rentals and other travel products, which resulted in a dramatic decline in revenue from our Travel vertical and secular shifts within the travel industry which caused us to reduce our investment within the vertical. We expect this trend in the Travel vertical to continue for the foreseeable future. For the three and nine months ended September 30, 2023, revenue from the Travel vertical comprised approximately 3.6% and 3.3%, respectively, of our total revenue, compared with pre-COVID revenue from the Travel vertical of approximately 11.1% and 12.3% of our total revenue for the three and nine months ended September 30, 2019, respectively. While overall travel activity during 2023 has resumed to pre-COVID levels, the cost of acquisition has increased significantly for publishers to drive traffic resulting in continued lower revenue from our Travel vertical. We have sought to maintain our commercial relationships in the Travel vertical, however we do not expect that revenue from the Travel vertical will match our historical results or have any material impact on our overall revenue or profitability for the foreseeable future.

Key components of our results of operations

Revenue

We operate primarily in the P&C insurance, health insurance and life insurance verticals and generate revenue through the purchase and sale of Consumer Referrals.

The price and amount of Consumer Referrals purchased and sold on our platform vary based on a number of market conditions and consumer attributes, including (i) geographic location of consumers, (ii) demographic attributes of consumers, (iii) the source of Consumer Referrals and quality of conversion by source, (iv) buyer bid levels and (v) buyer demand and budgets.

In our Open Marketplace transactions, we have control over the Consumer Referrals that are sold to our demand partners. In these arrangements, we have separate agreements with suppliers and demand partners. Suppliers are not a party to the contractual arrangements with our demand partners, nor are the suppliers the beneficiaries of our demand partner agreements. We generate revenue from the sale of consumer referrals from our demand partners and separately pay (i) a revenue share to suppliers or (ii) a fee to internet search companies to drive consumers to our proprietary websites. We are the principal in Open Marketplace transactions. As a result, the fees paid by demand partners for Consumer Referrals are recognized as revenue and the fees paid to suppliers are included in cost of revenue.

With respect to our Private Marketplace transactions, buyers and suppliers contract with one another directly and leverage our platform to facilitate transparent, real-time transactions utilizing the reporting and analytical tools available to them from use of our platform. We charge the supplier a platform fee on the Consumer Referrals transacted. We act as an agent in Private Marketplace transactions and recognize revenue for the platform fee received, which is a negotiated percentage of the Transaction Value of such transactions. **There are no We do not make any payments made by us to suppliers in our Private Marketplace. Marketplaces.**

Costs and operating expenses

Costs and operating expenses consist primarily of cost of revenue, sales and marketing expenses, product expenses and general and administrative expenses.

Cost of revenue

Our cost of revenue is comprised primarily of revenue share payments to suppliers and traffic acquisition costs paid to search engines and social media platforms, as well as telephony infrastructure costs, internet and hosting costs, and merchant fees, and includes salaries, wages, **non-cash** equity-based compensation, the cost of health and other employee benefits **for employees engaged in media buying**, and other expenses including allocated portion of rent and facilities expenses.

Sales and marketing

Sales and marketing expenses consist primarily of an allocation of personnel expenses for employees engaged in demand side and supply side business development and marketing, and include salaries, wages, **non-cash** equity-based compensation, and the cost of health and other employee benefits. Sales and marketing expenses also include costs related to attracting partners to our platform, including marketing and promotions, tradeshow and related travel and entertainment expenses. Sales and marketing expenses also include an allocated portion of rent and facilities expenses and depreciation and amortization expense.

Product development

Product development expenses consist primarily of an allocation of personnel expenses for employees engaged in technology, engineering and product development and include salaries, wages, **non-cash** equity-based compensation, and the cost of health and other employee benefits. Product development expenses also include an allocated portion of rent and facilities expenses and depreciation and amortization expense.

General and administrative

General and administrative expenses consist primarily of an allocation of personnel expenses for executive, finance, legal, people operations, and business analytics employees, and include salaries, wages, **non-cash** equity-based compensation, and the cost of health and other employee benefits. General and administrative expenses also include professional services, an allocated portion of rent and facilities expenses and depreciation and amortization expense, and any change in fair value of contingent consideration.

Other expense (income), net

Other expense (income), net consists primarily of expenses and income not incurred by us in our ordinary course of business and that are not included in any of the captions categories listed above. **Other expense (income), net for the nine months ended September 30, 2023 consisted primarily of an impairment charge related to our cost method investment.**

Interest expense

Interest expense consists primarily of interest expense associated with outstanding borrowings under our 2021 Credit Facilities and the amortization of deferred financing costs associated with these arrangements.

Income tax expense (benefit)

MediaAlpha, Inc. is taxed as a corporation and pays corporate federal, state and local taxes on income allocated to it from QLH based upon MediaAlpha, Inc.'s economic interest held in QLH. QLH is treated as a pass-through partnership for income tax reporting purposes and is not subject to federal income tax. Instead, QLH's taxable income or loss is passed through to its members, including MediaAlpha, Inc., pro-rata to their ownership interest in QLH. Accordingly, as our ownership interest in QLH increases, our share of the taxable income (loss) of QLH also increases. As of **September 30, 2023 March 31, 2024**, our ownership interest in QLH was **72.0% 77.2%**.

Net income (loss) attributable to Non-controlling interest

Net income (loss) is attributed to non-controlling interests in accordance with QLH's limited liability company agreement. We allocate a share of the pre-tax income (loss) of the QLH incurred subsequent to the Reorganization Transactions to the non-controlling interest holders pro-rata to their ownership interest in QLH. The non-controlling interests balance represents the Class B-1 units, substantially all of which are held by Insignia and the Senior Executives.

Operating results for the three months ended September 30, 2023, March 31, 2024 and 2022

The following table sets forth our operating results in absolute dollars and as a percentage of revenue for the three months ended September 30, 2023, March 31, 2024 and 2022:

Three Months Ended September 30,											
Three Months Ended March 31,											
(in thousands)	(in thousands)	2023		2022		(in thousands)	2024		2023		
Revenue	Revenue	\$ 74,573	100.0 %	\$ 89,017	100.0 %	Revenue	\$126,649	100.0	100.0 %	\$ 111,630	100.0
Costs and operating expenses	Costs and operating expenses										
Cost of revenue	Cost of revenue										
Cost of revenue	Cost of revenue	62,277	83.5 %	76,343	85.8 %	Cost of revenue	102,969	81.3	81.3 %	93,262	83.5
Sales and marketing	Sales and marketing	6,101	8.2 %	6,853	7.7 %	Sales and marketing	5,796	4.6	4.6 %	6,994	6.3
Product development	Product development	4,296	5.8 %	5,291	5.9 %	Product development	4,363	3.4	3.4 %	5,168	4.6
General and administrative	General and administrative	16,648	22.3 %	11,105	12.5 %	General and administrative	11,149	8.8	8.8 %	15,755	14.1
Total costs and operating expenses	Total costs and operating expenses	89,322	119.8 %	99,592	111.9 %	Total costs and operating expenses	124,277	98.1	98.1 %	121,179	108.6
(Loss) from operations	(Loss) from operations	(14,749)	(19.8)%	(10,575)	(11.9)%	(Loss) from operations	2,372	1.9	1.9 %	(9,549)	(8.6)
Other (income) expense, net	Other (income) expense, net	(100)	(0.1)%	8,602	9.7 %	Other (income) expense, net	(9)	0.0	0.0 %	1,381	1.2
Interest expense	Interest expense	3,947	5.3 %	2,593	2.9 %	Interest expense	3,845	3.0	3.0 %	3,576	3.2
Total other expense, net	Total other expense, net	3,847	5.2 %	11,195	12.6 %	Total other expense, net	3,836	3.0	3.0 %	4,957	4.4
(Loss) before income taxes	(Loss) before income taxes	(18,596)	(24.9)%	(21,770)	(24.5)%	(Loss) before income taxes	(1,464)	(1.2)	(1.2)%	(14,506)	(13.0)
Income tax expense (benefit)	Income tax expense (benefit)	102	0.1 %	(544)	(0.6)%	Income tax expense	27	0.0	0.0 %	78	0.1
Net (loss)	Net (loss)	\$ (18,698)	(25.1)%	\$ (21,226)	(23.8)%	Net (loss)	\$ (1,491)	(1.2)	(1.2)%	\$ (14,584)	(13.1)
Net (loss) attributable to non-controlling interest	Net (loss) attributable to non-controlling interest	(5,196)	(7.0)%	(6,740)	(7.6)%	Net (loss) attributable to non-controlling interest	(378)	(0.3)	(0.3)%	(4,318)	(3.9)

Net (loss) attributable to MediaAlpha, Inc.	Net (loss) attributable to MediaAlpha, Inc.	\$ (13,502)	(18.1)%	\$ (14,486)	(16.3)%	Net (loss) attributable to MediaAlpha, Inc.	\$ (1,113)	(0.9)	(0.9)%	\$ (10,266)	(9.2)
Net (loss) per share of Class A common stock	Net (loss) per share of Class A common stock										
-Basic and diluted	-Basic and diluted	\$ (0.29)		\$ (0.34)							
-Basic and diluted	-Basic and diluted										
Weighted average shares of Class A common stock outstanding	Weighted average shares of Class A common stock outstanding										
Weighted average shares of Class A common stock outstanding	Weighted average shares of Class A common stock outstanding										
Weighted average shares of Class A common stock outstanding	Weighted average shares of Class A common stock outstanding										
-Basic and diluted	-Basic and diluted	46,229,672		42,210,186							
-Basic and diluted	-Basic and diluted										
-Basic and diluted	-Basic and diluted										

Revenue

The following table presents our revenue, disaggregated by vertical, for the three months ended **September 30, 2023** **March 31, 2024** and **2022, 2023**, and the dollar and percentage changes between the two periods:

(dollars in thousands)	(dollars in thousands)	Three Months Ended September 30, 2023	\$	%	Three Months Ended September 30, 2022	(dollars in thousands)	Three Months Ended March 31, 2024	\$	%	Three Months Ended March 31, 2023
Property & Casualty insurance	Property & Casualty insurance	\$31,933	\$(11,911)	(27.2)%	\$43,844					
Percentage of total revenue	Percentage of total revenue	42.8 %			49.3 %	Percentage of total revenue	54.7	%		49.4 %
Health insurance	Health insurance	33,961	568	1.7 %	\$33,393					
Percentage of total revenue	Percentage of total revenue	45.5 %			37.5 %	Percentage of total revenue	37.3	%		40.9 %
Life insurance	Life insurance	5,341	(1,636)	(23.4)%	\$ 6,977					
Percentage of total revenue	Percentage of total revenue	7.2 %			7.8 %	Percentage of total revenue	6.0	%		6.4 %
Other	Other	3,338	(1,465)	(30.5)%	\$ 4,803					

Percentage of total revenue	Percentage of total revenue	4.5 %		5.4 %	Percentage of total revenue	2.0 %	3.4 %
Revenue	Revenue	\$74,573	(14,444)	(16.2)%	\$89,017		

The decrease/increase in P&C insurance revenue for the three months ended September 30, 2023/March 31, 2024, compared with the three months ended September 30, 2022/March 31, 2023, was due to a decrease/an increase in customer acquisition spending by most many of our P&C insurance carriers/carrier partners as their underwriting profitability began to address profitability concerns caused by higher-than-expected automobile repair/improve as a result of lower claims cost inflation and replacement costs and overall inflationary pressures. During regulatory approval of premium increases. In addition, the third first quarter of 2023, this decrease in customer acquisition spending was partially offset by is typically a greater mix of transactions through our Open Marketplace, which positively impacts revenue due to seasonally strong quarter for the transactions being recognized on a gross revenue basis, compared with Private Marketplace transactions, where we recognize revenue on a net basis. The auto P&C insurance industry. We believe that the hard market cycle the P&C insurance industry began to experience a cyclical downturn in has experienced since the second half of 2021 with many has now turned and a market recovery is underway. While we expect this improvement to continue, driving increases in P&C insurance carriers experiencing lower than expected underwriting profitability, leading them to reduce marketing budget allocations to our channel. While one revenue over the course of our major insurance carrier partners had resumed their customer acquisition spending with us in the first quarter of 2023, beginning in late March 2023 they significantly reduced their customer acquisition spend on our Marketplaces due to ongoing loss cost inflation and unfavorable prior year reserve developments. We 2024, we are currently unable to accurately predict accurately the duration/pace or slope of this cyclical downturn/recovery, or its impact on our revenue from the P&C insurance vertical or our profitability, beyond the fourth second quarter of 2023/2024.

The increase in health insurance revenue for the three months ended September 30, 2023/March 31, 2024, compared with the three months ended September 30, 2022/March 31, 2023, was driven by increases in customer acquisition spending in our marketplaces, due primarily due to increased demand for clicks/leads and leads/calls offset in part by a lower/higher mix of transaction/through Private Marketplace transactions, where we only recognize our Open Marketplace, which negatively impacted platform fee as revenue.

The decrease/increase in life insurance revenue for the three months ended September 30, 2023/March 31, 2024, compared with the three months ended September 30, 2022/March 31, 2023, was driven primarily by a decrease in customers shopping for life insurance as concerns related to COVID-19 continued to ease. greater mix of transactions through our Open Marketplace, which positively impacted revenue.

The decrease in other revenue for the three months ended September 30, 2023/March 31, 2024, compared with the three months ended September 30, 2022/March 31, 2023, was driven primarily by lower revenue from our travel vertical due to a reduced supply of consumer referrals resulting from higher traffic acquisition costs, as well as lower revenue from our consumer finance vertical due to a reduction in mortgage and refinancing activity caused by rising/higher interest rates.

Cost of revenue

The following table presents our cost of revenue for the three months ended September 30, 2023/March 31, 2024 and 2022/2023, and the dollar and percentage changes between the two periods:

(dollars in thousands)	(dollars in thousands)	Three Months Ended September 30, 2023	\$	%	Three Months Ended September 30, 2022	(dollars in thousands)	Three Months Ended March 31, 2024	\$	%	Three Months Ended March 31, 2023
Cost of revenue	Cost of revenue	\$62,277	\$(14,066)	(18.4)%	\$76,343					
Percentage of revenue	Percentage of revenue	83.5 %			85.8 %	Percentage of revenue	81.3 %			83.5 %

The decrease/increase in cost of revenue for the three months ended September 30, 2023/March 31, 2024, compared with the three months ended September 30, 2022/March 31, 2023, was driven primarily by lower/higher revenue share payments to suppliers due to the overall decrease/increase in revenue.

Sales and marketing

The following table presents our sales and marketing expenses for the three months ended September 30, 2023/March 31, 2024 and 2022/2023, and the dollar and percentage changes between the two periods:

(dollars in thousands)	(dollars in thousands)	Three Months Ended September 30, 2023	\$	%	Three Months Ended September 30, 2022	(dollars in thousands)	Three Months Ended March 31, 2024	\$	%	Three Months Ended March 31, 2023

Sales and marketing	Sales and marketing	\$6,101	\$(752)	(11.0)%	\$6,853				
Percentage of revenue	Percentage of revenue	8.2 %			7.7 %	Percentage of revenue	4.6	%	6.3 %

The decrease in sales and marketing expenses for the three months ended **September 30, 2023** **March 31, 2024**, compared with the three months ended **September 30, 2022** **March 31, 2023**, was due primarily to a decrease in equity-based compensation expense of **\$0.3 million** **\$0.7 million** and a decrease in personnel-related costs of \$0.4 million, which were related to lower employee headcount resulting from the reduction-in-force implemented during the second quarter of 2023 ("RIF Plan").

Product development

The following table presents our product development expenses for the three months ended **September 30, 2023** **March 31, 2024** and **2022** **2023**, and the dollar and percentage changes between the two periods:

(dollars in thousands)	(dollars in thousands)	Three Months Ended September 30, 2023	\$	%	Three Months Ended September 30, 2022	(dollars in thousands)	Three Months Ended March 31, 2024	\$	%	Three Months Ended March 31, 2023
Product development	Product development	\$4,296	\$(995)	(18.8)%	\$5,291					
Percentage of revenue	Percentage of revenue	5.8 %			5.9 %	Percentage of revenue	3.4	%		4.6 %

The decrease in product development expenses for the three months ended **September 30, 2023** **March 31, 2024**, compared with the three months ended **September 30, 2022** **March 31, 2023**, was due primarily to a decrease in equity-based compensation expense of **\$0.5 million** and a decrease in personnel-related costs of **\$0.4 million**, **\$0.7 million**, which **were was** related to lower employee headcount resulting from the RIF Plan.

General and administrative

The following table presents our general and administrative expenses for the three months ended **September 30, 2023** **March 31, 2024** and **2022** **2023**, and the dollar and percentage changes between the two periods:

(dollars in thousands)	(dollars in thousands)	Three Months Ended September 30, 2023	\$	%	Three Months Ended September 30, 2022	(dollars in thousands)	Three Months Ended March 31, 2024	\$	%	Three Months Ended March 31, 2023
General and administrative	General and administrative	\$16,648	\$5,543	49.9 %	\$11,105					
Percentage of revenue	Percentage of revenue	22.3 %			12.5 %	Percentage of revenue	8.8	%		14.1 %

The **increase decrease** in general and administrative expenses for the three months ended **September 30, 2023** **March 31, 2024**, compared with the three months ended **September 30, 2022** **March 31, 2023**, was due primarily to a **\$3.7 million gain recorded decrease in connection with the remeasurement equity-based compensation expense of the contingent consideration for the acquisition of CHT during the three months ended September 30, 2022** **\$5.2 million**, a **\$2.1 decrease in personnel-related costs of \$0.5 million**, and a **\$0.3 million reduction in directors & officers insurance premiums, offset in part by a \$1.2 million increase in legal costs associated primarily with the civil investigative demand received from the Federal Trade Commission (FTC) in February 2023 and a legal settlement unrelated to our core operations, offset in part by a \$0.7 million reduction in directors & officers insurance premiums.**

2023.

Equity-based compensation

The following table presents our equity-based compensation expense that was included in costs and operating expenses for the three months ended **September 30, 2023** **March 31, 2024** and **2022** **2023**, and the dollar and percentage changes between the two periods:

(dollars in thousands)	(dollars in thousands)	Three Months Ended September 30, 2023	\$	%	Three Months Ended September 30, 2022	(dollars in thousands)	Three Months Ended March 31, 2024	\$	%	Three Months Ended March 31, 2023
Cost of revenue	Cost of revenue	\$ 1,012	\$ 13	1.3 %	\$ 999					
Sales and marketing	Sales and marketing	2,151	(326)	(13.2)%	2,477					
Product development	Product development	1,905	(521)	(21.5)%	2,426					
General and administrative	General and administrative	9,386	688	7.9 %	8,698					
Total	Total	\$ 14,454	\$ (146)	(1.0)%	\$ 14,600					

The decrease in equity-based compensation expense for the three months ended **September 30, 2023** **March 31, 2024**, compared with the three months ended **September 30, 2022** **March 31, 2023**, was driven primarily by lower employee headcount, resulting primarily from the RIF Plan, offset in part by higher expenses related to additional restricted stock units annual awards of RSUs granted to employees as employees. The decrease was also due in part to the expense in the 2023 period associated with the RSUs granted at the time of the annual incentive process. IPO, substantially all of which were fully vested as of December 31, 2023. The increase in equity-based compensation expense recorded within cost of revenue for the three months ended March 31, 2024, compared with the three months ended March 31, 2023, was driven primarily due to acceleration of RSUs vesting for certain terminated employees during the three months ended March 31, 2024.

Amortization

The following table presents our amortization of intangible asset expense that was included in costs and operating expenses for the three months ended **September 30, 2023** **March 31, 2024** and **2022** **2023**, and the dollar and percentage changes between the two periods:

(dollars in thousands)	(dollars in thousands)	Three Months Ended September 30, 2023	\$	%	Three Months Ended September 30, 2022	(dollars in thousands)	Three Months Ended March 31, 2024	\$	%	Three Months Ended March 31, 2023
Sales and Marketing	Sales and Marketing	\$ 1,540	\$ (10)	(0.6)%	\$ 1,550					
Sales and Marketing	Sales and Marketing									
General and administrative	General and administrative	190	36	23.4 %	154					
General and administrative	General and administrative									
Total	Total	\$ 1,730	\$ 26	1.5 %	\$ 1,704					

The **increase** **decrease** in amortization expense for the three months ended **September 30, 2023** **March 31, 2024**, compared with the three months ended **September 30, 2022** **March 31, 2023**, was immaterial.

Other (income) expense, net

The following table presents our other (income) expense, net for the three months ended **September 30, 2023** **March 31, 2024** and **2022** **2023**, and the dollar and percentage changes between the two periods:

(dollars in thousands)	(dollars in thousands)	Three Months Ended September 30, 2023	\$	%	Three Months Ended September 30, 2022	(dollars in thousands)	Three Months Ended March 31, 2024	\$	%	Three Months Ended March 31, 2023
Other (income) expense, net	Other (income) expense, net	\$ (100)	\$ (8,702)	(101.2)%	\$ 8,602					

Percentage of revenue	Percentage of revenue	(0.1) %	9.7 %	Percentage of revenue	0.0 %	1.2 %
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The decrease in other (income) expense, net for the three months ended **September 30, 2023** **March 31, 2024**, compared with the three months ended **September 30, 2022** **March 31, 2023**, was driven primarily by an impairment charge of **\$8.6 million** **\$1.4 million** during the three months ended **September 30, 2022** **March 31, 2023** related to our cost method investment.

Interest expense

The following table presents our interest expense for the three months ended **September 30, 2023** **March 31, 2024** and **2022, 2023**, and the dollar and percentage changes between the two periods:

(dollars in thousands)	(dollars in thousands)	Three Months Ended September 30, 2023			Three Months Ended September 30, 2022	(dollars in thousands)	Three Months Ended March 31, 2024			Three Months Ended March 31, 2023
Interest expense	Interest expense	\$3,947	\$1,354	52.2 %	\$2,593					
Percentage of revenue	Percentage of revenue	5.3 %			2.9 %	Percentage of revenue	3.0 %			3.2 %

The increase in interest expense for the three months ended **September 30, 2023** **March 31, 2024**, compared with the three months ended **September 30, 2022** **March 31, 2023**, was driven by higher interest **rate rates** payable on amounts borrowed under the 2021 Credit Facilities, offset in part by the impact of lower outstanding balances during the current year period.

Income tax expense (benefit)

The following table presents our income tax expense (benefit) for the three months ended **September 30, 2023** **March 31, 2024** and **2022, 2023**, and the dollar and percentage changes between the two periods:

(dollars in thousands)	(dollars in thousands)	Three Months Ended September 30, 2023			Three Months Ended September 30, 2022	(dollars in thousands)	Three Months Ended March 31, 2024			Three Months Ended March 31, 2023
Income tax expense (benefit)		\$ 102	\$646	(118.8) %	\$(544)					
Income tax expense										
Percentage of revenue	Percentage of revenue	0.1 %			(0.6) %	Percentage of revenue	0.0 %			0.1 %

For

The decrease in income tax expense for the three months ended **September 30, 2023** **March 31, 2024**, we recorded an income tax expense of \$0.1 million resulting from **our** compared with the three months ended **March 31, 2023**, was immaterial. Our effective tax rate of **(1.8) %** and **(0.5) %**, which for the three months ended **March 31, 2024** and **2023**, respectively, differed from the U.S. federal statutory rate of 21%, due primarily to the tax impacts of recording a valuation allowance against current year losses, **nondeductible equity-based compensation**, losses associated with **non-controlling interests not taxable to us**, state taxes, and other **nondeductible permanent items**. For the three months ended **September 30, 2022**, we recorded an income tax benefit of \$0.5 million resulting from our effective tax rate of 2.5%, which differed from the U.S. federal statutory rate of 21%, due primarily to **nondeductible equity-based compensation**, losses associated with **non-controlling interests not taxable to us**, state taxes, and other **nondeductible permanent items**.

Operating results for the nine months ended September 30, 2023 and 2022

The following table sets forth our operating results in absolute dollars and as a percentage of revenue for the nine months ended September 30, 2023 and 2022:

(in thousands)	Nine Months Ended September 30,			
	2023		2022	
Revenue	\$ 270,975	100.0 %	\$ 335,065	100.0 %
Costs and operating expenses				
Cost of revenue	226,545	83.6 %	285,149	85.1 %
Sales and marketing	19,802	7.3 %	22,034	6.6 %
Product development	14,525	5.4 %	16,168	4.8 %
General and administrative	50,473	18.6 %	40,569	12.1 %
Total costs and operating expenses	311,345	114.9 %	363,920	108.6 %
(Loss) from operations	(40,370)	(14.9)%	(28,855)	(8.6)%
Other expense, net	1,165	0.4 %	8,123	2.4 %
Interest expense	11,397	4.2 %	5,908	1.8 %
Total other expense, net	12,562	4.6 %	14,031	4.2 %
(Loss) before income taxes	(52,932)	(19.5)%	(42,886)	(12.8)%
Income tax expense	330	0.1 %	1,210	0.4 %
Net (loss)	\$ (53,262)	(19.7)%	\$ (44,096)	(13.2)%
Net (loss) attributable to non-controlling interest	(15,208)	(5.6)%	(13,395)	(4.0)%
Net (loss) attributable to MediaAlpha, Inc.	<u>\$ (38,054)</u>	<u>(14.0)%</u>	<u>\$ (30,701)</u>	<u>(9.2)%</u>
Net (loss) per share of Class A common stock				
-Basic and diluted	\$ (0.84)		\$ (0.74)	
Weighted average shares of Class A common stock outstanding				
-Basic and diluted	45,095,417		41,592,783	

Revenue

The following table presents our revenue, disaggregated by vertical, for the nine months ended September 30, 2023 and 2022, and the dollar and percentage changes between the two periods:

(dollars in thousands)	Nine Months Ended September 30, 2023		Nine Months Ended September 30, 2022	
	\$	%	\$	%
Property & Casualty insurance	\$ 126,532	(62,337)	(33.0)%	\$ 188,869
Percentage of total revenue	46.7 %			56.4 %
Health insurance	115,192	6,527	6.0 %	\$ 108,665
Percentage of total revenue	42.5 %			32.4 %
Life insurance	18,321	(2,728)	(13.0)%	\$ 21,049
Percentage of total revenue	6.8 %			6.3 %
Other	10,930	(5,552)	(33.7)%	\$ 16,482
Percentage of total revenue	4.0 %			4.9 %
Revenue	<u>\$ 270,975</u>	<u>(64,090)</u>	<u>(19.1)%</u>	<u>\$ 335,065</u>

The decrease in P&C insurance revenue for the nine months ended September 30, 2023, compared with the nine months ended September 30, 2022, was due to a decrease in customer acquisition spending by certain insurance carriers to address profitability concerns caused by higher-than-expected automobile repair and replacement costs and overall inflationary pressures. The auto insurance industry began to experience a cyclical downturn in the second half of 2021, with many P&C insurance carriers experiencing lower than expected underwriting profitability, leading them to reduce marketing budget allocations to our channel. While one of our major insurance carrier partners had resumed their customer acquisition spending with us in the first quarter of 2023, beginning in late March 2023 they significantly reduced their customer acquisition spend on our Marketplaces due to ongoing loss cost inflation and unfavorable prior year reserve developments.

The increase in health insurance revenue for the nine months ended September 30, 2023, compared with the nine months ended September 30, 2022, was driven by increased customer acquisition spending in our marketplaces by advertisers, and an increased supply of consumer referrals to our marketplaces by our supply partners and our proprietary websites due to the increased demand.

The decrease in life insurance revenue for the nine months ended September 30, 2023, compared with the nine months ended September 30, 2022, was driven by a decrease in customers shopping for life insurance as concerns related to COVID-19 continued to ease.

The decrease in other revenue for the nine months ended September 30, 2023, compared with the nine months ended September 30, 2022, was driven by lower revenue from our travel vertical due to a reduced supply of consumer referrals resulting from higher traffic acquisition costs, lower revenue from our consumer finance vertical due to a reduction in mortgage and refinancing activity caused by rising interest rates, and a decline of \$0.9 million resulting from our exit of the education vertical during the third quarter of 2022.

Cost of revenue

The following table presents our cost of revenue for the nine months ended September 30, 2023 and 2022, and the dollar and percentage changes between the two periods:

(dollars in thousands)	Nine Months Ended September 30, 2023		Nine Months Ended September 30, 2022	
	\$	%	\$	%
Cost of revenue	\$ 226,545	(58,604)	(20.6)%	\$ 285,149
Percentage of revenue	83.6 %			85.1 %

The decrease in cost of revenue for the nine months ended September 30, 2023, compared with the nine months ended September 30, 2022, was driven primarily by lower revenue share payments to suppliers due to the overall decrease in revenue.

Sales and marketing

The following table presents our sales and marketing expenses for the nine months ended September 30, 2023 and 2022, and the dollar and percentage changes between the two periods:

(dollars in thousands)	Nine Months Ended September 30, 2023		Nine Months Ended September 30, 2022	
	\$	%	\$	%
Sales and marketing	\$ 19,802	(2,232)	(10.1)%	\$ 22,034
Percentage of revenue	7.3 %			6.6 %

The decrease in sales and marketing expenses for the nine months ended September 30, 2023, compared with the nine months ended September 30, 2022, was due primarily to a decrease in personnel-related costs of \$1.7 million and a decrease in equity-based compensation expense of \$1.1 million, which were related to lower employee headcount resulting primarily from the RIF Plan, offset in part by an increase in amortization expense of \$0.9 million related to the amortization of intangible assets arising from our acquisition of CHT and by severance benefits paid under the RIF Plan.

Product development

The following table presents our product development expenses for the nine months ended September 30, 2023 and 2022, and the dollar and percentage changes between the two periods:

(dollars in thousands)	Nine Months Ended September 30, 2023		Nine Months Ended September 30, 2022	
	\$	%	\$	%
Product development	\$ 14,525	(1,643)	(10.2)%	\$ 16,168
Percentage of revenue	5.4 %			4.8 %

The decrease in product development expenses for the nine months ended September 30, 2023, compared with the nine months ended September 30, 2022, was due primarily to a decrease in equity-based compensation expense and employee related costs of \$1.3 million, which were related to lower employee headcount resulting primarily from the RIF Plan.

General and administrative

The following table presents our general and administrative expenses for the nine months ended September 30, 2023 and 2022, and the dollar and percentage changes between the two periods:

(dollars in thousands)	Nine Months Ended September 30, 2023		Nine Months Ended September 30, 2022	
	\$	%	\$	%
General and administrative	\$ 50,473	9,904	24.4 %	\$ 40,569
Percentage of revenue	18.6 %			12.1 %

The increase in general and administrative expenses for the nine months ended September 30, 2023, compared with the nine months ended September 30, 2022, was due primarily to a gain of \$6.6 million recorded on remeasurement of the contingent consideration related to CHT as the fair value declined due to lower projected revenue and gross profit targets for CHT, a \$4.0 million increase in legal costs, associated primarily with the civil investigative demand from the Federal Trade Commission and a legal settlement unrelated to our core operations, and an increase in equity-based compensation expense of \$1.6 million. This increase was offset in part by a \$2.0 million reduction in directors and officers insurance premiums.

Equity-based compensation

The following table presents our equity-based compensation expense that was included in costs and operating expenses for the nine months ended September 30, 2023 and 2022, and the dollar and percentage changes between the two periods:

(dollars in thousands)	Nine Months Ended September 30, 2023				Nine Months Ended September 30, 2022
		\$		%	
Cost of revenue	\$ 2,959	\$ 322		12.2 %	\$ 2,637
Sales and marketing	6,895	(1,056)		(13.3)%	7,951
Product development	6,176	(1,145)		(15.6)%	7,321
General and administrative	27,913	1,606		6.1 %	26,307
Total	\$ 43,943	\$ (273)		(0.6)%	\$ 44,216

The decrease in equity-based compensation expense for the nine months ended September 30, 2023, compared with the nine months ended September 30, 2022, was driven primarily by lower employee headcount, resulting primarily from the RIF Plan, offset in part by expenses related to additional restricted stock units granted to employees as part of the annual incentive process and to employees hired in connection with our acquisition of CHT.

Amortization

The following table presents our amortization of intangible asset expense that was included in costs and operating expenses for the nine months ended September 30, 2023 and 2022, and the dollar and percentage changes between the two periods:

(dollars in thousands)	Nine Months Ended September 30, 2023				Nine Months Ended September 30, 2022
		\$		%	
Sales and Marketing	\$ 4,618	\$ 860		22.9 %	\$ 3,758
General and administrative	570	264		86.3 %	306
Total	\$ 5,188	\$ 1,124		27.7 %	\$ 4,064

The increase in amortization expense for the nine months ended September 30, 2023, compared with the nine months ended September 30, 2022, was related to intangible assets arising from our acquisition of CHT.

Other expense, net

The following table presents our other expense, net for the nine months ended September 30, 2023 and 2022, and the dollar and percentage changes between the two periods:

(dollars in thousands)	Nine Months Ended September 30, 2023				Nine Months Ended September 30, 2022
		\$		%	
Other expense, net	\$ 1,165	\$ (6,958)		(85.7)%	\$ 8,123
Percentage of revenue	0.4 %				2.4 %

The decrease in other expense, net for the nine months ended September 30, 2023, compared with the nine months ended September 30, 2022, was driven primarily by an impairment charge of \$1.4 million during the nine months ended September 30, 2023 related to a cost method investment, compared with an impairment charge of \$8.6 million during the three months ended September 30, 2022.

Interest expense

The following table presents our interest expense for the nine months ended September 30, 2023 and 2022, and the dollar and percentage changes between the two periods:

(dollars in thousands)	Nine Months Ended September 30, 2023				Nine Months Ended September 30, 2022
		\$		%	
Interest expense	\$ 11,397	\$ 5,489		92.9 %	\$ 5,908
Percentage of revenue	4.2 %				1.8 %

The increase in interest expense for the nine months ended September 30, 2023, compared with the nine months ended September 30, 2022, was driven by an increase in the interest rate payable on amounts borrowed under the 2021 Credit Facilities, offset in part by the impact of lower outstanding balances in the current year period.

Income tax expense

The following table presents our income tax expense for the nine months ended September 30, 2023 and 2022, and the dollar and percentage changes between the two periods:

(dollars in thousands)	Nine Months Ended			Nine Months Ended	
	September 30, 2023	\$	%	September 30, 2022	
Income tax expense	\$ 330	\$ (880)	(72.7)%	\$ 1,210	
Percentage of revenue	0.1 %			0.4 %	

For the nine months ended September 30, 2023, we recorded an income tax expense of \$0.3 million resulting from our effective tax rate of (0.6)%, which differed from the U.S. federal statutory rate of 21%, due primarily to nondeductible equity-based compensation, losses associated with non-controlling interests not taxable to us, state taxes, and other nondeductible permanent items. For the nine months ended September 30, 2022, we recorded an income tax expense of \$1.2 million resulting from our effective tax rate of (2.8)% which differed from the U.S. federal statutory rate of 21%, due primarily to nondeductible equity-based compensation, losses associated with non-controlling interests not taxable to us, state taxes, and other nondeductible permanent items.

Key business and operating metrics

In addition to traditional financial metrics, we rely upon certain business and operating metrics that are not presented in accordance with GAAP to estimate the volume of spending on our platform, estimate and recognize revenue, evaluate our business performance and facilitate our operations. Such business and operating metrics should not be considered in isolation from, or as an alternative to, measures presented in accordance with GAAP and should be considered together with other operating and financial performance measures presented in accordance with GAAP. Also, such business and operating metrics may not necessarily be comparable to similarly titled measures presented by other companies.

Adjusted EBITDA

We define "Adjusted EBITDA" as net income excluding interest expense, income tax benefit (expense), depreciation expense on property and equipment, amortization of intangible assets, as well as equity-based compensation expense and certain other adjustments as listed in the table below. Adjusted EBITDA is a non-GAAP financial measure that we present to supplement the financial information we present on a GAAP basis. We monitor and present Adjusted EBITDA because it is a key measure used by our management to understand and evaluate our operating performance, to establish budgets and to develop operational goals for managing our business. We believe that Adjusted EBITDA helps identify underlying trends in our business that could otherwise be masked by the effect of the expenses that we exclude in the calculations of Adjusted EBITDA. Accordingly, we believe that Adjusted EBITDA provides useful information to investors and others in understanding and evaluating our operating results, enhancing the overall understanding of our past performance and future prospects. In addition, presenting Adjusted EBITDA provides investors with a metric to evaluate the capital efficiency of our business.

Adjusted EBITDA is not presented in accordance with GAAP and should not be considered in isolation of, or as an alternative to, measures presented in accordance with GAAP. There are a number of limitations related to the use of Adjusted EBITDA rather than net income, which is the most directly comparable financial measure calculated and presented in accordance with GAAP. These limitations include the fact that Adjusted EBITDA excludes interest expense on debt, income tax benefit (expense), equity-based compensation expense, depreciation and amortization, and certain other adjustments that we consider to be useful information to investors and others in understanding and evaluating our operating results. In addition, other companies may use other measures to evaluate their performance, including different definitions of "Adjusted EBITDA," which could reduce the usefulness of our Adjusted EBITDA as a tool for comparison.

The following table reconciles Adjusted EBITDA with net (loss), the most directly comparable financial measure calculated and presented in accordance with GAAP, for the three and nine months ended September 30, 2023 March 31, 2024 and 2022: 2023:

	Three Months Ended	Three Months Ended	Three Months Ended
	March 31,	March 31,	March 31,
	2023	2023	2022
(in thousands)			
Net (loss)			
Equity-based compensation expense			
Interest expense			

Interest expense
Interest expense
Income tax expense
Income tax expense
Income tax expense
Depreciation expense on property and equipment
Depreciation expense on property and equipment
Depreciation expense on property and equipment
Amortization of intangible assets
Amortization of intangible assets
Amortization of intangible assets
Transaction expenses⁽¹⁾
Transaction expenses⁽¹⁾
Transaction expenses⁽¹⁾

(in thousands)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2023	2022	2023	2022
Net (loss)	\$ (18,698)	\$ (21,226)	\$ (53,262)	\$ (44,096)
Equity-based compensation expense	14,454	14,600	43,943	44,216
Interest expense	3,947	2,593	11,397	5,908
Income tax expense (benefit)	102	(544)	330	1,210
Depreciation expense on property and equipment	87	98	275	295
Amortization of intangible assets	1,730	1,704	5,188	4,064
Transaction expenses ⁽¹⁾	5	106	553	636
SOX implementation costs ⁽²⁾	—	—	—	110
Fair value adjustment to contingent consideration ⁽³⁾	—	(3,746)	—	(6,591)
Impairment of cost method investment	—	8,594	1,406	8,594
Changes in TRA related liability ⁽⁴⁾	—	13	6	(577)
Changes in Tax Indemnification Receivable ⁽⁵⁾	(20)	(15)	(48)	(44)
Settlement of federal and state income tax refunds ⁽⁶⁾	—	—	3	92
Legal expenses ⁽⁷⁾	1,979	—	3,418	—
Reduction in force costs ⁽⁸⁾	—	—	1,233	—
Impairment of cost method investment				
Impairment of cost method investment				
Changes in TRA related liability				
Changes in TRA related liability				
Changes in TRA related liability				
Changes in Tax Indemnification Receivable				
Changes in Tax Indemnification Receivable				

Changes in Tax Indemnification Receivable							
Settlement of federal and state income tax refunds							
Settlement of federal and state income tax refunds							
Settlement of federal and state income tax refunds							
Legal expenses ⁽²⁾							
Legal expenses ⁽²⁾							
Legal expenses ⁽²⁾							
Adjusted EBITDA	Adjusted EBITDA	\$	3,586	\$	2,177	\$ 14,442	\$ 13,817
Adjusted EBITDA							
Adjusted EBITDA							

- (1) Transaction expenses consist of immaterial expenses \$0.7 million and \$0.6 million \$0.3 million of legal and accounting fees incurred by us for the three and nine months ended September 30, 2023, March 31, 2024 and 2023, respectively, in connection with the amendment to the 2021 Credit Facilities, the tender offer filed by the Company's largest shareholder in May 2023, and a resale registration statement statements filed with the SEC. For the three and nine months ended September 30, 2022, transaction expenses consist of \$0.1 million and \$0.6 million of expenses, respectively, incurred by us in connection with our acquisition of CHT.
- (2) SOX implementation costs consist of \$0.1 million of expenses for the nine months ended September 30, 2022 for third-party consultants to assist us with the development, implementation, and documentation of new and enhanced internal controls and processes for compliance with SOX Section 404(b) for fiscal 2021.
- (3) Fair value adjustment to contingent consideration consists of \$3.7 million and \$6.6 million of gain for the three and nine months ended September 30, 2022, respectively, in connection with the remeasurement of the contingent consideration for the acquisition of CHT as of September 30, 2022.
- (4) Changes in TRA related liability consist of immaterial expenses for the nine months ended September 30, 2023, and immaterial expenses and \$0.6 million of income for the three and nine months ended September 30, 2022, respectively, due to a change in the estimated future state tax benefits and other changes in the estimate resulting in reductions of the TRA liability.
- (5) Changes in Tax Indemnification Receivable consists of immaterial income for the three and nine months ended September 30, 2023 and 2022, related to a reduction in the tax indemnification receivable recorded in connection with the Reorganization Transactions. The reduction also resulted in a benefit of the same amount which has been recorded within income tax expense (benefit).
- (6) Settlement of federal and state tax refunds consist of immaterial expenses incurred by us for the nine months ended September 30, 2023, and \$0.1 million of expense incurred by us for the nine months ended September 30, 2022, related to a payment to White Mountains for state tax refunds for the period prior to the Reorganization Transactions related to 2020 tax returns. The settlement also resulted in a benefit of the same amount which has been recorded within income tax expense (benefit).
- (7) Legal expenses of \$2.0 \$1.1 million and \$3.4 \$0.3 million for the three and nine months ended September 30, 2023, March 31, 2024 and 2023, respectively, consist of legal fees incurred in connection with the civil investigative demand received from the

Federal Trade Commission (FTC) FTC in February 2023 and costs associated with a legal settlement unrelated to our core operations.

- (8) Reduction in force costs for the nine months ended September 30, 2023 consist of \$1.2 million of severance benefits provided to the terminated employees in connection with the RIF Plan. Additionally, equity-based compensation expense includes \$0.3 million of charges related to the RIF Plan for the nine months ended September 30, 2023, 2023.

Contribution and Contribution Margin

We define "Contribution" as revenue less revenue share payments and online advertising costs, or, as reported in our consolidated statements of operations, revenue less cost of revenue (i.e., gross profit), as adjusted to exclude the following items from cost of revenue: equity-based compensation; salaries, wages, and related costs; internet and hosting costs; amortization; depreciation; other services; and merchant-related fees. We define "Contribution Margin" as Contribution expressed as a percentage of revenue for the same period. Contribution and Contribution Margin are non-GAAP financial measures that we present to supplement the financial information we present on a GAAP basis. We use Contribution and Contribution Margin to measure the return on our relationships with our supply partners (excluding certain fixed costs), the financial return on and efficacy of our online advertising costs to drive consumers to our proprietary websites, and our operating leverage. We do not use Contribution and Contribution Margin as measures of overall

profitability. We present Contribution and Contribution Margin because they are used by our management and board of directors to manage our operating performance, including evaluating our operational performance against budget and assessing our overall operating efficiency and operating leverage. For example, if Contribution increases and our headcount costs and other operating expenses remain steady, our Adjusted EBITDA and operating leverage increase. If Contribution Margin decreases, we may choose to re-evaluate and re-negotiate our revenue share agreements with our supply partners, to make optimization and pricing changes with respect to our bids for keywords from primary traffic acquisition sources, or to change our overall cost structure with respect to headcount, fixed costs and other costs. Other companies may calculate Contribution and Contribution Margin differently than we do. Contribution and Contribution Margin have their limitations as analytical tools, and you should not consider them in isolation or as substitutes for analysis of our results presented in accordance with GAAP.

The following table reconciles Contribution with gross profit, the most directly comparable financial measure calculated and presented in accordance with GAAP, for the three and nine months ended **September 30, 2023**, **March 31, 2024** and **2022**; **2023**:

		Three Months Ended September 30,		Nine Months Ended September 30,	
		Three Months Ended March 31,		Three Months Ended March 31,	
		Three Months Ended March 31,		Three Months Ended March 31,	
		Three Months Ended March 31,		Three Months Ended March 31,	
(in thousands)					
(in thousands)					
(in thousands)	(in thousands)	2023	2022	2023	2022
Revenue	Revenue	\$ 74,573	\$ 89,017	\$ 270,975	\$ 335,065
Revenue					
Revenue					
Less cost of revenue					
Less cost of revenue					
Less cost of revenue	Less cost of revenue	(62,277)	(76,343)	(226,545)	(285,149)
Gross profit	Gross profit	12,296	12,674	44,430	49,916
Gross profit					
Gross profit					
Adjusted to exclude the following (as related to cost of revenue):					
Adjusted to exclude the following (as related to cost of revenue):					
Adjusted to exclude the following (as related to cost of revenue):	Adjusted to exclude the following (as related to cost of revenue):				
Equity-based compensation	Equity-based compensation	1,012	999	2,959	2,637
Equity-based compensation					
Equity-based compensation					
Salaries, wages, and related					
Salaries, wages, and related	Salaries, wages, and related	878	989	2,832	2,679
Internet and hosting	Internet and hosting	138	126	418	349
Internet and hosting					
Internet and hosting					
Other expenses					
Other expenses					
Other expenses	Other expenses	179	189	513	531
Depreciation	Depreciation	9	12	30	30
Depreciation					
Depreciation					

Other services					
Other services					
Other services	Other services	514	492	1,795	1,598
Merchant-related fees	Merchant-related fees	11	40	14	99
Merchant-related fees					
Merchant-related fees					
Contribution					
Contribution					
Contribution	Contribution	15,037	15,521	52,991	57,839
Gross margin	Gross margin	16.5 %	14.2 %	16.4 %	14.9 %
Gross margin					
Gross margin					
Contribution Margin					
Contribution Margin					
Contribution Margin	Contribution Margin	20.2 %	17.4 %	19.6 %	17.3 %

Transaction Value

We define "Transaction Value" as the total gross dollars transacted by our partners on our platform. Transaction Value is **an operating metric not presented in accordance with GAAP, and is** a driver of revenue **with differing revenue recognition** based on the economic **relationship relationships** we have with our partners. Our partners use our platform to transact via Open and Private Marketplace transactions. In our Open Marketplace model,

Transaction Value is equal to revenue recognized and revenue share payments to our supply partners represent costs of revenue. In our Private Marketplace model, revenue recognized represents a platform fee billed to the demand partner or supply partner based on an agreed-upon percentage of the Transaction Value for the Consumer Referrals transacted, and accordingly there are no associated costs of revenue. We utilize Transaction Value to assess revenue and to assess the overall level of transaction activity through our platform. We believe it is useful to investors to assess the overall level of activity on our platform and to better understand the sources of our revenue across our different transaction models and verticals.

The following table presents Transaction Value by platform model for the three **and nine** months ended **September 30, 2023** **March 31, 2024** and **2022; 2023:**

		Three Months Ended September 30,		Nine Months Ended September 30,	
		Three Months Ended March 31,		Three Months Ended March 31,	
		Three Months Ended March 31,		Three Months Ended March 31,	
		Three Months Ended March 31,		Three Months Ended March 31,	
(dollars in thousands)					
(dollars in thousands)					
(dollars in thousands)	(dollars in thousands)	2023	2022	2023	2022
Open Marketplace transactions	Open Marketplace transactions	\$ 73,053	\$ 86,279	\$ 263,568	\$ 324,008
Open Marketplace transactions					
Open Marketplace transactions					
Percentage of total Transaction Value					
Percentage of total Transaction Value					

Percentage of total Transaction Value	Percentage of total Transaction Value	67.0	%	58.8	%	61.6	%	57.0	%
Private Marketplace transactions	Private Marketplace transactions	35,963		60,438		164,524		244,592	
Private Marketplace transactions	Private Marketplace transactions								
Percentage of total Transaction Value	Percentage of total Transaction Value								
Percentage of total Transaction Value	Percentage of total Transaction Value								
Percentage of total Transaction Value	Percentage of total Transaction Value	33.0	%	41.2	%	38.4	%	43.0	%
Total Transaction Value	Total Transaction Value	\$ 109,016		\$ 146,717		\$ 428,092		\$ 568,600	
Total Transaction Value	Total Transaction Value								
Total Transaction Value	Total Transaction Value								

The following table presents Transaction Value by vertical for the three and nine months ended September 30, 2023 March 31, 2024 and 2022: 2023:

		Three Months Ended September 30,		Nine Months Ended September 30,	
		Three Months Ended March 31,		Three Months Ended March 31,	
		Three Months Ended March 31,		Three Months Ended March 31,	
(dollars in thousands)	(dollars in thousands)				
(dollars in thousands)	(dollars in thousands)				
(dollars in thousands)	(dollars in thousands)	2023	2022	2023	2022
Property & Casualty insurance	Property & Casualty insurance	\$ 44,715	\$ 83,165	\$ 223,305	\$ 343,179
Property & Casualty insurance	Property & Casualty insurance				
Percentage of total Transaction Value	Percentage of total Transaction Value				
Percentage of total Transaction Value	Percentage of total Transaction Value				
Percentage of total Transaction Value	Percentage of total Transaction Value	41.0	%	56.7	%
Health insurance	Health insurance	51,210	46,190	161,450	152,839
Health insurance	Health insurance				
Health insurance	Health insurance				
Percentage of total Transaction Value	Percentage of total Transaction Value				
Percentage of total Transaction Value	Percentage of total Transaction Value				
Percentage of total Transaction Value	Percentage of total Transaction Value	47.0	%	31.5	%
Life insurance	Life insurance	7,566	11,580	26,042	36,438

Calls									
Leads	Leads	14.0	%	8.2	%	11.0	%	9.4	%
Leads									
Leads									

Segment information

We operate primarily in the United States and in a single operating segment. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. Our chief operating decision maker is our chief executive officer, who reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. No expense or operating income is evaluated at a segment level. **Our acquisition of CHT did not create any additional segments as our chief executive officer continues to review financial information and allocate resources on a consolidated basis.** Since we operate in one operating segment and reportable segment, all required financial segment information can be found in the consolidated financial statements.

Liquidity and capital resources

Overview

Our principal sources of liquidity are our cash flows generated from operations and cash and funds available under the 2021 Revolving Credit Facility. Our principal uses of cash include funding of our operations, interest payments, and mandatory principal payments on our long-term debt. As of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, our cash and cash equivalents totaled **\$15.2 million** **\$14.5 million** and **\$14.5 million** **\$17.3 million**, respectively. As of **September 30, 2023** **March 31, 2024**, the aggregate principal amount outstanding under the 2021 Term Loan Facility was **\$173.4 million** **\$168.6 million** and our borrowing capacity available under the 2021 Revolving Credit Facility was \$45.0 million.

We believe that our current sources of liquidity, which include cash flow generated from operations, cash and funds available under the 2021 Credit Facilities, will be sufficient to meet our projected operating and debt service requirements, and we expect that we will continue to comply with our financial covenants under the 2021 Credit Facilities, for at least the next twelve months. To the extent that our current liquidity is insufficient to fund future activities or we do not remain in compliance with our financial covenants under the 2021 Credit Facilities, we may need to further reduce operating costs, negotiate amendments to or waivers of the terms of such credit facilities, refinance our debt, or raise additional capital. We have historically not used funds available under our credit facilities to fund our operations and payments under the credit facilities.

Our business is seasonal and cyclical in nature and these trends, if continued for a long period of time, could impact the cash flows generated from operations, requiring us to draw on our available borrowing capacity under the 2021 Revolving Credit Facility or raise additional funds in the short term. During the second half of 2021, the auto insurance industry began to experience a cyclical downturn, as supply chain disruptions and cost increases caused by the pandemic and overall inflationary pressures contributed to higher-than-expected P&C insurance claims costs, which led many carriers to reduce their customer acquisition spending to preserve their profitability. **While one** **However, we believe that the hard market cycle has now turned and a market recovery is underway as certain** of our **major insurance key** carrier partners **had resumed** **increased** their customer acquisition spending with us in **spend during** the first quarter of 2023, beginning in late March 2023, they significantly reduced their customer acquisition spend with us **due 2024**. While we expect this improvement to experiencing higher than expected loss ratios on account **continue over the course** of several underlying factors, including ongoing loss cost inflation and **unfavorable prior year reserve developments, which reductions have continued 2024, we are currently unable to be in effect**. These reductions impacted **accurately predict the pace or slope of this recovery beyond the second quarter of 2024**.

We believe that our expected near-term revenue, cash on hand and **Adjusted EBITDA** availability to access cash available under the 2021 Credit Facilities will be sufficient to meet our projected operating and **our forecasted cushion** debt service requirements, and we expect that we will continue to comply with **respect to compliance with the** our financial covenants under the 2021 Credit Facilities. We expect customer acquisition spend by P&C carriers **Facilities, for at least the next twelve months. To the extent that our current liquidity is insufficient to remain depressed during the fourth quarter of 2023 and are currently unable to reasonably estimate the impact of these reductions beyond the fourth quarter of 2023. In the event that fund future activities or** our financial results are below our expectations due to cyclical conditions in our primary vertical markets or other factors **and we do not remain in compliance with our financial covenants under the 2021 Credit Facilities, we may need to take additional actions to remain in compliance with the financial covenants under the 2021 Credit Facilities.**

On April 1, 2022, we closed the acquisition of substantially all **reduce operating costs, negotiate amendments to or waivers of the assets terms of** Customer Helper Team, LLC ("CHT") for cash consideration of \$49.7 million at closing, plus contingent consideration of up to \$20.0 million based on CHT's achievement of revenue and profitability targets **for the two successive twelve-month periods following the closing. such credit facilities, refinance our debt, or raise additional capital.** We funded the transaction in part by drawing **\$25.0 million have historically not used funds available under the 2021 Revolving Credit Facility and the balance from cash on hand as of the closing. CHT was unable to meet its target for the first twelve-month period and accordingly we did not pay any consideration related to that period. Further, based on the current forecast for the CHT related business, we do not expect the contingent consideration for the second twelve-month period to be earned or payable. As of September 30, 2023, we have repaid \$20.0 million of the amounts drawn under the 2021 Revolving Credit Facility** **our credit facilities to fund the purchase price for this acquisition, our operations or to make payments required under our credit facilities.**

We may in the future engage in **additional** merger and acquisition or other activities, including share repurchases, that could require us to draw on our existing credit facilities or raise additional capital through the sale of equity securities or through debt financing arrangements. If we raise additional funds by issuing equity securities, the ownership of our existing stockholders will be diluted. The incurrence of additional debt financing would result in debt service obligations, and any future instruments governing such debt could provide for operating and financing covenants that could restrict our operations. Our material cash requirements include our long-term debt, operating lease obligations, **and any payments under the TRA, and any contingent consideration payable in connection with our acquisition of CHT. TRA.**

Cash Flows

The following table presents a summary of our cash flows for the **nine three** months ended **September 30, 2023** **March 31, 2024** and **2022**, **2023**, and the dollar and percentage changes between the periods:

(dollars in thousands)	(dollars in thousands)	Nine Months Ended September 30, 2023			(dollars in thousands)	Nine Months Ended September 30, 2022			(dollars in thousands)	Three Months Ended March 31, 2024			(dollars in thousands)	Three Months Ended March 31, 2023		
		\$	%			\$	%			\$	%			\$	%	
Net cash provided by operating activities	Net cash provided by operating activities	\$ 14,937	\$(20,017)	(57.3)%	\$ 34,954											
Net cash (used in) investing activities	Net cash (used in) investing activities	\$ (60)	\$ 49,710	(99.9)%	\$(49,770)											
Net cash (used in) financing activities	Net cash (used in) financing activities	\$(14,223)	\$ (8,683)	156.7 %	\$ (5,540)											

Operating activities

Cash flows provided by operating activities were **\$14.9** **\$1.7** million for the **nine three** months ended **September 30, 2023** **March 31, 2024**, compared with **\$35.0** **\$12.6** million for the **nine three** months ended **September 30, 2022** **March 31, 2023**. The decrease was due primarily to **higher net loss and** an increase in net working capital due to the timing of payments of our accounts payable and accounts **receivable**, **receivable**, offset in part by the **lower net loss**, excluding the impact of non-cash items.

Investing activities

Cash flows used in investing activities were **\$0.1** million **immaterial** for the **nine three** months ended **September 30, 2023**, compared with **\$49.8** million for the **nine months** ended **September 30, 2022**. The decrease resulted primarily from the payment of cash consideration for our acquisition of CHT, which closed on April 1, 2022, **March 31, 2024** and **2023**.

Financing activities

Cash flows used in financing activities were **\$14.2** **\$4.4** million for the **nine three** months ended **September 30, 2023** **March 31, 2024**, compared with **\$5.5** **\$7.5** million for the **nine three** months ended **September 30, 2022** **March 31, 2023**. The **increase decrease** was due primarily to **the net amount drawn on the 2021 Revolving Credit Facility to partially fund the CHT acquisition in April 2022 and higher payments made pursuant to the TRA and distributions to non-controlling interests during the** **nine three** months ended **September 30, 2023**, offset in part by payments made under the share repurchase program in 2022, **March 31, 2023**.

Senior secured credit facilities

2021 Credit Facilities

On July 29, 2021, QuoteLab, LLC entered into an amendment (the "First Amendment") to the 2020 Credit Agreement (as amended by the First Amendment, the "Existing Credit Agreement"). The Existing Credit Agreement provides for a new senior secured term loan facility in an aggregate principal amount of \$190.0 million (the "2021 Term Loan Facility"), the proceeds of which were used to refinance all of the \$186.4 million outstanding under the existing 2020 Term Loan Facility and the unpaid interest thereon as of the date of the First Amendment, to pay fees related to these transactions, and to provide cash for general corporate purposes, and a new senior secured revolving credit facility with commitments in an aggregate amount of \$50.0 million (the "2021 Revolving Credit Facility" and, together with the 2021 Term Loan Facility, the "2021 Credit

Facilities"), which replaced the 2020 Revolving Credit Facility. Our obligations under the 2021 Credit Facilities are guaranteed by QLH and secured by substantially all assets of QLH and QuoteLab, LLC.

On June 8, 2023, the Company entered into a Second Amendment (the "Second Amendment") to the Existing Credit Agreement, (as amended by the Second Amendment, the "Amended Credit Agreement"). The Second Amendment amends the Existing Credit Agreement, **effective on the amendment date**, to, **among other things**, replace the **existing LIBOR based rate London Interbank Offered Rate ("LIBOR")** applicable to the 2021 Credit Facilities **to a Term SOFR or Daily Simple SOFR with the Secured Overnight Financing Rate ("SOFR")**, with a credit spread adjustment of 0.10% per annum, **effective on as the amendment date**, **interest rate benchmark**.

Borrowings under the 2021 Credit Facilities bear interest at a rate equal to, at our option, the Term SOFR or Daily Simple SOFR, plus an applicable margin, with a floor of 0.00%, or a base rate plus an applicable margin. The applicable margins will be based on our consolidated total net leverage ratio as calculated under the terms of the Amended Credit Agreement (the "Leverage Ratio") for the prior fiscal quarter and range from 2.00% to 2.75% with respect to the Term SOFR or Daily Simple SOFR and from 1.00% to 1.75% with respect to the base rate.

Loans under the 2021 Credit Facilities will mature on July 29, 2026. Loans under the 2021 Term Loan Facility amortize quarterly, beginning with the first business day after December 31, 2021 and ending with June 30, 2026, by an amount equal to 1.25% of the aggregate outstanding principal amount of the term loans initially made. In addition, the 2021 Term Loan Facility also requires mandatory prepayments of principal in the amount of any Excess Cash Flow (as defined in the Amended

Credit Agreement) on an annual basis. We generated Excess Cash Flow for the year ended December 31, 2023, and so will be required to prepay approximately \$3.0 million of the principal under the 2021 Term Loan Facility during the three months ended June 30, 2024, which amount has been classified within the current portion of long-term debt on the consolidated balance sheets. The 2021 Revolving Credit Facility does not require amortization of principal and will mature on July 29, 2026.

As of September 30, 2023 March 31, 2024, we had \$171.5 \$167.1 million of outstanding borrowings, net of deferred debt issuance costs of \$1.9 \$1.5 million, under the 2021 Term Loan Facility, and \$5.0 million of borrowings outstanding under the 2021 Revolving Credit Facility.

Tax receivables agreement

Our purchases (through Intermediate Holdco) of Class B-1 units from certain unitholders in connection with the IPO, as well as exchanges of Class B-1 units subsequent to the IPO (together with an equal number of shares of our Class B common stock) for shares of our Class A common stock (or, at our election, cash of an equivalent value) ("Exchange"), and the Pre-IPO Leveraged Distribution and other actual or deemed distributions by QLH to its members pursuant to the Exchange Agreement, have resulted and are expected to continue to result in increases in our allocable tax basis in the assets of QLH. These increases in tax basis are expected to increase (for tax purposes) depreciation and amortization deductions allocable to us and, therefore, reduce the amount of tax that we otherwise would be required to pay in the future. This increase in tax basis may also decrease gain (or increase loss) on future dispositions of certain assets to the extent tax basis is allocated to those assets.

In connection with the IPO, we entered into the TRA, as amended, with Insignia, the Senior Executives, and White Mountains related to the tax basis step-up of the assets of QLH and certain net operating losses of Intermediate Holdco. The agreement requires us to pay Insignia and the Senior Executives or any assignees 85% of the cash savings, if any, in U.S. federal, state and local income tax we realize (or are deemed to realize) as a result of (i) any increases in tax basis of assets of QLH resulting from any Exchange, and (ii) certain other tax benefits related to making our payments under the TRA. The TRA also requires us to pay White Mountains 85% of the amount of the cash savings, if any, in U.S. federal, state and local income tax that we realize (or are deemed to realize) as a result of the utilization of the net operating losses of Intermediate Holdco attributable to periods prior to the IPO and the deduction of any imputed interest attributable to our payment obligations under the TRA. We amended the TRA on October 1, 2023 to, among other things, provide for use of a blended state tax rate and replace the LIBOR with the SOFR as the interest rate benchmark.

In addition to tax expenses, we may also make payments under the TRA, which could be significant. We account for the income tax effects and corresponding TRA effects resulting from any Exchange by recognizing an increase in our deferred tax assets, based on enacted tax rates at the date of the Exchange. We evaluate the likelihood that we will realize the benefit represented by the deferred tax asset and, to the extent that we estimate that it is more likely than not that we will not realize the benefit, we will reduce the carrying amount of the deferred tax asset with a valuation allowance. The amounts to be recorded for both the deferred tax assets and the liability for our obligations under the TRA are estimated at the time of any purchase or exchange as a reduction to stockholders' equity, and the effects of changes in any of our estimates after this date will be included in net income (loss). Similarly, the effect of subsequent changes in the enacted tax rates will be included in net income (loss). Judgment is required in assessing the future tax consequences of events that have been recognized in our consolidated financial statements. A change in our assessment of such consequences, such as realization of deferred tax assets, changes in our assessment of probability of making payments under the TRA, changes in blended tax rates, changes in tax laws or interpretations thereof could materially impact our results. As of December 31, 2022 March 31, 2024 and December 31, 2023, we had no payments due pursuant to the TRA, as in conjunction with recording a valuation allowance on our deferred tax assets and projections of future taxable income we determined that we no longer do not consider the payments under the agreement TRA to be probable for the foreseeable future, and so remeasured our liabilities pursuant to the TRA net of current portion, to be zero. As of September 30, 2023 and December 31, 2022, the Company recorded zero and \$2.8 million, respectively, as current portion of payments due under the TRA within accrued expenses on the consolidated balance sheets.

Recent accounting pronouncements

For a discussion of new accounting pronouncements recently adopted and not yet adopted, see Note 1 to the consolidated financial statements appearing in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Critical accounting policies and estimates

Our critical accounting policies and estimates are included in our 2022 2023 Annual Report on Form 10-K and did not materially change during the nine three months ended September 30, 2023 March 31, 2024.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

In the normal course of business, we are subject to market risks. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates.

Interest rate risk

The 2021 Credit Facilities bear interest at a variable rate. As a result, we may be exposed to fluctuations in interest rates to the extent of our outstanding borrowings under the 2021 Credit Facilities. A hypothetical 1.0% increase or decrease in the interest rate associated with the 2021 Credit Facilities would have resulted in a \$1.4 million \$0.4 million impact on interest expense for the nine three months ended September 30, 2023 March 31, 2024.

Concentrations of credit risk and of significant demand and supply partners

Financial instruments that potentially expose us to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. We maintain cash balances that can, at times, exceed amounts insured by the Federal Deposit Insurance Corporation. We have not experienced any losses in these accounts and believe we are not exposed to unusual risk beyond the normal credit risk in this area based on the financial strength of the institutions with which we maintain our deposits.

Our accounts receivable, which are unsecured, may expose us to credit risk based on their collectability. We control credit risk by investigating the creditworthiness of all customers prior to establishing relationships with them, performing periodic reviews of the credit activities of those customers during the course of the business relationship, regularly analyzing the collectability of accounts receivable, and recording allowances for credit losses. **Our supplier concentration can also expose us to business risks.**

Customer and supplier concentrations consisted of the below:

		Three Months Ended September 30, 2023			Three Months Ended September 30, 2022																	
		Number of customers			Number of customers																	
		or Aggregate suppliers Value			or Aggregate suppliers Value																	
		exceeding (in % of 10% millions) Total			exceeding (in % of 10% millions) Total																	
Three Months Ended March 31, 2024										Three Months Ended March 31, 2024					Three Months Ended March 31, 2023							
Number of customers or suppliers exceeding 10%										Aggregate Value (in % of millions) Total					Aggregate Value (in % of millions) % of Total							
Revenue	Revenue	—	\$	—	—	%	1	\$	10	11	%	Revenue	1	\$20	16	16	%	1	\$17	15	15	%
Purchases	Purchases	1	\$	9	14	%	1	\$	9	11	%	Purchases	1	\$13	13	13	%	1	\$10	10	10	%

		Nine Months Ended September 30, 2023						Nine Months Ended September 30, 2022							
		Number of customers or suppliers exceeding 10%			Aggregate Value (in millions)			Number of customers or suppliers exceeding 10%			Aggregate Value (in millions)				
		% of Total			% of Total			% of Total			% of Total				
Revenue	Revenue	—	\$	—	—	%	1	\$	42	13	%	1	\$	42	13
Purchases	Purchases	1	\$	26	12	%	1	\$	33	11	%	1	\$	33	11

		As of September 30, 2023				As of December 31, 2022			
		Number of customers			Number of customers				
		or suppliers exceeding 10%		Aggregate Value (in millions)	or suppliers exceeding 10%		Aggregate Value (in millions)		
		% of Total			% of Total				

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of September 30, 2023 March 31, 2024, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer), of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) to determine whether such disclosure controls and procedures provide reasonable assurance that information to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and such information is accumulated and communicated to management, including our principal executive officer and principal financial officer or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Based on their evaluation, our principal executive officer and our principal financial officer have concluded our disclosure controls and procedures were effective to provide reasonable assurance as of September 30, 2023 March 31, 2024.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting during the three months ended September 30, 2023 March 31, 2024, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their cost.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The content of Part I, Item 1 "Financial Statements—Note 7 5 to the Consolidated Financial Statements—Commitments Contingencies and contingencies - Litigation" Litigation and other matters" of this Quarterly Report on Form 10-Q is hereby incorporated by reference in its entirety in this Item 1.

Item 1A. Risk Factors

There have been no material changes to the risk factors disclosed under Part I, Item 1A "Risk Factors" in the 2022 2023 Annual Report on Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

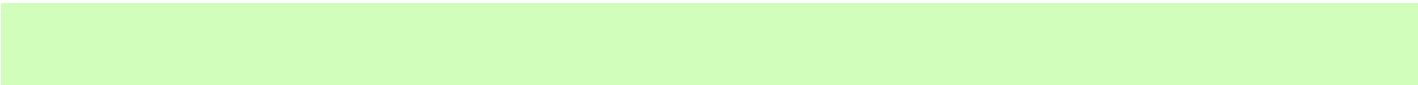
Recent Sales of Unregistered Securities

None.

Issuer Purchases of Equity Securities

The following table provides information about the Company's share repurchase activity for the three months ended September 30, 2023 March 31, 2024:

Period:	Total Number of Shares (or Units) Purchased (1)	Average Price Paid per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
July, 2023	—	\$ —	N/A	N/A
August, 2023	109,564	\$ 8.77	N/A	N/A
September, 2023	116	\$ 7.97	N/A	N/A



Period:	Total Number of Shares (or Units) Purchased ^(a)	Average Price Paid per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
January, 2024	—	\$ —	N/A	N/A
February, 2024	127,935	\$ 15.29	N/A	N/A
March, 2024	—	\$ —	N/A	N/A

^(a) These shares of Class A Common Stock were withheld to satisfy tax withholding obligations in connection with the vesting of restricted stock units issued to employees of the Company. The Company withheld these shares at their fair market values based upon the closing prices of our Class A Common Shares on NYSE on the purchase dates.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

During the three months ended **September 30, 2023** **March 31, 2024**, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

Item 6. Exhibits

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
10.1	Second Amendment dated as of June 8, 2023, among QuoteLab, LLC, OL Holdings LLC, the Lenders party thereto, the Issuing Bank party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent.	8-K	001-39671	10.1	June 12, 2023
10.2	Second Amendment to Amended and Restated Employment Agreement among the Company, QuoteLab, LLC and Steven Yi, dated August 1, 2023	8-K	001-39671	10.1	August 2, 2023
10.3	Second Amendment to Amended and Restated Employment Agreement among the Company, QuoteLab, LLC and Eugene Nonko, dated August 1, 2023	8-K	001-39671	10.2	August 2, 2023
10.4*	First Amendment to Stockholders Agreement among the Company and the Principal Stockholders, dated October 17, 2023				
10.5*	First Amendment to Tax Receivables Agreement among the Company, OLH and certain other parties thereto, dated October 1, 2023				
31.1*	Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
31.2*	Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				

32.1**	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 USC, Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (Embedded with the Inline XBRL document)

Incorporated by Reference

Exhibit Number	Exhibit Description	Form	File No.	Exhibit	Filing Date
31.1*	Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
31.2*	Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
32.1**	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 USC, Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				
101.INS	Inline XBRL Instance Document				
101.SCH	Inline XBRL Taxonomy Extension Schema Document				
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document				
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document				
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document				
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document				
104	Cover Page Interactive Data File (Embedded with the Inline XBRL document)				

+ Management contract or compensatory plan or arrangement.

* Filed herewith.

** Furnished herewith. This exhibit should not be deemed to be "filed" for purposes of Section 18 of the Exchange Act.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MEDIAALPHA, INC.

Date: **November May 2, 2023 2024**

/s/ Patrick R. Thompson

Patrick R. Thompson

Chief Financial Officer & Treasurer

FIRST AMENDMENT TO STOCKHOLDERS AGREEMENT

This FIRST AMENDMENT TO STOCKHOLDERS AGREEMENT (the “Amendment”) is entered into as of October 17, 2023, by and among the Principal Stockholders. Capitalized terms used but not defined herein shall have the meaning ascribed to such term in the Stockholders Agreement (as defined below).

RECITALS:

WHEREAS, MediaAlpha, Inc. (the “Company”), a Delaware corporation, and the Principal Stockholders entered into that certain Stockholders Agreement, dated as of October 27, 2020 (the “Stockholders Agreement”);

WHEREAS, pursuant to Section 4.5 of the Stockholders Agreement, Ambrose Wang is no longer a Principal Stockholder because he (together with his Founder Holding Vehicle, Wang Family Investments LLC) no longer holds at least 5% of the issued and outstanding shares of Common Stock;

WHEREAS, pursuant to Section 4.8(a) of the Stockholders Agreement, the Stockholders Agreement may be amended or modified by a written instrument signed by each of the Principal Stockholders with respect to which the Stockholders Agreement is not terminated;

WHEREAS, the Principal Stockholders desire to amend and modify the Stockholders Agreement as set forth herein.

NOW, THEREFORE, the Principal Stockholders agree as follows:

1. Amendment. Section 3.7(i) of the Stockholders Agreement is hereby deleted in its entirety.
2. Effect of Amendment. This Amendment shall not constitute a waiver, amendment or modification of any other provision of the Stockholders Agreement not expressly referred to in Section 1 of this Amendment. Except as specifically modified and amended hereby, the Stockholders Agreement shall remain unchanged and in full force and effect. References in the Stockholders Agreement to “this Agreement”, “herein”, “hereunder”, “hereto”, “hereof” and words of similar import shall refer to the Stockholders Agreement as amended hereby, and references to the date of the Stockholders Agreement, and references to the “date hereof”, “the date of this Agreement” or words of similar meaning in the Stockholders Agreement, shall continue to refer to October 27, 2020.
3. Miscellaneous. The provisions of Section 4.3 (Assignment; Benefit), 4.7 (Severability), 4.8 (Entire Agreement; Amendment), 4.9 (Counterparts), 4.10 (Notices), 4.11 (Governing Law), 4.12 (Jurisdiction), 4.13 (Waiver of Jury Trial), 4.14 (Specific Performance) of the Stockholders Agreement shall apply to this Amendment, *mutatis mutandis*, as though fully set forth herein.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first written above.

PRINCIPAL STOCKHOLDERS:

WHITE MOUNTAINS INVESTMENTS
(LUXEMBOURG) S.À R.L.

By: /s/John Sinkus
Name: John Sinkus
Title: Manager

WM HINSON (BERMUDA) LTD.

By: s/John Sinkus
Name: John Sinkus
Title: Vice President

WHITE MOUNTAINS INSURANCE GROUP, LTD.

By: /s/ Robert L. Seelig
Name: Robert L. Seelig
Title: EVP and General Counsel

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[Signature Page to Amendment to Stockholders Agreement]

INSIGNIA QL HOLDINGS, LLC

By: /s/ Tony Broglio
Name: Tony Broglio
Title: Partner

INSIGNIA A QL HOLDINGS, LLC

By: /s/ Tony Broglio
Name: Tony Broglio
Title: Partner

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STEVEN YI

/s/ Steven Yi

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EUGENE NONKO

/s/ Eugene Nonko

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OBF INVESTMENTS, LLC

By: /s/ Jason Heiling

Name: Jason Heiling

Title: Managing Member

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O.N.E. HOLDINGS LLC

By: /s/ Eugene Nonko

Name: Eugene Nonko

Title: Managing Member

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[Signature Page to Amendment to Stockholders Agreement]

AGREED TO AND ACCEPTED as of the date first written above:

MEDIAALPHA, INC.

By: /s/ Patrick R. Thompson

Name: Patrick R. Thompson

Title: Chief Financial Officer

Exhibit 10.5

FIRST AMENDMENT TO TAX RECEIVABLES AGREEMENT

This FIRST AMENDMENT TO TAX RECEIVABLES AGREEMENT (the "Amendment"), is entered into as of October 1, 2023 (the "Effective Date"), with the approval of each of the Participant Representatives (as defined in the Agreement) as required pursuant to Section 7.06(b) of the Agreement. Capitalized terms used but not defined herein shall have the meanings given to them in the Agreement.

WITNESSETH:

WHEREAS, MediaAlpha, Inc., a Delaware corporation (the "Corporation"), QL Holdings LLC, a Delaware limited liability company (the "LLC"), White Mountains Insurance Group, Ltd., a Bermuda exempted company limited by shares ("WTM"), and the Persons listed in Exhibit A (such listed Persons collectively, the "Step-Up Participants" and, together with WTM, the "Participants") entered into that certain Tax Receivables Agreement dated as of October 28, 2020 (the "Agreement");

WHEREAS, pursuant to Section 7.06(b) of the Agreement, the Agreement may only be amended if the amendment is approved in writing by the Corporation, on behalf of itself and the LLC, and by each of the Participant Representatives; and

WHEREAS, the parties desire to amend the Agreement in certain respects, as more particularly set forth herein.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree to amend the Agreement as set forth herein:

1. Defined Terms.

(a) The definitions of the terms "Agreed Rate," "Default Rate," "Early Termination Rate," "Hypothetical Tax Liability," "Overall Realized Tax Benefit," "Overall Realized Tax Detriment," and "Participant Representatives" in Article I of the Agreement are hereby amended and restated in their entirety to read as follows:

"Agreed Rate" means SOFR plus 100 basis points.

"Default Rate" means SOFR plus 500 basis points.

"Early Termination Rate" means the greater of (i) SOFR plus 100 basis points or (ii) 5%.

"Hypothetical Tax Liability" means, with respect to any Taxable Year, the liability for Taxes of the Corporation and its Subsidiaries for such Taxable Year using the same methods, elections, conventions and similar practices used on the relevant Corporation Return, but assuming (i) the Corporation and its Subsidiaries did not have any Basis Adjustment Attributes, Section 707(c) Deductions or Step-Up Imputed Interest Attributes (including the carryover or carryback of any Tax item (or portions thereof) that is attributable to any Basis Adjustment Attributes, Section 707(c) Deductions or Step-Up Imputed Interest Attributes), (ii) the Corporation and its Subsidiaries used the same amount of the Pre-IPO

NOLs and NOL Imputed Interest Attributes as it had actually used for such Taxable Year, and (iii) the Corporation's state and local income Tax liability equals the product of (x) the taxable income and gain determined for the Taxable Year in accordance with this Agreement and (y) a percentage reasonably

determined annually by the Corporation that reflects the Corporation's actual blended state and local tax rate (using the apportionment factors set forth on the relevant Tax Returns unless otherwise determined by the Corporation after consultation with the Participant Representatives).

"Overall Realized Tax Benefit" means, with respect to any Taxable Year, the positive excess, if any, of (i) the Hypothetical Tax Liability for such Taxable Year (assuming that the Corporation's state and local income Tax liability equals the product of (x) the taxable income and gain determined for the Taxable Year in accordance with this Agreement and (y) a percentage reasonably determined annually by the Corporation that reflects the Corporation's actual blended state and local tax rate (using the apportionment factors set forth on the relevant Tax Returns unless otherwise determined by the Corporation after consultation with the Participant Representatives) over (ii) the actual liability for Taxes of the Corporation and its Subsidiaries for such Taxable Year.

"Overall Realized Tax Detriment" means, with respect to any Taxable Year, the positive excess, if any, of (i) the actual liability for Taxes of the Corporation and its Subsidiaries for such Taxable Year (assuming that the Corporation's state and local income Tax liability equals the product of (x) the taxable income and gain determined for the Taxable Year in accordance with this Agreement and (y) a percentage reasonably determined annually by the Corporation that reflects the Corporation's actual blended state and local tax rate (using the apportionment factors set forth on the relevant Tax Returns unless otherwise determined by the Corporation after consultation with the Participant Representatives) over (ii) the Hypothetical Tax Liability for such Taxable Year.

"Participant Representatives" means WTM, Tony Broglio and Steven Yi.

(b) The defined term "LIBOR" is hereby deleted in its entirety, and a new defined term is added to Section 1, as follows:

"SOFR" means, during any period, a rate per annum equal to the sum of (a) the "Term SOFR Reference Rate" for a tenor of one (1) month, as reported by the Intercontinental Exchange Inc. (or such other commercially available source providing quotations of such rate as may be designated by the Corporation from time to time in its reasonable discretion) two Business Days prior to the commencement of such period, and (b) 0.1148%.

2. Section 2.04. Section 2.04 (Basis Adjustment Schedule) of the Agreement is hereby revised in its entirety to read as follows:

"SECTION 2.04. Basis Adjustment Schedule. Within ninety (90) calendar days after the filing of the U.S. Federal income Tax Return of the Corporation for the end of a Taxable Year in which a Section 732 Event or Exchange occurs, the Corporation will deliver to each Participant a schedule (a "Basis Adjustment Schedule") that shows, in reasonable detail, the information required under Sections 732, 734(b), 743(b) and 755 of the Code, and the Treasury Regulations thereunder, to calculate the Basis Adjustment with respect to the Section 732 Event or Exchange, including: (a) the Corporation's and its Subsidiaries'

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proportionate share of the actual unadjusted Tax basis of the Adjusted Assets as of each applicable Exchange Date, (b) the Basis Adjustment with respect to each class of the Adjusted Assets as a result of any Section 732 Event and each Exchange occurring in such Taxable Year, (c) the period or periods, if any, over which the Adjusted Assets are amortizable or depreciable, and (d) the period or periods, if any, over which each Basis Adjustment is amortizable or depreciable. The Basis Adjustment Schedule will become final as provided in Section 2.08(a) and may be amended as provided in Section 2.08(b) (subject to the procedures set forth in Section 2.08(a))."

3. Section 2.06. Section 2.06 (Section 707(c) Schedule) of the Agreement is hereby revised in its entirety to read as follows:

"SECTION 2.06. Section 707(c) Schedule. Within ninety (90) calendar days after the filing of the U.S. Federal income Tax Return of the Corporation for a Taxable Year in which a Section 734(b) Distribution occurs, the Corporation will deliver to each Participant a schedule (a "Section 707(c) Deduction Schedule") that shows, in reasonable detail, the information required to calculate the Section 707(c) Deduction with respect to the guaranteed payment resulting from the Section 734(b) Distribution. The Section 707(c) Deduction Schedule will become final as provided in Section 2.08(a) and may be amended as provided in Section 2.08(b) (subject to the procedures set forth in Section 2.08(a))."

4. Section 7.01. Section 7.01 of the Agreement is hereby amended to provide that (a) notices to the Corporation shall be provided to the following persons:

MediaAlpha, Inc.
700 S. Flower Street, Suite 640

Los Angeles, CA 90017

Attention: Jeffrey B. Coyne, Esq.

E-mail: Legal@mediaalpha.com with a copy to (which will not constitute notice):

Cravath, Swaine & Moore LLP

825 Eighth Avenue

New York, New York 10019

Attention: Christopher K. Fargo, Esq.;

C. Daniel Haaren, Esq.

E-mail: cfargo@cravath.com;

dhaaren@cravath.com and (b) notices to any Step-Up Participant (other than the Insignia Members) shall be provided to the following persons:

Steven Yi

c/o MediaAlpha

700 S. Flower Street, Suite 640

Los Angeles, CA 90017

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with a copy to (which will not constitute notice):

Kirkland & Ellis LLP

2049 Century Park East, Suite 3700

Los Angeles, CA 90067

Attention: Hamed Meshki, P.C.

and

Kirkland & Ellis LLP

601 Lexington Avenue,

New York, NY 10022

Attention: Timothy Cruickshank, P.C.

5. Section 7.16. Section 7.16 of the Agreement is hereby revised in its entirety to read as follows:

"SECTION 7.16. SOFR. In the event that one-month Term SOFR ceases to be published as a reference rate, the Parties will negotiate in good faith to amend this Agreement to replace SOFR with a mutually acceptable successor rate."

6. Successor Participant Representatives. A new Section 7.18 is added to the Agreement, as follows:

"SECTION 7.18. Successor Participant Representatives. If at any time any Participant Representative is unable or unwilling to serve in such capacity, then (a) in the case of WTM, WTM shall be entitled to appoint its successor, (b) in the case of Tony Broglio, the Insignia Members shall be entitled to appoint his successor, and (c) in the case of Steven Yi, the Corporation shall be entitled to appoint his successor, in each such case subject to the approval of the other Participant Representatives, which shall not be unreasonably withheld, conditioned or delayed. If a successor Participant Representative that will serve has not been appointed by the earlier to occur of (i) ninety (90) days following the effective date of the termination of the then-serving Participant Representative's tenure, and (ii) five (5) days prior to the first date after the effective date of termination (but in no event earlier than the effective date of termination) on which any consent, vote or other action by the Participant Representatives hereunder is required, the Corporation shall be entitled to appoint the successor, subject to the approval of the other Participant Representatives, which shall not be unreasonably withheld, conditioned or delayed. If a successor Participant Representative appointed pursuant to this Section does not receive the requisite approval, the Corporation and the other Participant Representatives shall attempt to resolve the matter in good faith. If no such resolution has occurred by the earlier of (i) ninety (90) days following the termination of tenure and (ii) five (5) days before a Participant Representative will be required to take an action or make a decision under this Agreement, the Corporation shall be entitled to appoint the successor."

7. **Integration.** The Agreement, as amended by this Amendment, constitutes the entire agreement and understanding by the parties thereto with respect to the subject matter thereof and supersedes any prior agreement or understanding between or among the parties with respect to such subject matter.

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8. **No Other Amendments.** Except as expressly amended, modified and supplemented hereby, the provisions of the Agreement are and shall remain in full force and effect. All references in the Agreement to the "Agreement" shall mean the Agreement as amended by this Amendment.

9. **Binding on Successors.** This Amendment shall be binding upon and inure solely to the benefit of the parties to the Agreement, as amended by this Amendment, and their respective successors and permitted assigns, and nothing in the Agreement, as amended by this Amendment, express or implied, is intended to or shall confer upon any other Person any right, benefit or remedy of any nature whatsoever under or by reason of the Agreement, as amended by this Amendment.

10. **Governing Law.** This Amendment and the rights of the parties hereunder will be governed by, construed and enforced in accordance with the laws of the State of Delaware without regard to conflicts of law principles thereof.

[Signature pages follow]

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IN WITNESS WHEREOF, the parties named below have duly approved this Amendment as of the Effective Date.

CORPORATION:

MEDIAALPHA, INC.,
on behalf of itself and QL Holdings LLC

By: /s/ Patrick R. Thompson
Name: Patrick R. Thompson
Title: Chief Financial Officer

PARTICIPANT REPRESENTATIVES:

WHITE MOUNTAINS INSURANCE GROUP, LTD.

By: /s/ Robert L. Seelig
Name: Robert L. Seelig
Title: EVP and General Counsel

/s/ Tony Broglio
TONY BROGLIO

/s/ Tigran Sinanyan

Exhibit 31.1

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Steve Yi, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of MediaAlpha, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 2, 2023 May 2, 2024

/s/ Steve Yi

Steve Yi

Chief Executive Officer, President and Co-Founder

Exhibit 31.2

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Patrick R. Thompson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of MediaAlpha, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **November 2, 2023** **May 2, 2024**

/s/ Patrick R. Thompson

Patrick R. Thompson
Chief Financial Officer & Treasurer

Exhibit 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of MediaAlpha, Inc. (the "Company") for the quarterly period ended **September 30, 2023** **March 31, 2024** as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: November 2, 2023 May 2, 2024

/s/ Steve Yi

Steve Yi
Chief Executive Officer, President, and Co-Founder

Exhibit 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of MediaAlpha, Inc. (the "Company") for the quarterly period ended September 30, 2023 March 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: November 2, 2023 May 2, 2024

/s/ Patrick R. Thompson

Patrick R. Thompson
Chief Financial Officer & Treasurer

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