

## **Bankrate, Inc. Agrees To Acquire NextAdvisor Business**

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### **Transaction Accelerates Card Segment Content Marketing**

NEW YORK, May 5, 2016 /PRNewswire/ -- Bankrate, Inc. (NYSE: RATE) announced today that it has reached an agreement to acquire the business of NextAdvisor, Inc., a leading online source of independent and in-depth research and reviews of credit cards, personal finance and internet services.



"NextAdvisor's success in leveraging its proprietary marketing techniques in the fast growing content marketing space will accelerate Bankrate's efforts to move beyond search, most notably broadening our reach and giving us new ways to engage consumers looking for credit cards," said Kenneth S. Esterow, President and CEO of Bankrate, Inc. "The NextAdvisor team has built a terrific set of capabilities by engaging consumers with unbiased, comprehensive content, especially around credit cards, an approach that nicely complements Bankrate's core business and value proposition."

Mr. Esterow added that the acquisition provides proprietary intellectual property, technological capability, analytics, and optimization, particularly relating to the fast-growing content marketing channel.

"We are incredibly excited to join Bankrate," said Erik Larson, Founder and CEO of NextAdvisor. "The NextAdvisor team has an immediate opportunity to extend its unique set of content marketing capabilities to a broader group of customers, products and services, including as a contributor to CreditCards.com."

The asset purchase includes upfront consideration of approximately \$76.3 million in cash and approximately \$3.0 million in time-based vesting restricted stock units. The consideration also includes a potential earnout payment of up to \$137.9 million payable in cash or Bankrate stock and up to \$7.8 million in cash or time-based vesting restricted stock units based on the NextAdvisor business unit achieving certain growth targets over the 18 month period following the closing of the transaction.

The upfront payment represents a multiple of approximately 5 times NextAdvisor's adjusted EBITDA for the trailing twelve months ended March 31, 2016 (pro forma for the removal of a one-time credit card marketing program benefit). The maximum earnout payment will result in an overall purchase price multiple of no greater than 7.25 times an annualized adjusted EBITDA achieved over the earnout period (inclusive of the upfront payment).

The transaction is subject to certain closing conditions including antitrust review, and is expected to close before the end of Q2 2016.

Vista Point Advisors, a San Francisco based boutique investment bank, acted as the exclusive financial advisor to Next Advisor.

#### **About Bankrate, Inc.**

Bankrate is a leading online publisher, aggregator, and distributor of personal finance content. Bankrate aggregates large scale audiences of in-market consumers by providing them with proprietary, fully researched, comprehensive, independent and objective personal finance and related editorial content across multiple vertical categories including mortgages, deposits, credit cards, senior care and other categories, such as retirement, automobile loans, and taxes. Our flagship sites Bankrate.com, CreditCards.com, and Caring.com are leading destinations in each of their respective verticals and connect our audience with financial service and senior care providers and other contextually relevant advertisers. Bankrate also develops and provides content, tools, web services and co-branded websites to over 100 online partners,

including some of the most trusted and frequently visited personal finance sites such as Yahoo!, CNBC, Investopedia and MarketWatch. In addition, Bankrate licenses editorial content to leading news organizations such as The Wall Street Journal, USA Today, and The New York Times.

#### **About NextAdvisor, Inc.**

NextAdvisor provides independent reviews of online services for consumers and small businesses. The company's mission is to help its visitors save money and make optimal buying decisions by presenting them with useful comparisons and reviews of service providers and a clear explanation of each service and how it works. The company currently reviews, compares and explains many different types of services including credit cards, credit report monitoring, identity theft protection, diet plans, VoIP (Voice over IP) services, online dating, online backup, Internet security software, internet fax and web hosting.

#### **Forward Looking Statements**

This news release contains forward-looking statements, which include statements expressing the intent, belief or current expectations of Bankrate that are subject to significant risks and uncertainties and are subject to change based on various factors, many of which are beyond our control. Actual results might differ materially from those stated or implied by such forward-looking statements due to risks and uncertainties associated with the transaction and Bankrate's and the NextAdvisor business, which include, but are not limited to: the willingness or interest of credit card issuers and other advertisers in the business verticals in which we or NextAdvisor operate to advertise on our or NextAdvisor's websites or mobile applications; changes in application approval rates by credit card issuer customers; increased competition and its effect on our or NextAdvisor's website traffic, click-through rates, advertising rates, margins, and market share; the risk that a condition to closing of the transaction may not be satisfied, including without limitation antitrust regulatory approval; other risks to consummation of the transaction, including the risk that the transaction will not be consummated within the expected time period or at all; the effects of disruption from the announcement of the transaction or the transaction itself making it more difficult to maintain relationships with employees, customers, suppliers and other business partners; litigation and regulatory risks; and risks related to the successful integration of the business acquired and the ability to realize the expected benefits from such acquisition. For more information about factors that could cause actual results to differ materially from our expectations, refer to Bankrate's reports filed with the Securities and Exchange Commission, including the discussion under "Risk Factors" in Bankrate's Annual Report on Form 10-K for the year ended December 31, 2015 along with any modifications or updates to those "Risk Factors" in our Quarterly Reports on Form 10-Q. These documents are available on the SEC's website at [www.sec.gov](http://www.sec.gov). Bankrate undertakes no obligation to update or revise forward-looking statements as a result of new information, future events or otherwise, except as otherwise required by law.

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