UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): August 12, 2021

MediaAlpha, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**001-39671**	**85-1854133**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

700 South Flower Street, Suite 640 **Los Angeles, California**	**90017**
(Address of Principal Executive Offices)	**(Zip Code)**

(213) 316-6256
(Registrant's telephone number, including area code)

(Not Applicable)
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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	MAX	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company x

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. o

ITEM 2.02 – Results of Operations and Financial Condition.

On August 12, 2021, MediaAlpha, Inc. ("MediaAlpha") issued a press release and an accompanying shareholder letter announcing its financial results as of and for the second quarter ended June 30, 2021. Copies of the press release and shareholder letter are furnished as Exhibit 99.1 and Exhibit 99.2, respectively, to this Form 8-K and are incorporated by reference herein.

This information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

MediaAlpha refers to non-GAAP financial information in the press release and shareholder letter. A reconciliation of these non-GAAP financial measures to the comparable GAAP financial measures is contained in each document.

ITEM 9.01 – Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated August 12, 2021, announcing MediaAlpha, Inc.'s financial results for the second quarter ended June 30, 2021.
99.2	Shareholder Letter dated August 12, 2021.

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 hereunto duly authorized.

MediaAlpha, Inc.

Date: August 12, 2021	By:	/s/ Jeffrey Coyne	
		Name:	Jeffrey Coyne
		Title:	General Counsel & Secretary

MEDIAALPHA ANNOUNCES SECOND QUARTER 2021 FINANCIAL RESULTS

- **Revenue of $157 million, up 27% year over year**
    - **Revenue from Property & Casualty grew 23% year over year to $109 million**
- **Transaction Value of $257 million, up 46% year over year**

Los Angeles, CA (August 12, 2021) – MediaAlpha, Inc. (NYSE: MAX), today announced its financial results for the second quarter ended June 30, 2021.

"We had a strong second quarter, marking our eighth consecutive quarter of Transaction Value growth in excess of 40% year over year," said Steve Yi, MediaAlpha Co-Founder and CEO. "Our focus on Transaction Value reflects our ability to successfully continue to capture market share and build our leadership as the industry moves online. We are well positioned to drive the industry's transformation to digital advertising long-term as the most trusted customer acquisition partner to the insurance industry with the largest-scale and most transparent platform."

Second Quarter 2021 Financial Results

- Revenue of $157.4 million, an increase of 27% year over year;
- Transaction Value of $256.5 million, an increase of 46% year over year;
- Gross margin of 15.9%, compared with 15.7% in the second quarter of 2020;
- Contribution Margin[(1)] of 16.9%, compared with 16.5% in the second quarter of 2020;
- Net loss was $(0.4) million, compared with net income of $10.1 million in the second quarter of 2020; and
- Adjusted EBITDA[(1)] was $14.7 million, compared with $13.2 million in the second quarter of 2020.

[(1)]A reconciliation of GAAP to Non-GAAP financial measures has been provided at the end of this press release. An explanation of these measures is also included below under the heading "Non-GAAP Financial Measures."

Financial Outlook
For the third quarter of 2021, MediaAlpha currently expects the following:

- Transaction Value between $260 million - $270 million, representing 22% year-over-year growth at the midpoint of the guidance range;
- Revenue between $158.0 million - $165.0 million, representing 7% year-over-year growth at the midpoint of the guidance range;
- Contribution between $26.0 million - $28.0 million, representing 25% year-over-year growth at the midpoint of the guidance range; and
- Adjusted EBITDA between $14.5 million - $15.5 million, representing 7% year-over-year growth at the midpoint of the guidance range.

For the full year 2021, MediaAlpha currently expects the following:

- Transaction Value between $1,050 million - $1,100 million, representing 32% year-over-year growth at the midpoint of the guidance range;
- Revenue between $680 million - $710 million, representing 19% year-over-year growth at the midpoint of the guidance range;
- Contribution between $114 million - $118 million, representing 25% year-over-year growth at the midpoint of the guidance range; and
- Adjusted EBITDA between $65.0 million - $67.0 million, representing 14% year-over-year growth at the midpoint of the guidance range.

The Company expects total shares outstanding at the end of the third quarter of 2021 to be 60.3 million and 64.6 million on a basic and fully diluted basis, respectively.

With respect to the Company's projections of Contribution and Adjusted EBITDA under "Financial Outlook," MediaAlpha is not providing a reconciliation of Contribution or Adjusted EBITDA to the respective GAAP measures because the Company is unable to predict with reasonable certainty the reconciling items that may affect gross profit and net income without unreasonable effort, including equity-based compensation, transaction expenses and income tax expense. These reconciling items are uncertain, depend on various factors and could significantly impact, either individually or in the aggregate, the GAAP measures for the applicable period.

For a detailed explanation of the Company's non-GAAP measures, please refer to the appendix section of this press release.

Conference Call Information

MediaAlpha will host a Q&A conference call today to discuss the Company's second quarter 2021 results and its financial outlook for the third quarter and full year of 2021 at 2:00 p.m. Pacific Time (5:00 p.m. Eastern Time). A live audio webcast of the call will be available on the MediaAlpha Investor Relations website at https://investors.mediaalpha.com. To register for the webcast, click here. Participants may also dial-in, toll-free, at (833) 350-1346 or internationally at (236) 389-2445 with Conference ID 4065326. An audio replay of the conference call will be available for two weeks following the call and available on the MediaAlpha Investor Relations website at https://investors.mediaalpha.com.

We have also posted to our investor relations website a letter to shareholders. We have used, and intend to continue to use, our investor relations website at https://investors.mediaalpha.com as a means of disclosing material nonpublic information and for complying with our disclosure obligations under Regulation FD.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding our financial outlook for the third quarter and full year 2021. 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 those more fully described in MediaAlpha’s filings with the Securities and Exchange Commission (“SEC”), including the Form 10-K filed on March 15, 2021, the Form 10-Q filed on May 14, 2021, and the Form 10-Q as of and for the quarter ended June 30, 2021 to be filed on or about August 13, 2021. These factors should not be construed as exhaustive. MediaAlpha disclaims any obligation to update any forward-looking statements to reflect events or circumstances that occur after the date of this shareholder letter.

Non-GAAP Financial Measures and Operating Metrics

This press release includes Adjusted EBITDA, Contribution, and Contribution Margin, which are non-GAAP financial measures. The Company also presents Transaction Value, which is an operating metric not presented in accordance with GAAP. See the appendix for definitions of Adjusted EBITDA, Contribution, Contribution Margin and Transaction Value, as well as reconciliations to the corresponding GAAP financial metrics, as applicable.

We present Transaction Value, Adjusted EBITDA, Contribution, and Contribution Margin because they are used extensively 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. Accordingly, the Company believes that Transaction Value, Adjusted EBITDA, Contribution, and Contribution Margin provide useful information to investors and others in understanding and evaluating its operating results in the same manner as its management team and board of directors. Each of Transaction Value, Adjusted EBITDA, Contribution, and Contribution Margin has limitations as a financial measure and investors should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP.

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MediaAlpha, Inc. and subsidiaries
Consolidated Balance Sheets
(Unaudited; in thousands, except share data and per share amounts)

		June 30, 2021		December 31, 2020
Assets				
Current assets				
Cash and cash equivalents	$	15,000	$	23,554
Accounts receivable, net of allowance for credit losses of $674 and $438, respectively		74,285		96,295
Prepaid expenses and other current assets		5,457		7,950
Total current assets		94,742		127,799
Property and equipment, net		1,060		762
Intangible assets, net		14,059		15,551
Goodwill		18,402		18,402
Deferred tax asset		92,240		31,613
Other assets		15,900		16,210
Total assets	**$**	**236,403**	**$**	**210,337**
Liabilities and stockholders' deficit				
Current liabilities				
Accounts payable	$	46,306	$	98,249
Accrued expenses		7,472		9,206
Total current liabilities		53,778		107,455
Long-term debt		183,344		182,668
Liabilities under tax receivable agreement, net of current portion		75,757		22,498
Other long-term liabilities		2,750		2,834
Total liabilities		315,629		315,455
Commitments and contingencies (Note 7)				
Stockholders' (deficit):				
Class A common stock, $0.01 par value - 1.0 billion shares authorized; 38.7 million and 33.4 million shares issued and outstanding as of June 30, 2021 and December 31, 2020, respectively		387		334
Class B common stock, $0.01 par value - 100 million shares authorized; 21.0 million and 25.5 million shares issued and outstanding as of June 30, 2021 and December 31, 2020, respectively		210		255
Preferred stock, $0.01 par value - 50 million shares authorized; 0 shares issued and outstanding as of June 30, 2021 and December 31, 2020		—		—
Additional paid-in capital		397,710		384,611
Accumulated Deficit		(418,876)		(418,973)
Total stockholders' (deficit) attributable to MediaAlpha, Inc.	$	(20,569)	$	(33,773)
Non-controlling interest		(58,657)		(71,345)
Total stockholders' (deficit)	$	(79,226)	$	(105,118)
Total liabilities and stockholders' deficit	**$**	**236,403**	**$**	**210,337**

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

	Three months ended June 30,		Six Months Ended June 30,	
	2021	**2020**	**2021**	**2020**
Revenue	$ 157,353	$ 123,616	$ 330,941	$ 243,061
Cost and operating expenses				
Cost of revenue	132,304	104,193	279,483	204,862
Sales and marketing	5,717	2,814	11,101	5,950
Product development	3,835	1,873	7,150	3,716
General and administrative	13,582	3,055	29,328	6,302
Total cost and operating expenses	155,438	111,935	327,062	220,830
Income from operations	1,915	11,681	3,879	22,231
Other expenses, net	171	—	21	—
Interest expense	2,237	1,535	4,538	3,250
Total other expense	2,408	1,535	4,559	3,250
(Loss) income before income taxes	(493)	10,146	(680)	18,981
Income tax (benefit)	(125)	—	(489)	—
Net (loss) income	$ (368)	$ 10,146	$ (191)	$ 18,981
Net income attributable to QLH prior to Reorganization Transactions	—	10,146	—	18,981
Net (loss) attributable to non-controlling interest	(171)	—	(288)	—
Net (loss) income attributable to MediaAlpha, Inc.	$ (197)	$ —	$ 97	$ —
Net (loss) income per share of Class A common stock				
-Basic and diluted	$ (0.01)	$ —	$ 0.00	$ —
Weighted average shares of Class A common stock outstanding				
-Basic and diluted	37,667,432	—	35,414,548	—

MediaAlpha, Inc. and subsidiaries
Consolidated Statements of Cash Flows
(Unaudited; in thousands)

	Six Months Ended June 30,	
	2021	**2020**
Cash flows from operating activities		
Net (loss) income	$ (191)	$ 18,981
Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities:		
Non-cash equity-based compensation expense	22,123	1,156
Depreciation expense on property and equipment	173	137
Amortization of intangible assets	1,492	1,603
Amortization of deferred debt issuance costs	694	226
Bad debt expense	235	219
Deferred taxes	(865)	—
Tax receivable agreement liability adjustments	(156)	—
Changes in operating assets and liabilities:		
Accounts receivable	21,775	(974)
Prepaid expenses and other current assets	2,472	(261)
Other assets	310	(4,625)
Accounts payable	(51,940)	25,167
Accrued expenses	(1,922)	(2,344)
Net cash (used in) provided by operating activities	(5,800)	39,285
Cash flows from investing activities		
Purchases of property and equipment	(470)	(92)
Purchase of cost method investment	—	(10,000)
Net cash (used in) investing activities	(470)	(10,092)
Cash flows from financing activities		
Proceeds received from:		
Revolving line of credit	—	7,500
Payments made for:		
Repayments on revolving line of credit	—	(7,500)
Repayments on long-term debt	—	(812)
Repurchase of Class B units at QLH up to fair value	—	(1,453)
Distributions	(110)	(10,527)
Shares withheld for taxes on vesting of restricted stock units	(2,174)	—
Net cash (used in) financing activities	(2,284)	(12,792)
Net (decrease) increase in cash and cash equivalents	(8,554)	16,401
Cash and cash equivalents, beginning of period	23,554	10,028
Cash and cash equivalents, end of period	$ 15,000	$ 26,429

Key business and operating metrics

Transaction Value

We define "Transaction Value" as the total gross dollars transacted by our partners on our platform. Transaction Value is a direct driver of revenue, with differing revenue recognition based on the economic relationship we have with our partners. Our partners use our platform to transact via open and private platform transactions. In our open platform model, revenue recognized represents the Transaction Value and revenue share payments to our supply partners represent costs of revenue. In our private platform 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 six months ended June 30, 2021 and 2020:

	Three months ended June 30,		Six months ended June 30,	
(dollars in thousands)	**2021**	**2020**	**2021**	**2020**
Open platform transactions	$ 152,522	$ 120,962	$ 321,870	$ 237,984
Percentage of total Transaction Value	59.5 %	69.0 %	62.0 %	69.7 %
Private platform transactions	104,005	54,245	197,119	103,271
Percentage of total Transaction Value	40.5 %	31.0 %	38.0 %	30.3 %
Total Transaction Value	$ 256,527	$ 175,207	$ 518,989	$ 341,255

The following table presents Transaction Value by vertical for the three months ended June 30, 2021 and 2020:

	Three months ended June 30,		Six months ended June 30,	
(dollars in thousands)	**2021**	**2020**	**2021**	**2020**
Property & Casualty insurance	$ 176,646	$ 124,772	$ 360,073	$ 229,632
Percentage of total Transaction Value	68.9 %	71.2 %	69.4 %	67.3 %
Health insurance	47,240	31,743	97,583	65,089
Percentage of total Transaction Value	18.4 %	18.1 %	18.8 %	19.1 %
Life insurance	13,933	9,774	28,374	20,089
Percentage of total Transaction Value	5.4 %	5.6 %	5.5 %	5.9 %
Other (1)	18,708	8,918	32,959	26,445
Percentage of total Transaction Value	7.3 %	5.1 %	6.4 %	7.7 %
Total Transaction Value	$ 256,527	$ 175,207	$ 518,989	$ 341,255

(1) Our other verticals include Travel, Education and Consumer Finance.

Contribution and Contribution Margin

We define "Contribution" as revenue less revenue share payments and online advertising costs, or, as reported in our consolidated statement 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; internet and hosting; amortization; depreciation; other services; and merchant-related fees. "Contribution Margin" represents 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.

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 six months ended June 30, 2021 and 2020:

	Three months ended June 30,		Six months ended June 30,	
(in thousands)	**2021**	**2020**	**2021**	**2020**
Revenue	$ 157,353	$ 123,616	$ 330,941	$ 243,061
Less cost of revenue	(132,304)	(104,193)	(279,483)	(204,862)
Gross profit	25,049	19,423	51,458	38,199
Adjusted to exclude the following (as related to cost of revenue):				
Equity-based compensation	442	20	842	41
Salaries, wages, and related	558	385	1,022	741
Internet and hosting	108	98	211	221
Other expenses	111	68	216	136
Depreciation	8	6	15	11
Other services	256	209	547	428
Merchant-related fees	139	165	230	317
Contribution	26,671	20,374	54,541	40,094
Gross margin	15.9 %	15.7 %	15.5 %	15.7 %
Contribution Margin	16.9 %	16.5 %	16.5 %	16.5 %

Adjusted EBITDA

We define "Adjusted EBITDA" as net income excluding interest expense, income tax benefit (expense), depreciation expense on property and equipment, and amortization of intangible assets, as well as equity-based compensation expense and certain other expenses 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.

The following table reconciles Adjusted EBITDA with net income, the most directly comparable financial measure calculated and presented in accordance with GAAP, for the three and six months ended June 30, 2021 and 2020.

	Three months ended June 30,		**Six months ended June 30,**	
(in thousands)	**2021**	**2020**	**2021**	**2020**
Net income	$ (368)	$ 10,146	$ (191)	$ 18,981
Equity-based compensation expense	11,521	681	22,123	1,947
Interest expense	2,237	1,535	4,538	3,250
Income tax (benefit)	(125)	—	(489)	—
Depreciation expense on property and equipment	91	70	173	137
Amortization of intangible assets	746	799	1,492	1,603
Transaction expenses(1)	66	—	2,731	—
Employee-related costs(2)	99	—	349	—
SOX implementation costs(3)	297	—	449	—
Changes in TRA related liability(4)	—	—	(156)	—
Reduction in Tax Indemnification Receivable(5)	147	—	147	—
Adjusted EBITDA	$ 14,711	$ 13,231	$ 31,166	$ 25,918

(1) Transaction expenses include $0.1 million and $2.7 million of expenses incurred by us for the three and six months ended June 30, 2021, respectively, for legal, accounting, and other consulting fees in connection with the Secondary Offering.

(2) Employee-related costs include $0.1 million and $0.3 million of expenses incurred by us for the three and six months ended June 30, 2021, respectively, for amounts payable to recruiting firms in connection with the hiring of certain executive officers as we transition to being a publicly-reporting company.

(3) SOX implementation costs include $0.3 million and $0.4 million of expenses incurred by us for the three and six months ended June 30, 2021, respectively, 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 the three months ended June 30, 2021, we updated our Adjusted EBITDA definition to exclude these costs and accordingly determined that it was appropriate to recast our Adjusted EBITDA calculation for the three months ended March 31, 2021 to exclude these costs of $0.2 million.

(4) Changes in TRA related liability include $0.2 million of income for the six months ended June 30, 2021 due to a change in the estimated future state tax benefits resulting in reduction of the TRA liability created in connection with the Reorganization Transactions.

(5) Reduction in Tax Indemnification Receivable includes $0.1 million of expenses incurred by us for the three and six months ended June 30, 2021 related to a reduction in the tax indemnification receivable recorded in connection with the Reorganization Transactions.

SHAREHOLDER LETTER

Q2 2021

Q2 2021 Results

	Q2 2020	Q2 2021	YoY Change
Revenue	$123.6	$157.4	*27.3%*
Transaction Value [1]	$175.2	$256.5	*46.4%*
Gross Profit	$19.4	$25.0	*29.0%*
Contribution [1]	$20.4	$26.7	*30.9%*
Net Income	$10.1	$(0.4)	*-103.6%*
Adjusted EBITDA [1]	$13.2	$14.7	*11.2%*

1. See “Key Business and Operating Metrics and Non-GAAP Financial Measures” for additional information regarding non-GAAP metrics used in this shareholder letter.

Executive Summary

Looking back over the past two years, our growth has been nothing short of remarkable. When you compare the second quarter of 2021 with the same period in 2019, our Transaction Value has more than doubled—it's clear we captured more than our fair share of the accelerated growth in the insurance industry's digital advertising budgets during the pandemic. And with consumers now increasingly comfortable with shopping online for insurance, we believe Transaction Value growth in our core insurance verticals will remain robust for years to come.

We continue to view Transaction Value growth as the best measure of our scale, as well as a key competitive advantage. Greater scale enables us to provide our partners with more precise, granular data and, ultimately, the ability to measure and optimize return on advertising spend at the individual referral level.

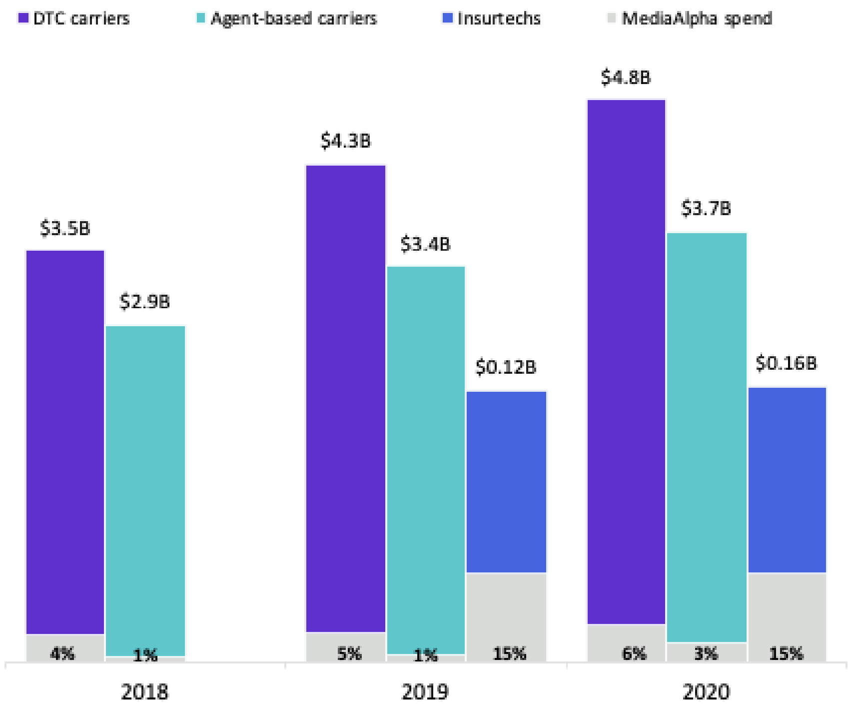
As carriers continue to shift more of their advertising budgets online, we continue to reap the benefits, operating at an elevated level. And as the world begins the process of reopening, our business has returned to its typical seasonality pattern. Given our limited history as a public company, many investors may not be familiar with this pattern, which varies by vertical:

- Our P&C insurance vertical is typically strongest in the first quarter as customer acquisition budgets from our demand partners increase and our supply partners deliver additional Consumer Referrals to meet the increased demand.
- Our Health insurance vertical is typically strongest during the fourth quarter due to open enrollment (OEP) for under-65 health insurance and annual enrollment (AEP) for Medicare, with a material increase in consumer search volume for health products and a related increase in customer acquisition budget from demand partners.
- Our Other vertical includes our Travel, Education, and Consumer Finance businesses, with Travel representing the majority of Revenue. Typically, the strongest quarter for Travel is the first quarter. While industry advertising spend remains well below pre-pandemic levels due to ongoing softness in international and business travel, our travel business grew 88% sequentially in Q2 due to increased advertising spend from airlines as domestic leisure travel increased.

The markets in which we operate – most notably the auto insurance industry – can also be cyclical. These insurance industry cycles are characterized by periods of "soft" market conditions, when carriers are focused on lowering rates, increasing capacity, and building market share, and "hard" market conditions, when carriers tend to raise prices and prioritize profitability over growth. As our underlying insurance industries go through these market cycles, relative demand from our partners may ebb and flow. This is not a new phenomenon - we've operated through both cycles over the years and successfully managed to grow the business. In the second quarter, due in part to a resumption of more typical driving patterns, we began to see early signs of easing growth in customer acquisition investments from certain P&C carriers due to profitability considerations. On the other hand, we saw certain carriers increase customer acquisition spend. It is too early to determine whether this is a near-term issue affecting some isolated carriers as they manage through the post-COVID reopening or the beginning of a cyclical turn. Regardless, we expect to perform well through any industry cycle given the enormity of the secular shift in the insurance industry, the still low penetration rates of digital advertising budgets in insurance relative to other industries, and our ability to execute against opportunities present under different market conditions. While our business will experience seasonal and cyclical trends, it's still early in the evolution of our underlying markets to direct, digital distribution models, and we continue to see a long runway for growth given our large market opportunity.

As the largest digital customer acquisition platform in the insurance industry, we work with hundreds of demand and supply partners across a variety of customer segments. On the carrier side, we work with large agent-based and direct carriers, including 15 of the top 20 auto insurance carriers, as well as smaller, rapidly-growing digitally native insurtech carriers, who spend a larger portion of their budget online with us. Our relative share of wallet among our agent-based, direct, and insurtech carrier partners gives us further confidence in the durability of our growth opportunity. As demonstrated below, last year our insurtech carrier demand partners spent 15% of their total advertising budgets with us, on average. During the same period, agent-based and direct carrier partners spent an average of 3% and 6%, respectively, of their advertising budgets with us, up from 1% and 4%, respectively, in 2018. We have only scratched the surface of our opportunity with agent-based and direct carriers as their advertising models continue to transition from the offline past to the digital future.

Advertising spend – Top P&C insurers and insurtechs

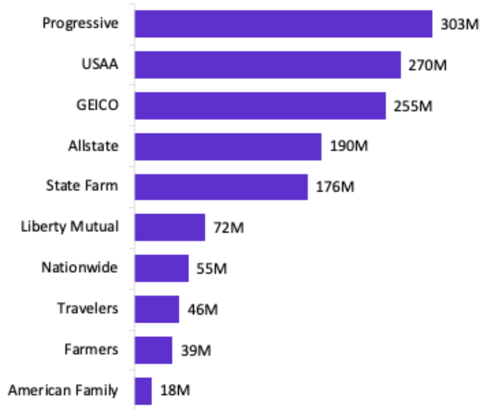


(1) Per Dowling & Partners 2020 Advertising Study and company financials
(2) Transaction Value for existing insurance partners per category
(3) Per William Blair's Financial Analytic Service Providers report, April 2021; Insurance digital distribution market size for personal lines, SMB P&C, Health, and Life

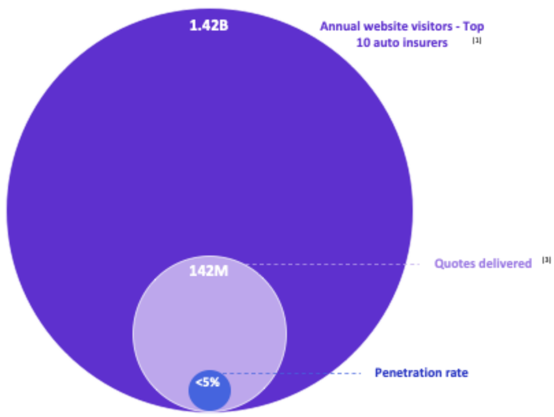
We founded MediaAlpha on the premise that, through innovation, we could create an economic surplus to share between our partners and ourselves. Our disruptive model, based on full transparency and our ecosystem of third-party supply partners, has fueled our success while delivering superior value to our partners. Today, we are uniquely positioned to create more value for our partners and drive Transaction Value growth by leveraging our data science capabilities to help carriers generate revenue from non-converting shoppers. By acting as supply partners and monetizing consumer referrals they have purchased but are unlikely to convert to customers, some of our carrier partners have been able to offset upwards of 30% of their customer acquisition spend without sacrificing policy sales. We believe that this reduction in customer acquisition costs will create a more efficient ecosystem as each carrier's targeting ability improves over time.

While 35 carriers have the integrations in place to act as supply partners, most carriers have yet to begin leveraging our data science capabilities in a meaningful way to help them identify lower converting customer referrals to monetize via advertising on their quote pages. We firmly believe it is only a matter of time until leading carriers recognize and take advantage of the prime real estate that their quote pages represent, which will drive industry-wide adoption as carriers that do not monetize referrals will find themselves at a competitive disadvantage in terms of customer acquisition costs. As shown below, in June of this year there were approximately 120 million website visitors to our top 10 auto insurer partners, of which 12 million received quotes but did not bind policies. If these carrier partners were to act as supply partners and experience similar conversion rates and monetization as our existing carrier supply partners, they alone would represent an incremental $1B+ annual Transaction Value opportunity for us.

Annual online visitors - Top 10 auto insurers[1]



$1B+ annual incremental revenue opportunity[2]

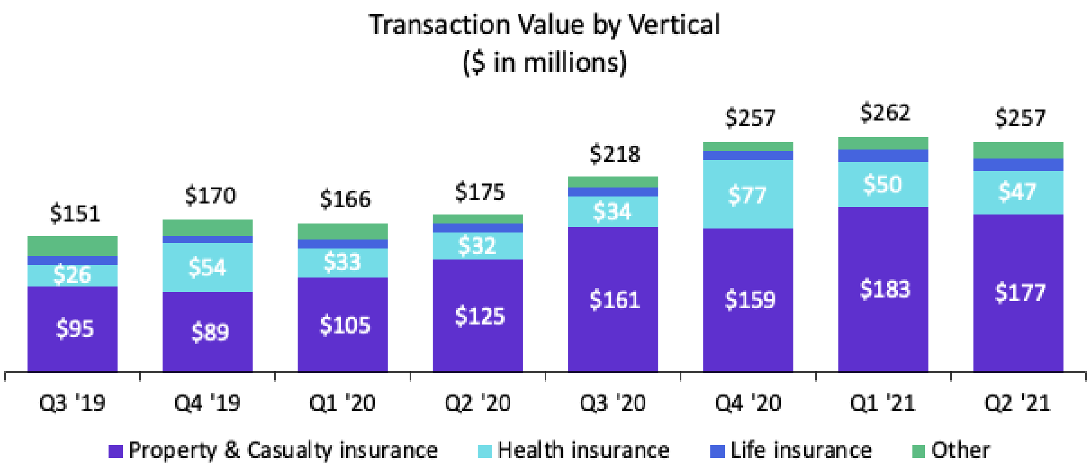


(1) Sourced from Similarweb; Monthly visitors for June 2021 annualized
(2) Assumes similar conversion rates and monetization of existing carrier supply partners
(3) Per JD Power's 2021 Insurance Shopping Study; Based on industry average % of shoppers that quote, but do not bind

We have just begun to tap into our market opportunity and have a lot to be excited about as carriers continue to increase budget allocations to our channel. We are solidly on track with our business plans as we continue to innovate and bring more value to our partners.

Financial Discussion - Transaction Value and Revenue Metrics

Q2 2021 was another strong quarter for MediaAlpha. Growth in Transaction Value was driven by strong year-over-year results in P&C and Health and a strong sequential uptick in Life and Other verticals where we saw recovery in Travel and a record quarter in Education. Transaction Value represents the total gross investment in customer acquisition executed by our partners on our platform and is one of the key metrics that reflects our ability to drive value for our partners and increase our share of wallet as budgets increasingly move online.



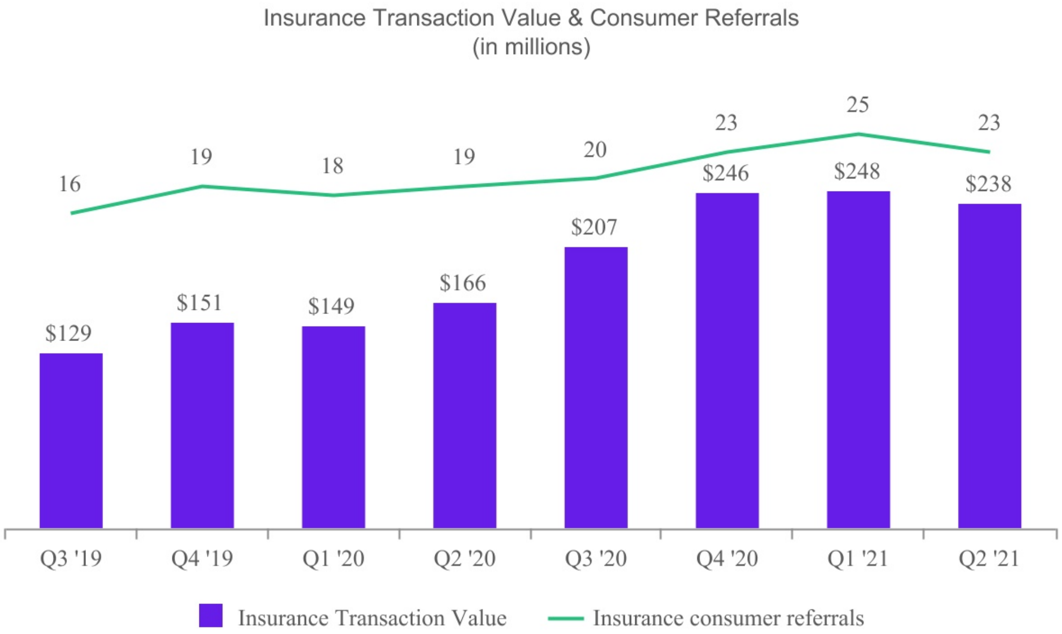
Transaction Value generated from our insurance verticals grew to $237.8 million in Q2 2021, up 43% year over year, driven by strong demand from carriers and increased adoption from Supply Partners.

Transaction Value from our Property & Casualty insurance vertical grew 42% year over year to $176.6 million, driven by continued investment in online customer acquisition from agent-based carriers, insurtechs, and direct writers.

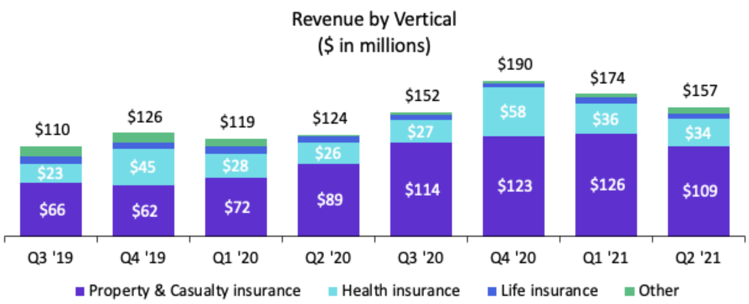
Transaction Value from our Health insurance vertical grew 49% year over year to $47.2 million, driven by continued momentum through extended open enrollment and strong demand from carriers and brokers for under 65 Health.

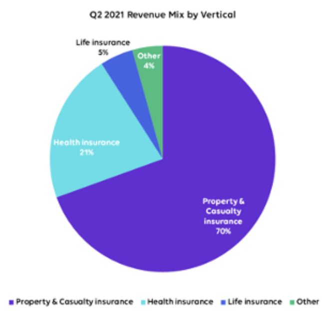
Transaction Value from our Life vertical grew 43% year over year to $13.9 million, driven by increased investments by insurtechs and continued year-over-year growth from key Supply Partners.

Transaction Value from our Other vertical, which includes travel, education, and consumer finance, grew 110% year over year, driven by record performance in education and recovery in travel from the all-time lows in the prior year.



We generated $157.4 million of total revenue in the second quarter of 2021, up 27% year over year, driven by strong results across our verticals.





Revenue from our Property & Casualty insurance vertical grew 23% year over year to $109.3 million in Q2 2021, driven by favorable trends in the auto insurance sector with increased investments led by agent-based carriers and increased supply from key partners.

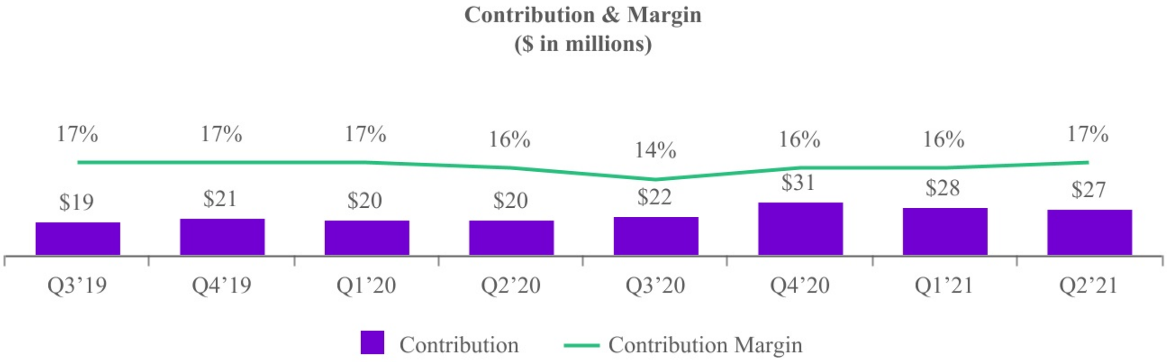
Revenue from our Health insurance vertical grew 29% year over year to $33.7 million in Q2 2021, driven by increased demand from carriers and brokers for under 65 Health and expansion from key supply partners. With respect to the new certification requirements for health insurance advertisers announced by Google in April 2021, we have obtained approvals from the third-party administrator in all 50 states and have experienced minimal disruption in our business.

Revenue from our Life insurance vertical grew 2% year over year to $7.5 million in Q2 2021, driven by increased demand from carriers as mortality concerns related to COVID-19 eased and carriers continued to enhance the online application experience.

Our Other vertical, which consists of travel, education, and consumer finance, grew 364% year over year to $6.8 million of revenue in Q2 2021, driven by recovery in travel from the all-time lows in Q2 of 2020 and record performance in education.

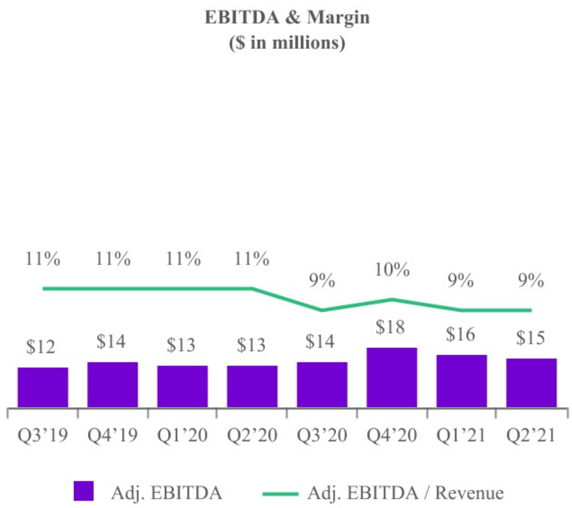
Financial Discussion - Profitability

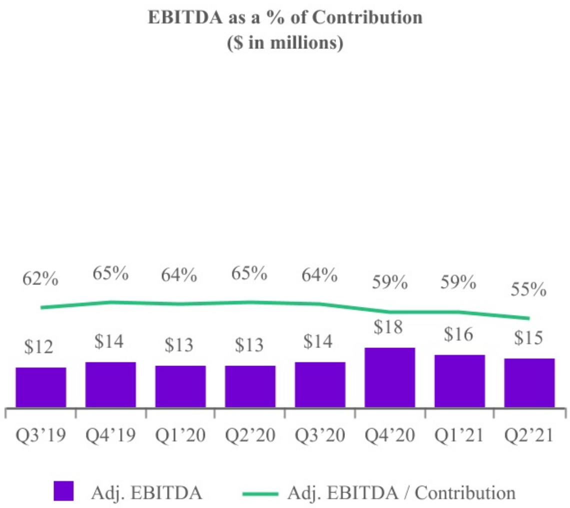
Gross profit was $25.0 million in Q2 2021, a year-over-year increase of 29%. Contribution, which generally represents revenue less revenue share payments and online advertising costs, was $26.7 million in Q2 2021, a year-over-year increase of 31%. Contribution margin was 16.9% in Q2 2021, compared with 16.5% in the second quarter of 2020. The increase was driven primarily by growth from certain Supply Partners with private platform deployments where net revenue treatment drives higher Contribution margins.



Net loss was ($0.4) million in Q2 2021, compared with net income of $10.1 million in the second quarter of 2020, driven primarily by year-over-year increases in non-cash equity-based compensation expense, personnel expenses, and costs associated with SOX implementation of $10.8 million, $2.2 million, and $0.3 million, respectively.

Adjusted EBITDA was $14.7 million in Q2 2021, a year-over-year increase of 11%. Adjusted EBITDA growth was driven by strong top line and Contribution performance. Adjusted EBITDA margin was 9.3%, compared with 10.7% in Q2 2020, due primarily to higher SG&A expenses driven by public company costs.





Financial Discussion - Q3 and FY 2021 Outlook [1]

Our guidance for Q3 and FY 2021 reflects strong momentum in our Property & Casualty insurance vertical with more normalized year-over-year growth as we lap 2020 periods where we experienced accelerated growth in digital ad spend brought on by COVID-19. In our Health vertical, we continue to experience strong momentum as we deepen our relationships with key carriers. We expect modestly higher budget allocations in our Life insurance vertical, and modest year-over-year increases in our Other vertical.

	Q3 2021			FY 2021		
Transaction Value [2]	$260.0 million	-	$270.0 million	$1,050.0 million	-	$1,100.0 million
Y/Y Growth	*19.5%*		*24.1%*	*28.7%*		*34.9%*
Revenue	$158.0 million	-	$165.0 million	$680.0 million	-	$710.0 million
Y/Y Growth	*4.3%*		*8.9%*	*16.3%*		*21.4%*
Contribution [2]	$26.0 million	-	$28.0 million	$114.0 million	-	$118.0 million
Y/Y Growth	*20.0%*		*29.2%*	*23.1%*		*27.4%*
Adjusted EBITDA [2]	$14.5 million	-	$15.5 million	$65.0 million	-	$67.0 million
Y/Y Growth	*3.9%*		*11.0%*	*11.9%*		*15.4%*

Revenue: For Q3 2021, we expect revenue to be in the range of $158.0 million - $165.0 million, a year-over-year increase of 6.6% at the midpoint. For the full year, we expect revenue to be in the range of $680.0 million - $710.0 million, a year-over-year increase of 18.8% at the midpoint.

Adjusted EBITDA: For the third quarter, we expect Adjusted EBITDA to be in the range of $14.5 million - $15.5 million, a year-over-year increase of 7.5% at the midpoint. For the full year, we expect Adjusted EBITDA to be in the range of $65.0 million - $67.0 million, a year-over-year increase of 13.6% at the midpoint.

We expect total shares outstanding to be 60.3 million and 64.6 million on a basic and fully diluted basis, respectively, at the end of Q3 2021.

Our focus on transparency, data science and delivering value to our partners continues to drive our industry-leading scale. We're excited about our plans and our potential as we've just begun to tap into our large and growing market opportunity.

Thank you,

Steve Yi
Co-Founder & CEO

Tigran Sinanyan
CFO

[1] With respect to the Company's projections of Contribution and Adjusted EBITDA under "Financial Discussion – Q3 and FY 2021 Outlook", MediaAlpha is not providing a reconciliation of Contribution or Adjusted EBITDA to the respective GAAP measures because the Company is unable to predict with reasonable certainty the reconciling items that may affect gross profit and net income without unreasonable effort, including equity-based compensation, transaction expenses and income tax expense. These reconciling items are uncertain, depend on various factors and could significantly impact, either individually or in the aggregate, the GAAP measures for the applicable period.
[2] See "Key Business and Operating Metrics and Non-GAAP Financial Measures" for additional information regarding non-GAAP metrics used in this shareholder letter.

Key Business and Operating Metrics and Non-GAAP Financial Measures

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.

Transaction Value

We define “Transaction Value” as the total gross dollars transacted by our partners on our platform. Transaction Value is a driver of revenue, with differing revenue recognition based on the economic relationships we have with our partners. Our partners use our platform to transact via Open and Private platform transactions. In our Open platform model, revenue recognized represents the Transaction Value and revenue share payments to our supply partners represent costs of revenue. In our Private platform 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 months ended June 30, 2021 and 2020:

	Three Months Ended June 30,	
(in thousands)	**2021**	**2020**
Open platform transactions	$ 152,522	$ 120,962
Percentage of total Transaction Value	59.5 %	69.0 %
Private platform transactions	104,005	54,245
Percentage of total Transaction Value	40.5 %	31.0 %
Total Transaction Value	$ 256,527	$ 175,207

The following table presents Transaction Value by platform model for the six months ended June 30, 2021 and 2020:

	Six Months Ended June 30,	
(in thousands)	**2021**	**2020**
Open platform transactions	$ 321,870	$ 237,984
Percentage of total Transaction Value	62.0 %	69.7 %
Private platform transactions	197,119	103,271
Percentage of total Transaction Value	38.0 %	30.3 %
Total Transaction Value	$ 518,989	$ 341,255

The following table presents Transaction Value by vertical for the three months ended June 30, 2021 and 2020:

(in thousands)	Three Months Ended June 30, 2021	Three Months Ended June 30, 2020
Property & casualty insurance	$ 176,646	$ 124,772
Percentage of total Transaction Value	68.9 %	71.2 %
Health insurance	47,420	31,743
Percentage of total Transaction Value	18.4 %	18.1 %
Life insurance	13,933	9,774
Percentage of total Transaction Value	5.4 %	5.6 %
Other	18,708	8,918
Percentage of total Transaction Value	7.3 %	5.1 %
Total Transaction Value	$ 256,707	$ 175,207

The following table presents Transaction Value by vertical for the six months ended June 30, 2021 and 2020:

(in thousands)	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020
Property & casualty insurance	$ 360,073	$ 229,632
Percentage of total Transaction Value	69.4 %	67.3 %
Health insurance	97,583	65,089
Percentage of total Transaction Value	18.8 %	19.1 %
Life insurance	28,375	20,089
Percentage of total Transaction Value	5.5 %	5.9 %
Other	32,959	26,445
Percentage of total Transaction Value	6.3 %	7.8 %
Total Transaction Value	$ 518,990	$ 341,255

Contribution and Contribution Margin

We define “Contribution” as revenue less revenue share payments and online advertising costs, or, as reported in our consolidated statement 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; 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 Margin increases and our headcount costs 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 months ended June 30, 2021 and 2020:

	Three Months Ended June 30,	
(in thousands)	**2021**	**2020**
Revenue	$ 157,353	$ 123,616
Less cost of revenue	(132,304)	(104,193)
Gross profit	$ 25,049	$ 19,423
Adjusted to exclude the following (as related to cost of revenue):		
Equity-based compensation	442	20
Salaries, wages, and related	558	385
Internet and hosting	108	98
Other expenses	111	68
Depreciation	8	6
Other services	256	209
Merchant-related fees	139	165
Contribution	$ 26,671	$ 20,374
Gross Margin	15.9 %	15.7 %
Contribution Margin	16.9 %	16.5 %

The following table reconciles Contribution with gross profit, the most directly comparable financial measure calculated and presented in accordance with GAAP, for the six months ended June 30, 2021 and 2020:

	Six Months Ended June 30,	
(in thousands)	**2021**	**2020**
Revenue	$ 330,941	$ 243,061
Less cost of revenue	(279,483)	(204,862)
Gross profit	$ 51,458	$ 38,199
Adjusted to exclude the following (as related to cost of revenue):		
Equity-based compensation	842	41
Salaries, wages, and related	1,022	741
Internet and hosting	211	221
Other expenses	216	136
Depreciation	15	11
Other services	547	428
Merchant-related fees	230	317
Contribution	$ 54,541	$ 40,094
Gross Margin	15.5 %	15.7 %
Contribution Margin	16.5 %	16.5 %

Consumer Referrals

We define "Consumer Referral" as any consumer click, call or lead purchased by a buyer on our platform. Click revenue is recognized on a pay-per-click basis and revenue is earned and recognized when a consumer clicks on a listed buyer's advertisement, presented subsequent to the consumer's search (e.g. auto insurance quote search or health insurance quote search). Call revenue is earned and recognized when a consumer transfers to a buyer and remains engaged for a requisite duration of time, as specified by each buyer. Lead revenue is recognized when we deliver data leads to buyers. Data leads are generated through insurance carriers or insurance-focused research destination websites who make the data leads available to buy through our platform or when users complete a full quote request on our proprietary websites. Delivery occurs at the time of lead transfer. The data we generate from each Consumer Referral feeds into our analytics model to generate conversion probabilities for each unique consumer, enabling discovery of predicted return and cost per sale across the platform and helping us to improve our platform technology. We monitor the number of Consumer Referrals on our platform in order to measure Transaction Value, revenue and overall business performance across our verticals and platform models. For the three and six months ended June 30, 2021, Transaction Value generated from clicks, calls and leads was 81.5%, 7.4% and 11.1% and 82.1%, 7.3% and 10.6%, respectively.

Adjusted EBITDA

We define "Adjusted EBITDA" as net income excluding interest expense, income tax benefit (expense), depreciation expense on property and equipment, and amortization of intangible assets, as well as equity-based compensation expense and certain other expenses 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 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 income, the most directly comparable financial measure calculated and presented in accordance with GAAP, for the three months ended June 30, 2021 and 2020.

	Three Months Ended June 30,	
(in thousands)	**2021**	**2020**
Net income	$ (368)	$ 10,146
Equity-based compensation expense	11,521	681
Interest expense	2,237	1,535
Income tax (benefit)	(125)	—
Depreciation expense on property and equipment	91	70
Amortization of intangible assets	746	799
Transaction expenses(1)	66	—
Employee-related costs(2)	99	—
SOX implementation costs(3)	297	—
Changes in TRA related liability(4)	—	—
Reduction in Tax Indemnification Receivable(5)	147	—
Adjusted EBITDA	$ 14,711	$ 13,231

The following table reconciles Adjusted EBITDA with net income, the most directly comparable financial measure calculated and presented in accordance with GAAP, for the six months ended June 30, 2021 and 2020.

	Six Months Ended June 30,	
(in thousands)	**2021**	**2020**
Net income	$ (191)	$ 18,981
Equity-based compensation expense	22,123	1,947
Interest expense	4,538	3,250
Income tax (benefit)	(489)	—
Depreciation expense on property and equipment	173	137
Amortization of intangible assets	1,492	1,603
Transaction expenses(1)	2,731	—
Employee-related costs(2)	349	—
SOX implementation costs(3)	449	—
Changes in TRA related liability(4)	(156)	—
Reduction in Tax Indemnification Receivable(5)	147	—
Adjusted EBITDA	$ 31,166	$ 25,918

(1) Transaction expenses include $0.1 million and $2.7 million of expenses incurred by us for the three and six months ended June 30, 2021, respectively, for legal, accounting, and other consulting fees in connection with the Secondary Offering.

(2) Employee-related costs include $0.1 million and $0.3 million of expenses incurred by us for the three and six months ended June 30, 2021, respectively, for amounts payable to recruiting firms in connection with the hiring of certain executive officers as we transition to being a publicly-reporting company.

(3) SOX implementation costs include $0.3 million and $0.4 million of expenses incurred by us for the three and six months ended June 30, 2021, respectively, 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 the three months ended June 30, 2021, we updated our Adjusted EBITDA definition to exclude these costs and accordingly determined that it was appropriate to recast our Adjusted EBITDA calculation for the three months ended March 31, 2021 to exclude these costs of $0.2 million.

(4) Changes in TRA related liability include $0.2 million of income for the six months ended June 30, 2021 due to a change in the estimated future state tax benefits resulting in reduction of the TRA liability created in connection with the Reorganization Transactions.

(5) Reduction in Tax Indemnification Receivable includes $0.1 million of expenses incurred by us for the three and six months ended June 30, 2021 related to a reduction in the tax indemnification receivable recorded in connection with the Reorganization Transactions.

Forward-Looking Statements

This shareholder letter contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding our financial outlook for the third quarter and full year of 2021. 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 those more fully described in MediaAlpha’s filings with the Securities and Exchange Commission (“SEC”), including the Form 10-K filed on March 15, 2021, the Form 10-Q filed on May 14, 2021, and the Form 10-Q as of and for the quarter ended June 30, 2021 to be filed on or about August 13, 2021. These factors should not be construed as exhaustive. MediaAlpha disclaims any obligation to update any forward-looking statements to reflect events or circumstances that occur after the date of this shareholder letter.