

Quarterly Industry Update

As of June 30, 2016

Industry: Digital Marketing



Industry Summary

Cogent Valuation identified Digital Marketing publicly traded companies, IPOs, and recent M&A transactions within the Digital Marketing industry, which provides a basis for market and transaction pricing that can be used by your firm in estimating market sentiment and its impact on your firm's value. Over the last year since June 30, 2015, the median 52-week share price return of the Digital Marketing industry was -7.2%. Between June 30, 2014 and June 30, 2016, the median EV/EBITDA multiple increased from 14.7 to 15.0. However, the median price-to-earnings multiple decreased from 28.8 to 20.1 over the same period.

Comparable Public Company Key Statistics

Median 52-Week Return	-7.2%	Median EV/Revenue Multiple	1.7x	Median Price/Earnings Multiple	20.1x
Median 3-Year CAGR Return	2.0%	Median EV/EBITDA Multiple	15.0x	Median EV/Gross CF Multiple	28.7x

Comparable Public Company Market Price Returns As of June 30, 2016

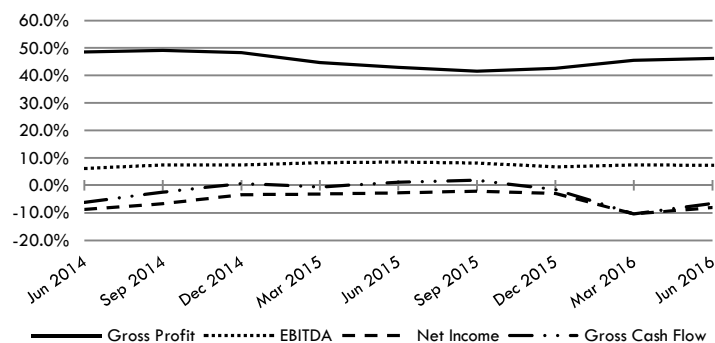
	YTD	3 Month	1 Year	2 Year	3 Year	5 Year	2015	2014	2013	2012	2011
Axiom Corporation	5.1%	2.6%	25.1%	0.7%	-1.0%	10.9%	3.2%	-45.2%	111.8%	43.0%	-28.8%
Alliance Data Systems Corporation	-29.2%	-10.9%	-32.9%	-16.5%	2.7%	15.8%	-3.3%	8.8%	81.6%	39.4%	46.2%
Bitauto Holdings Limited	-4.7%	8.8%	-47.2%	-25.6%	34.9%	28.2%	-59.8%	120.3%	337.8%	82.5%	-54.8%
Bridgeline Digital, Inc.	-0.9%	26.2%	-40.8%	-50.9%	-43.9%	-25.9%	-53.0%	-57.1%	-26.9%	141.7%	-58.3%
CDK Global, Inc.	16.9%	19.2%	2.8%	N/A	N/A	N/A	16.5%	N/A	N/A	N/A	N/A
ChannelAdvisor Corporation	4.6%	28.8%	21.3%	-25.9%	-2.7%	N/A	-35.8%	-48.3%	N/A	N/A	N/A
Criteo SA	16.0%	10.9%	-3.7%	16.6%	N/A	N/A	-2.0%	18.2%	N/A	N/A	N/A
Everyday Health, Inc.	30.9%	40.7%	-38.3%	-34.7%	N/A	N/A	-59.2%	N/A	N/A	N/A	N/A
GoDaddy Inc.	-2.7%	-3.5%	10.6%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Harte-Hanks Inc.	-50.9%	-37.2%	-73.3%	-53.0%	-43.0%	-27.8%	-58.1%	-1.0%	32.5%	-35.1%	-28.8%
HubSpot, Inc.	-22.9%	-0.5%	-12.4%	N/A	N/A	N/A	67.5%	N/A	N/A	N/A	N/A
Marin Software Incorporated	-34.4%	-22.2%	-65.1%	-55.3%	-38.8%	N/A	-57.7%	-17.4%	N/A	N/A	N/A
Marketo, Inc.	21.3%	77.9%	24.1%	9.4%	11.9%	N/A	-12.3%	-11.7%	N/A	N/A	N/A
MDC Partners Inc.	-15.8%	-22.5%	-7.2%	-7.7%	15.0%	8.7%	-4.4%	-10.9%	238.6%	-16.4%	-21.7%
Omnicom Group Inc.	7.7%	-2.1%	17.3%	7.0%	9.0%	11.1%	-2.3%	4.2%	48.9%	12.1%	-2.7%
Rocket Fuel Inc.	-36.4%	-29.5%	-72.9%	-73.3%	N/A	N/A	-78.3%	-73.8%	N/A	N/A	N/A
SharpSpring, Inc.	65.5%	49.4%	-10.3%	-7.4%	2.0%	-5.0%	-48.0%	325.2%	-79.6%	27.3%	N/A
SITO Mobile, Ltd.	74.0%	42.0%	0.6%	-2.4%	-17.9%	-8.4%	1.6%	-61.9%	-17.3%	75.7%	-50.0%
The Interpublic Group of Companies, Inc.	-0.8%	0.7%	19.9%	8.8%	16.7%	13.1%	12.1%	17.3%	60.6%	13.3%	-8.4%
Median of Industry Public Companies	-0.8%	2.6%	-7.2%	-12.1%	2.0%	9.8%	-8.3%	-10.9%	54.7%	33.3%	-28.8%

(Multiple year periods are calculated as the average annual return.)

Median Quarterly Revenue Growth of All Digital Marketing Companies



Median Gross Profit, EBITDA, Net Income and Gross Cash Flow Margins



Median Public Company Multiples of the Digital Marketing Industry

Date:	6/30/2014	9/30/2014	12/31/2014	3/31/2015	6/30/2015	9/30/2015	12/31/2015	3/31/2016	6/30/2016
EV/Revenues Multiple	2.2x	1.8x	2.5x	2.1x	2.5x	1.8x	1.6x	1.6x	1.7x
EV/EBITDA Multiple	14.7x	14.2x	20.7x	15.1x	19.0x	17.1x	13.0x	11.1x	15.0x
Price/Earnings Multiple	28.8x	28.3x	30.7x	29.6x	33.4x	25.2x	36.3x	22.5x	20.1x
EV/Gross Cash Flows Multiple	20.1x	19.2x	28.5x	24.6x	25.0x	23.9x	29.7x	22.8x	28.7x

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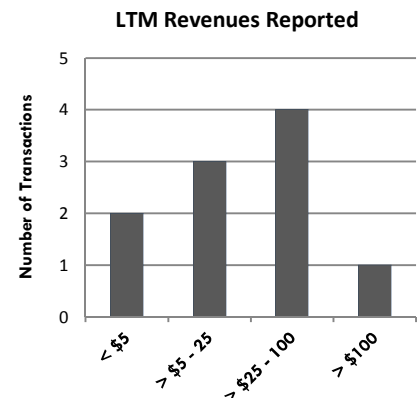
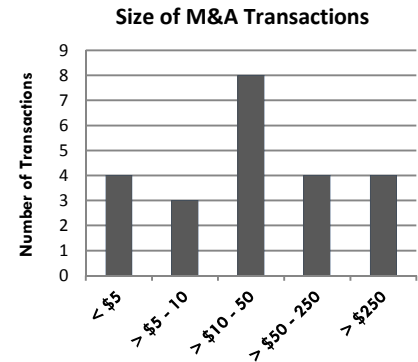
Industry Initial Public Offerings (dollars in millions, except share prices)

Offer Date	Company Name	Offer Price	Shares Offered	Amount Raised	Total Assets	Debt	LTM Revenues	LTM EBITDA	LTM Net Income	LTM Cash Flows
6/2/2016	The Marketing Group Plc	\$1.12	1.3	\$1.4	N/A	N/A	N/A	N/A	N/A	N/A
3/31/2015	GoDaddy Inc.	\$20.00	20.5	\$460.0	\$3,264.8	\$1,437.6	\$1,387.3	\$85.8	(\$143.3)	\$141.4
10/8/2014	HubSpot, Inc.	\$25.00	5.0	\$125.0	\$52.1	\$5.2	\$93.8	(\$33.5)	(\$35.7)	(\$31.5)
7/23/2014	Townsquare Media, Inc.	\$11.00	8.3	\$91.7	\$941.9	\$653.5	\$294.3	\$66.9	\$8.4	\$81.1
3/27/2014	Everyday Health, Inc.	\$14.00	7.2	\$100.1	\$192.3	\$71.3	\$155.9	\$10.6	(\$18.2)	\$17.2
10/29/2013	Criteo SA	\$31.00	8.1	\$250.6	\$217.6	\$17.7	\$458.9	\$10.5	(\$10.1)	\$19.1
9/19/2013	Rocket Fuel Inc.	\$29.00	4.0	\$116.0	\$99.8	\$21.9	\$159.6	(\$12.4)	(\$19.8)	(\$10.2)
5/22/2013	ChannelAdvisor Corporation	\$14.00	5.8	\$80.5	\$48.7	\$13.0	\$56.3	(\$2.1)	(\$6.8)	\$0.2
5/16/2013	Marketo, Inc.	\$13.00	6.1	\$78.8	\$75.9	\$3.6	\$65.9	(\$35.1)	(\$37.3)	(\$33.4)
Median of All IPOs		nm	nm	\$100.1	\$146.0	\$19.8	\$157.7	\$4.2	(\$19.0)	\$8.7

nm: not meaningful, N/A: not applicable

Recent Merger and Acquisition Transactions for a Majority Stake (dollars in millions)

Transaction Date	Target	Acquirer	Transaction Size	% Bought	LTM Revenues	EV/Revenues
5/31/2016	Italiaonline S.p.A.	Seat Pagine Gialle	\$490.7	100%	N/A	N/A
5/27/2016	SFX Marketing LLC	Universal Music Group	\$1.4	100%	N/A	N/A
5/9/2016	Tangent Communications	Portland Asset Mgmt.	\$16.1	100%	\$37.5	0.4x
4/13/2016	ClickADV srl	Cerved Group Spa	\$15.9	70%	\$8.8	2.3x
3/31/2016	Grupo ABC Ltda.	DDB Worldwide	\$270.0	100%	N/A	N/A
3/22/2016	Conversion Innovations	Propel Business Services	\$11.8	100%	N/A	N/A
3/11/2016	Publitek Limited	Next Fifteen Communications	\$8.9	100%	\$8.5	1.1x
3/9/2016	Yodle, Inc.	Web.com Group, Inc.	\$428.2	100%	\$207.9	2.0x
2/25/2016	Marketwire, L.P.	Nasdaq, Inc.	\$108.3	100%	N/A	N/A
1/8/2016	Vacation Technologies	IBC Hotels LLC	\$1.0	100%	N/A	N/A
11/12/2015	MIAGE	Leo Group Co., Ltd.	\$249.8	100%	\$50.2	5.0x
10/28/2015	Avazu Inc.	Dalian Kemian Wood	\$333.6	100%	N/A	N/A
10/15/2015	Square One Advertising	Ansira, Inc.	\$55.0	100%	N/A	N/A
9/29/2015	Marketing Punch	Mobile Embrace Limited	\$10.7	100%	N/A	N/A
9/23/2015	DMG Events (USA)	Comexposium S.A.	\$11.7	100%	N/A	N/A
9/18/2015	diamond-dogs	Emakina Group SA	\$3.5	100%	\$7.4	0.5x
8/31/2015	King Content Pty Ltd	iSentia Group Limited	\$35.2	100%	N/A	N/A
8/11/2015	OtherSide Inc.	NetPlay TV plc	\$5.0	100%	\$4.1	1.2x
7/2/2015	Taj Media, LLC	Sober Media Group, LLC	\$5.5	100%	N/A	N/A
7/2/2015	Descom Oy	Solteq Oyj	\$26.0	100%	\$39.6	0.7x
6/22/2015	Lyris, Inc.	Aurea Software, Inc.	\$16.9	100%	\$28.4	0.5x
6/8/2015	Fast Web Media Ltd.	MoPowered Group plc	\$2.5	100%	\$3.4	0.7x
6/8/2015	Bronto Software, Inc.	NetSuite Inc.	\$200.0	100%	N/A	N/A
Median of the 23 M&A Transaction Targets			\$16.1	100%	\$18.6	0.9x



Definitions of Financial Terms Used in this Quarterly Industry Update:

Enterprise Value (EV): Market Value of Equity + Market Value of Debt - Cash

Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA): Profitability metric sometimes also referred to as operating profit or operating earnings.

Gross Cash Flows: Net Income + Depreciation and Amortization Expense

Latest Twelve Months (LTM): Financial information is as of the latest twelve months through the date of this Quarterly Industry Update.

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