

nerdy[®]

Analyst Day Presentation
+ Q1 Results Addendum
May 2021

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Further, the Company projections exclude or otherwise do not account for the following: (i) non-recurring expenses, including de-SPAC transaction expenses; (ii) the application of new accounting treatments associated with the de-SPAC transaction; (iii) the expense related to Unit Appreciation Rights (“UARs”) held by Nerdy employees which will be converted into Stock Appreciation Rights (“SARs”) in connection with the de-SPAC transaction; and (iv) the impact of any future non-cash compensation changes. Actual results can be expected to vary and those variations may be material. Accordingly, there can be no assurance that the prospective results are indicative of the future performance of the Company or that actual results will not differ materially from those presented in the prospective financial information.

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This presentation includes non-GAAP financial measures, including net sales, adjusted EBITDA (loss), and free cash flow (“FCF”). Net sales represents client purchases inclusive of payments due within 30 days minus refunds recorded during the period, a close proxy for cash receipts from customers. Adjusted EBITDA (loss) is defined as net income or net loss, as applicable, before net interest income (expense), taxes, depreciation and amortization expense, non-cash compensation expense and other non-recurring items. FCF is the sum of operating cash flow and capital expenditures.

These non-GAAP measures are in addition, and not a substitute for or superior, to measures of financial performance prepared in accordance with GAAP and should not be considered as an alternative to sales, net income, operating income, cash flows from operations, or any other performance measures derived in accordance with GAAP. Other companies may calculate these non-GAAP financial measures differently, and therefore such financial measures may not be directly comparable to similarly titled measures of other companies. The Company believes that these non-GAAP measures of financial results (including on a forward-looking basis) provide useful supplemental information. The Company’s management uses forward looking non-GAAP measures to evaluate the Company’s projected financial and operating performance, its trends and to compare it against the performance of other companies. There are, however, a number of limitations related to the use of these non-GAAP measures and their nearest GAAP equivalents.

Please refer to footnotes where presented on each page of this Presentation or to the appendix for a description of these measures. This presentation also includes certain historical and forecasted non-GAAP financial measures. The Company is unable to quantify certain amounts that would be required to be included in the most directly comparable GAAP financial measures without unreasonable effort. Consequently, no disclosure of estimated comparable GAAP measures is included and no reconciliation of certain historical and forward looking non-GAAP financial measures is included.

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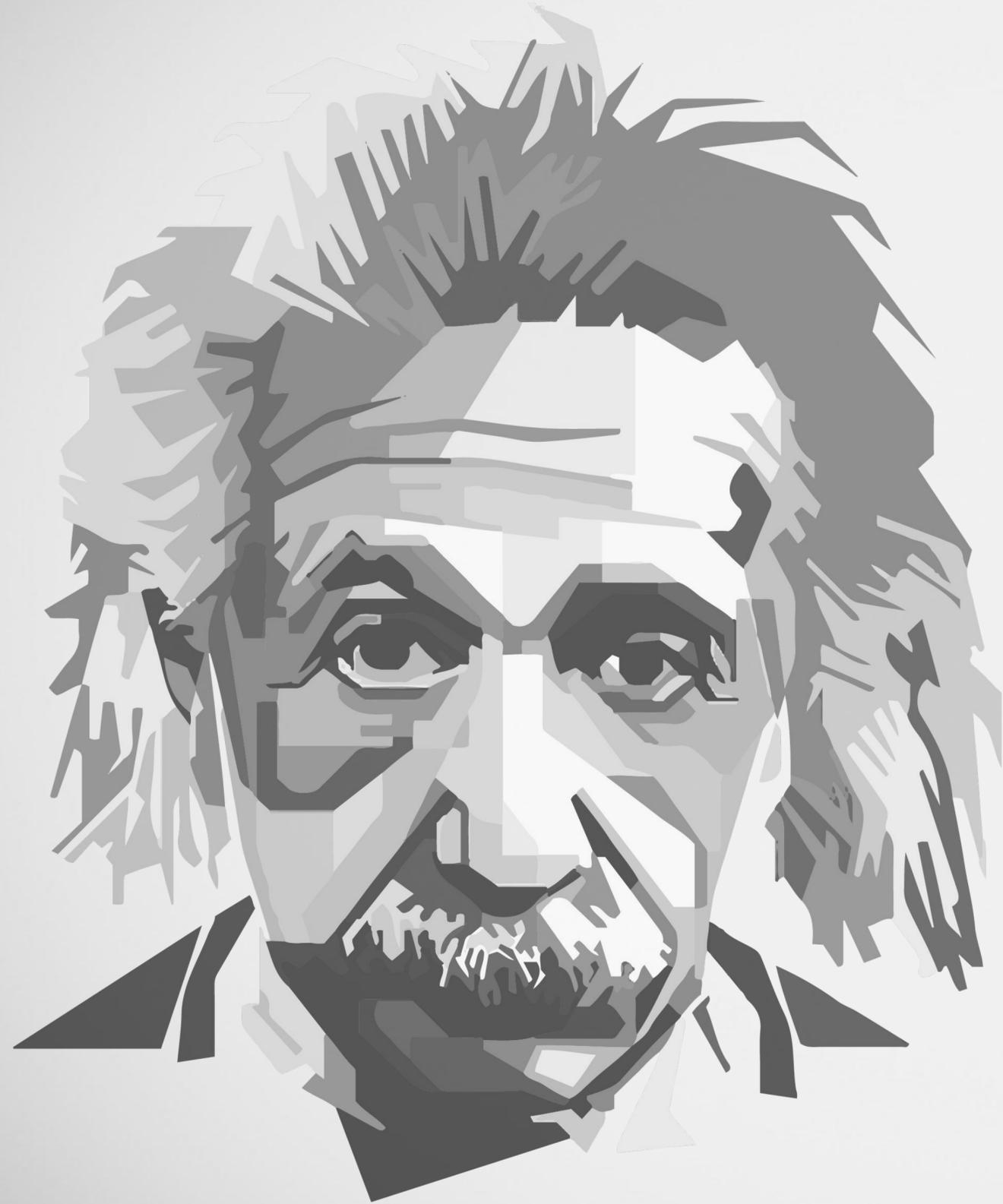
No offer of securities shall be made except in a transaction exempt from registration under the Securities Act or by means of a prospectus meeting the requirements of Section 10 of the Securities Act, and applicable regulations in the Cayman Islands.

Important Information For Investors and Shareholders

In connection with the proposed business combination, TPG Pace has filed a registration statement on Form S-4 and the related proxy statement/prospectus with the SEC. Additionally, TPG Pace will file other relevant materials with the SEC in connection with the proposed business combination. The materials to be filed TPG Pace with the SEC may be obtained free of charge at the SEC’s website at www.sec.gov. Investors and security holders of TPG Pace are urged to read the proxy statement/prospectus and the other relevant materials when they become available before making any voting or investment decision with respect to the proposed business combination because they will contain important information about the business combination and the parties to the business combination.

Participants in the Solicitation

TPG Pace, Nerdy and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies of TPG Pace’s shareholders in connection with the proposed business combination. Investors and security holders may obtain more detailed information regarding the names, affiliations and interests of certain of TPG Pace’s executive officers and directors in the solicitation by reading the registration statement on Form S-4 and the related proxy statement/prospectus filed in connection with the business combination, and other relevant materials filed with the SEC in connection with the business combination when they become available. Other information concerning the interests of participants in the solicitation, which may, in some cases, be different than those of their shareholders generally, is set forth in the proxy statement/prospectus.



“

Wisdom is not a product of schooling, but a lifelong attempt to acquire it.

- Albert Einstein

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CONNECTING

Learners & Experts

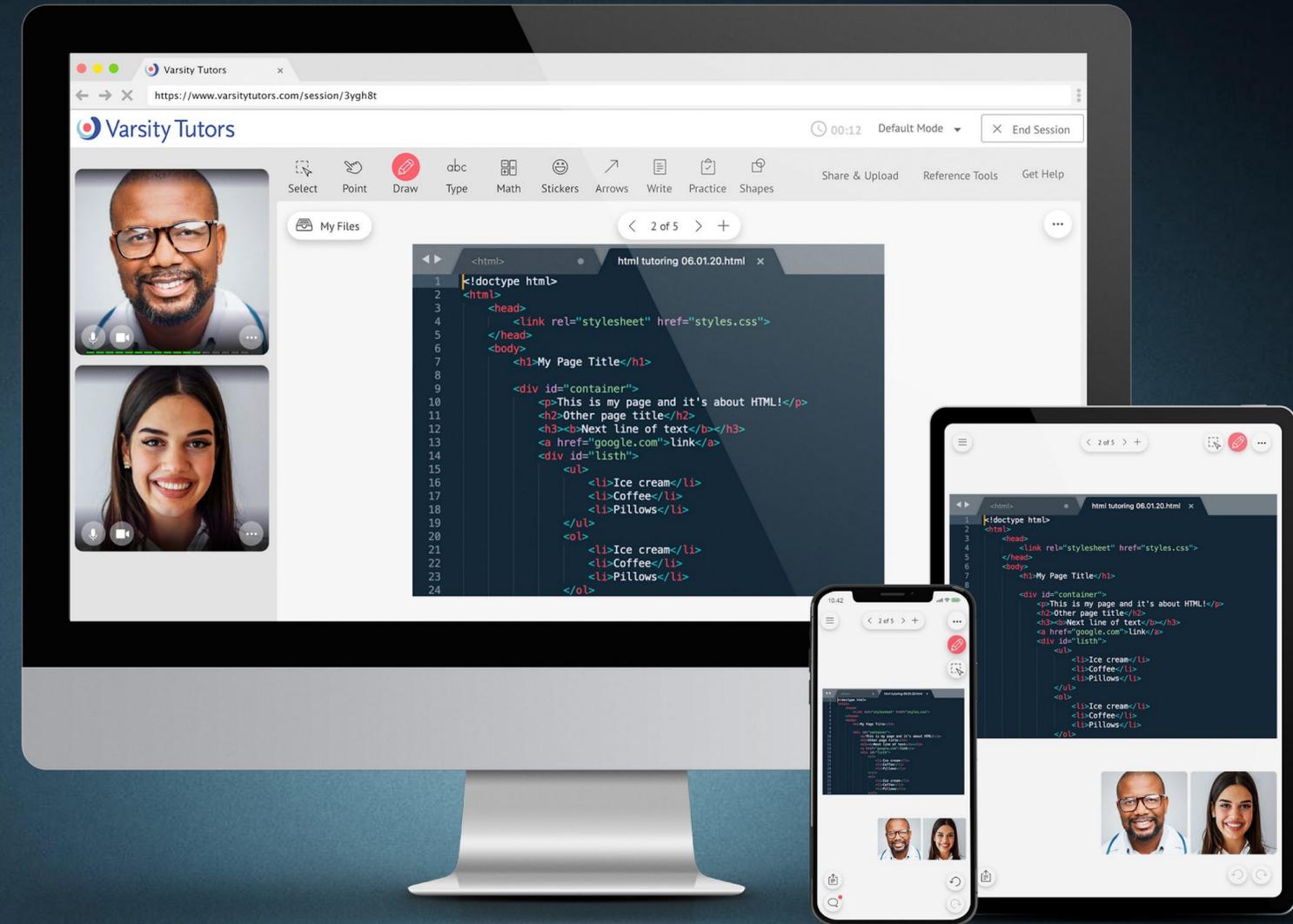
any subject | anywhere | anytime



Flagship Business:



Leading platform for live, online instruction



4.7M+ hours 2020 Live Instruction Hours¹

3,000+ subjects broadly distributed across diverse audiences¹

Legacy Businesses:



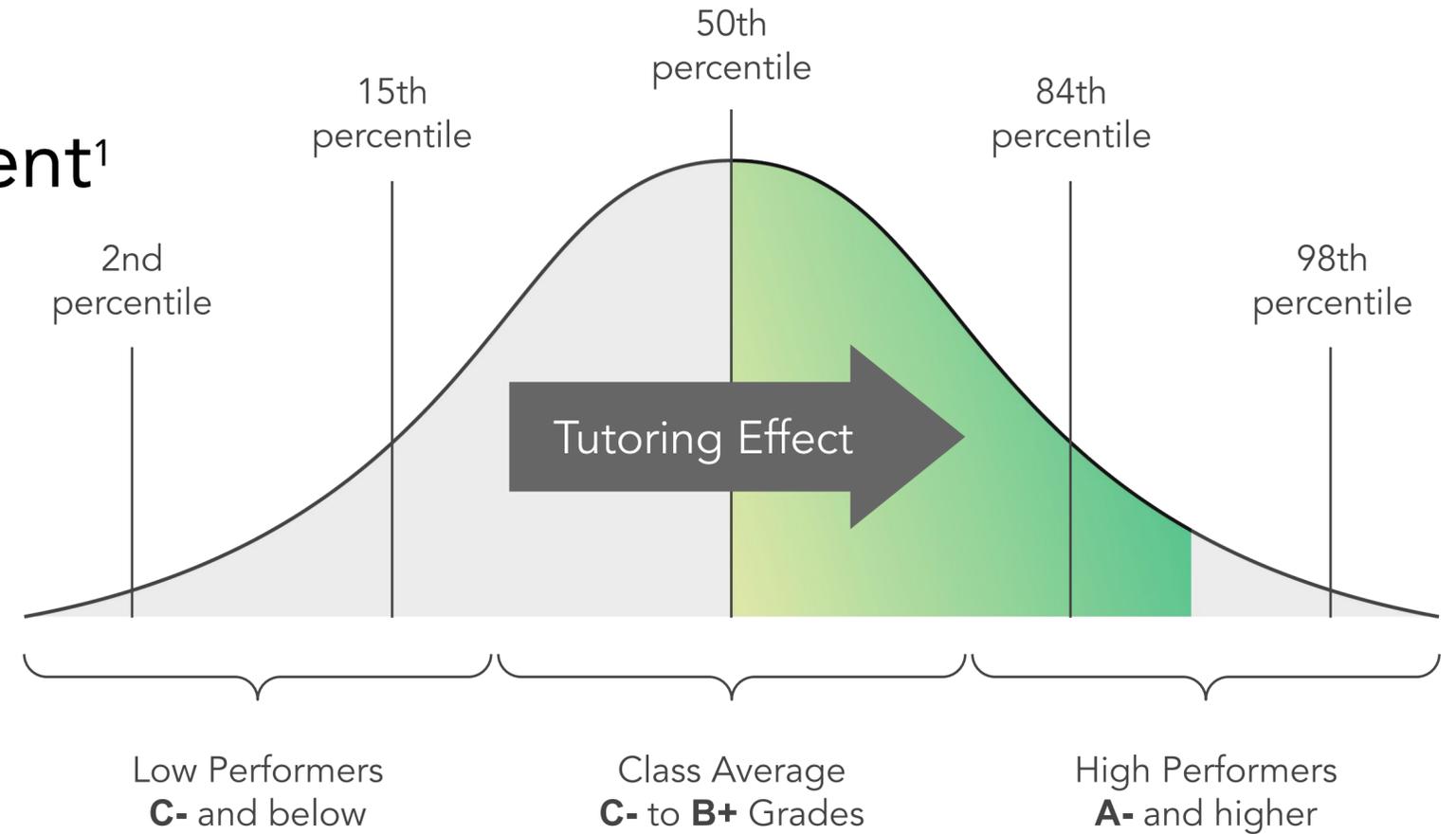
1. Leading online instruction platform in the United States claim based on live hours in 2020 and subject breadth. Amounts exclude Legacy Businesses.

The Impact of Live, Personalized Learning

2 standard deviations of improvement¹

Multiple academic studies have PROVEN the effectiveness of live instruction on improving learning results

PERSONALIZED and LIVE instruction is critical to the experience and is the essence of what makes Nerdy unique



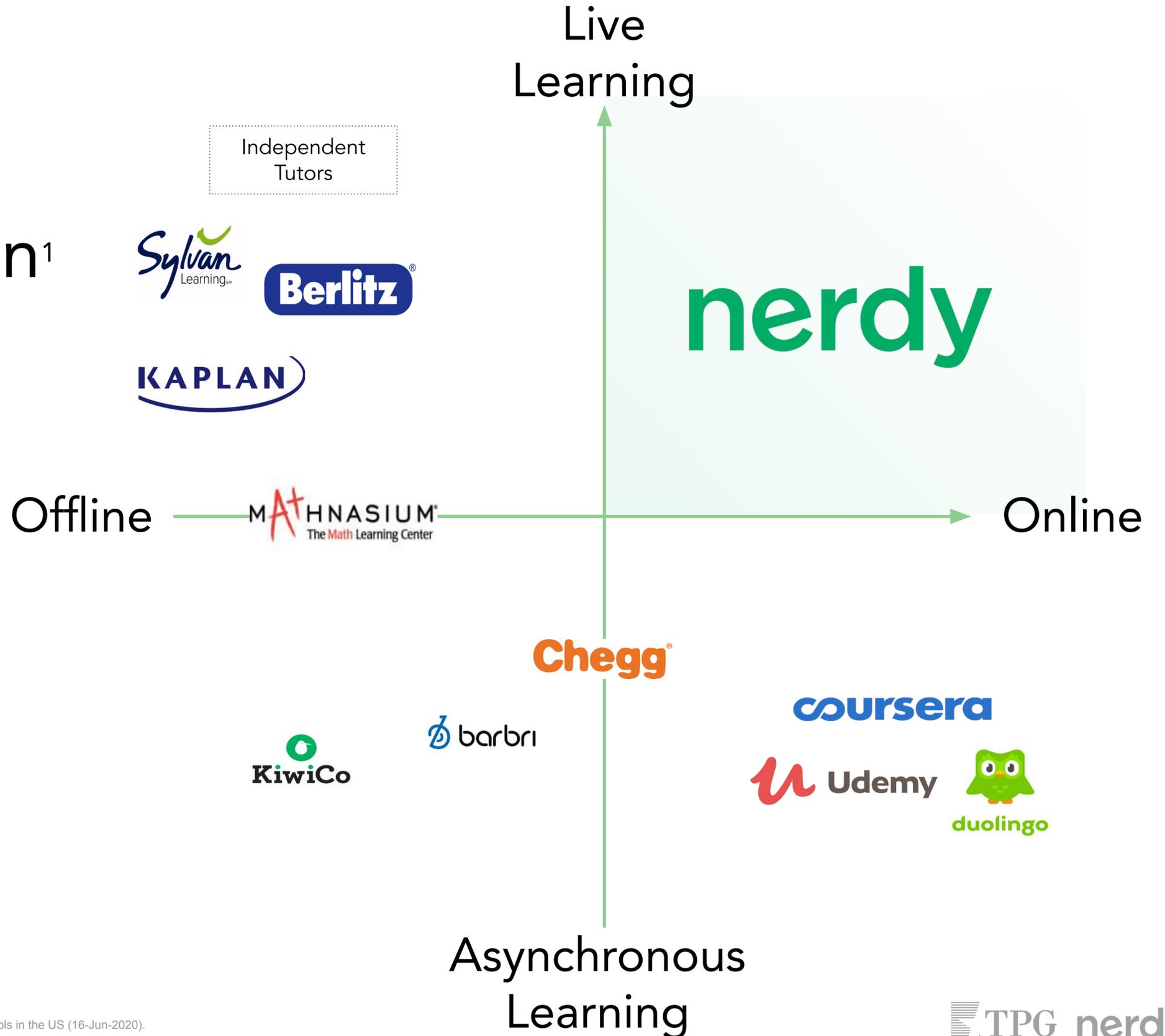
 **35%** Higher than software-driven instruction
 Human tutoring can result in classroom test scores 35% higher than software-driven tutoring²

1. Bloom, B.S. (1984). "The 2 Sigma problem: The search for methods of group instruction as effective as one-on-one tutoring." Educational Researcher 13, 4-16.
 2. Reif, F. & Scott, L.A. (1999). "Teaching scientific thinking skills: Students and computers coaching each other." American Journal of Physics, 67, 819-381.

Our personalized live, online platform is well positioned in the \$62bn¹ direct-to-consumer learning market

<10%

of learners think the quality of instruction is better pre-recorded than it is live²



1. Projected. Technavio, US Private Tutoring Market (2020-2024); Technavio, US Test Preparation Market (2020-2024); IBISWorld: Fine Arts Schools in the US (16-Jun-2020).
 2. Survey of 1,000 Parents of K-12 students conducted by Halsted Strategy Group, Nov 2020.
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A Comprehensive Learning Destination

Going beyond one-on-one to meet more learning needs

A continuous, multi-format learning experience



One-on-One

Personal Instruction



Adaptive Self Study

Assessments & Practice Problems



Small Group Classes

Average 5-15 participants



Large Group Classes

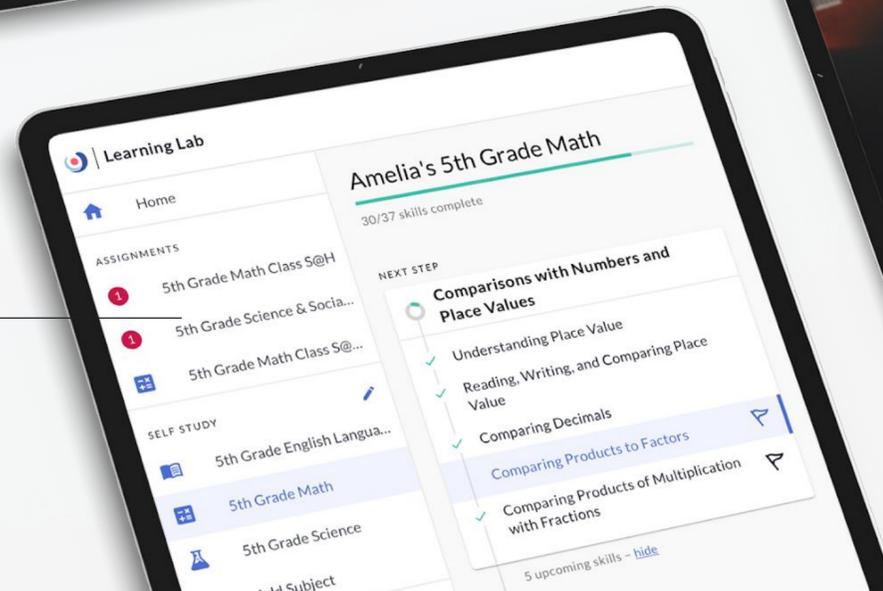
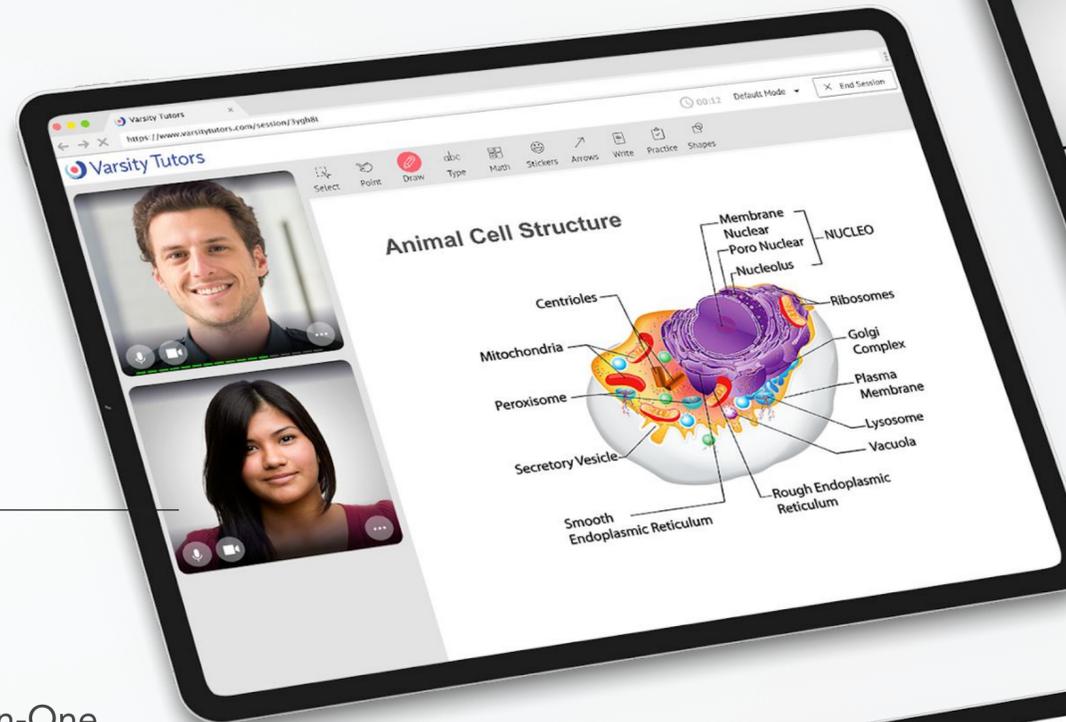
500-50K participants

One-on-One Instruction

Adaptive Self Study

Small Group Classes

Large Group Classes



Nerdy by the Numbers

\$35M

Total Revenue¹
Q1-21

+100%

Online Revenue Growth²
Q1-21 YoY Growth

68%

Gross Margin
Q1-21

+67%

Active Learner Growth³
Q1-21 YoY Growth

nerdy

+186%

Online Session Growth⁴
Q1-21 YoY Growth

>3x

LTV/CAC⁵

68

2020 Paid Learner Avg. NPS Score⁶

>500K

Learners Accessed Free Classes
2020

1. Q1 2021 total revenue shown on U.S. GAAP basis.

2. Online learning format revenue, defined as one-on-one online revenue and online group classes revenue and excludes in-person revenue. Transition to 100% online was completed in April 2020.

3. Active Learners defined as the unique number of Learners attending a paid online one-on-one session or a paid online class in a given period. Amounts exclude Legacy Businesses and VT+.

4. Online Sessions are defined as the number of online one-on-one sessions and the number of paid online group class attendees in a given period. Amounts exclude Legacy Businesses and VT+.

5. Total Net Sales Lifetime Value ("LTV") defined as new one-on-one customer cohort actual spend for historical months and forecasted revenue for future periods, minus actual and forecasted cost of goods sold, extrapolating full-quarter trends since transition to 100% online and launch of multi-learning destination strategy. Customer Acquisition Cost ("CAC") defined as Q4-20 "Sales & Marketing Expense" to acquire a new customer, excluding test marketing spend, defined as marketing expense for free classes, School at Home, television and test marketing, and excluding payroll or outside consultant expenses. Amounts exclude Legacy Businesses and VT+. Net sales is a non-GAAP measure representing client purchases inclusive of payments due within 30 days minus refunds recorded during the period, a close proxy for cash receipts from customers.

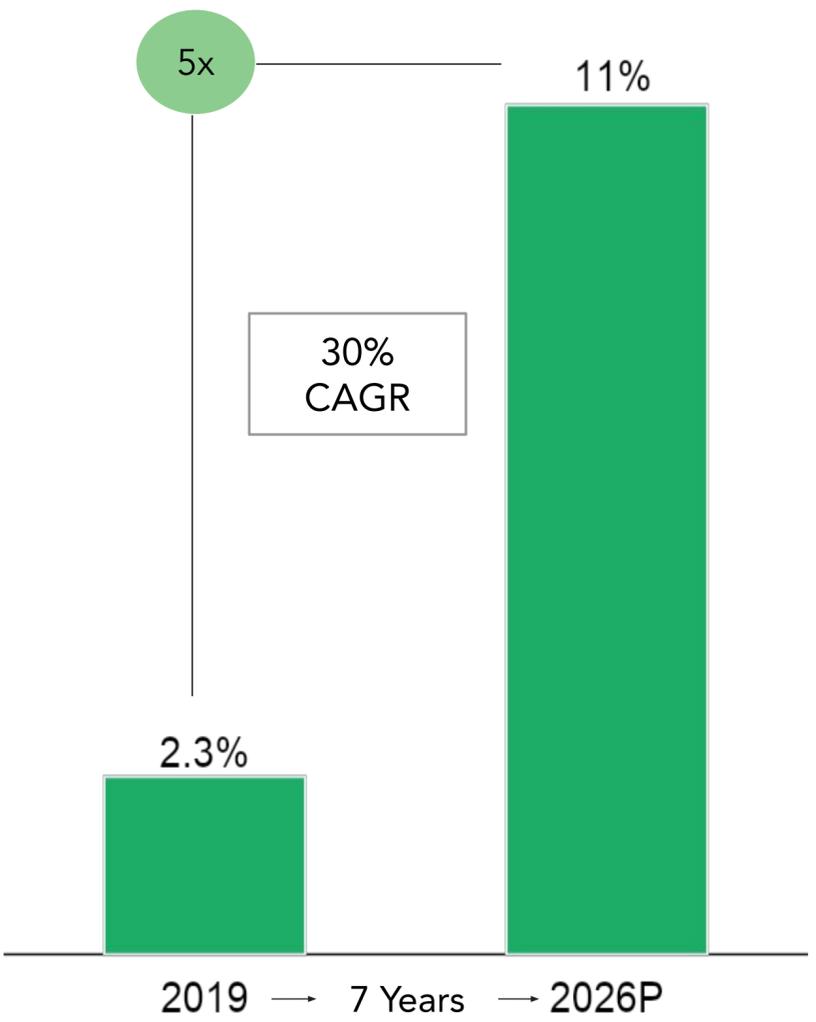
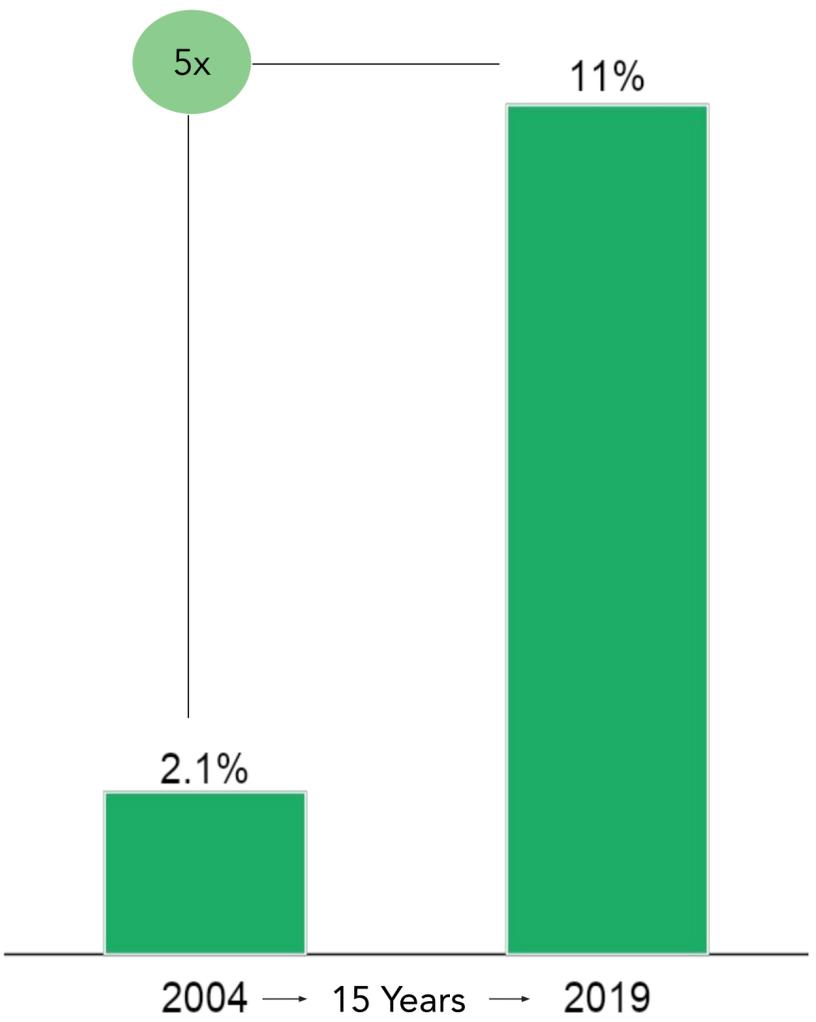
6. Net Promoter or Net Promoter Score is the percentage of customers rating their likelihood to recommend a company, a product, or a service to a friend or colleague as 9 or 10 minus the percentage rating this at 6 or below on a scale from 0 to 10. Varsity Tutors client trigger-based NPS survey data, Q1-Q4 2020; n=700.

Note: Quarterly financial information is unaudited.

Learning's Digital Transition is Happening Now at a Faster Rate than Previous Online Adoptions

U.S. E-Commerce Digital Share (%)¹

Global Learning Digital Share (%)¹



73%
Are more likely to use online learning compared to a year ago²

92%
Plan to use online learning services going forward²

Market Size¹:

\$72B (2004) → \$600B (2019)

\$160B (2019) → \$1T (2026P)

1. Dawn of the Age of Digital Learning, Michael Moe, GSV, May 6, 2020.
 2. Survey of 1,000 Parents of K-12 learners conducted by Halsted Strategy Group, April 2021.

COVID Impact and Recovery

2020



Created Short Term Challenges

Some schools went to optional grading, many standardized tests and professional exams were suspended, which led to declines in demand for our solutions



We Responded with Innovation

We finished our transition to delivering live instruction 100% online. Invested in new products & integrated learning formats into single destination. Improved unit level economics and free cash flow

2021 and Beyond



Headwinds Turn to Tailwinds

We expect consumer need for supplemental help to grow as students look to catch up academically. Standardized and professional testing resumes

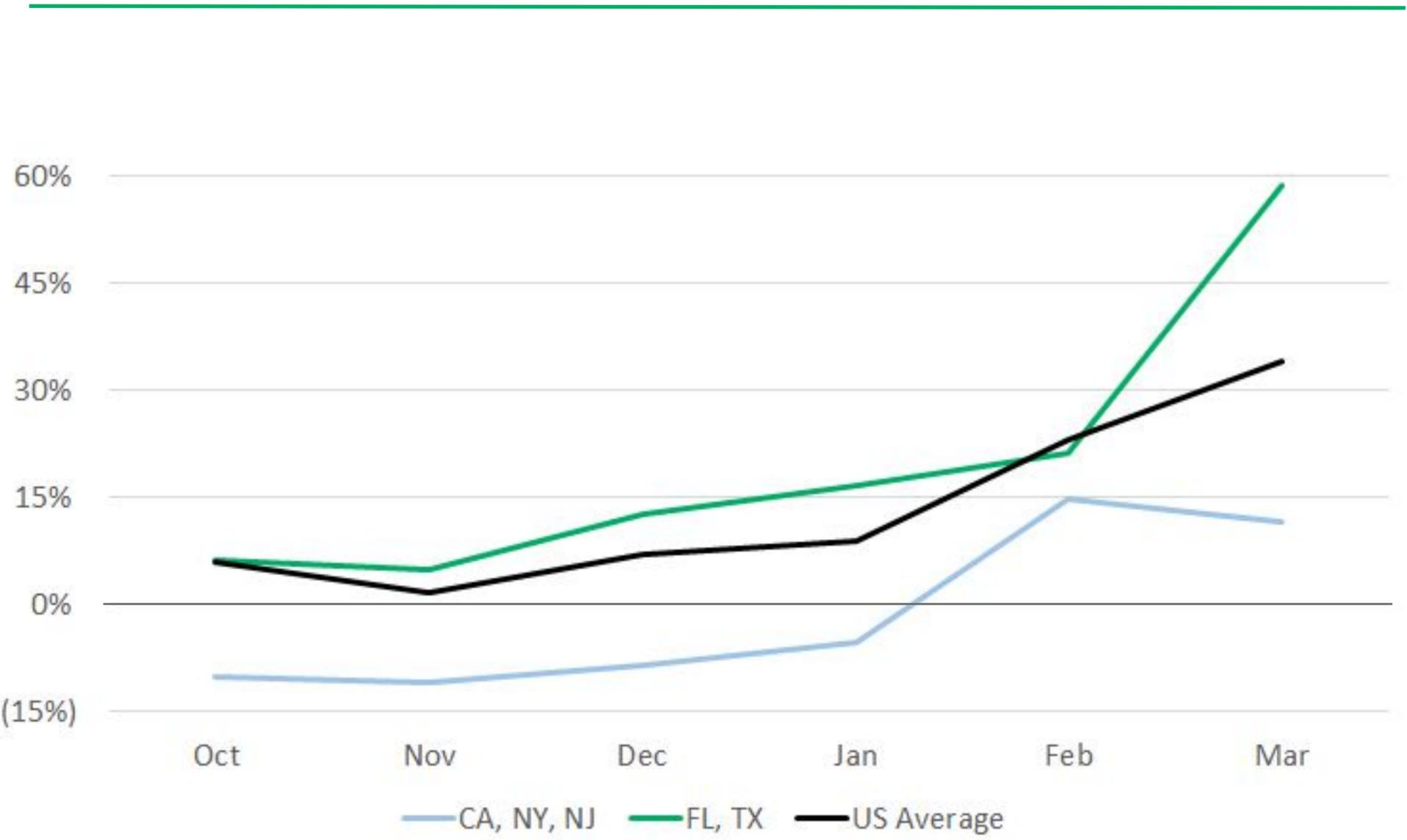


Accelerated Trend Toward Online

Consumers realized superior convenience, quality and value of online experience vs. offline

COVID-19 Recovery

Nationwide Inquiry Growth¹



Nationwide

Re-opening has led to accelerating growth in inquiries for Nerdy solutions

Growth in "open" areas has accelerated at higher rates than areas that have remained closed and are still predominantly using online or hybrid learning

Re-opening is expected to serve as a growth catalyst throughout the remainder of the year

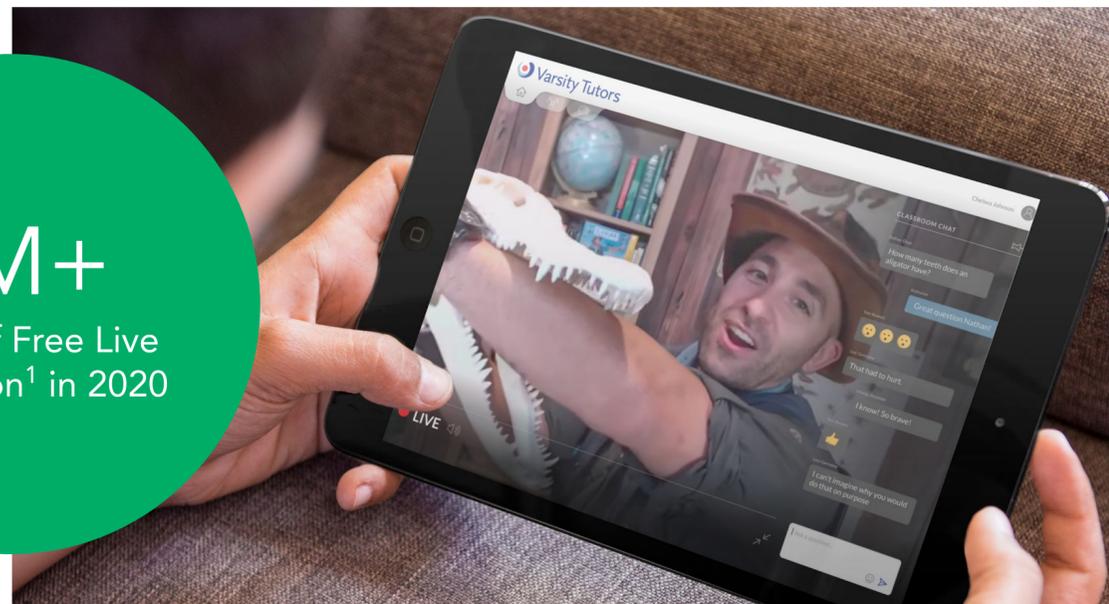
1. Inquiry growth from October 2020 - March 2021 as compared to the same period two years prior. Amounts exclude Legacy Businesses and VT+.

Improving Access to High Quality Learning Resources

Free Live Online Classes

3M+

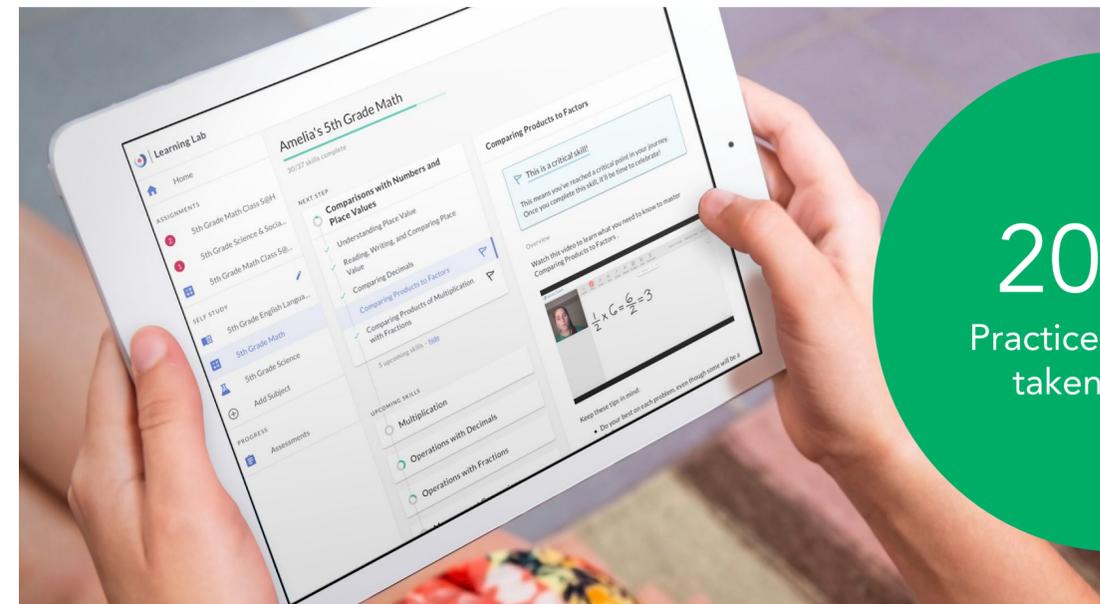
Hours of Free Live Instruction¹ in 2020



Free Assessments & Practice Tools

20M+

Practice Problems² taken in 2020



We provide multiple, high quality learning resources completely FREE of charge. Our resources improve access and reach millions of Learners

1. Defined as the number of attendees in free class sessions during 2020.

2. Defined as the number of free practice problems taken during 2020.

Note: The individual depicted above is referenced for his historical participation in the StarCourses Campaign offered through the Varsity Tutors platform and the depictions are not intended to imply current involvement in StarCourses.

Founder Led, Seasoned Management Team

with deep technology and direct-to-consumer experience



Chuck Cohn

Founder, Chairman & CEO

Ian Clarkson

President & Chief Operating Officer

Jason Pello

Chief Financial Officer

Heidi Robinson

Chief Product Officer

Adam Weber

Chief Marketing Officer

Dan Lee

Chief Analytics Officer



Chris Swenson

Chief Legal Officer

Mike Dierken

Chief Technology Officer

Fred Howard

Chief Institutional Business Officer

Karthik Anbalagan

Chief Audience Officer

Craig Pape

Chief Marketplace Operations Officer



Note: The use of any trademarks, names, or logos are for informational purposes only related to each management team members historical experience with/and or association therewith, and does not imply any express or implied endorsement by their respective owners.



Meet the Learners & Experts

Our Two-Sided Network: Learners and Experts

Learners

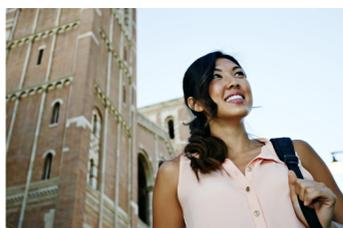
Audience Breakout

Diverse population servicing learners across lifecycle



% of Net Sales by audience¹

Key Segments



Competitive & Investing

Proactive and planning ahead. Desire to deliver best score or be top of the class



Reactive Remediation

Often triggered to get help by a failed test, falling behind, or a bad grade



Enrichment & Passion

Internally motivated and curious to learn more about something they enjoy or want to develop

Experts

Key Motivations



Helping People Learn



Supplemental Income



Flexibility & Convenience

Typical Occupations

45%

Hold a Graduate degree or more²

- Teacher/professor
- Working professional
- Grad/college student
- Retirees
- Self-employed

<5 hrs

Avg. # hours worked per week w/ Nerdy

1. Data for 2020. Net sales is a non-GAAP measure representing client purchases inclusive of payments due within 30 days minus refunds recorded during the period, a close proxy for cash receipts from customers. Amounts exclude Legacy Businesses and VT+.
 2. Represents the percentage of 2020 Active Experts who have a graduate or postgraduate degree.



What Sets Us Apart

Our Right To Win



Quality, Live
Instructors



Scaled
Selection



Multiple Online
Formats



Personalized
Experience



Superior
Value

Purpose-Built Operating System for Learning

COMPETITIVE ADVANTAGE

Quality Experts

What We Do

We have built a sizeable network of top Experts nationwide. Instruction is delivered through our online platform, reducing geographic limitations on finding quality Experts in any subject

Why It Matters

Expert quality is critical to delivering a great learning experience and building trust and credibility

Different Compared to...

- Online directories
 - limited curation or quality assessment
- Legacy brick and mortar
 - limited to supply in local geography

COMPETITIVE ADVANTAGE

Scaled Selection

What We Do

Scaled quality live instruction available in 3,000+ subjects - ability to identify and build supply of Experts across thousands of topics

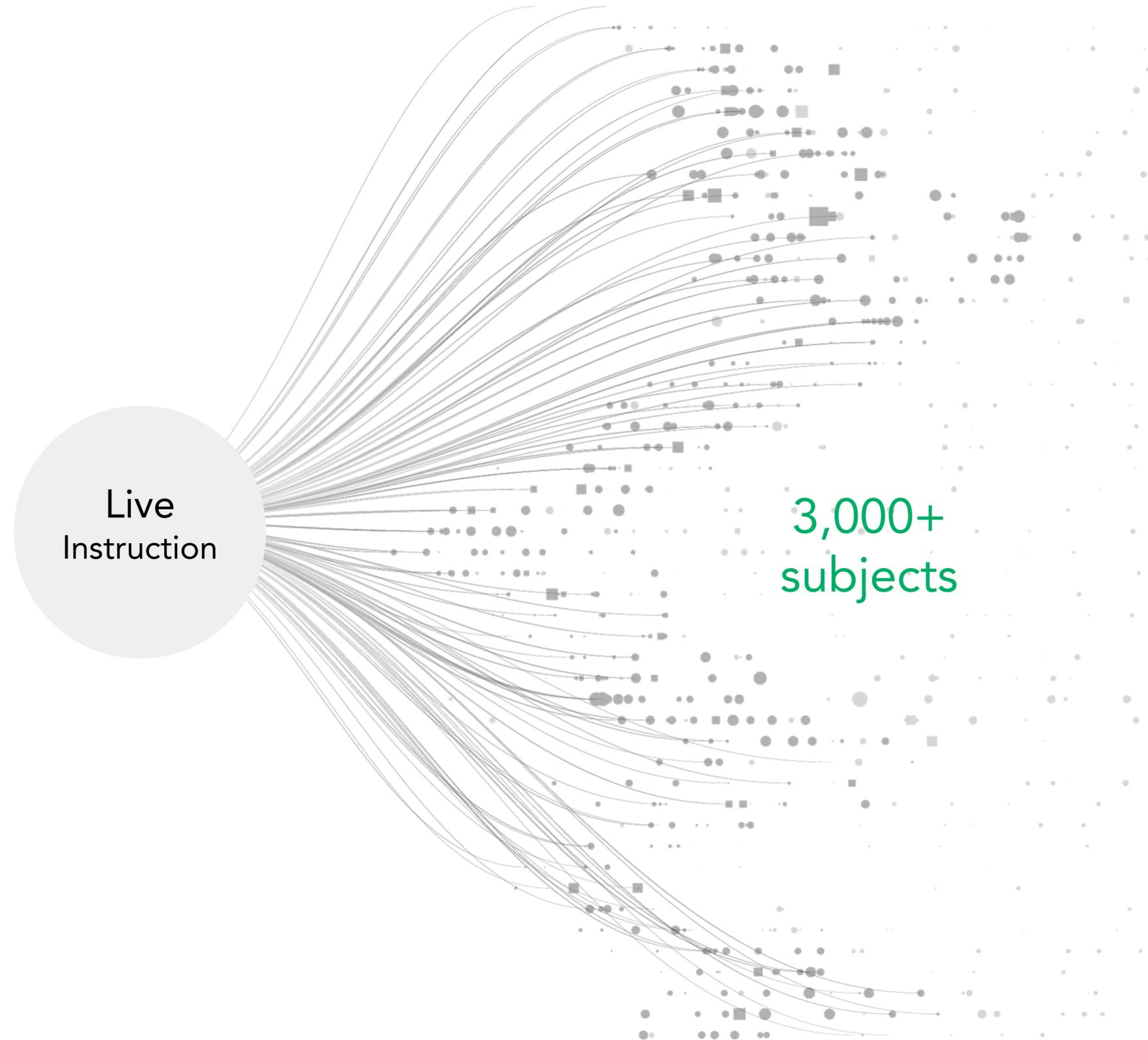
Why It Matters

Learners: Can learn large number of subjects on our platform at any age

Experts: Instruct across multiple topics of expertise

Different Compared to...

- Narrow platforms that offer limited or sole subject breadth
 - college, elementary, law
- Legacy brick and mortar
 - limited to supply in local geography



COMPETITIVE ADVANTAGE

Multiple Format Online Destination

What We Do

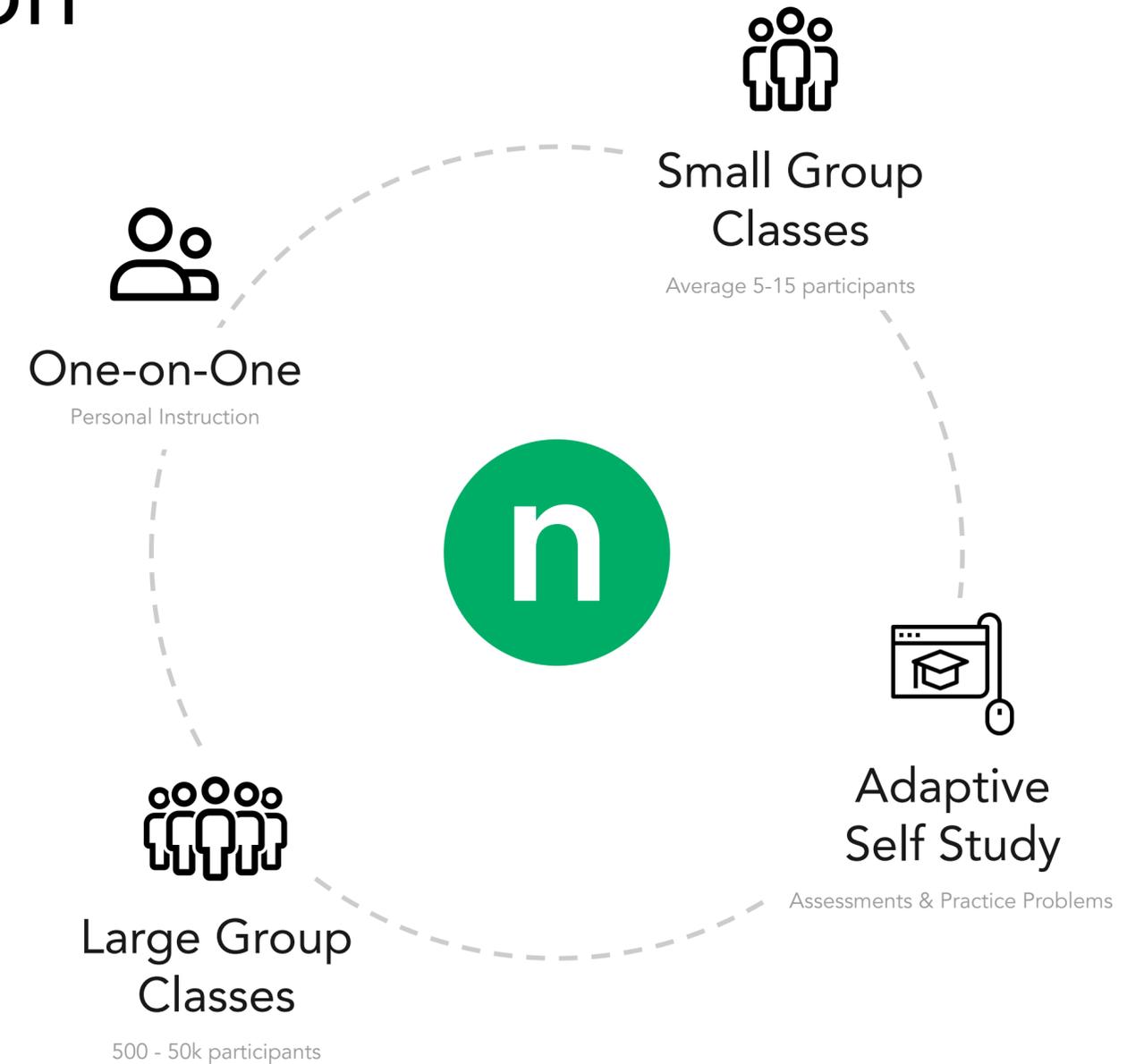
Single online destination covering multiple learning needs across LIVE and asynchronous

Why It Matters

Convenient and accessible via our online platform woven together for an integrated and more personalized experience

Different Compared to...

- Only self study / recorded content
 - *insufficient format breadth, lack of engagement*
- Legacy offline models
 - *in person, inconvenient*



COMPETITIVE ADVANTAGE

Personalized Experience

What We Do

Personalization across multiple touchpoints

- matching
- consultations
- unique learning pathways

Why It Matters

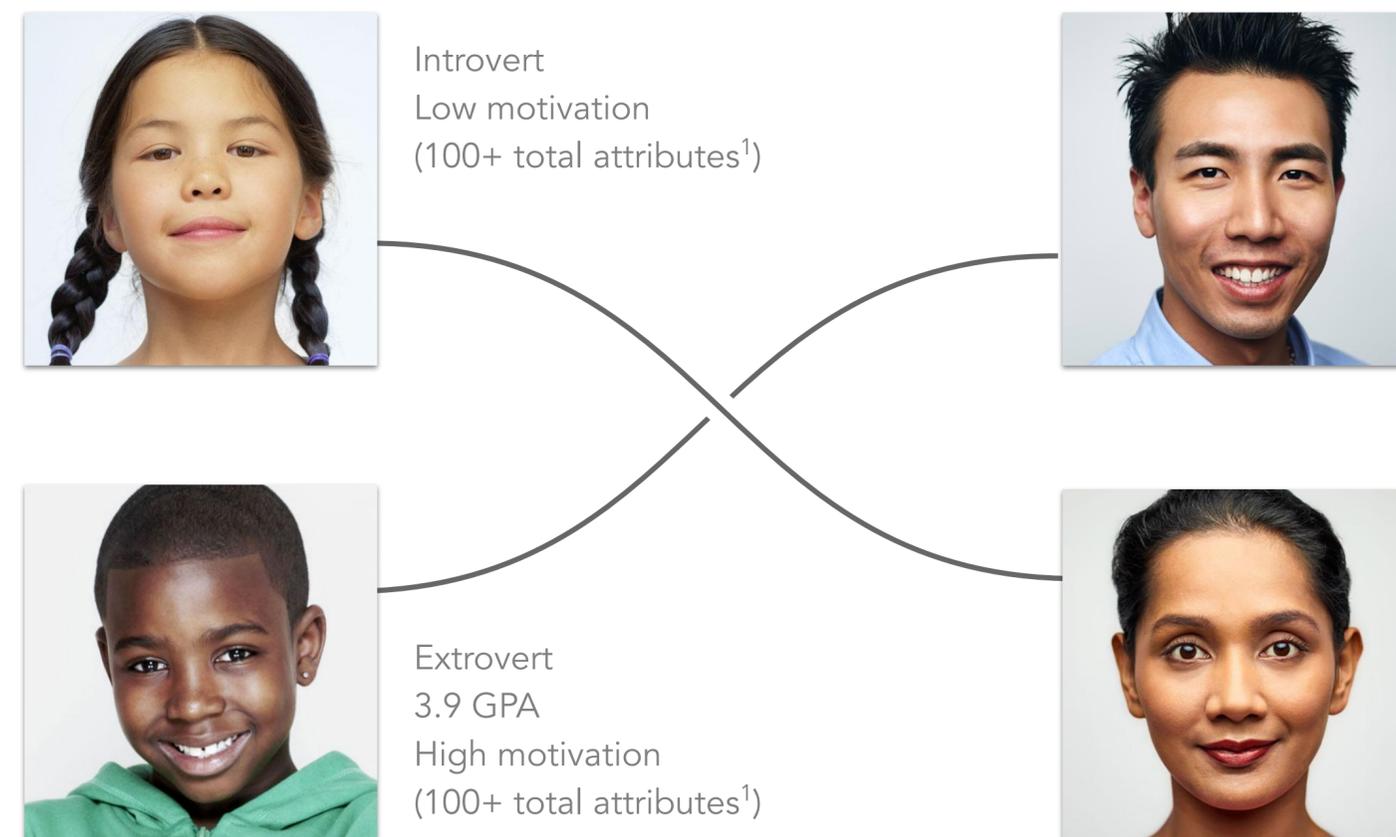
Every learner is unique, most education solutions teach to the average

Different Compared to...

- Online directories
 - limited curation or assessing of quality
- Legacy brick and mortar
 - limited to supply in local geography

AI-Powered Learner/Expert Matching

Both learners, struggling with the same subject, are intelligently matched to the instructor who best fits their specific needs



Superior Value for Both Sides of the Network

Value for Learners



Better Experience

Hand-picked experts, tech-enabled tools, multiple learning formats



Convenient

Learners can interact when, where, and how they want including scheduled and on-demand instruction



Cost Effective

Enabling exceptional experience at a great value



Trust

Trusted brand for high quality instruction

Value for Experts



Strong Income Potential, Less Hassle

Significant earnings without effort to find new customers



Flexible Schedule

Work where, when, and how you want with 24/7 demand in 3,000+ subjects



Platform & Experience

Technology tools, personalization, and collaborative platform make instruction engaging and enjoyable



Get Paid On-Time & Securely

Paid frequently with direct deposit

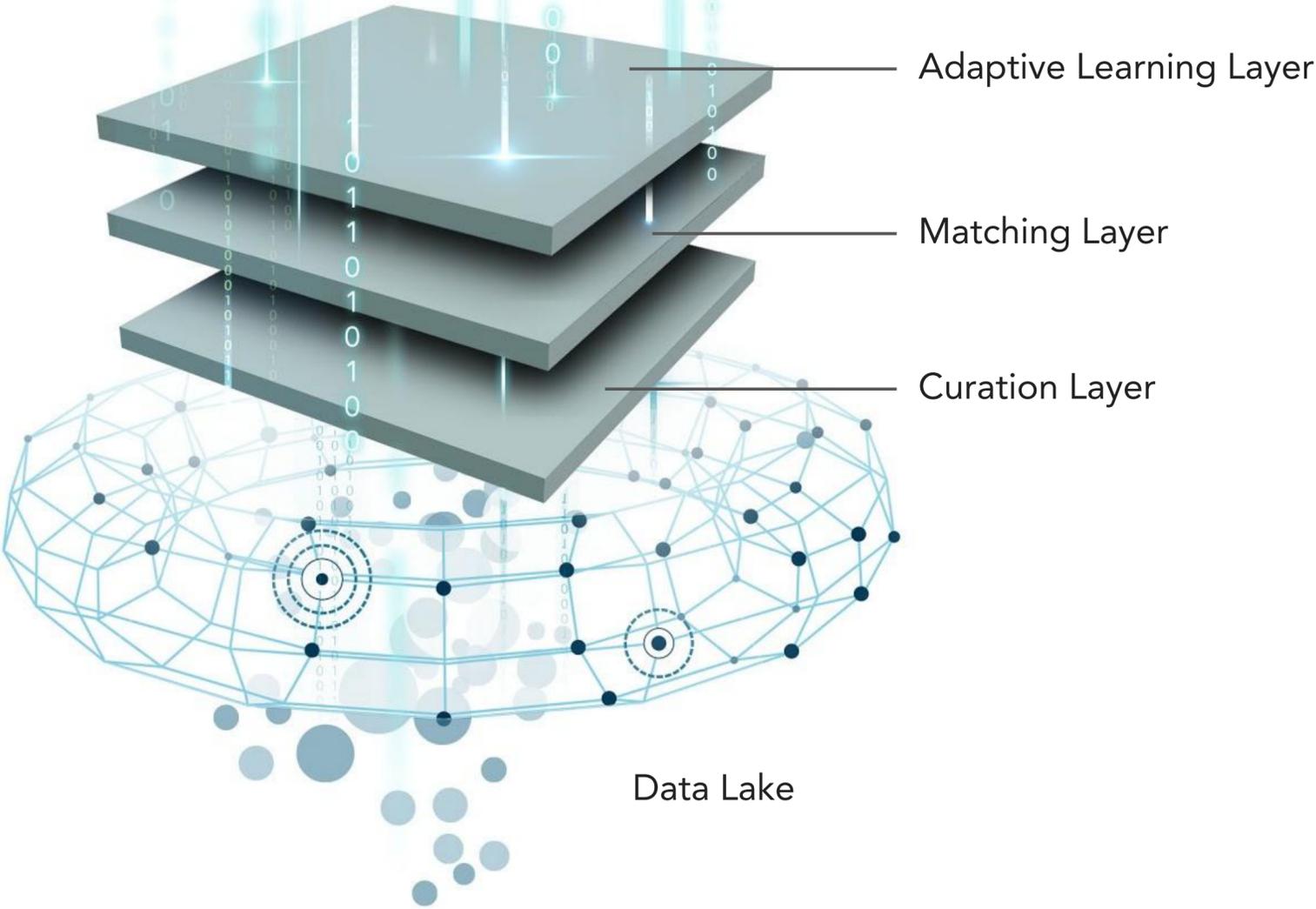


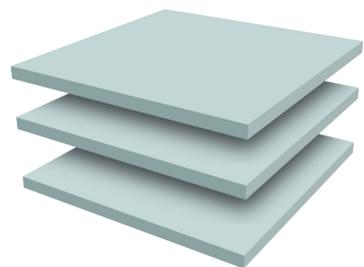
How We Do It

An Operating System Engineered For Learning

AI *for* HI™

Artificial Intelligence for Human Interaction





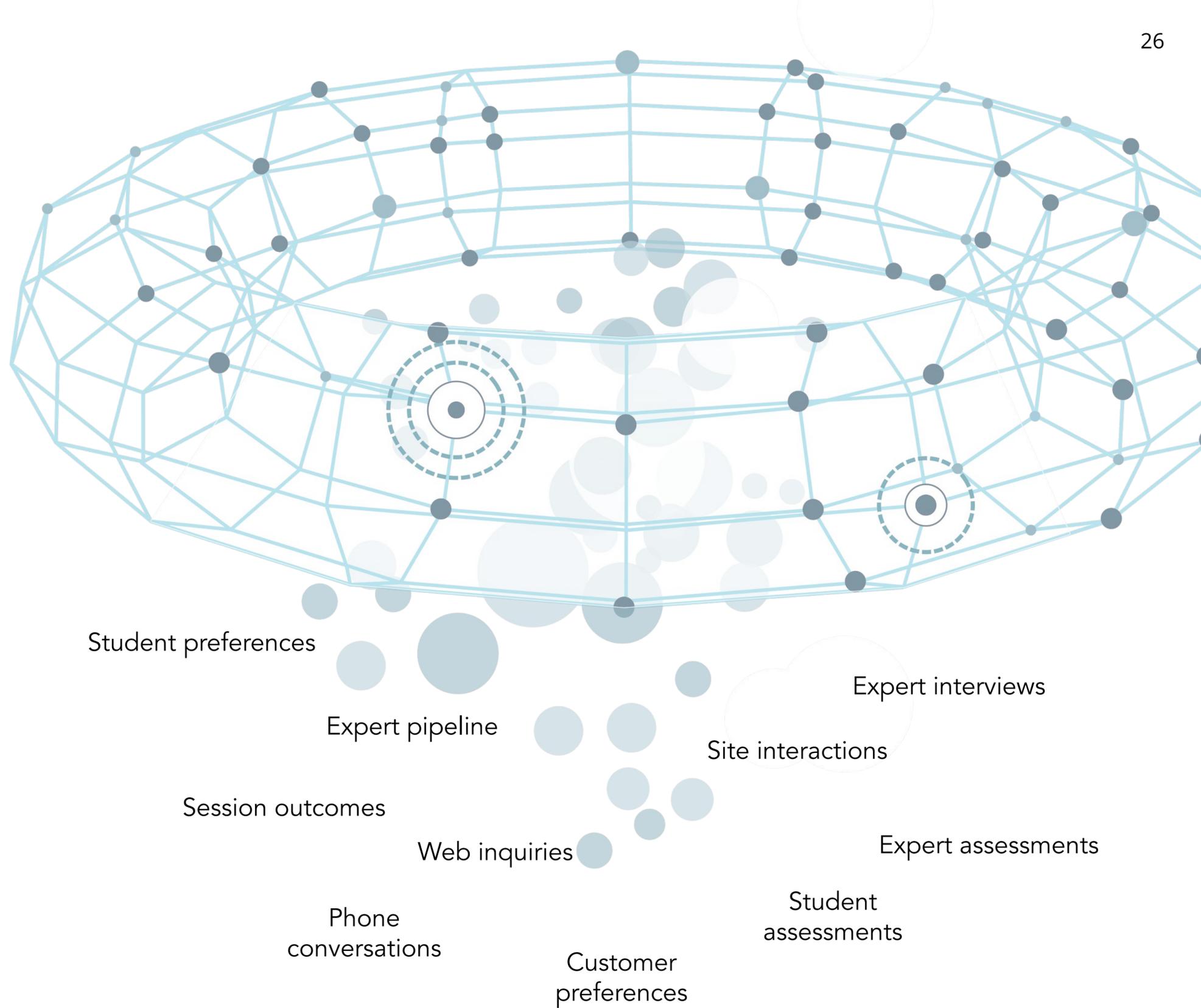
Data Lake

Our proprietary data

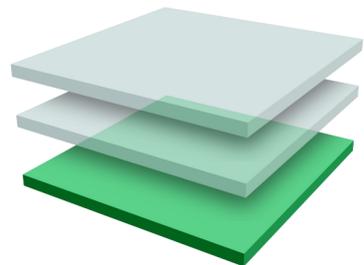
An expansive and integrated data set to drive the algorithms powering our personalized interventions

>80M

Usable data points for personalization¹



1. Defined as data points generated from student attributes, instructor attributes, past matching, learning interactions from online platform, website and marketing event interactions, and self study interaction. Amounts exclude Legacy Businesses.



Curation Layer

Identifying the best experts

With our rich database of past learning interactions, we've identified the critical traits, knowledge, and experience that highly correlate to better outcomes

4.9/5

Expert Rating¹

68

NPS Score²

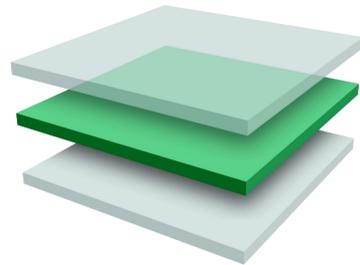


Better Experts = Better Outcomes = Better Learner Experience

1. Sources: Average session rating on customer feedback (all time through December 2020). Amounts exclude Legacy Businesses.

2. Net Promoter or Net Promoter Score is the percentage of customers rating their likelihood to recommend a company, a product, or a service to a friend or colleague as 9 or 10 minus the percentage rating this at 6 or below on a scale from 0 to 10. Varsity Tutors client trigger-based NPS survey data, Q1-Q4 2020; n=700.

Rating Match Quality – considering over 100 factors



Matching Layer

Selecting the best expert

We optimize across a high dimensional set of features to identify the learner-to-expert matches with the best projected probability of a successful interaction

100+

Features per learner and instructor¹

>800K

Learner and expert matches²

Sample Data set (Experts)

- Sessions per student motivation cohorts
- Sessions per requested subject
- Standardized test math score
- Standardized test science score
- (+ more data points)



Jason



Priya



Sarah

Sample Data set (Learners)

- Student grade
- Current grade performance
- Disposition towards learning
- Desired subject
- Schedule availability
- Previous test score
- Motivation
- Communication preferences
- (+more data points)



James



Pankaj

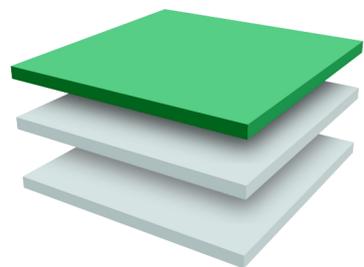


Kumiko

	Jason	Priya	Sarah
James	P_{ij}	P_{ij}	P_{ij}
Pankaj	P_{ij}	P_{ij}	P_{ij}
Kumiko	P_{ij}	P_{ij}	P_{ij}

Match Score

1. Defined as data points generated from student attributes, instructor attributes, past matching, learning interactions from online platform, website and marketing event interactions, and self study interaction. Amounts exclude Legacy Businesses.
 2. 2012 through December 2020. Amounts exclude Legacy Businesses.



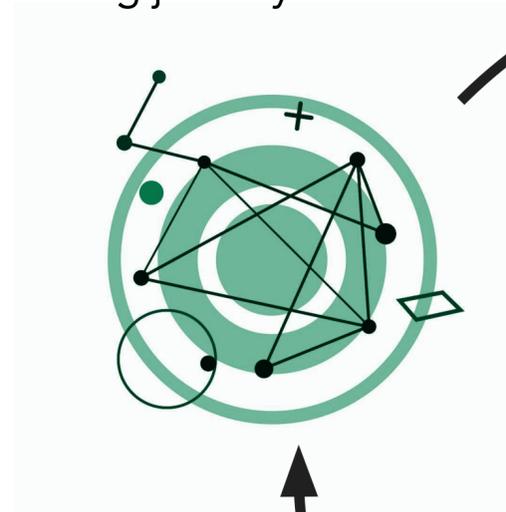
Adaptive Learning Layer

Personalizing the learning path to mastery

40%

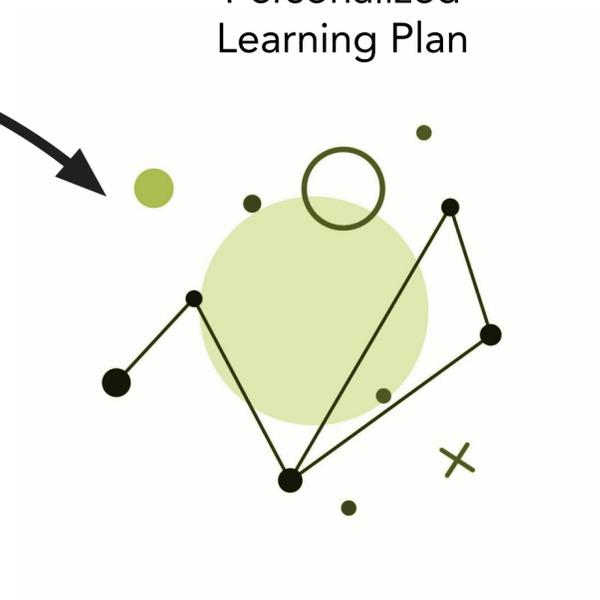
more likely to renew after completing an assessment¹

Continuous evolution across learning journey



ASSESSMENT

Personalized Learning Plan

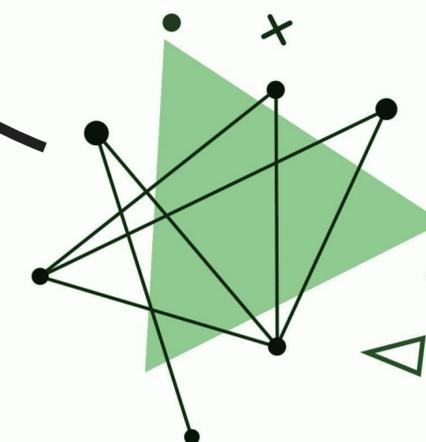


Adaptive Learning Plan

ASSESSMENT

ASSESSMENT

Learning Plan evolves



The system adapts after every learning interaction, which matures and compounds its intelligence to deliver increasingly better guidance to the learner.

1. From January 2020 to March 2021, Learners attending a paid online one-on-one session or a paid online class are 40% more likely to renew than those that began but did not complete an assessment.



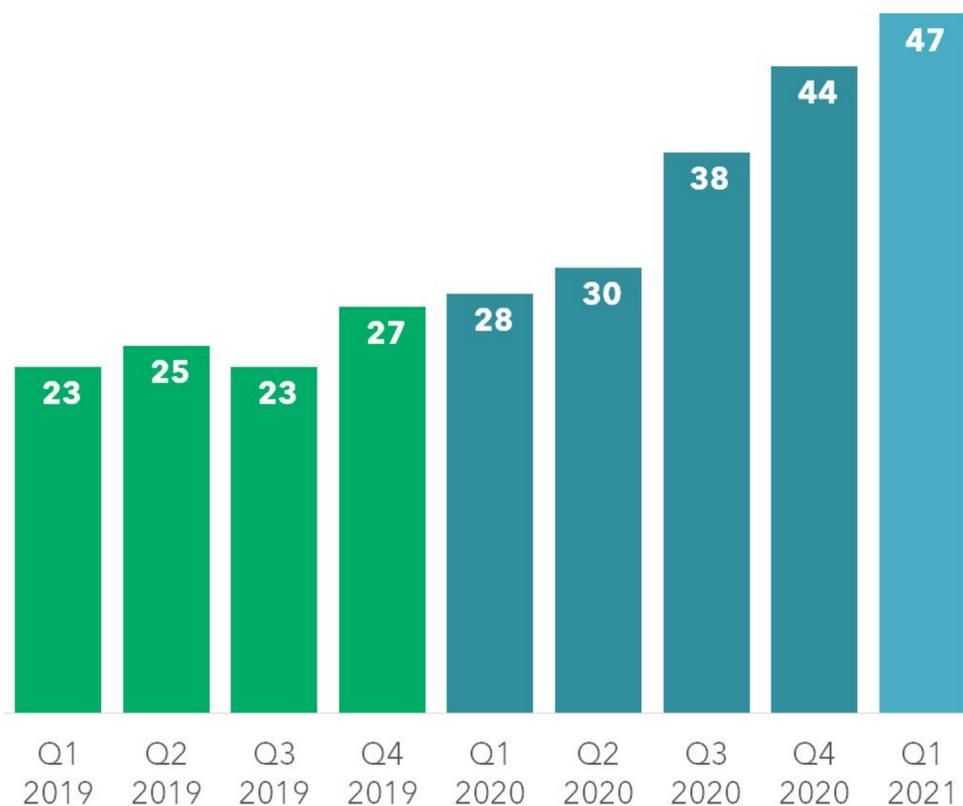
Growth

We're Building from Strong Growth Foundations

Active Learners¹
(‘000s)

+67%

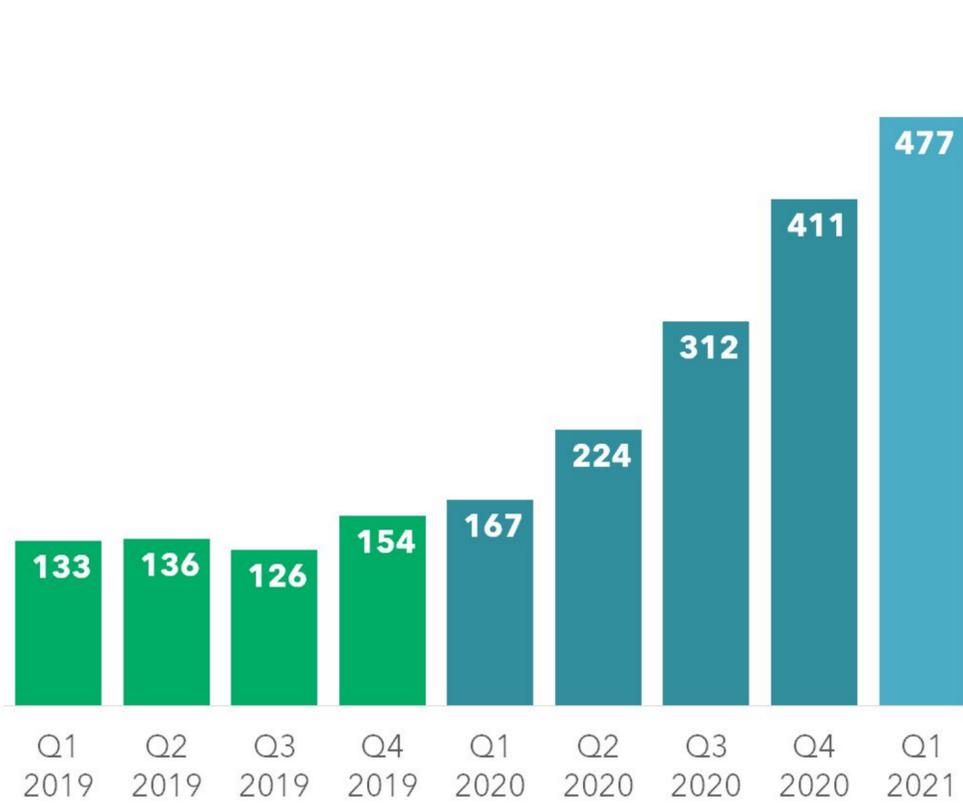
Q1-21 YoY Growth



Online Sessions²
(‘000s)

+186%

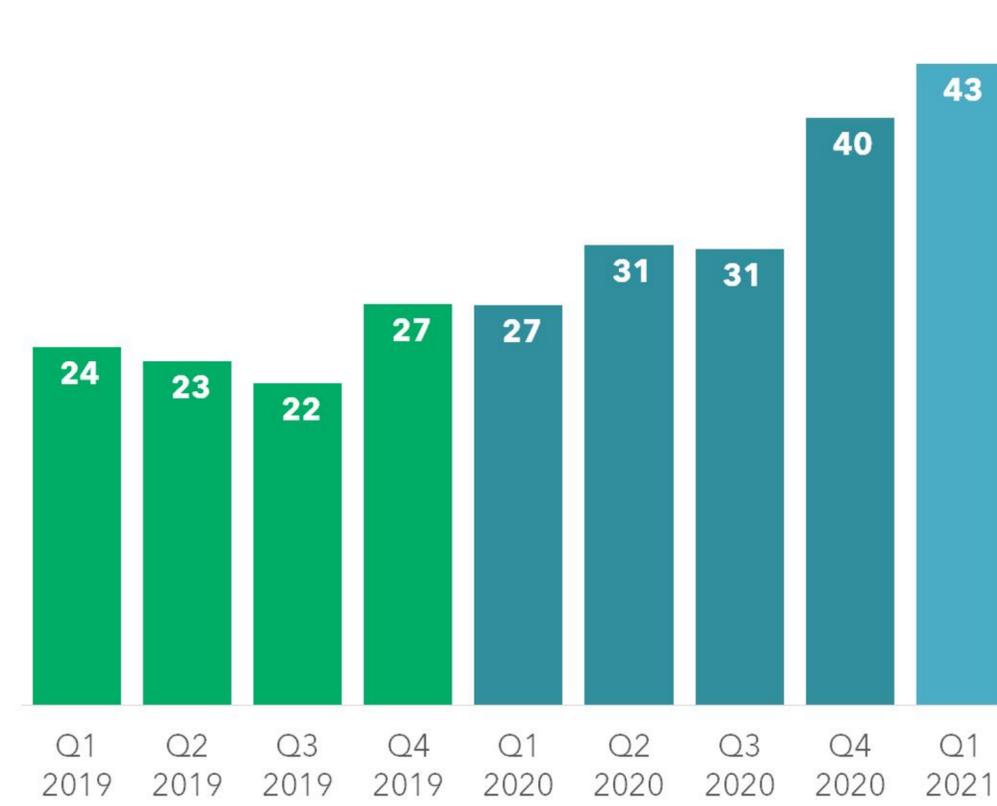
Q1-21 YoY Growth



Sessions Taught per Active Expert³

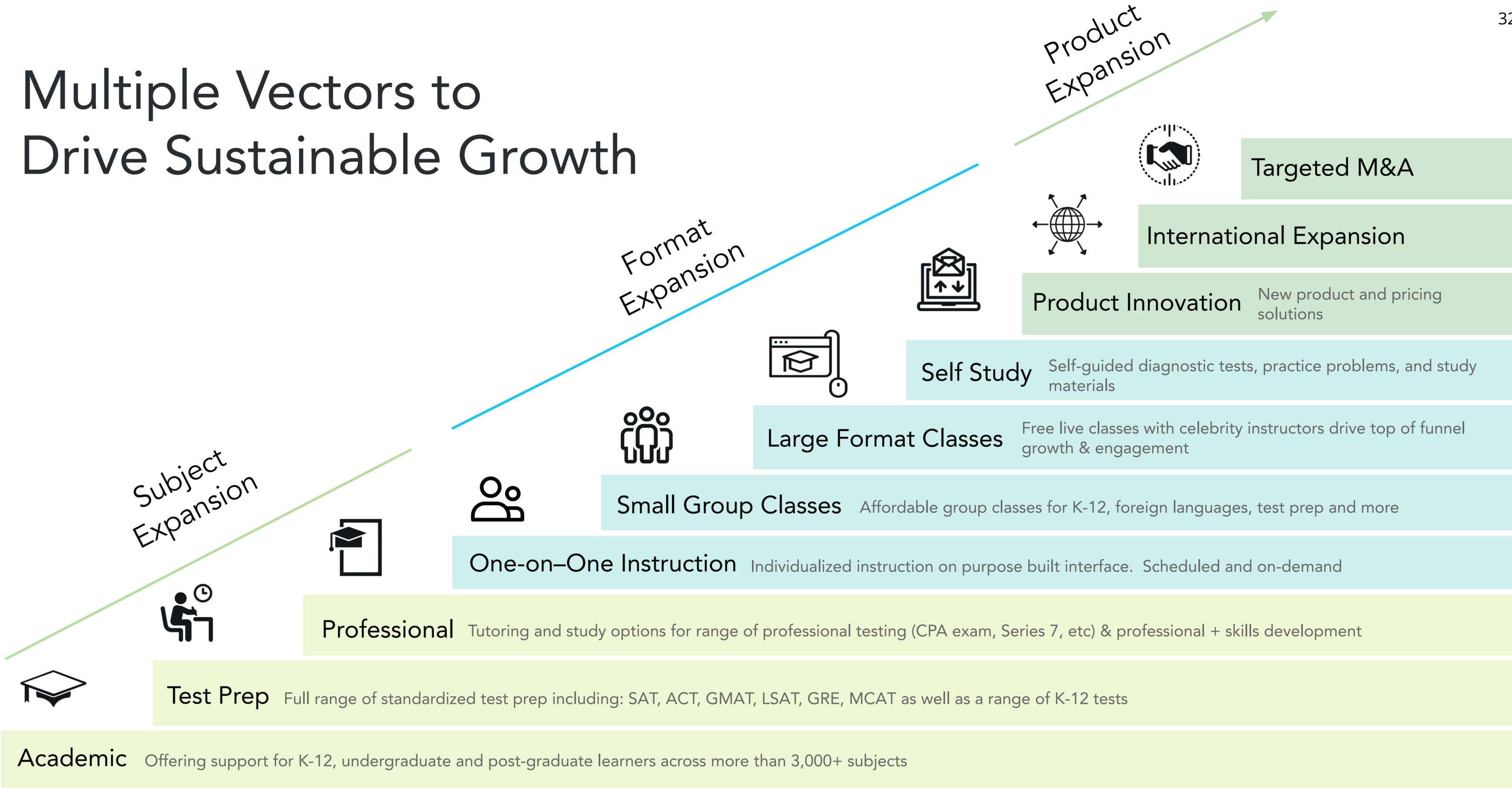
+60%

Q1-21 YoY Growth



1. Active Learners defined as the unique number of Learners attending a paid online one-on-one session or a paid online class in a given period. Amounts exclude Legacy Businesses and VT+.
 2. Online Sessions are defined as the number of online one-on-one sessions and the number of paid online group class attendees in a given period. Amounts exclude Legacy Businesses and VT+.
 3. Sessions Taught per Active Expert is defined as the number of one-on-one sessions and the number of paid online group classes per active Expert in a given period. Active Expert defined as having instructed one or more sessions in a given period. Amounts exclude Legacy Businesses and VT+.
 Note: Quarterly information is unaudited.

Multiple Vectors to Drive Sustainable Growth

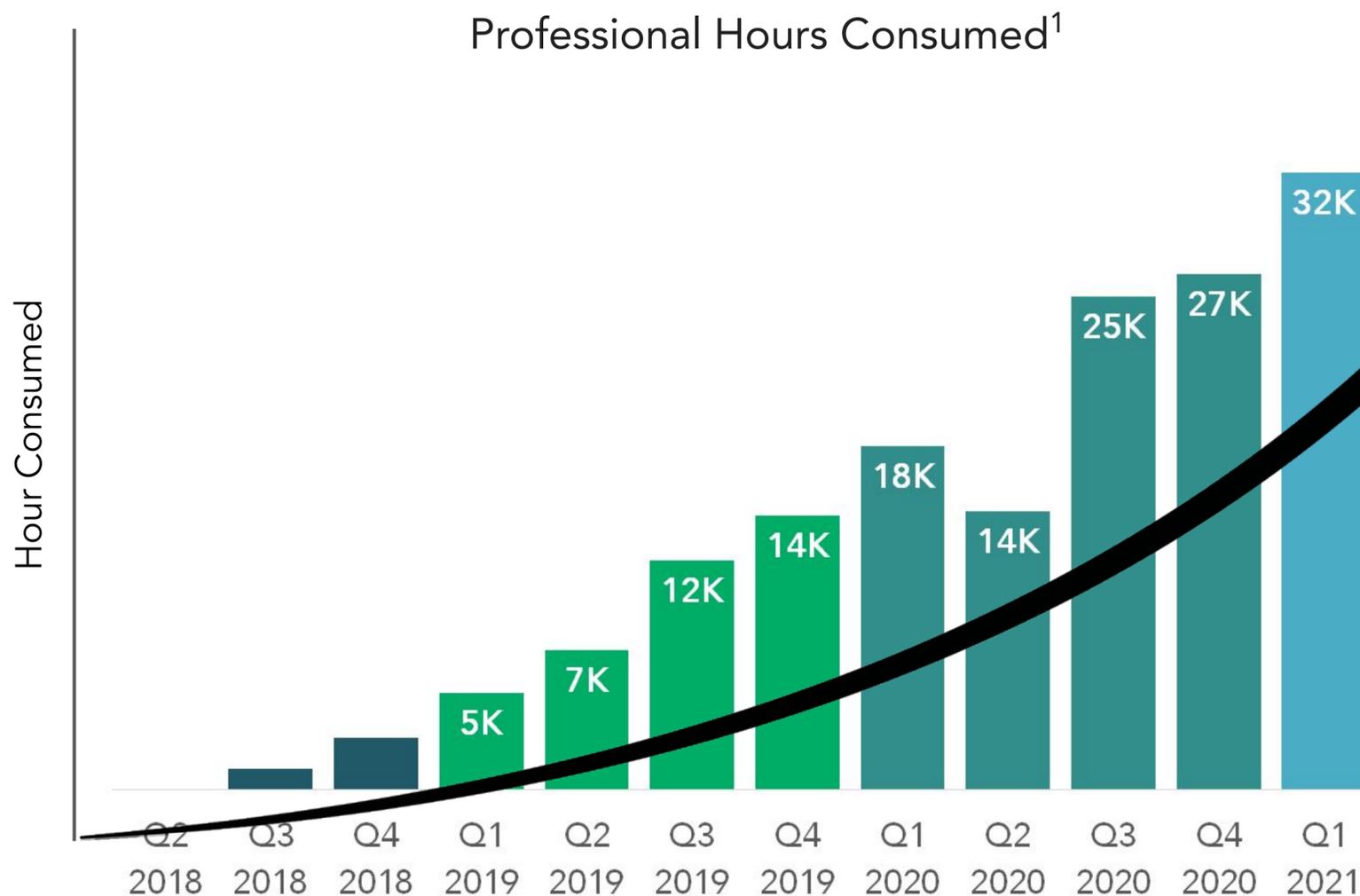


GROWTH VIA NEW SUBJECTS

Tackling a sizeable opportunity in the Professional segment

1,000's
of Potential
Professional Subjects

CURRENT TOP SUBJECTS



NCLEX
Nursing
licensure exam

SERIES 65
Uniform Investment
Advisor Law Exam

CPA
Certified Public
Accountant
licensure exam

PRAXIS
Teaching licensure
and certification

1. Includes Professional Testing hours consumed.
Note: Quarterly financial information is unaudited.

FORMAT GROWTH

Classes revenue increased 185% in 2H 2020², with significant upside remaining

We're well positioned vs. legacy offline options:

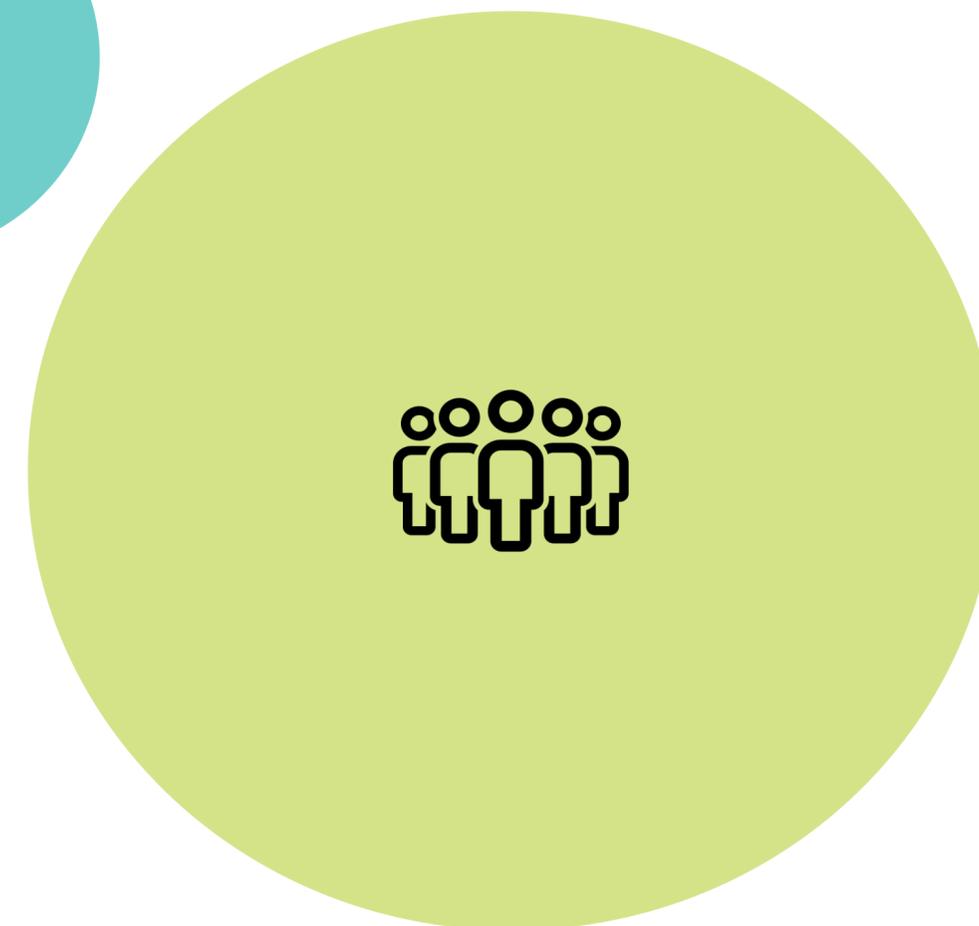
- ✓ Wider subject selection
- ✓ Higher quality instructors
- ✓ Personalized experience leveraging data
- ✓ Convenience of learning from anywhere

\$62 bn
Projected U.S. direct-to-consumer learning market size in 2024¹

ONE-ON-ONE
\$24 bn¹

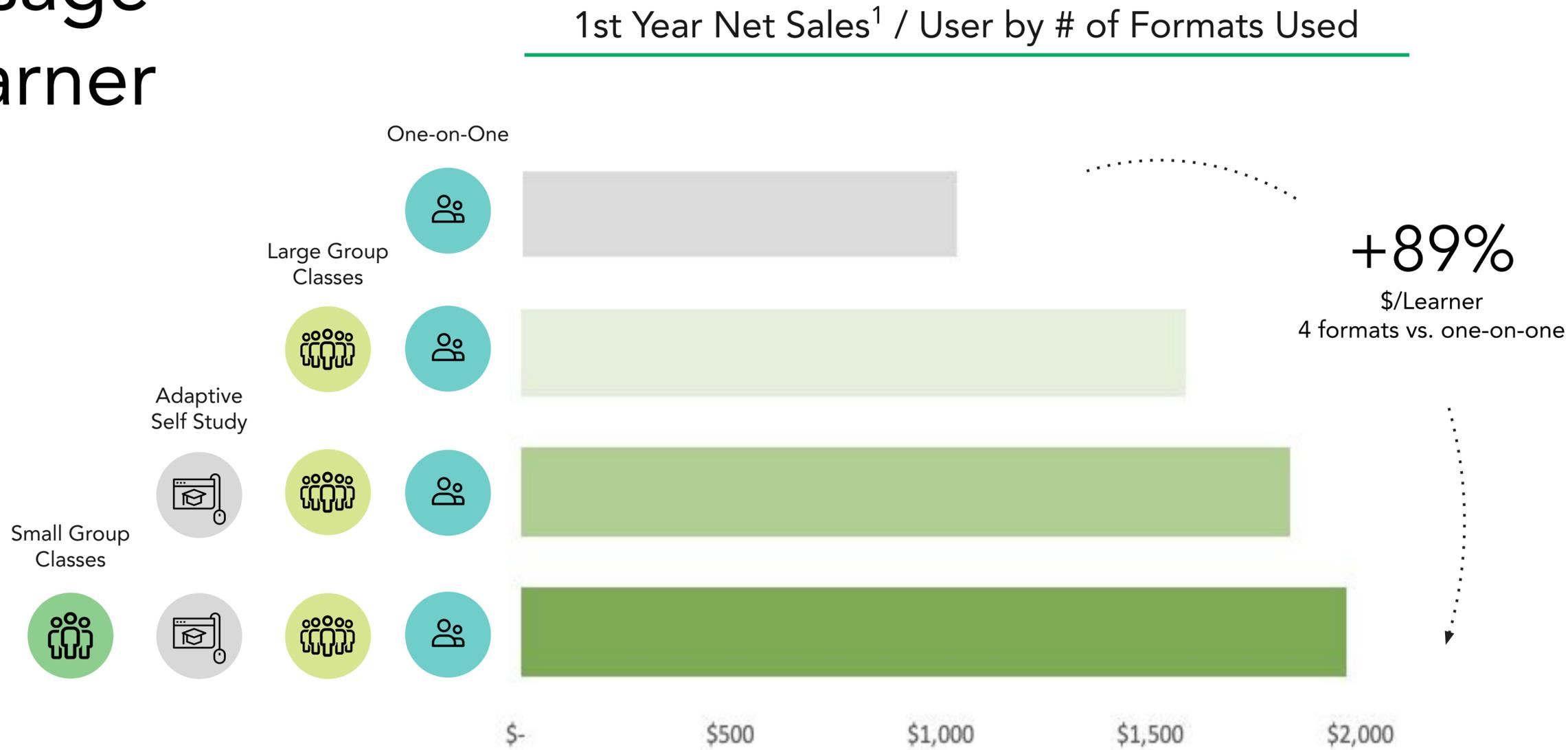


CLASSES
\$38 bn¹



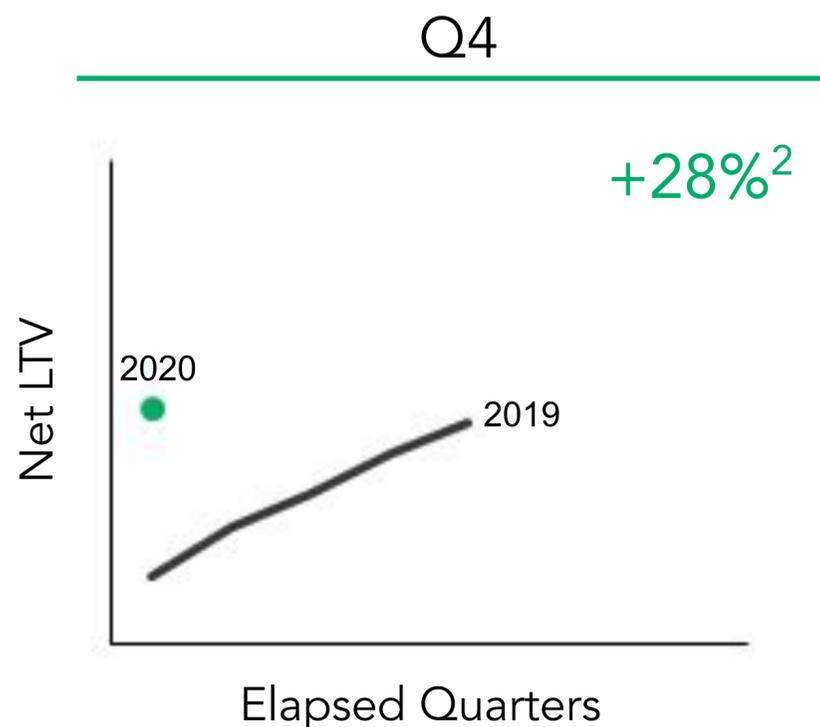
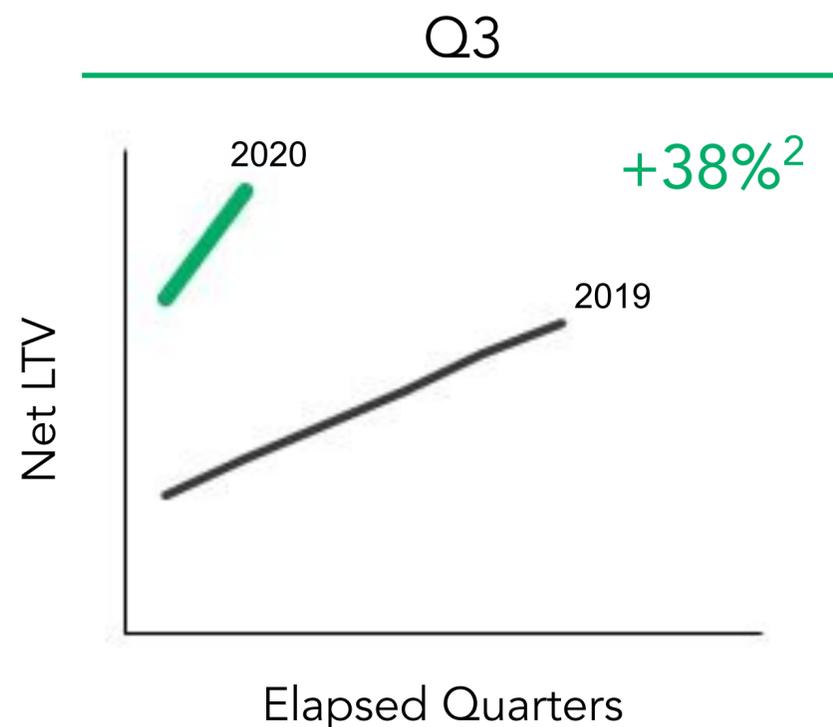
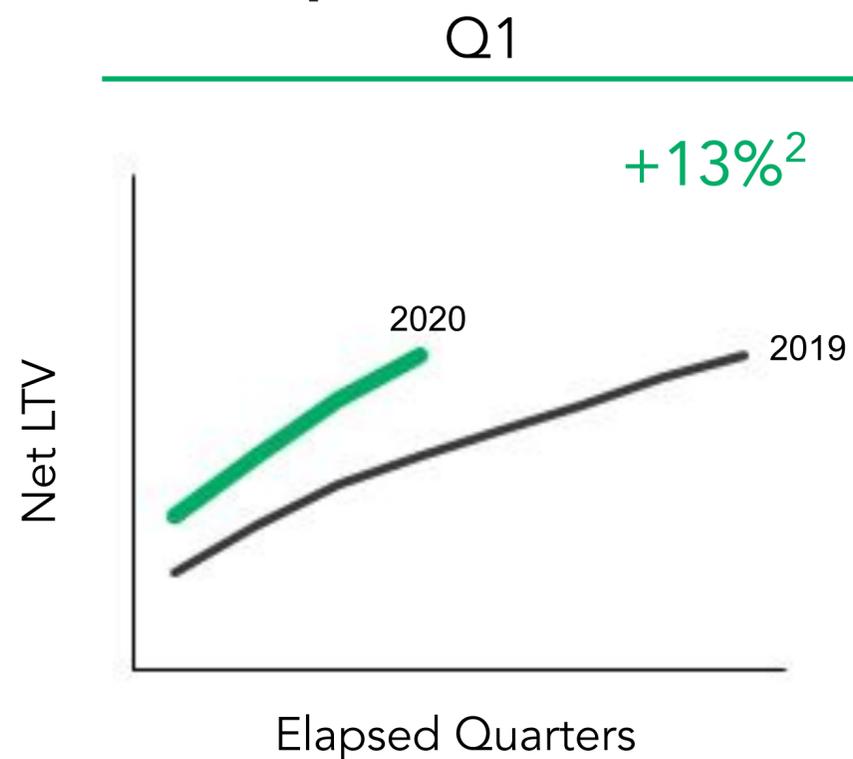
1. Projected. Technavio, US Private Tutoring Market (2020-2024); Technavio, US Test Preparation Market (2020-2024); IBISWorld: Fine Arts Schools in the US (16-Jun-2020).
2. Classes revenue in 2H 2020 vs. 2H 2019.
Note: Semi-annual financial information is unaudited.

Multi-format usage is driving \$/Learner growth



1. Net sales is a non-GAAP measure representing client purchases inclusive of payments due within 30 days minus refunds recorded during the period, a close proxy for cash receipts from customers. Net \$ / Learner measured by format usage Oct 1, 2019 - Sept 30, 2020. Amounts exclude Legacy Businesses.

LTV¹ Expansion Accelerating



LTV expansion driven by multi-format engagement and higher consumption

Recent cohorts' initial LTV significantly higher than historical periods

2H 2020 Cohorts surpassed in one quarter the LTV of the same 2019 cohorts after five quarters

Q3 2020 and Q4 2020 demonstrate expansion durability

1. Total Net Sales Lifetime Value ("LTV") defined as new one-on-one customer cohort actual spend for historical months, multiplied by average net sales gross margin rate. Net sales is a non-GAAP measure representing client purchases inclusive of payments due within 30 days minus refunds recorded during the period, a close proxy for cash receipts from customers.
 2. Percentage change represents most mature quarter LTV of the 2020 cohort as compared to the same quarter of the 2019 cohort.

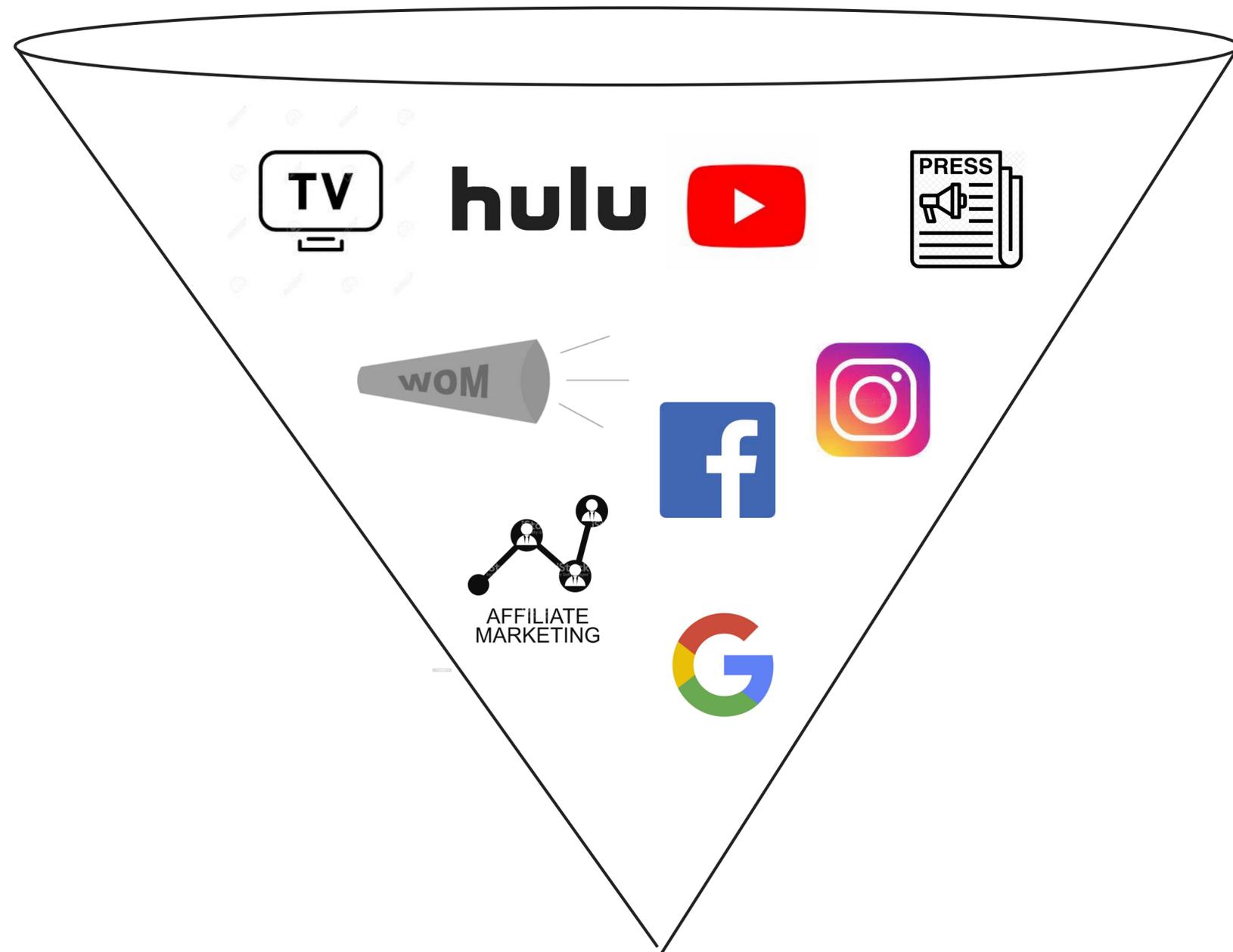
Building a full funnel approach to new Learner growth

Brand (~1/3 of spend)

Leveraging StarCourses and high reach channels to build awareness, establish trust, and generate word of mouth

Performance (~2/3 of spend)

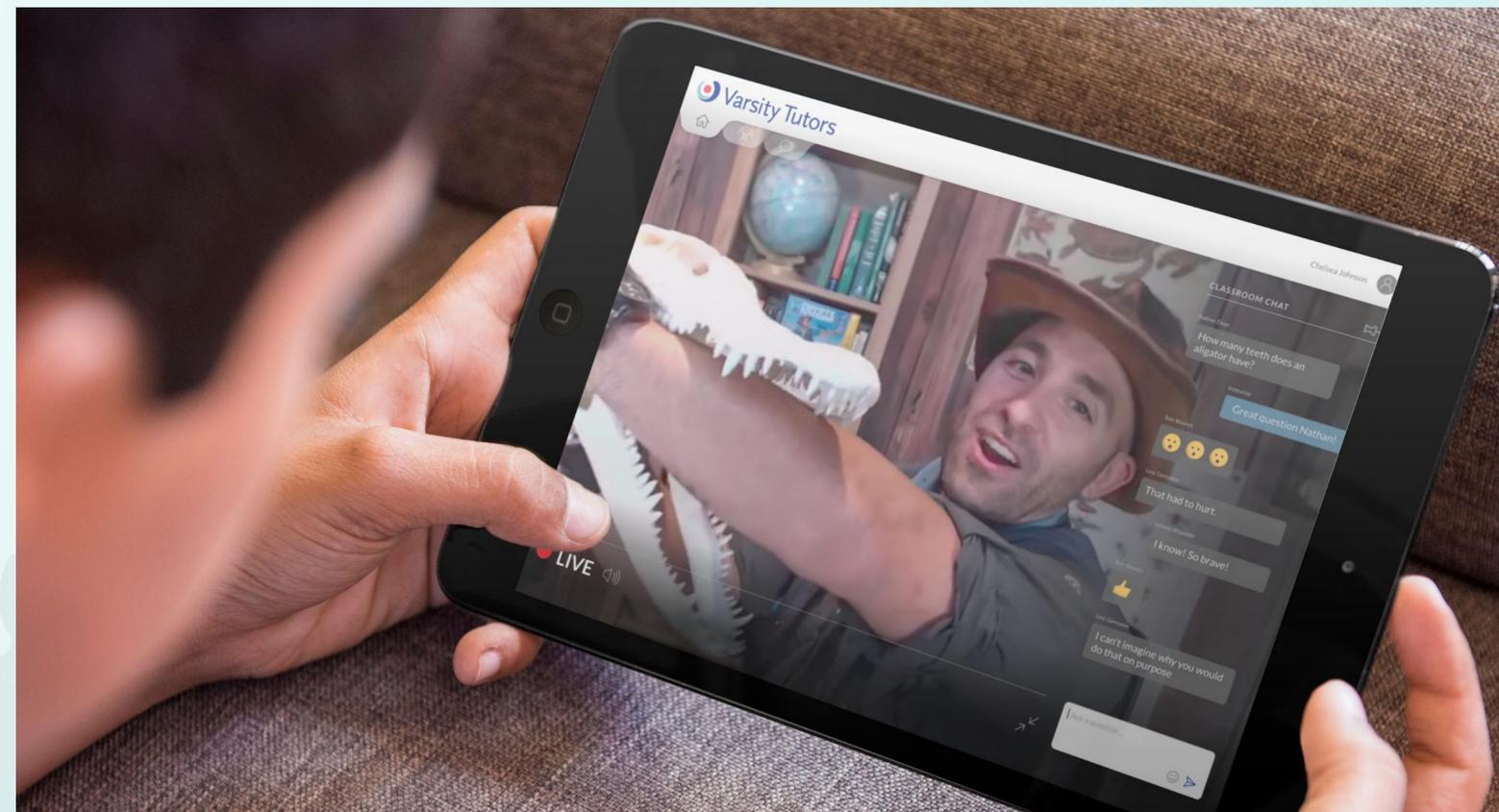
Data and tech-enabled approach to organic and paid search to drive highly efficient growth



BRAND BUILDING

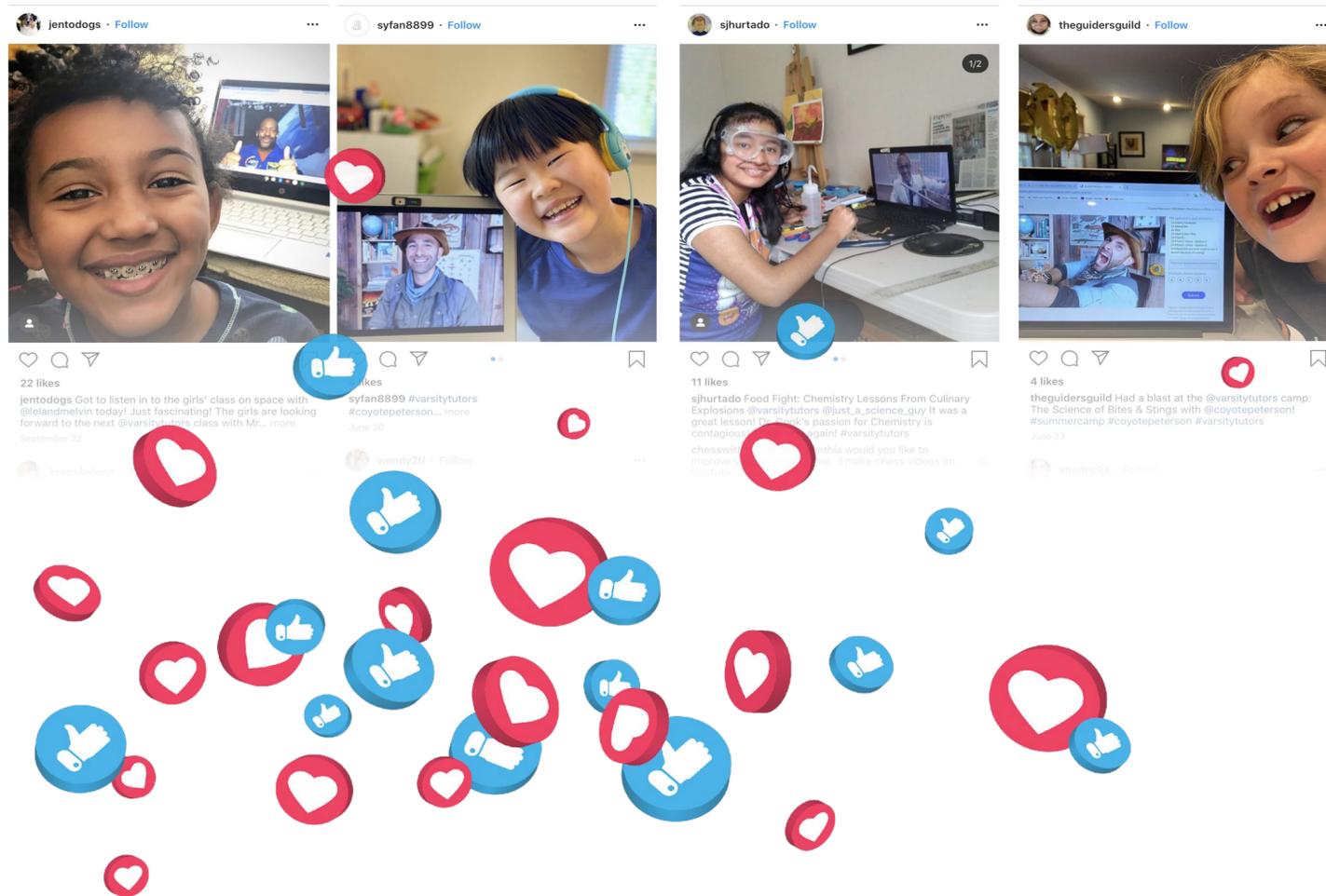
Large Format StarCourses

- ✓ Large format live class can accommodate 500-50K+ students
- ✓ Offered completely free of charge
- ✓ Format attracts new users, retains existing users, & drives brand
- ✓ 500K+ registrants, 3M+ class enrollments in 2020

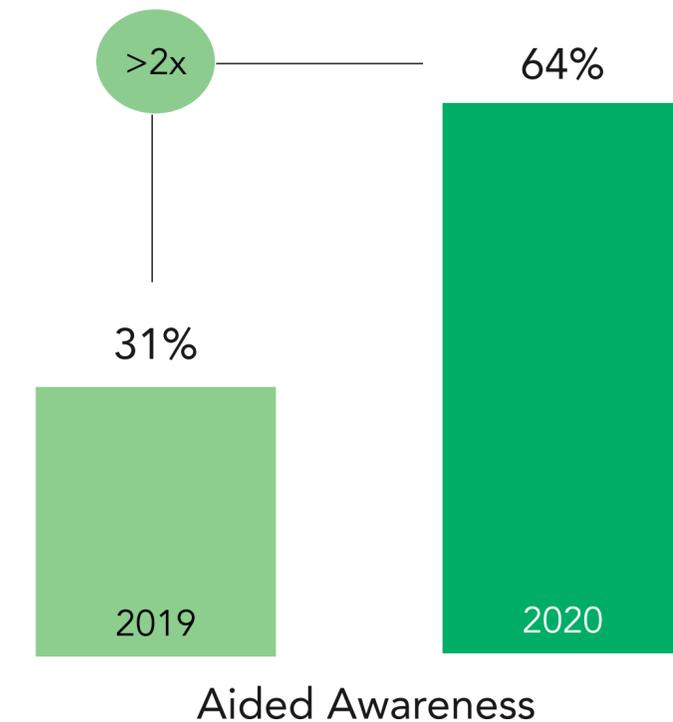


100+ StarCourses taught
58 celebrity partnerships

Establishing a Lasting Brand, Founded in Trust



Brand Awareness¹



90%
Believe Varsity Tutors offers high quality instruction²

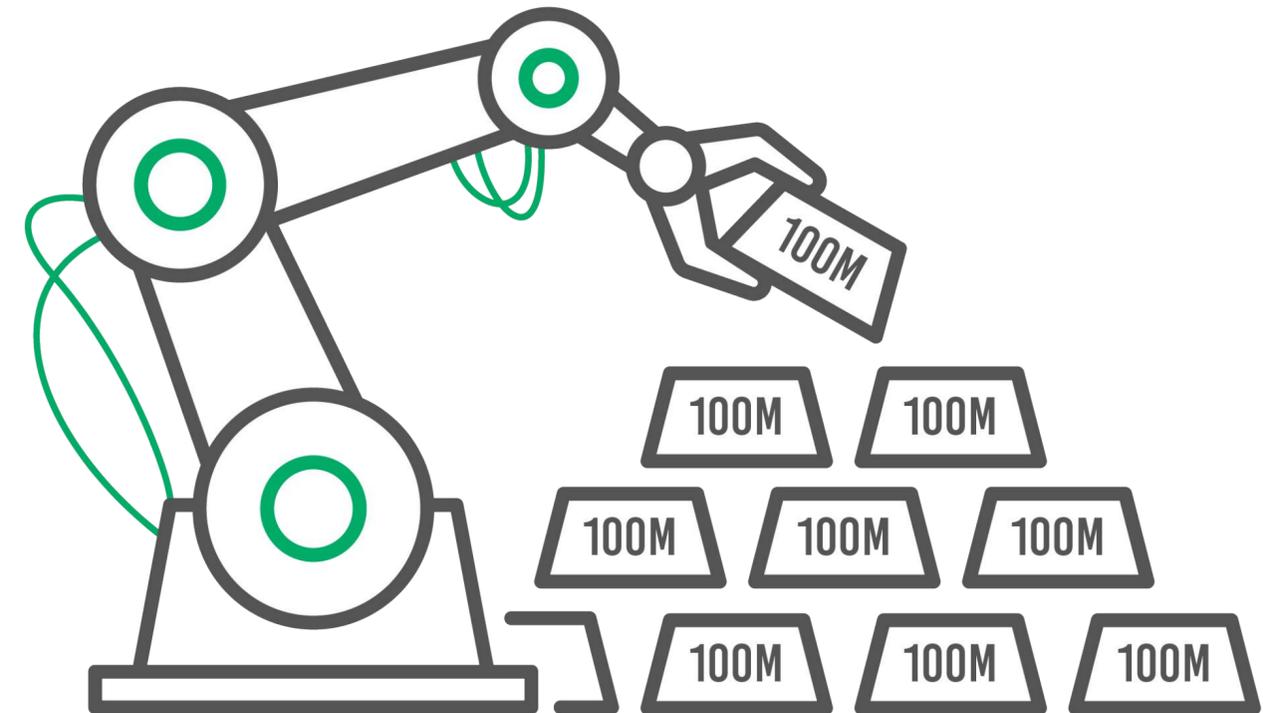
87%
Believe Varsity Tutors is a brand they can trust²

1. Survey of general population, 1,000 Parents of K-12 learners. Conducted by Halsted Strategy Group, Nov 2020.
 2. Survey among current and past Nerdy users. Conducted by Halsted Strategy Group, Nov 2020.
 Note: The individuals depicted above are referenced for their historical participation in the StarCourses Campaign offered through the Varsity Tutors platform and the depictions are not intended to imply that they have current involvement in StarCourses.

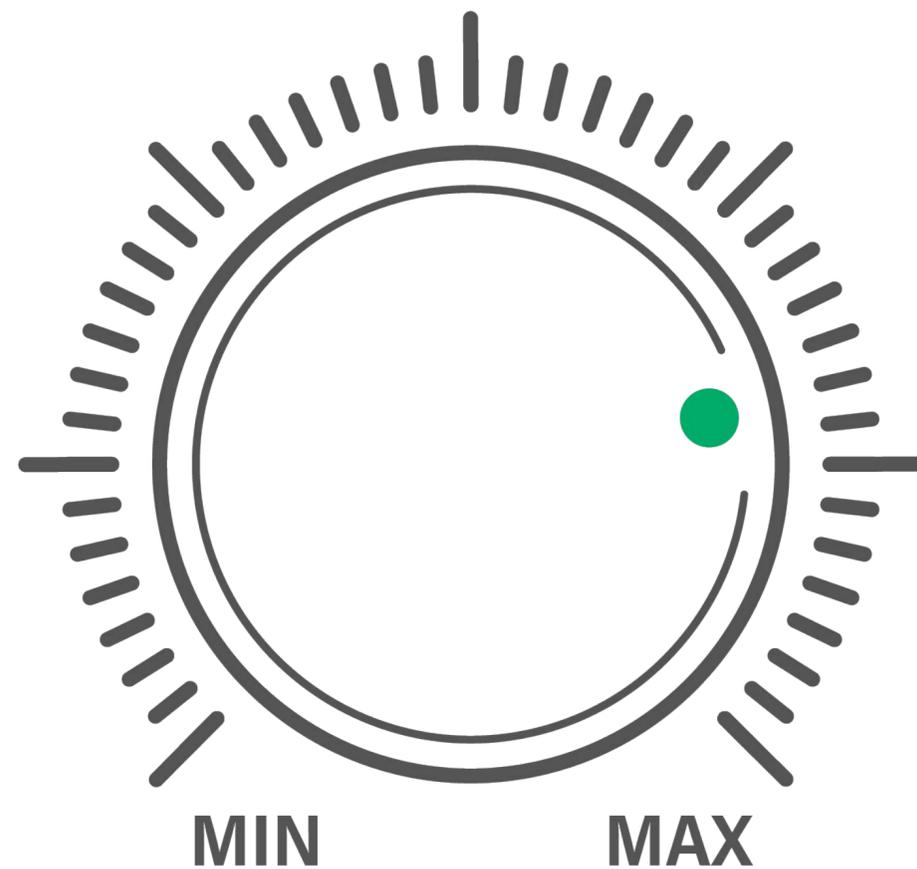


Building Scale

We're Aiming to Build One Hundred, \$100M Businesses by Scaling Live Personalized Learning



Our Platform is Designed to Power Growth and Scale



Scale Faster w/ Generalizable Capabilities

Scale Smarter w/ Machine Learning

Scale Leaner w/ Process Automation

Scaling Faster: Generalizable Capabilities Enabling Faster Product Expansion

Opportunity

There is significant opportunity across our addressable TAM to extend reach across new segments with our multi-product format strategy

Leveraging Generalizable Capabilities

We built our online platform in a highly extensible manner leveraging technology and infrastructure that could easily be utilized to extend our reach into new audiences like Professional, and new formats like live Classes

>3x

Average new initiative
consumption growth¹

(through 10 quarters since inception)

1. Average new initiative consumption growth vs. initial launch of one-on-one. One-on-one based on hours consumed starting March 2009. Classes and Professional Testing based upon hours consumed starting August 2018.
Note: Quarterly metrics are unaudited.

Scaling Smarter: Machine Learning for More Personalized & Efficient Consultation

Opportunity

Nearly 2/3rd of customers prefer at least some level of personal consultation when looking for learning help¹

Application of Machine Learning

Our models leverage prospective and current client data to reduce internal effort by only contacting people who want to be contacted, when they want, and how they want

41%

Reduction in sales cost
as a % of revenue²

(2H 2020 vs. 2H 2019)

1. Halsted strategy group parent survey K-12 N=1,000 August 2019.
2. Sales cost as a % of revenue is based on GAAP revenue and total sales cost, 2H 2020 vs. 2H 2019.
Note: Semi-annual financial information is unaudited.

Scaling Leaner: Process Automation to Reduce Expert Curation Costs

Opportunity

To deliver a great learning experience, you must effectively test an Expert's subject matter expertise and teaching capabilities

Application of Process Automation

Utilize data informed automated processes designed to identify and screen for Expert attributes that are most correlated to positive learning results

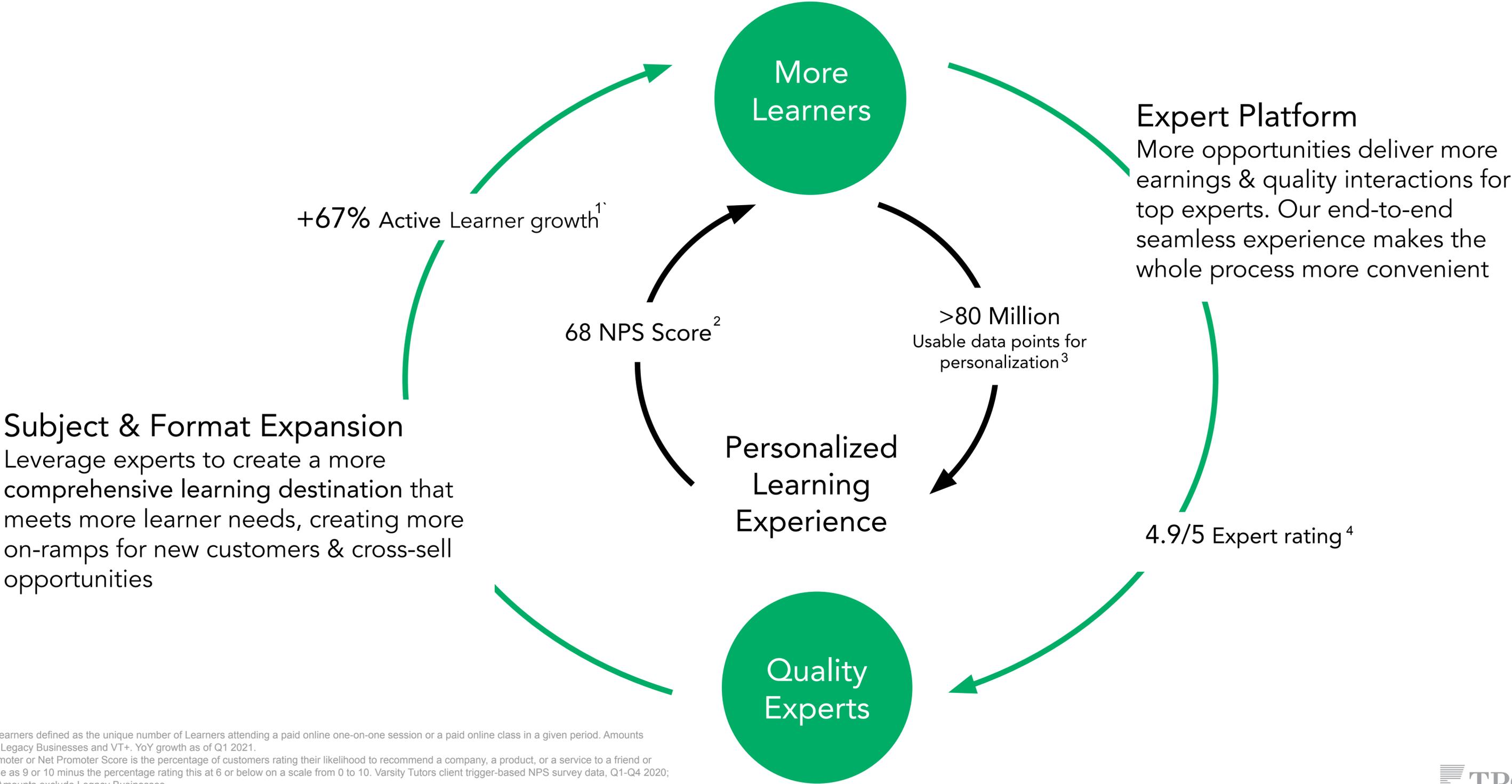
1.2%

Expert acquisition cost¹

(as a % of Revenue 2H 2020)

1. Expert acquisition cost includes third party recruitment cost as well as internal recruitment personnel cost.
Note: Semi-annual financial information is unaudited.

Powerful and Reinforcing Growth Flywheels



1. Active Learners defined as the unique number of Learners attending a paid online one-on-one session or a paid online class in a given period. Amounts exclude Legacy Businesses and VT+. YoY growth as of Q1 2021.
 2. Net Promoter or Net Promoter Score is the percentage of customers rating their likelihood to recommend a company, a product, or a service to a friend or colleague as 9 or 10 minus the percentage rating this at 6 or below on a scale from 0 to 10. Varsity Tutors client trigger-based NPS survey data, Q1-Q4 2020; n=700. Amounts exclude Legacy Businesses.
 3. Defined as data points generated from student attributes, instructor attributes, past matching, learning interactions from online platform, website and marketing event interactions, and self study interaction. Amounts exclude Legacy Businesses.
 4. Sources: Average session rating on customer feedback (all time through December 2020). Amounts exclude Legacy Businesses.



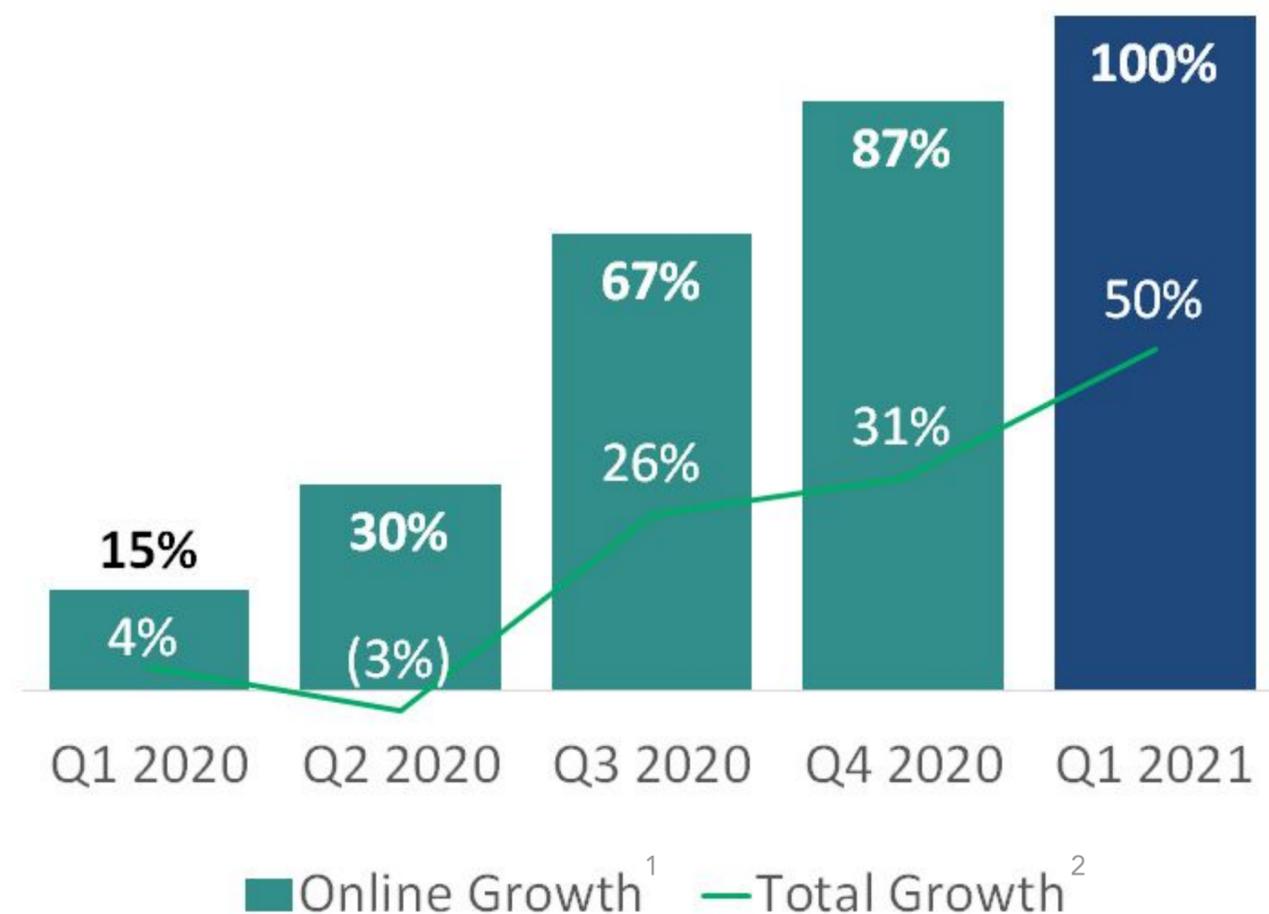
Financials & Outlook

Our Monetization Model



1. Paid Active Learners defined as the unique number of Learners attending a paid online one-on-one session or a paid online class in FY 2020. Amounts exclude Legacy Businesses and VT+. Free active learners defined as any account created for free classes or self study, but haven't purchased a paid product in FY 2020. Amounts exclude Legacy Businesses.
 2. Defined as the number of attendees in free class sessions during 2020.
 3. Defined as number of Learning Lab interactions from Q3-20 to Q1-21. A Learning Lab interaction includes site interactions and answered questions.

Revenue Growth Rates YoY



We've Built An Agile And Resilient Business

School and testing center closures related to the pandemic significantly impacted the business throughout 2020

Completed multi-year transition to 100% online in Q2 2020

New product innovation and increased adoption of online learning drove significant growth in 2H 2020 and Q1 2021

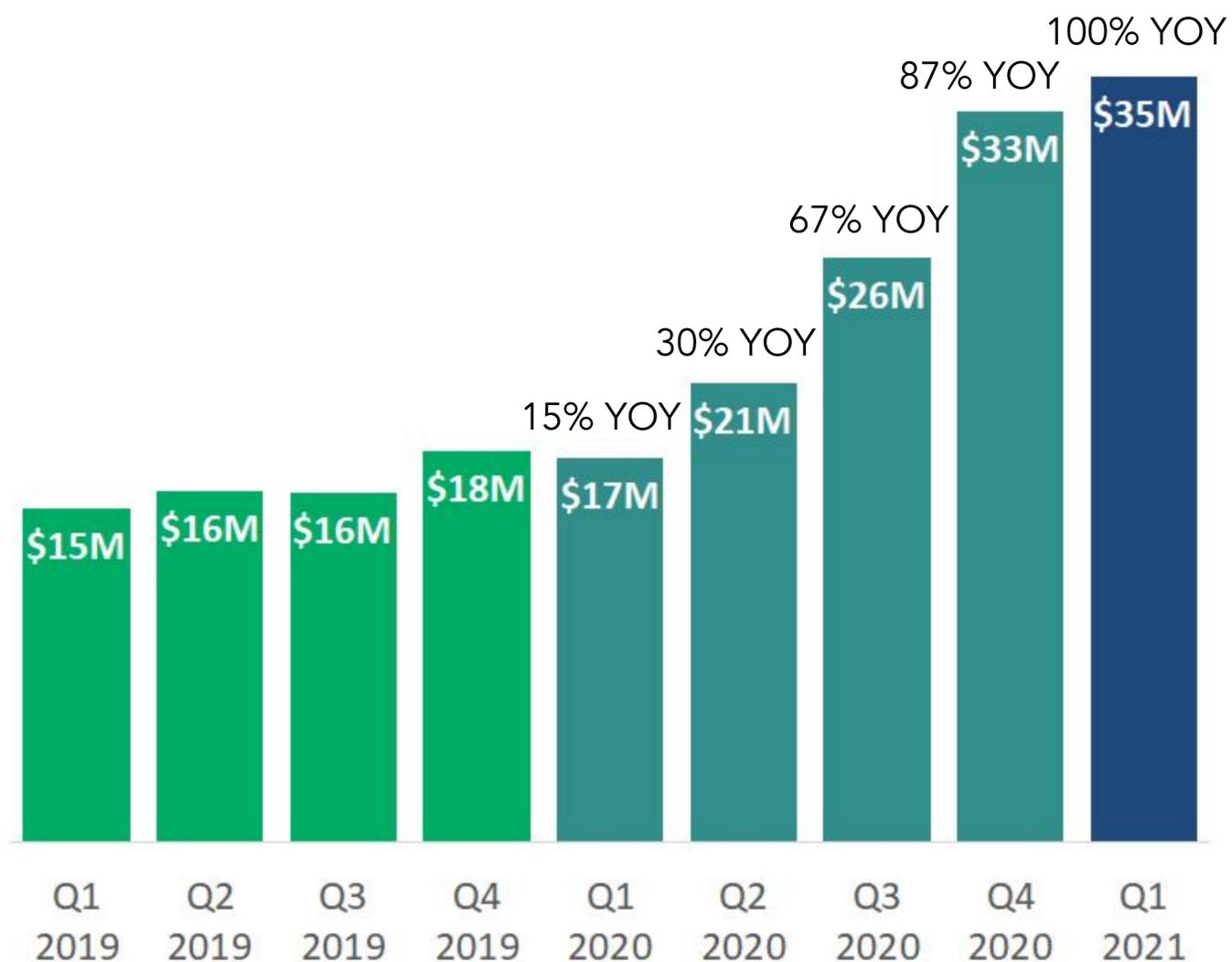
1. Online Growth, represents online learning format revenue, defined as one-on-one online revenue and online group classes revenue and excludes in-person revenue.

2. Total Growth represents Consolidated GAAP revenue, which includes both online and in-person revenue.

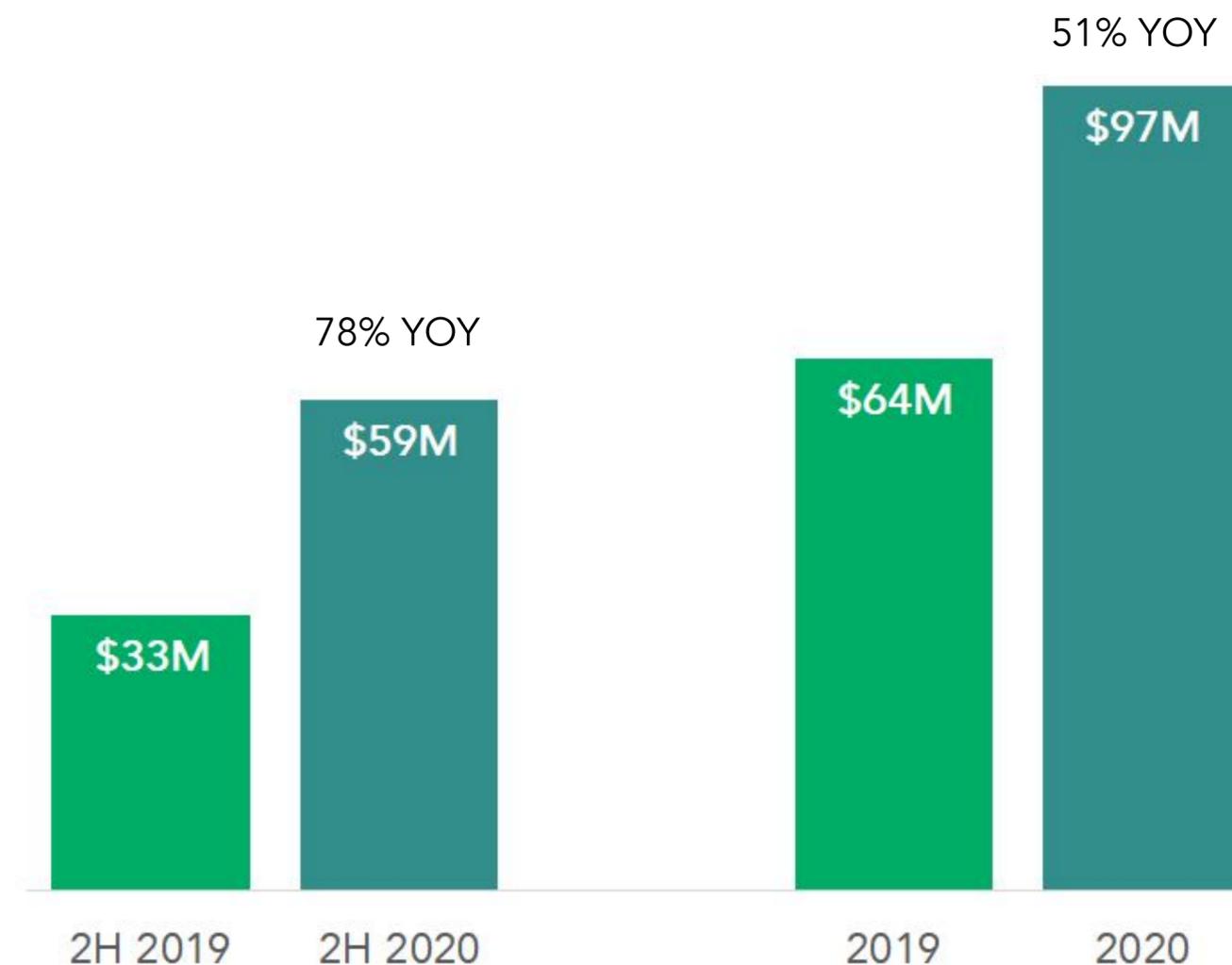
Note: Quarterly financial information is unaudited.

Nerdy Seamlessly Transitioned to 100% Online

Quarterly Online Revenue¹



2H and Annual Online Revenue¹



1. Online learning format revenue, defined as one-on-one online revenue and online group classes revenue and excludes in-person revenue. Transition to 100% online was completed in April 2020
Note: Quarterly and semi-annual financial information is unaudited.

Gross Margin Improvements Driven By Product Expansion

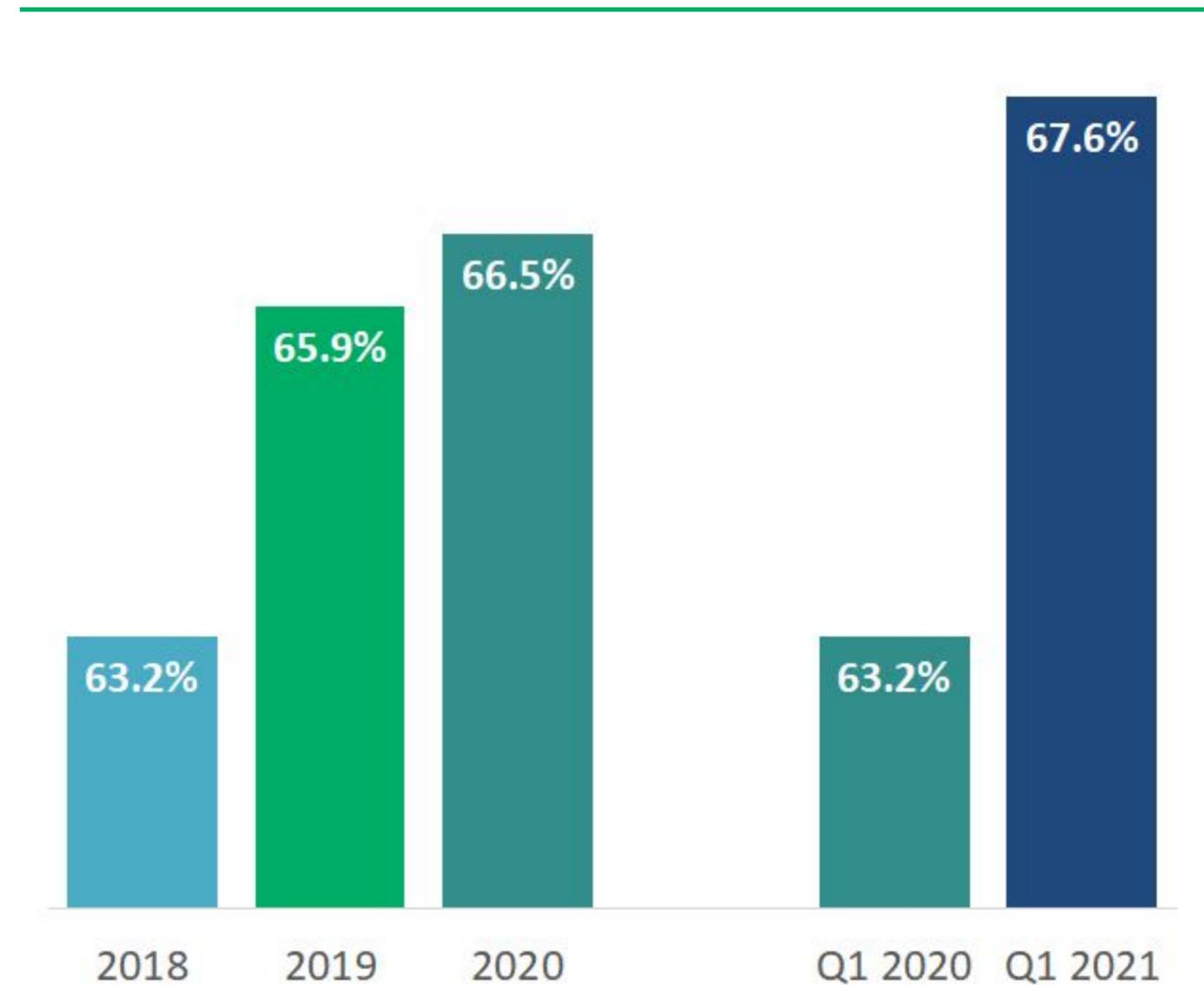


Shift toward 100% online improved margins



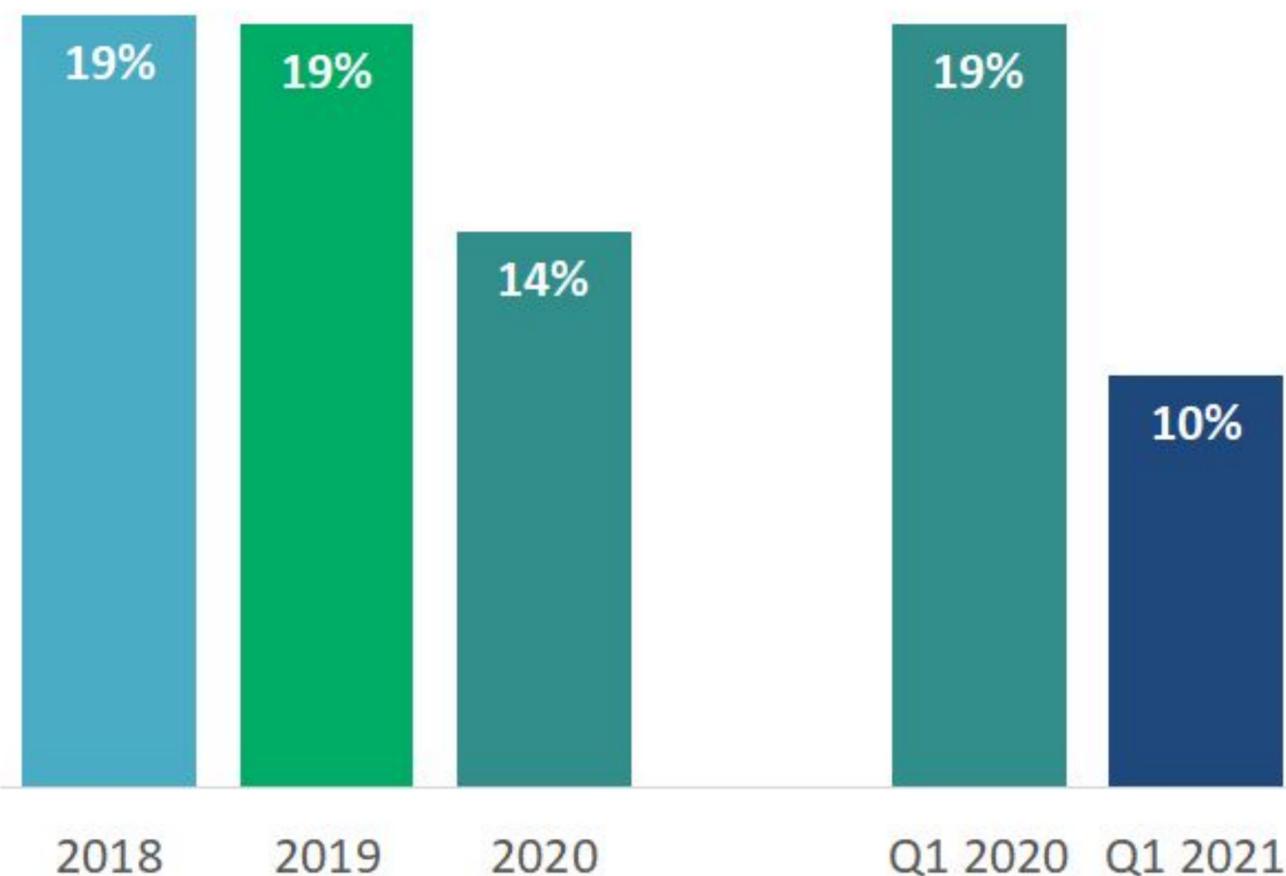
Growth in Classes expected to produce future gross margin expansion

Gross Profit Margin

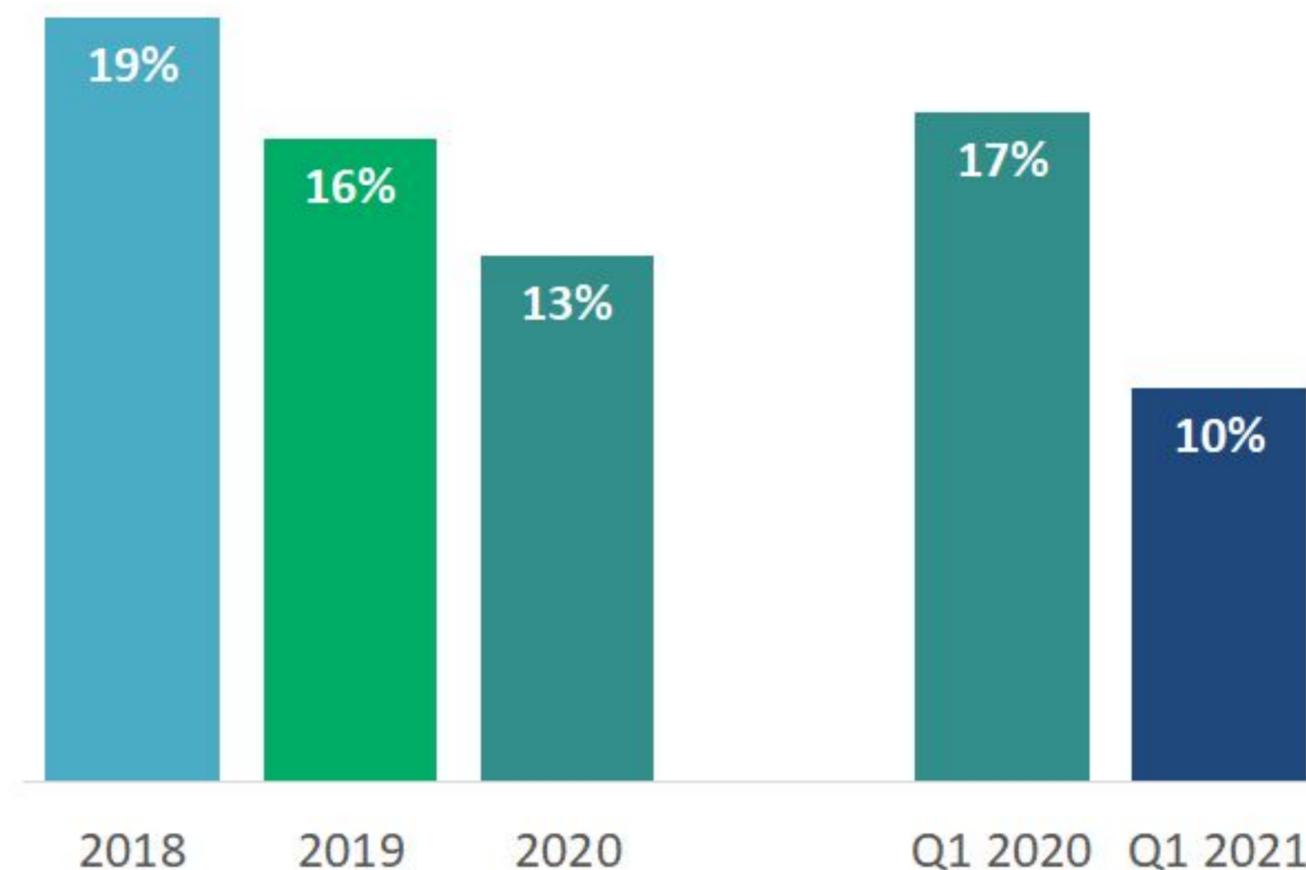


Investments in Technology and Automation Drive Efficiency

Sales Expense % of Revenue



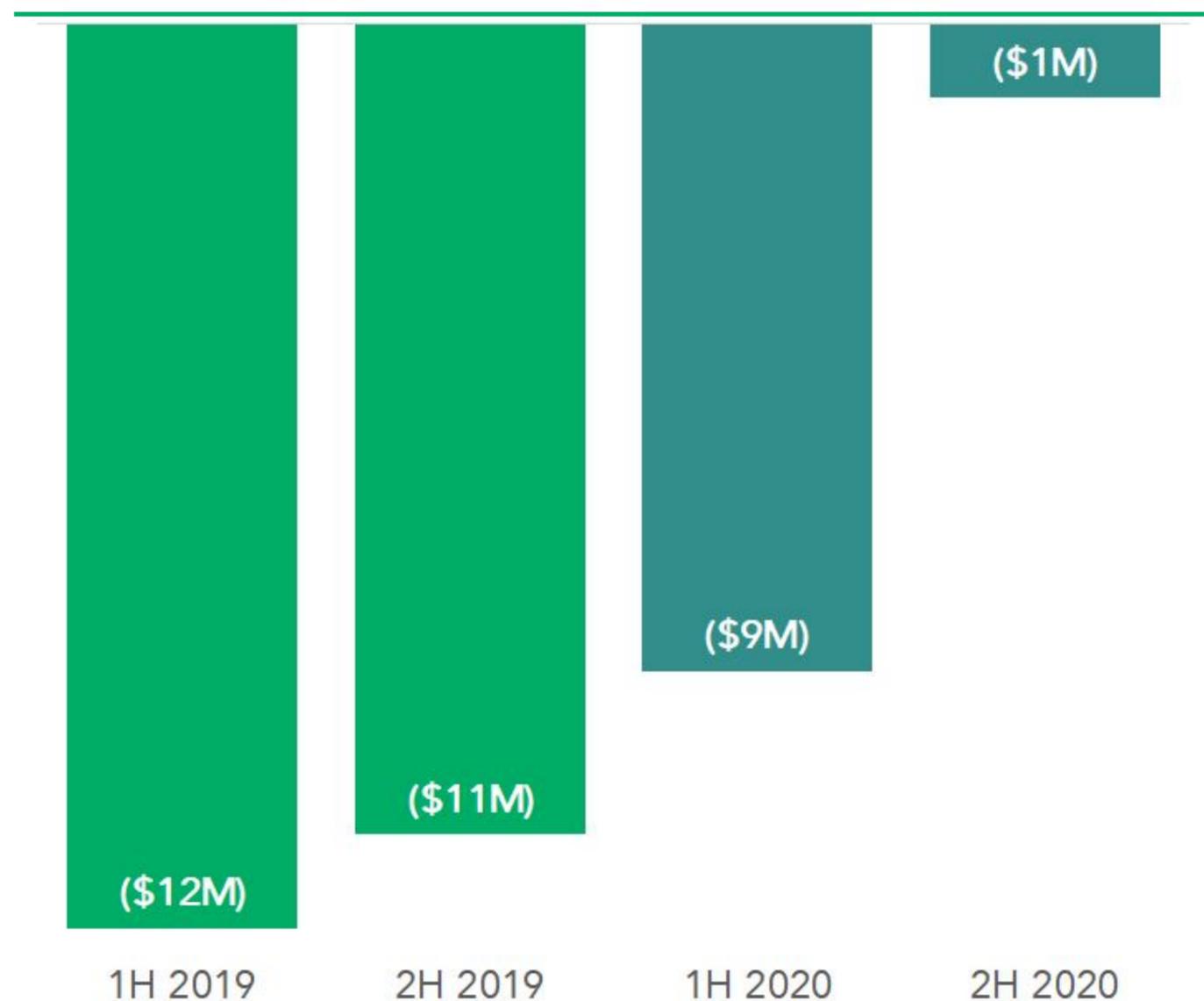
Operations & Fulfillment Expense % of Revenue



Note: Quarterly financial information is unaudited.

Cash Flow Improvement Through Technology & Operational Efficiency

Free Cash Flow¹



Multi-year effort to improve unit level economics and free cash flow



Proven ability to become self sustaining supports increased growth investments to capture massive opportunity

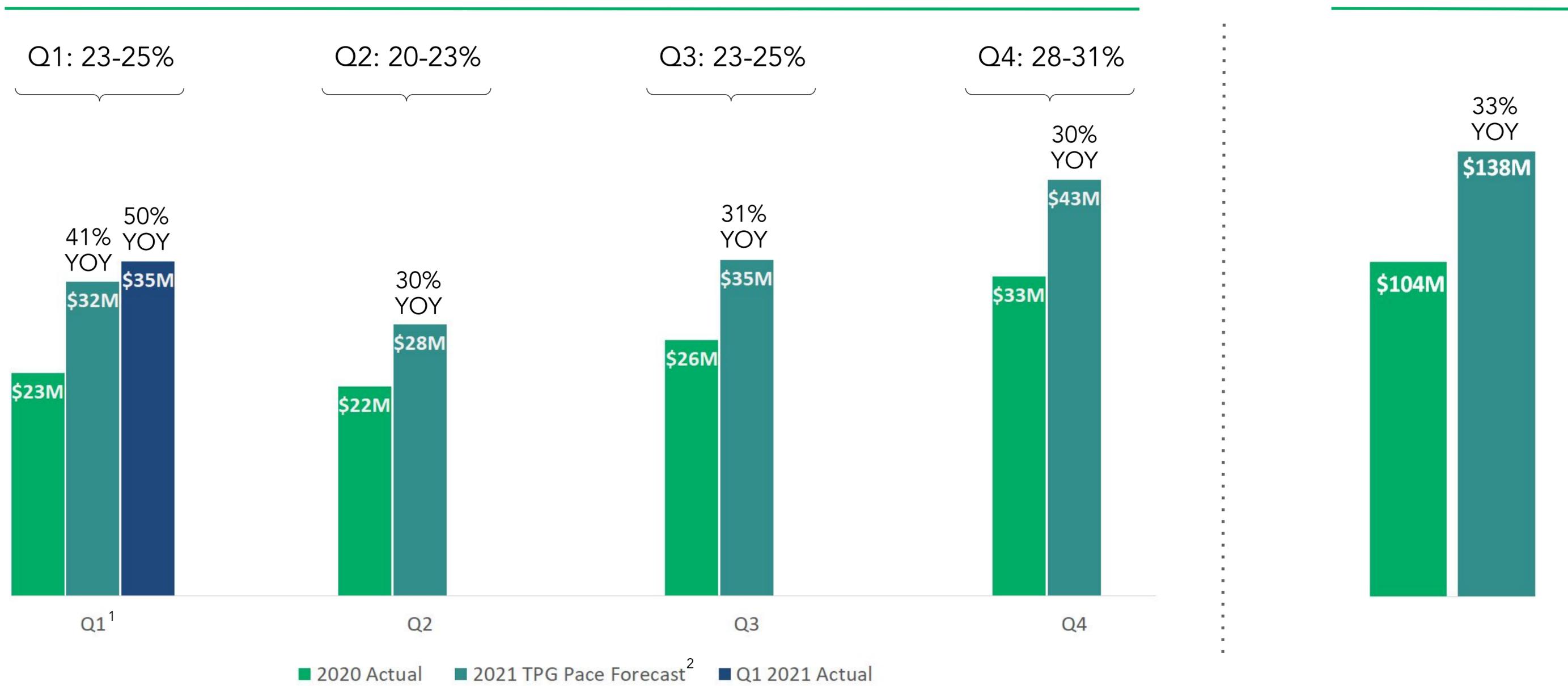
1. Free Cash Flow ("FCF") is a non-GAAP financial measure. FCF is defined as the sum of operating cash flow and capital expenditures.

Note: Semi-annual financial information is unaudited.

Historical Seasonality and TPG Pace 2021 Forecast by Quarter

Historical and Forecasted Quarterly Seasonality as a % of Annual Revenue

Annual Revenue



1. Q1 2020 In Person Revenue accounted for \$5.7 million or 25% of Q1 2020 Revenue. Nerdy transitioned to 100% online in Q2 2020.
 2. Quarterly and annual revenues for 2021 represent forecasted amounts.
 Note: Quarterly financial information and historic percentages are unaudited.

TPG Pace 2021 Forecast by Quarter¹

\$ in Millions	Q1 2021F	Q1 2021A	Q2 2021F	Q3 2021F	Q4 2021F	2021F
Total Revenue (100% Online)	\$ 32	\$ 35	\$ 28	\$ 35	\$ 43	\$ 138
% YoY Growth	41%	50%	30%	31%	30%	33%
Gross Profit	\$ 22	\$ 23	\$ 19	\$ 24	\$ 31	\$ 96
% Margin	67%	68%	68%	70%	71%	70%
(-) Sales & Marketing Expense	(14)	(15)	(12)	(16)	(15)	(57)
(-) Operations & Fulfillment	(3)	(3)	(4)	(4)	(4)	(14)
(-) Tech & Product	(3)	(3)	(4)	(4)	(5)	(17)
(-) G&A	(4)	(7)	(6)	(7)	(7)	(25)
Total Opex	(11)	(13)	(14)	(15)	(16)	(56)
Other Income (Expense) ²	(1)	(1)	7	0	0	6
Net Income	\$ (4)	\$ (6)	\$ 0	\$ (7)	\$ 0	\$ (11)
% Margin	(14%)	(17%)	1%	(19%)	0%	(8%)
Adjusted EBITDA ³	\$ (1)	\$ (0)	\$ (5)	\$ (4)	\$ 3	\$ (8)
% Margin	(4%)	(1%)	(16%)	(12%)	6%	(5%)

Revenue growth driven by multi-format strategy

One-on-one strength provides durable base growth. Classes and Professional offerings continue to grow rapidly as we scale

Targeted marketing investments extend reach to drive Active Learner growth

Significant investments in additional talent ensure Nerdy remains at the forefront of innovation; contributing to growth in 2022 and beyond

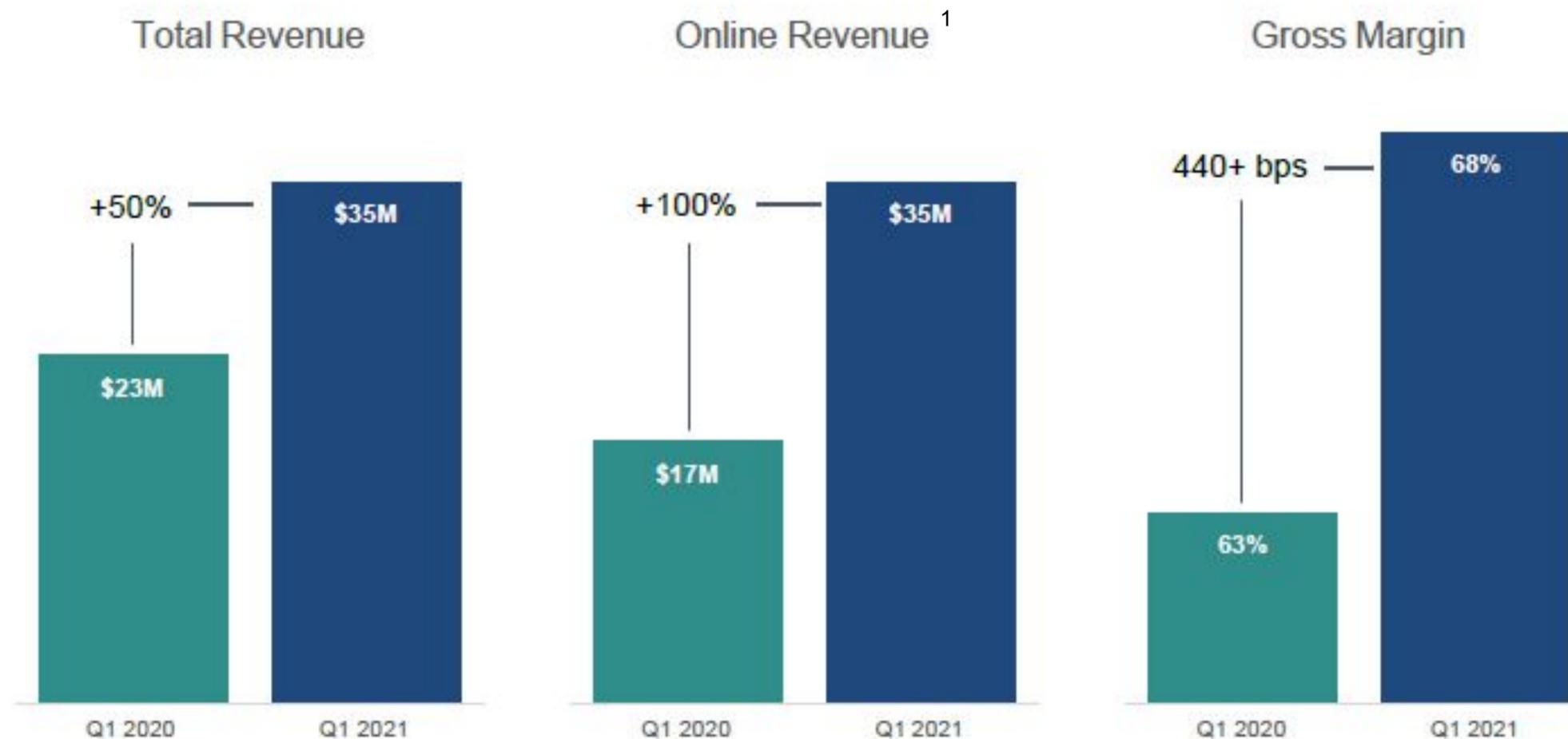
G&A increases driven by public company costs in 2H 2021

1. Forecast ("F") excludes or otherwise does not account for the following: (i) non-recurring expenses, including de-SPAC transaction expenses; (ii) the application of new accounting treatments associated with the de-SPAC transaction; (iii) the expense related to Unit Appreciation Rights ("UARs") held by Nerdy employees which will be converted into Stock Appreciation Rights ("SARs") in connection with the de-SPAC transaction; and (iv) the impact of any future non-cash compensation changes. Actual ("A") quarterly financial information is unaudited.

2. Other Income (Expense) in Q2 2021 reflects a one-time non-recurring gain of \$8.3 million related to the expected forgiveness of a Promissory loan.

3. Adjusted EBITDA excludes Non-Cash Compensation Expense and other Non-Recurring Items. Adjusted EBITDA is a non-GAAP financial measure.

Q1 2021 - Delivering Results Ahead of TPG Pace Forecast



Revenue growth driven by Learner and engagement growth, as Learners increasingly adopted our multi-format approach to delivering personalized learning

Margin expansion primarily driven by the transition to delivering instruction 100% online, coupled with the increased adoption of our paid small class group offering

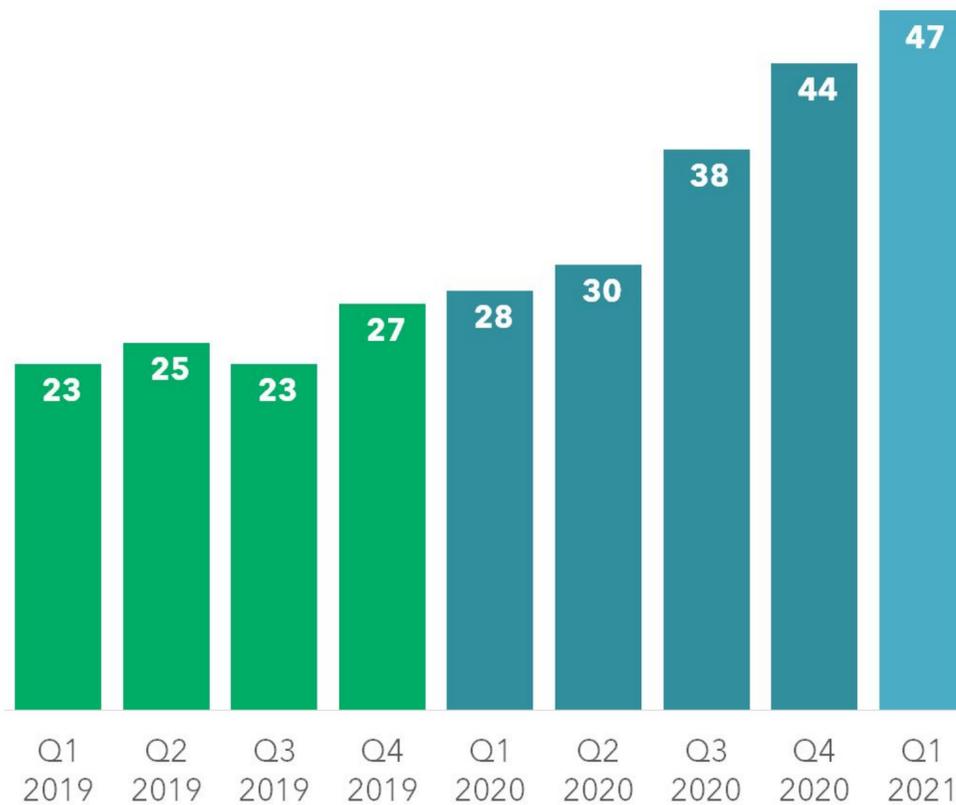
¹ Online learning format revenue, defined as one-on-one online revenue and online group classes revenue and excludes in-person revenue. Transition to 100% online was completed in April 2020.
Note: Quarterly financial information is unaudited.

Q1 2021 - Continued Momentum and Strong Growth

Active Learners¹
(‘000s)

+67%

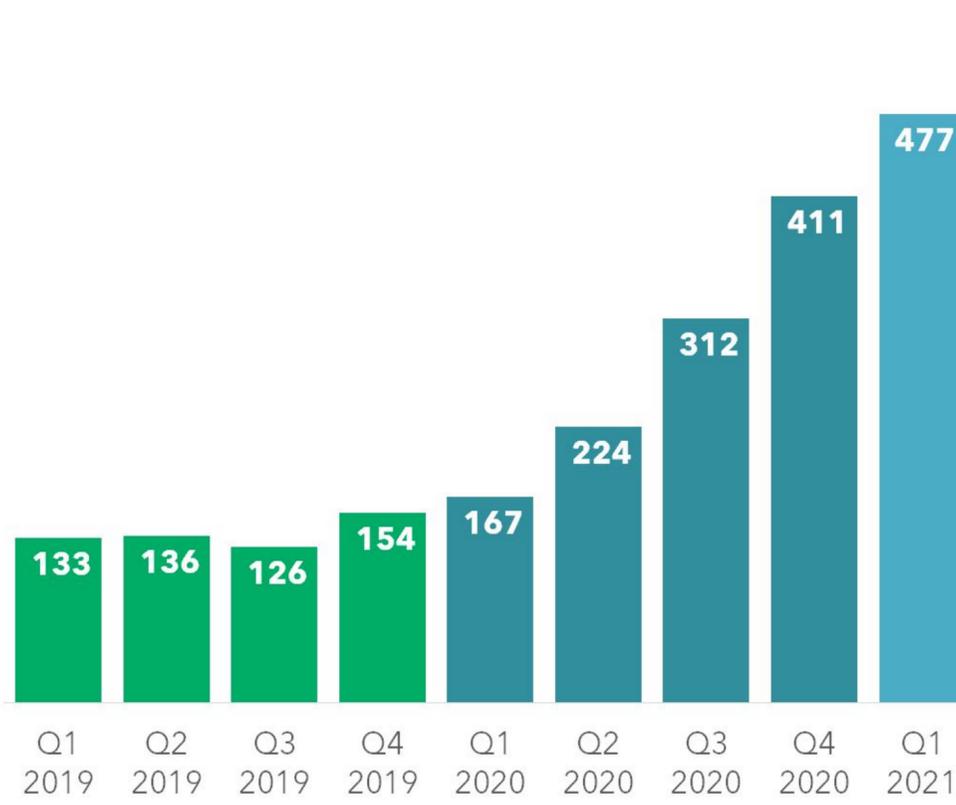
Q1-21 YoY Growth



Online Sessions²
(‘000s)

+186%

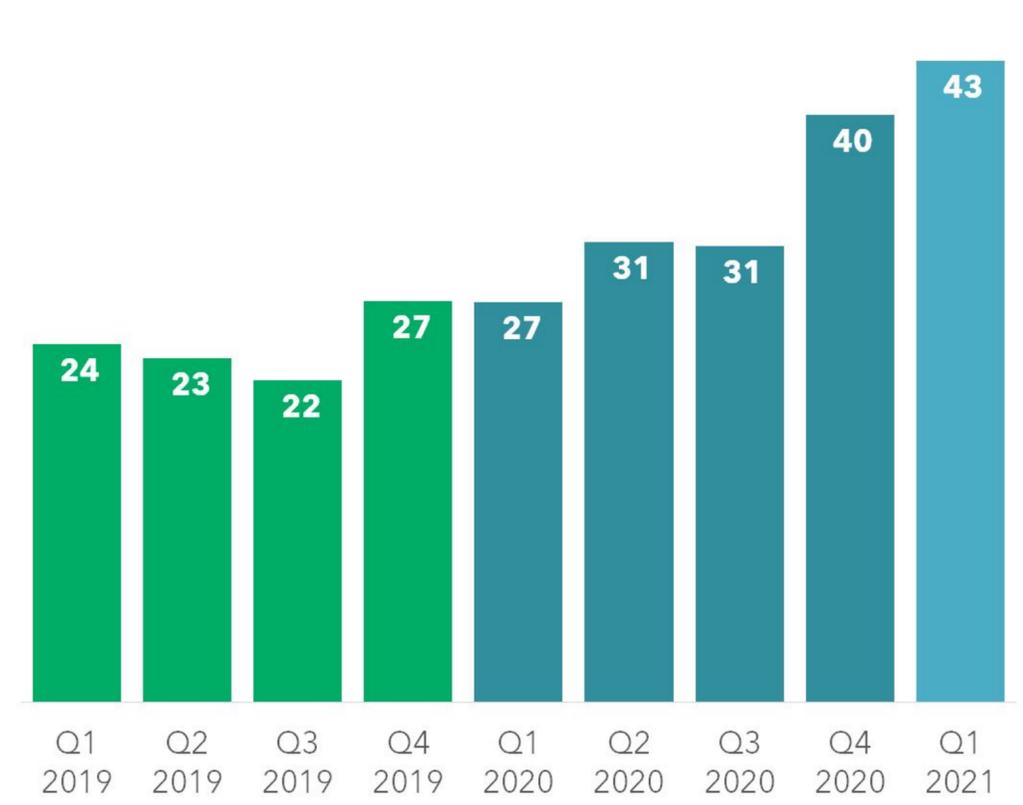
Q1-21 YoY Growth



Sessions Taught per Active Expert³

+60%

Q1-21 YoY Growth



1. Active Learners defined as the unique number of Learners attending a paid online one-on-one session or a paid online class in a given period. Amounts exclude Legacy Businesses and VT+.

2. Online Sessions is defined as the number of online one-on-one sessions and the number of paid online group classes attendees in a given period. Amounts exclude Legacy Businesses and VT+.

3. Sessions Taught per Active Expert is defined as the number of one-on-one sessions and the number of paid online group classes per active Expert in a given period. Active Expert defined as having instructed one or more sessions in a given period. Amounts exclude Legacy Businesses and VT+.

Note: Quarterly information is unaudited.

TPG Pace Forecast¹

\$ in Millions	2018	2019	2020	2021F	2022F	2023F
Active Learners ²	47	63	87	130	199	284
% Active Learners YoY		34%	37%	50%	53%	43%
Online Revenue	\$ 42	\$ 64	\$ 97	\$ 138	\$ 198	\$ 267
% YoY Growth		54%	51%	42%	43%	35%
Total Revenue	\$ 72	\$ 90	\$ 104	\$ 138	\$ 198	\$ 267
% YoY Growth		26%	15%	33%	43%	35%
Gross Profit	\$ 46	\$ 60	\$ 69	\$ 96	\$ 141	\$ 193
% Margin	63%	66%	66%	70%	71%	72%
(-) Sales & Marketing Expense	(30)	(38)	(44)	(57)	(84)	(109)
(-) Operations & Fulfillment	(14)	(15)	(14)	(14)	(20)	(26)
(-) Tech & Product	(9)	(10)	(12)	(17)	(27)	(31)
(-) G&A	(18)	(18)	(18)	(25)	(24)	(25)
Total Opex	(41)	(42)	(43)	(56)	(71)	(82)
Net Income	\$ (25)	\$ (22)	\$ (25)	\$ (11)	\$ (14)	\$ 1
% Margin	(35%)	(25%)	(24%)	(8%)	(7%)	1%
Adjusted EBITDA ³	\$ (21)	\$ (14)	\$ (9)	\$ (8)	\$ (3)	\$ 14
% Margin	(29%)	(15%)	(9%)	(5%)	(2%)	5%

Rapid digital acceleration is expected to provide tailwinds to support durable growth

Gross margins expansion driven by mix shift to 100% online and Classes

Efficient performance marketing coupled with “big swing” marketing investments expected to drive awareness and new customer acquisition

Strong unit level economics and focus on operational efficiency yield operating leverage improvements

+30% revenue growth with continued gross margin expansion. Projected to be Adjusted EBITDA positive in 2023.

1. Forecast (“F”) excludes or otherwise does not account for the following: (i) non-recurring expenses, including de-SPAC transaction expenses; (ii) the application of new accounting treatments associated with the de-SPAC transaction; (iii) the expense related to Unit Appreciation Rights (“UARs”) held by Nerdy employees which will be converted into Stock Appreciation Rights (“SARs”) in connection with the de-SPAC transaction; and (iv) the impact of any future non-cash compensation changes.
 2. Active Learners defined as the unique number of Learners attending a paid online one-on-one session or a paid online class in a given period. Amounts exclude Legacy Businesses and VT+. Learners in thousands.
 3. Adjusted EBITDA excludes Non-Cash Compensation Expense and other Non-Recurring Items. Adjusted EBITDA is a non-GAAP financial measure.

Attractive Long-Term Growth and Strong Operating Leverage

	2021F ¹	2022F ¹	2023F ¹	Long-Term Targets ¹
Revenue Growth	33%	43%	35%	25-30%
Gross Margin	70%	71%	72%	75-80%
Tech, Product & G&A % Revenue	30%	26%	21%	15-20%
Adjusted EBITDA Margin ²	(5%)	(2%)	5%	25-30%

Long-term opportunity for growth expected as shift to online learning gains share over the coming decade and beyond

1. Forecast ("F") excludes or otherwise does not account for the following: (i) non-recurring expenses, including de-SPAC transaction expenses; (ii) the application of new accounting treatments associated with the de-SPAC transaction; (iii) the expense related to Unit Appreciation Rights ("UARs") held by Nerdy employees which will be converted into Stock Appreciation Rights ("SARs") in connection with the de-SPAC transaction; and (iv) the impact of any future non-cash compensation changes.

2. Adjusted EBITDA excludes Non-Cash Compensation Expense and other Non-Recurring Items. Adjusted EBITDA is a non-GAAP financial measure.



Transaction Overview



Investment Thesis

Large TAM Ripe for Disruption

Leading Direct to Consumer Platform for Learning

Attractive Unit Economics

Scalable Technology Platform

Network Effects and Data Create Deep Competitive Moat

Business is at an Inflection Point. Re-Opening Driving Business Acceleration

Creating Positive Change

Experienced, Entrepreneurial Team

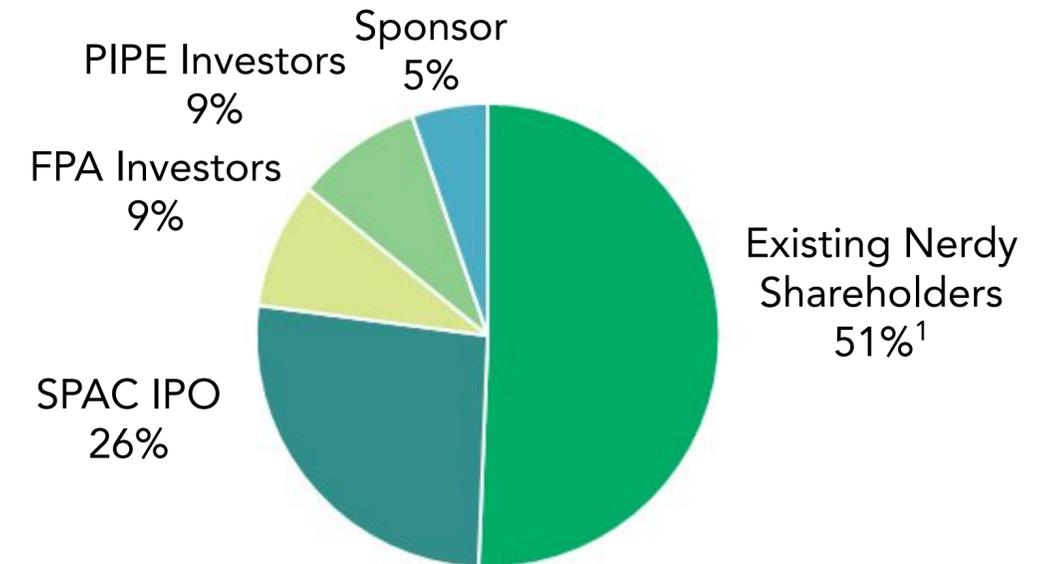
Sources & Uses / Pro-Forma Valuation

Sources & Uses (Illustrative)

Sources	\$MM	
Existing Nerdy Shareholders Equity Rollover ¹	\$862	51%
SPAC Cash in Trust ²	450	26%
Forward Purchase Agreements	150	9%
PIPE	150	9%
Sponsor Shares ³	90	5%
Total Sources	\$1,702	100%

Uses	\$MM	
Existing Nerdy Shareholders Equity Rollover ¹	\$862	51%
Cash to Nerdy Shareholders ²	388	23%
Repayment of Outstanding Debt	41	2%
Cash to Balance Sheet ²	266	16%
Sponsor Shares ³	90	5%
Fees and Expenses	55	3%
Total Uses	\$1,702	100%

Post-Transaction Ownership (Illustrative)



Post-Transaction Valuation (Illustrative)

	\$MM
Illustrative Share Price	\$10.00
Shares Outstanding ^{1,4,5}	170.2
Equity Value	\$1,702
Net Cash Balance ²	(297)
Total Enterprise Value	\$1,405
TEV / 2022F Revenue	7.1x

1. Includes unvested employee options and equity awards.

2. Assumes no redemptions by SPAC shareholders. Cash to Nerdy shareholders subject to adjustments.

3. Includes sponsor shares forfeited to FPA investors.

4. Other outstanding instruments from PACE.U IPO and FPA: 12 million warrants for 12 million shares at \$11.50 per share; 7.3 million private warrants for 7.3 million shares at \$11.50 per share, 4 million Seller Earnout shares, and 4 million Sponsor Earnout shares.

5. Existing Nerdy Shareholder and Sponsor to each receive up to 4 million earn-out shares that vest based off stock price hurdles between \$12 and \$16 per share over 5 years. Please see slide 70 "Illustrative Fully-Diluted Share Count" for more details.

Defining Nerdy's Public Comparables

Direct-to-Consumer Learning Platform

- Leading learning internet platform in North America
- Technology solutions purpose-built for learning
- Direct-to-consumer internet go-to-market
- Similar gross margins

Chegg[®]

Asynchronous Learning Platform for Adult Learners

- Leading asynchronous, recorded lessons learning platform with global audience
- 4,600+ courses focused on continuing education
- Large and expanding TAMs with low online-penetration

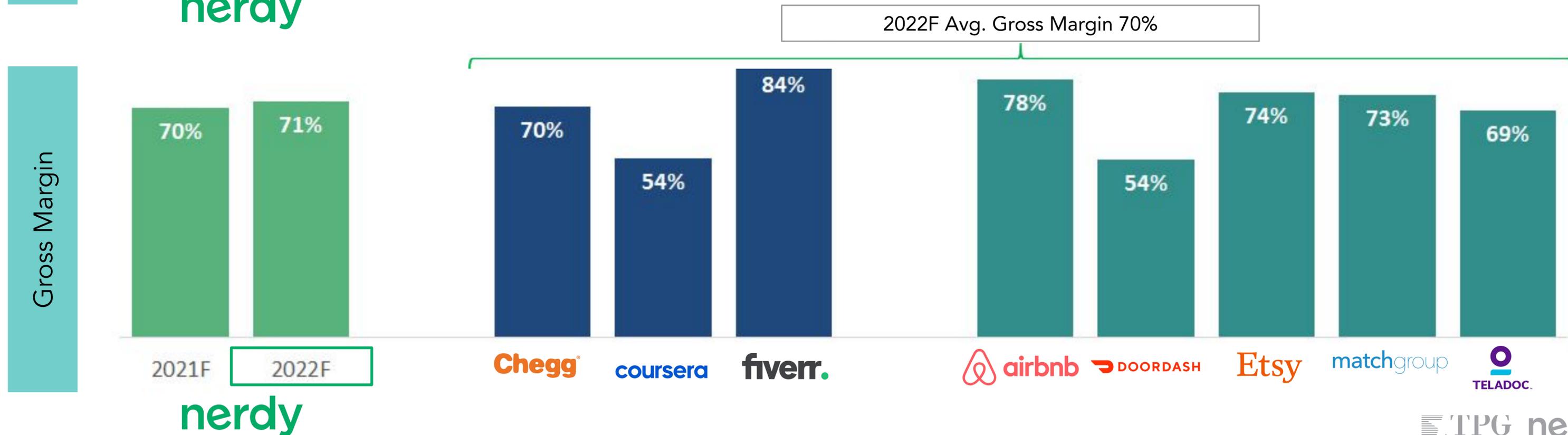
coursera

Consumer Facing Digital Gig Economy Platform

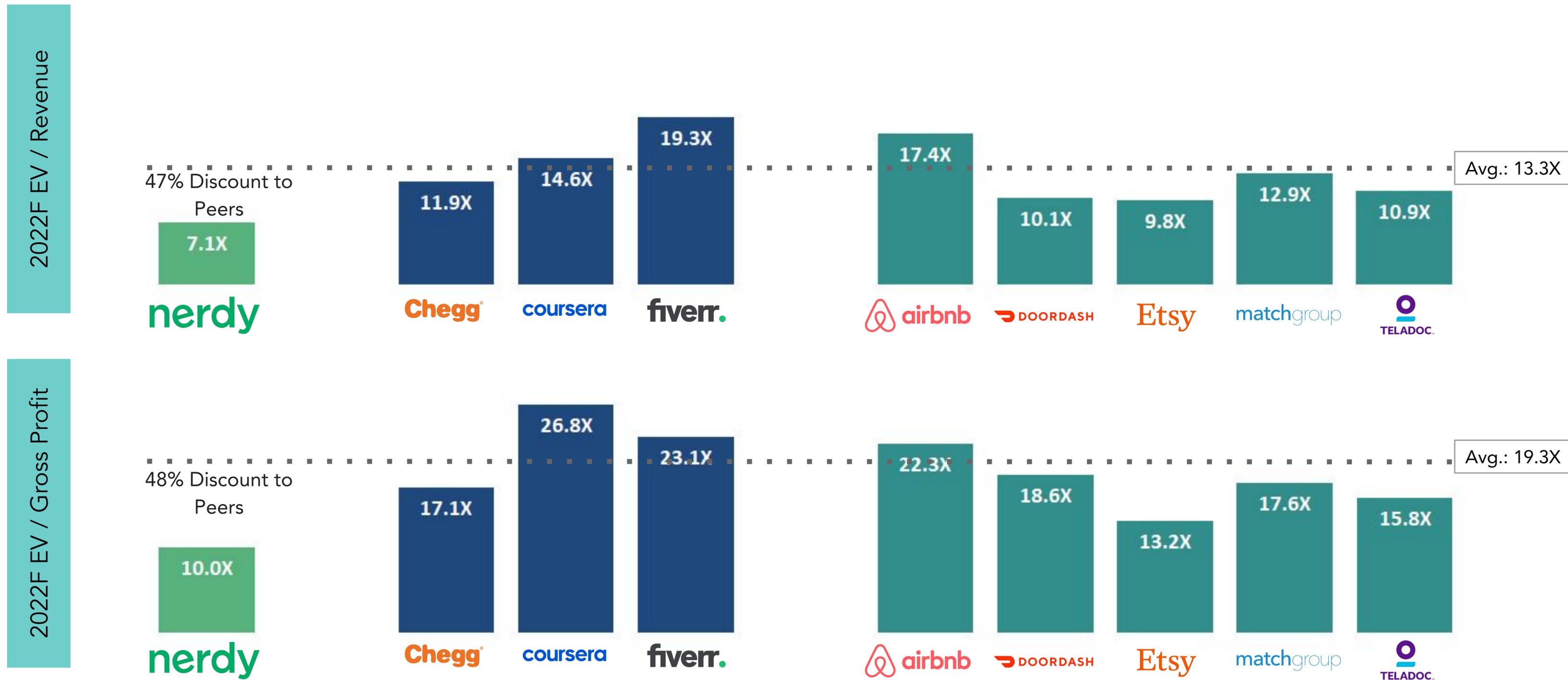
- Leading freelance digital services gig economy platform
- ~300 categories across diverse industry verticals
- Large market opportunity with low online penetration

fiverr.

Operational Benchmarking



Valuation Benchmarking



Sources for third-party information: SEC filings, S&P Capital IQ as of 5/4/2021. Nerdy valuation multiples assume \$10 per share.

Anticipated Transaction Timeline

	Event
January 2021	<ul style="list-style-type: none"> Transaction Agreement Executed Transaction Announced
March 2021	<ul style="list-style-type: none"> Preliminary Proxy Materials Filed with the SEC
April 2021	<ul style="list-style-type: none"> Analyst Day
May 2021	<ul style="list-style-type: none"> Q1 Earnings Release
Q2 2021	<ul style="list-style-type: none"> Mail Final Proxy Materials to TPG Pace Shareholders Set Record Date for TPG Pace Shareholders Vote Hold TPG Pace Shareholder Vote and Close Transaction



Financial Appendix

2019 - 2020 Quarterly (unaudited) & Annual Financials

\$ in Millions	Q1 2019	Q2 2019	Q3 2019	Q4 2019	Q1 2020	Q2 2020	Q3 2020	Q4 2020	Q1 2021	2019	2020
Active Learners ¹	23	25	23	27	28	30	38	44	47	63	87
% Active Learners YoY					21%	21%	62%	59%	67%	34%	37%
Online Revenue	\$ 15	\$ 16	\$ 16	\$ 18	\$ 17	\$ 21	\$ 26	\$ 33	\$ 35	\$ 64	\$ 97
% YoY Growth					15%	30%	67%	87%	100%	54%	51%
Total Revenue	\$ 22	\$ 22	\$ 21	\$ 25	\$ 23	\$ 22	\$ 26	\$ 33	\$ 35	\$ 90	\$ 104
% YoY Growth					4%	-3%	26%	31%	50%	26%	15%
Gross Profit	\$ 15	\$ 15	\$ 14	\$ 16	\$ 15	\$ 14	\$ 18	\$ 23	\$ 23	\$ 60	\$ 69
% Margin	66%	67%	66%	65%	63%	65%	68%	68%	68%	66%	66%
(-) Sales & Marketing Expense	(9)	(9)	(11)	(10)	(10)	(7)	(13)	(13)	(15)	(38)	(44)
(-) Operations & Fulfillment	(4)	(4)	(4)	(4)	(4)	(3)	(3)	(4)	(3)	(15)	(14)
(-) Tech & Product	(2)	(3)	(2)	(3)	(3)	(2)	(3)	(3)	(3)	(10)	(12)
(-) G&A	(4)	(4)	(4)	(4)	(4)	(4)	(4)	(6)	(7)	(18)	(18)
Total Opex	(11)	(10)	(10)	(11)	(11)	(10)	(10)	(13)	(13)	(42)	(43)
Net Income	\$ (5)	\$ (4)	\$ (8)	\$ (6)	\$ (8)	\$ (4)	\$ (8)	\$ (5)	\$ (6)	\$ (22)	\$ (25)
% Margin	(21%)	(20%)	(37%)	(22%)	(35%)	(19%)	(29%)	(15%)	(17%)	(25%)	(24%)
Adjusted EBITDA ²	\$ (3)	\$ (3)	\$ (6)	\$ (3)	\$ (5)	\$ (1)	\$ (3)	\$ 0	\$ (0)	\$ (14)	\$ (9)
% Margin	(13%)	(12%)	(26%)	(10%)	(22%)	(4%)	(12%)	1%	(1%)	(15%)	(9%)

1. Active Learners defined as the unique number of Learners attending a paid online one-on-one session or a paid online class in a given period. Amounts exclude Legacy Businesses and VT+. Learners in thousands.

2. Adjusted EBITDA excludes Non-Cash Compensation Expense and other Non-Recurring Items. Adjusted EBITDA is a non-GAAP financial measure.

Note: Quarterly financial information is unaudited.

Non-GAAP Reconciliations (unaudited)

\$ in Millions	2018	2019	2020	2021F	2022F	2023F
Net Income	\$ (25)	\$ (22)	\$ (25)	\$ (11)	\$ (14)	\$ 1
Interest Income / Expense, Net	(0)	2	5	2	(0)	(0)
Taxes	0	0	0	0	-	-
Depreciation & Amortization	3	5	6	7	9	11
Non-Cash Compensation Expense	2	2	2	3	2	2
Non-Recurring Items ¹	-	-	3	(8)	-	-
Adjusted EBITDA	\$ (21)	\$ (14)	\$ (9)	\$ (8)	\$ (3)	\$ 14

\$ in Millions	Q1 2019	Q2 2019	Q3 2019	Q4 2019	Q1 2020	Q2 2020	Q3 2020	Q4 2020	Q1 2021
Net Income	\$ (5)	\$ (4)	\$ (8)	\$ (6)	\$ (8)	\$ (4)	\$ (8)	\$ (5)	\$ (6)
Interest Income / Expense, Net	0	0	1	1	1	1	1	1	1
Taxes	0	0	(0)	0	0	0	(0)	0	0
Depreciation & Amortization	1	1	1	1	1	2	2	2	2
Non-Cash Compensation Expense	1	0	0	1	0	0	0	0	1
Non-Recurring Items ¹	-	-	-	-	-	-	1	2	2
Adjusted EBITDA	\$ (3)	\$ (3)	\$ (6)	\$ (3)	\$ (5)	\$ (1)	\$ (3)	\$ 0	\$ (0)

1. Non recurring items in 2020 are related to a recorded loss for an office sublease and transaction related costs. 2021 includes one-time non-recurring items related to the expected forgiveness of a Promissory loan.

Note: Quarterly financial information is unaudited.

Illustrative Fully Diluted Share Count

<i>Share count in millions</i>	Illustrative Share Price								
	\$10.00	\$11.00	\$12.00	\$13.00	\$14.00	\$15.00	\$16.00	\$17.00	\$18.00
PACE Public IPO Shares	45.0	45.0	45.0	45.0	45.0	45.0	45.0	45.0	45.0
PACE Public / FPA Warrants ^(1,2,3)	-	-	0.5	1.4	2.1	2.8	3.4	3.9	4.3
FPA Shares	16.0	16.0	16.0	16.0	16.0	16.0	16.0	16.0	16.0
PIPE Shares	15.0	15.0	15.0	15.0	15.0	15.0	15.0	15.0	15.0
PACE Sponsor Shares	8.0	8.0	8.0	8.0	8.0	8.0	8.0	8.0	8.0
Nerdy Existing Shareholders Shares ⁽⁴⁾	86.2	86.2	86.2	86.2	86.2	86.2	86.2	86.2	86.2
Private Warrants ^(1,5)	-	-	0.3	0.8	1.3	1.7	2.1	2.4	2.6
Seller / Sponsor Earnouts ^(6,7,8)	-	-	2.7	2.7	5.3	5.3	8.0	8.0	8.0
Total	170.2	170.2	173.7	175.1	179.0	180.0	183.6	184.4	185.2

1. Assumes treasury share method for public, FPA, and private warrants.

2. 9.0 million public warrants issued as part of PACE IPO with strike price of \$11.50 and redemption price of \$18.00.

3. 3.0 million FPA warrants to be issued with strike price of \$11.50 and redemption price of \$18.00.

4. Includes unvested employee options and equity awards.

5. 7.3 million private warrants issued as part of PACE IPO with a strike price of \$11.50.

6. Earn-out Shares Tranche 1 - If closing sales price equals or exceeds \$12.00 for 20 trading day out of 30 consecutive Trading Days prior to 5 years following closing, 1.33 million Seller Earnout shares and 1.33 million Sponsor Earnout shares will vest immediately.

7. Earn-out Shares Tranche 2 - If closing sales price equals or exceeds \$14.00 for 20 trading day out of 30 consecutive Trading Days prior to 5 years following closing, 1.33 million Seller Earnout shares and 1.33 million Sponsor Earnout shares will vest immediately.

8. Earn-out Shares Tranche 3 - If closing sales price equals or exceeds \$16.00 for 20 trading day out of 30 consecutive Trading Days prior to 5 years following closing, 1.33 million Seller Earnout shares and 1.33 million Sponsor Earnout shares will vest immediately..