Subject Company: Yodlee, Inc. Commission File No. 001-36639

#### **Envestnet Reports Third Quarter 2015 Financial Results**

Chicago, IL — November 9, 2015 — Envestnet (NYSE: ENV), a leading provider of unified wealth management technology and services to financial advisors, today reported financial results for its third quarter ended September 30, 2015.

Key Financial Metrics	Three Mor		%	Nine Mon Septem	%		
(in millions except per share data)	 2015	 2014	Change	2015	_	2014	Change
Adjusted Revenues(1)	\$ 103.5	\$ 88.6	17% \$	302.6	\$	251.9	20%
Adjusted EBITDA(1)	\$ 19.2	\$ 14.7	31% \$	53.6	\$	39.3	36%
Adjusted Net Income per Share(1)	\$ 0.25	\$ 0.21	19% \$	0.70	\$	0.57	23%

#### Financial Results for the Third Quarter of 2015 Compared to the Third Quarter of 2014:

- Adjusted Revenues(1) increased 17% to \$103.5 million for the third quarter of 2015 from \$88.6 million for the third quarter of 2014.
- Revenues from assets under management (AUM) or assets under administration (AUA) increased 14% to \$85.6 million for the third quarter of 2015 from \$74.9 million for the third quarter of 2014; total revenues, which include licensing and professional services fees, increased 17% to \$103.4 million for the third quarter of 2015 from \$88.6 million for the third quarter of 2014.
- Adjusted EBITDA(1) increased 31% to \$19.2 million for the third quarter of 2015 compared to \$14.7 million for the third quarter of 2014.
- Adjusted Net Income(1) was \$9.3 million, or \$0.25 per diluted share, for the third quarter of 2015 compared to \$7.9 million, or \$0.21 per diluted share, for the third quarter of 2014.
- · Net income attributable to Envestnet, Inc. was \$3.3 million, or \$0.09 per diluted share, for the third quarter of 2015 compared to \$3.8 million, or \$0.10 per diluted share, for the third quarter of 2014.

"Envestnet is creating the world's leading wealth management technology platform which will deliver better relationships and greater lifetime value for financial advisors, investors and financial services providers." said Jud Bergman, Chairman and CEO.

"During the third quarter, Envestnet continued to grow despite a more difficult market environment. We onboarded a record \$90 billion in conversion assets year-to-date and are currently servicing over three million accounts, reflecting continued demand for our unified offerings. We believe Envestnet will continue to grow organically through ongoing advisor adoption of our wealth management solutions and expect our merger with Yodlee to accelerate that growth."

"We look to close our merger with Yodlee after the stockholder meeting on November 19th. We have received high levels of interest from our clients about the combined offering and look forward to welcoming the Yodlee team to Envestnet," concluded Mr. Bergman.

#### Key Operating Metrics (AUM/A Only) as of and for the Quarter Ended September 30, 2015:

- · Assets: \$250.3 billion, up 14% from September 30, 2014
- · Accounts: 1,062,958, up 18% from September 30, 2014
- · Advisors: 30,177, up 21% from September 30, 2014
- · Gross sales: \$21.0 billion, resulting in net flows of \$7.5 billion

The following table summarizes the changes in AUM and AUA for the quarter ended September 30, 2015:

				Gross						Market	
In Millions Except Accounts	6/30/15		Sales		Redemptions		Net Flows		Impact		 9/30/15
Assets under Management (AUM)	\$	75,922	\$	6,561	\$	(4,285)	\$	2,276	\$	(5,034)	\$ 73,164
Assets under Administration (AUA)		181,922		14,446		(9,207)		5,239		(10,040)	177,121
Total AUM/A	\$	257,844	\$	21,007	\$	(13,492)	\$	7,515	\$	(15,074)	\$ 250,285
Fee-Based Accounts	<u> </u>	1,028,201		81,909		(47,152)		34,757			 1,062,958

During the third quarter, the Company added \$1.2 billion of conversions included in the above AUM/A gross sales figures, and an additional \$25.2 billion of conversions in Licensing.

#### **Review of Third Quarter 2015 Financial Results**

Adjusted revenues increased 17% to \$103.5 million for the third quarter of 2015 from \$88.6 million for the third quarter of 2014. The increase was primarily due to a 14% increase in revenues from AUM or AUA to \$85.6 million from \$74.9 million in the prior year period.

Total operating expenses in the third quarter of 2015 increased 15% to \$95.0 million from \$82.6 million in the prior year period. Cost of revenues increased 5% to \$41.0 million in the third quarter of 2015 from \$39.1 million in the third quarter of 2014 due to the increase in revenue from AUM or AUA. Compensation and benefits increased 26% to \$32.7 million in the third quarter of 2015 from \$25.8 million in the prior year period due to higher personnel cost from Placemark and Finance Logix. General and administration expenses increased 13% to \$15.2 million in the third quarter of 2015 from \$13.4 million in the prior year period, due partly to the inclusion of Placemark and Finance Logix.

Income from operations was \$8.3 million for the third quarter of 2015 compared to \$6.0 million for the third quarter of 2014. Net income attributable to Envestnet, Inc. was \$3.3 million, or \$0.09 per diluted share, for the third quarter of 2015 compared to \$3.8 million, or \$0.10 per diluted share, for the third quarter of 2014. Adjusted EBITDA(1) in the third quarter of 2015 was \$19.2 million, compared to \$14.7 million in the prior year period. Adjusted Net Income(1) was \$9.3 million, compared to \$7.9 million in the third quarter of 2014. Adjusted Net Income Per Share(1) was \$0.25, compared to \$0.21 in the third quarter of 2014.

At September 30, 2015, the Company had \$208 million in cash and cash equivalents, and its revolving credit facility was undrawn with \$100 million available.

#### Conference Call

The Company will host a conference call to discuss third quarter 2015 financial results today at 5:00 p.m. ET. The live webcast can be accessed from the Company's investor relations website at http://ir.envestnet.com/. The conference call can also be accessed live over the phone by dialing (888) 503-8175, or (719) 325-2323 for international callers. A replay will be available beginning one hour after the call and can be accessed from the Company's investor relations website, or by dialing (877) 870-5176 or (858) 384-5517 for international callers; the conference ID is 3347943. The dial-in replay will be available for one week and the webcast replay will be available for one month following the date of the conference call.

#### **About Envestnet**

Envestnet, Inc. (NYSE: ENV) is a leading provider of unified wealth management technology and services to investment advisors. Our open-architecture platforms unify and fortify the wealth management process, delivering unparalleled flexibility, accuracy, performance, and value. Envestnet solutions enable the transformation of wealth management into a transparent, independent, objective, and fully-aligned standard of care, and empower advisors to deliver better outcomes.

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For more information on Envestnet, please visit www.envestnet.com and follow @ENVintel (https://twitter.com/envintel).

Envestnet | Tamarac's web-based platform for independent RIAs, Advisor® Xi, deeply unifies portfolio management, modeling, rebalancing, trading, billing, and reporting with a client portal and enterprise-level client relationship management (CRM) system.

For more information about Envestnet | Tamarac's Advisor Xi, please visit www.envestnet.com/tamarac or follow @TamaracInc

#### (1) Non-GAAP Financial Measures

- "Adjusted revenues" exclude the effect of purchase accounting on the fair value of acquired deferred revenue. Under GAAP, we record at fair value the acquired deferred revenue for contracts in effect at the time the entities were acquired. Consequently, revenue related to acquired entities for periods subsequent to the acquisition does not reflect the full amount of revenue that would have been recorded by these entities had they remained stand-alone entities.
- "Adjusted EBITDA" represents net income before deferred revenue fair value adjustment, interest income, interest expense, income tax provision, depreciation and amortization, non-cash compensation expense, restructuring charges and transaction costs, severance, accretion on contingent consideration, fair market value adjustment on contingent consideration, litigation related expense, other income (expense) and pre-tax loss attributable to non-controlling interest.
- "Adjusted net income" represents net income before deferred revenue fair value adjustment, non-cash interest expense, non-cash compensation expense, restructuring charges and transaction costs, severance, accretion on contingent consideration, fair-market value adjustment on contingent consideration, litigation related expense, amortization of acquired intangibles, other income (expense), and net loss attributable to non-controlling interest. Reconciling items, excluding non-deductible transaction costs, are tax effected using an income tax rate of 40% for all periods presented.
- "Adjusted net income per share" represents adjusted net income divided by the diluted number of weighted-average shares outstanding.

See reconciliation of Non-GAAP Financial Measures at the end of this press release. These measures should not be viewed as a substitute for revenues, net income or net income per share determined in accordance with United States generally accepted accounting principles (GAAP).

#### **Cautionary Statement Regarding Forward-Looking Statements**

The forward-looking statements made in this press release and its attachments concerning, among otherthings, Envestnet, Inc.'s (the "Company") expected financial performance and outlook, its strategic operational plans and growth strategy are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements involve risks and uncertainties and the Company's actual results could differ materially from the results expressed or implied by such forward-looking statements. Furthermore, reported results should not be considered as an indication of future performance. The potential risks, uncertainties and other factors that could cause actual results to differ from those expressed by the forward-looking statements in this press release include, but are not limited to, the Company's inability to complete its acquisition of Yodlee, Inc. ("Yodlee"), the Company's inability to successfully integrate Yodlee or to obtain the benefits of that acquisition, the Company's and Yodlee's inability to accurately predict market needs, failure to achieve solution wins with customers or the market's failure to accept the Company's and Yodlee's new products and technologies, the Company's and Yodlee's ability to retain key employees and customers and suppliers, difficulty in sustaining rapid revenue growth, which may place significant demands on the Company's administrative, operational and financial resources, fluctuations in the Company's revenue, the concentration of nearly all of the Company's revenues from the delivery of investment solutions and services to clients in the financial advisory industry, the Company's reliance on a limited number of clients for a material portion of its revenue, the renegotiation of fee percentages or termination of the Company's services by its clients, the Company's revenues, complete acquisitions and successfully integrate acquired companies, the impact of market and economic conditions on the Company's revenues, compliance failures, regulatory a

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intellectual property rights, the Company's inability to successfully execute the conversion of its clients' assets from their technology platform to the Company's technology platform in a timely and accurate manner, general economic conditions, changes to the Company's previously reported financial information as a result of audit, political and regulatory conditions, as well as management's response to these factors. More information regarding these and other risks, uncertainties and factors is contained in the Company's filings with the Securities and Exchange Commission ("SEC") which are available on the SEC's website at www.sec.gov or the Company's Investor Relations website at http://ir.envestnet.com/. You are cautioned not to unduly rely on these forward-looking statements, which speak only as of the date of this press release. All information in this press release and its attachments is as of June 30, 2015 and, unless required by law, the Company undertakes no obligation to publicly revise any forward-looking statement to reflect circumstances or events after the date of this press release or to report the occurrence of unanticipated events.

#### Additional Information and Where to Find It

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. This communication may be deemed to be solicitation material in respect of the proposed transaction between Envestnet and Yodlee. In connection with the proposed transaction, Envestnet has filed a registration statement on Form S-4, containing a proxy statement of Yodlee with the SEC. The final proxy statement/prospectus has been delivered to the stockholders of Yodlee. This communication is not a substitute for the registration statement, definitive proxy statement/prospectus or any other documents that Envestnet or Yodlee may file with the SEC or send to shareholders in connection with the proposed transaction. STOCKHOLDERS ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE PROXY STATEMENT/PROSPECTUS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE

#### PROPOSED TRANSACTION.

Shareholders will be able to obtain copies of the proxy statement/prospectus and other documents filed with the SEC (when available) free of charge at the SEC's website, http://www.sec.gov. Copies of documents filed with the SEC by Envestnet will be made available free of charge on Envestnet's website at www.envestnet.com. Copies of documents filed with the SEC by Yodlee will be made available free of charge on Yodlee's website at www.yodlee.com.

#### Participants in Solicitation

Envestnet, Yodlee and their respective directors, executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information about the directors and executive officers of Envestnet is set forth in the proxy statement for Envestnet's 2015 Annual Meeting of Stockholders, which was filed with the SEC on April 13, 2015, and Envestnet's Annual Report on Form 10-K for the year ended December 31, 2014, which was filed with the SEC on March 2, 2015. Information about the directors and executive officers of Yodlee is set forth in the proxy statement for Yodlee's 2015 Annual Meeting of Stockholders, which was filed with the SEC on April 10, 2015, and Yodlee's Annual Report on Form 10-K for the year ended December 31, 2014, which was filed with the SEC on March 4, 2015. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, is contained in the proxy statement/prospectus and other relevant materials filed with the SEC. You may obtain free copies of these documents as described above.

#### **Investors:**

Investor Relations Investor.relations@envestnet.com (312) 827-3940

#### **Public Relations:**

Dana Taormina JCPR (973) 850-7305 dtaormina@jcprinc.com

#### Yodlee:

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### Envestnet, Inc. Condensed Consolidated Balance Sheets (in thousands) (unaudited)

	September 30, 2015	!	December 31, 2014		
Assets					
Current assets:					
Cash and cash equivalents	\$ 208,34	8 \$	209,754		
Fees and other receivables, net	25,46	7	20,345		
Deferred tax assets, net	4,63	5	4,654		
Prepaid expenses and other current assets	20,71		7,242		
Total current assets	259,16	<u>4</u>	241,995		
Property and equipment, net	18,46		16,629		
Internally developed software, net	8,89	1	7,023		
Intangible assets, net	65,19	9	58,654		
Goodwill	134,81	4	104,976		
Deferred tax assets, net	-	-	565		
Other non-current assets	11,12	8	9,516		
Total assets	\$ 497,65	7 \$	439,358		
Liabilities and Equity					
Current liabilities:					
Accrued expenses	\$ 53,22	4 \$	48,247		
Accounts payable	5,23		4,869		
Contingent consideration	3,05		6,405		
Deferred revenue	8,32		5,159		
Total current liabilities	69,83		64,680		
Convertible notes	148,87	7	145,203		
Contingent consideration	2,95		7,462		
Deferred revenue	13,10		6,954		
Deferred rent	4,40	5	3,588		
Lease incentive	5,37	9	5,550		
Deferred tax liabilities, net	71	8			
Other non-current liabilities	2,00	2	2,430		
Total liabilities	247,28	2	235,867		
Redeemable units in ERS, LLC	2,40	0	1,500		
Equity:					
Stockholders' equity	247,57		201,435		
Non-controlling interest	39	3	556		

# Envestnet, Inc. Condensed Consolidated Statements of Operations (in thousands, except share and per share information) (unaudited)

		Three Months Ended September 30,				Nine Months Ended September 30,			
		2015		2014		2015		2014	
Revenues:									
Assets under management or administration	\$	85,576	\$	74,899	\$	250,472	\$	212,707	
Licensing and professional services	Ψ	17,791		13,678	Ψ.	52,012	Ψ.	39,238	
Total revenues		103,367		88,577		302,484		251,945	
		105,507		00,577		302,101		231,713	
Operating expenses:									
Cost of revenues		41,027		39,111		122,208		111,503	
Compensation and benefits		32,671		25,833		96,162		74,449	
General and administration		15,184		13,428		44,905		38,514	
Depreciation and amortization		6,157		4,253		17,215		13,290	
Restructuring charges		_				518			
Total operating expenses		95,039		82,625		281,008		237,756	
Income from operations		8,328	_	5,952	_	21,476		14,189	
Other income (expense)		(2,347)		(11)		(6,801)		1,909	
Income before income tax provision		5,981		5,941		14,675		16,098	
Income tax provision		2,679		2,173		6,326		5,812	
Net income		3,302		3,768		8,349		10,286	
Add: Net loss attributable to non-controlling interest								195	
Net income attributable to Envestnet, Inc.	\$	3,302	\$	3,768	\$	8,349	\$	10,481	
Net income per share attributable to Envestnet, Inc.:									
Basic	\$	0.09	\$	0.11	\$	0.23	\$	0.30	
Diluted	\$	0.09	\$	0.10	\$	0.22	\$	0.28	
W. C. L. C.							_		
Weighted average common shares outstanding:		26 021 704		24 674 245		25 (51 500		24 447 610	
Basic		36,021,784	_	34,674,245	_	35,651,508	_	34,447,619	
Diluted		37,614,701		37,006,796		37,563,815		36,832,154	
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## Envestnet, Inc. Condensed Consolidated Statements of Cash Flows (in thousands) (unaudited)

	Nine Months En September 30	
	2015	2014
OPERATING ACTIVITIES:		
Net income	\$ 8,349 \$	10,286
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	17,215	13,290
Deferred rent and lease incentive	628	173
Provision for doubtful accounts	31	_
Deferred income taxes	(264)	_
Stock-based compensation expense	10,157	8,443
Excess tax benefits from stock-based compensation expense	(18,010)	(5,086
Interest expense	7,081	_
Accrection on contingent consideration	794	1,108
Fair market value adjustment on contingent consideration	(3,791)	(342
Changes in operating assets and liabilities, net of acquisitions:		
Fees and other receivables, net	(4,817)	(4,613
Prepaid expenses and other current assets	4,534	3,966
Other non-current assets	(1,024)	(736
Accrued expenses	(2,068)	3,212
Accounts payable	113	2,009
Deferred revenue	7,331	2,835
Other non-current liabilities	(428)	278
Net cash provided by operating activities	25,831	34,823
INVESTING ACTIVITIES:		

(6,852)

(5,249)

Purchase of property and equipment

Capitalization of internally developed software       (3,82)       (2,562)         Investment in private company       (1,500)       —         Purchase of ERS, LLC units       (100)       —         Acquisition of businesses, net of cash acquired       (27,332)       (1,288)         Net cash used in investing activities       (39,566)       (9,099)         FINANCING ACTIVITIES:         Proceeds from bank indebtedness       —       30,000         Payment of contingent consideration       (7,219)       (6,000)         Payment of promissory note       —       (1,500)         Issuance of ERS, LLC redeemable units       900       1,500         Proceeds from exercise of stock options       7,448       3,146         Excess tax benefits from stock-based compensation expense       18,010       5,086         Purchase of treasury stock for stock-based minimum tax withholdings       (6,812)       (1,999)         Issuance of restricted stock       2       —         Net cash provided by financing activities       12,329       30,233         INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS       (1,406)       55,957         CASH AND CASH EQUIVALENTS, EGINNING OF PERIOD       \$ 209,754       49,942			
Purchase of ERS, LLC units         (100)         —           Acquisition of businesses, net of cash acquired         (27,332)         (1,288)           Net cash used in investing activities         (39,566)         (9,099)           FINANCING ACTIVITIES:           Proceeds from bank indebtedness         —         30,000           Payment of contingent consideration         (7,219)         (6,000)           Payment of promissory note         —         (1,500)           Issuance of ERS, LLC redeemable units         900         1,500           Proceeds from exercise of stock options         7,448         3,146           Excess tax benefits from stock-based compensation expense         18,010         5,086           Purchase of treasury stock for stock-based minimum tax withholdings         (6,812)         (1,999)           Issuance of restricted stock         2         —           Net cash provided by financing activities         12,329         30,233           INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS         (1,406)         55,957           CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD         209,754         49,942	Capitalization of internally developed software	(3,782)	(2,562)
Acquisition of businesses, net of cash acquired         (27,332)         (1,288)           Net cash used in investing activities         (39,566)         (9,099)           FINANCING ACTIVITIES:           Proceeds from bank indebtedness         —         30,000           Payment of contingent consideration         (7,219)         (6,000)           Payment of promissory note         —         (1,500)           Issuance of ERS, LLC redeemable units         900         1,500           Proceeds from exercise of stock options         7,448         3,146           Excess tax benefits from stock-based compensation expense         18,010         5,086           Purchase of treasury stock for stock-based minimum tax withholdings         (6,812)         (1,999)           Issuance of restricted stock         2         —           Net cash provided by financing activities         12,329         30,233           INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS         (1,406)         55,957           CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD         209,754         49,942	Investment in private company	(1,500)	_
FINANCING ACTIVITIES:         —         30,000           Proceeds from bank indebtedness         —         30,000           Payment of contingent consideration         (7,219)         (6,000)           Payment of promissory note         —         (1,500)           Issuance of ERS, LLC redeemable units         900         1,500           Proceeds from exercise of stock options         7,448         3,146           Excess tax benefits from stock-based compensation expense         18,010         5,086           Purchase of treasury stock for stock-based minimum tax withholdings         (6,812)         (1,999)           Issuance of restricted stock         2         —           Net cash provided by financing activities         12,329         30,233           INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS         (1,406)         55,957           CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD         209,754         49,942	Purchase of ERS, LLC units	(100)	_
FINANCING ACTIVITIES:           Proceeds from bank indebtedness         —         30,000           Payment of contingent consideration         (7,219)         (6,000)           Payment of promissory note         —         (1,500)           Issuance of ERS, LLC redeemable units         900         1,500           Proceeds from exercise of stock options         7,448         3,146           Excess tax benefits from stock-based compensation expense         18,010         5,086           Purchase of treasury stock for stock-based minimum tax withholdings         (6,812)         (1,999)           Issuance of restricted stock         2         —           Net cash provided by financing activities         12,329         30,233           INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS         (1,406)         55,957           CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD         209,754         49,942	Acquisition of businesses, net of cash acquired	(27,332)	(1,288)
Proceeds from bank indebtedness         —         30,000           Payment of contingent consideration         (7,219)         (6,000)           Payment of promissory note         —         (1,500)           Issuance of ERS, LLC redeemable units         900         1,500           Proceeds from exercise of stock options         7,448         3,146           Excess tax benefits from stock-based compensation expense         18,010         5,086           Purchase of treasury stock for stock-based minimum tax withholdings         (6,812)         (1,999)           Issuance of restricted stock         2         —           Net cash provided by financing activities         12,329         30,233           INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS         (1,406)         55,957           CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD         209,754         49,942	Net cash used in investing activities	(39,566)	(9,099)
Proceeds from bank indebtedness         —         30,000           Payment of contingent consideration         (7,219)         (6,000)           Payment of promissory note         —         (1,500)           Issuance of ERS, LLC redeemable units         900         1,500           Proceeds from exercise of stock options         7,448         3,146           Excess tax benefits from stock-based compensation expense         18,010         5,086           Purchase of treasury stock for stock-based minimum tax withholdings         (6,812)         (1,999)           Issuance of restricted stock         2         —           Net cash provided by financing activities         12,329         30,233           INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS         (1,406)         55,957           CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD         209,754         49,942			
Payment of contingent consideration       (7,219)       (6,000)         Payment of promissory note       —       (1,500)         Issuance of ERS, LLC redeemable units       900       1,500         Proceeds from exercise of stock options       7,448       3,146         Excess tax benefits from stock-based compensation expense       18,010       5,086         Purchase of treasury stock for stock-based minimum tax withholdings       (6,812)       (1,999)         Issuance of restricted stock       2       —         Net cash provided by financing activities       12,329       30,233         INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS       (1,406)       55,957         CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD       209,754       49,942	FINANCING ACTIVITIES:		
Payment of promissory note         —         (1,500)           Issuance of ERS, LLC redeemable units         900         1,500           Proceeds from exercise of stock options         7,448         3,146           Excess tax benefits from stock-based compensation expense         18,010         5,086           Purchase of treasury stock for stock-based minimum tax withholdings         (6,812)         (1,999)           Issuance of restricted stock         2         —           Net cash provided by financing activities         12,329         30,233           INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS         (1,406)         55,957           CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD         209,754         49,942	Proceeds from bank indebtedness	<del>_</del>	30,000
Issuance of ERS, LLC redeemable units       900       1,500         Proceeds from exercise of stock options       7,448       3,146         Excess tax benefits from stock-based compensation expense       18,010       5,086         Purchase of treasury stock for stock-based minimum tax withholdings       (6,812)       (1,999)         Issuance of restricted stock       2       —         Net cash provided by financing activities       12,329       30,233         INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS       (1,406)       55,957         CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD       209,754       49,942		(7,219)	(6,000)
Proceeds from exercise of stock options       7,448       3,146         Excess tax benefits from stock-based compensation expense       18,010       5,086         Purchase of treasury stock for stock-based minimum tax withholdings       (6,812)       (1,999)         Issuance of restricted stock       2       —         Net cash provided by financing activities       12,329       30,233         INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS       (1,406)       55,957         CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD       209,754       49,942	Payment of promissory note	<del>_</del>	(1,500)
Excess tax benefits from stock-based compensation expense       18,010       5,086         Purchase of treasury stock for stock-based minimum tax withholdings       (6,812)       (1,999)         Issuance of restricted stock       2       —         Net cash provided by financing activities       12,329       30,233         INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS       (1,406)       55,957         CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD       209,754       49,942		900	1,500
Purchase of treasury stock for stock-based minimum tax withholdings       (6,812)       (1,999)         Issuance of restricted stock       2       —         Net cash provided by financing activities       12,329       30,233         INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS       (1,406)       55,957         CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD       209,754       49,942	Proceeds from exercise of stock options	7,448	3,146
Issuance of restricted stock         2         —           Net cash provided by financing activities         12,329         30,233           INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS         (1,406)         55,957           CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD         209,754         49,942		18,010	5,086
Net cash provided by financing activities 12,329 30,233  INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (1,406) 55,957  CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD 209,754 49,942		(6,812)	(1,999)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (1,406) 55,957  CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD 209,754 49,942	Issuance of restricted stock		_
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD 209,754 49,942	Net cash provided by financing activities	12,329	30,233
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD 209,754 49,942			
	INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(1,406)	55,957
CASH AND CASH EQUIVALENTS, END OF PERIOD   \$ 208,348   \$ 105,899	CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	209,754	49,942
CASH AND CASH EQUIVALENTS, END OF PERIOD   \$ 208,348   \$ 105,899			
	CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 208,348 \$	105,899

## Envestnet, Inc. Reconciliation of Non-GAAP Financial Measures (in thousands, except share and per share information) (unaudited)

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	Three Months Ended September 30,					Nine Months Ended September 30,				
		2015		2014		2015		2014		
Revenues	\$	103,367	\$	88,577	\$	302,484	\$	251,945		
Deferred revenue fair value adjustment		134		´—		134		´—		
Adjusted revenues	\$	103,501	\$	88,577	\$	302,618	\$	251,945		
Net income	\$	3,302	\$	3,768	\$	8,349	\$	10,286		
Add (deduct):										
Deferred revenue fair value adjustment		134		_		134		_		
Interest income		(77)		(6)		(288)		(101)		
Interest expense		2,384		22		7,081		22		
Income tax provision		2,679		2,173		6,326		5,812		
Depreciation and amortization		6,157		4,253		17,215		13,290		
Non-cash compensation expense		3,409		2,676		10,157		8,443		
Restructuring charges and transaction costs		2,473		978		5,441		1,664		
Severance		22		_		877		_		
Accretion on contingent consideration		143		285		794		1,108		
Fair market value adjustment on contingent consideration		(1,889)		118		(3,791)		(342)		
Litigation related expense		_		_		_		18		
Other (income) expense		40		_		40		(1,825)		
Pre-tax loss attributable to non-controlling interest		438		405		1,305		935		
Adjusted EBITDA	\$	19,215	\$	14,672	\$	53,640	\$	39,310		
Net income	\$	3,302	\$	3,768	\$	8,349	\$	10,286		
Add (deduct):										
Deferred revenue fair value adjustment		80		_		80		_		
Non-cash interest expense		938		_		2,776		_		
Non-cash compensation expense		2,045		1,606		6,094		5,065		
Restructuring charges and transaction costs		1,552		690		3,417		1,203		
Severance		13		_		526		_		
Accretion on contingent consideration		86		171		476		665		
Fair market value adjustment on contingent consideration		(1,133)		71		(2,274)		(205)		
Litigation related expense		_		_		_		11		
Amortization of acquired intangibles		2,101		1,373		6,121		4,371		
Other income (expense)		24		_		24		(1,095)		
Net loss attributable to non-controlling interest		263		224		783		542		
Adjusted net income	\$	9,271	\$	7,903	\$	26,372	\$	20,843		
Diluted number of weighted-average shares outstanding	_	37,614,701		37,006,796		37,563,815		36,832,154		
Adjusted net income per share - diluted	\$	0.25	\$	0.21	\$	0.70	\$	0.57		

Note: Adjustments, excluding non-deductible transaction costs, are tax effected using an income tax rate of 40.0% for 2015 and 2014, respectively. Pre-tax loss attributable to non-controlling interest assumes losses are allocated to Envestnet Retirement Solutions, LLC members pro-rata based on ownership percentage.

#### Envestnet, Inc. Historical Assets, Accounts and Advisors (in millions, except accounts and advisors) (unaudited)

		As of								
	Sep	September 30,		December 31,		March 31,		June 30,		ptember 30,
		2014	-	2014		2015	-	2015		2015
Platform Assets										
Assets Under Management (AUM)	\$	54,935	\$	72,120	\$	74,643	\$	75,922	\$	73,164
Assets Under Administration (AUA)		164,639		174,249		181,239		181,922		177,121
Subtotal AUM/A		219,574		246,369		255,882		257,844		250,285
Licensing		448,169		466,982		493,284		534,674		538,271
Total Platform Assets	\$	667,743	\$	713,351	\$	749,166	\$	792,518	\$	788,556
	<u>-</u>						<u> </u>		<u> </u>	
Platform Accounts										
AUM		255,359		310,351		319,896		332,738		344,321
AUA		642,192		667,274		679,753		695,463		718,637
Subtotal AUM/A		897,551		977,625		999,649		1,028,201		1,062,958
Licensing		1,830,678		1,881,352		1,982,773		2,044,355		2,140,672
Total Platform Accounts		2,728,229		2,858,977		2,982,422		3,072,556		3,203,630
Advisors										
AUM/A		24,887		28,605		29,023		29,541		30,177
Licensing		11,266		11,632		12,306		12,870		13,409
Total Advisors		36,153		40,237		41,329		42,411		43,586
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