

Tailwind Acquisition Corp. Announces ~\$1.2B Merger with QOMPLX

Transaction Highlights

- On March 1, 2021, QOMPLX announced it reached an agreement to go public via a SPAC sponsored by Tailwind Acquisition Corp. (TWND)
- Pro Forma Enterprise Value of \$1.2B based on 5.6x 2022E Pro Forma Revenue of \$210M
- Up to \$200M of the cash proceeds from the PIPE financing and Tailwind trust account will be used to fund Sentar and Tyche acquisitions
- Existing QOMPLX equity holders will roll 100% of their equity and will own 59% of the pro forma company on a non-fully diluted basis⁽¹⁾
- Cannae has committed to an "anchor" investment of \$50M of the PIPE financing to support its pre-existing ~20% investment stake in QOMPLX (Cannae will own ~16% of the pro forma company before dilution and ~15% on a fully diluted basis)
- Additionally, 10% of the pro forma outstanding common stock immediately after closing will be reserved for issuance as part of an Equity Incentive Plan for management and employees

Pro Forma Valuation (\$M)

QOMPLX Illustrative Share Price	\$10
Pro Forma Shares Outstanding (M) ⁽⁵⁾	144.8
Equity Value	\$1,448
Net Debt ⁽⁶⁾	(274)
Enterprise Value	\$1,173
TEV / 2021E Revenue (\$141M)	8.3x
TEV / 2022E Revenue (\$210M)	5.6x

Sources of Funds (\$M)

Cash Held in Trust ⁽²⁾	\$334
Issuance of Tailwind Equity	850
Cannae PIPE ⁽³⁾	50
PIPE Investors ⁽³⁾	130
Total Sources	\$1,364

Uses of Funds (\$M)

QOMPLX Equityholder Consideration ⁽¹⁾	\$850
Est. Transaction Fees & Expenses	40
Acquisition of Sentar & Tyche ⁽⁴⁾	200
Cash to Balance Sheet	274
Total Uses	\$1,364

Cannae Pro Forma Ownership @ \$10.00 / Share

Investments made by Cannae	\$ Invested by CNNE	Shares Received	Value @ \$10 / Share	Value @ \$15 / Share
Rollover Equity	\$30.0M	17.8M	\$178.3M	\$267.5M
PIPE Investment ⁽⁷⁾	\$50.0M	5.0M	\$50.0M	\$75.0M
Founder Shares	--	0.8M	\$8.4M	\$12.5M
Total (~15% FD ownership)	\$80.0M	23.7M	\$236.7M	\$355.0M

Foley is a seasoned SPAC sponsor / investor driving value for all constituents

Source: QOMPLX financial materials. Transaction subject to closing.

(1) Includes Sentar and Tyche equity consideration and Tailwind options issued in respect of vested QOMPLX options (valued based on treasury method).

(2) Assumes no shareholder redemptions.

(3) Includes \$12.5M from Cannae and \$7.5M from other PIPE investors funded at signing in respect of convertible debt securities that will convert into Tailwind shares at the closing.

(4) Maximum cash consideration to be paid at closing, excluding contingent and equity consideration.

(5) Based on a Pro Forma share count of 144.777M which includes 85.0M rollover equity shares, 33.422M Tailwind public shares, 18M shares from PIPE investors, and 7.52M Tailwind founder shares. Tailwind sponsor agreed to forfeit 0.836M founder shares, which will be issued to Cannae for serving as the "anchor" investor. Pro forma shares and ownership figures do not reflect impact from the Tailwind warrants and the post-closing Incentive Equity Plan (including any existing unvested equity awards that may form part of such plan) and assumes no redemptions.

(6) Existing cash and debt on the pro forma balance sheet assumed net zero.

(7) Includes \$12.5M convertible preferred note that will convert into Tailwind shares at the closing.

QOMPLX: