



cogint, Including its Wholly-owned Subsidiary Fluent, to Combine with BlueFocus International

Creates World-Class Global Marketing Services Company Powered by Creative, Digital, and Performance Marketing Capabilities in One of the Most Transformative Transactions in the Digital Marketing and Advertising Industries

September 7, 2017 (New York, NY) – Petsky Prunier is pleased to announce it has advised Cogint, Inc. (NASDAQ: COGT), the industry leader in people-based digital marketing and customer acquisition serving more than 500 leading consumer brands and direct marketers, on the pending combination of its wholly-owned subsidiary Fluent, LLC with assets of BlueFocus International Limited (“BlueFocus”), a wholly-owned Hong Kong subsidiary of BlueFocus Communications Group Co. Ltd (SHE: 300058). Petsky Prunier previously advised Fluent on its sale to cogint (formerly known as IDI, Inc.).



cogint and BlueFocus have entered into a definitive agreement by which the companies will combine businesses to form a new global marketing services organization. BlueFocus is contributing its largest international assets including Vision7 International – which holds the agencies Cossette, Vision7 Media, Citizen Relations, and Camps Collective – in addition to the global socially-led creative agency, We Are Social. cogint is adding its leading U.S.-based performance marketing platform business Fluent, which brings a unique data-driven and performance-based approach increasingly in demand with CMOs and business leaders. Revenue for the newly combined company is in excess of \$400 million over the past 12 months.

BlueFocus will own 63% of the combined company on a fully-diluted basis, while existing cogint shareholders will own 37% of the combined company on a fully-diluted basis. In addition, BlueFocus, Vision 7

International, and We Are Social will contribute \$100 million in cash to fund a special dividend to pre-closing shareholders of cogint, subject to certain potential adjustments. Upon transaction closing, each of the brands will continue to operate as separate entities with their own management teams under the existing cogint legal entity, which will be renamed. This newly combined company is expected to be listed on the Nasdaq Stock Market, and its name and ticker symbol will be announced before closing.

“This is the second time we have hired Petsky Prunier to represent us, and we couldn’t be more satisfied with the outcome. They orchestrated a comprehensive and competitive process, ultimately yielding the opportunity for us to pursue a game-changing transaction with a unique, international strategic partner that we believe will transform our company and enhance our growth prospects, both domestically and abroad.”

Derek Dubner, CEO, cogint

Fluent’s digital performance marketing platform and insight engine are expected to bolster the already strong North American capabilities of Vision7 International agencies and We Are Social, which achieved solid revenue and EBITDA growth in the past year. In turn, the combination of Fluent’s capabilities with Vision7 International and We Are Social will accelerate the expansion of Fluent’s business into new areas and geographies throughout North America and overseas, particularly Europe, China, and broader Asia-Pacific markets. There is also the opportunity to leverage Fluent’s platform to drive campaign planning, creative, and targeting for virtually every marketing channel, extending beyond digital to TV, radio, print, and outdoor.

As part of the transaction, but not involving BlueFocus, immediately prior to the closing, cogint will spin-off IDI, its data and analytics operations and assets into a public company, expected to be listed on Nasdaq, named Red Violet, Inc. (“Red Violet”). The shares of Red Violet will be distributed to cogint’s pre-closing shareholders as of a record date to be determined as a stock dividend, contingent upon closing of the transaction.

BlueFocus Communications Group Co. Ltd is not a party to the transaction and its listing on the Shenzhen Stock Exchange will be unaffected.

Petsky Prunier, with a team led by Sanjay Chadda, Matthew Kratter, and Edin Trto, served as exclusive financial advisor to cogint.

About Petsky Prunier LLC

Petsky Prunier is one of the leading investment banks to the technology, media, marketing, information, eCommerce, and healthcare industries. Our firm's merger and acquisition and private placement advisory



services reflect a unique blend of product specialization and industry expertise. Together with strategic consulting firm Winterberry Group, a Petsky Prunier company, our organization represents one of the largest industry-specific advisors providing strategic and transactional services. We offer global reach supplemented through our partnerships in China and India. Securities transactions are processed through Petsky Prunier Securities LLC, a member of FINRA, and an affiliated entity.

For further information: Amy LaBan, 212-842-7126, alaban@petskyprunier.com

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