Acquisition of Wood Mackenzie

March 10, 2015



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Forward Looking Statements, Safe Harbor & Non-GAAP Financial Measures

Forward-Looking Statements

This presentation contains forward-looking statements. These statements relate to future events or to future financial performance and involve known and unknown risks, uncertainties, and other factors that may cause our actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by these forward-looking statements. In some cases, you can identify forward-looking statements by the use of words such as "may," "could," "expect," "intend," "plan," "target", "seek," "anticipate," "believe," "estimate," "predict," "potential," or "continue" or the negative of these terms or other comparable terminology. You should not place undue reliance on forward-looking statements because they involve known and unknown risks, uncertainties and other factors that are, in some cases, beyond our control and that could materially affect actual results, levels of activity, performance, or achievements. Other factors that could materially affect actual results, levels of activity, performance, or achievements can be found in Verisk's quarterly reports on Form 10-Q, annual reports on Form 10-K, and current reports on Form 8-K filed with the Securities and Exchange Commission. If any of these risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may vary significantly from what we projected. Any forward-looking statement in this presentation reflects our current views with respect to future events and is subject to these and other risks, uncertainties, and assumptions relating to our operations, results of operations, growth strategy, and liquidity. We assume no obligation to publicly update or revise these forward-looking statements for any reason, whether as a result of new information, future events, or otherwise.

Notes Regarding the Use of Non-GAAP Financial Measures

The company has provided certain non-GAAP financial information as supplemental information regarding its operating results. These measures are not in accordance with, or an alternative for, GAAP and may be different from non-GAAP measures reported by other companies. The company believes that its presentation of non-GAAP measures, such as EBITDA, EBITDA margin and Adjusted EBITDA, adjusted net income, and adjusted EPS, provides useful information to management and investors regarding certain financial and business trends relating to its financial condition and results of operations. In addition, the company's management uses these measures for reviewing the financial results of the company and for budgeting and planning purposes.

Transaction Summary

Acquisition Highlights	• Verisk Analytics to acquire Wood Mackenzie ("WoodMac") for £1.85B (~$2.8B) • WoodMac is a leading provider of data analytics to the global energy, chemicals, metals and mining markets with a strong track record of growth and innovation – FY 2014 Revenues, EBITDA and unlevered FCF(1) of £227 million, £107 million and £70 million, respectively
Financing for the Transaction	• Funded with ~$2 billion of debt and equity issuance of up to $800 million • Investment grade debt ratings expected to be affirmed • Committed bridge financing of $2.9 billion received with permanent financing expected to occur via public offerings before close in second quarter 2015
Combined Financial Profile	• PF Verisk 2014 revenue, EBITDA and unlevered FCF(1) of $2.1B, $979 million and $520 million, respectively, with EBITDA margin of 46% • Financial attributes consistent with Verisk's long-term growth and margin and accretive to cash flow conversion • Assuming a full year of 2015 WoodMac results, the transaction is expected to be $0.16 to $0.20 accretive to 2015 adjusted EPS(2)
Other Transaction Elements	• Expected to close in second quarter of 2015, subject to regulatory and other customary closing conditions • WoodMac CEO Stephen Halliday will continue to lead WoodMac; reported as part of Specialized category of our Decision Analytics segment

Note: 2014 WoodMac financials converted based on monthly financials and converted to USD based on the average monthly FX rate; 2014 average implied FX of 1.645 based on WoodMac USD revenue divided by WoodMac GBP revenue.

(1) Unlevered Free Cash Flow calculated as net operating profit (EBIT less taxes based on tax rate of 22%) plus depreciation and amortization less capital expenditures; WoodMac includes capitalized software development costs.

(2) Verisk Adjusted EPS is defined as net income plus after tax intangibles amortization; excludes transaction costs

Strategic Rationale for WoodMac

Premier Data and Analytics Asset	• Uncommon business and a leading data analytics provider to the global energy, chemicals, metals and mining verticals • Internationally recognized and trusted brand known for its quality, integrity, accuracy and accessibility • Highly attractive financial characteristics: subscription based model with high margins and free cash flow generation • Outstanding track record of growth for over 20 years
Verisk-Like Business	• Proprietary data set and analytical differentiation with continuous investment in new solutions • Mission critical data set is very sticky throughout cycles • Business model is "build once, sell many times" and recurring & durable with high renewals and significant cross-sell and upsell to customer base
Accelerates Global Footprint	• Instantly positions Verisk in a variety of international markets • Strong local presence provides detailed regional knowledge for expansion of existing Verisk businesses
Strong Fit with Vertical Market Strategy	• Significant "white space" in WoodMac's core markets of energy, chemicals, metals, and mining • Opportunity to monetize connections/synergies between the energy vertical and climate science with emerging supply chain opportunities • Ability to repurpose Verisk risk analytics including climate risk, country and political risk and environmental health and safety to WoodMac's customers
Financially Attractive Transaction	• Revenue growth and EBITDA margin profile like Verisk (15% 2010-2014 CAGR(1) and 47% margin in 2014) • Accretive to cash flow conversion due to WoodMac's lower international tax rate • Immediately accretive to Verisk Adjusted EPS

(1) CAGR calculated based on GBP financials; no currency impact.

WoodMac is a Verisk-Like Business

Verisk Distinctives	Verisk Analytics	Wood Mackenzie
Unique Data Assets	✓	✓
Deep Domain Expertise	✓	✓
First-Mover Advantage	✓	✓
Embedded in Customer Workflows	✓	✓
Company Specific Attributes		
Track Record of Growth & Innovation	✓	✓
Subscription Revenue Model and Embedded Solutions	✓	✓
Strong Margins and Free Cash Flow	✓	✓

WoodMac Overview

- WoodMac is a leading data analytics provider in Energy, Chemicals, Metals and Mining
- Provides data analytics and services to support strategic decisions for Oil & Gas (O&G) operators and financial institutions
  - Deep domain expertise, proprietary data built over 40 years
  - Long-standing and embedded customer relationships with 800+ global customers
  - Highly regarded by customers; satisfaction with core products is high
- Verisk-like attractive financial attributes:
  - Subscription based revenues, long-term contracts with high renewal rates, track-record of growth, high margins and free cash flow conversion
- HQ: Edinburgh, UK – additional primary offices in London, Singapore, and Houston

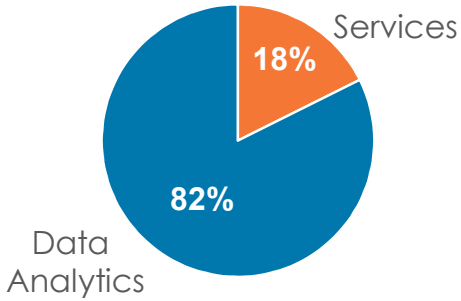
2014 Revenue: £227 million

2014 EBITDA: £107 million

2014 Unlevered FCF (1): £70 million

Tax Rate: 22%

Revenue by Segment:



80%+ subscription-based revenues

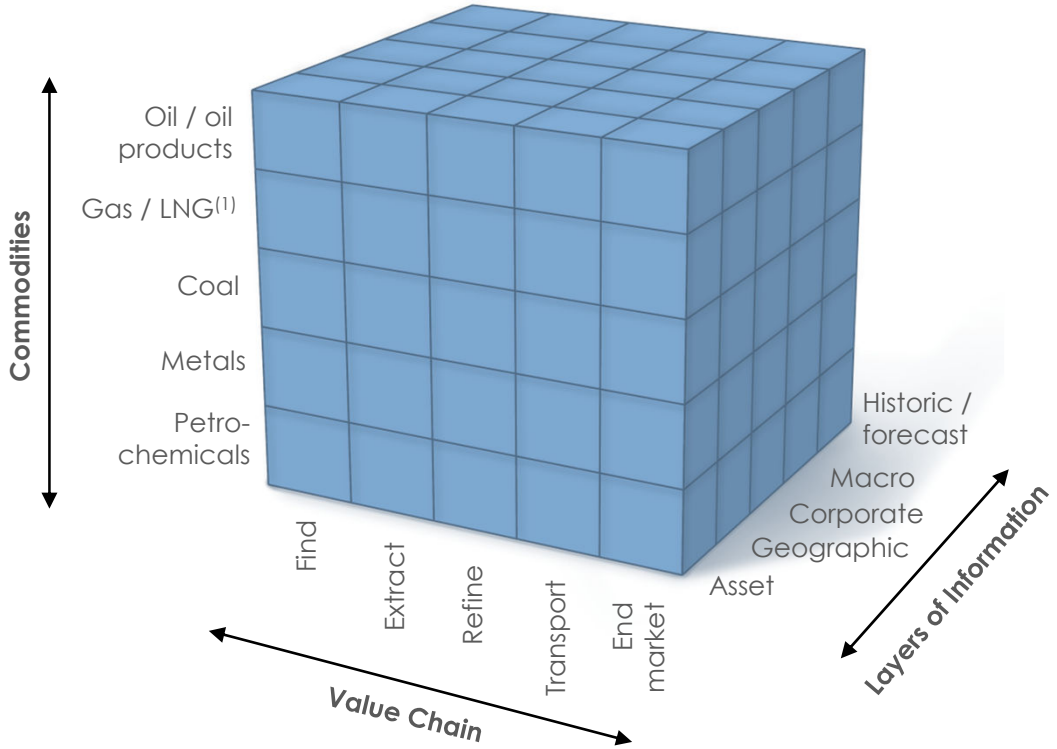
~45% customers on multi-year contracts

98% subscription renewal in 2014

(1) Unlevered Free Cash Flow calculated as net operating profit (EBIT less taxes based on tax rate of 22%) plus depreciation and amortization less capital expenditures; includes capitalized software development costs.

WoodMac's Fully Integrated Product Offerings Yield Proprietary Insights

Fully Integrated Offering…



…Addressing Customer Needs

Consistent view across commodities and the value-chain

Bottom-up approach combined with forward-looking corporate / macro perspective

Global coverage based on regional dynamics

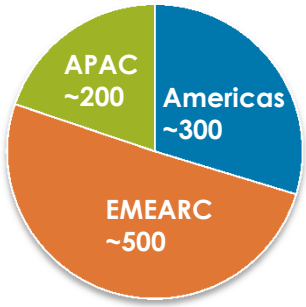
Industry Standard Reference Source

(1) Liquid Natural Gas.

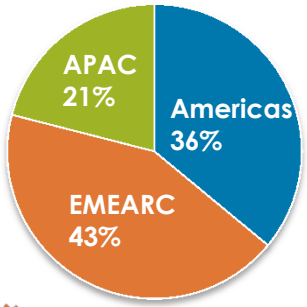
Energy is an Inherently Global Business

WoodMac's Global Footprint: 28 Global Offices in Americas, EMEARC & Asia Pacific

Global Headcount: ~1,000



Subscriptions Value





WoodMac has Embedded Customer Relationships

	DATA ANALYTICS ARE CRITICAL TO BUSINESS…	…THERE ARE BARRIERS TO SWITCHING…	…USERS RARELY SWITCH FROM INCUMBENT
O&G Operators – Integrated O&G	*"These providers are able to do work it would be **too difficult for us to do internally on our own**."* Head of Finance for Gulf of Mexico, Large Integrated Oil Firm	*"If you switch providers, you have to do **systems switching and reconfiguration**…even if supplier is cheaper there isn't much value to switch."* Principal Consultant, Integrated Oil Firm	*"In practice **switching providers doesn't happen often**…once you've got a relationship in place there is a lot of inertia."* Principal Consultant, Integrated Oil Firm
O&G Operators – E&P	*"Not using data providers would be stupid…the data is part of our every day business and **would be expensive to recreate on our own.**"* VP Worldwide Exploration, Large E&P Firm	*"**There isn't much that could get me to switch**…it's too much hassle…W. Mackenzie competitors have a barrier to entry because we are used to using Wood Mackenzie."* Senior Development Engineer, Independent O&G Firm	*"**You really never switch providers**…there is never a good reason to change."* VP Worldwide Exploration, Large E&P Firm
O&G Operators – NOCs/ Gov't	*"We would not switch to a provider with less prestige because we **need to know our data is complete and good**."* Chief Strategic Officer, National Oil Firm	*"You tend to know what is in the report and it's easy to you to track month to month what has change…**the continuity is important.**"* President & Managing Director, National Gas Firm	*"When a NOC enters a country, they usually take the **same provider used at headquarters** and don't add others."* Chief Strategic Officer, National Oil Firm
Financial Services	*"**We need information for origination and M&A** regardless of the economy. This is critical to how we run our business."* Director Corporate Finance Oil & Gas, Investment Bank	*"To switch, **we have to train the teams** on the new tool, to **learn the new design and functionality**, plus it requires IT **set up costs** that are billed to the bank."* Director Corporate Finance Oil & Gas, Investment Bank	*"I **did not see information sources change** during my time at the bank, although I know it can happen."* Analyst, Large Investment Bank

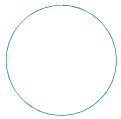
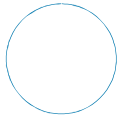
WoodMac renewal rate ~98% in the last 5 years by contract value

Sources: Interviews conducted by a consulting firm engaged by Verisk; WoodMac data room information, WoodMac Management Presentation.

Energy is an Attractive Market that Fits with Verisk

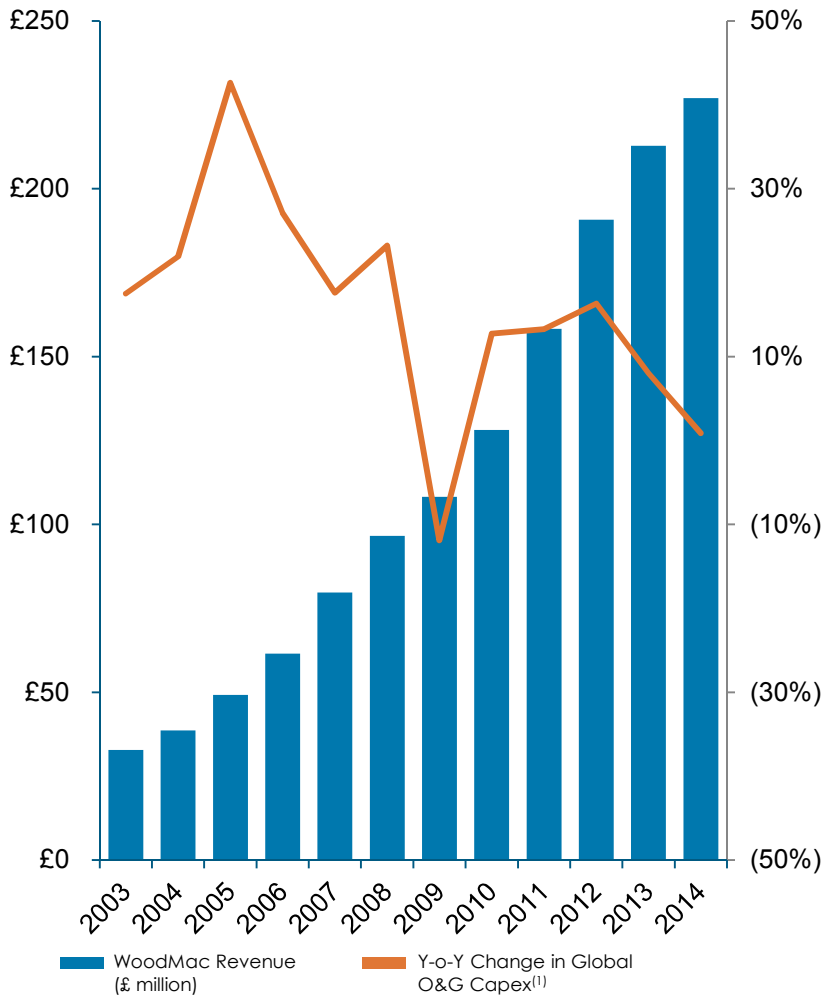
Ability to Grow Ahead of Underlying End Market Growth

Adds a global dimension to Verisk in a growing vertical where proprietary data assets create value and customer concentration is modest

Existing Verisk End Markets	Inherently Global	Opportunity for Data Advantage	Customer Concentration	Underlying End Market Growth
P&C Primary (U.S.)				Low single digits
Healthcare (U.S.)				High single digits
Consumer Banking				Mid single digits
New Vertical				
Energy				**Low to mid single digits**

WoodMac Has Seen Steady Growth through Cycles

Strong Historical Secular Demand



Future Demand Supported by Key Drivers

KEY DRIVER	LONG TERM (5+ YEARS)
CAPEX growth	Capital intensive industry requires continuous reinvestment
Production shift towards unconventional resources	Likely to remain a growing portion of global supply
Production shift towards new geographies	Search for new resources likely to continue in remote geographies
Return of industry cost inflation	Greater demand for supply chain analytics
Asset-based M&A activity	Stable asset M&A; potential consolidation in the Exploration and Production segment
Continued internationalization of National Oil Companies	Gradual convergence between data and analytics requirements of NOCs and IOCs

Sources: WoodMac; Industry research.

(1) Based on nominal USD

Transaction is Financially Attractive

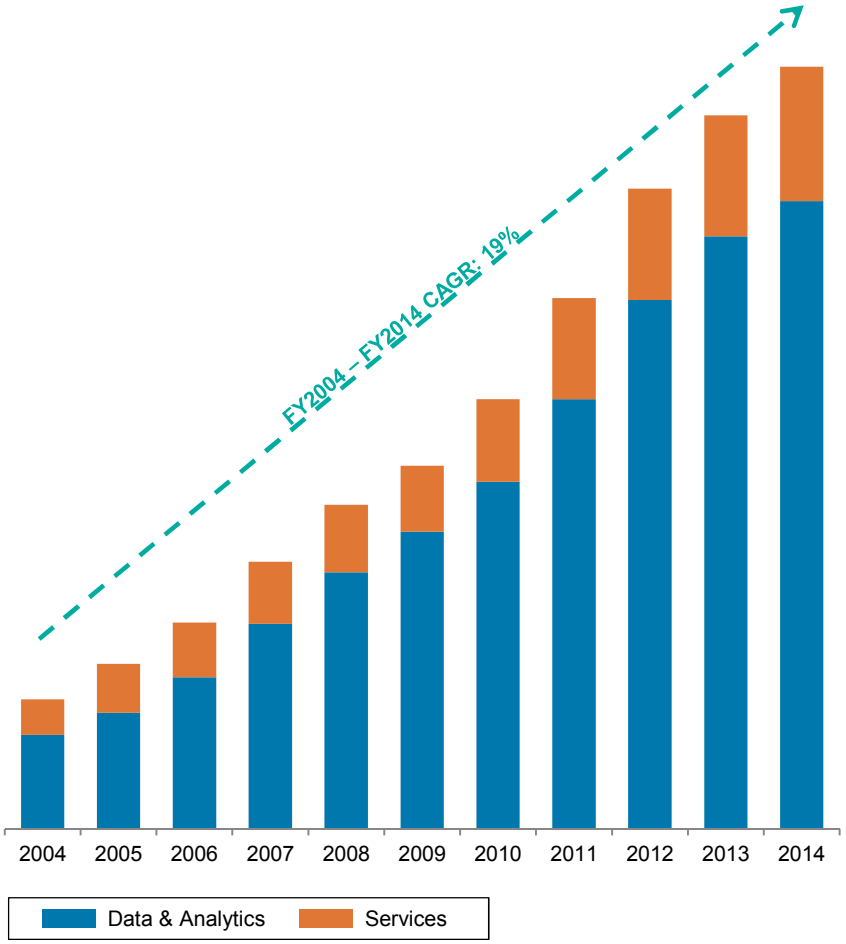
Powerful Combination	• Enhancing to margin and Free Cash Flow • Diversifies revenue by geography & industry
Strong Cash Flow Generation	• Combined unlevered free cash flow(1) of >$500 million • Improves cash flow conversion due to lower tax rate • Favorable working capital and low capex • Rapid delevering and debt paydown
Attractive Financing Structure	• Combination of debt & equity • Maintain investment grade ratings • Flexibility to pursue future growth opportunities

Note: 2014 WoodMac financials converted based on monthly financials and converted to USD based on the average monthly FX rate; 2014 average implied FX of 1.645 based on WoodMac USD revenue divided by WoodMac GBP revenue.

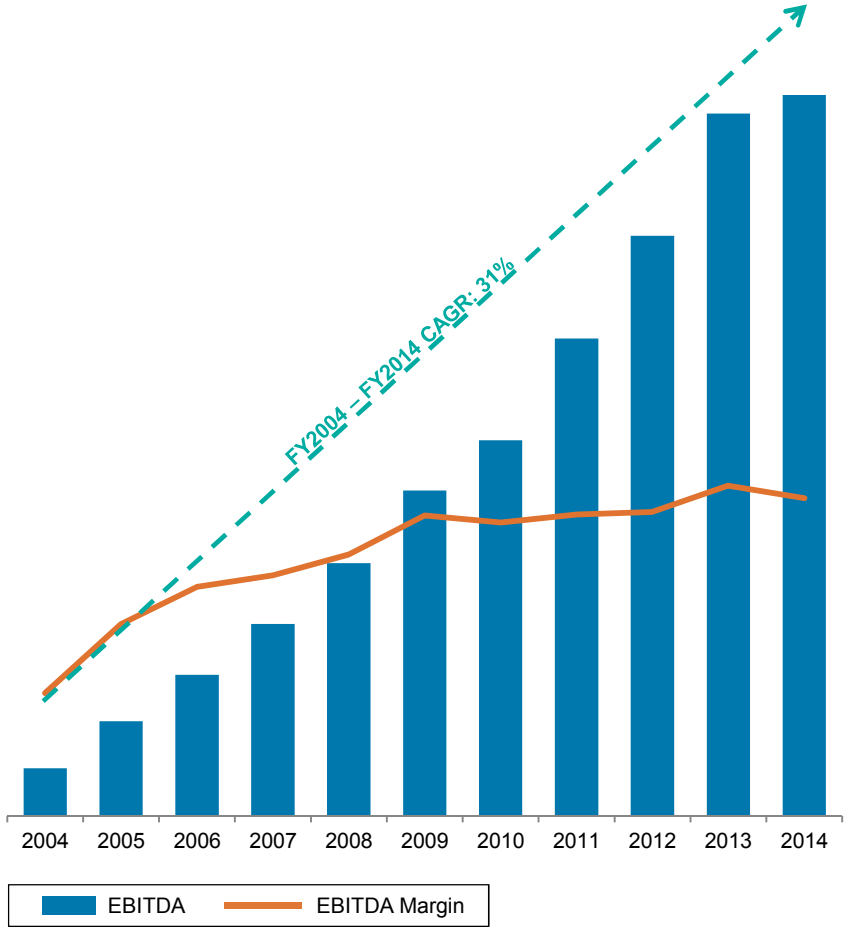
(1) Unlevered Free Cash Flow calculated as net operating profit (EBIT less taxes based on tax rate of 22%) plus depreciation and amortization less capital expenditures; WoodMac includes capitalized software development costs.

Track-Record of Successful Growth

Strong, Stable Revenue Growth



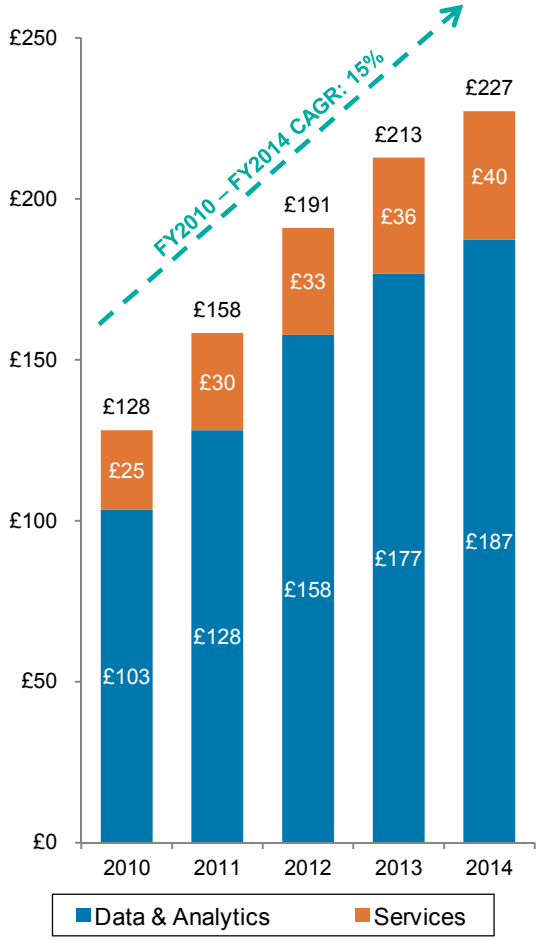
EBITDA Growth



Note: WoodMac financials shown in GBP; CAGRs calculated based on GBP financials; no currency impact.

Attractive Business Model

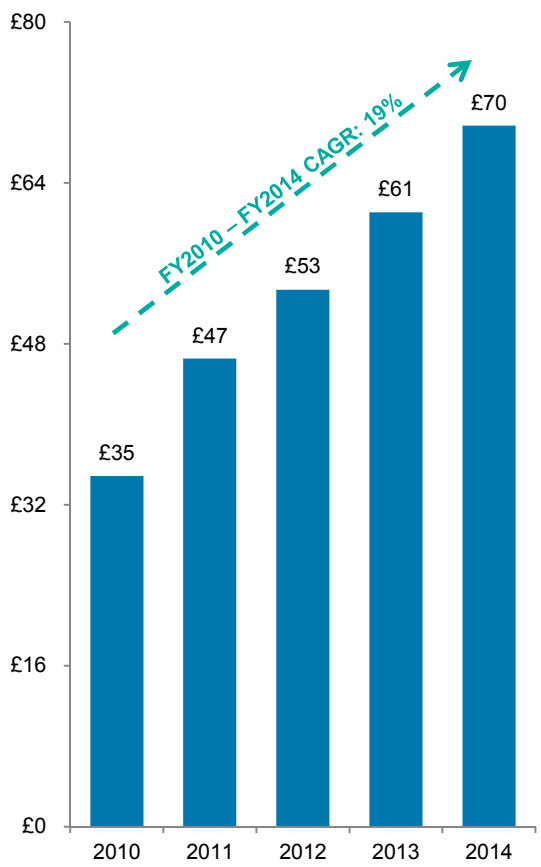
Strong, Stable Revenue Growth (£ million)



Growing EBITDA (£ million)



Strong Free Cash Flow (1) (£ million)

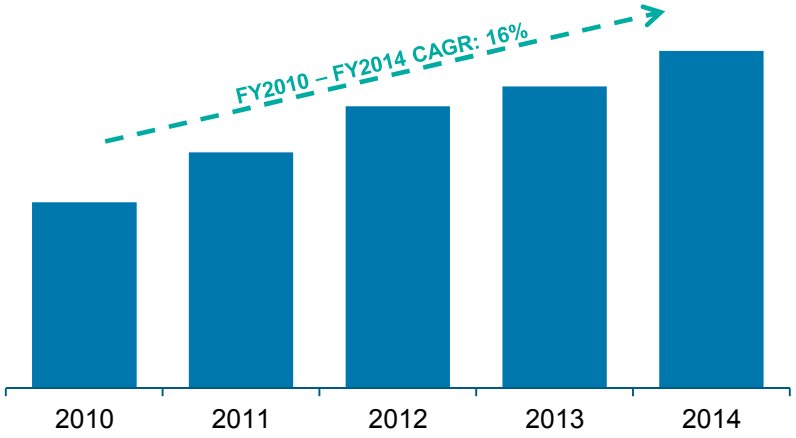


Sources: WoodMac.

(1) Unlevered Free Cash Flow calculated as net operating profit (EBIT less taxes based on tax rate of 22%) plus depreciation and amortization less capital expenditures; includes capitalized software development costs.

Growing & Deeply Embedded Customer Relationships

Subscriptions Value Growth (1)…



…with Low Customer Concentration

800+

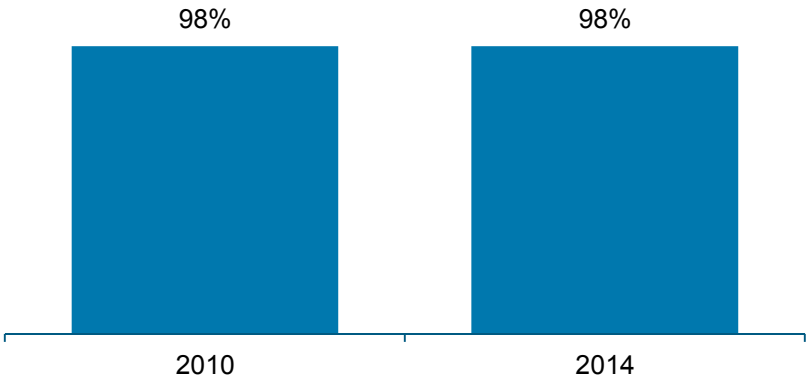
Total Customers

7%

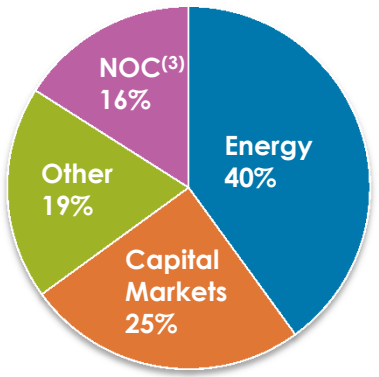
Customer Growth CAGR since 2010

No customer >3%

Consistently High Renewal Rates…



…Diversified Across End Users (Industry) (2)

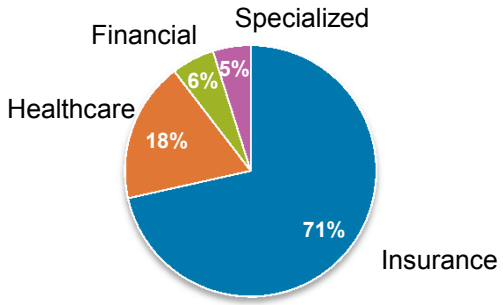


(1) WoodMac financials shown in GBP.
(2) Represents percentage of FY2014 revenue.
(3) National Oil Companies.

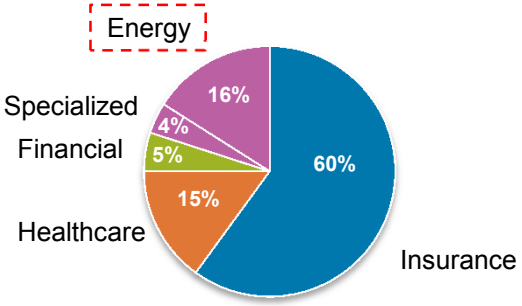
Pro Forma Business[1] Adds a Growing and Global Platform

End Market (Industry)

Verisk Standalone

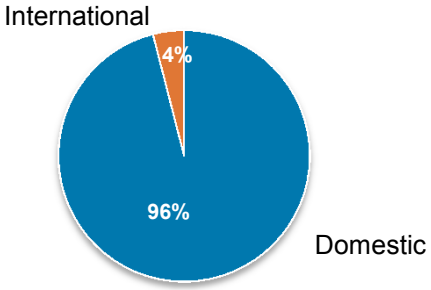


Pro Forma

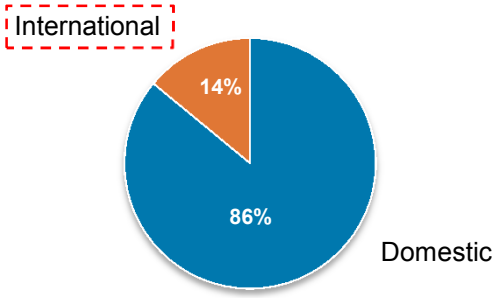


Geography[2]

Verisk Standalone

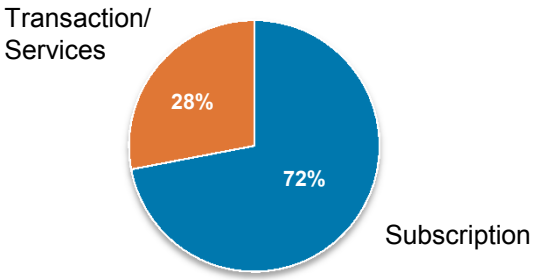


Pro Forma

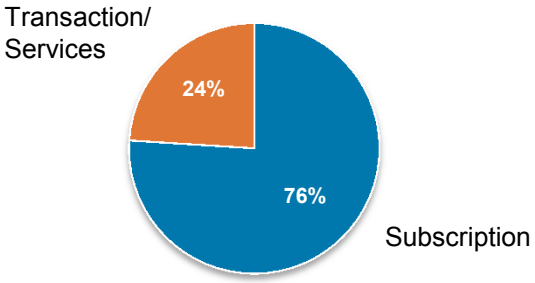


Revenue Type

Verisk Standalone



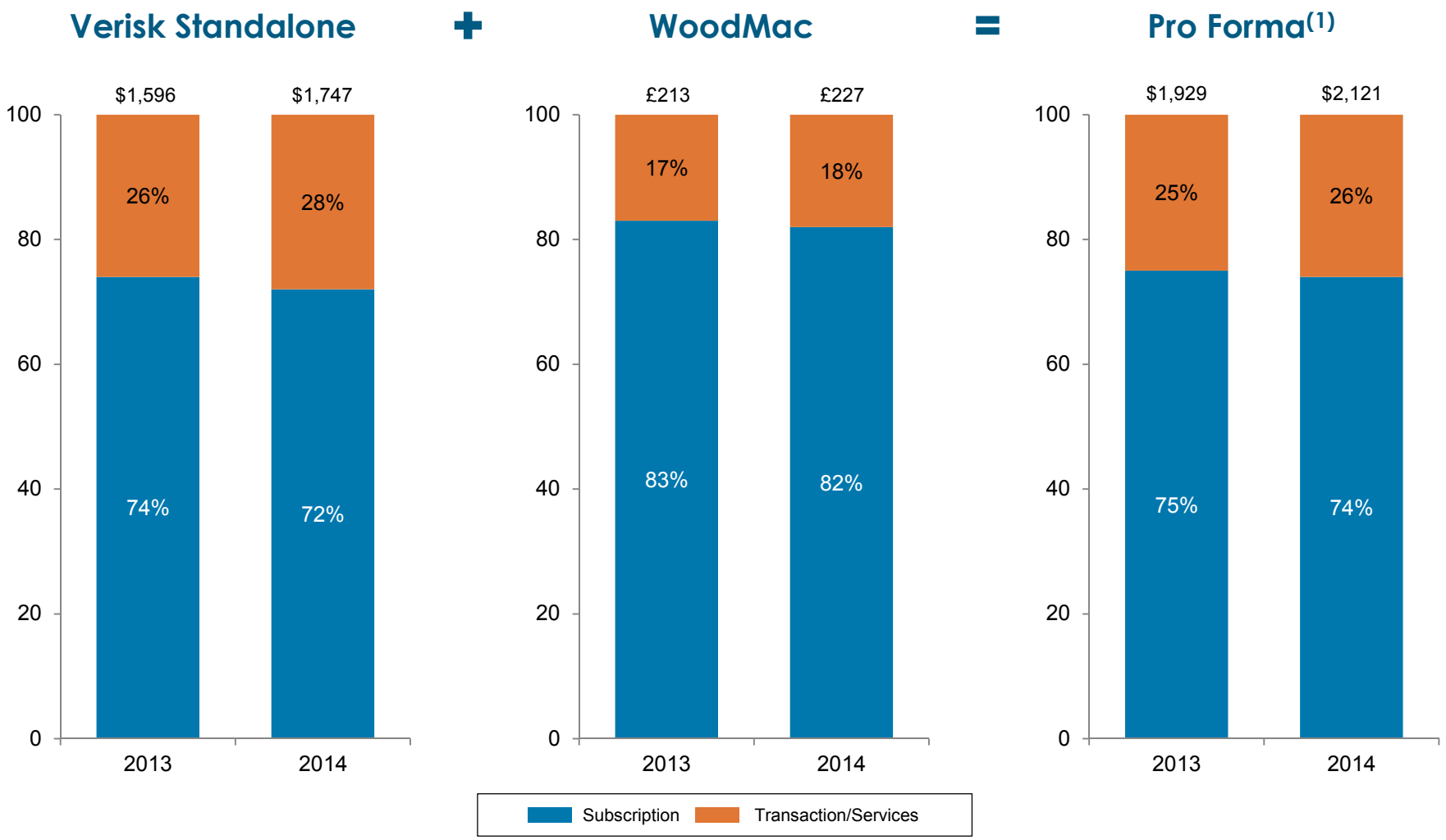
Pro Forma



(1) Pro Forma based on 2014 financials
(2) WoodMac geographical breakdown by subscriptions value.

Pro Forma Verisk has ~75% Recurring Revenue

Strong visibility into future inflows from contractual, subscription based revenues

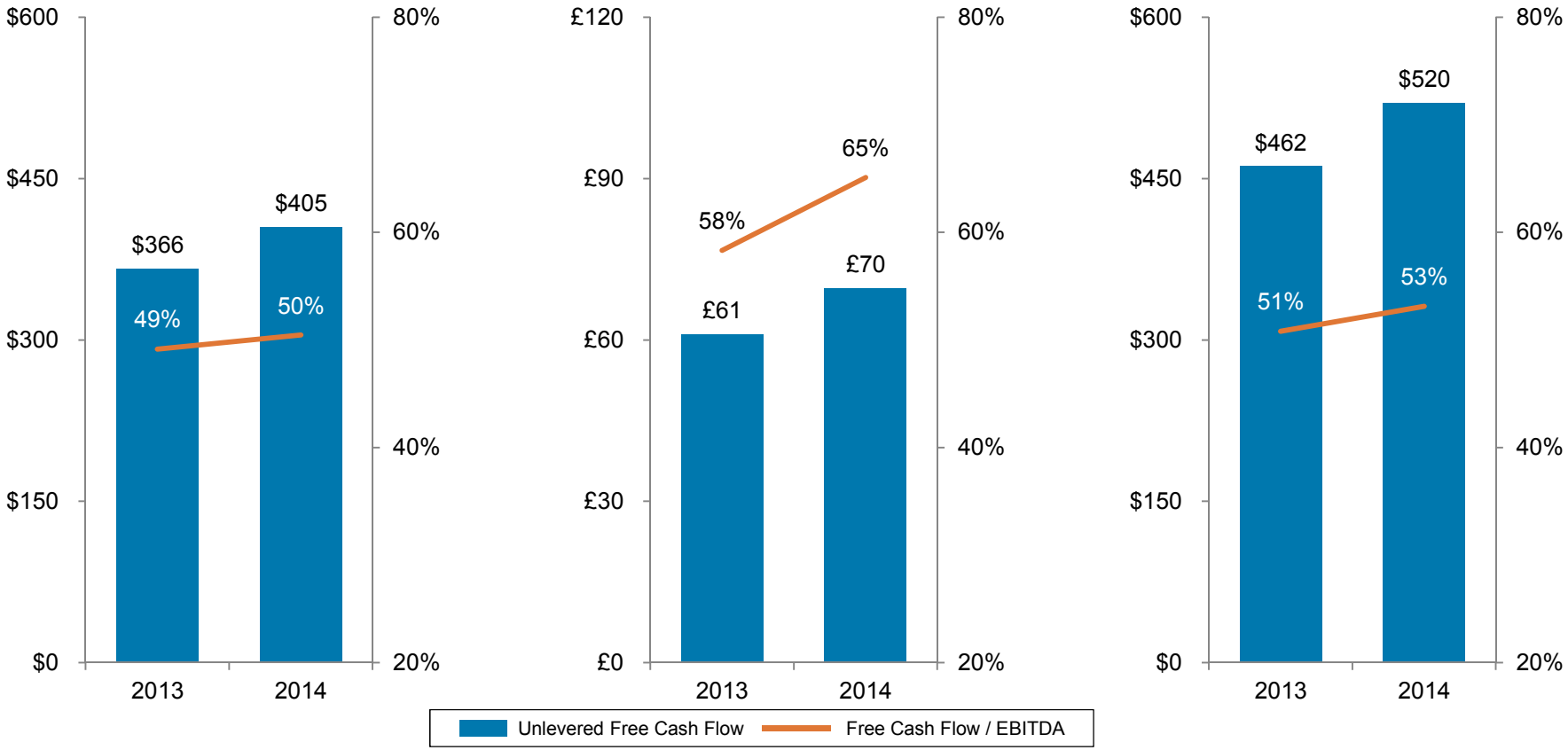


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Tremendous Ability To Generate Cash Flow(1)

Both businesses operate with EBITDA conversion rates of ~50%

Verisk Standalone + **WoodMac** = **Pro Forma(2)**



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Combined Company Financial Profile

	Verisk Standalone $ million	WoodMac £ / $ million		Pro Forma $ million
		GBP	USD	
2014 Revenue	$1,747	£227	$374	$2,121
2014 EBITDA	$803	£107	$176	$979
% Margin	*46%*	*47%*	*47%*	*46%*
2014 Unlevered Free Cash Flow(1)	$405	£70	$115	$520

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(1) Unlevered Free Cash Flow calculated as net operating profit (EBIT less taxes based on tax rate of 22%) plus depreciation and amortization less capital expenditures; WoodMac includes capitalized software development costs.

Financing Plans

At Signing	• Committed $2.9B bridge financing • Bridge expected to remain undrawn
At Closing	• Acquisition funded with a combination of: – ~$2B new bank and long-term bonds – Up to $800 million new equity issuance • Expected to maintain existing investment grade ratings
Rapid Deleveraging	• Total Debt / EBITDA to return to 2.5x by year end 2016

Long-term financing expected to be raised as soon as practicable

Appendix

March 10, 2015

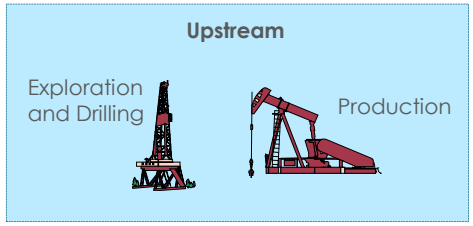


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WoodMac provides data analytics to the Upstream (E&P) part of the market

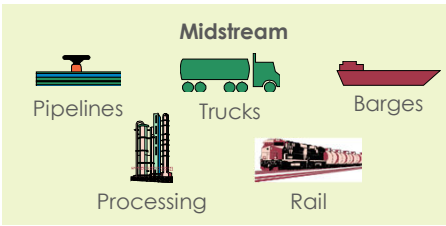
Upstream:

Exploration & Production



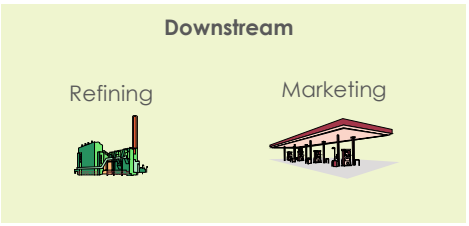
Midstream:

Gathering & Transportation



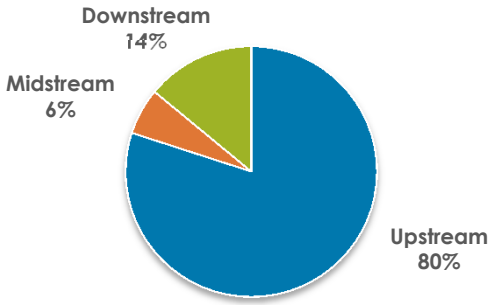
Downstream:

Refining & Marketing



Capex Spend Breakdown

Total: $769B



Sources: Equity & industry research.