UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): December 1, 2021

P10, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other Jurisdiction of Incorporation)

001-40937 (Commission File Number)

87-2908160 (IRS Employer Identification No.)

4514 Cole Avenue, Suite 1600 Dallas, Texas 75205 (Address of principal executive offices and Zip Code)

(214) 865-7998 (Registrant's tele number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

□ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Derecommencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.001 per	PX	New York Stock Exchange LLC
share		
Series A Junior Participating Preferred Stock		
Purchase Rights		

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company \boxtimes

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act \Box

Item 7.01 Regulation FD Disclosure

On December 1, 2021, P10, Inc. (the "Company") posted an investor presentation to its website at https://ir.p10alts.com/. A copy of the investor presentation is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall it be deemed subject to the requirements of amended Item 10 of Regulation S-K, nor shall it be deemed incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing. The furnishing of this information hereby shall not be deemed an admission as to the materiality of any such information.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

- 99.1 <u>P10, Inc. Investor Presentation dated December 1, 2021.</u>
- 104 Cover Page Interactive Data File (formatted as inline XBRL)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

P10, INC.

Date: December 1, 2021

By: /s/ Amanda Coussens Amanda Coussens Chief Financial Officer







IMPORTANT NOTICES

The inclusion of references to P10, Inc. (the "Company") in this presentation is for information purposes only as the holding company of various subsidiaries. P10 does not offer investment advisory services and this presentation is neither an offer of any investment products nor an offer of advisory services by P10. By accepting this presentation, you acknowledge that P10 is not offering investment advisory services. All investment advisory services referenced in this presentation are provided by subsidiaries of P10 which are registered as investment advisers with the U.S. Securities and Exchange Commission ("SEC"). Accordingly, this presentation is considered marketing materials of each registered investment advisory. To the extent you have any questions regarding this presentation, please direct them to the applicable subsidiary. Registration as an investment adviser does not imply any level of skill or training. This presentation does not constitute an offer to sell, a solicitation of an offer to buy, or a recommendation of any security or any other investment product. Nothing herein is intended to provide tax, legal or investment advice. This document may not be reproduced or distributed to any other person, at any time, in whole or in part, for any reason without the prior written consent of the Company and the subsidiaries, and all recipients agree that they will keep strictly confidential this document and all data and information contained herein. Acceptance of this document constitutes an agreement to be bound by the foregoing terms.

Caution Regarding Forward-Looking Information

Caution Regarding Forward-Looking Information Some of the statements in this presentation may constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. Words such as "will," "expect," "believe," "estimate," "continue," "anticipate," "intend," "plan" and similar expressions are intended to identify these forward-looking statements. Forward-looking statements discuss management's current expectations and projections relating to our financial position, results of operations, plans, objectives, tuture performance and business. The inclusion of any forward-looking information in this presentation tool be regarded as a representation that the future plans, estimates or expectations contemplated will be achieved. Forward-looking statements are subject to various risks, uncertainties and assumptions, Forward-looking statements reflect management's current plans, estimates and expectations and are inherently uncertain. All forward-looking statements are subject to known and unknown risks, uncertainties and expectations that may cause actual results to be materially different, including risks relating to: global and domestic market and business conditions; you causely uncertainties and expectations under our debit agreements; as well as assumptions relating to our operations, financial results, financial condition, business prospects, growth strategy; and our ability to manage the effects of events outised of our control. The foregoing list of factors in ot exhaustive. For more information regarding these risks and uncertainties awell as additional risks that we face, you should refer to the "Risk Factors" included in our prospects. growth strategy; and in our quarterity report on Form 10-Q for the quarterity period ended September 30, 2021, filed with the US. Securities and Exchange Commission ("SEC") on October 22, 2021, and in our quarterity report on Form 10-Q for

Caution Regarding Financial and Operating Projections All financial and operating projections, forecasts or estimates about or relating to the Company included in this document, including statements regarding pro-forma valuation and ownership, have been prepared based on various estimates, assumptions and hypothetical scenarios. Forecasts and projections of financial performance, valuation and operating results are, by nature, speculative and based part on anticipating and assuming future events (and the effects of future events) that are impossible to predict and no representation of any kind is made with respect thereto. The Company's future results and achievements will depend on a number of factors, including the accuracy and reasonableness of the assumptions underlying any forecasted information as well as on significant transaction. Accordingly, all projections or forecasts (and estimates based on such projections or forecasts) contained herein should not be viewed as an assessment, prediction or representation as to future results and interested parties should not rely, and will not be deemed to have relied, on any such projections or forecasts. Actual results may differ substantially and could be materially worse than any projection, forecast or scenario set forth in this document. The Company expressly disclaims any obligation to update or revise any of the projections with regard thereto or any changes in events, conditions or circumstances on which any such statement is based.

Fee-Paying Assets Under Management, or FPAUM FPAUM reflects the assets from which we earn management and advisory fees. Our vehicles typically earn management and advisory fees based on committed capital, and in certain cases, net invested capital, depending on the fee terms. Management and advisory fees based on committed capital are not affected by market appreciation or depreciation.

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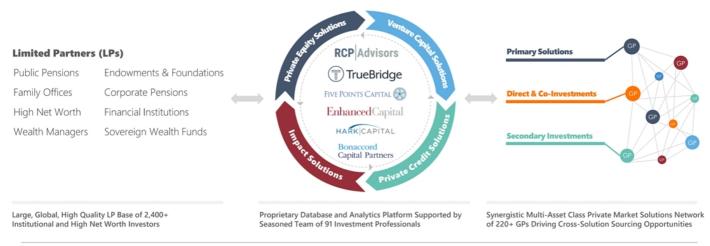
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Premier Private Markets Solutions Provider

Exceptionally Well-Positioned in the Private Markets Ecosystem

Private Markets Ecosystem

We are a specialized private market solutions provider. As LPs entrust us with capital, we strengthen our relationships with high performing, difficult to access fund managers. These relationships drive additional investment opportunities, source more data, enable portfolio optimization, enhance returns, and in turn, attract new LPs. Our position within the private markets ecosystem is reinforced by our synergistic multi-asset class solutions extracting sourcing opportunities from our vast network of GPs and portfolio companies.



Q3 2021

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Premier Private Markets Solutions Provider

Comprehensive Suite of Private Market Vehicles⁽¹⁾

	Primary Solutions	Direct and Co-Investments	Secondary Investments
Asset Classes	Private Equity Venture Capital	 Private Equity Venture Capital Private Credit Impact Investing 	Private Equity
Structure Description	 Invests in diversified portfolio of funds across asset classes with defined investment strategies 	 Direct and Co-investments alongside leading GPs Invests in secured unitrache, second lien, mezzanine loans and equity GP Stakes 	 Secondary purchaser of LP interests in private equity funds Focused exclusively on lower middle market private equity funds
Value Proposition	 Provides instant fund diversification to investors Differentiated access to relationship-driven VC and lower middle market sectors Specialized underwriting skills and expertise to select best managers Offered in both commingled investment vehicles and customized separate accounts Robust database and analytics platform 	 Extensive built-in network of fund managers results in significant actionable deal flow Deals sourced from GP relationships and trusted advisors with preferred economic terms Ability to leverage extensive fund manager diligence and insights as part of investment selection process Well-diversified portfolio across industry, sponsor and geography Offered in both commingled investment vehicles and customized separate accounts Robust database and analytics platform 	 Ability to purchase interests at a discount Leverages RCP's position in the private equity ecosystem Ability to leverage extensive fund manager diligence and insights as part of investment selection process Shorter holding period and earlier cash returns Countercyclical nature Reduced blind pool risk Offered through commingled investment vehicles Robust database and analytics platform
FPAUM ⁽²⁾ (\$Bn)	\$10.1Bn	\$5.0Bn	\$1.2Bn
Notes: 1. Any discussion in declining ma 2. FPAUM as of S	irkets.	as any indication of future deal flow. There can be no assurance that any potential transactions described h	rrein will be consummated. Diversification does not guarantee a profit or protect against a loss
Q3 2021		P10	The Bridge to Private Markets 5

Premier Private Markets Solutions Provider

Differentiated Platform with Specialized Private Markets Solutions⁽¹⁾

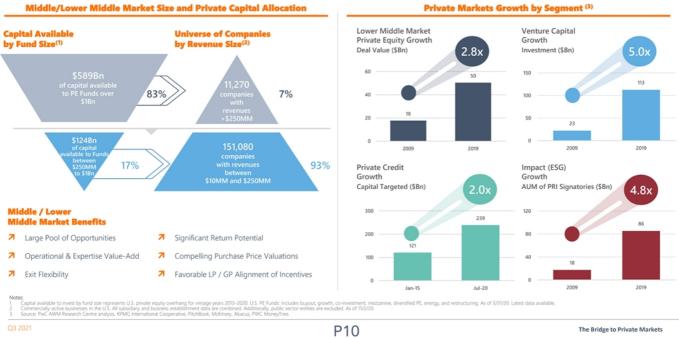
•	•	•	•		
PRIVATE EQUITY	VENTURE CAPITAL	PRIVATE CREDIT	IMPACT INVESTING		
RCP Advisors Bonaccord Capital Partners	TrueBridge		Enhanced Capital		
PRIMARIES SECONDARIES DIRECT & CO-INVESTMENTS	PRIMARIES DIRECT & CO-INVESTMENTS	DIRECT & CO-INVESTMENTS	DIRECT & CO-INVESTMENTS		
Middle- and Lower- Middle Market Private Equity	High Performing, Access-Constrained Venture Capital	Flexible Credit Solutions to Lower Middle Market Sponsors	Impact Investing Across the Capital Structure		
\$9.3Bn 40 FPAUM Inv. Professionals	\$4.2Bn 14 FPAUM Inv. Professionals	\$1.0Bn 25 FPAUM Inv. Professionals	\$1.7Bn 12 FPAUM Inv. Professionals		
44 2001	11 2007 Vehicles Inception	7 1998	31 Vehicles		

Notes: 1. FPAUM ar Q3 2021

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Well Positioned in Attractive, Specialized and Growing Global Markets

Attractive Middle/Lower Middle Market Dynamics with Accelerating Growth in Private Markets Segments





Distinct Market Access, Deal Flow and Data Analytics to Navigate Private Markets

Long-Standing Industry Relationships and Extensive Proprietary Analytics Drive Unparalleled Market Access

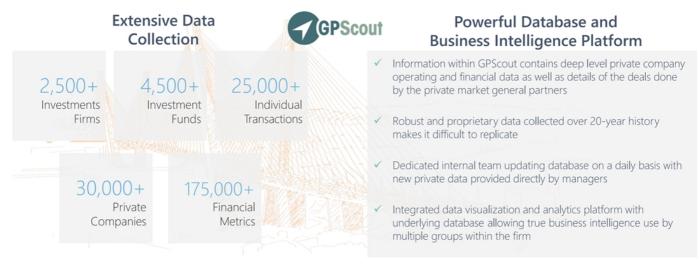
	Private Equity	Venture Capital	Private Credit	Impact Investing
Relationships	1,800+	540+	180+	81+
	Investors	Investors	Investors	Investors
	165+	60+	45+	380+ / 600+
	Fund Managers	Fund Managers	Active Sponsor Relationships	Businesses Supported / Projects
Scale	375+	6,500+	\$1,470MM+	\$550MM+
	Funds	Portfolio Companies	Capital Deployed	Capital Deployed in Impact Credit
	1,800+	55+	60+	535MM
	Portfolio Companies	Direct Investments	Platform Investments	KWh Produced Through 2019
Experience	24+	18 +	22+	21+
	Avg. Years of Mgmt. Experience			
	40	14	25	12
	Investment Professionals	Investment Professionals	Investment Professionals	Investment Professionals

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Distinct Market Access, Deal Flow and Data Analytics to Navigate Private Markets

Unique and Extensive Proprietary Analytics Database



Data Capabilities Are a Competitive Differentiator

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Distinct Market Access, Deal Flow and Data Analytics to Navigate Private Markets

Robust and Disciplined Sourcing Criteria, Resulting in Highly Selective Investment Process



Preeminent Investment Teams Delivering Best-in-Class Performance

Superior Track Record Across a Broad Range of Portfolio Solutions⁽¹⁾

RCP Advisors

Fund	Vintage	Fund Size (\$M)	Called Capital	* Net IRR ****	··· Net ROIC
Fund-of-Funds (as o	f 6/30/21)				
Fund I	2003	\$92	105%	14.1%	1.8x
Fund II	2005	\$140	109%	8.2%	1.5x
Fund III	2006	\$225	107%	6.8%	1.4x
Fund IV	2007	\$265	110%	14.4%	2.0x
Fund V	2008	\$355	121%	13.4%	1.7x
Fund VI	2009	\$285	114%	15.9%	2.0x
Fund VII	2011	\$300	109%	18.1%	2.1x
Fund VIII	2012	\$268	110%	20.2%	2.0x
Fund IX	2014	\$350	103%	19.3%	1.8x
Fund X	2015	\$332	101%	17.1%	1.5x
SEF	2017	\$179	73%	23.4%	1.6x
Fund XI	2017	\$315	78%	24.4%	1.6x
Fund XII	2018	\$382	69%	17.4%	1.3x
Fund XIII	2019	\$397	38%	-	-
Fund XIV	2020	\$394	16%		-
SEF II	2020	\$123	7%		-
Fund XV	2021	\$435	6%		-
Fund XVI	2022	\$52	0%	-	-
Secondary Funds (as	s of 6/30/21)				
SOF I	2009	\$264	112%	22.0%	1.8x
SOF II	2013	\$425	108%	11.6%	1.3x
SOF III	2018	\$400	54%	70.2%	1.8x
SOF III Overage	2020	\$87	13%	235.3%	2.2x
Co-Investment Fund	s (as of 6/30/21)			
Direct I	2010	\$109	82%	37.9%	3.0x
Direct II	2014	\$250	86%	28.6%	2.5x
Direct III	2018	\$385	73%	25.0%	1.3x
Direct IV	2021	\$102	1%		

Fund	Vintage	Fund Size (\$M)	Called Capital	- Net IRR	Net ROIC
Fund-of-Funds (as	of 6/30/21)				
Fund I	2007	\$311	93%	14.2%	3.1x
Fund II	2010	\$342	83%	23.6%	5.5x
Fund III	2013	\$409	92%	23.9%	3.5x
Fund IV	2015	\$408	91%	42.3%	3.4x
Fund V	2017	\$460	79%	58.1%	2.1x
Fund VI	2019	\$608	36%		-
Direct Investment	Funds (as of 6/30	/21)			
Direct Fund I	2015	\$125	95%	41.0%	3.1x
Direct Fund II	2019	\$196	78%	53.7%	1.4x

EnhancedCapital

Fund	Vintage	Invested (\$M)	Called Capital	- Net IRR -	Net ROIC
Impact Funds (as of	6/30/21)				
Impact Credit		\$591		7.4% ²	1.2x
Impact Equity ³	-	\$408	-	20%+4,5	1.2x

Notes: See performance disclosure notes starting on page 24.

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Preeminent Investment Teams Delivering Best-in-Class Performance

Superior Track Record Across a Broad Range of Portfolio Solutions⁽¹⁾

FIVE POINTS CAPITAL 💿

-					
Fund	Vintage	Fund Size (\$M)	Called Capital	PNet IRR	Net ROIC -
Equity Funds (as	s of 6/30/21)				
Fund I	1998	\$101	94%	12.7%	2.1x
Fund II	2007	\$152	99%	12.6%	1.7x
Fund III	2013	\$230	92%	22.7%	2.1x
Fund IV	2019	\$230	18%	-	-
Credit Funds (as	of 6/30/21)				
Fund I	2006	\$162	93%	12.2%	2.0x
Fund II	2011	\$227	100%	7.6%	1.6x
Fund III	2016	\$289	74%	14.7%	1.4x
Fund IV	2021	\$87	3%		-

Fund	Vintage	Fund Size (\$M)	Called Capital	r Net IRR	····· Net ROIC ·
NAV Lending Fu	nds (as of 6/30/21)				
Fund I	2013	\$106	119%	11.0%	1.3x
Fund II	2017	\$203	75%	12.7%	1.2x
Fund III	2021	\$400	0%		
Bonaccord Capital Par					
Capital Par	tners	Fund Size (\$M)	Called Capital	Not IDP	Not POIC
Capital Par		Fund Size (\$M)	Called Capital	Net IRR	Net ROIC -

Notes: 1. See performance disclosure notes starting on page 24.

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Investment Teams Led by Management Teams with Sustained Track Records of Success

Ownership structure aligned with investors; carried interest aligned with investment teams

	Private Eq	uity Soluti	ions			Venture Cap	ital Solutio	ns
	RCP Advisors		Bonaccord Capital Partners	1		Tru	eBridge	
	Dave McCoy Managing Partner 22+ Years of Experience		Ajay Chitkara Head of Bonaccord Capital Partners 28+ Years of Experience			Edwin Poston Managing Partner 24+ Years of Experience		Rob Mazzoni Partner 14+ Years of Experience
	Jon Madorsky Managing Partner 20+ Years of Experience		Brad Pilcher Senior Investment Manager 22+ Years of Experience			Mel Williams Managing Partner 15+ Years of Experience		Matt Rittenmeyer Principal 19+ Years of Experience
	Charlie Huebner Managing Partner 30+ Years of Experience	(?	Farhad Dehesh Senior Investment Manager 23+ Years of Experience					
	Tom Danis Managing Partner 25+ Years of Experience							
rg. Years at	Firm / Years of Experience			/	Avg. Years at Fi	rm / Years of Experience		
	12	+	24+			12+	-	18
lease note the referen	ced individuals are not inclusive of all member	s of the respective inves	tment teams.					
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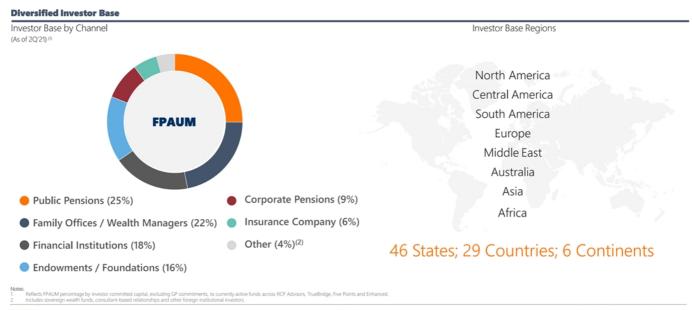
Investment Teams Led by Management Teams with Sustained Track Records of Success

Ownership structure aligned with investors; carried interest aligned with investment teams

	Private Cre	dit Solutio	ons			Impact Inve	ting Solutio	ns
FIVE POI	ints Capital 🛞		HARKCAPITAL			Enhanc	ed Capital	
P	Whit Edwards Managing Partner 22+ Years of Experience		Doug Cruikshank Managing Partner & Found 31+ Years of Experience	der		Michael Korengold Managing Partner 25+ Years of Experience		Richard Montgomery Managing Partner 21+ Years of Experience
P	Marshall White Managing Partner 18+ Years of Experience		Rafael Castro Partner & Co-Founder 24+ Years of Experience			Shane McCarthy Managing Partner 19+ Years of Experience		Mark Slusar Managing Director 20+ Years of Experience
	Jonathan Blanco Managing Partner 23+ Years of Experience		Rich Davis Partner & Co-Founder 21+ Years of Experience					
	Scott Snow Managing Partner 19+ Years of Experience							
Avg. Years at F	Firm / Years of Experience				Avg. Years at Fi	rm / Years of Experience		
	12-	+		22+		14-	-	21+
Notes: • Please note the reference	ed individuals are not inclusive of all members	of the respective investr	nent teams.					
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Highly Diversified, Multi-Asset Investment Platform and Investor Base

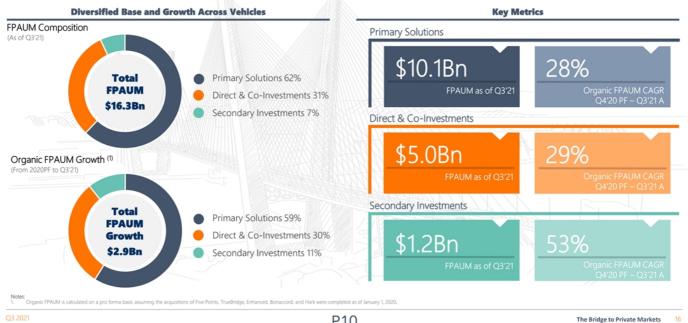
Differentiated Investor Base Combined with Institutional and International Distribution



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Fee Paying Assets Under Management Across Diversified Vehicles

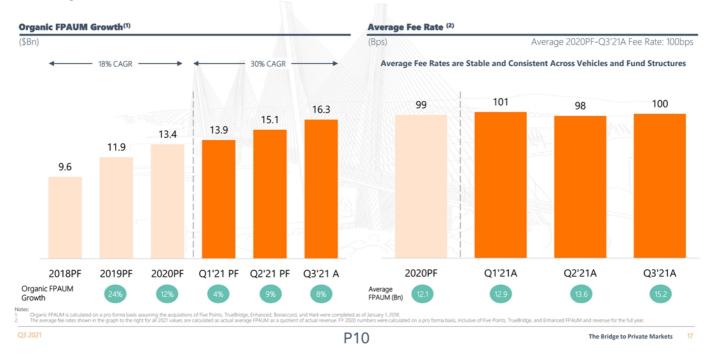
Multi-Asset Investment Platform with Strong Organic Growth



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FPAUM and Average Fee Rate Detail

Robust Organic FPAUM Growth and Stable, Attractive Fee Rates

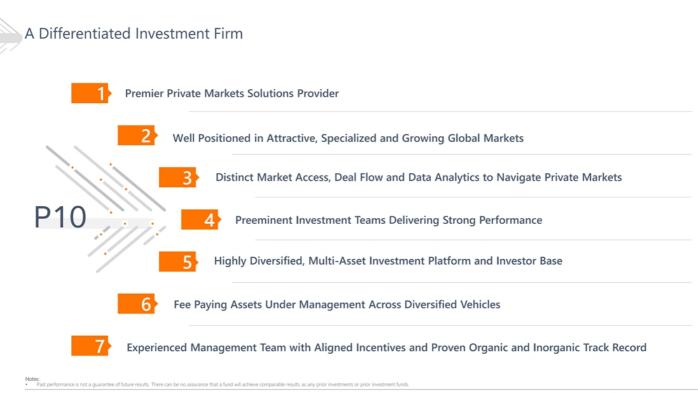


Experienced Management with Aligned Incentives and Proven Organic and Inorganic Track Record

Deep Bench of Talent with Long History of Investing

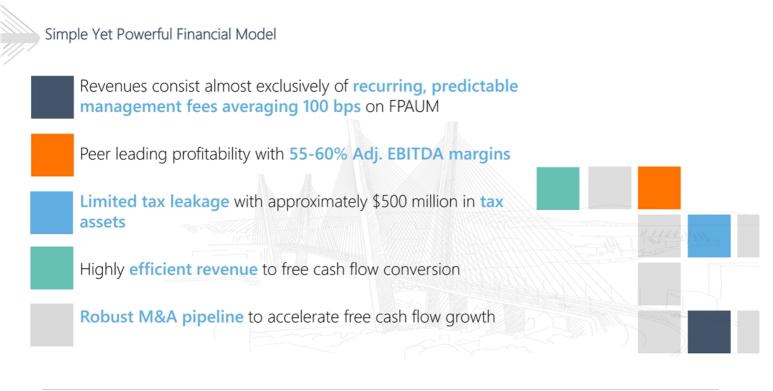
Leadersh	nip		Years of Experience	Key P10 Criteria
	Robert Alpert	Co-CEO Chairman of the Board	30+	Market leading differentiated platform
9	C. Clark Webb	Co-CEO	17+	Track record of strong investment performance
9	Amanda Coussens	CFO	21+	v
	William "Fritz" Souder	соо	20+	\checkmark Proven, committed management team
	Jeff Gehl	смо	19+	\checkmark Established and committed investor base
ipecializ	ed Private Market	ts Solutions	Years of Experience	Extensive Investment Pipeline
	Dave McCoy	Managing Partner Private Equity Solutions	22+	with a Long List of Attractive
	Edwin Poston	Managing Partner Venture Capital Solutions	24+	and Actionable Opportunities
	Whit Edwards	Managing Partner Private Credit Solutions	22+	
(Michael Korengold	Managing Partner Impact Investing Solutions	25+	
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Third Quarter 2021 Highlights

Strong FPAUM growth drives record financial performance

7 Fee paying assets under management (FPAUM) were \$16.3Bn, an increase of 122% compared to September 30, 2020

Financial Results (\$ in Millions)	Three Months Ended		Nine Mon	ths Ended		
	September 30, 2021	September 30, 2020	September 30, 2021	September 30, 2020	Q3'21 vs Q3'20	YTD'21 vs YTD'20
Actual FPAUM (\$Bn)	\$ 16.3	\$ 7.3	\$ 16.3	\$ 7.3	122%	122%
Pro Forma FPAUM (\$Bn) ⁽¹⁾	\$ 16.3	\$ 12.8	\$ 16.3	\$ 12.8	27%	27%
GAAP Financial Metrics						
Revenue	\$ 38.1	\$ 15.4	\$ 104.9	\$ 42.7	148%	146%
Operating Expenses	\$ 27.1	\$ 13.2	\$ 76.7	\$ 33.8	106%	127%
GAAP Net Income	\$ 4.1	\$ 0.1	\$ 9.3	\$ 3.2	N/A	191%
Fully Diluted GAAP EPS	\$ 0.04	\$ 0.00	\$ 0.08	\$ 0.04	N/A	113%
Non-GAAP Financial Metrics	444 NEW XXXXXX	TTTTTTMARK	1111-20			
SAAP Revenue	\$ 38.1	\$ 15.4	\$ 104.9	\$ 42.7	148%	146%
Adjusted EBITDA (2)	\$ 21.8	\$ 8.8	\$ 56.8	\$ 22.5	148%	152%
Adjusted EBITDA Margin	57%	57%	54%	53%		
Adjusted Net Income (2)	\$ 16.2	\$ 6.6	\$ 40.9	\$ 15.4	146%	165%
Fully Diluted ANI EPS (3)	\$ 0.15	\$ 0.09	\$ 0.37	\$ 0.20	72%	90%

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Non-GAAP Financial Measures (unaudited)

(Dollars in thousands except share and per share amounts)	Three Mo September 30, 2021	nths Ended September 3	0, 2020	Nine Months En September 30, 2021 Septe		Q3'21 vs Q3'20	YTD'21 vs YTD'20
GAAP Net Income	\$ 4,078		\$ 65	\$ 9,260	\$ 3,186	N/A	191%
Add back (Subtract):							
Depreciation & Amortization	7,553		3,579	22,654	9,627	111%	135%
Interest expense, net	5,484		2,325	16,418	7,269	136%	126%
Income tax provision (benefit)	1,759		(175)	3,154	(1,513)	N/A	N/A
Non-Recurring Transaction Fees	2,422		2,800	3,833	3,412	-14%	12%
Non-cash stock based compensation	461		187	1,452	522	146%	178%
Adjusted EBITDA	21,757		8,781	56,771	22,503	148%	152%
Less:			<u> (((((((((((((((((((</u>				
Cash interest expense, net	(4,555)	(1,529)	(13,712)	(6,172)	198%	122%
Cash income taxes, net of tax paid related to acquisitions	(1,046		(689)	(2,192)	(938)	52%	134%
Adjusted Net Income	16,156	NESERENTLAS	6,563	40,867	15,393	146%	165%
ANI Earnings per Share							
Shares outstanding	62,464		62,464	62,464	62,464		
Diluted Shares outstanding	109,979		76,724	109,893	78,701		
ANI per share	\$ 0.26		\$ 0.11	\$ 0.65	\$ 0.25	146%	165%
Diluted ANI per share	\$ 0.15		\$ 0.09	\$ 0.37	\$ 0.20	72%	90%

• The cost of financing our business,

The effects of income taxes.

Non-Recurring Transaction Fees include the following:

Acquisition-related expenses which reflects the actual costs incurred during the period for the acquisition of new businesses, which primarily consists of fees for professional services including legal, accounting, and advisory,

Registration-related expenses includes professional services associated with our prospectus process incurred during the period, and does not reflect expected regulatory, compliance, and other costs associated with which may be incurred subsequent to our Initial Public Offering, and

Adjusted Net Income reflects the cash payments made for interest, which differs significantly from total interest expense that includes non-cash interest on the non-interest-bearing Seller Notes related to our acquisitions of RCP 2 and RCP 3. Similarly, the cash income taxes paid during the periods is significantly lower than the net income tax benefit, which is primarily comprised of deferred tax expense.

Above is a calculation of our unaudited non-GAAP financial measures. These are not measures of financial performance under GAAP and should not be construed as a substitute for the most directly comparable GAAP measures, which are reconciled below. These measures have limitations as analytical tools, and when assessing our operating performance, you should not consider these measures in isolation or as a substitute for GAAP measures. Other companies may calculate these measures differently than we do, limiting their usefulness as a comparative measure.

We use Adjusted Net Income, or ANI, as well as Adjusted EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization) to provide additional measures of profitability. We use the measures to assess our performance relative to our intended strategies, expected patterns of profitability, and budgets, and use the results of that assessment to adjust our future activities to the extent we deem necessary. ANI reflects our actual cash flows generated by our core operations. ANI is calculated as Adjusted EBITDA, less actual cash paid for interest and federal and state income taxes.

In order to compute Adjusted EBITDA, we adjust our GAAP Net Income for the following items

Expenses that typically do not require us to pay them in cash in the current period (such as depreciation, amortization and stock-based compensation) [continued in next column]

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Consolidated Balance Sheets

(Pallan in the sum of a sum of a large sum of the	September 30, 2021 (unaudited)	December 31, 2020
(Dollars in thousands except share amounts) Assets	(unaudited)	
Cash and cash equivalents	\$ 21,656	\$ 11,773
Restricted cash	6,421	1,010
Accounts receivable	7.656	2,494
Due from related parties	5,885	2.667
Investment in unconsolidated subsidiaries	1,977	2,158
Prepaid expenses and other assets	3,355	3,368
Property and equipment, net	1,000	1,124
Right-of-use assets	7,095	6,491
Deferred tax assets, net	35,494	37,621
Intangibles, net	136,306	143,738
Goodwill	417,401	369,982
Total assets	\$ 644,246	\$ 582,426
Liabilities And Stockholders' Equity		
Liabilities		
Accounts payable	\$ 1,260	\$ 1,103
Accrued expenses	12,040	12,505
Due to related parties	1,650	2,200
Other liabilities	6,419	254
Contingent consideration	19,160	•
Deferred revenues	11,802	10,347
Lease liabilities	8,126	7,682
Debt obligations		290,055
Total liabilities	375,974	324,146
Commitments And Contingencies (Note 11)		
Redeemable Noncontrolling Interest	199,202	198,439
Stockholders' Equity		
Common stock - \$0.001 par value; 110,000,000 and 110,000,000 shares authorized, respectively; 62,587,823 and 62,587,823 issued, respectively; 62,464,371 and 62,464,371 outstanding, respectively	63	63
Treasury stock	(273)	(273)
Additional paid-in-capital	325,762	324,310
Accumulated deficit	(256,482)	
Total stockholders' equity	69,070	59,841
Total Liabilities And Stockholders' Equity	\$ 644,246	\$ 582,426

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Key Terms & Performance Disclosure

Fee Paying Assets Under Management (FPAUM): FPAUM reflects the assets from which we earn management and advisory fees. Our vehicles typically earn management and advisory fees based on committed capital, and in certain cases, net invested capital, depending on the fee terms. Management and advisory fees based on committed capital are not affected by market appreciation or depreciation.

Net IRR: Refers to Internal rate of return net of fees, carried interest and expenses charged by both the underlying fund managers and each of our solutions.

Net ROIC: Refers to return on invested capital net of fees and expenses charged by both the underlying fund managers and each of our solutions.

Fund Size: Refers to the total amount of capital committed by investors to each fund disclosed.

Called Capital: Refers to the amount of capital provided from investors, expressed as a percent of the total fund size.

Ownership Limitations: P10's Certificate of Incorporation contains certain provisions for the protection of tax benefits relating to P10's net operating losses. Such provisions generally void transfers of shares that would result in the creation of a new 4.99% shareholder or result in an existing 4.99% shareholder acquiring additional shares of P10.

Performance Disclaimer:

The historical performance of our investments should not be considered as indicative of the future results of our investments or our operations or any returns expected on an investment in our Class A common stock.

In considering the performance information contained in this prospectus, prospective Class A common stockholders should be aware that past performance of our specialized investment vehicles or the investments that we recommend to our investors is not necessarily indicative of future results or of the performance of our Class A common stock. An investment in our Class A common stock is not an investment in any of our specialized investment vehicles. In addition, the historical and potential future returns of specialized investment vehicles that we manage are not directly linked to returns on our Class A common stock. Therefore, you should not conclude that continued positive performance of our specialized investment vehicles or the investments that we reasonable to our investors will necessarily result in positive returns on an investment in our Class A common stock. However, poor performance of our specialized investment vehicles could cause a decline in our ability to raise additional funds and could therefore have a negative effect on our performance and on returns on an investment in our Class A common stock. The historical performance of our funds should not be considered indicative of the future performance of these funds or of any future funds we may raise, in part because:

- market conditions and investment opportunities during previous periods may have been significantly more favorable for generating positive performance than those we may experience in the future;
- the performance of our funds is generally calculated on the basis of net asset value of the funds' investments, including unrealized gains, which may never be realized;
- our historical returns derive largely from the performance of our earlier funds, whereas future fund returns will depend increasingly on the performance of our newer funds not yet formed;
- our newly established funds typically generate lower returns during the period that they initially deploy their capital;
- changes in the global tax and regulatory environment may affect both the investment preferences of our investors and the financing strategies employed by businesses in which particular funds invest, which may reduce the overall capital available for investment and the availability of suitable investments, thereby reducing our investment returns in the future;
- in recent years, there has been increased competition for investment opportunities resulting from the increased amount of capital invested in private markets alternatives and high liquidity in debt markets, which may cause an
 increase in cost and reduction in the availability of suitable investments, thereby reducing our investment returns in the future; and
- · the performance of particular funds also will be affected by risks of the industries and businesses in which they invest.

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Key Terms & Supplemental Information

Below is a description of our unaudited non-GAAP financial measures. These are not measures of financial performance under GAAP and should not be construed as a substitute for the most directly comparable GAAP measures. These measures have limitations as analytical tools, and when assessing our operating performance, you should not consider these measures in isolation or as a substitut GAAP measures. Other companies may calculate these measures differently than we do, limiting their usefulness as a comparative measure. r ite foi

Adjusted EBITDA: In order to compute Adjusted EBITDA, we adjust our GAAP net income for the following items:

- Expenses that typically do not require us to pay them in cash in the current period (such as depreciation, amortization and stock-based compensation);
- The cost of financing our business;
- The cost of financing our business;
 Acquisition-related expenses which reflects the actual costs incurred during the period for the acquisition of new businesses, which primarily consists of fees for professional services including legal, accounting, and advisory, as well as bonuses paid to employees directly related to the acquisition;
 Registration-related expenses includes professional services associated with our prospectus process incurred during the period, and does not reflect expected regulatory, compliance, and other costs associated with which may be incurred subsequent to our Initial Public Offering; and
- The effects of income taxes

Adjusted Net Income (ANI):

outstanding

- We use Adjusted Net Income, or ANI, as well as Adjusted EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization) to provide additional measures of profitability. We use the measures
 to assess our performance relative to our intended strategies, expected patterns of profitability, and budgets,
- and use the results of that assessment to adjust our future activities to the extent we deem necessary. ANI reflects our actual cash flows generated by our core operations. ANI is calculated as Adjusted EBITDA, less actual cash paid for interest and federal and state income taxes.

Fully Diluted ANI EPS: Fully diluted Adjusted Net Income earnings per share is a calculation that assumes all the Company's securities were converted into shares, not just shares that are currently

Supplemental Share Information: Class A shares (CUSIP # 69376K106) trade on the NYSE as PX and have one vote per share. Class B shares (CUSIP # 69376K205) are not tradeable in the open market and have ten votes per share. The Class B shares are convertible at any time at the option of the holder into Class A shares on a one-for-one basis, irrespective of whether or not the holder is planning to sell shares at that time. All previous shareholders of PIO Holdings, Inc. (OTC: PIOE) had their shares converted to Class B shares of PIO at the time the Company was listed on the NYSE. The simplest way to sell Class B shares is to first contact your broker and convert them to Class A shares, which can then be sold on the NYSE. Thirther note that Class B shares held by PIO insiders are under a lock up agreement. Please refer to our amended and restated certificate of incorporation for a full description of the Class A and Class B shares.

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