

## INVESTOR PRESENTATION

**APRIL 1, 2015** 

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CAPITOL HAS FILED A PRELIMINARY PROXY STATEMENT WITH THE SECURITIES AND EXCHANGE COMMISSION IN CONNECTION WITH ITS SOLICITATION OF PROXIES FOR THE SPECIAL MEETING OF CAPITOL STOCKHOLDERS TO BE HELD TO APPROVE THE TRANSACTION (THE "SPECIAL MEETING").

STOCKHOLDERS OF CAPITOL AND OTHER INTERESTED PERSONS ARE ADVISED TO READ CAPITOL'S PRELIMINARY PROXY STATEMENT AND, WHEN AVAILABLE, DEFINITIVE PROXY STATEMENT IN CONNECTION WITH CAPITOL'S SOLICITATION OF PROXIES FOR THE SPECIAL MEETING BECAUSE THESE DOCUMENTS WILL CONTAIN IMPORTANT INFORMATION. SUCH PERSONS CAN ALSO READ CAPITOL'S ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2014, FOR A DESCRIPTION OF THE SECURITY HOLDINGS OF THE CAPITOL OFFICERS AND DIRECTORS AND THEIR RESPECTIVE INTERESTS AS SECURITY HOLDERS IN THE SUCCESSFUL CONSUMMATION OF THE TRANSACTION. THE DEFINITIVE PROXY STATEMENT WILL BE MAILED TO CAPITOL'S STOCKHOLDERS AS OF A RECORD DATE TO BE ESTABLISHED FOR VOTING ON THE TRANSACTION. STOCKHOLDERS WILL ALSO BE ABLE TO OBTAIN A COPY OF SUCH DOCUMENTS, WITHOUT CHARGE, BY DIRECTING A REQUEST TO CAPITOL ACQUISITION CORP. II, 509 7th STREET, N.W., WASHINGTON, D.C. 20004. THESE DOCUMENTS, ONCE AVAILABLE, AND CAPITOL'S ANNUAL REPORT ON FORM 10-K CAN ALSO BE OBTAINED, WITHOUT CHARGE, AT THE SECURITIES AND EXCHANGE COMMISSION'S INTERNET SITE (HTTP://WWW.SEC.GOV).

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# PRESENTERS

### MARK D. EIN

Chairman & Chief Executive Officer Capitol Acquisition Corp. II

### **SVEN-OLOF LINDBLAD**

Founder, Chief Executive Officer & President Lindblad Expeditions, Inc.

### IAN ROGERS

Chief Financial Officer and Chief Operating Officer Lindblad Expeditions, Inc.

> Lindblad Expeditions



# AGENDA

- 1. Capitol Investment Thesis
- 2. Lindblad Expeditions Overview
- 3. Lindblad Market Opportunity & Growth Strategy
- 4. Business Combination
- Appendix





### **1. CAPITOL INVESTMENT THESIS**



## **INVESTMENT THESIS**

- **Premier Company in Industry** Lindblad is a global leader in expedition cruising and extraordinary travel experiences offering captivating trips featuring highly curated content to 40+ remarkable destinations on all seven continents
- **Compelling Market Opportunity** As individuals accumulate wealth and free time, they seek unique experiences which has led the expedition sector to some of the highest growth rates in the travel industry
- Exclusive National Geographic Partnership Long term strategic alliance featuring co-branding, co-selling and curated content will be extended until December 31, 2025 in conjunction with this merger
- Extraordinary Operating Metrics Lindblad enjoys industry leading Net Yields in excess of \$950, 92% occupancy levels, and consistently high guest satisfaction ratings. Long lead time on bookings creates outstanding revenue visibility
- Strong Financial Performance 27% Adjusted EBITDA CAGR and 15% revenue CAGR from 2010-2014 and EBITDA is projected to double again over the next five year period. Proven ability to add new capacity with high financial returns
- Platform for Significant Growth Attractive future growth opportunities enabled by the merger include new ship builds, expanded charters and potential acquisitions. Anticipate at least three new vessels to be built with proceeds from the transaction
- Visionary and Proven Management Team Deeply experienced management team is led by Sven-Olof Lindblad who founded the company nearly 40 years ago
- Attractive Valuation Transaction values the company at a significant discount to comps, while Lindblad's historical and projected growth rates are meaningfully higher than industry averages



### 2. LINDBLAD EXPEDITIONS OVERVIEW



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### EXPLORE THE WORLD AND ALL THAT'S IN IT— AN UNPRECEDENTED MISSION





Lindblad Expeditions and National Geographic have joined forces to further inspire the world through expedition travel. Our collaboration in exploration, research, technology and conservation will provide extraordinary travel experiences and disseminate geographic knowledge around the globe.





# HERITAGE

### **PIONEERING ADVENTURE SINCE 1958**

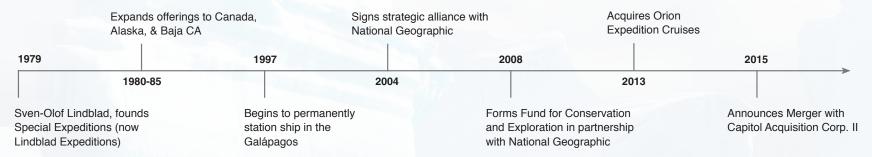
"If Lars-Eric Lindblad had lived in the year 1000, he probably would have set foot on the North American continent before Leif Ericson. Or, turning eastward, he might have reached China before Marco Polo." – ORNITHOLOGIST ROGER TORY PETERSON, PASSPORT TO ANYWHERE



#### LARS-ERIC LINDBLAD (1927-1994)

- For over 50 years, the Lindblad name has been synonymous with innovation and excellence in expedition travel and eco-tourism
- A pioneer of expedition travel, Lars-Eric Lindblad began Lindblad Travel, predecessor to Lindblad Expeditions, in 1958
- Led the first tourist expeditions to Antarctica and Galápagos in 1966-1969

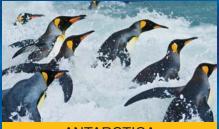
#### HISTORY OF LINDBLAD EXPEDITIONS UNDER CURRENT PRESIDENT SVEN-OLOF LINDBLAD



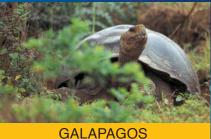


# DISCOVER

**40+ REMARKABLE DESTINATIONS, ALL 7 CONTINENTS** 



**ANTARCTICA** 

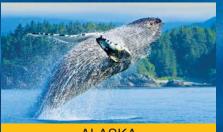




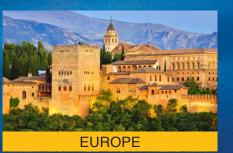
ARCTIC



**BAJA CALIFORNIA** 



ALASKA





PERU



PATAGONIA





**VIETNAM & CAMBODIA** 



**CENTRAL AMERICA** 



**PACIFIC NORTHWEST** 





## **EXPEDITIONS**

### EXTRAORDINARY PLACES, RENOWNED STAFF, INDELIBLE EXPERIENCES

- Destinations include the world's most charismatic geographies
- World-class team of scientists, historians and naturalists enlighten and educate guests
- Unique expedition photography program, National Geographic photographers & certified photo instructors aboard
- Deeply researched itineraries promote in-depth, active adventures and up-close encounters with wildlife, nature and culture
- Ships specially equipped for personal forays via Zodiacs, kayaks and hikes



#### CONSISTENTLY HIGH GUEST RATINGS



# MANAGEMENT

### HIGHLY EXPERIENCED, TENURED TEAM



#### SVEN-OLOF LINDBLAD, FOUNDER AND PRESIDENT

- Founded Special Expeditions (now Lindblad Expeditions) in 1979
- Formed multi-faceted strategic alliance with National Geographic that combines the strengths of two pioneers in exploration and travel, with the goal of further inspiring the world through expedition travel
- Founding member of Ocean Elders a collection of fourteen global leaders working to protect, value and celebrate the ocean
- Member of National Geographic's International Council of Advisors
- Chairman of the Lindblad-National Geographic Fund for Exploration and Conservation
- United Nations Environmental Program Global 500 Roll-of-Honor



#### TREY BYUS, CHIEF EXPEDITION OFFICER

- Joined Lindblad in 1993
- 20+ years of travel industry experience
- Oversees all vessel programming, itinerary development, and leads over 200 expedition staff including expedition leaders, naturalists, photographers and undersea specialists



#### IAN ROGERS, CHIEF FINANCIAL OFFICER AND CHIEF OPERATING OFFICER

- Joined Lindblad in 2009
- 25+ years of hospitality and cruise experience
- Previously held senior finance roles within several divisions of Carlson Companies, Tauck World Discovery and Hyatt International



#### PETE MILLER, SENIOR VICE PRESIDENT, FLEET OPERATIONS

- Previously spent 27 years in the U.S. Navy as a nuclear submarine officer. Served in diverse assignments at sea and ashore, and was the Captain of the USS SPRINGFIELD (SSN-761) for three years
- Oversees the marine operation of all of Lindblad Expeditions' ships



# NATIONAL GEOGRAPHIC

### **EXCLUSIVE STRATEGIC ALLIANCE**

- Partnership established in 2004 based on a shared heritage and passion for exploration
- In conjunction with merger, partnership extended until December 31, 2025 and National Geographic becomes an equity partner through a 5% option
- National Geographic is exclusive to Lindblad for all ocean-going, ship-based voyages

- Co-branding relationship includes all owned expedition ships carrying the National Geographic name
- Co-selling arrangement includes National Geographic sales of Lindblad's expeditions through National Geographic Travel
- Lindblad and National Geographic closely align marketing efforts to promote expedition travel
- Expeditions feature National Geographic photographers, writers, field researchers and film crews



"We are thrilled to extend our important partnership with Lindblad Expeditions and support this transaction that will enable Lindblad and our joint offerings to significantly grow in the future. The relationship is based on shared core values which go to the core of National Geographic's mission to promote the power of exploration, science and storytelling to change the world." — GARY E. KNELL, PRESIDENT AND CEO, NATIONAL GEOGRAPHIC SOCIETY

# NATIONAL GEOGRAPHIC

### **REACHING 650+ MILLION PEOPLE WORLDWIDE EACH MONTH**

Travel	~ <b>3.0 million</b> brochures sent annually	NATIONAL GEOGRAPHIC EXPEDITIONS
Television	~400 million homes across 168 countries	NATIONAL GEOGRAPHIC CHANNEL
Social Media	<ul> <li>~117.1 million Facebook followers</li> <li>~17.4 million Instagram followers</li> <li>~13.0 million Twitter followers</li> <li>~3.7 million YouTube subscribers</li> </ul>	facebook Instagram
Website	~24 million monthly unique users	NATIONAL GEOGRAPHIC.com
Print	~ <b>38 million</b> English-language readers	Image: State of the

Lindblad Expeditions NATIONAL GEOGRAPHI

### CURRENT FLEET **INTIMATELY-SCALED EXPEDITION SHIPS**



NATIONAL GEOGRAPHIC  $(\Delta$ 

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# SHIP ROUTES



Svalbard

Greenland

## **ITINERARIES**

### **UNFORGETTABLE JOURNEYS TO REMARKABLE DESTINATIONS**

- Frameworks for genuine exploration; with flexibility and spontaneity built-in
- Unique onboard tools: Zodiacs, kayaks, ROVs, hydrophones, video microscopes & more
- Knowledgeable, engaging expedition staff
- National Geographic photographers/certified photo instructors aboard
- Fine dining, amenities, wellness spa to make exploring holistic
- Itineraries run from 5 to 24 days, with an average of 9.6 days
- Trip prices range from \$4,590 to \$43,250 with an average of \$10,900

Journey to Antarctica: The White Continent

#### Galápagos



**DAY 1:** Fly from US to Buenos Aires, Argentina

**DAY 2:** Spend the remainder of the day & overnight in Buenos Aires

**DAY 3:** Fly private charter to Ushuaia, Argentina, embark ship

DAY 4: Transit the Drake Passage

DAY 5-10: Explore Antarctica

DAY 11-12: Sail to Ushuaia

**DAY 13-14:** Disembark Ushuaia, return charter flight to Buenos Aires and U.S.



DAY 1: Fly from U.S. to Guayaquil, Ecuador

**DAY 2:** Fly from Guayaquil to the Galápagos, and embark ship.

**DAY 3-8:** While exact routing is governed by the National Park Service, we will explore diverse islands, seeing a variety of habitats and encounter Galápagos' famous endemic species

**DAY 9:** Disembark ship; fly to Guayaquil to overnight; explore the city at your leisure

DAY 10: Fly to U.S.

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# AWARD-WINNING

### **CONSISTENTLY INDUSTRY-HONORED**

- Condé Nast Traveler's 2014 Readers' Poll Top 20 Small Cruise Ships in the World, 2014
- Condé Nast Traveler World Savers "Doing it All" Award, 2013
- Condé Nast Traveler Readers' Choice Award Top 25 Cruise Lines, 2013
- Condé Nast Traveler "Gold List", 2013, 2009, 2008, 2007, 2006, 2005
- Virtuoso "Sustainable Tourism Leadership Supplier" Award, 2013
- Conservation Achievement Award for Corporate Achievement from National Wildlife Federation, 2008

- Travel + Leisure "World's Best" Award for Small-Ship Cruise Lines, 2013, 2012, 2011, 2010, 2009, 2008
- Travel + Leisure "World's Best for Families" Award for Small-Ship Cruise Lines, 2012, 2011, 2010, 2009
- Cruise Critic Editor's Pick Awards "Best for Adventure," 2013, 2012, 2011, 2010
- Climate Champion Award to Sven Lindblad by Clean Air-Cool Planet, 2009
- National Wildlife Federation Conservation
   Achievement Award for Corporate Achievement, 2008
- **Tourism for Tomorrow** "Global Tourism Business Award," 2007



## STRONG REVENUE GROWTH

- Organic revenue growth has been driven by Lindblad's increased marketing spend and ability to increase capacity and raise prices without sacrificing high occupancy levels
- The acquisition of NG Orion in 2013 added significant additional inventory and revenue

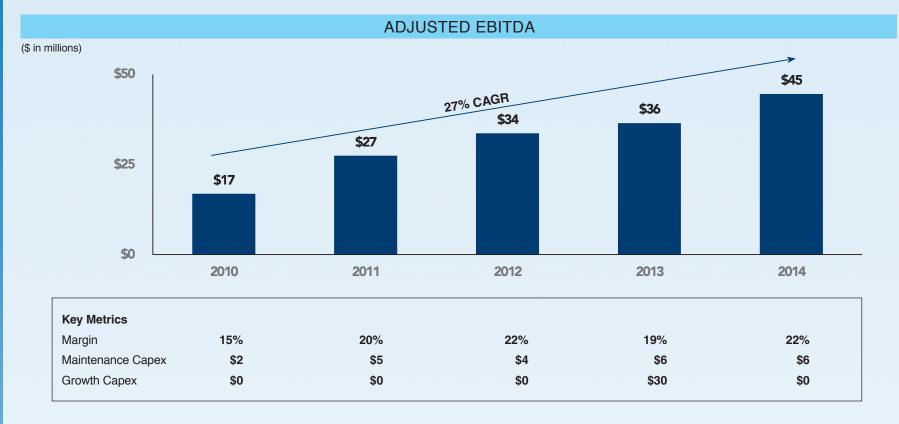


**REVENUE GROWTH COMPONENTS** 

### 

## SIGNIFICANT EBITDA GROWTH

- EBITDA margin has increased over 700 basis points from 15% to 22% over the past five years as Lindblad managed cost, added capacity and increased scale
- The NG Orion was purchased in 2013 for \$30 million and, following integration into Lindblad, now contributes approximately \$8-9 million of annual EBITDA with significantly more anticipated in the years ahead





### 3. MARKET OPPORTUNITY & GROWTH STRATEGY

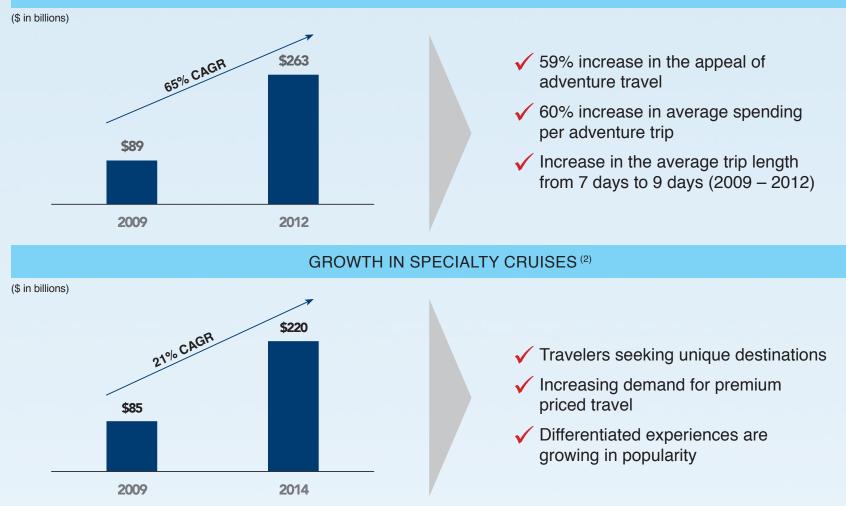
Lindblad Expeditions NATIONAL GEOGRAPHIC

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# MARKET OPPORTUNITY

#### **GROWTH IN ADVENTURE TRAVEL**<sup>(1)</sup>



Adventure Tourism Market Study conducted by George Washington University and the Adventure Travel Trade Association in August 2013.
 Cruise Lines International Association Cruise Industry Outlook for 2015.

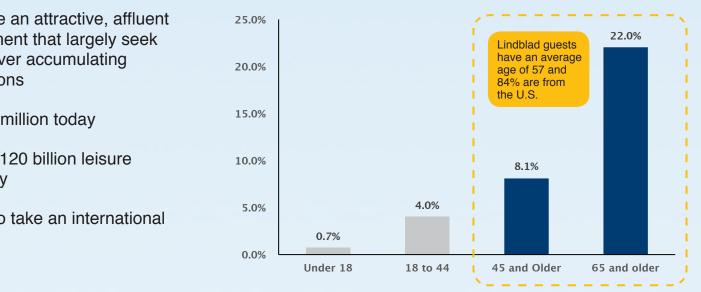
Lindblad Expeditions

# UNIQUE POSITIONING

### **DIFFERENTIATED BUSINESS MODEL**

	Lindland Expeditions	Carnival	RoyalCaribbean	
Expedition Adventure Focus	$\checkmark$	×	×	×
Attractive Target Demographic	Affluent 50+	Mass Market	Mass Market	Mass Market
Industry-Leading Net Yields <sup>(1)</sup>	\$953	\$168	\$175	\$192
New Vessel Cost	Coastal: Est. ~\$40 - \$45m Blue Water: Est. ~\$130 - \$135m	~\$700m	~\$1,050m	~\$1,000m
Net Leverage	N/M	2.4x	4.7x	5.0x

### **ATTRACTIVE DEMOGRAPHICS TARGET MARKET**



Growth from 2014 to 2020

#### PROJECTED U.S. POPULATION GROWTH BY AGE GROUP

- Baby Boomers are an attractive, affluent and growing segment that largely seek life experiences over accumulating material possessions
  - Total over 75 million today
  - Spend over \$120 billion leisure travel annually
  - 45% expect to take an international trip in 2015

Source: Travelmarketreport.com (December 2014)

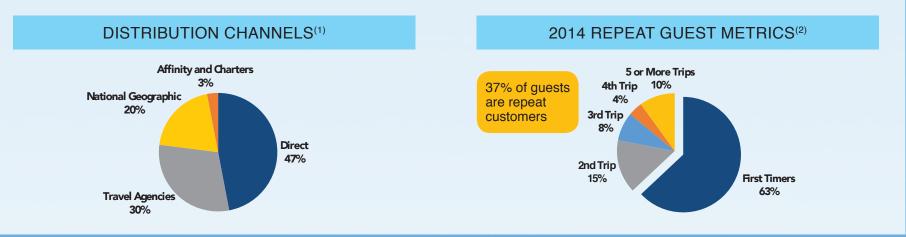
Source: U.S. Census Bureau (March 2015)



# DIFFERENTIATED MARKETING

### AND DISTRIBUTION MODEL

- Lindblad maximizes revenue and occupancy, while maintaining price integrity, with strategic marketing initiatives and proactive trip and programming modifications as opposed to using promotional discounts
- Majority of annual marketing spend is direct mail to support the company's direct distribution channel
- Additional marketing strategies include the use of traditional media, social media, brand websites and travel agencies
- Lindblad products are also marketed by National Geographic under the National Geographic Expeditions brand
- Lindblad uses its convening power on its ships to partner with some of the world's most respected organizations such as The Aspen Institute, TED and World Wildlife Fund to shine a spotlight on global environmental issues, provide content for trips and increase the visibility of the company and its mission
- Strong guest and brand loyalty is evidenced by high levels of repeat guests and high guest satisfaction survey ratings



(1) Based on guest ticket revenue net of commissions.(2) Based on U.S. bookings.

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Lindblad Expedition

### 4. BUSINESS COMBINATION



NATIONAL GEOGRAPHIC



## **TRANSACTION OVERVIEW**

- Pro Forma Firm Value of \$442 million
- Up to \$110 million of cash projected to be available to fund expansion of fleet and other transaction expenses
- Lindblad will order two new coastal vessels shortly after closing for delivery in 2017 and 2018, and then opportunistically add additional ships through new builds or acquisitions
- Prior to closing, Lindblad expected to borrow \$120 million to refinance the Company's debt and buy out certain existing stakeholders
- In connection with the transaction, the founders of Capitol will make a charitable contribution of \$5 million to the Lindblad Expeditions-National Geographic Joint Fund for Exploration and Conservation<sup>(1)</sup>
- Completion of the transaction is expected in May 2015

IMPLIED FIRM VALUE	
(\$ in millions)	
Shares Outstanding <sup>(2)</sup>	47.8
Share Price	\$10.00
Equity Value	\$478
Less: Cash <sup>(3)</sup>	(156)
Plus: Debt	120
Firm Value	\$442

Transaction Multiples	
FV/ 2015E PF Adj. EBITDA (\$45 million)	9.9x
FV/ 2016E PF Adj. EBITDA (\$51 million)	8.7x

SOURCES & USES		
(\$ in millions)		
Sources Capitol Cash Total Sources	\$200 <b>\$200</b>	
Uses Cash Consideration New Ships, Working Capital & Transaction Expenses <b>Total Uses</b>		
POST-TRANSACTION OWNERSHIP		
Sven-Olof Lindblad 29% <sup>(4)</sup>		



(1) Contribution will be in the form of 500,000 shares of Capitol common stock.

(2) Fully diluted shares outstanding at \$10.00 share price including all in the money management options. Excludes 1.25 million of Capitol founder's shares, which are held in escrow and vest at \$13.00/share and 15.6 million warrants with a strike price of \$11.50 per share.

(3) Includes incremental \$5.5 million that would be received from the exercise of in the money management options.

(4) National Geographic has an option for a 5% stake from Sven-Olof Lindblad's shares at \$10.00 per share.

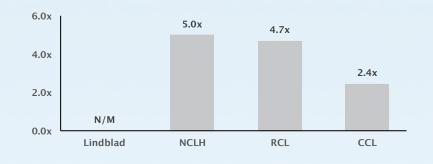
# **ATTRACTIVE VALUATION**

#### SIGNIFICANT DISCOUNT TO COMPS



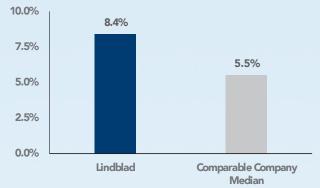
#### WELL CAPITALIZED FOR EXPANSION

#### Net Debt / LTM Adj. EBITDA (3)

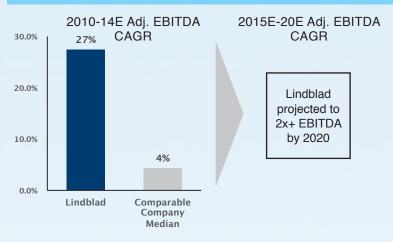


#### STRONG FREE CASH FLOW YIELD

2015E Adj. EBITDA - Maintenance Capex (2)



#### ATTRACTIVE HISTORICAL & PROJECTED GROWTH RATES



Source: Company filings and Factset estimates.

Note: Comparable companies include CCL, RCL and NCLH. Projections based on Factset estimates. (1) Lindblad 2016E Adjusted EBITDA excludes approximately \$1.5 million of pre-marketing costs for a new vessel that is not yet delivered. (2) Comparable company estimates based on company filings, company guidance and Factset estimates. (3) Lindblad and RCL as of December 31, 2014. CCL is LTM as of February 28, 2015. RCL pro forma year end 2014 per company guidance.



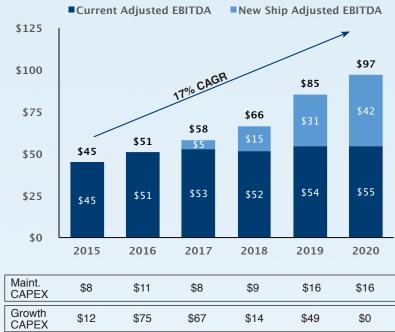
# SUMMARY PROJECTIONS

- With a new capital structure and greater financial flexibility following the merger with Capitol, Lindblad will be well positioned to pursue significant opportunities to enhance and expand the business
- Core business plan is fully funded with significant additional capacity to pursue new opportunities
- Current excess demand is evidenced by the number of trips at or near full capacity (95% occupancy) growing from 49% in 2012 to 63% in 2014

(\$ in millions)



#### ADJUSTED EBITDA GROWTH



# NEW VESSELS

### **GENERATE ATTRACTIVE RETURNS**

- Shortly after closing, Lindblad plans to purchase two new coastal vessels
- A third blue water vessel is expected to be delivered in 2019
- Ships will be funded through a combination of cash raised in the merger and excess cash flow

	COASTAL VESSEL 1	BLUE WATER VESSEL		
Delivery Timing	2017	2018	2019	
Cabins (est.)	50		85	
Guests (est.)	100		170	
Total Cost	\$40 - \$45 million		\$130 - \$135 million	
ROIC <sup>(1)</sup>	~23%		~17%	
	1			

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# **BOARD OF DIRECTORS**



#### MARK D. EIN, CHAIRMAN

- Chairman and CEO of Capitol I and Capitol Acquisition II
- Non executive Vice Chairman of Two Harbors Investment Corp.
- Strong track record of value creation having been involved in the early stages of six companies that reached \$1 billion valuation
- Serves on the board of directors of many civic, philanthropic and charitable organizations



#### SVEN-OLOF LINDBLAD, DIRECTOR

- Founded Special Expeditions (Now Lindblad Expeditions) in 1979
- Formed multi-faceted strategic alliance with National Geographic
- Founding member of Ocean Elders- a collection of fourteen global leaders working to protect, value, and celebrate the ocean
- Chairman of the Lindblad-National Geographic Fund for Exploration and Conservation
- United Nations Environmental Program Global 500 Roll of Honor



#### JOHN M. FAHEY, DIRECTOR

- Current Chairman (2011 Present) and Former Chief Executive Officer (1998 - 2013) of the National Geographic Society
- Previously Chairman, President and CEO of Time Life Inc., a wholly owned subsidiary of Time Warner Inc. (1989 -1996)
- Currently serves on the boards of Time Inc. (Lead Director); Johnson Outdoors Inc.; and Great Plains Investment LLC
- In February 2014, President Obama appointed Fahey to a six-year term on the Smithsonian Board of Regents, the governing body of the Smithsonian Institution. Also serves on the board and executive committee of the Smithsonian National Museum of Natural History



#### L. DYSON DRYDEN, DIRECTOR

- Chief Financial Officer of Capitol Acquisition II
- 15 years of investment banking experience. Most recently, Managing Director in the Global Technology, Media and Telecom investment banking group at Citi
- Prior to Citi, a Vice President for Jefferies and Company, Inc.



# CAPITOL ACQUISITION

### **TEAM AND TRACK RECORD**

### SUCCESS OF CAPITOL ACQUISITION I

On October 29, 2009, Capitol I, in partnership with Pine River Capital Management, created Two Harbors Investment Corp. (NYSE: "TWO") one of the premier mortgage REITs, formed to capitalize on the severe dislocation in the RMBS Market



- 17.9% Annualized return over 5 years since closing
- ✓ Market cap grew from \$119m to \$4.4bn (including spin-off) in only 5 years
- ✓ Raised \$3.3bn through 9 follow-on offerings and \$321m from warrant exercise
- ✓ Spun off Silver Bay Realty Trust (NYSE: "SBY"), the first publicly traded single-family housing REIT, with an additional market cap of \$580 million



#### MARK D. EIN, CHAIRMAN & CEO

- Founder and CEO of Capitol I
- Non-Executive Vice Chairman of Two Harbors
- Strong track record of value creation having been involved in the early stages of six companies that reached \$1 billion valuation
- Serves on the board of directors of many civic, philanthropic and charitable organizations



#### L. DYSON DRYDEN, CFO

- Previously, Managing Director in the Global Technology, Media and Telecom investment banking group at Citi
- Prior to Citi, served as Vice President for Jefferies & Company, Inc.





### ANTICIPATED TRANSACTION TIMELINE

DATE	EVENT	
March 9/10	<ul><li>Business Combination Agreement Executed</li><li>Transaction Announced</li></ul>	
March 31	<ul> <li>Preliminary Proxy Materials Filed w / SEC</li> </ul>	
April 13	Set Record Date for Shareholder Vote	
May 4	<ul> <li>Print and Mail Final Proxy Materials to Shareholders</li> </ul>	
May 14	Hold Shareholder Vote and Close Transaction	







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### LINDBLAD'S GUIDING PRINCIPLES

These guiding principles were formed during a gathering of more than 50 of our leaders, naturalists, scientists, and office staff. We arrived at these principles collectively, after spending a few days at sea together immersed in the expedition environment.

These principles guide our conduct towards the guests we serve and define the manner in which we explore the world.

-Sven-Olof Lindblad

- 1. Ensure that everything adds value to the guest experience.
- 2. Integrity is our prime equity—never compromise it.
- 3. Positively impact the areas we explore and in which we work.
- 4. Treat everyone with dignity and respect.
- 5. Honor the value of service.
- 6. Maintain our expedition heritage by fostering a spirit of exploration and discovery.
- 7. Demonstrate leadership; excel in knowledge; inspire others.
- 8. Innovate, test and evaluate. Be open to new ideas.
- 9. Strive for clarity in communication.
- 10. Maintain a balance between adventure and safety.



### ADJUSTED EBITDA RECONCILIATION

(\$ in millions)	Year ended December 31,				
Reconciliation of Adjusted EBITDA to Net Income	2010	2011	2012	2013	2014
Net income	\$0.1	\$10.5	\$5.2	\$14.8	\$22.2
Income tax expense	0.2	0.0	1.1	1.7	2.8
Interest expense, net	8.3	8.8	9.8	7.9	5.3
Depreciation and amortization expense	8.4	8.1	8.6	11.6	11.3
EBITDA	\$17.0	\$27.5	\$24.7	\$36.0	\$41.6
Change in fair value of obligation to repurchase shares of Class A common stock	_	-	-	0.4	(0.0)
(Loss) gain on foreign currency translation	-	-	-	(1.3)	0.1
Earnings on investment in CFMF	-	-	-	-	(0.1)
Other income	(0.2)	(0.0)	(0.0)	(0.0)	(0.0)
Stock-based compensation	-	-	9.0	-	0.3
One-time acquisition-related expenses	-	-	-	1.3	0.1
One-time retention payments	-	-	-	-	2.5
Adjusted EBITDA	\$16.9	\$27.5	\$33.6	\$36.5	\$44.6





