FT PARTNERS FINTECH INDUSTRY RESEARCH

July 6, 2022

FINTECH CEO INTERVIEW:



with Co-Founders: Perry Woodin & Sean Ryan

Cryptocurrency Accounting & Tax Solution



The Only Investment Bank Focused Exclusively on FinTech

San Francisco • New York • London

FinTech CEO Interview: NODE40

NODE40 Overview



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Company Overview



Founder & CEO:

Albany, NY

Perry Woodin

Founded:

Headquarters:

2015

- NODE40 offers an accounting and crypto tax platform that creates an independent, verifiable audit trail
- The Company was one of the first staking companies in cryptocurrency and specialized in infrastructure for incentivized blockchain applications and peer-to-peer digital asset transactions
- Today, NODE40 offers an enterprise-grade platform that provides actionable information about cryptocurrency transactions, by programmatically tracking an asset's lifecycle and applying financial context

Selected Client Types



Exchanges



Wealth Managers



Accountants



Banks



High-Volume Traders



Payment Processors

Products and Services Overview



Tax Liability

Users can report income, gains and losses accurately with NODE40 crypto tax software



Accounting

NODE40's crypto accounting software tracks digital assets and reconciles activity using verifiable audit trails



Performance

Allows users to chart performance, monitor pricing and get point-in-time data analysis across their cryptocurrency portfolio



Audit

NODE40 aggregates data from both on and offblockchain and applies context to transactional information so auditors and accountants can examine and evaluation cryptocurrency portfolios



DeFi and NFTs

NODE40 data analysis, accounting and crypto tax software tracks the entire lifecycle of every transaction and normalizes account categories for deposits, yield-farming, minting, swapping or dispositions

Interview with NODE40 Co-Founders





Perry's interest in blockchain was piqued in 2012 when he was drawn to the financial incentives that digital currencies use to encourage network participation — from early Bitcoin mining to staking. He was a Trust Protector for the first DAO (Dash) and sits on a number of advisory committees.

In 2015 Perry and Sean Ryan started the first cryptocurrency staking company and brought stability to blockchain infrastructure by hosting collateralized nodes. By the end of their first year, the two founders recognized the need for a sophisticated platform that focuses on providing financial data pertaining to cryptocurrency transactions. That was the genesis for the launch of NODE40 Balance in 2018.





Prior to his entrance into the blockchain industry, Sean was a noted academic – with degrees in Computer Science and in Information Science. He served as a lecturer whilst working in a myriad of engineering roles for the New York State government.

After leaving the public sector, Sean turned to private consulting, working with clients in everything from healthcare to information management. Sean's passion for cryptocurrencies and blockchain tech led him to co-found a blockchain company with Perry Woodin in 2015. With Sean's deep understanding of blockchain and accounting, the pair developed a sophisticated platform for investors, traders and CPAs that ensures compliance with the somewhat vague regulatory guidance on cryptocurrency taxation.

Sean was named 2019 20 Under 40, by CPA Practice Advisor and was named one of the Top 25 Financial Technology Leaders of New York (2022) by The Financial Technology Report.

Interview with NODE40 (cont.)



NODE40 Co-Founders – Perry Woodin & Sean Ryan

"At the end of 2015. Perry and Sean needed an audit trail that organized their on-chain and off-chain transaction data so that income, gains and losses would be calculated correctly for tax reporting. That internal need was the genesis for NODE40 Balance."

Tell us a bit about your background and how NODE40 ended up creating a blockchain accounting / tax solution?

In 2015, the two founders (Perry Woodin & Sean Ryan) started the first professional staking service in the industry. Clients paid for the service in crypto. At the end of 2015, Perry and Sean needed an audit trail that organized their on-chain and off-chain transaction data so that income, gains and losses would be calculated correctly for tax reporting. That internal need was the genesis for NODE40 Balance.

2015 was too early to market an accounting and tax solution with the level of detail produced by NODE40 Balance. The two founders and their team continued to develop the solution and released a retail version in November 2018. The explosion of DeFi in 2020 allowed NODE40 to pivot from retail to corporate clients who were seeking an audit trail that reports transaction level detail by specifically identifying the tax lots for each transaction.

How does your solution approach the blockchain / crypto trading space and what is the unique selling point or value proposition?

NODE40 captures all transaction level details from off-chain activities (e.g., exchanges) but aggressively pursues data from on-chain (blockchain nodes) like Bitcoin and Ethereum by running its own full nodes. Specializing in on-chain tracing allows NODE40 to address a broader market as more businesses enter into the DeFi and NFT space. Assets are tracked from acquisition, through transfer and disposition.

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Interview with NODE40 (cont.)



NODE40 Co-Founders – Perry Woodin & Sean Ryan

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NODE40's approach to the problem is unique. The data captured and aggregated represents what actually happened and can be verified against the source down to individual tax lots. Other approaches do not have such transparency and as such, are more difficult to apply third party compliance rules. The data layer is independent of regulations so NODE40 focuses an overwhelming majority of effort there. This makes NODE40 flexible with rule changes, and well positioned to welcome future regulatory clarity.

What client segments does NODE40 target and what pain points do you help them address?

Our focus is on translating technologically complex transactions into reports that can be consumed by financial professionals. Off-Chain activity from exchanges is relatively straightforward and tends to be an easy starting point for a lot of services. DeFi by nature has no central data provider because it takes place entirely on-chain. As more businesses rely on decentralized services, untangling the mess of transactions becomes a critical business need that can no longer be in-housed.

Accountants, CFOs, and Controllers should not need to understand the technology in order to understand the financial context. Because on-chain transactions can be so complex, these financial professionals look for services like NODE40 to normalize the activity into traditional financial reports.

Where are you on your corporate journey today?

In Q2 of 2022, NODE40 closed a Seed Round that will be used to support its scaling phase.

"As more businesses rely on decentralized services, untangling the mess of transactions becomes a critical business need that can no longer be inhoused."

Interview with NODE40 (cont.)



NODE40 Co-Founders – Perry Woodin & Sean Ryan

"We expect to see an acceleration in strategic partnerships and consolidation through M&A with an eye towards single entities providing the full suite of services: much the way large banks operate today."

How do you expect the space to develop going forward?

As adoption continues, a suite of professional and SaaS services will be standard for companies operating in the blockchain space. Services are currently segmented with individual companies focusing on specific use cases. These use cases include AML / KYC (Coinfirm), analytics for compliance (Chainalysis and Elliptic), information reporting (Sovos), and data aggregation for financial context (NODE40).

We expect to see an acceleration in strategic partnerships and consolidation through M&A with an eye towards single entities providing the full suite of services; much the way large banks operate today.

Tell us about the next thing you are excited for – what can we expect from NODE40?

Our pipeline is about at capacity now and our road map is complete through most of 2023 so without giving too much away, expect more integrations with data providers, more integrations with industry service providers, and programmatic interaction for our partners.

Selected FT Partners Capital Markets / WealthTech Transactions

M&A Transactions



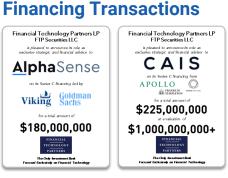














































FT Partners has advised on some of the most prominent and groundbreaking transactions in the Securities / Capital Markets / Wealth Technology sectors

FT Partners Advises Forge on its Merger with Motive Capital Corp.

Overview of Transaction

- On September 13, 2021, Forge announced its merger with Motive Capital Corp.
- Upon completion of the transaction, the combined company is expected to have a pro forma fully diluted equity value of approximately \$2.0 billion⁽¹⁾
 - Expected gross proceeds are \$532.5 million, prior to the payment of transaction expenses and up to \$100 million of cash consideration
 - The combination is further supported by a \$50 million commitment under Motive Partners' Forward Purchase Agreement and a \$68.5 million PIPE anchored by ION Group's \$50 million commitment and contributions from Temasek and Adit Ventures
- Forge's digital platform streamlines liquidity for hundreds of unicorn issuers and thousands of institutional and retail investors from around the world
 - Leveraging its robust technology, operations and trust infrastructure,
 Forge delivers a suite of services that includes trading, custody, data and company solutions
- Since inception, Forge has completed more than \$10 billion in transactions in more than 400 private companies

Significance of Transaction

- The confidence demonstrated by Motive Capital Corp, and other investors is a testament to Forge's business model, management and market opportunity
- Motive Partners intends to be a long-term strategic partner to Forge, accelerating growth and innovation in a market with substantial tailwinds

FT Partners' Role

- FT Partners served as strategic and financial advisor to Forge
- FT Partners previously advised Forge on its \$150 million financing in May 2021, its merger with SharesPost in May 2020, its acquisition of IRA Services in October 2019, and its \$70 million Series B financing in July 2018
- This transaction highlights FT Partners' deep domain expertise within Capital Markets Tech, as well as its successful track record generating highly favorable outcomes for high-growth FinTech companies globally

Financial Technology Partners LP FTP Securities LLC

is pleased to announce its role as strategic and financial advisor to



on its merger with



MOTIVE CAPITAL CORP

(NYSE: MOTV)

for total consideration of

\$2,000,000,000



FT Partners Advises CAIS on its \$225 million in Series C Financing

Overview of Transaction

- On January 11, 2022, CAIS announced it has raised \$225 million of new capital in its Series C financing round at a post-money valuation of more than \$1 billion
 - The investment was led by Apollo Global Management and Motive Partners, with participation from Franklin Templeton
- CAIS is a leading alternative investment platform for financial advisors who seek improved access to and education about alternative investment funds and structured products
 - CAIS provides financial advisors with a broad menu of alternative investment strategies, including hedge funds, private equity, private credit, real estate, and structured products
 - CAIS offers a customized experience to a wide range of wealth management firms, including small- to mid-sized RIAs, large RIA aggregation platforms, and independent / regional broker-dealers
- Today, over 4,400 of independent financial advisors, who in total oversee more than \$2 trillion in assets, use the CAIS platform to access alternative investments

Significance of Transaction

- This investment accelerates CAIS mission to modernize how investors access alternative investments and advances the critical role CAIS plays in revolutionizing how the alternative investment and wealth management communities engage, learn, and transact
- CAIS will use the proceeds of this financing round to fuel further advancements in technology, enhance the customer experience, invest in the digitization of product operations and processes, and explore strategic opportunities

FT Partners' Role

- FT Partners served as exclusive financial advisor to CAIS
- The transaction highlights FT Partners' industry-leading expertise and successful track record within the Wealth and Capital Markets Tech space

Financial Technology Partners LP FTP Securities LLC

is pleased to announce its role as exclusive financial advisor to

CAIS

on its Series C financing from

APOLLO



MOTIVE PARTNER

FRANKLIN

for total consideration of

\$225,000,000 at a valuation of \$1,000,000,000+



FT Partners Advises AlphaSense on its \$180 million Series C Financing

Overview of Transaction

- On September 30, 2021, AlphaSense announced it has raised \$180 million in a Series C financing round led by Viking Global Investors and Goldman Sachs Asset Management (GSAM) Growth Equity
 - Viking Global Investors is a global investment firm founded in 1999 that manages ~\$58bn of capital for investors
 - GSAM Growth Equity ("Goldman Sachs") has invested over \$13bn in companies led by visionary founders and CEOs
 - Alliance Bernstein, Bank of America, Barclays, Citi, Cowen, Morgan
 Stanley, Wells Fargo and other investors also participated in the round
- AlphaSense is a leading market intelligence and search platform with operations in the United States, Europe, and India
 - AlphaSense leverages Al and NLP to extract insights from an extensive universe of public and private content, enabling professionals to make critical decisions with confidence and speed
 - AlphaSense is trusted by a majority of S&P 500 companies including 70% of top asset management firms and 76% of top consultancies

Significance of Transaction

- The capital infusion will be used to further invest in product development, content expansion and customer support, and to drive organic growth as well as acquisitions
- Through international expansion, AlphaSense plans to continue investing in global and foreign-language content and expanding its customer service and engineering teams worldwide

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to AlphaSense
- FT Partners previously advised AlphaSense on its \$50 million Series B financing round in 2019 and its \$33 million growth financing round in 2016
- This transaction highlights FT Partners' industry-leading expertise within the Information Technology / Capital Markets space and its successful track record

Financial Technology Partners LP FTP Securities LLC

is pleased to announce its role as exclusive strategic and financial advisor to



on its Series C financing led by



Goldman Sachs

with participation from











for a total amount of

\$180,000,000



FT Partners Advises Say Technologies on its \$140 million Sale to Robinhood

Overview of Transaction

- On August 10, 2021, Robinhood (NASDAQ:HOOD) announced it had agreed to acquire Say Technologies for approximately \$140 million
- Say is a mission-driven company that has built an innovative communication platform making it easier for investors to exercise their ownership rights
 - Say's proxy processing technology helps broker-dealers give their customers seamless access to their vote, and its Q&A platform lets everyday shareholders participate in events like earnings by asking and upvoting questions
- Robinhood is an online broker that offers commission-free investing in US securities and cryptocurrencies, fractional trading, and cash management
 - Robinhood's mission is to democratize finance and make investing accessible with education and information, fractional shares, IPO access, and more

Significance of Transaction

- As part of Robinhood, Say will be able to further its goal of creating a new ecosystem of ownership and engagement to benefit all investors and companies
- Together the companies will find new ways to expand what it means to be an investor through new products and experiences that democratize shareholder access

FT Partners' Role

- FT Partners served as exclusive financial and strategic advisor to Say Technologies
- This transaction underscores FT Partners' deep Wealth & Capital Markets
 Tech domain expertise and successful track record of generating favorable
 outcomes for leading companies globally

FTP Securities LLC

is pleased to announce its role as exclusive strategic and financial advisor to



on its sale to



for approximately

\$140,000,000



FT Partners Advises Abra on its Series C Financing

Overview of Transaction

- On September 15, 2021, Abra announced it has raised \$55 million in Series C financing led by IGNIA and Blockchain Capital with participation from new investors Kingsway Capital and Tiga Investments
- Additional participation in the round came from existing investors including Amex Ventures, Arbor Ventures, Lerer Hippeau, and Kenetic Advisors
- Founded by Bill Barhydt in 2014, Abra is the leading wealth management platform in the crypto space, allowing hundreds of thousands of users to earn yield on crypto assets, trade over 100 virtual currencies, and borrow against crypto holdings
 - Abra has processed over \$1 billion in crypto-backed loans and paid millions of dollars in interest to retail and institutional clients
 - Abra Earn offers users to earn competitive interest rates on crypto assets, including up to 8% interest on stablecoins, compounded daily
 - Abra's cross-border lending platform matches developed market investors with developing market borrowers to capitalize on a massive yield arbitrage opportunity

Significance of Transaction

- The investment will fuel Abra's rapid user base growth and support its continued commitment to expanding the product suite and capabilities
- Abra's Series C financing will allow the company's world-class development team to further expand its product suite for wealth management, trading, and payments, with a focus on offerings for high-net-worth clients and institutions

FT Partners' Role

- FT Partners served as exclusive financial and strategic advisor to Abra
- This transaction highlights FT Partners' industry-leading expertise within the burgeoning crypto space, as well as its successful track record of generating highly favorable outcomes for high-growth FinTech companies globally

Financial Technology Partners LP FTP Securities LLC.

is pleased to announce its role as exclusive strategic and financial advisor to



on its Series C financing led by





for a total consideration of

\$55,000,000



FT Partners Advises Nutmeg on its £45 million Series E Financing

Overview of Transaction

- On January 22, 2019, Nutmeg announced it has raised £45 million in its Series
 E financing round led by Goldman Sachs and Convoy
 - Goldman Sachs' Principal Strategic Investments Group is a new investor in the Nutmeg platform, while Convoy, a Hong Kong-based financial advisory firm, is investing for a second time
 - Convoy first invested in Nutmeg in November 2016
- Headquartered in London, Nutmeg is a digital wealth manager operating in the U.K. and Asia (Hong Kong / Taiwan)
 - Nutmeg provides bespoke automated advice and discretionary portfolio management with exposure to multiple asset classes, through its diversified ETF-based portfolios
 - Nutmeg serves more than 60,000 active investors and manages approximately £1.5 billion in assets under management

Significance of Transaction

- Nutmeg's Series E financing is the largest funding round by a European digital wealth manager to-date
- Demonstrates Goldman Sachs' continued focus on consumer facing FinTech following the launch of Marcus, its online savings account in the UK

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Nutmeg
- This transaction underscores FT Partners' strong domain expertise and successful track record in the WealthTech space

Financial Technology Partners LP FTP Securities LLC

is pleased to announce its role as exclusive strategic and financial advisor to



in its Series E Financing from





for total consideration of

£45,000,000



FT Partners Advises Forge on its Merger with SharesPost

Overview of Transaction

- On May 12, 2020, Forge announced its merger with SharesPost
- SharesPost is a private market alternative trading system focused on enabling retail and institutional investors and company employees to access liquidity
 - Founded in 2009, SharesPost built the first private equity marketplace, which strove to connect buyers and sellers of private securities through its proprietary trading platform
- Forge's digital platform streamlines liquidity for hundreds of unicorn issuers and thousands of institutional and retail investors from around the world
 - Leveraging its robust technology, operations and trust infrastructure,
 Forge delivers a suite of services that includes trading, custody, data and company solutions

Significance of Transaction

- Together, the two companies will create one of the largest global private securities marketplaces, bringing liquidity and transparency at scale to pre-IPO companies and investors
- Combined, the two will have facilitated thousands of transactions with more than \$6 billion in private market transaction volume, for hundreds of unique issuers and over 1 million customers
- The deal will provide Forge with deeper insight on private company trends, as well as bid, offer, and pricing data that provides transparency to clients and partners to better understand and engage in the private markets

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Forge
- FT Partners previously advised Forge on its \$70 million Series B financing
- This transaction underscores FT Partners' deep alternative marketplace domain expertise and its continued success in providing buy-side advisory to top-tier FinTech companies

FTP Securities LLC

is pleased to announce its exclusive role as strategic and financial advisor to



on its merger with



SHARESPOST



FT Partners' Recent Awards and Recognition

Bloomberg

Bloomberg

- o FT Partners' Steve McLaughlin was featured on Bloomberg / Bloomberg TV
- o View the full article and watch the live TV interview



M&A Advisor Awards

- Technology Deal of the Year (2019)
- Cross Border Deal of the Year and Corporate / Strategic Deal of the Year (2018)
- Investment Banker of the Year (2017) Steve McLaughlin, CEO & Managing Partner of FT Partners
- Investment Banking Firm of the Year (2016) FT Partners



LendIt FinTech Industry Awards 2018:

o FT Partners wins Top Investment Bank in FinTech

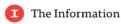
Institutional Investor





The FinTech Finance 40:

o Steve McLaughlin ranked #1 in 2017 and 2018

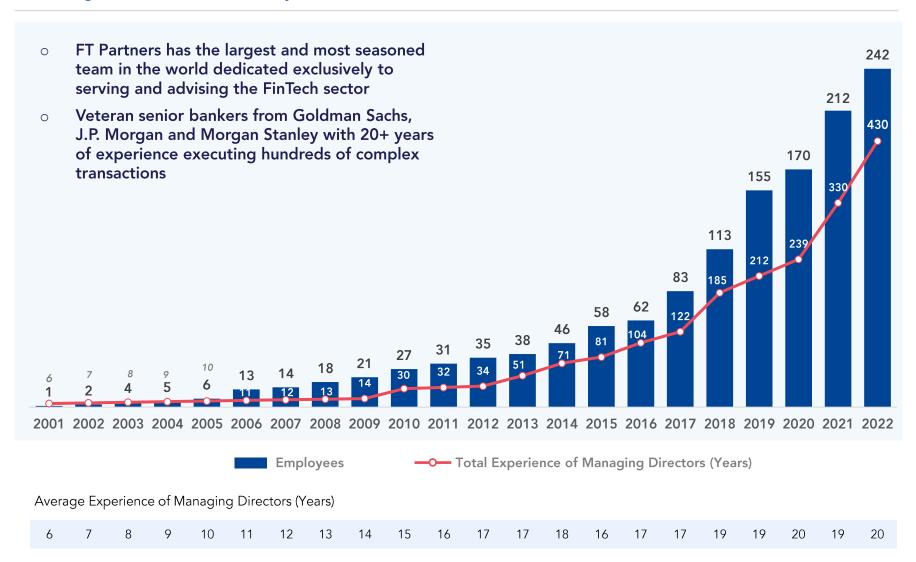




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