

FT PARTNERS FINTECH INDUSTRY RESEARCH

April 14, 2022



**10X Capital Venture Acquisition Corp. II
(NASDAQ: VCXA) Merges with PrimeBlock at an
Enterprise Value of \$1.3 billion**



Transaction Overview

Transaction Summary

- On April 1, 2022, blockchain infrastructure provider PrimeBlock announced a definitive business combination agreement with 10X Capital Venture Acquisition Corp. II (Nasdaq: VCXA), a special purpose acquisition company (SPAC)
 - Upon closing of the transaction, the combined company is expected to list its stock on NASDAQ
- The transaction reflects a pro-forma implied enterprise value of \$1.3 billion upon consummation
 - 10X Capital and PrimeBlock have secured a \$300 million committed equity financing facility from CF Principal Investments, an affiliate of Cantor Fitzgerald
- The net proceeds from the transaction are expected to help drive PrimeBlock's next phase of growth, as the Company continues to build out its data center capacity
- PrimeBlock is an infrastructure provider for blockchain technology that operates a fast-growing portfolio of proprietary data centers and digital asset mining operations in North America, with a focus on North Carolina, Tennessee, and Kentucky
- The transaction is expected to close in the second half of 2022
 - The boards of directors for both PrimeBlock and 10X Capital have unanimously approved the transaction
 - Upon closing of the transaction, PrimeBlock's management team will continue to lead the Company, with Gaurav Budhrani remaining CEO

Transaction Commentary

"We are excited to bring PrimeBlock public with the support of our investors and the experienced team from 10X Capital. We believe the transaction will provide tremendous momentum for our next phase of growth. In addition, our partnerships with key suppliers are expected to enhance our ability to rapidly scale the business. We believe we are well-positioned to leverage our infrastructure and technology to provide PrimeBlock's customers access to the underlying economics of public blockchains."



Gaurav Budhrani
Chief Executive Officer



"10X Capital is focused on advancing environmental, social and governance (ESG) best practices and promoting Diversity, Equity, and Inclusion in our portfolio companies. We are very pleased to be working with the diverse and dynamic team at PrimeBlock. They have built strong relationships with key partners, including the Tennessee Valley Authority, one of the largest major utilities in the U.S., with a commitment to net-zero carbon emissions by 2050, and with approximately 60% of its current production from non-carbon emitting sources today."



Hans Thomas
Chairman and CEO



10X Capital Merges with PrimeBlock



Sources and Uses

Sources and Uses

Sources	\$ mm	%
Equity Rollover	\$1,250	86%
Cash in Trust	200 ⁽¹⁾	14
Total	\$1,450	100%

Uses	\$ mm	%
Equity to PrimeBlock	\$1,250	86%
Growth Capex	150	10
Cash to Balance Sheet	15	1
Est. Transaction Expenses	35	3
Total	\$1,450	100%

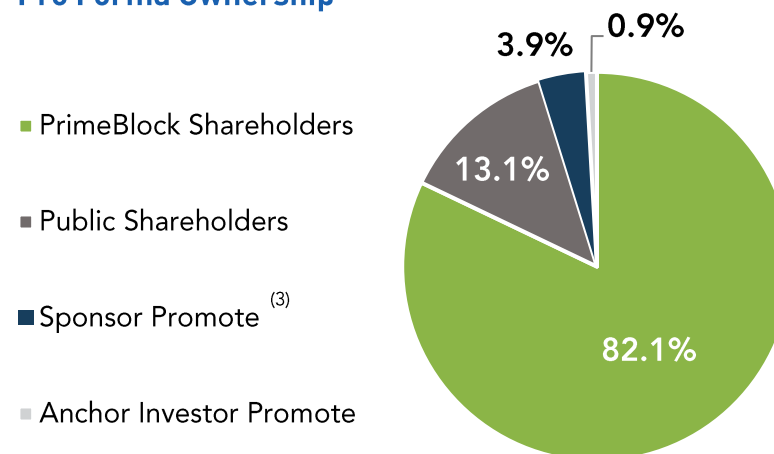
Structure and Notes

- PrimeBlock to merge with 10X Capital Venture Acquisition Corp. II
 - Pre-Money Equity Value: \$1.25 billion
 - SPAC Size: \$200 million cash in trust
 - Expected Close: 2H 2022
- Secured a \$300 million committed equity facility from an affiliate of Cantor Fitzgerald
- PrimeBlock intends to seek additional equity and / or debt financing
 - The Company stated that it will require total 2022 funding of \$415 million in order to execute on its financial forecast

Pro Forma Valuation ^(1,2)

Capitalization	Amount (\$ mm)
Pro Forma Equity Value	\$1,523
Pro Forma Net Debt / (Cash)	(200)
Pro Forma Enterprise Value	\$1,323 ⁽²⁾

Pro Forma Ownership ⁽³⁾



Source: Company Investor Presentation

(1) Assumed zero redemptions from the cash in trust; excludes interest earned in the trust; PrimeBlock subject to change depending on the actual interest earned in the trust

(2) Enterprise Value calculated as 152.322 million pro forma shares outstanding times \$10 per share minus \$200 million pro forma cash to the balance sheet

(3) Includes SPAC founder shares and private placement shares

10X Capital Merges with PrimeBlock



PrimeBlock Overview

Company Overview



Chief Executive Officer: Gaurav Budhrani

Headquarters: San Francisco, CA

Founded: 2019

- PrimeBlock offers diversified blockchain technology infrastructure services including mining operation hosting, equipment supply chain, equipment installation, and proprietary equipment development
 - The Company prioritizes providing sustainable and efficient services by streamlining its operations and implementing eco-friendly practices
- PrimeBlock's fully integrated mining solutions cover hardware infrastructure, software, and applications to power a growing bitcoin and crypto economy
 - Its hardware services encompass the entire mining supply chain, allowing for monetization of the equipment's complete life cycle
 - The Company can leverage its vertical integration and strategic partnerships to achieve industry-leading deployment times and maintain the latest equipment for hosting

Products & Services Overview



Hosting

Houses mining operations, offering best-in-class heat management, energy efficiency, cost-effectiveness, and service staff



Logistics and Shipping

Offers secured, end-to-end mining equipment packing, shipping, storage, and installation solutions



Equipment Supply Chain

Partnerships with Tier 1 suppliers in APAC and North America ensure direct access to the equipment needed for new operations



Mining Containers

Modular mining containers come fully equipped to plug into a power supply and initiate operation

10X Capital Merges with PrimeBlock

PrimeBlock Post-Transaction Management Team

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Gaurav Budhrani

CEO

Prior: Co-Head of Cryptocurrency Investment Banking at Goldman Sachs



Hans Thomas

Director Nominee

Current: CEO & Chairman of 10X Capital



Chandler Song

Co-Founder, Chief Innovation Officer

Prior: Co-Founder and CEO of ANKR



Oliver Wriedt

Capital Markets Advisor

Current: President / Head of Capital Markets of 10X Capital



Ryan Fang

Co-Founder, Chief Strategy Officer

Prior: Co-Founder and COO of ANKR



Larry Kernea

Advisor

Current: CEO & General Manager of Murphy Electric Power Board



Gavin Qu

VP of Operations

Prior: COO of Exponential Digital



Alan Konevsky

Advisor

Current: EVP & Chief Legal & Corporate Affairs Officer at tZERO

10X Capital Merges with PrimeBlock

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Investment Highlights



Secular Tailwinds

- Large scale of institutional and retail adoption with significant room for growth



Blue Chip, Institutional Grade Team

- Deep domain expertise in crypto and blockchain infrastructure




Speed of Execution

- Projected 5-7 weeks from site acquisition to active deployment including permits and local operations for planned sites



Vertical Integration

- Modular data center design and technology
- Integrated hosting, mining and power company contracts de-risk execution



Environmentally & Socially Conscious Enterprise

- Strategic commitment to contracting with energy utilities focused on sustainable operations



Experienced SPAC Sponsor

- Serial SPAC sponsor with track record of investing in companies with strong management teams

10X Capital Merges with PrimeBlock

PrimeBlock Key Metrics

Key Metrics

\$98 mm

Q4 '21 Run Rate Revenue

1.0 EH

Installed for BTC Self-Mining

\$4.2c/kWh

Est. Avg. Cost of Electricity

112MW

Developed Power Capacity







20MW

Current Monthly Net New Capacity Addition

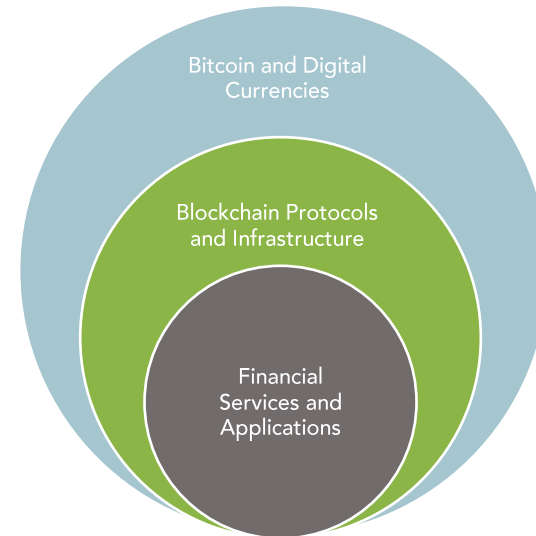
~\$9,000

Breakeven BTC Price

Competitive Landscape

	Hashrate 2021 (EH/s) ⁽¹⁾	Installed Capacity 2021 (MW)	Installed Capacity Growth per Month (MW / Month)
	1.8	112	~28.0
 STRONGHOLD DIGITAL MINING	1.3	165	17.5
 CORE SCIENTIFIC	13.5	512	8.5
 RIOT	3.1	350	5.9
 HUT 8	2.4	109	2.2
 HIVE	2.9	80	1.6

Immediate Adjacencies and Opportunities



ESG Highlights

Environmental Focus

- Strategic commitment to contracting with energy utilities focused on sustainable operations
- Significant portion of power sourced from TVA power distributors with ~59% non-carbon-based energy
- Focus on remaining competitive on energy costs

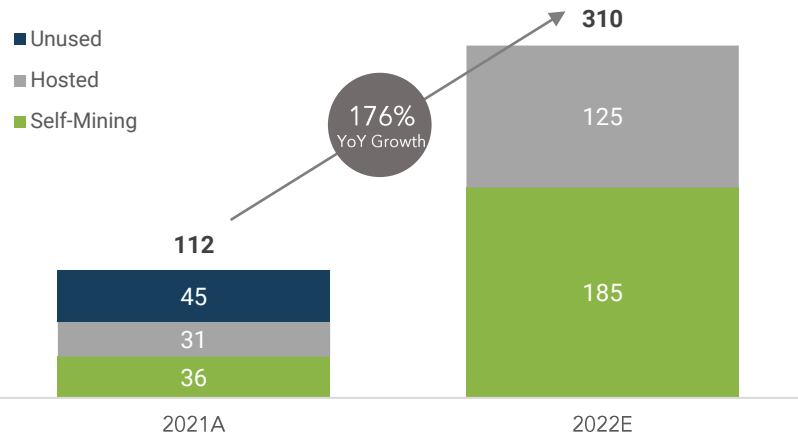
Social Responsibility

- Create new, high-skill technology employment opportunities in developing industry with high-growth potential
- Build energy infrastructure and next generation technology structurally underserved markets

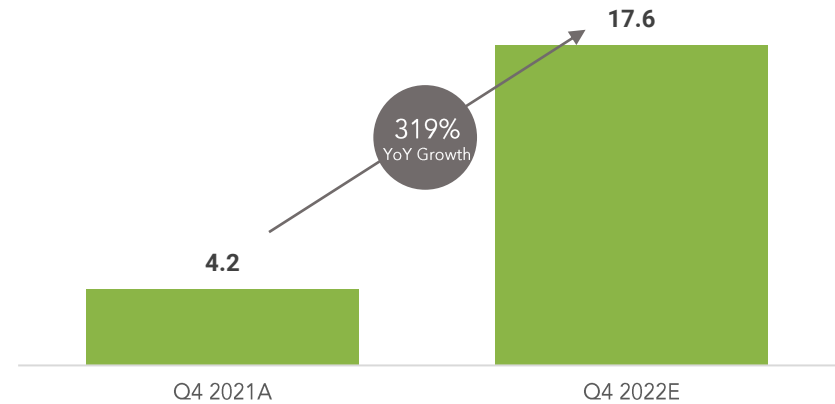
10X Capital Merges with PrimeBlock

Projected Scale of Operations

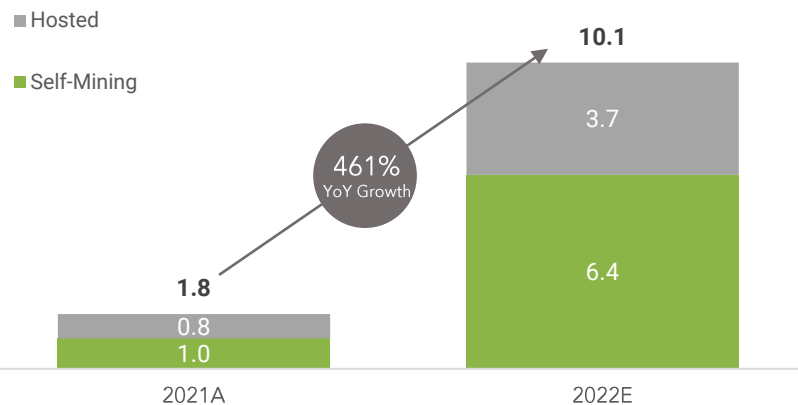
Installed Power Capacity (MW) ⁽¹⁾



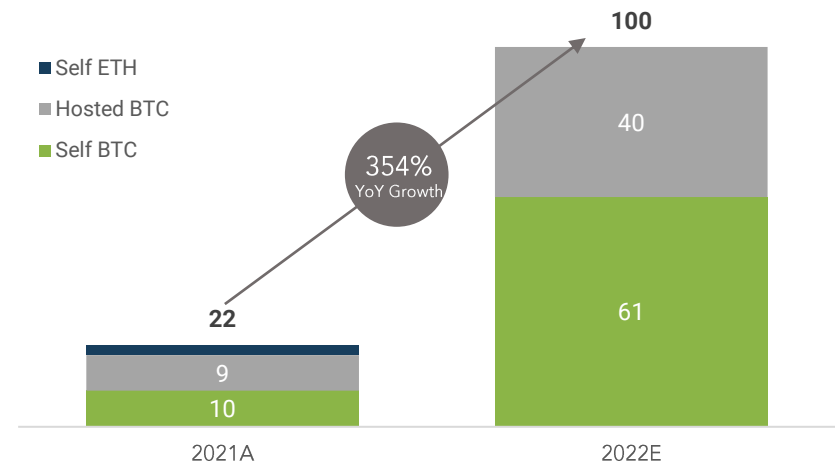
Daily Average Bitcoin Mined ^{(2) (3)}



Installed Hashrate (EH/s) ^{(3) (4)}



Miners Installed (000's)



Source: Company Investor Presentation

(1) Unused capacity entails capacity that is installed and ready to be deployed

(2) ETH converted at \$38.5 BTC / \$2.8 ETH through Q2 2022 and \$45k BTC / \$3k ETH onward; Q4 2022 assumes ending network hashrate of ~275 EH/s and ending self mining hashrate of 6.4 EH/s for PrimeBlock

(3) Includes shared portion of hosting services

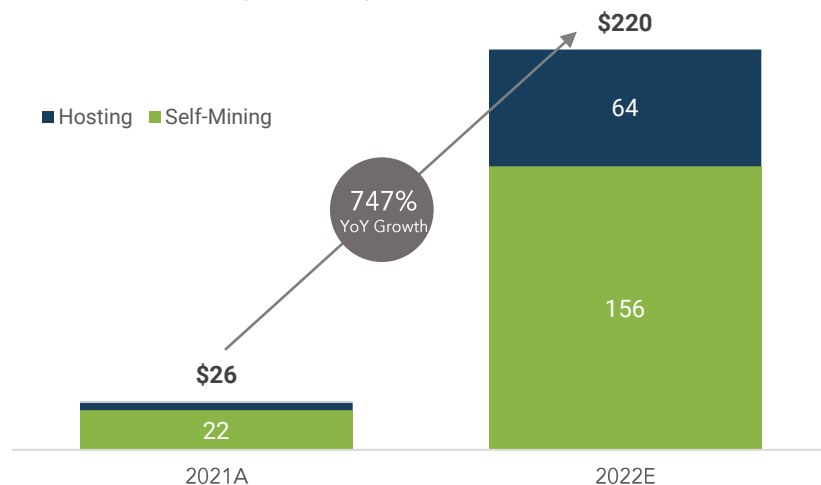
(4) Excludes ETH hashrate

10X Capital Merges with PrimeBlock



Financial Overview

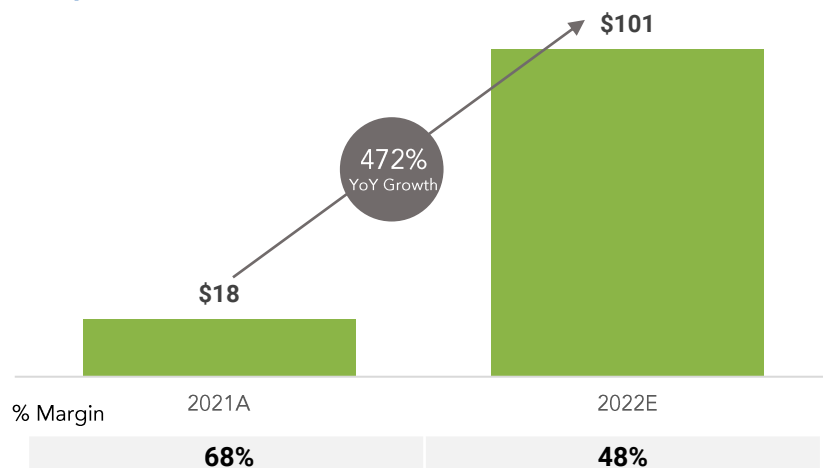
Total Revenue (\$ in mm)



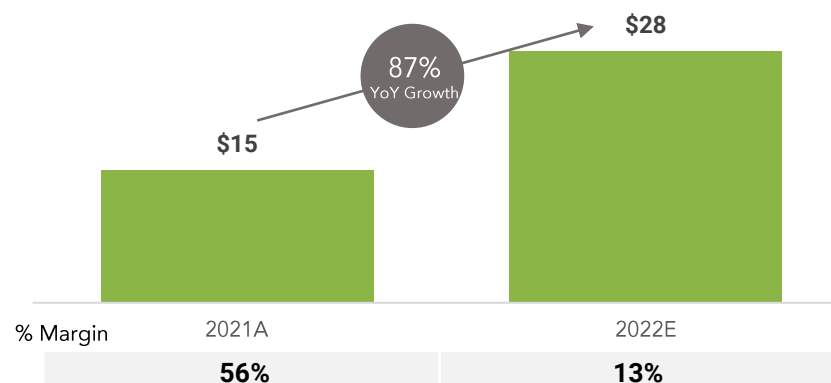
Revenue Sensitivity to Bitcoin Price (\$ in mm)

Bitcoin Price (\$)	Revenue	
	2022E	2023E
\$10,000	\$107	\$169
\$15,000	\$127	\$212
\$20,000	\$146	\$255
\$25,000	\$166	\$298
\$30,000	\$186	\$340
\$35,000	\$206	\$383
\$40,000	\$226	\$426
\$45,000	\$246	\$469
\$50,000	\$266	\$512

Adj. EBITDA (\$ in mm) ⁽¹⁾



EBIT (\$ in mm) ⁽²⁾



Source: Company Investor Presentation

(1) Includes increased costs associated with being a public company through D&O insurance

(2) Excluding stock-based compensation

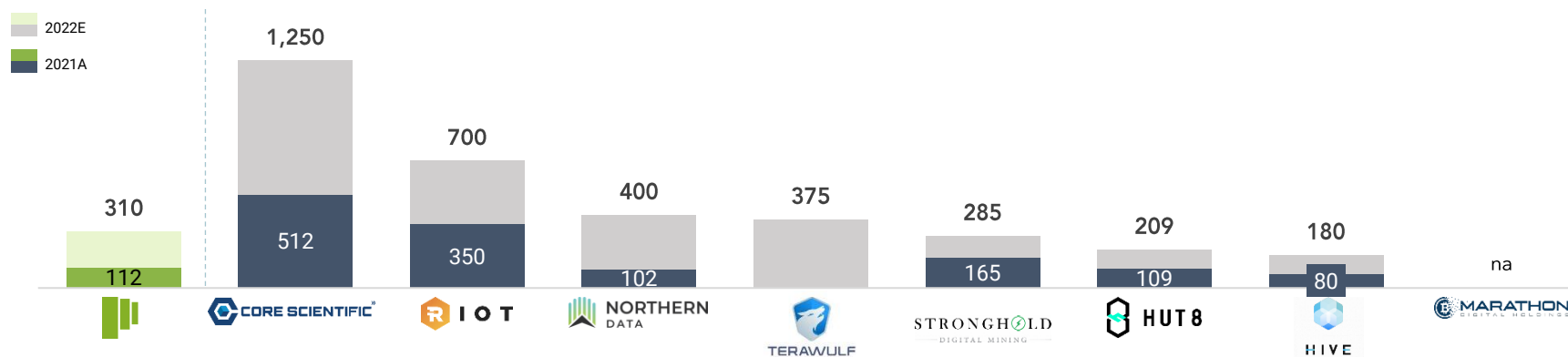
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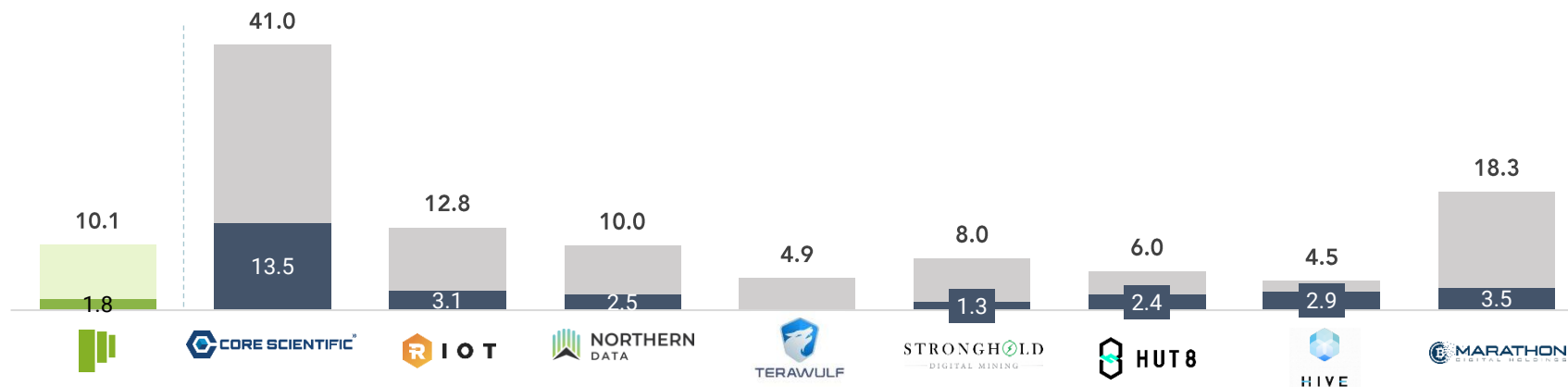


Operational Metrics Across Selected Public Comps

Installed Power Capacity (MW)



Hashrate (EH/s)



Source: Company Investor Presentation

10X Capital Merges with PrimeBlock



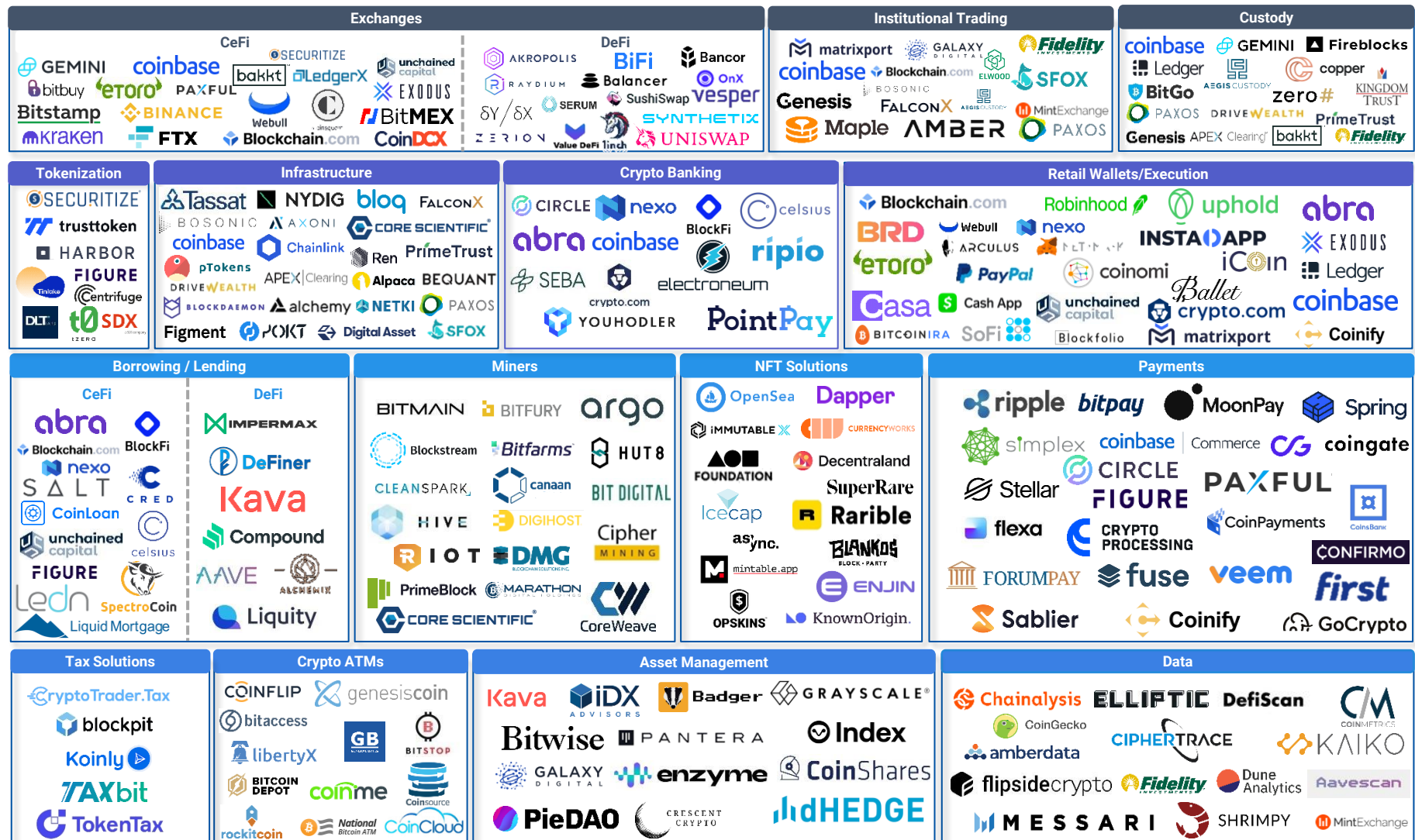
Valuation Across Company Comparables

Company Name	Price 04/05/22	% MTD Change	% LTM High	Market Value (\$ mm)	Enterprise Value (\$ mm)	Price / Earnings		Multiples EV / EBITDA		EV / Revenue		Growth Rates Revenue		EPS	Margins EBITDA		P / E / G
						CY 22E	CY 23E	CY 22E	CY 23E	CY 22E	CY 23E	CY 22E	CY 23E	LT	CY 22E	CY 23E	CY 22E
CRYPTO MINING																	
Bitdeer (Pending SPAC)	\$ 10.05	(0)%	92 %	\$ 4,102	\$ 4,052	na	na	12.0 x	na	6.9 x	na	54 %	na	na	58 %	na	na
Core Scientific	8.73	3	58	3,915	3,816	10.8	7.2	6.5	4.3	3.6	2.4	97	48	na	55	55	na
Marathon Digital Holdings	26.26	(8)	31	2,706	2,942	10.0	5.6	7.4	3.1	5.4	2.3	259	134	na	73	76	na
Riot Blockchain	19.23	(7)	31	2,255	1,946	14.1	9.2	7.8	4.3	4.2	2.7	119	55	na	53	63	na
BitFuFu (Pending SPAC)	9.84	0	100	1,636	1,496	na	na	15.0	na	4.5	na	230	na	na	30	na	na
PrimeBlock (Pending SPAC)	9.89	0	91	1,506	1,306	na	na	12.9	na	5.9	na	747	na	na	46	na	na
Hut 8 Mining Corp.	5.26	(6)	32	902	822	8.9	7.7	7.4	6.0	3.8	2.9	56	28	na	51	49	na
Canaan	6.26	10	32	1,069	806	2.4	2.0	na	na	0.6	0.5	na	34	23	na	na	0.1
HIVE Blockchain Technologies	2.04	(3)	39	850	795	na	na	4.5	5.6	3.9	4.1	7	(6)	na	nm	nm	na
TeraWulf	8.09	(1)	23	812	782	13.5	7.5	6.4	2.3	3.9	1.5	na	159	na	nm	nm	na
Bitfarms	3.53	(7)	38	711	670	19.6	na	na	na	2.8	na	39	na	na	nm	nm	na
Iris Energy	15.19	(5)	54	806	571	22.5	3.2	5.9	1.2	4.5	0.9	232	nm	na	nm	nm	na
Greenidge Generation	10.74	(7)	18	451	463	7.4	4.6	3.7	3.4	2.0	1.8	116	13	na	nm	nm	na
Argo Blockchain	0.96	(4)	29	481	453	6.8	9.7	3.7	1.8	2.9	1.8	52	58	na	nm	nm	na
Cipher Mining	3.68	2	24	920	419	na	na	1.8	0.9	1.2	0.6	nm	86	na	nm	nm	na
BIT Mining	2.85	(3)	14	174	367	na	na	na	na	na	na	na	na	na	nm	nm	na
Bit Digital	3.40	(5)	16	190	172	5.1	na	na	na	1.5	na	3	na	na	nm	nm	na
Stronghold Digital Mining	5.34	(5)	15	242	128	11.1	4.5	1.3	0.8	0.7	0.5	nm	44	na	nm	nm	na
Median		(4)%	32 %			10.4 x	6.4 x	6.4 x	3.1 x	3.8 x	1.8 x	97 %	48 %	23 %	53 %	59 %	0.1 x
Mean		(3)	41			11.0	6.1	6.9	3.1	3.4	1.8	155	59	23	52	61	0.1

10X Capital Merges with PrimeBlock

Selected Crypto & Blockchain Industry Landscape

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10X Capital Merges with PrimeBlock



FinTech SPAC Transaction Activity Tracker

In the last year there has been a surge of SPAC transaction activity in the FinTech sector, or mergers between FinTech companies and Special Purpose Acquisition Companies ("SPACs"). These transactions allow the target FinTech companies to go public through a reverse merger structure.

of FinTech SPAC Transactions

2022 YTD:

8

2021:

36

2020:

15

2019:

2

2018:

1

Announce Date	Target Company	SPAC	Announced Deal Value	Deal Status	Exchange / Ticker	FinTech Sector	Target Country	Research Profile
04/01/22	PrimeBlock	10X CAPITAL Venture Acquisition Corp. II	\$1,250 mm	Announced	--	Blockchain / Crypto	USA	
03/22/22	Coincheck	Thunder Bridge Capital Partners IV	1,250	Announced	Nasdaq: CNCK	Blockchain / Crypto	Japan	
02/24/22	FOXO	delwinds	369	Announced	NYSE: FOXO	InsurTech	USA	
02/23/22	nukk Nukkleus Inc.	BRILLIANT ACQUISITION CORP.	140	Announced	--	Blockchain / Crypto	USA	
02/17/22	CIRCLE	CONCORD ACQUISITION	9,000	Announced	NYSE: CRCL	Payments / Crypto	USA	
02/14/22	SAFE HARBOR Financial, LLC	NORTHERN LIGHTS ACQUISITION CORPORATION	227	Announced	--	Banking / Lending Tech	USA	
01/27/22	APIFINY	A B R I ADVISORS	530	Announced	--	Blockchain / Crypto	USA	
01/25/22	BitFuFu	Arisz Acquisition Corp.	1,500	Announced	--	Blockchain / Crypto	Singapore	
12/17/21	rezolve®	Armada Acquisition Corp. I	1,851	Announced	Nasdaq: ZONE	Payments	UK	VIEW
12/16/21	TeleSign	NAAC North Atlantic Acquisition Co.	1,300	Announced	--	Fin. Mgmt. Solutions	USA	VIEW
12/10/21	corcentric	NORTH MOUNTAIN MERGER CORP.	1,200	Announced	--	Fin. Mgmt. Solutions	USA	
11/30/21	GRIID	ADIT EDTECH	3,300	Announced	NYSE: GRDI	Blockchain / Crypto	USA	
11/18/21	BITDEER	Blue Safari Group Acquisition	4,000	Announced	Nasdaq	Blockchain / Crypto	Singapore	VIEW
11/10/21	presto	Ventoux CCM Acquisition Corp.	817	Announced	--	Payments	USA	VIEW
11/04/21	TradeStation	QUANTUM FINTECH ACQUISITION CORP.	1,428	Announced	NYSE: TRDE	Wealth & Cap. Markets Tech	USA	VIEW
10/12/21	TRADEZERO	DUNE	556	Announced	NYSE: TRAD	Wealth & Cap. Markets Tech	Bahamas	

10X Capital Merges with PrimeBlock



FinTech SPAC Transaction Activity Tracker (cont.)

Announce Date	Target Company	SPAC	Announced Deal Value	Deal Status	Exchange / Ticker	FinTech Sector	Target Country	Research Profile
09/15/21	PAGAYA	EJF <small>Enterprise Corp.</small>	\$8,500 mm	Announced	--	Banking / Lending Tech	USA	VIEW
09/13/21	Forge	MOTIVE CAPITAL CORP	2,000	Closed	NYSE: FRGE	Wealth & Cap. Markets Tech	USA	VIEW
08/18/21	Aspiration	INTERPRIVATE III	1,943	Announced	NYSE: ASP	Banking / Lending Tech	USA	VIEW
07/29/21	vacasa	TPG <small>Real Estate</small>	4,500	Closed	Nasdaq: VCSCA	Real Estate Tech	USA	
07/23/21	PropertyGuru	Bridgetown 2 Holdings	1,350	Closed	NYSE: PGRU	Real Estate Tech	Singapore	
07/21/21	olive.com	M-D-H <small>MEDIA ACQUISITION CORP.</small>	959	Announced	NYSE: OLV	InsurTech	USA	
07/21/21	CORE SCIENTIFIC	XPDI	4,341	Closed	Nasdaq: CORZ	Blockchain / Crypto	USA	VIEW
07/12/21	MSP <small>RECOVERY</small>	LIONHEART ACQUISITION CORP. II	32,634	Announced	Nasdaq: MSPR	Healthcare FinTech	USA	VIEW
07/09/21	Bullish	Far Peak <small>Acquisition Corp.</small>	2,500	Announced	--	WealthTech / Crypto	Hong Kong	VIEW
06/07/21	dave	VPC Impact Acquisition Holdings III	3,563	Closed	NYSE: DAVE	Banking / Lending Tech	USA	VIEW
05/11/21	Better	AURORA <small>ACQUISITION CORP.</small>	6,732	Announced	--	Real Estate Tech	USA	VIEW
04/21/21	insig.AI	Catena Group	39	Closed	AIM: INSG	Wealth & Cap. Markets Tech	UK	
04/19/21	CompoSecure <small>security innovation durability</small>	ROMAN <small>DBDR</small>	1,206	Closed	Nasdaq: CMPO	Payments	USA	VIEW
03/18/21	Offerpad	SUPERNOVA	2,368	Closed	NYSE: OPAD	Real Estate Tech	USA	VIEW
03/16/21	etoro	FINTECH ACQUISITION CORP. V	8,000	Announced	--	Wealth & Cap. Markets Tech	UK	VIEW
03/05/21	Cipher <small>MINING</small>	Good Works Acquisition Corp.	2,000	Closed	Nasdaq: CIFR	Blockchain / Crypto	USA	VIEW
03/04/21	hippo	Reinvent <small>TECHNOLOGY PARTNERS</small>	5,057	Closed	NYSE: HIPO	InsurTech	USA	VIEW
03/02/21	doma <small>Formerly Known As: states title</small>	CAPITOL <small>INVESTMENT V</small>	3,000	Closed	NYSE: DOMA	InsurTech / Real Est. Tech	USA	VIEW
02/22/21	LIBERTYTAX	NextPoint Acquisition Corp.	252 ⁽¹⁾	Closed	TSX: NPF.U	Banking / Lending Tech	USA	

Source: FT Partners' Proprietary Transaction Database

(1) NextPoint Acquisition Corp. combined LoanMe and Liberty Tax and renamed the combined business NextPoint Financial Inc.

FT Partners – Focused Exclusively on FinTech

FT PARTNERS RESEARCH

Selected FT Partners Research – *Click to View*

September 15, 2021

FT PARTNERS
TRANSACTION ANNOUNCEMENT

FT PARTNERS is Pleased to Announce its Role as Exclusive Strategic and Financial Advisor to

ABRA

on its Series C financing led by

IGNIA BLOCKCHAIN CAPITAL

The Only Investment Bank Focused Exclusively on FinTech

for a total consideration of
\$55,000,000

San Francisco • New York • London

Abra's \$55 million Financing

August 10, 2021

FT PARTNERS
TRANSACTION ANNOUNCEMENT

FT PARTNERS is Pleased to Announce its Role as Exclusive Financial and Strategic Advisor to

SAY

on its sale to

Robinhood

The Only Investment Bank Focused Exclusively on FinTech

for approximately
\$140,000,000

San Francisco • New York • London

Say's \$140 million Sale to Robinhood

January 11, 2022

FT PARTNERS
TRANSACTION ANNOUNCEMENT

FT PARTNERS is Pleased to Announce its Role as Exclusive Financial Advisor to

CAIS

on its Series C financing from

APOLLO FRANKLIN TEMPLETON MOTIVE PARTNERS

The Only Investment Bank Focused Exclusively on FinTech

for total consideration of
\$225,000,000
at a valuation of
\$1,000,000,000+

San Francisco • New York • London

CAIS's \$225 million Financing

September 13, 2021

FT PARTNERS
TRANSACTION ANNOUNCEMENT

FT PARTNERS is Pleased to Announce its Role as Strategic and Financial Advisor to

Forge

on its merger with

MOTIVE CAPITAL CORP
(NYSE: MOTV)

The Only Investment Bank Focused Exclusively on FinTech

for a total consideration of
\$2,000,000,000

San Francisco • New York • London

Forge's \$2 billion SPAC Merger

FT PARTNERS FINTECH INDUSTRY RESEARCH

February 3, 2022

UBS

UBS (NYSE: UBS) Acquires Wealthfront for \$1.4 billion

Wealthfront

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UBS Acquires Wealthfront for \$1.4 billion

FT PARTNERS FINTECH INDUSTRY RESEARCH

January 13, 2022

OpenSea

OpenSea Raises \$300 million in Series C Financing Led by Paradigm and Coatue Management

Paradigm COATUE

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OpenSea Raises \$300 million in Series C Financing

FT PARTNERS FINTECH INDUSTRY RESEARCH

February 9, 2022

FTX US

FTX US Raises \$400 million in Series A Financing

TEMASEK HOLDINGS SoftBank GREEN OAKS NEA
Paradigm MULTICOIN CAPITAL CHANGING TEACHERS
STEADVIEW TRIBE CAPITAL Lightspeed

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FTX US Raises \$400 million in Series A Financing

FT PARTNERS FINTECH INDUSTRY RESEARCH

March 11, 2022

AngelList Venture

AngelList Venture Raises \$100 million in Financing Led by Tiger Global

TIGERGLOBAL

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San Francisco • New York • London

AngelList Venture Raises \$100 million in Financing

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FT PARTNERS RESEARCH

Leading Advisor on FinTech IPOs and SPAC Mergers

<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its role as exclusive financial and capital markets advisor to</p> <p>Payoneer</p> <p>on its merger with</p> <p> (NASDAQ: FTOCU)</p> <p>post-transaction equity value</p> <p>\$3,796,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its role as strategic and financial advisor to</p> <p>Forge</p> <p>on its merger with</p> <p> MOTIVE CAPITAL CORP (NYSE: MOTV)</p> <p>for a total consideration of</p> <p>\$2,000,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as strategic and financial advisor to</p> <p>OpenLending</p> <p>on its merger with</p> <p>Nebula Acquisition Corporation (NASDAQ: NEBU)</p> <p>sponsored by</p> <p> TRUE WIND</p> <p>for total consideration of up to approximately</p> <p>\$1,700,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its role as exclusive IPO Advisor to</p> <p>stone^{co.}</p> <p>on its</p> <p>\$1,400,000,000</p> <p>Initial Public Offering</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its role as IPO Advisor to</p> <p>GreenSky[™]</p> <p>in its</p> <p>\$1,010,000,000</p> <p>Initial Public Offering</p> <p>for a total enterprise value of</p> <p>\$4,500,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>
<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its role as financial advisor to</p> <p>CompuSecure</p> <p>on its proposed merger with</p> <p> ROMAN DBI (NASDAQ: DBDRI)</p> <p>post-transaction enterprise value</p> <p>\$1,206,400,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as strategic and financial advisor to</p> <p>Porch</p> <p>on its merger with</p> <p> PROPTech ACQUISITION (NASDAQ: PTAC)</p> <p>for a post-transaction equity value</p> <p>\$1,079,000,000⁽¹⁾</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its role as exclusive strategic and financial advisor to</p> <p>REPAY[™] Realtime Electronic Payments</p> <p>in its merger with</p> <p>Thunder Bridge Acquisition (NASDAQ: TBRG)</p> <p>for a total implied enterprise value of</p> <p>\$665,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its role as strategic and financial advisor to</p> <p>cardconnect.</p> <p>in its sale to</p> <p>FinTech Acquisition Corp (NASDAQ: FNTC)</p> <p>for total consideration of</p> <p>\$ 438,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its role as Exclusive Financial and Strategic Advisor to</p> <p> Fawry</p> <p>on its</p> <p>~\$100,000,000</p> <p>Combined Offering</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>

FT Partners – Focused Exclusively on FinTech

FT PARTNERS RESEARCH

Selected FT Partners Capital Markets / WealthTech Transactions

M&A Transactions

<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is planned to announce its role as exclusive strategic and financial advisor to</p> <p>Forge</p> <p>on its merger with</p> <p>MOTIVE CAPITAL CORP (NYSE: MOTV)</p> <p>for total consideration of</p> <p>\$2,000,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is planned to announce its role as exclusive strategic and financial advisor to</p> <p>BLACKROCK</p> <p>in its 100% acquisition of</p> <p>FutureAdvisor</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is planned to announce its role as exclusive strategic and financial advisor to</p> <p>SAY</p> <p>on its sale to</p> <p>Robinhood</p> <p>for approximately</p> <p>\$140,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is planned to announce its role as exclusive strategic and financial advisor to</p> <p>TRUST COMPANY OF AMERICA</p> <p>in its sale to</p> <p>E*TRADE</p> <p>for total consideration of</p> <p>\$ 275,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>
<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is planned to announce its role as exclusive strategic and financial advisor to</p> <p>clearpool</p> <p>on its sale to</p> <p>BMO Bank of Montreal</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is planned to announce its role as exclusive strategic and financial advisor to</p> <p>ATD</p> <p>Automated Trading Desk, LLC</p> <p>in its sale to</p> <p>citi</p> <p>for cash and stock consideration of approximately</p> <p>\$ 680,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is planned to announce its role as exclusive strategic and financial advisor to</p> <p>INSTINET</p> <p>in the sale of its stake in</p> <p>CHIX EUROPE</p> <p>to</p> <p>BATS</p> <p>for total consideration of approximately</p> <p>\$ 305,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is planned to announce its role as exclusive strategic and financial advisor to</p> <p>riskalyze</p> <p>on its recapitalization by</p> <p>xHq</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>
<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is planned to announce its role as exclusive strategic and financial advisor to</p> <p>eXegy</p> <p>on its sale to</p> <p>MARLIN EQUITY PARTNERS</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is planned to announce its role as exclusive strategic and financial advisor to</p> <p>IMAGINE Software</p> <p>on its sale to</p> <p>FP FRANCISCO PARTNERS</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is planned to announce its role as exclusive strategic and financial advisor to</p> <p>THE MARKETS.COM</p> <p>in its sale to</p> <p>Capital IQ A Division of Standard & Poor's</p> <p>for total consideration of approximately</p> <p>\$ 300,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is planned to announce its role as exclusive strategic and financial advisor to</p> <p>WOMBAT FINANCIAL SOFTWARE</p> <p>in its sale to</p> <p>NYSE Euronext</p> <p>for total consideration of approximately</p> <p>\$ 225,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>

Financing Transactions

<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is planned to announce its role as exclusive strategic and financial advisor to</p> <p>Forge</p> <p>on its Series C financing with participation from</p> <p>TEMASEK PRIMA FUND LUN PARTNERS GROUP</p> <p>for a total amount of</p> <p>\$150,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is planned to announce its role as exclusive strategic and financial advisor to</p> <p>AlphaSense</p> <p>on its Series C financing led by</p> <p>Viking Goldman Sachs</p> <p>for a total amount of</p> <p>\$180,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is planned to announce its role as exclusive strategic and financial advisor to</p> <p>CAIS</p> <p>on its Series C financing from</p> <p>APOLLO FRANKLIN TEMPLETON</p> <p>for a total amount of</p> <p>\$225,000,000</p> <p>at a valuation of</p> <p>\$1,000,000,000+</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is planned to announce its role as exclusive strategic and financial advisor to</p> <p>TRUMID</p> <p>on its financing led by</p> <p>DRAGONIER TPG</p> <p>BlackRock T Rowe Price</p> <p>for a total amount of</p> <p>\$200,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>
<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is planned to announce its role as exclusive strategic and financial advisor to</p> <p>ADDEPAR</p> <p>in its Series D financing co-led by</p> <p>VALOR 8VC Harald McPike</p> <p>for total consideration of</p> <p>\$ 140,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is planned to announce its role as exclusive strategic and financial advisor to</p> <p>ENVESTNET</p> <p>in its</p> <p>\$69,000,000</p> <p>Initial Public Offering</p> <p>valuing the equity at approximately</p> <p>\$ 300,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is planned to announce its role as exclusive strategic and financial advisor to</p> <p>Liquidnet</p> <p>in its financing for approximately</p> <p>\$ 250,000,000</p> <p>valued at approximately</p> <p>\$ 1,800,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is planned to announce its role as exclusive strategic and financial advisor to</p> <p>moneyfarm</p> <p>on its Series C Financing led by</p> <p>Posteitaliane</p> <p>with participation from</p> <p>Allianz</p> <p>for a total consideration of</p> <p>£36,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>
<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is planned to announce its role as exclusive strategic and financial advisor to</p> <p>TradingScreen SIMPLIFYING GLOBAL MARKETS™</p> <p>in its minority recapitalization for</p> <p>\$ 110,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is planned to announce its role as exclusive strategic and financial advisor to</p> <p>nutmeg</p> <p>in its Series E Financing from</p> <p>gigamon CONVOY</p> <p>for total consideration of</p> <p>£45,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is planned to announce its role as exclusive strategic and financial advisor to</p> <p>AXIAL</p> <p>in its financing led by</p> <p>Edison</p> <p>for total consideration of approximately</p> <p>\$ 14,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is planned to announce its role as exclusive strategic and financial advisor to</p> <p>BACKSTOP SOLUTIONS</p> <p>in its minority financing from</p> <p>Roger Kafker Tao Huang David Bradley</p> <p>VISTARA CAPITAL PARTNERS</p> <p>for total consideration of</p> <p>\$ 20,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>

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

FINANCIAL
TECHNOLOGY
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1) Assuming redemptions are no greater than \$90 million by existing Motive Capital Corp shareholders

FT Partners Advises Revolut on its \$800 million Series E Financing

Overview of Transaction

- On July 15, 2021, Revolut announced that it has raised \$800 million in financing from Softbank and Tiger Global, valuing the business at ~\$33 billion
- SoftBank and Tiger Global join existing investors including Balderton Capital, DST, Ribbit Capital, TCV and TSG Consumer Partners
- Revolut is building the world's first truly global financial superapp to help people get more from their money
 - In 2015, Revolut launched in the UK offering money transfer and exchange; Today, more than 16 million customers around the world use dozens of Revolut's innovative products to make more than 150 million transactions a month

Significance of Transaction

- The investment will enable the Company to further its growth plans, in particular its ongoing product innovation aimed at meeting customers' everyday financial needs and aspirations, from quick and easy global transfers, to managing everything from savings to insurance to democratizing wealth and trading
- It will also support the expansion of Revolut's offering to US customers and its entry to India and other international markets
- Revolut is now the most valuable financial superapp and the 4th most valuable private FinTech company globally

FT Partners' Role

- FT Partners served as exclusive financial and strategic advisor to Revolut
- This transaction underscores FT Partners' deep expertise in the Consumer FinTech and Banking Tech space, as well as our successful track record generating highly favorable outcomes for high-growth, unicorn FinTech companies globally

Financial Technology Partners LP FTP Securities LLC

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

Revolut

on its Series E financing led by

SoftBank TIGERGLOBAL

for a total amount of

\$800,000,000

at a valuation of

~\$33,000,000,000

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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 PARTNERS



FRANKLIN
TEMPLETON

for total consideration of

\$225,000,000

at a valuation of

\$1,000,000,000+

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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 AI 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*

AlphaSense

on its Series C financing led by

Viking **Goldman Sachs**

with participation from

[A/B] BERNSTEIN **BANK OF AMERICA** **BARCLAYS** **citi**
Morgan Stanley **COWEN** **WELLS FARGO**

for a total amount of

\$180,000,000

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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

Financial Technology Partners LP FTP Securities LLC

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

SAY

on its sale to

Robinhood

for approximately

\$140,000,000

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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*

ABRA

on its Series C financing led by



for a total consideration of

\$55,000,000

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FT Partners Advises Payoneer on its \$3.8 billion Merger with FTOC

Overview of Transaction

- On February 3, 2021, Payoneer Inc. ("Payoneer") and FTAC Olympus Acquisition Corp. ("FTOC"), a special purpose acquisition company ("SPAC"), announced they have entered into a definitive agreement and plan of reorganization
- Upon closing of the reorganization, the newly created holding company will be renamed Payoneer Global Inc. and the combined company (the "Company") will operate as Payoneer, a U.S. publicly listed entity
 - Estimated post-transaction enterprise value of \$3.3 billion with up to \$563 million in cash, offering significant capital flexibility for continued organic and inorganic growth
 - Transaction includes commitments for \$300 million PIPE from investor group including existing investor Wellington Management, as well as funds and accounts managed by BlackRock, Dragonair Investment Group, Fidelity Management & Research Company LLC, Franklin Templeton, certain funds managed by Millennium Management, funds and accounts advised by T. Rowe Price Associates, Inc., and Winslow Capital Management, LLC
- Payoneer is a global payment and commerce-enabling platform which powers growth for millions of digital businesses worldwide – Payoneer's mission is to democratize access to financial services and drive growth for digital businesses of all sizes from around the world

Significance of Transaction

- While creating significant liquidity for existing shareholders, Payoneer's Management team will continue to lead the merged Company as over 68% of existing Payoneer equity is expected to be rolled as part of the transaction
- The net proceeds raised from the transaction will be used to support Payoneer's multi-pronged growth strategy, including extending leadership with marketplace ecosystems, accelerating strategic and channel partnerships, ramping of developing products and services and pursuing targeted strategic M&A

FT Partners' Role

- FT Partners served as exclusive financial and capital markets advisor to Payoneer
 - FT Partners previously advised Payoneer on its [acquisition of optile](#) in 2019
- Builds on FT Partners' expertise in navigating the unique process in selling companies to SPACs, and follows highly successful sales of FT Partners' clients [Porch](#), [Open Lending](#), [CardConnect](#) and [REPAY](#)

Financial Technology Partners LP FTP Securities LLC

*is pleased to announce its role as exclusive
financial and capital markets advisor to*



on its merger with



(NASDAQ: FTOCU)

post-transaction equity value

\$3,796,000,000



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FT Partners Advises CompoSecure on its Proposed Merger with Roman DBDR

Overview of Transaction

- On April 19, 2021, CompoSecure, L.L.C. ("CompoSecure"), and Roman DBDR Tech Acquisition Corp. (NASDAQ: DBDR) ("Roman DBDR"), a special purpose acquisition company, announced they had entered a definitive merger agreement
- Upon closing of the transaction, the combined company (the "Company") will operate as CompoSecure, Inc. and plans to trade on the Nasdaq stock market
 - The combined Company will have an estimated post-transaction enterprise value of ~\$1.2 billion
 - Proceeds will consist of up to \$236 million (assuming no redemptions) of cash held in Roman DBDR's trust account and an additional \$175 million private placement financing⁽¹⁾ led by funds and accounts managed by BlackRock and Highbridge Capital Management, which will close concurrently with the merger

Significance of Transaction

- CompoSecure is a world-class platform for next generation payment technology, security, and cryptocurrency solutions
 - CompoSecure provides some of the world's largest financial institutions with innovative products that elevate their customers' experiences
- CompoSecure has a rare blend of technologies, expertise and team, that when combined with Roman DBDR's Silicon Valley entrepreneurship, create a springboard to launch CompoSecure into the Digital Asset revolution and become a premier platform in the massive and rapidly expanding cryptocurrency and broader Digital Asset markets

FT Partners' Role

- Financial Technology Partners and FTP Securities ("FT Partners") served as strategic and financial advisor to CompoSecure
- This transaction builds on FT Partners' expertise in navigating the unique process in selling companies to SPACs, and follows highly successful sales of FT Partners clients [Payoneer](#), [Porch](#), [Open Lending](#), [CardConnect](#) [REPAY](#), and [MoneyLion](#)

Financial Technology Partners LP FTP Securities LLC

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



on its proposed merger with



ROMAN
DBDR

(NASDAQ: DBDR)

post-transaction enterprise value

\$1,206,400,000

FINANCIAL
TECHNOLOGY
PARTNERS

*The Only Investment Bank
Focused Exclusively on Financial Technology*

FT Partners’ Recent Awards and Recognition

Bloomberg

Bloomberg

- FT Partners’ Steve McLaughlin was featured on Bloomberg / Bloomberg TV
- 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:

- FT Partners wins Top Investment Bank in FinTech

Institutional Investor



The FinTech Finance 40:

- Steve McLaughlin ranked #1 in 2017 and 2018

The Information

A screenshot of a list titled "Silicon Valley's Most Popular Dealmakers" from The Information. The list includes names, titles, and firms. Steve McLaughlin is listed as Managing Director at FT Partners, ranked #2.

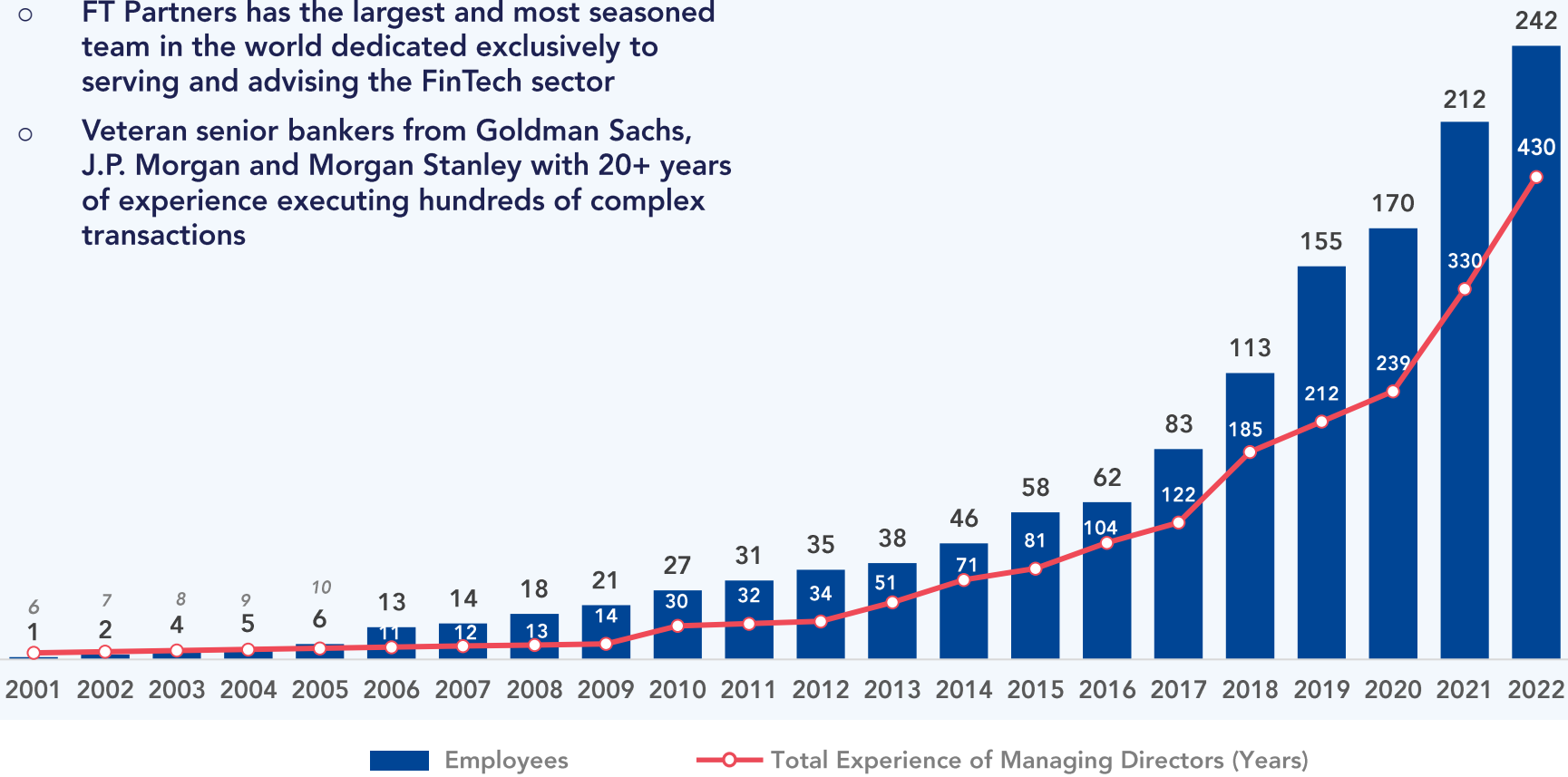
Name	Title	Firm
Steve McLaughlin	Managing Director	FT Partners
Markus Holden	Managing Director	FT Partners
Paul Rosen	Managing Director	FT Partners
Quincy Smith	Partner	Goldman Sachs

The Information’s “Silicon Valley’s Most Popular Dealmakers”

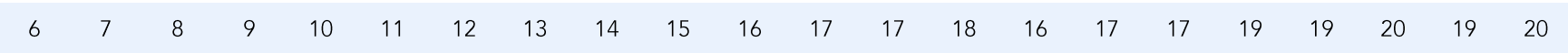
- Ranked as the #2 top Technology Investment Banker by The Information subscribers (2016)
- Only FinTech focused investment banking firm and banker on the list

The Largest FinTech Advisory Practice in the World

- FT Partners has the largest and most seasoned team in the world dedicated exclusively to serving and advising the FinTech sector
- Veteran senior bankers from Goldman Sachs, J.P. Morgan and Morgan Stanley with 20+ years of experience executing hundreds of complex transactions



Average Experience of Managing Directors (Years)



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