FT PARTNERS FINTECH INDUSTRY RESEARCH

March 26, 2017

avaloq

Warburg Pincus Acquires 35% Stake in Avaloq for ~\$353 million

WARBURG PINCUS



The Only Investment Bank Focused Exclusively on FinTech

Overview of FT Partners

- Financial Technology Partners ("FT Partners") was founded in 2001 and is the only investment banking firm focused exclusively on FinTech
- FT Partners regularly publishes research highlighting the most important transactions, trends and insights impacting the global Financial Technology landscape. Our unique insight into FinTech is a direct result of executing hundreds of transactions in the sector combined with over 15 years of exclusive focus on Financial Technology

FT Partners' Advisory Capabilities

Private Capital Raising **Debt & Equity Capital** Sell-Side / Buy-Side Markets Advisory M&A Strategic Consortium Capital Structuring / Efficiency Building **Advisory Services FT PARTNERS ADVISORY** Anti-Raid Advisory / Board of Directors / Shareholder Rights Plans Special Committee Advisory Sell-Side Valuations / LBO Advisory Fairness Opinion for M&A Restructuring and **Divestitures**

FT Partners' FinTech Industry Research





Named Silicon Valley's #1 FinTech Banker (2016) and ranked #2 Overall by The Information



Ranked #4 Most Influential Person in all of FinTech in *Institution Investors*"FinTech Finance 35"



Numerous Awards for Transaction Excellence including "Deal of the Decade"

Steve McLaughlin: Founder & CEO

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Warburg Pincus Acquires 35% Stake In Avaloq for \$353 mm

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Transaction Overview

Transaction Summary

- On March 22, 2017, The Avaloq Group ("Avaloq") announced it has entered into an agreement for Warburg Pincus to acquire a 35% stake in the company from existing shareholders
 - The transaction values Avalog in excess of CHF 1 bn (approximately \$1,009 mm)
- The transaction allows Avaloq to rebalance its shareholding structure and bring in an experienced partner in Warburg Pincus to help facilitate the next phase of growth and value creation
 - This transaction is the first step towards a potential public listing of Avalog in the coming years
- As part of the transaction, Avaloq founder and Chief Executive Officer Francisco Fernandez will also assume the role of Chairman and Jürg Hunziker will serve as Deputy CEO and Group Chief Markets Officer (CMO)
- Concurrent with the transaction, Avaloq is creating a European Advisory Board to support the Company's strategic initiatives and growth
- Upon closing, Warburg Pincus will nominate two individuals to join Avaloq's Board of Directors
 - The transaction is expected to close in the second quarter of 2017
- In 2016 Avalog generated revenues of CHF 533 mm (~\$538 mm), up 10% from the prior year and EBITDA of CHF 82 mm (~\$83 mm), up 41% from the prior year

Transaction Statistics & Multiples

Implied EV (\$ in mm)	\$1,009
Implied EV / LTM Revenue	1.9 x
Implied EV / LTM EBITDA	12.2 x

Transaction Commentary

"I am delighted to welcome Warburg Pincus as shareholders in Avaloq and look forward to partnering with them as we accelerate the growth of the business. Their global presence, in the US, Europe and years of experience in Asia, combined with their extensive experience in financial services and software, and large network in the broader banking and wealth management industry will be invaluable as we enter a new stage in the development of Avaloq and its geographic expansion. While Avaloq's management, employees and current Board of Directors retain the majority by means of shares and governance, we will leverage Warburg Pincus' expertise to continue our path for capital market readiness."

avalog

Francisco Fernandez Founder, CEO, Chairman

"With its focus on innovation, we believe that Avaloq is uniquely qualified to take advantage of growing demand for cutting edge software and outsourced services in the financial industry. We look forward to partnering with Francisco, Jürg and the rest of Avaloq's talented team as the company enters a new and exciting stage in its international growth path."

WARBURG PINCUS

Daniel Zilberman Managing Director, Head of Europe

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Country / Bank 2

Avalog Overview

Company Overview



CEO: Francisco Fernandez

Headquarters: Zurich, Switzerland

Founded: 1985

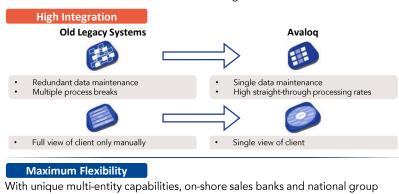
- Avalog provides financial and banking software for financial institutions, private banks, service banks, commercial banks, investment companies and investment banks
- The Company serves more than 155 financial institutions

Selected Transaction History

Date	Size (\$ mm)	Stage / Type	Investor(s) / Target
10/12/12	na	M&A	Acquired:
02/09/11	na	M&A	Acquired:

Products & Services Overview

Avalog Banking Suite is comprised of a fully integrated, modular banking solution of back, middle and front office functionalities and provides customized, business solutions based on the latest technologies



companies can be run on the same installation

Country / Bank 2

Centralized Back Office for all entities **Public Business Unit Modern Architecture** Designed for business flexibility, process and information integration, operational

efficiency and scalability



Modularity

Country / Bank 1

With more than 80 banking modules, clients can quickly and easily customize the architecture of the whole solution by activating / deactivating individual modules

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Warburg Pincus Overview

Overview

WARBURG PINCUS



Michael Martin Managing Director, Head of Financial Services





Cary Davis Managing Director



Justin Sadrian Managing Director

Investment Preferences

Investment Criteria

Fund Size: \$13,400 mm

Fund Raised: 2015

Investment Range: \$10 – 1,000mm

Revenue: NA

EBITDA: NA

General Preferences 1

Locations

New York, NY (HQ)

Hong Kong, China

Amsterdam, Netherlands

Shanghai, China

London, UK

San Francisco, CA

Frankfurt, Germany

Mumbai, India

Control:

Majority, Minority

Geography:

North America. Europe, Asia / Pac,

Latin America

Transaction Type:

Venture, Growth, Buyout, Spinoff,

MBO/LBO. Recapitalization, Bankruptcy / Distressed

Industry Focus:

Financial Services, Healthcare, TMT, Energy, Consumer,

Industrial and Services

Selected Recent Investments / Exits

FinTech / Financial Services Investments 2

Date	Company	Deal Amt. ³	Board Rep.	Sector
01/17	Nexera Holding (Growth)	NA	NA	Bnkg
10/16	Intelligent Medical Objects (Growth)	NA	NA	HCIT
10/16	Ascentium Capital (SBO)	NA	NA	Bnkg
09/16	Avalara (Series D2)	\$96	Justin Sadrian	FMS
08/16	Mosaic (Series C)	220	NA	Bnkg
05/16	DocuTAP (Buyout)	NA	NA	HCIT
05/16	Varo Money (Later Stage VC)	27	David Coulter	Bnkg
11/15	ITG Investment Research (Buyout)	120	Cary Davis	CapMkts
10/15	WEX (PIPE)	NA	NA	Pymts
10/15	Interactive Data Corp (Intercontinental Exchange)*	3,400	NA	CapMkts
09/15	Capillary Technologies (Series C)	\$45	Nitin Nayar	Pymts
07/15	Bank of Baroda (Buyout)	NA	NA	Bnkg
05/15	PayScale (Buyout)	122	Parag Gupta	Pymts
03/15	DBRS (MBO)	NA	Michael Martin	Bnkg
01/15	Avalara (Series D)	42	Justin Sadrian	FMS
12/14	Russell Investments (Buyout)	1,800	NA	CapMkts
06/14	EFS (Buyout)	1,000	James Neary	CapMkts
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About

- Founded in 1966, by Eric Warburg and Lionel Pincus, Warburg Pincus has invested over \$50bn since inception
- Warburg Pincus brings strong industry knowledge, market experience, the ability to invest and support all stages of a company, a long-term investment horizon, and the ability to fully align the interests of a portfolio company's management and the firm's own interests
- Active portfolio has more than 120 companies of various size across numerous industries

Selected FT Partners' Research - Click to View



QuantGroup Raises ~\$73 million in Series C Financing



VTS and Hightower Agree to Merge



Opendoor Raises \$210 million in Financing



Nubank Raises \$80 million in Series D Financing



YgreneWorks Raises \$95 million in Financing



Tandem Raises ~\$43 million in Financing



Funding Circle Raises \$100 million in Financing



SoFi Raises \$500 million in Financing

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Proven Success in the Bank Technology Space

Remote Deposit Capture

Financial Technology Partners LP FTP Securities LLC is pleased to announce its exclusive role as sole strategic and financial advisor to RDIM Transforming Payments in its sale to DELUXE for total consideration of C\$ 129,000,000 FINANCIAL TECHNOLOGY PARTNERS The Only Investment Bank Focused Exclusively on Financial Technology

Online Banking



SaaS Mortgage Technology



Advanced Payment Cards



SaaS Mortgage Technology



Online Bill Payment



Deposit Automation / Image Processing



Open API Issuer Processor Platform



Track Record of Success in the Alternative Lending / Credit Space

Student / Personal Loan



Consumer Home Improvement Financing



Consumer Marketing / Credit Lead Generation



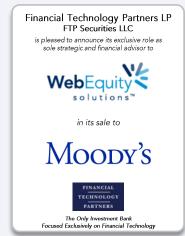
Contract Financing



Peer-to-Peer Lending



SaaS-based Loan Origination



SMB Financing



Supplier Finance Solutions



FT Partners Advised on Many of the Largest Alternative Lending Transactions

Company	Investor(s)	Amount Raised	
PR0 S PER	Affiliates of NEW RESIDENTIAL Jefferies THIRD POINT	\$5,000,000,000 Loan Commitment	
GreenSky **	FIFTH THIRD BANK	2,000,000,000 Loan Commitment 50,000,000 Investment	
GreenSky*	TPG DST ICONIQ WELLINGTON MANAGEMENT	300,000,000	
Kabbage	REVERENCE CAPITAL PARTNERS ING Sociabank°	135,000,000	
earnest	ADAMS STREET Buttery Ventures maveron	75,000,000	
taulia	QuestMark Partners ZULK BBVA edbi	65,000,000	

In addition to these large rounds, FT Partners has advised on a number of other prominent Lending Tech /
Alt Lending transactions

























Significant Experience Advising Large Financing Rounds and "Unicorns"

FT Partners has a history of advising on some of the largest financing transactions in the FinTech space

Representing numerous FinTech "Unicorns" above \$1 billion valuations

Company	Amount Raised
► MERCURY®	\$420,000,000+
GreenSky ^{**}	300,000,000+
∑avid xchange	253,000,000
liquidnet.~~	250,000,000
square trade protection plans	238,000,000
nmi	150,000,000+
Kabbage	135,000,000
Tradingscreen SIMPLIFYING GLOBAL MARKETS*	110,000,000+
YAPSTONE"	110,000,000
CHROMERIVER	100,000,000
Credit \(\infty \) Karma \(\)	85,000,000
earnest	75,000,000
taulia	65,000,000

Selected Prominent Investors in FT Partners Led Rounds























































Award-Winning Investment Banking Franchise Focused on Superior Client Results

FT Partners has been recognized as Investment Banking Firm of the Year and regularly achieves Merger and Financing Deal of the Year recognition



Awards

2016	 Investment Banking Firm of the Year Cross Border Deal of the Year
2015	 Dealmaker of the Year Technology Deal of the Year
2014	 Equity Financing Deal of the Year Professional Services Deal of the Year, Above \$100mm
2012	 Dealmaker of the Year Professional Services Deal of the Year, Above \$100mm
2011	 Boutique Investment Bank of the Year Deal of the Decade 10 Deal of the Year Nominations Across 9 Categories
2010	 Upper Middle Market Deal of the Year, Above \$500 mm IT Services Deal of the Year, Below \$500mm Cross-Border Deal of the Year, Below \$500mm
2007	 Dealmaker of the Year – Steve McLaughlin Business to Business Services Deal of the Year Computer and Information Technology Deal of the Year, Above \$100mm



2015

Steve McLaughlin ranked #4 in Institutional Investor's FinTech 35 List

Institutional Investor

Consecutively ranked (2006, 2007 and 2008) among the top Bankers in Financial 2006 - 2008 ° Technology



Middle Market Financing Awards 2008

Equity Financing Dealmaker of the Year - Steve McLaughlin

Financial Services Deal of the Year, Above \$100mm

- Information Technology Deal of the Year
- Financial Services Deal of the Year

2006

- Financing Professional of the Year Steve McLaughlin
 - Financing Deal of the Year Equity
- Financing Deal of the Year Debt

The FT Partners Senior Banker Team

Name / Position	Prior Background	Experience / Education	Years of Experience
Steve McLaughlin Founder, CEO and Managing Partner	Goldman Sachs	 Formerly with Goldman, Sachs & Co. in New York and San Francisco from 1995-2002 Former Co-Head of Goldman Sachs' Financial Technology Group (#1 market share) Wharton M.B.A. 	22
Larry Furlong Managing Director	Goldman Sachs	 Formerly with Goldman, Sachs & Co. in New York, London and Los Angeles beginning in 1995 Wharton M.B.A. 	22
Greg Smith Managing Director	Merrill Lynch J.P.Morgan	 Formerly award winning Equity Research Analyst at Merrill Lynch / J.P. Morgan / Hambrecht & Quist 20+ years of experience covering FinTech as both an Analyst and Investment Banker 	21
Osman Khan Managing Director	pwc	 Former Managing Director / Head of FIG M&A at Alvarez & Marsal 15+ years FIG deal, consulting and assurance experience at PwC 40 Under 40 M&A Advisor Award Winner in 2013 LSE (BSc w/Honors), MBS (MBA w/Distinction), ICAEW (FCA) 	20
Steve Stout Managing Director	J.P.Morgan	 Former Global Head of Strategy at First Data Formerly Led J.P. Morgan Payments Investment Banking Former Equity Research Analyst on #1 ranked team at UBS and Economist at the Federal Reserve Bank 	19
Tim Wolfe Managing Director	Goldman Sachs	 Formerly with Goldman, Sachs & Co. beginning in 2000 Started at FT Partners in 2002 40 Under 40 M&A Advisor Award Winner 2013 Harvard M.B.A. 	15
Timm Schipporeit Managing Director	Morgan Stanley Index Ventures	 11+ years with Morgan Stanley, Senior Executive Director of European Technology Investment Banking Team in London Formerly a Venture and Growth Investor focused on FinTech at Index Ventures 	14
Andrew McLaughlin Managing Director, Research & Business Development	Deloitte.	 Leads FT Partners' Research and Business Development Team Formerly with Deloitte Consulting 	11