# September 29, 2016 Financial Technology Partners

FT Partners Research: Transaction Profile



acquires



or

\$3.2 billion

Courtesy of:



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www.ftpartners.com



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This acquisition will create a new global exchange that will rival Intercontinental Exchange (the owner of NYSE), Nasdaq, and CME Group (1)

The deal will marry two companies that are at opposite sides of the trading spectrum: a traditional operator that still utilizes trading pits, and a technology-driven disrupter (1)

### FI<u>NANCIA</u>L TECHNOLOGY PARTNERS

## **CBOE Acquires Bats for \$3.2 billion**

### **Transaction Summary**

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- On September 26, 2016, the Chicago Board Options Exchange (CBOE) announced that it has agreed to acquire Bats Global Markets for approximately \$3.2 bn in a cash and stock deal
- CBOE will pay \$32.50 a share in cash and stock
  - This represents a 23% premium over Bats' closing price on Thursday September 22, 2016
  - Under the terms of the agreement, Bats shareholders will receive \$10 per share in cash and 0.3201 of CBOE common stock, in a 31% cash and 69% stock deal
- For CBOE, the acquisition of Bats will provide an opportunity for higher growth
  - Despite its exclusive contracts to trade options on the VIX and S&P 500, CBOE has struggled to grow since its IPO in 2010 <sup>(1)</sup>
- CBOE will finance the acquisition using available cash and \$1.65 bn of new borrowings, for which commitment letters have already been obtained
- CBOE will eliminate it's own trading platform, along with an expensive technology upgrade, and shift its entire platform onto Bats technology
- Staffing layoffs are also expected
- The transaction is expected to close in the first half of 2017

#### **Transaction Commentary**

"The acquisition of Bats is expected to strengthen our position as a global leader in innovative tradable products and services, and is a transformative next step in our growth strategy. We believe that bringing together CBOE Holdings' product innovation, indexing expertise and options and volatility market position, with Bats' proven proprietary technology infrastructure, global ETP listing and trading venues, global foreign exchange marketplace and market data services, represents a compelling combination that should deliver significant benefits for our customers and enhanced long-term value for our stockholders. In particular, we believe the complementary nature of our respective offerings uniquely positions the combined company to provide the product set, transparency and tradability demanded by the rapidly-developing index-based investing market. Further, Bats' market data expertise will allow CBOE Holdings to develop new products using the company's index calculation capabilities. CBOE Holdings and Bats share a culture based on the goal of efficiently utilizing innovation to better serve customers and the broader marketplace while enhancing stockholder value. We expect the acquisition to enhance the trading experience by streamlining access for customers and to allow CBOE Holdings to provide greater scale, while significantly increasing operational and cost efficiencies."



Edward T. Tilly CEO of CBOE



"This transaction offers our stockholders immediate cash value and allows us the opportunity to continue our great growth trajectory by combining with another market innovator in CBOE. Today's announcement is a testament to the hard work and achievements of our talented employees around the globe and in every asset class in which we operate. We look forward to working with the CBOE team to facilitate a smooth integration."



Chris Concannon
CEO of Bats Global Markets







# **CBOE Acquires Bats for \$3.2 billion**

### **Transaction Summary (cont.)**

#### **Transaction Structure** \$3.2 bn Bats **Implied Equity Value** Stock Price on 09/23/16 \$70.30 \$31.52 Pro Forma Ownership 72% 28% **Exchange Ratio** \$10 and 0.3201 na CBOE shares for 1 Bats share Expected to **Capital Management** suspend share na repurchase program **Dividend Policy** Maintain current na policy **Board Members** 11 3

#### New Leadership Team



#### Edward T. Tilly: CEO



- · Will remain CEO of the combined company
- Serves as the Chairman of the Board of CBOE Futures Exchange
- Prior to CEO, Tilly was President and COO of CBOE



#### Chris Concannon: President and COO



- · Previously CEO of Bats Global Markets
- Appointed as Bats CEO in March 2015
- Prior to Bats, Concannon was President and COO at Virtu Financial



#### Chris Isaacson: CIO



- Previously CIO of Bats Global Markets
- Founding employee of Bats in 2005
- At Bats, Isaacson oversaw all technology and market operations



Alan J. Dean: CFO



- Will remain CFO of the combined company
- Appointed as CFO in 1988
- Employed by CBOE since 1979

### **Combined Entity**

#### **Pro Forma Revenue by Asset Class** Pro Forma Revenue by Type **Cost Synergies:** \$50 mm by year three Options & Futures Transaction Fees 22 \$65 mm by year five % U.S. Equities Market Data Fees Pro forma revenue: 26 Over \$1 bn % 16 **European Equities** 62 Other 65 Pro forma Adjusted EBITDA: Global FX \$660 mm



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# **CBOE Acquires Bats for \$3.2 billion**

2005

Europe)

**Bats Foreign** 

**Exchange** 

### **Bats Global Markets Overview**



#### **Bats Global Markets Overview**

CEO: Chris Concannon

**Headquarters:** Lenexa, KS Founded:

Bats Global Markets is a global operator of exchanges and a service provider for financial markets

The Company is committed to making markets better and operates four stock exchanges: BZX, BYX, EDGX and EDGA

Selected Recent Transactions				
Announce Date	Target	Amt (\$ in mm)	Description	
03/29/16	ETF	\$13	Acquired ETF.com	
01/28/15	KCG   Hotspot	435	Acquired KCG Hotspot FX	
08/26/13	DirectEdge	na	Acquired DirectEdge Holdings	
02/18/11	CHI-XEUROPE	300	Acquired Chi-X Europe	

Trading Platforms			
Name	Description		
	Launched in October 2008		
	<ul> <li>Third-largest U.S. stock exchange based on volume traded on order book</li> </ul>		
Bats US Stock Exchange	<ul> <li>Operates on four major US exchanges: BZX Exchange, BYX Exchange, EDGA Exchange and EDGX Exchange</li> </ul>		
	<ul> <li>The combined exchanges make Bats one of the largest equities market operator in the United States on a daily basis</li> </ul>		
	Launched in October 2010		
Bats US Options	<ul> <li>Consists of BZX Options Exchange and EDGX Options Exchange</li> </ul>		
Exchange	<ul> <li>BZX Options is a price-time priority platform focused on penny executions and EDGX Options is focused around a pro rata allocation model</li> </ul>		
Bats	Launched in February 2010		
European Stock	<ul> <li>Largest European exchange by market share and total value traded on the exchange</li> </ul>		
Exchange (Bats Chi-X	The exchange offers trading across 25 different		

indices and in 15 of Europe's major markets

Bats Foreign Exchange was the first ECN for the institutional foreign exchange market; Hotspot, when acquired was integrated into the solutions

Hotspot allows for centralized price discovery,

and reference data

instantaneous live trading, full depth-of-book view, anonymous market access and real-time pricing

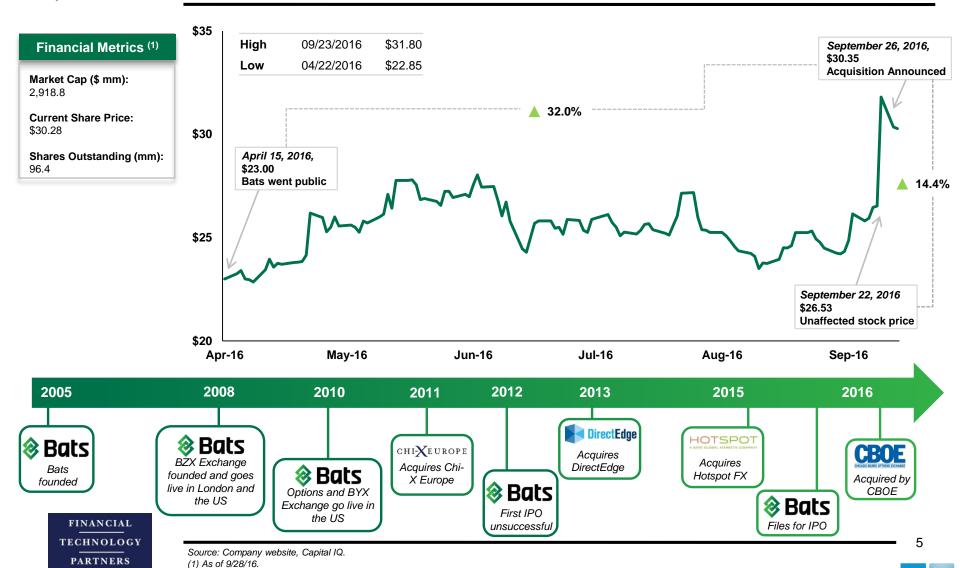






# **CBOE Acquires Bats for \$3.2 billion**

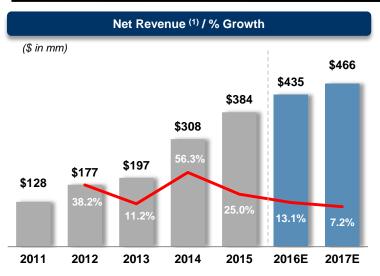
**Bats Global Market Overview (cont.)** 

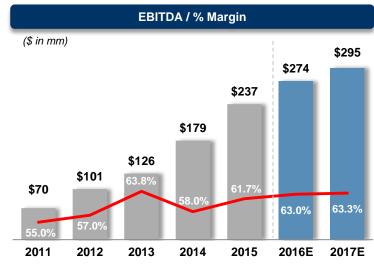


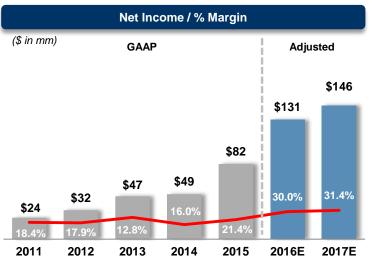


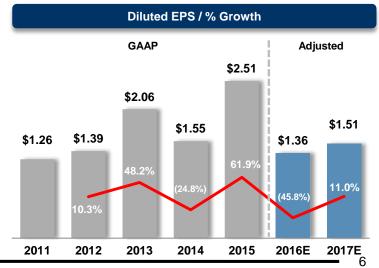


### **Bats Global Markets Financial Overview**











Source: SEC filings, Capital IQ.

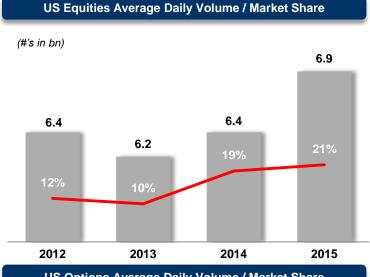
Net Revenue equals revenues less costs of revenues.





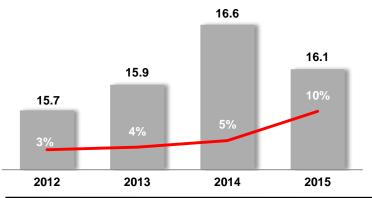
### **Bats Trading Volume and Market Share by Business Segment**











#### **European Equities Average Notional Value / Market Share**





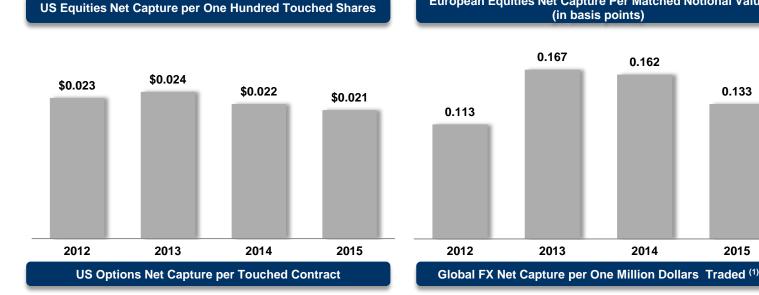
- Global FX business line previously did not exist, but following the acquisition of Hotspot (January 2015), it has become a focus for growth of the Company
- Bats plans to use Hotspot as a gateway to access the European and Asian FX markets and establish a market foothold in the world's largest asset class by volume
- Average Daily Notional Value for the Global FX business for 2015 was \$25.8 billion and number of trading days was 209 days



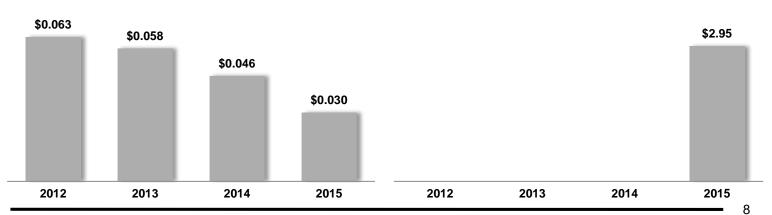


**Bats Net Capture per Business Segment** 





**European Equities Net Capture Per Matched Notional Value** 





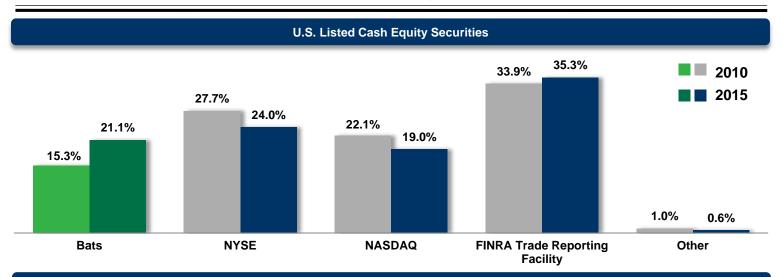
Sources: SEC filings.

Global FX business did not exist prior to acquisition of Hotspot on March 13, 2015.

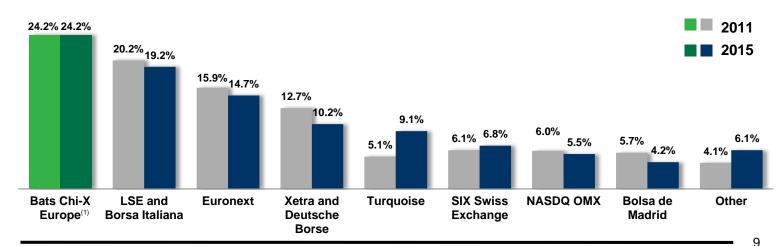




**Bats Market Share Compared to Other Exchanges** 







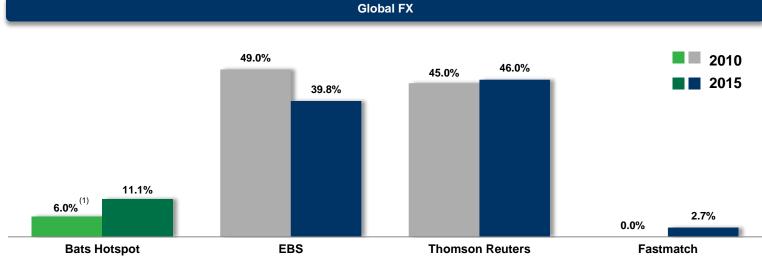


















# **CBOE Acquires Bats for \$3.2 billion**

#### **CBOE Overview**



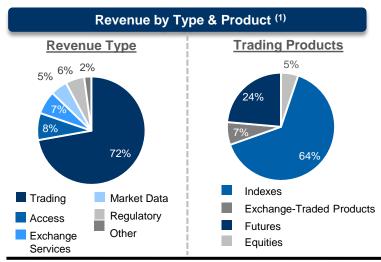
#### **CBOE Overview**

CEO: Edward T. Tilly

Headquarters: Chicago, IL

Founded: 1973

- CBOE is the largest U.S. options exchange and creator of listed options
- The Company offers equity, index and ETP options, including proprietary products such as S&P 500 options and CBOE Volatility Index options
- CBOE is the standard for options and volatility trading



#### **Key Products Overview**

#### CBOE Volatility Index (VIX)

- Considered to be the barometer of equity market volatility
- Based on real-time option prices on the S&P 500 Index
- Reflects investors' view of future stock market volatility
- Also known as the "fear gauge"

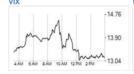
#### Stock Index Options

- S&P 500 Index (SPX)
- Dow Jones Indices (OEX and DJX)
- Russell 2000 Index (RUT)
- Nasdaq 100 Index (NDX)

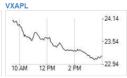
#### Options on Individual Stocks and Exchange-Traded Products

- Publicly traded stocks
- ETFs

ETNs







#### **Selected Recent Transactions**

Announce Date	Target	Amt (\$ in mm)	Description
05/23/16	ERIS	na	Invested in Eris Exchange
01/25/16	VEST	\$19	Acquired Vest Financial
10/16/15	CURVEGLOBAL	na	Acquired Curve Global



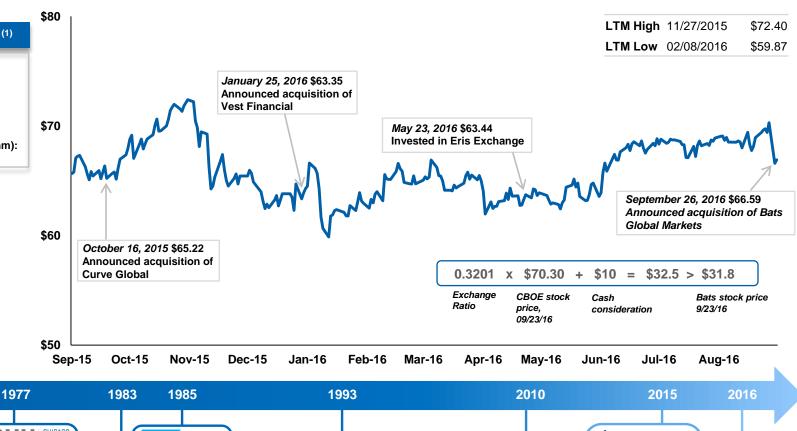




# **CBOE Acquires Bats for \$3.2 billion**

### **CBOE Overview**







PARTNERS

Acquires Midwest Stock Exchanges'

options business

Creates stock index options

**CBOE** 

INSTITUTE

Options Institute

is formed

Volatility index is created

CBOE goes public

London Stock Exchange Licensing agreement

with LSE to become exclusive home for FTSE and Russell index options

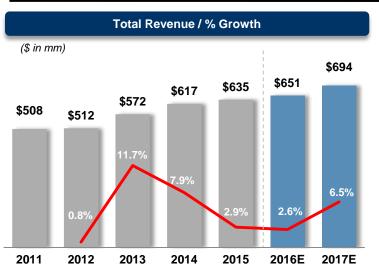


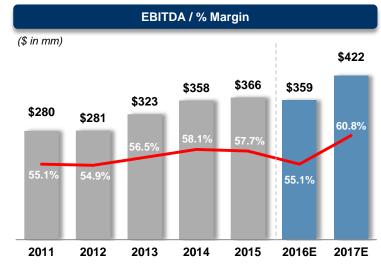
Announced acquisition of Bats Global Markets

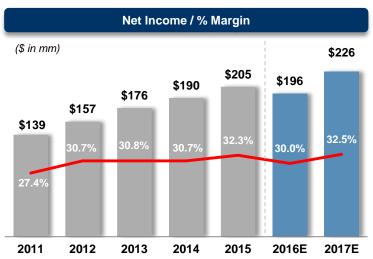
Source: Company website, Capital IQ. As of 9/28/16.

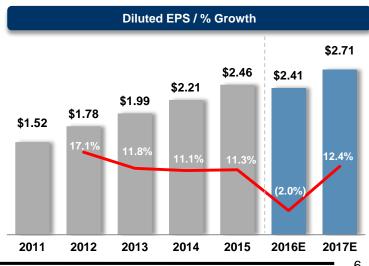


### **CBOE Financial Overview**













### FT Partners is the Leader in Financial Technology Investment Banking

Wealth Management

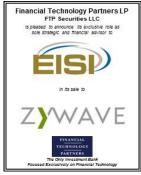
ta / Analytics

High Frequency Trading























### FT Partners is the Leader in Financial Technology Investment Banking

Trading Technology

> Other Capital Markets Technology

















### Selected FT Partners' Research (click to view)



Research Report: Innovations in Capital Markets Technology



PENSCO Trust Company's Sale to Opus Bank



BlackRock's acquisition of FutureAdvisor



AlphaSense's \$33 mm growth financing



**BATS files for its IPO** 



IHS and Markit agree to merge



Nasdaq's acquisition of ISE for \$1.1 billion



**Aegon Acquires Cofunds** 



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### Selected FT Partners Research - Digital Wealth Management (click to view)

# Are the Robots Taking Over? The Emergence of Automated Digital Wealth Management Solutions



FT Partners' 140-page report provides a comprehensive overview of key industry trends driving innovation in the wealth management space and how the industry is reacting to the emergence of Robo Advisors and other Digital Wealth Management disruptors.

### Additional highlights of the report include:

- A discussion of the different Automated Digital Wealth Management platforms and business models
- The responses of incumbents in the wealth management space, including the innovations, partnerships and acquisitions being made to stay ahead of the game
- Interviews with eight CEOs of leading Digital Wealth pioneers including Betterment, Link Pacific Advisors, MyVest, NextCapital, Nutmeg, Riskalyze, SigFig and Vanare
- A detailed industry landscape of Digital Wealth Management providers as well as other innovative, tangential companies, profiles of 28 companies and a comprehensive list of private equity financing and M&A transactions in the space



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 13 years of exclusive focus on Financial Technology. Please visit our <u>subscription form</u> to subscribe to our exclusive monthly newsletter and receive our research reports.



### **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

	2016	<ul> <li>Investment Banking Firm of the Year</li> <li>Cross Border Deal of the Year</li> </ul>	
	2015	■ Dealmaker of the Year ■ Technology Deal of the Year	
2016 - 2004	2014	<ul> <li>Equity Financing Deal of the Year</li> <li>Professional Services Deal of the Year, Above \$100mm</li> </ul>	
ANNUALAWARDS	2012	<ul> <li>Dealmaker of the Year</li> <li>Professional Services Deal of the Year, Above \$100mm</li> </ul>	
M&A Advisor	2011	<ul> <li>Boutique Investment Bank of the Year</li> <li>Deal of the Decade</li> <li>10 Deal of the Year Nominations Across 9 Categories</li> </ul>	
Awards	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	<ul> <li>Dealmaker of the Year – Steve McLaughlin</li> <li>Business to Business Services Deal of the Year</li> <li>Computer and Information Technology Deal of the Year, Above \$100mm</li> <li>Financial Services Deal of the Year, Above \$100mm</li> </ul>	
Institutional	2015	■ Steve McLaughlin ranked #4 in Institutional Investor's FinTech 35 List	
Institutional Investor Annual Ranking	2006-2008	■ Consecutively ranked (2006, 2007 and 2008) among the top Bankers in Financial Technology	
	2008	<ul> <li>Equity Financing Dealmaker of the Year – Steve McLaughlin</li> <li>Information Technology Deal of the Year</li> <li>Financial Services Deal of the Year</li> </ul>	
Middle Market Financing Awards	2006	<ul> <li>Financing Professional of the Year – Steve McLaughlin</li> <li>Financing Deal of the Year - Equity</li> <li>Financing Deal of the Year - Debt</li> </ul>	<b>–</b> 14





### **The FT Partners Senior Banker Team**

Name / Position	Prior Background	Experience / Education	Years of Experience
Steve McLaughlin Founder, CEO and Managing Partner	Goldman Sachs	<ul> <li>Formerly with Goldman, Sachs &amp; Co. in New York and San Francisco from 1995-2002</li> <li>Formerly Co-Head of Goldman Sachs' Financial Technology Group (#1 market share)</li> <li>Wharton M.B.A.</li> </ul>	21
Larry Furlong  Managing Director	Goldman Sachs	<ul> <li>Formerly with Goldman, Sachs &amp; Co. in New York, London and Los Angeles beginning in 1995</li> <li>Wharton M.B.A.</li> </ul>	21
Greg Smith  Managing Director	Merrill Lynch J.P.Morgan	<ul> <li>Formerly award winning Equity Research Analyst at Merrill Lynch / J.P. Morgan / Sterne Agee</li> <li>Recent coverage included DST, ENV, FISV, FIS, WU, EEFT, V, MA, GPN &amp; HPY among others</li> </ul>	20
Steve Stout  Managing Director	J.P.Morgan  First Data.	<ul> <li>Formerly with J.P. Morgan and UBS</li> <li>Formerly Global Head of Strategy at First Data</li> </ul>	18
Tim Wolfe  Managing Director	Goldman Sachs	<ul> <li>Formerly with Goldman, Sachs &amp; Co. beginning in 2000</li> <li>Started at FT Partners beginning in 2002</li> <li>40 Under 40 M&amp;A Advisor Award Winner 2013</li> <li>Harvard M.B.A.</li> </ul>	14
Andrew McLaughlin  Managing Director, Research & Business Development	Deloitte.	<ul> <li>Leads FT Partners' Research and Business Development Team</li> <li>Formerly with Deloitte Consulting</li> </ul>	10



