# FT PARTNERS FINTECH INDUSTRY RESEARCH

March 26, 2021



# Supernova Partners Acquisition Company (NYSE: SPNV) Merges with Offerpad for an Enterprise Value of Approximately \$2.4 billion





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 19 years of exclusive focus on Financial Technology

### FT Partners' Advisory Capabilities



### FT Partners' FinTech Industry Research





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



Ranked #1 Most Influential Person in all of FinTech in *Institutional Investors* "FinTech Finance 40"



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

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### FT PARTNERS RESEARCH

# Offerpad.

### **Transaction Overview**

### **Transaction Summary**

- On March 18, 2021, Offerpad, an "iBuyer" home selling and buying platform, announced it will become a publicly traded company through a merger with Supernova Partners Acquisition Company (NYSE: SPNV), a special purpose acquisition company ("SPAC")
- The transaction reflects an implied pro-forma equity value of approximately \$3 billion, and will result in a pro-forma enterprise value for the combined Company of approximately \$2.4 billion
  - The transaction is expected to provide up to \$650 million in gross cash proceeds, including a fully committed PIPE of \$200 million, from investors such as BlackRock and Zimmer Partners, a \$50 million direct investment by affiliates of Supernova, as well as up to \$403 million of cash held in the trust account of Supernova
  - Existing Offerpad shareholders will roll 100% of their equity into the combined company and are expected to own approximately 75% of the combined company at closing
  - Upon completion of the transaction, and after payment of expected transaction expenses and paydown of certain of Offerpad's debt, Offerpad expects to add approximately \$600 million of cash to the balance sheet to fund operations and support new and existing growth initiatives
- The transaction is expected to close in the second quarter or early third quarter of 2021
- Upon closing, the combined entity will remain listed on the New York Stock Exchange under the ticker 'OPAD'

### **Transaction Commentary**

"I've been in real estate for decades and always knew there would be a better way to sell and buy homes. iBuying is coming into its moment, as consumers increasingly want to transact online. At Offerpad, we combine the technology that makes it possible, with local real estate experts that provide fantastic customer service to sellers and buyers—all of which allows us to turn over homes more efficiently than anyone else in the category. Our team's combination of grit and real estate experience have helped us complete around 30,000 transactions and achieve nearly \$7 billion in gross transaction volume since inception, and we are now poised for fast growth as a public company."



Brian Bair Founder & CEO



"iBuying has barely scratched the surface of real estate, one of the biggest addressable markets in the world. In general, real estate continues to be mostly analog, in contrast to other industries like grocery, autos and pharmaceuticals, but consumers demand online solutions. As they bring more transactions online, we believe online real estate as a whole is poised to grow rapidly in the coming years and that Offerpad is incredibly well-positioned to grab a huge piece of this market."



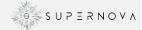
Spencer Rascoff Co-Chair of Supernova (Co-Founder and Former CEO of Zillow)



"Offerpad has a huge market opportunity, compelling unit economics and solves a large consumer need. We are impressed that the Offerpad team has built a large and efficient business with relatively little capital. As a public company, well-capitalized and positioned for growth, Offerpad will be entering its next chapter with great momentum."



Alexander Klabin Co-Chair (Founder and CEO of Ancient)



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# Offerpad.

## Supernova Partners Acquisition Company, Inc. Sources and Uses

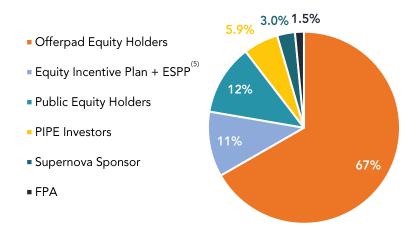
Sources and Uses			
Sources	\$ mm	%	
Cash Held in Trust <sup>(1)</sup>	\$403	14%	
Issuance of Shares	2,250	76%	
Supernova FPA	50	2%	
Proceeds from PIPE	200	7%	
Cash on Balance Sheet	51	2%	
Total	\$2,953	100%	
Uses	\$ mm	%	
Offerpad Equityholder Stock Consideration	\$2,250	76%	
Est. Transaction Fees & Expenses (2)	60	2%	
Cash to Balance Sheet	635	22%	
Debt Paydown	8	<1%	
Total	\$2,953	100%	

### **Pro Forma Valuation**

	Amount (\$ mm)		
Share Price	\$10.00		
PF shares outstanding (mm) <sup>(3)</sup>	300		
PF Equity Value	\$3,003		
(Less) Cash	635		
PF Enterprise Value	\$2,368		
i i Liitei piise vaide	\$2,300		

Transaction Multiples	
TEV / 2022E Revenue	1.0x
TEV / 2023E Revenue	0.6x

### Pro Forma Ownership (4)



Sources and Uses

 <sup>(1)</sup> Assumes no shareholder redemption
 (2) Transaction expenses are estimates

<sup>(3)</sup> Total shares includes 225 million shares, 40 million SPNV public shares, 20 million shares from PIPE, 10 million SPNV founder shares and 5 million Supernova FPA shares. Assumes no shareholder redemption and does not include impact of dilution from warrants (4) Shares subject to vesting are included in the ownership percentages presented (5) No grants have been made under the incentive plan

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# Offerpad.

### **Offerpad Overview**

### **Company Overview**

# Offerpad.

CEO:	Brian Bair
Headquarters:	Chandler, AZ
Founded:	2015

- Offerpad is a tech-enabled real estate company with an on-demand platform that is revolutionizing the industry
- The Company's platform offers an innovative end-to-end real estate experience for those looking to buy or sell a home and streamlines the process for consumers, making the process convenient and hassle-free
- Customers can get a cash offer on their home within 24 hours from Offerpad's experts
  - If customers want to list their home instead, Offerpad offers free "show-ready" home services such as cleaning and landscaping
- Offerpad currently operates in several markets across the United States, collectively reaching more than 900 cities with plans to continue its expansion

### **Selected Equity Financing History**

Date	Size (\$ mm)	Selected Investor(s)
03/14/19	\$75	Undisclosed Investor(s)
05/16/18	50	LL Funds
01/25/17	30	LL Funds

### **Product & Services Overview**



### Request offer

Customers provide Offerpad with a few details about their home and requesting their free, no-obligation offer

### Upload optional photos and videos

Customers decide if they want to upload photos or virtual home walk-throughs to help Offerpad understand what makes it special and provide them with a more competitive offer



# Other Park

### Offerpad works fast

Within 24 hours, Offerpad's real estate experts will evaluation a customer's home and present their cash offer

### Receive a cash offer

If Offerpad's cash offer works for a customer, they are able to enjoy the benefits of selling to Offerpad, including no showings, choice of flexible closing dates from 24-hours up to 90 days, 3- to 60-Day, extended stay options and a free local move



### Buy a home

### **Benefits**

- Up to \$1,000 towards closing costs
- Local experts to guide you through every step
- Dedicated Solutions Coordinator

### Home Trade-in

### **Benefits**

- Receive a cash offer within 24 hours
- Skip showings on your home
- Pick your own closing date

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**Key Investment Highlights** 



Large and growing TAM ripe for disruption \$850 billion Offerpad "Buy Box" immediate opportunity



Offerpad is a leading iBuyer platform with a highly efficient business model Proprietary tech platform + hybrid local market experts





Significant capital efficiency at similar revenue levels compared to Zillow and Opendoor



Attractive financial profile, growth, and unit economics \$1.4 billion 2021E revenue, 55% revenue CAGR 2020E – 2023E



World-class management with deep industry expertise Led by Brian Bair, Founder & CEO, supported by exceptional senior management team

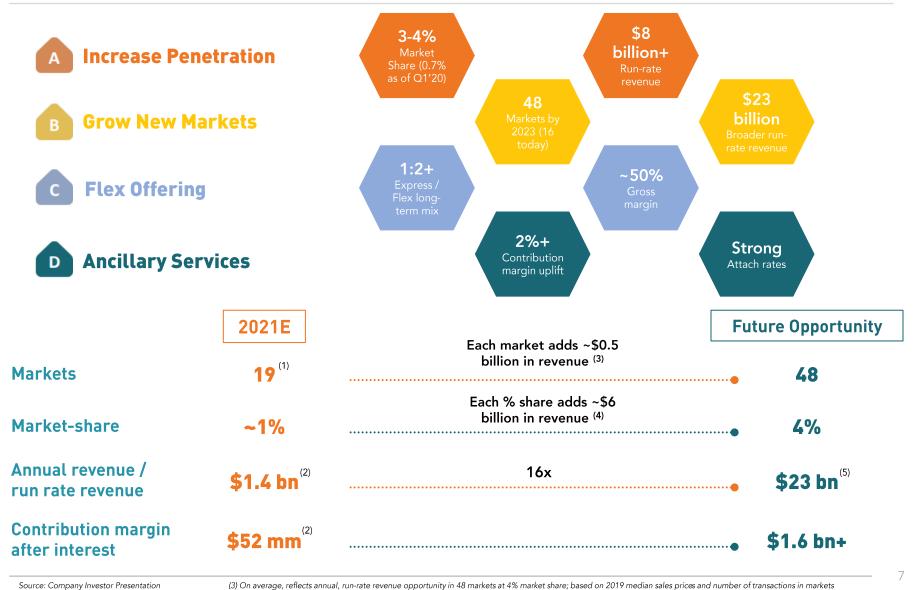


Compelling valuation & ability to enhance value through partnership with Supernova Deliver synergies through leveraging broad network and proven operational experience

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### **Growth Opportunity**



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### Offerpad Management Team

Brian Bair Founder & CEO





Mike Burnett
Chief Financial Officer







**Steve Johnson**Chief Operating Officer





Ben Aronovitch
Chief Legal Officer





Vaughn Bair Chief Real Estate Officer







Casey Bair
Chief Acquisition Officer





**Darrin Shamo**Chief Marketing Officer





**Gint Grabauskas** Chief Technology Officer



GoDaddy

**Heather Baily**Chief HR Officer





**Dan Mayes**Chief of Tactical Real
Estate Operations





Jaidip Singh Chief Data & Analytics Officer



Morgan Stanley

David Connelly Chief Growth Officer



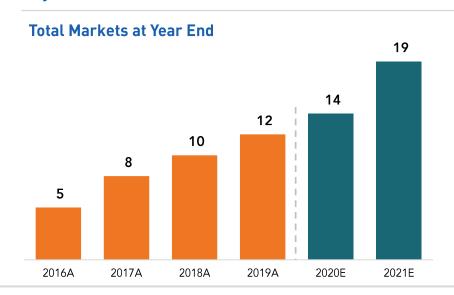


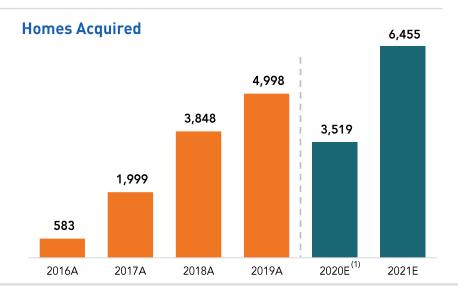


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# Offerpad.

### **Key Metrics**





### \$1.6 trillion

Market Opportunity

### 93%

Customer Satisfaction Rating

### 72

Net Promoter Score

### ~\$7 billion

Transactions to date <sup>(2)</sup>

### 14k+

Completed Renovations since Inception

### 900+

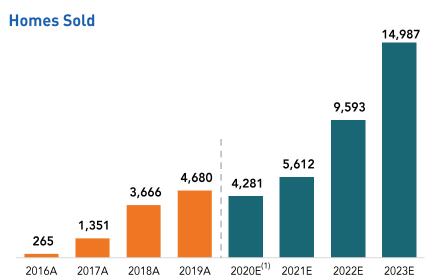
Cities and Towns

### 16

Markets (as of Mar. 2021)

### 9 out of 10

Recommend to a Friend



Source: Investor Presentation

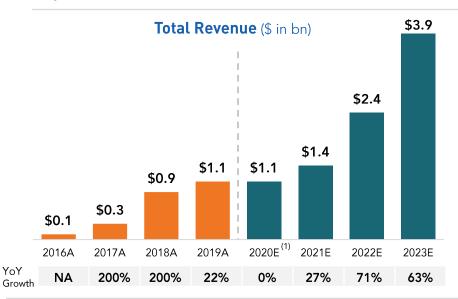
<sup>1)</sup> Negatively impacted growth due to COVID-19 pandemic

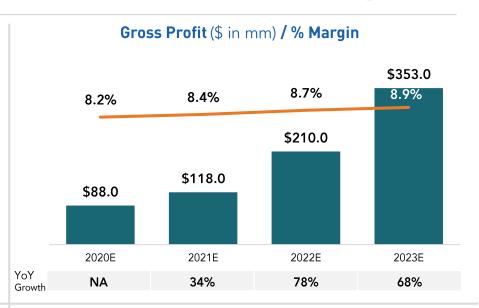
Homes acquired and homes sold

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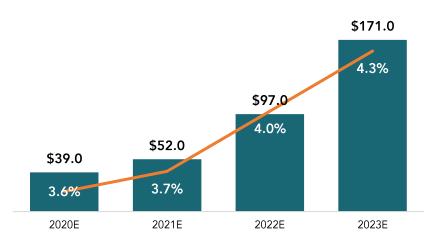
# Offerpad.

### **Key Financial Information**





### Contribution Margin After Interest (\$ in mm) / % Margin





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# Offerpad.

### **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.

Announce Date	Target Company	SPAC	Announced Deal Value	Deal Status	Exchange / Ticker	FinTech Sector	Target Country	Research Profile
03/18/21	Offerpad.	SUPERNOVA	\$2,368 mm	Announced	NYSE: OPAD	Real Estate Tech	USA	
03/16/21	етого с	FINTECH ACQUISITION CORP. V	10,400	Announced		Wealth & Cap. Markets Tech	<b>₩</b> UK	
03/05/21	Cipher MINING	Good Works Acquisition Corp.	2,000	Announced	Nasdaq: CIFR	Blockchain / Crypto	USA	
03/04/21	hippo	Reinvent TECHNOLOGY PARTNERS	5,057	Announced		InsurTech	<b>USA</b>	VIEW
03/02/21	states title	© CAPITOL INVESTMENTY	3,000	Announced	NYSE: DOMA	InsurTech / Real Est. Tech	<b>USA</b>	VIEW
03/01/21	QOMPLX: Reimagining Complexity	TAILWIND ACTION, 1821	1,400	Announced	"QPLX"	Fin. Mgmt. Solutions	USA	
02/22/21	LoanMe <sup>1</sup>	NextPoint Acquisition Corp.	102	Announced		Banking / Lending Tech	USA	
02/22/21	<b>□</b> LIBERTYTAX	NextPoint Acquisition Corp.	252	Announced		Banking / Lending Tech	USA	
02/22/21	APEX Clearing"	northern star Investment Corp. II	4,700	Announced	NYSE: APX	Wealth & Cap. Markets Tech	<b>USA</b>	VIEW
02/12/21	MoneyLion	Fusion Acquisition Corp.	2,900	Announced		Banking / Lending Tech	USA	VIEW
02/10/21	OppFi <sup>***</sup>	FG FUNDAMENTAL FG NEW AMERICA ACQUISITION CORP	909	Announced	NYSE: OPFI	Banking / Lending Tech	USA	VIEW
02/03/21	Pa oneer	FTAC Olympus Acquisition Corp.	3,796	Announced		Payments	USA	VIEW
02/03/21	CCC	Dragoneer Growth Opportunities Corp.	7,000	Announced		InsurTech	<b>USA</b>	
01/25/21	📚 Sunlight Financial	Spartan Acquisition Corp. II	1,267	Announced		Banking / Lending Tech	<b>USA</b>	VIEW
01/25/21	alight	FOLEY TRASIMENE ACQUISITION CORP.	7,300	Announced		Healthcare FinTech	USA	VIEW
01/11/21	bakkt	VPC Impact Acquisition Holdings	2,100	Announced		Wealth & Cap. Markets Tech	USA	VIEW
01/07/21	SoFi 🔐	IPO 2.0 SOCIAL CAPITAL HEDOSOPHIA HOLDINGS V	8,650	Announced		Banking / Lending Tech	USA	VIEW

# of FinTech SPAC Transactions

**2021 YTD:** (

**17** 

2020: (1

15

2019:

2

2018:

1

2017:

3

### Selected FT Partners Research - Click to View



Finicity's \$1 billion Sale to Mastercard



Acima's \$1.65 billion Sale to Rent-A-Center



MoneyLion's \$2.9 billion Merger with Fusion Acquisition Corp.



Porch's \$1.1 billion Merger with PropTech Acquisition



Affirm Raises \$1.2 billion in its IPO



Blend Acquiers Title365 for \$500 million



Doma Merges with Capitol Investment Corp. V



Upstart Raises \$240 million in its IPO

**VIEW MORE FT PARTNERS RESEARCH** 

### Leading Advisor in Selling FinTech Companies to SPACs













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# FT Partners – Focused Exclusively on FinTech

### Track Record of Success Across the Real Estate Tech Space

### Underwriting **Automation**



### Real Estate **Invoicing & Payments**



### **Digital Mortgage** Origination



### **Loan Origination Software**





### Home Improvement **Financing**



### **Property** Insurance Solutions



# Origination



### SaaS-based Real Estate Loan Listing Management Solutions

Financial Technology Partners LP

FTP Securities LLC

is pleased to announce its role advising on the sale of

BLACK KNIGHT

for total consideration of

\$1,800,000,000

optimalblue



### Real Estate **Payments**



### Online Home Services Platform



### FT Partners Advises Porch on its Merger with PropTech Acquisition Corporation

### **Overview of Transaction**

- On July 31, 2020, PropTech Acquisition Corporation ("PropTech"), a special purpose acquisition company ("SPAC") announced a definitive merger agreement with Porch.com, Inc. ("Porch")
- The business combination was completed on December 23, 2020, PropTech changed its name to Porch, and its common stock is scheduled to begin trading on the Nasdaq Stock Market under the ticker symbol "PRCH" on December 24, 2020
  - The deal represents a post-transaction equity value of \$1.079 billion
  - Transaction includes a \$150 million fully committed common stock private investment at \$10 per share led by Wellington Management Company, LLP
- Porch is a unique home services platform that provides leading ERP and CRM software to 11,000 inspection, moving and adjacent home services companies, gaining access to a proprietary and recurring sales funnel which captures a majority of homebuyers in the U.S. annually

### **Significance of Transaction**

- While creating significant liquidity for existing shareholders, Porch's
   Management team will continue to lead the merged Company as over 92%
   of their existing equity is expected to be rolled as part of the transaction
- The net proceeds raised from the transaction will be used to support Porch's working capital, pay down debt and fund expansion through acquisitions

### FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Porch
- Builds on FT Partners' expertise in navigating the unique process in selling companies to SPACs, and follows highly successful sales of FT Partners' clients <u>Open Lending</u>, <u>CardConnect</u> and <u>REPAY</u>

# Financial Technology Partners LP

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



on its merger with



(NASDAQ: PTAC)

for a post-transaction equity value

\$1,079,000,000<sup>(1)</sup>



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### FT Partners Advises Better.com on its \$160 million Series C Financing

### **Overview of Transaction**

- On August 19, 2019, Better.com announced it has closed its Series C financing round for a total of \$160 million
  - The round included new investors Activant Capital, Ping An Global Voyager Fund, Ally Financial, Citi, AGNC, American Express Ventures and Healthcare of Ontario Pension Plan, as well as existing investors Goldman Sachs, Pine Brook and Kleiner Perkins
  - Better.com initially closed its Series C round in January 2019 for a total of \$70 million, but expanded the round due to high demand
  - The Company has now raised \$254 million in total financing
- Better.com is one of the fastest growing homeownership platforms in the U.S. and has funded more than \$4 billion in loans since its founding in 2016
  - The Company has reconstructed the process of buying and financing a home, step-by-step, using technology and automation to create the most efficient, cost-effective and user-friendly experience in the market
  - Better.com has grown 3x year-over-year (vs. -15% for the industry) and is currently funding \$375 million in mortgages a month, which puts the Company on track to lend over \$4 billion in 2019 alone

### **Significance of Transaction**

- With strong investor demand including from high profile strategics, this financing round positions Better.com as a market leader in streamlining and digitizing the home loan process
- The additional capital will enable Better.com to enhance its offerings, grow its strategic partnerships, as well as expand its team by hiring an additional 400 people in sales and technology by the end of 2019

### FT Partners' Role

- FT Partners served as strategic and financial advisor to Better.com
- This transaction highlights FT Partners' deep domain expertise in the Alt Lending / Real Estate Tech space as well as our successful track record generating highly favorable outcomes for leading FinTech companies globally

# FTP Securities LLC

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



on its Series C financing from new investors















along with participation from existing investors

for total consideration of

\$160,000,000



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### FT Partners Advises JetClosing on its \$9 million Financing

### Overview of Transaction

- On July 30, 2020, JetClosing announced the close of its \$9 million Series B
  funding round led by funds and accounts advised by T. Rowe Price, with
  additional investments from Pioneer Square Labs and Trilogy Equity, bringing
  its fundraising total to \$35 million
- JetClosing is a leading digital title and escrow company for real estate transactions that provides unprecedented transparency, security, and efficiency throughout the home closing process via its innovative, centralized platform
- With a presence in Arizona, Colorado, Florida, Nevada, Pennsylvania, Texas, and Washington, JetClosing's team of veteran title professionals and technology leaders is expanding nationwide to provide digital title and escrow services to buyers, sellers, agents, lenders and borrowers
- JetClosing utilizes fully encrypted workflows for secure document transfers, wire transactions, remote online notarizations (RON), and e-signatures – user information is further guarded using multi-factor authentication, which introduces safe, transparent, and remote digital home closings and refinancings for the first time

### Significance of Transaction

 The investment will fuel continued expansion for the cloud-based digital title company, streamlining historically manual, in-person processes that have lacked transparency and efficiency for home buyers, sellers, agents, and borrowers

### FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to JetClosing
- This transaction highlights FT Partners' deep domain expertise and transactional experience across the Real Estate Tech & InsurTech sectors

### Financial Technology Partners LP FTP Securities LLC

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



on its Series B financing led by

# T.RowePrice®

for a total amount of

\$9,000,000



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### FT Partners Advises Optimal Blue on its Sale

### Overview of Transaction

- Optimal Blue has agreed to sell to GTCR, a leading private equity firm
- Backed by Serent Capital, Optimal Blue is one of the largest SaaS providers of enterprise services to mortgage originators & investors
- The Company created the first cloud-based Product & Pricing Engine ("PPE") and is now the largest independent provider of pricing solutions in the mortgage ecosystem
- GTCR has committed up to \$350 million of equity capital to the investment to pursue growth initiatives at Optimal Blue as well as complementary acquisitions to provide information and other digital services to the \$14 trillion mortgage marketplace

### Significance of Transaction

- Represents one of the largest Mortgage Technology M&A transactions in recent times
- Represents a highly favorable outcome to Optimal Blue management and Serent Capital, its private equity backer

### FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Optimal Blue and its Board of Directors
- FT Partners leveraged its deep knowledge, extensive experience and broad industry relationships to help bring in a knowledgeable partner with deep domain expertise in financial services
- Transaction demonstrates FT Partners' continued success advising top-tier financial technology companies

# Financial Technology Partners LP FTP Securities LLC

is pleased to announce its exclusive role as financial advisor to



in its sale to





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### FT Partners' Recent Awards and Recognition

# **Bloomberg**

### **Bloomberg**

- o 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:**

o FT Partners wins Top Investment Bank in FinTech

# Institutional Investor





### The FinTech Finance 40:

o Steve McLaughlin ranked #1 in 2017 and 2018





### The Information's "Silicon Valley's Most Popular Dealmakers"

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

### The Largest FinTech Advisory Practice in the World

