FT PARTNERS FINTECH INDUSTRY RESEARCH

June 29, 2017









K1 Combines Certify, ExpenseWatch, Nexonia and Tallie and Invests over \$125 mm of Equity





The Only Investment Bank Focused Exclusively on FinTech

San Francisco • New York • London

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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Transaction Overview









Transaction Summary

- On June 20, 2017, K1 Investment Management ("K1") merged Certify, Nexonia, ExpenseWatch and Tallie and invested over \$125 mm in equity. This merger creates the largest independent expense management software company behind Concur, which was acquired in 2015 by SAP
 - K1 has additional capital available for further acquisitions
- The combined business will better serve its more than 7.500 enterprise, mid-market and SMB customers with expanded offerings to reduce administrative overhead associated with employee time, travel and expenses
- Near-term priorities include increased investment in product capabilities, expansion of geographic reach and growth of a team of subject matter experts
- The combined company will continue focusing on the strong growth experienced by all four companies, and will maintain operations in Portland, ME; Toronto, ON; San Diego, San Francisco and Walnut Creek, CA; Austin, TX; and Montreal, QC
- The combined company will continue to support all customers and product lines in order to provide its customer base with increased opportunities and benefits
- The companies were recently named as High Performers in the G2 Crowd Grid for Expense Management based on their user satisfaction, ease of use and system reporting and analytics
 - Certify, in particular, received the highest rating of any vendor for overall customer satisfaction
- Notable customers of the combined entity include Marketo, 1-800-Flowers, FitBit, Survey Monkey, Shopify, Century 21, HootSuite, Little Caesars, and Scribd

Investor Commentary

"This is a unique opportunity to unite four complementary market leaders to advance the way that companies manage their travel, time and expenses. By integrating best-of-breed expense solutions and combining industry-leading expertise, Certify, Nexonia, ExpenseWatch and Tallie are incredibly well-positioned to bring a highly adaptive platform to the rapidly expanding expense management market. "



Eric White President



"This deal is all about bringing the best expense management products to the most users everywhere in the world. We're now in a much stronger position to develop products and serve customers in the US, Canada and internationally. I would expect us to continue growing organically and through acquisition as we move to overtake Concur as the world's largest expense management software vendor."



Robert Neveu Founder & CEO



"We are thrilled to work with management to bring expanded functionality to the market as a result of this strategic combination. Our commitment is to build the best-in-class travel, time and expense management software company and we intend to do that by continuing to invest in our brands, customers and people."



Hasan Askari **Managing Director**



Certify Overview









Company Overview



President & Co-Founder:	Robert Neveu
H.Q. Locations:	Portland, ME
Founded:	2008
Employees	~91

- Certify is a provider of a cloud-based platform designed to offer travel and expense report management services
- The Company's cloud-based platform offers travel expense software and other expense report services on-demand without any extra technological support or the installation of any other programs

Selected Transaction History

Date	Size (\$ mm)	Туре	Investor(s) / Target
04/03/14	\$3	Later- Stage VC	COMMUNITY VENTURES Vennent - new hampelire - naine
10/12/09	2	Early-Stage VC	PALM VENTURES AI PINF MERIDIAN VENTURES

Products & Services Overview

Certify provides expense report software for small business and enterprise

How it works:







Certify generates expense reports on scheduled dates



Processing and payments are faster than ever before



Admins can access insightful reports on T&E spend

What makes Certify different?



The Only Auto-Generated Expense Reports

- ReportExecutive feature means scheduled, auto-generated expense reports for employees to review and submit
- No more tracking down employees for expense reports



The Simplest Mobile Expenses

- Patent-pending ReceiptParse™ scans receipt photos and AutoFills expense entries instantly
- With Certify, employees can build and submit reports before they even get home from their trip!



Integrated, Automated AP Invoice Management

Certify Invoice makes AP management simple and streamlined with an automated solution that's seamlessly integrated into the leading Certify expense management platform

Benefits for **Employees**



Benefits for Accountants



#1 for Customer Satisfaction



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Nexonia Overview







Company Overview



President & CEO:	Eric White
H.Q. Locations:	Ontario, Canada
Founded:	2002
Employees	NA

- Nexonia is a developer of an automated expense tracking software
- The Company develops an automated software that tracks and manages business expenses and working hours of employees

Selected Transaction History

Date	Size (\$ mm)	Туре	Investor(s) / Target
12/15/16	NA	Merger of Equals	Tallie
03/03/16	NA	Acquisition	expensewatch.com°





Nexonia Expenses

Streamlines employee expense reporting process to better manage business & travel expenses for administrators & staff











Credit Card Integrations



CHASE Diners Club









Nexonia Timesheets

Manage timesheets online with ease and convenience, enabling users to track billable hours easily to calculate time for payroll











Enhanced Policy Support

Integrations

Support

Mobile Apps

Unparalleled **Customer Support**



Nexonia Time Off

Allows users to plan & request vacations, submit sick days/days off, and visually track how much time off is available until the end of the year













Enhanced Policy Support

Seamless Integrations

Total Visibility

Full Policy Accruals & Support

Unparalleled **Customer Support**



Nexonia Time Allocation

Accounts for time spent on specific task categories or projects as a percentage of employees' total monthly working time









Cloud Software





Nexonia Purchase Orders

Allows you to see exactly what's been ordered from suppliers, the cost, and where and when it should be delivered with just a few clicks









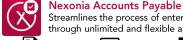




Integrations

Configurations

Customer Support



Streamlines the process of entering vendor invoices & managing approvals, through unlimited and flexible approval workflow capabilities

Automate Vendor



Incredibly Flexible Approvals

Seamless

Accessible **Vendor Portal**

W-9 Forms

Unparalleled **Customer Support**

FT PARTNERS RESEARCH

K1 Investment Management Overview









Neil Malik Founder, Managing



Dan Ghammachi Managing Partner



Hasan Askari Managing Partner



Taylor Beaupain Managing Partner

Locations

El Segundo, CA (HQ)

Denver, CO

About

- Founded in 2011 by Neil Malik
- Focuses on high-growth, private, software companies, including SaaS businesses
- Operates K1 Operations which acts as an operational consulting affiliate
- Has developed the IOps program, a suite of best practices across human capital management, sales and marketing, software development, finance and accounting deployed across every portfolio company
- Likes to invest in founder-backed businesses
- Prefers not to invest in companies in overhaul or restructuring processes

Investment Preferences

Investment Criteria

Fund Size: \$220 mm

Fund Raised: 2016

Investment Range: \$10 – 100 mm

\$10 mm+ Revenue:

EBITDA: NA

General Preferences 1

Control: Minority

Geography: North America

Transaction Type: Venture, Growth

Industry Focus: Enterprise Software, SaaS

Selected Recent Investments / Exits

FinTech / Financial Services Investments 2

Date	Company	Deal Amt. ³	Board Rep.	Sector
01/17	Tallie (Buyout)	NA	NA	FMS
09/16	Apttus (Series C)	\$88	Neil Malik	FMS
02/15	Courion Corporation (Late Stage VC)	NA	NA	FMS
02/15	Zapproved (Late Stage VC)	15	NA	FMS
09/13	Inthinc Technology Solutions (Series A)	17	Dan Ghammachi	FMS
11/11	WorkForce Software (Series A)	17	Taylor Beaupain	FMS
10/11	The RightThing (ADP)*	NA	NA	FMS

Other Investments 2

Date	Company	Deal Amt. ³	Board Rep.	Sector
03/17	ControlUp (Series B)	\$10	Hasan Askari	Systems Software
03/17	Skuid (Series B)	25	Hasan Askari	App Software
12/16	Airdesk Mobile (Buyout)	NA	NA	Wireless Comm
12/16	MobileGuard (Buyout)	NA	NA	IT Services
09/16	Unified (PE Growth)	10	NA	Media / IT
09/16	Faulkner Media Group (Buyout)	NA	NA	Media / IT
11/14	American Cadastre (Buyout)	\$7	NA	Data
07/11	LegalZoom.com (Series B)	66	NA	Online
10/10	Learn.com (Taleo)*	125	NA	Edu

Source: Company website, PitchBook

Italics indicate preferred control / geography

FT Partners Advises Chrome River on its \$100 mm Financing

Overview of Transaction

- On June 29, 2015, Chrome River announced a \$100mm Series D financing round from Great Hill Partners
- Chrome River is a leading, independent, enterprise-grade SaaS corporate expense control solution provider
- The Company's integrated expense and invoice offerings are built on a scalable, flexible platform that delivers best-in-class solutions to mid-size and multinational corporations
- Great Hill Partners is a leading middle market private equity firm with over \$1.1 bn in capital under management
- Bain Capital Ventures maintains a significant ownership stake in the Company

Significance of Transaction

- The transaction will further help Chrome River expand as the leading independent solution provider in the space and help fund international development and product innovation
- Firmly positions the Company to capitalize on strong traction in the large enterprise space and to continue to bring much needed efficiency and financial controls to the market

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Chrome River and its Board of Directors
- FT Partners leveraged its deep knowledge of the Company, extensive experience and broad industry relationships to help achieve a highly favorable outcome for the Company
- Transaction demonstrates FT Partners' continued success advising top-tier financial technology companies

Financial Technology Partners LP

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



in its Series D investment from



for total consideration of approximately

\$ 100,000,000



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ChromeRiver Overview

Company Overview



CEO & Co-Founder:	Alan Rich
H.Q. Locations:	Los Angeles, CA
Founded:	2007
Employees	~135

- Chrome River's expense reporting and invoice management service provides complete process automation and cost controls for A/P operations
- Solutions combine the latest internet technologies and financial systems experience to deliver unprecedented ease-of-use, tremendous configurability and powerful reporting

Selected Transaction History

Date	Size (\$ mm)	Туре	Investor(s) / Target
06/30/15	\$100	Series D	Great Hill PARTNERS
12/19/13	17	Series C	ADAMS STREET PARTNERS BainCapital VENTURES Securities Corporation ACAPITAL FOR GROWTH
05/09/12	3	Series B	First Analysis Securities Corporation ARGENTUM CAPITAL FOR GROWTH

Products & Services Overview

ChromeRiver offers the following suite of products / services:



EXPENSE

 Create, submit or approve expenses anytime, anywhere, on any device



INVOICE

 Automate and simplify the entire invoice management process for accounts payable operations



AUDIT

 Provide a secondary review process to help catch errors and eliminate the potential for fraudulent activity



ANALYTICS

 Deliver expense spend analytics and key operational metrics to enable control and cost savings

Expense Reports in a Snap





Receipt OCR

Direct Uber Integration

ChromeRiver Technology

- Chrome River meets the challenge of today's workforce with its modern expense report software and invoice management solutions
- Totally mobile solutions work anywhere, anytime on any device



FT Partners Advises AvidXchange on its \$300 mm Financing

Overview of Transaction

- On June 8, 2017, AvidXchange announced a minority \$300mm Series F financing round
 - Mastercard, CDPQ and Temasek co-led the equity round with participation from Thiel Capital
- As part of this financing, Colleen Taylor of Mastercard and Nicolas Westphal of CDPQ joined AvidXchange's Board of Directors
- In addition to the equity investment, AvidXchange also announced a strategic
 partnership with Mastercard to deliver accounts payable and payment automation
 to midsize businesses; the offering will be marketed as
 The Mastercard B2B Hub powered by AvidXchange
- AvidXchange is a best-in-class business-to-business payments company that is revolutionizing how companies pay their bills by automating the invoice and payment processes
 - The Company focuses on serving mid-market clients and spans multiple industries including Real Estate, Financial Services, Energy and Construction

Significance of Transaction

- The transaction will further help AvidXchange expand as the leading independent business-to-business invoice and payment solution provider
- Strategic relationship with Mastercard expected to fuel additional growth in driving forward Avid's existing bank channel
- Firmly positions the Company to continue to grow the core business, invest in infrastructure and product development and pursue opportunistic acquisitions

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to AvidXchange and its Board of Directors
- FT Partners leveraged its deep knowledge, extensive experience and broad industry relationships to help achieve a highly favorable outcome for the Company
- Transaction demonstrates FT Partners' continued success advising \$100mm+ financings

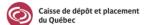
Financial Technology Partners LP FTP Securities LLC

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



in its Series F minority investment from





TEMASEK

THIEL

for total consideration of

\$300,000,000



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FT Partners Advises BROWZ in its \$10 mm Financing

Overview of Transaction

- On May 11, 2015, BROWZ ("the Company") announced a \$10mm equity investment from an undisclosed new investor
- BROWZ provides a SaaS supply chain qualification and risk management solution which enables global organizations to manage their contractors
- The Company supports a rapidly growing client base across more than 2,500 sites, 33 industry verticals and 10 countries
- In addition to its core supply chain qualification product, BROWZ also provides workforce management tools, supply chain auditing and contractor financial assessments

Significance of Transaction

- BROWZ will use the investment to accelerate its growth initiatives and ongoing global expansion strategy
- The Company has increased its revenue 4x since 2011 and continues to invest in its service, technology and global expansion

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to BROWZ and its Board of Directors
- The transaction demonstrates FT Partners' continued success advising top-tier financial technology companies

FIP Securities LC

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



in its financing for total consideration of

\$10,000,000



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FT Partners Advises Wave in its \$10 mm Financing

Overview of Transaction

- On May 12, 2015, Wave ("the Company") announced a \$10 mm Series C investment with participation from CRV, The Social+Capital Partnership,
 OMERS Ventures, and a strategic investor in the global fintech software space
- Wave is the leading SaaS / cloud-based financial management platform for micro-small businesses offering advanced proprietary accounting, invoicing, payroll and payment capabilities through integrated software applications
- The Company supports a rapidly growing customer base with Wave customer's currently invoicing more than \$6 bn per year, and running over \$250 mm in payroll per year
- Wave is tracking \$60 bn in income and expenses for its customers

Significance of Transaction

- This transaction brings total investment in Wave to \$35 mm, with the new funds earmarked for ongoing innovation and development of small business financial tools
- The Company is the fastest-growing small business financial solution on the market today, driving 10,000+ organic small business signups every week

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Wave and its Board of Directors
- The transaction demonstrates FT Partners' continued success in executing growth equity focused transactions and advising top-tier financial management software providers

Financial Technology Partners LP

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



in its financing, including investment from







for approximately

\$ 10,000,000



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FT Partners - Focused Exclusively on FinTech

Selected Transactions - Superior Industry Knowledge and Execution History











































FT Partners - Focused Exclusively on FinTech

Selected FT Partners' Research (click to view)



BlackLine Completes its IPO Raising ~\$146 mm



Avalara Secures \$96 mm in Financing



Coupa Completes its IPO Raising ~\$133 mm



Apttus Secures \$88 mm in Series D Financing



Finicity Secures \$42 million in Series B Equity and Debt Financing



Nuance Acquires
TouchCommerce for \$215 mm

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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	 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 Financial Services Deal of the Year, Above \$100mm
2015	Steve McLaughlin ranked #4 in Institutional Investor's FinTech 35 List



2006 - 2008

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



Middle Market Financing Awards 2008

- Equity Financing Dealmaker of the Year Steve McLaughlin
- Information Technology Deal of the Year
- Financial Services Deal of the Year

Financing Professional of the Year – Steve McLaughlin 2006

- Financing Deal of the Year Equity
- Financing Deal of the Year Debt

FT Partners - Focused Exclusively on FinTech

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 First Data.	 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