FT PARTNERS FINTECH INDUSTRY RESEARCH

August 13, 2018



tZERO (subsidiary of Overstock.com) raises ~\$270 million in equity from GSR Capital





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



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 Institution Investors "FinTech Finance 40"



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

tZERO raises ~\$270 million from GSR Capital

+7CD0

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Transaction Summary

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- On August 9, 2018 Overstock.com announced that GSR capital has invested ~\$270 million in equity in tZERO at a \$1.5 billion post-money valuation
 - GSR is also investing ~\$104 million to purchase 3.1 million shares of Overstock.com (Nasdaq:OTSK) at a 5% discount from the August 1 closing price
 - GSR also agreed to purchase \$30 million of tZERO's security token ICO; tZERO raised \$134 million for its ICO in total
- tZERO is 80% owned by Overstocks's blockchain subsidiary Medici Ventures
- In addition to tZERO, Medici Ventures has funded 13 blockchain projects
- tZERO aims to be the leading global security token exchange allowing blockchain-based tokens representing fractional ownership of assets to be easily traded in a global market
- Overstock is an online retailer that sells a broad range of products at discount prices
- GSR Capital is a private equity investment firm with offices in Beijing, Hong Kong, and the USA

Transaction Commentary

"We are honored to have GSR Capital as a strategic investor. The tokenization of securities has the potential to disrupt global capital markets responsible for moving hundreds of trillions of dollars. Together with our partners, we will globalize our blockchain-based platform, bringing more efficiency, liquidity, and trust to capital markets."



Saum Noursalehi



"GSR Capital has the prescience to understand the disruptive power of blockchain capital markets. They are aligned with our vision for the future of capital markets built upon the speed, trust, and security of the blockchain. And most importantly, they think big, and want to help us scale this vision globally as quickly as possible."



Patrick Byrne Founder & CEO



"GSR Capital is very excited to partner with tZERO in its effort to expand the global footprint for blockchain-enabled asset trading including stocks, bonds, commodities, etc. We have a long-term view on how we want to scale this platform on a global basis."



Sonny Wu Founder & Chairman



tZERO raises ~\$270 million from GSR Capital

tZERO Overview tZERC

Company Overview

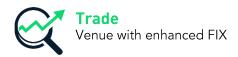


CEO: Saum Noursalehi
Headquarters: Utah, USA
Founded: 2017

- tZERO integrates cryptographically secure distributed ledgers with existing market processes to reduce settlement times and costs, increase transparency, efficiency, and auditability
- The Security Token Front-End is designed to support the eventual trading of security tokens in an easy, compliant, and user-friendly manner
- Security tokens, much like traditional securities, represent the fractional ownership of assets, but are recorded and transferable on the blockchain
- The first security token that will be available to trade on the platform will be a tokenized version of Overstock's equity offering currently available on the NASDAQ
- The company also plans to offer "digital locate receipts software" designed to make security lending activities compliant, more transparent, and more efficient from both a cost and operational perspective

Features





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Post-Trade & Servicing Clearing and reconciliation



Performant Ledger
Distributed register

Management



Saum Noursalehi CEO

- Former president of Overstock's retail business
 - Joined Overstock in 2005
- Member of Overstock's board of directors



Patrick Bryne Founder & Chairman

- Founded Overstock in 1999
- Challenged Overstock in 2012 to become the first online retailer to accept bitcoin for payments

Selected FT Partners' Research - Click to View



Moneybox's £14 million Series B
Financing



Moneyfarm's £40 million Series B Financing



CVC Capital Partners' Acquisition of OANDA



TCA's \$275 million sale to E*TRADE



Robinhood Raises \$363 million in Series D Financing



Tiger Brokers Raises \$80 million in Series C Financing



Hellman & Friedman Acquires Financial Engines for ~\$3 billion



Symphony Raises \$67 million in Financing

VIEW MORE FT PARTNERS RESEARCH

Selected FT Partners Capital Markets / WealthTech Transactions

M&A Transactions







Financial Technology Partners LP riskalvze for total consideration of \$ 20,000,000 Financial Technology Partners LP FTP Securities LLC is pleased to announce its exclusive role as Capital Makets & IPO Advisor to \$69,000,000 Initial Public Offering valuing, the equity at approximately \$ 300,000,000 Financial Technology Partners LP FTP Securities LLC **TradingScreen** in its minority recapitalization for







FT Partners has advised on some of the most prominent and groundbreaking transactions in the Capital Markets and Wealth Technology sectors

FT Partners Advises CVC Capital Partners on its Acquisition of OANDA

Overview of Transaction

- On May 2, 2018, the shareholders of OANDA announced a sale of the company to funds managed by CVC Capital Partners
- Founded in 1995, OANDA is a global online retail trading platform, currency data, analytics and money transfer company
 - OANDA combines its award-winning technology and institutionalgrade execution across a wide range of asset classes, enabling clients to trade currencies, equity indices, commodities, treasuries and precious metals
- CVC Capital Partners is a leading private equity and investment advisory firm managing over \$70 billion in assets

Significance of Transaction

- Under the new ownership, OANDA will continue to be led by Chief Executive
 Officer, Vatsa Narasimha, who was pivotal in the investment from CVC and
 instrumental in growing the business at a CAGR of over 25% since 2015
- CVC will support OANDA's continued growth including initiatives to make strategic acquisitions in Asia, and in investing to further broaden its product set

FT Partners' Role

- FT Partners served as sole strategic and financial advisor to CVC Capital Partners
- This transaction highlights FT Partners' expertise in the Capital Markets Tech space and continued success in providing buy side advisory to top-tier financial sponsors

Financial Technology Partners LP

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



in its acquisition of





FT Partners Advises TCA on its Sale to E*TRADE

Overview of Transaction

- On October 19, 2017, Trust Company of America ("TCA") announced its sale to E*TRADE Financial Corporation ("E*TRADE") (Nasdaq: ETFC) for \$275 million in cash
- Headquartered in Denver, CO, TCA is a leading provider of technology solutions and custody services to independent RIAs, helping them scale operations, more effectively manage client relationships and focus on growing their practice
- E*TRADE is a leading financial services company and a pioneer in the online brokerage industry, offering easy-to-use solutions for individual investors and stock plan participants
- The transaction is expected to close in the second quarter of 2018

Significance of Transaction

- The acquisition will allow E*TRADE to tap into the growing RIA segment in the industry and bolster its ability to attract and retain customers in need of higher-touch services
- Leverages E*TRADE's brand to accelerate growth at TCA
- Creates additional upside opportunities over time through cross-selling of margin lending, securities-based lending, options, etc.

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to TCA and its Board of Directors
- This transaction underscores FT Partners' successful track record generating highly favorable outcomes for leading WealthTech companies

Financial Technology Partners LP

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



in its sale to



for a total consideration of

\$ 275,000,000



FT Partners Advises Addepar on its Series D Financing

Overview of Transaction

- On June 8, 2017, Addepar announced it has raised \$140 million in Series D financing co-led by Harald McPike, the founder of QuantRes, along with Valor Equity Partners and 8VC
- Headquartered in Mountain View, CA, Addepar is a leading provider of portfolio management and reporting software and services that seeks to become the infrastructure that will connect all aspects of global finance
- Harald McPike is the founder of QuantRes, a quantitative trading firm, and a global private investor with a focus on the financial and technology sectors
- Valor Equity Partners is an operational growth investment firm that does both minority and majority investments in high growth companies at various stages of development
- 8VC is a venture capital firm that makes seed to later stage investments with a focus on the technology industry

Significance of Transaction

- The financing capitalizes on Addepar's unprecedented growth from \$300 billion to over \$650 billion assets on platform in less than 18 months as top wealth managers embraced Addepar's category-defining client reporting software
- With the new capital, Addepar will continue investing significantly in R&D, expanding its product, platform and tech-enabled services to unlock more value for its clients while also serving a wider range of wealth and asset management firms

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Addepar
- Transaction demonstrates FT Partners' continued leadership position as the "advisor of choice" to the highest quality FinTech companies as well as its deep domain expertise and experience in the WealthTech space

FTP Securities LLC

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



in its Series D financing co-led by



Harald McPike

for total consideration of

\$ 140,000,000



FT Partners Advises AlphaSense in its \$33 million Growth Financing

Overview of Transaction

- On March 7, 2016, AlphaSense ("the Company") announced a financing round led by Triangle Peak Partners, Tribeca Venture Partners and Quantum Strategic Partners, a private investment vehicle managed by Soros Fund Management
- The round also includes notable individual investors, including Tom Glocer, former CEO of Thomson Reuters
- AlphaSense provides intelligent search and alerting capability across a vast library of disparate resources giving users an information edge
- The professional search functionality leverages sophisticated natural language processing and search technology that streamlines finding and tracking the most relevant information

Significance of Transaction

- AlphaSense will use the new capital to help fund its exceptional growth, as well as continue building out the platform with additional features and functionality
- Firmly positions the Company to expand its products and services and continue to disrupt the intelligent search / content aggregation space

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to AlphaSense and its Board of Directors
- Highlights FT Partners' continued success in achieving highly attractive outcomes for leading SaaS-based technology firms

Financial Technology Partners LP

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



in its growth financing from

Quantum Strategic Partners

a private investment vehicle managed by SOROS





for total consideration of

\$ 33,000,000+



FT Partners Advises Riskalyze on its Growth Equity Investment

Overview of Transaction

- On October 31, 2016, Riskalyze announced it closed a \$20 million minority growth equity investment led by FTV Capital
- Headquartered in Auburn, CA, Riskalyze invented the Risk Number[®], which
 powers the world's first Risk Alignment Platform and empowers advisors to
 execute a digital advice business model with Autopilot; Riskalyze also enables
 compliance teams to spot issues, develop real-time visibility and navigate
 changing fiduciary rules with Compliance Cloud
- FTV Capital is a growth equity investment firm that has raised over \$2.7 billion to invest in high-growth companies within the enterprise technology & services, financial services and payments & transaction processing sectors

Significance of Transaction

- The transaction capitalizes on Riskalyze's strong growth and traction within the advisor market and demonstrates the need for quantified risk alignment
- With the investment, Riskalyze will look to bolster and expand its line of digital offerings

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Riskalyze and its Board of Directors
- Transaction demonstrates FT Partners' continued success advising on financings for top-tier FinTech companies

Financial Technology Partners LP

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



in its growth equity investment led by



for total consideration of

\$ 20,000,000



Award-Winning Investment Banking Franchise Focused on Superior Client Results

| LendIt | 2018 | 2018 Top Investment Bank in FinTech |
|--|---|---|
| Institutional Investor Institutional Investor Annual Ranking | 2017 2015 - 2016 2006 - 2008 | Ranked #1 Most Influential Executive on Institutional Investor's FinTech 35 List Steve McLaughlin Ranked Top 5 on Institutional Investor's FinTech 35 List Consecutively Ranked (2006, 2007 and 2008) among the Top Bankers on Institutional Investor's "Online Finance 40" |
| The Information | 2016 | Ranked #2 Top Technology Investment Banker on The Information's "Silicon Valley's Most Popular Dealmakers" |
| 2017 - 2004 ANNUAL AWARDS WINNER M&A Advisor Awards | 2015 - 2017 2010 - 2014 2004 - 2007 | Investment Banker of the Year – 2017 Investment Banking Firm of the Year – 2016 Cross Border Deal of the Year - 2016 Dealmaker of the Year – 2015 Technology Deal of the Year – 2015 Equity Financing Deal of the Year - 2014 Professional Services Deal of the Year, Above \$100 mm – 2014 Dealmaker of the Year – 2012 Professional Services Deal of the Year, Above \$100 mm – 2012 Boutique Investment Bank of the Year – 2011 Deal of the Decade – 2011 Upper Middle Market Deal of the Year, Above \$500 mm – 2010 IT Services Deal of the Year, Below \$500 mm – 2010 Cross-Border Deal of the Year, Below \$500 mm – 2010 Dealmaker of the Year – Steve McLaughlin – 2007 Business to Business Services Deal of the Year - 2007 Computer and Information Technology Deal of the Year, Above \$100 mm – 2007 Financial Services Deal of the Year, Above \$100 mm – 2007 Investment Bank of the Year – 2004 |
| Middle Market Financing Awards | 2006 - 2008 | Equity Financing Dealmaker of the Year – Steve McLaughlin – 2008 Information Technology Deal of the Year – 2008 Financial Services Deal of the Year – 2008 Financing Professional of the Year – Steve McLaughlin – 2006 |

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. | 23 |
| 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 | 22 |
| Osman Khan Managing Director | Â 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) | 21 |
| 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 | 20 |
| 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. | 16 |
| Kate Crespo Managing Director | RAYMOND JAMES® | Formerly with Raymond James' Technology & Services investment banking 12+ years of FinTech transaction execution experience Dartmouth M.B.A. | 16 |
| 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 | 15 |
| Andrew McLaughlin Managing Director | Deloitte. | 20+ years experience executing / implementing financial and operational strategy Formerly with Deloitte Consulting | 12 |